



KANZHUN LIMITED

A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability

Stock Code : 2076

LISTING BY WAY OF INTRODUCTION



Joint Sponsors

Morgan Stanley

Goldman Sachs 高盛

IMPORTANT

Important: If you have doubt about any of the contents in this document, you should obtain independent professional advice.



KANZHUN LIMITED 看準科技有限公司

*(A company controlled through weighted voting rights and incorporated in the Cayman Islands
with limited liability)*

LISTING BY WAY OF INTRODUCTION ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Stock Code: 2076

Joint Sponsors

Morgan Stanley

Goldman Sachs 高盛

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This document is published in connection with the listing by way of introduction on the Main Board of The Stock Exchange of Hong Kong Limited of the Class A ordinary shares of KANZHUN LIMITED. This document contains particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) for the purpose of giving information with regard to our Company and subsidiaries.

This document does not constitute an offer of, nor is it calculated to invite offers for, Class A ordinary shares or other securities of our Company, nor has any such Class A ordinary shares or other securities been allotted with a view to any of them being offered for sale to or subscription by members of the public. No new Shares will be allotted and issued in connection with, or pursuant to, this document.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this document, including the risk factors set out in "Risk Factors." Information regarding the proposed arrangements for the listing of, and dealings and settlement of dealings in, our Class A ordinary shares following the Introduction is set out in "Market Arrangements to Facilitate Dealings in Hong Kong" in this document.

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The Company is controlled through weighted voting rights. Prospective investors should be aware of the potential risks of investing in a company with a WVR structure, in particular that the WVR Beneficiary, whose interests may not necessarily be aligned with those of our Shareholders as a whole, will be in a position to exert significant influence over the outcome of Shareholders' resolution. For further information about the risks associated with our WVR structure, please refer to the section headed "Risk Factors—Risks Relating to our Shares and our ADSs." Prospective investors should make the decision to invest in the Company only after due and careful consideration.

December 16, 2022

EXPECTED TIMETABLE⁽¹⁾

Commencement of investor education activities as described in “Market Arrangements to Facilitate Dealings in Hong Kong—Investor Education” from Friday, December 16, 2022

- dissemination of electronic copies of this listing document through the respective websites of our Company at ir.zhipin.com and the Hong Kong Stock Exchange at www.hkexnews.hk

Daily announcement released on the respective websites of the Hong Kong Stock Exchange at www.hkexnews.hk and our Company at ir.zhipin.com, disclosing the previous day closing price (in both US dollars and Hong Kong dollars for reference) of our ADSs (each representing three Class A ordinary shares) on the Nasdaq Global Select Market, and developments and updates, if any, with regard to bridging arrangements described in “Market Arrangements to Facilitate Dealings in Hong Kong” on Monday, December 19, 2022
Tuesday, December 20, 2022
Wednesday, December 21, 2022 and
no later than 8:30 a.m. on
Thursday, December 22, 2022

Dealings in the Class A ordinary share on the Hong Kong Stock Exchange expected to commence at 9:00 a.m. on Thursday, December 22, 2022

Notes:

(1) All times refer to Hong Kong local time, except as otherwise stated.

(2) Particulars of the Introduction are set out in “Information About this Document and the Introduction.”

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IMPORTANT NOTICE TO PROSPECTIVE INVESTORS

We have not authorised anyone to provide you with information that is different from what is contained in this document. Any information or representation not contained nor made in this document must not be relied on by you as having been authorised by the Company, the Joint Sponsors, any of their respective directors, officers, employees, agents or representatives of any of them or any other parties involved in the Introduction. Information contained in our website located at ir.zhipin.com does not form part of this document.

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SUMMARY

This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. Moreover, there are risks associated with any investment. Some of the particular risks of investing in our Shares are set out in “Risk Factors”. You should read the entire document carefully before you decide to invest in our Shares.

OVERVIEW

Who We Are

We are the largest online recruitment platform in China in terms of average MAU and online recruitment revenue in 2021 and the six months ended June 30, 2022. We had a market share of 6.1% in the online recruitment industry in terms of online recruitment revenue in the six months ended June 30, 2022, which is the highest among online recruitment platforms. We are also the second largest market participant in China’s recruitment market in terms of recruitment revenue in 2021 and the six months ended June 30, 2022, with a market share of 2.1% and 2.3% in the same periods, respectively. We have pioneered the “direct recruitment model” that captures the essence of real-world recruitment scenario through innovatively embedding two-way communication and two-sided recommendation into the online recruitment process on a mobile-native platform. We were the first in China to adopt the direct recruitment model for the online recruitment industry. Our innovative business model is developed on an approach that is fundamentally different from other existing business models at the time of its inception and has since transformed the online recruitment industry and user behavior in China.

Leveraging the power of our business model and technology innovations, we efficiently connect job seekers and enterprise users and reinvent how they interact with each other, thereby greatly improving their job hunting and recruitment efficiency, which in turn contributed to our business success in terms of scale and growth. Our average MAU reached 25.9 million in the six months ended June 30, 2022. Our verified job seekers, verified enterprise users and verified enterprises reached 100.8 million, 17.2 million and 8.9 million as of June 30, 2022, respectively. Our paid enterprise customers reached 3.8 million in the twelve months ended June 30, 2022. In the six months ended June 30, 2022, our platform generated an average of 3.0 billion chat messages every month.

We have also achieved full user coverage of white and gold-collar users, blue-collar users and college students, and have served a full spectrum of employers, large and small, in numerous industries and from diverse geographical areas. As of June 30, 2022, white and gold-collar users, blue-collar users, and college students as percentage of our job seeker user base reached 54.5%, 29.3% and 16.2%, respectively. We serve all of the 2021 Fortune China 500 companies. Out of the total number of verified enterprises we served, 84.6% had less than 100 employees as of June 30, 2022.

Pain Points Our Industry Faces

Recruitment services market is the fastest-growing segment in China’s human resource services market between 2021 and 2026 with a CAGR of 18.7%. With job seekers and employers increasingly embarking on their job hunting and recruitment journeys online, China’s online recruitment market’s size in terms of revenue is expected to increase from RMB71.4 billion in 2021 to RMB250.8 billion in 2026, representing a CAGR of 28.6% between 2021 and 2026. Market participants in China’s recruitment market primarily include online recruitment platforms, online classifieds, online portals offered by recruiting agencies and traditional recruiting agencies, such as headhunting firms and recruitment process outsourcing agencies.

SUMMARY

The online recruitment industry in China has traditionally suffered from two pain points: job seekers find it difficult to locate suitable job positions, and employers find it hard to secure suitable job candidates. Job seekers and employers yearn for a new platform that can deliver unprecedented efficiency.

These pain points have been caused by the following three common characteristics of the traditional industry players.

- **Resume centric.** Traditional resume centric model provides limited functionality beyond submission and downloading of resumes. Information flows one way, only from job seekers to employers, via a few pages of stylized introductions, and job seekers often receive tardy responses, if any.
- **Search-based.** A search-based model unevenly drives internet traffic towards top candidates with stellar credentials and well-known corporations with deep pockets, leaving behind the vast majority of other job seekers and SMEs with substantial unmet demand. This led to an inability for traditional online recruitment platforms to tap into the blue-collar recruitment market and serve the traditionally underserved SME employers.
- **Limited user coverage.** Because of traditional models' inability to provide customized and accurate recommendations, they are forced to limit their user coverage and focus on serving only a subset of users.

Cognizant of the industry pain points and their root causes, our founders set out eight years ago to create a transformative mobile-native product “BOSS Zhipin” that is communication-oriented, provides feed-based recommendation and attracts a full spectrum of users. Our innovative business model has proven to be more efficient and effective, delivering better outcomes for both job seekers and enterprises, which in turn contributes to our rapid growth and industry leading position.

Our Platform

We connect job seekers and enterprise users in an efficient and seamless manner mainly through our highly interactive BOSS Zhipin mobile app, a mobile-native online recruitment platform that promotes instant direct chats between enterprise users and job seekers, delivers accurate matching results, and is powered by proprietary algorithms and big data insights. We are relentlessly focused on enhancing user experience by delivering efficient, intuitive and convenient experience to them throughout the recruitment cycle.

Our platform participants

Job seekers: We have a large and fast growing pool of job seekers consisting of white and gold-collar users, blue-collar users and college students.

Enterprise users: We serve an extensive network of employers covering small, mid-sized and large businesses across a broad range of industries and diverse geographic areas. Enterprise users of our platform include Bosses and recruiting professionals (more than one enterprise users of the same employer could register an account with us).

Bosses: Bosses refer to executives or middle-level managers of large enterprises and SMEs and micro business owners, who are the key decision makers that can better assess candidates' capabilities, including their soft skills and cultural fit, and more efficiently identify the best people for their businesses. We get the Bosses involved on our platform since our inception. Our innovative model facilitates direct interaction between job

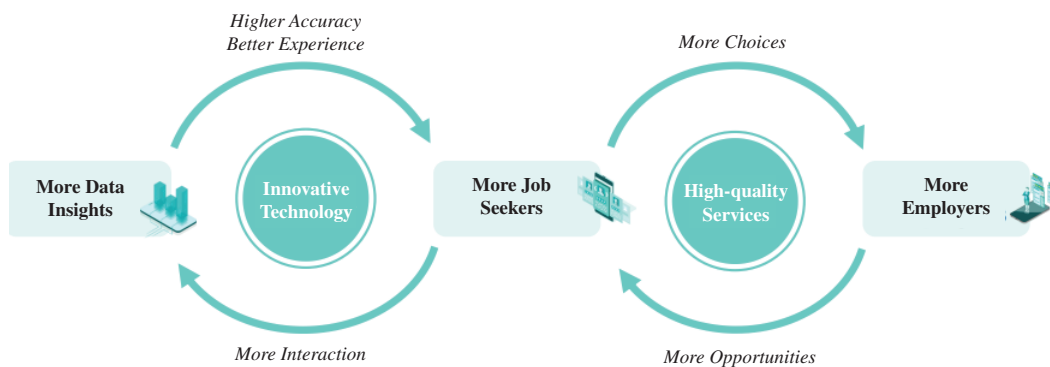
SUMMARY

seekers and Bosses, fulfils the undiscovered demands of hiring decision makers to directly participate in the recruiting process at an early stage, and allows us to amass a large number of Bosses. As of June 30, 2022, 65.7% of our verified enterprise users were Bosses.

Recruiting professionals: We also serve recruiting professionals, including human resource officers and specialized hiring function employees of an employer, headhunters and hiring staff from human resource agencies.



Our innovative business models and robust technology generate significant network effects. As we bring more job seekers to our platform, we gather more meaningful user data from extensive user interaction facilitated by our direct recruitment model. Underpinned by our robust recommendation system, our data insights on jobs and user preferences translate to more accurate job and candidate matching results and better user experience, thereby attracting more job seekers. More employers also join our platform to access our large and diverse job seeker base, bringing more job opportunities for our job seekers. These together build a double-sided network that continue to fuel our growth and success.



Our Services

Our services are purposely designed for improving job hunting and recruitment efficiency to elevate user experience.

- **For enterprise users.** We provide direct recruitment services that allow enterprise users to post jobs, receive personalized candidate recommendations, engage in direct communication and receive resume upon mutual consent. We also offer an expanding range of value-added tools to further enhance recruitment efficiency.

SUMMARY

- ***For job seekers.*** We provide job seeking services that allow job seekers to receive job recommendations, initiate direct chats and deliver resumes upon mutual consent. We also provide value-added tools that help them better prepare for their job hunt.

Our Operation and Financial Overview

We provide services for improving recruitment and job hunting efficiency to both enterprise users and job seekers, generating most of our revenue from paid services offered to enterprise users. For enterprise users, we offer direct recruitment services that allow them to post jobs and communicate with job seekers, which can be free or paid, supplemented by paid value-added tools to further enhance their recruitment efficiency. For job seekers, we offer job seeking services for them to communicate with employers for free and paid value-added tools to help job seekers better prepare for their job hunt and assess their candidacy. See “Business—Our Monetization Model” for more details on our platform’s monetization. See “Business—Our Operation and Financial Overview” for a summary of our key operation and financial results.

STRENGTHS

We believe the following strengths have contributed to our success.

- Largest online recruitment platform in China with full user coverage and strong network effects
- Innovative business model delivering higher recruitment efficiency and driving rapid expansion
- High-quality user experience bringing about user loyalty and brand recognition
- Industry-leading technology fueling accurate recommendations
- Multipronged go-to-market strategy that best serves diverse user demands
- Visionary management team with deep industry expertise

STRATEGIES

We seek to connect and empower job seekers and enterprise users through technology and innovation. We plan to attract more users, including both job seekers and enterprise users to our platform, further enhance our user experience, and improve our brand equity by focusing on the following key growth strategies.

- Further increase our presence in different user groups, industries and regions
- Increase the coverage of our services to provide more service offerings
- Build a human resources service ecosystem to serve individual and enterprise users’ diverse needs
- Continue to invest in technological innovations and deepen our data insights
- Further enhance our data and infrastructure security

SUMMARY

COMPETITIVE LANDSCAPE

China's recruitment and online recruitment markets remain fragmented. Market participants in China's recruitment market primarily include online recruitment platforms, online classifieds, and recruiting agencies. The top five companies accounted for an aggregate market share of approximately 8.6% and 9.0% in China's recruitment market in 2021 and the six months ended June 30, 2022, respectively. We are the second largest market participant in China's recruitment market in terms of recruitment revenue in 2021 and the six months ended June 30, 2022, with a market share of 2.1% and 2.3%, respectively. Market participants in China's online recruitment market primarily include online recruitment platforms, online classifieds, and online portals offered by recruiting agencies. The top four online recruitment platforms accounted for an aggregate market share of approximately 15.9% and 15.7% in China's online recruitment market in 2021 and the six months ended June 30, 2022, respectively. We are the largest online recruitment platform in China in terms of average MAU and online recruitment revenue in 2021 and the six months ended June 30, 2022, with a market share of 5.9% and 6.1% in terms of online recruitment revenue, respectively. For further details, please see "Industry Overview—Competitive Landscape of Online Recruitment Market" and "Industry Overview—Competitive Landscape of the Recruitment Market."

OUR CUSTOMERS AND SUPPLIERS

Our customers are predominantly enterprise users, from whom we derive most of our revenues by providing online recruitment services, primarily in the forms of customized subscription packages, and online recruitment tools that can be purchased on demand. Our largest customer in each year/period during the Track Record Period accounted for approximately 0.4%, 0.4%, 0.3% and 0.3% of our total revenues for each of the years/period ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively. Our top five customers in aggregate accounted for approximately 1.5%, 1.3%, 1.2% and 0.9% of our total revenues for each of the years/period ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively.

Our suppliers primarily include technology companies that provide hardware products or software services and advertising and marketing service providers. We recorded total purchase of RMB812.2 million, RMB1.3 billion, RMB1.8 billion, and RMB911.3 million for each of the years/period ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively. Our largest supplier in each year/period during the Track Record Period accounted for approximately 12.8%, 8.4%, 10.9% and 10.1% of our total purchase amount from suppliers for each of the years/period ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively. Our top five suppliers in aggregate accounted for approximately 38.0%, 37.6%, 37.0% and 40.1% of our total purchase amount from suppliers for each of the years/period ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively.

SUMMARY

CERTAIN OPERATING AND FINANCIAL DATA

	For the Three Months Ended														
	Mar 31, 2019	June 30, 2019	Sep 30, 2019	Dec 31, 2019	Mar 31, 2020	June 30, 2020	Sep 30, 2020	Dec 31, 2020	Mar 31, 2021	June 30, 2021	Sep 30, 2021	Dec 31, 2021	Mar 31, 2022	June 30, 2022	Sep 30, 2022
Average MAU (in millions) ⁽¹⁾	8.1	11.0	13.2	13.5	14.5	21.0	22.4	21.4	24.9	30.4	28.8	24.4	25.2	26.5	32.4
Average DAU/ Average MAU	26.7%	27.8%	26.4%	24.8%	23.1%	27.4%	27.6%	26.3%	25.5%	26.9%	27.5%	26.5%	27.2%	28.7%	27.6%
Average monthly revenue per average MAU (in RMB)	6.8	7.3	7.3	7.5	6.5	6.8	8.8	10.0	10.6	12.8	14.0	14.9	15.1	14.0	12.1

	For the Trailing 12-month Period Ended												
	Dec 31, 2019	Mar 31, 2020	June 30, 2020	Sep 30, 2020	Dec 31, 2020	Mar 31, 2021	June 30, 2021	Sep 30, 2021	Dec 31, 2021	Mar 31, 2022	June 30, 2022	Sep 30, 2022	
Number of paid enterprise customers (in millions) ⁽²⁾		1.2	1.3	1.5	1.9	2.2	2.9	3.6	4.0	4.0	4.1	3.8	3.7
ARPU ⁽³⁾ for paid enterprise customers (in RMB thousands)		0.8	0.8	0.9	0.8	0.9	0.8	0.9	0.9	1.1	1.1	1.2	1.2
Number of key accounts	970	1,123	1,272	1,518	1,871	2,332	3,173	3,995	4,778	5,498	5,805	5,947	
ARPU for key accounts (in RMB thousands) ⁽²⁾	161	164	169	172	177	184	187	193	194	191	184	176	

	As of December 31,			As of June 30,		As of September 30,	
	2019	2020	2021	2021	2022	2021	2022
	<i>(in millions, except for percentages)</i>						
Number of verified job seekers		44.8	76.7	97.9	95.8	100.8	113.2
Number of white and gold collar		30.7	43.4	52.8	51.0	54.9	60.3
% of white and gold collar		68.6%	56.6%	53.9%	53.2%	54.5%	53.3%
Number of blue collar		10.7	21.3	28.5	27.7	29.5	33.4
% of blue collar		23.9%	27.8%	29.1%	28.9%	29.3%	29.5%
Number of college students		3.4	12.0	16.7	17.1	16.3	19.5
% of college students		7.5%	15.6%	17.1%	17.8%	16.2%	17.2%

SUMMARY

	As of December 31,			As of June 30,		As of September 30,	
	2019	2020	2021	2021	2022	2021	2022
	<i>(in millions, except for percentages)</i>						
Number of verified enterprise users	6.5	11.4	16.2	14.9	17.2	15.7	18.4
Number of Bosses	4.4	7.4	10.7	9.8	11.3	10.4	12.1
% of Bosses	67.7%	65.2%	66.0%	65.8%	65.7%	66.1%	65.9%
Number of recruiting professionals	2.1	4.0	5.5	5.1	5.9	5.3	6.3
% of recruiting professionals	32.3%	34.8%	34.0%	34.2%	34.3%	33.9%	34.1%
Number of verified enterprises	3.2	5.5	8.1	7.2	8.9	7.7	9.6
Number of SMEs (<100 people)	2.5	4.5	6.8	6.0	7.5	6.5	8.2
% of SMEs (<100 employees)	78.2%	81.7%	84.1%	83.6%	84.6%	83.9%	85.2%
				For the Six Months Ended June 30,		For the Nine Months Ended September 30,	
				2021	2022	2021	2022
	<i>(in millions, except for percentages)</i>						
Newly verified job seekers	24.3	32.0	22.5	19.1	2.9	21.3	15.8
Newly verified enterprise users	3.1	5.0	4.8	3.4	1.0	4.3	2.2
Newly verified enterprises	1.5	2.3	2.6	1.7	0.8	2.1	1.5
Average monthly active job seekers ⁽⁴⁾	10.1	17.6	23.7	24.1	23.1	24.5	25.2
Average monthly active enterprise users ⁽⁵⁾	1.6	2.8	4.3	4.4	3.7	4.5	3.8
Average monthly active enterprises ⁽⁶⁾	1.0	1.8	2.8	2.8	2.5	2.9	2.6
360-Day average active user retention rate ⁽⁷⁾	19%	20%	20%	20%	22%	20%	22%
Effective conversion rate ⁽⁸⁾	43%	43%	43%	42%	40%	42%	39%
Average non-cognizant conversion rate ⁽⁹⁾	57%	67%	68%	67%	69%	67%	70%

SUMMARY

	For the Year Ended December 31,			For the Twelve Months Ended June 30,		For the Twelve Months Ended September 30,	
	2019	2020	2021	2021	2022	2021	2022
Renewal Rate⁽¹⁰⁾							
– Key accounts	95%	92%	94%	92%	96%	93%	96%
– Mid-sized accounts	75%	77%	77%	76%	82%	76%	81%
– Small-sized accounts	44%	44%	51%	52%	50%	54%	45%
All accounts	45%	45%	52%	52%	51%	54%	46%
Churn Rate⁽¹¹⁾							
– Key accounts	5%	8%	6%	8%	4%	7%	4%
– Mid-sized accounts	25%	23%	23%	24%	18%	24%	19%
– Small-sized accounts	56%	56%	49%	48%	50%	46%	55%
All accounts	55%	55%	48%	48%	49%	46%	54%

Notes:

- (1) The number of our average MAU decreased since the second quarter of 2021 due to the suspension of new user registration.
- (2) The number of our paid enterprise customers and ARPU for key accounts decreased in the twelve months ended June 30, 2022 due to (i) the suspension of new user registration and (ii) COVID-19's impact on our enterprise customers' recruitment demand and their recruitment related budgets.
- (3) Average revenue per paying user.
- (4) The sum of monthly active job seekers for each month during the given period divided by the number of months in the given period.
- (5) The sum of monthly active enterprise users for each month during the given period divided by the number of month in the given period.
- (6) The sum of monthly active enterprises for each month during the given period divided by the number of month in the given period.
- (7) The percentage of users that logged on to the BOSS Zhipin platform (mobile app, PC or mini-program) at a given day that also logged on to the BOSS Zhipin platform on the 360th day from the given date.
- (8) The percentage of candidates in the enterprise users' recommendation list that the enterprise users choose to engage in direct chat, after browsing the job seekers' mini resume. The slight decrease in effective conversion rate in the six months ended June 30, 2022 was primarily due to the suspension of new user registration as new enterprise users generally have higher recruitment demands and are more likely to choose to interact with job seekers after browsing their mini resume.
- (9) The percentage of users that completed resume delivery or exchanged contact information based on job recommendation that is different from the users' self identified job expectation. This metric demonstrates our ability to discern latent user preference or need, thereby improving their overall job hunting and recruitment efficiency. For example, a job seeker that put down "data engineer" as his/her expected job position may receive recommendation of "data mining" positions if the system discerns a good fit based on latent preferences recognized through the job seeker's behavior traits.
- (10) Renewal rate refers to the percentage of the enterprise customers during the previous twelve-month period of the given twelve-month period who contributed revenues to the Company during the given twelve-month period.
- (11) Churn rate refers to the percentage of the enterprise customers during the previous twelve-month period of the given twelve-month period who did not contribute revenue to the Company during the given twelve-month period.

SUMMARY

The table below sets forth the breakdown of our revenue from enterprise customers by types of customer accounts.

	For the Year Ended December 31,						For the Six Months Ended June 30,				For the Nine Months Ended September 30,			
	2019		2020		2021		2021		2022		2021		2022	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(unaudited)										(unaudited)			
	(in thousands, except for percentages)													
Online recruitment services to enterprise customers														
– Key accounts	155,819	15.8	330,795	17.2	928,360	22.0	362,763	18.7	517,925	23.3	643,114	20.5	775,037	22.9
– Mid-sized accounts	363,282	36.8	696,325	36.1	1,513,506	35.9	633,685	32.7	910,848	40.9	1,080,514	34.4	1,375,551	40.6
– Small-sized accounts	467,758	47.4	900,058	46.7	1,777,160	42.1	943,471	48.6	798,411	35.8	1,413,426	45.1	1,241,060	36.5
Total	986,859	100.0	1,927,178	100.0	4,219,026	100.0	1,939,919	100.0	2,227,184	100.0	3,137,054	100.0	3,391,648	100.0

The table below sets forth the breakdown of our revenue from enterprise customers by types of services.

	For the Year Ended December 31,						For the Six Months Ended June 30,				For the Nine Months Ended September 30,			
	2019		2020		2021		2021		2022		2021		2022	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(unaudited)										(unaudited)			
	(in thousands, except for percentages)													
Online recruitment services to enterprise customers														
– Paid job postings	626,837	63.5	1,283,317	66.6	2,995,806	71.0	1,320,085	68.0	1,630,674	73.2	2,172,590	69.3	2,481,781	73.2
– Value-added tools	360,022	36.5	643,861	33.4	1,223,220	29.0	619,834	32.0	596,510	26.8	964,464	30.7	909,867	26.8
Total	986,859	100.0	1,927,178	100.0	4,219,026	100.0	1,939,919	100.0	2,227,184	100.0	3,137,054	100.0	3,391,648	100.0

The table below sets forth the breakdown of our revenue by purchase methods.

	For the Year Ended December 31,						For the Six Months Ended June 30,				For the Nine Months Ended September 30,			
	2019		2020		2021		2021		2022		2021		2022	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(unaudited)										(unaudited)			
	(in thousands, except for percentages)													
Online recruitment services to enterprise customers														
– Subscription packages	627,404	62.8	1,256,532	64.6	2,772,587	65.1	1,210,551	61.9	1,626,991	72.3	1,995,076	63.0	2,444,729	71.3
– Standalone purchases	359,455	36.0	670,646	34.5	1,446,439	34.0	729,368	37.2	600,193	26.7	1,141,978	36.0	946,919	27.6
Subtotal	986,859	98.8	1,927,178	99.1	4,219,026	99.1	1,939,919	99.1	2,227,184	99.0	3,137,054	99.0	3,391,648	98.9
Others														
– Subscription packages	5,084	0.5	10,015	0.5	22,738	0.5	10,263	0.5	16,473	0.7	16,867	0.5	26,667	0.8
– Standalone purchases	6,777	0.7	7,166	0.4	17,364	0.4	6,535	0.4	6,567	0.3	14,557	0.5	10,472	0.3
Subtotal	11,861	1.2	17,181	0.9	40,102	0.9	16,798	0.9	23,040	1.0	31,424	1.0	37,139	1.1
Total revenues	998,720	100.0	1,944,359	100.0	4,259,128	100.0	1,956,717	100.0	2,250,224	100.0	3,168,478	100.0	3,428,787	100.0

SUMMARY

WVR STRUCTURE AND OUR CONTROLLING SHAREHOLDERS

We have adopted an innovative direct recruitment business model that improves job hunting and employment efficiency in the online recruitment market in China. Our Company has a WVR Structure, or weighted voting rights structure. Under the current WVR structure, each Class A Ordinary Share entitles the holder thereof to exercise one vote, and each Class B Ordinary Share entitles the holder thereof to exercise fifteen votes on all matters subject to a shareholders' vote. We convened an AGM on December 14, 2022 for the purpose of approving the proposals to amend and restate our memorandum and articles of association, such that the revised articles will comply with the relevant requirements under the Listing Rules. After the aforementioned amendments, each Class B Ordinary Share shall entitle the holder thereof to exercise ten votes on all matters other than the Reserved Matters subject to a shareholders vote, effective immediately upon Listing. Immediately upon the completion of the Introduction, the WVR Beneficiary will be Mr. Peng Zhao, who will beneficially own an aggregate of 140,830,401 Class B Ordinary Shares, representing (i) approximately 66.1% of the voting rights in our Company with respect to shareholder resolutions relating to matters other than the Reserved Matters; and (ii) approximately 16.3% with respect to shareholder resolutions relating to Reserved Matters. Mr. Zhao and the holding vehicle entity through which he holds his interest in and the intermediary company through which Mr. Zhao has an interest in our Company, namely TECHWOLF LIMITED, are a group of Controlling Shareholders of our Company after the Listing. For further details, please see "Share Capital—Weighted Voting Rights Structure" and "Relationship with the Controlling Shareholders."

Mr. Zhao has been pivotal to our success and has made significant contributions to us from strategic, technological and operational perspectives. Being chiefly responsible for establishing and developing our vision, strategies and culture since our inception, Mr. Zhao has – and continues to have – a substantive presence in our day-to-day operations, guiding all aspects of our principles and development. Mr. Zhao is recognized as a leading figure in China's human resources and internet sectors with over 17 years of experience in the internet industry and over 23 years of experience in human resources services. Since day one of our development, Mr. Zhao shaped us as a technology-driven company. Along our development of technologies, Mr. Zhao makes important calls on critical decisions, provides visionary guidance on the design of important technology infrastructure, and closely participates in and supports the development of core technologies. Mr. Zhao has demonstrated his visionary insights and leadership in navigating the strategic direction. He envisioned strategies to maintain and grow our user base, promote greater engagement among platform participants, invest in technology and data capabilities, increase its brand value and enhance its monetization capabilities, while also being deeply involved in our day-to-day operations. All core business lines report to him directly. He has led us to grow organically from a start-up to become the leading player in the industry. Through his insight and vision, Mr. Zhao has the charisma to attract talents to join, and formed a visionary management team with solid technology background.

Prospective investors are advised to be aware of the potential risks of investing in companies with a WVR Structure, in particular that the interests of the WVR Beneficiary may not necessarily always be aligned with those of our Shareholders as a whole, and that the WVR Beneficiary will be in a position to exert significant influence over the affairs of our Company and the outcome of shareholders' resolutions. As we are seeking a dual primary listing as an issuer with a WVR structure, we are subject to certain shareholder protection measures and governance safeguards under the Listing Rules. Upon Listing, our amended Articles which complies with these requirements will take effect.

SUMMARY

RISK FACTORS

Our operations and the Listing involve certain risks and uncertainties, which are set out in the section headed “Risk Factors”. You should read that section in its entirety carefully before you decide to invest in our Class A Shares. Some of the major risks we face include:

Risks Relating to Our Business and Industry

- If we fail to implement new technologies, develop and provide innovative features and services, respond to evolving user preferences, enhance user friendliness of our online recruitment platform, or optimize our technology systems, we may not be able to improve user experience;
- Our business depends on the continued success of our brands, and if we fail to maintain and enhance the recognition of our brands cost-effectively, or the recognition of our brands is adversely affected by any negative publicity concerning us or our directors, management, shareholders or business partners, our reputation and operating results may be harmed;
- We face significant competition in China’s dynamic online recruitment service market, and potential market entries by established players from other industries may make competition even more fierce;
- We have a limited operating history and generated net losses in 2019, 2020 and 2021, and we may not be able to sustain and manage our growth, control our costs and expenses, implement our business strategies or achieve profitability in the future. Any new product or service we may launch and any new market sectors we may enter will come with additional risks;
- A slowdown or adverse development in the Chinese or global economy may lower the hiring willingness and budget of our current and potential enterprise users, adversely affecting the demand for our services and our business in general;
- If our job seekers’ or employers’ profiles are out-of-date, inaccurate, fraudulent or lack credible information, we may not be able to effectively create value for our users, which could materially and adversely impact our reputation and business prospects.

Risks Relating to Doing Business in China

- Changes in China’s economic, political or social conditions or government policies could have a material and adverse effect on our business and results of operations; and
- Our ADSs may be prohibited from trading in the United States under the Holding Foreign Companies Accountable Act, or the HFCAA, if the PCAOB is unable to inspect or investigate completely auditors located in China. In May 2022, the SEC conclusively listed us as a Commission-Identified Issuer under the HFCAA. The delisting of our ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment.

Please see “Risk Factors” in this document for further details.

SUMMARY

THE HFCAA

On May 26, 2022, the SEC conclusively listed KANZHUN LIMITED as a Commission-Identified Issuer under the HFCAA following the filing of our annual report on Form 20-F for the fiscal year ended December 31, 2021. In accordance with the HFCAA, our securities will be prohibited from being traded on a national securities exchange or in the over-the-counter trading market in the United States if the PCAOB is unable to inspect or investigate completely PCAOB-registered public accounting firms headquartered in China for three consecutive years, or for two consecutive years if proposed changes to the law are enacted. As a result, the Nasdaq may decide to delist our securities. On August 26, 2022, the PCAOB signed a Statement of Protocol with the China Securities Regulatory Commission and the Ministry of Finance of China, the Chinese authorities governing inspections and investigations of audit firms based in China, which marks taking the first step toward providing opening access for the PCAOB to inspect and investigate registered public accounting firms headquartered in China mainland and Hong Kong. On December 15, 2022, the PCAOB announced that it was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong in 2022. The PCAOB Board vacated its previous 2021 determinations that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in China mainland and Hong Kong. For this reason, we do not expect to be identified as a Commission-Identified Issuer following the filing of our annual report for the fiscal year ending December 31, 2022. However, whether the PCAOB will continue to be able to satisfactorily conduct inspections of PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong is subject to uncertainty and depends on a number of factors out of our, and our auditor's, control. The PCAOB is continuing to demand complete access in China mainland and Hong Kong moving forward and is already making plans to resume regular inspections in early 2023 and beyond, as well as to continue pursuing ongoing investigations and initiate new investigations as needed. The PCAOB has indicated that should PRC authorities obstruct or otherwise fail to facilitate the PCAOB's access—in any way and at any point in the future, the PCAOB will act immediately to consider the need to issue new determinations with the HFCAA. If our shares and ADSs are prohibited from trading in the United States in the future, such a prohibition would substantially impair the ability of our investors to sell or purchase our ADSs when they wish to do so, and the risk and uncertainty associated with delisting would have a negative impact on the price of our Class A Ordinary Shares or ADSs. For more details, see “Risk Factors—Risks Relating to Doing Business in China—The PCAOB had historically been unable to inspect our auditor in relation to their audit work performed for our financial statements and the inability of the PCAOB to conduct inspections over our auditor has deprived our investors with the benefits of such inspections” and “Risk Factors—Risks Relating to Doing Business in China—Our ADSs may be prohibited from trading in the United States under the Holding Foreign Companies Accountable Act, or the HFCAA, if the PCAOB is unable to inspect or investigate completely auditors located in China. The delisting of our ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment.” Our Directors are of the view that the HFCAA and the potential prohibition of trading in the United States do not have any material adverse impact on our business operations, financial performance, or the Listing, as our securities will continue to be traded on the Hong Kong Stock Exchange even if the prohibition of trading were to take place.

CONTRACTUAL ARRANGEMENTS

Our Company operates in certain industries that are subject to restrictions under current PRC laws and regulations. In order to comply with such laws, while availing ourselves of international capital markets and maintaining effective control over all of our operations, we control our Consolidated Affiliated Entities through certain Contractual Arrangements. Hence, we do not directly own any controlling equity stake in our Consolidated Affiliated Entities. Pursuant to the Contractual Arrangements, we are entitled to all the economic benefits derived from the Consolidated Affiliated Entities' operations. For further details, please see “Contractual Arrangements.” Please see also “Risk Factors—Risks Relating to Our Corporate Structure” and “Contractual Arrangements—Development in PRC Legislation on Foreign Investment” for further details.

SUMMARY

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The following tables set forth summary consolidated financial information for the Track Record Period and as of the applicable period ends, extracted from the Accountant’s Report set out in Appendix I to this document. The summary consolidated financial information set forth below should be read together with, and is qualified in its entirety by reference to, the consolidated financial statements in this document, including the related notes, as well as the section headed “Financial Information.” Our consolidated financial information was prepared in accordance with U.S. GAAP.

Summary Consolidated Results of Operations

The following table sets forth key line items of our consolidated statements of profit or loss with line items in absolute amounts and as percentages of our revenue for the periods indicated:

	For the Year Ended December 31,						For the Six Months Ended June 30,					
	2019		2020		2021		2021		2022			
	RMB	%	RMB	%	RMB	US\$	%	RMB	%	RMB	US\$	%
	(unaudited)											
	(in thousands, except for percentages)											
Revenues												
Online recruitment services to enterprise customers	986,859	98.8	1,927,178	99.1	4,219,026	629,884	99.1	1,939,919	99.1	2,227,184	332,510	99.0
Others	11,861	1.2	17,181	0.9	40,102	5,987	0.9	16,798	0.9	23,040	3,440	1.0
Total revenues	998,720	100.0	1,944,359	100.0	4,259,128	635,871	100.0	1,956,717	100.0	2,250,224	335,950	100.0
Operating cost and expenses												
Cost of revenues	(137,812)	(13.8)	(240,211)	(12.4)	(554,648)	(82,807)	(13.0)	(250,029)	(12.8)	(351,578)	(52,489)	(15.6)
Sales and marketing expenses	(916,832)	(91.8)	(1,347,532)	(69.3)	(1,942,670)	(290,033)	(45.6)	(1,152,780)	(58.9)	(921,900)	(137,636)	(41.0)
Research and development expenses	(325,569)	(32.6)	(513,362)	(26.4)	(821,984)	(122,719)	(19.3)	(413,728)	(21.1)	(598,425)	(89,343)	(26.6)
General and administrative expenses	(132,999)	(13.3)	(797,008)	(41.0)	(1,991,123)	(297,267)	(46.7)	(1,748,612)	(89.4)	(316,035)	(47,183)	(14.0)
Total operating cost and expenses	(1,513,212)	(151.5)	(2,898,113)	(149.1)	(5,310,425)	(792,826)	(124.6)	(3,565,149)	(182.2)	(2,187,938)	(326,651)	(97.2)
Net (loss)/income	(502,055)	(50.2)	(941,895)	(48.4)	(1,071,074)	(159,908)	(25.0)	(1,590,312)	(81.3)	80,321	11,991	3.6

Non-GAAP Financial Measure

In addition to net income/(loss), we also use adjusted net income/(loss) (non-GAAP financial measure), to evaluate our business. We define adjusted net income/(loss) (non-GAAP financial measure) as net income/(loss) excluding share-based compensation expenses. Share-based compensation expenses are non-cash in nature and do not result in cash outflow, and the adjustment had been made during the Track Record Period for consistency.

We have included this non-GAAP financial measure in this document because it is a key measure used by our management to evaluate our operating performance, as it facilitates comparisons of operating performance from period to period. Accordingly, we believe that it provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management team and board of directors do. Our calculation of the non-GAAP financial measure may differ from similarly-titled non-GAAP measures, if any, reported by our peer companies. It should not be considered in isolation from, or as a substitute for, our financial information prepared in accordance with U.S. GAAP.

SUMMARY

The table below sets forth a reconciliation of our net income/(loss) to adjusted net income/(loss) (non-GAAP financial measure) for the periods indicated:

	For the Year Ended December 31,				For the Six Months Ended June 30,		
	2019	2020	2021		2021	2022	
	RMB	RMB	RMB	US\$	RMB	RMB	US\$
	(unaudited)						
	(in thousands)						
Net (loss)/income	(502,055)	(941,895)	(1,071,074)	(159,908)	(1,590,312)	80,321	11,991
Minus:							
Share-based compensation expenses	(34,250)	(657,236)	(1,923,646)	(287,193)	(1,709,251)	(283,046)	(42,259)
Adjusted net (loss)/income (non-GAAP financial measure)	(467,805)	(284,659)	852,572	127,285	118,939	363,367	54,250

Our revenue experienced significant growth during the Track Record Period. We derive most of our revenues from paid enterprise customers on our online recruitment platform. We provide online recruitment services to enterprise users that allow them to post jobs and communicate with job seekers, which can be free or paid based on an innovative connection-oriented monetization strategy, supplemented by paid value-added tools to further enhance their recruitment efficiency as part of our holistic recruitment services to the enterprise users.

We incurred net loss in 2019, 2020 and 2021, primarily resulted from the increases in our total operating cost and expenses from RMB1.5 billion in 2019 to RMB2.9 billion in 2020 and further to RMB5.3 billion (US\$792.8 million) in 2021, primarily due to the increase in sales and marketing expenses and general and administrative expenses. The increase in sales and marketing expenses from 2019 to 2021 was primarily due to increased payroll and other employee-related expenses with increased headcount and increased advertising expenses due to enhanced brand advertising activities. In connection with the suspension of new user registration, we strategically incurred less advertising expenses to improve marketing efficiency in the second half of 2021. Our sales and marketing expenses accounted for approximately 91.8%, 69.3% and 45.6% of total revenues in 2019, 2020 and 2021, respectively, and such decrease as a percentage of total revenues resulted from improved marketing efficiency as well as the decreased marketing activities in the second half of 2021 due to the suspension of new user registration. The increase in general and administrative expenses from 2019 to 2021 was primarily due to the one-off share-based compensation expenses of RMB533.1 million and RMB1.5 billion recognized in 2020 and in the second quarter of 2021, respectively, as well as increased headcount. Due to our significant investments in brand advertising activities and talents with our long term strategies, we recorded adjusted net loss (non-GAAP financial measure) of RMB467.8 million in 2019 and narrowed it down to RMB284.7 million in 2020. We recorded positive adjusted net income (non-GAAP financial measure) of RMB118.9 million for the first half of 2021, mainly benefiting from our improved operating leverage and the economy of scale. We recorded adjusted net income (non-GAAP financial measure) of RMB852.6 million (US\$127.3 million) in 2021, primarily due to our increased operating leverage, as well as the decreased sales and marketing expenses as a percentage of total revenues resulting from improved marketing efficiency in the first half of 2021 and decreased marketing activities in the second half of 2021 due to the suspension of new user registration.

SUMMARY

We recorded net income of RMB80.3 million (US\$12.0 million) in the six months ended June 30, 2022, compared to net loss of RMB1.6 billion in the six months ended June 30, 2021. Our total operating cost and expenses decreased from RMB3.6 billion in the six months ended June 30, 2021 to RMB2.2 billion (US\$326.7 million) in the six months ended June 30, 2022, primarily attributable to the decrease in sales and marketing expenses and general and administrative expenses. The decrease in sales and marketing expenses in the six months ended June 30, 2022 was primarily attributable to decreased advertising expenses resulting from the marketing strategy to improve marketing efficiency taking into consideration of the suspension of new user registration, partially offset by an increase in payroll and other employee-related expenses for our sales and marketing staff. The decrease in general and administrative expenses in the six months ended June 30, 2022 was primarily due to one-off share-based compensation expenses of RMB1.5 billion in the second quarter of 2021, partially offset by the increased payroll and other employee-related expenses with increased headcount. We expected increased sales and marketing expenses in the second half of 2022 as we plan to continue to invest in advertising activities, including the sponsorship of major events, and online traffic acquisition to further enhance our brand awareness and facilitate our user growth in the long-term. However, we believe the increase in sales and advertising spending will not threaten our ability to record adjusted net income (non-GAAP financial measure) in 2022 and 2023.

Summary Consolidated Balance Sheets

	As of December 31,				As of June 30,	
	2019	2020	2021		2022	
	RMB	RMB	RMB	US\$	RMB	US\$
	(in thousands)					
Total current assets	1,707,793	4,747,312	12,958,954	1,934,721	13,518,507	2,018,261
Total non-current assets	171,206	335,967	682,669	101,920	854,128	127,518
Total assets	1,878,999	5,083,279	13,641,623	2,036,641	14,372,635	2,145,779
Total current liabilities	1,007,855	1,720,023	2,784,202	415,671	2,839,444	423,918
Total non-current liabilities	37,659	76,373	183,365	27,376	166,309	24,829
Total liabilities	1,045,514	1,796,396	2,967,567	443,047	3,005,753	448,747
Total mezzanine equity	2,494,421	5,587,000	–	–	–	–
Total shareholders' (deficit)/equity	(1,660,936)	(2,300,117)	10,674,056	1,593,594	11,366,882	1,697,032
Total liabilities, mezzanine equity and shareholders' (deficit)/equity	1,878,999	5,083,279	13,641,623	2,036,641	14,372,635	2,145,779
Net current assets	699,938	3,027,289	10,174,752	1,519,050	10,679,063	1,594,343
Net assets	833,485	3,286,883	10,674,056	1,593,594	11,366,882	1,697,032

Our net assets increased from RMB833.5 million as of December 31, 2019 to RMB3.3 billion as of December 31, 2020, primarily attributable to (i) the issuance of Series F convertible redeemable preferred shares of RMB2.8 billion and (ii) share-based compensation reserves of RMB657.2 million recognized in 2020, including the issuance of Class B ordinary shares to TECHWOLF LIMITED, partially offset by net loss of RMB941.9 million and other comprehensive loss from foreign currency translation adjustments of RMB149.5 million recognized in 2020. Our net assets increased to RMB10.7 billion as of December 31, 2021, primarily attributable to (i) the issuance of Class A ordinary Shares of RMB6.4 billion upon our initial public offering in the United States, and (ii) share-based compensation reserves of RMB1.9 billion recognized in 2021, including the issuance of Class B ordinary shares to TECHWOLF LIMITED, partially offset by net loss of RMB1.07 billion recognized in 2021. Our net assets further increased to RMB11.4 billion as of June 30, 2022, primarily attributable to (i) net income of RMB80.3 million, (ii) share-based compensation reserves of RMB283.0 million, and (iii) other comprehensive income from foreign currency translation adjustments of RMB539.0 million recognized during the period, partially offset by the repurchase of Class A ordinary Shares of RMB268.0 million during the period. Please see also the Consolidated Statements of Changes in Shareholders' (Deficit)/Equity on pages I-9 to I-13 of the Accountant's Report in Appendix I.

SUMMARY

Our net current assets increased from RMB10.2 billion (US\$1.5 billion) as of December 31, 2021 to RMB10.7 billion (US\$1.6 billion) as of June 30, 2022, primarily due to (i) an increase of RMB832.3 million in cash and cash equivalents and (ii) a decrease of RMB66.2 million in other payables and accrued liabilities, partially offset by (i) a decrease of RMB204.0 million in prepayments and other current assets, (ii) a decrease of RMB72.8 million in short-term investments, and (iii) an increase of RMB82.3 million in accounts payable.

Our net current assets increased from RMB3.0 billion as of December 31, 2020 to RMB10.2 billion (US\$1.5 billion) as of December 31, 2021, primarily due to (i) an increase of RMB7.3 billion in cash and cash equivalents, (ii) an increase of RMB559.7 million in prepayments and other current assets, and (iii) an increase of RMB348.6 million in short-term investments, partially offset by an increase of RMB758.2 million and RMB226.9 million in deferred revenue and other payables and accrued liabilities, respectively.

Our net current assets increased from RMB699.9 million as of December 31, 2019 to RMB3.0 billion as of December 31, 2020, primarily due to an increase of RMB3.6 billion in cash and cash equivalents, partially offset by (i) a decrease of RMB605.6 million in short-term investments, (ii) an increase of RMB585.5 million in deferred revenue, and (iii) an increase of RMB125.1 million in other payables and accrued liabilities.

For a detailed discussion on our key balance sheet items and material changes in the various working capital items, see “Financial Information—Discussion of Key Balance Sheet Items” and “—Liquidity and Capital Resources.”

Summary Consolidated Statements of Cash Flows

	For the Year Ended December 31,				For the Six Months Ended June 30,		
	2019	2020	2021		2021	2022	
	RMB	RMB	RMB	US\$	RMB	RMB	US\$
	(unaudited)						
	(in thousands)						
Net cash (used in)/generated from operating activities	(105,663)	395,911	1,641,381	245,052	836,543	480,948	71,804
Net cash (used in)/generated from investing activities	(1,223,803)	467,305	(601,862)	(89,856)	(167,365)	(97,909)	(14,617)
Net cash generated from/(used in) financing activities	993,475	2,882,112	6,431,263	960,162	6,412,214	(87,816)	(13,111)
Effect of exchange rate changes on cash and cash equivalents	43,113	(154,480)	(127,227)	(18,994)	9,364	537,116	80,189
Net (decrease)/increase in cash and cash equivalents	(292,878)	3,590,848	7,343,555	1,096,364	7,090,756	832,339	124,265
Cash and cash equivalents at the beginning of the year/period	700,233	407,355	3,998,203	596,916	3,998,203	11,341,758	1,693,280
Cash and cash equivalents at the end of the year/period	407,355	3,998,203	11,341,758	1,693,280	11,088,959	12,174,097	1,817,545

SUMMARY

We had operating cash outflow of RMB105.7 million in 2019, primarily resulted from the net loss of RMB502.1 million incurred in the same year, and operating cash inflow of RMB395.9 million, RMB1.6 billion (US\$245.1 million) and RMB480.9 million (US\$71.8 million) in 2020, 2021 and the six months ended June 30, 2022, respectively. For more details, see “Financial Information—Liquidity and Capital Resources.”

Key Financial Ratios

The following table sets forth our key financial ratios for the periods indicated:

	For the Year Ended December 31,			For the Six Months Ended June 30,	
	2019	2020	2021	2021	2022
Gross margin (%) ⁽¹⁾	86.2	87.6	87.0	87.2	84.4
Net (loss)/income margin (%) ⁽²⁾	(50.2)	(48.4)	(25.0)	(81.3)	3.6
Adjusted net (loss)/income margin (non-GAAP financial measure) (%) ⁽³⁾	(46.8)	(14.6)	20.0	6.1	16.1

Notes:

- (1) Gross margin equals the gross profit, calculated as total revenues minus cost of revenues, divided by total revenues for the period.
- (2) Net (loss)/income margin equals net (loss)/income divided by total revenues for the period.
- (3) Adjusted net (loss)/income margin (non-GAAP financial measure) equals adjusted net (loss)/income (non-GAAP financial measure) divided by total revenues for the period.

RECONCILIATION BETWEEN U.S. GAAP AND IFRS

Our consolidated financial statements are prepared in accordance with U.S. GAAP, which differs in certain respects from IFRS. Preferred shares, share-based compensation, operating leases, listing expenses and expected credit loss are the five material reconciling items. For more details, see “Financial Information—Reconciliation Between U.S. GAAP and IFRS.”

NO MATERIAL ADVERSE CHANGE

After due and careful consideration, our directors confirm that, up to the Latest Practicable Date, there has not been any material adverse change in our financial or trading position or prospects since June 30, 2022, and there is no event since June 30, 2022 which would materially affect the information shown in the Accountant’s Report in Appendix I to this document.

IMPACT OF COVID-19 ON OUR OPERATIONS

The ongoing COVID-19 pandemic has severely impacted China and the rest of the world, and has resulted in quarantines, travel restrictions, the temporary closure of offices and facilities and cancelation of public activities, among others.

Recently, there has been a recurrence of COVID-19 outbreaks in certain cities and provinces of China, including, among others, Shanghai, Beijing, Shenzhen, Chengdu and Zhengzhou due to the COVID-19 variants, which delayed the recovery of consumption and services. Although the COVID-19 pandemic accelerated the existing trend of bringing the recruitment process online and increased the market penetration of online recruitment platforms, the impact from the COVID-19 has reduced the employers’ willingness to recruit and their recruitment related budgets, and the combined effect had a negative impact on our business, especially in cities most impacted by the COVID-19 pandemic. For example, our calculated cash billings in Shanghai dropped by 52.4% in April 2022 and by 59.2% in May

SUMMARY

2022, as compared to the same periods in 2021. In October 2022, our calculated cash billings in Zhengzhou dropped by 46.8% as compared to the same period in 2021. In addition, we made adjustments to operation hours and instituted work-from-home arrangements. Our Directors are of the view that the recent resurgence of the COVID-19 had an adverse impact on our business and results of operations up to the Latest Practicable Date while such adverse impact, as a whole, had been temporary in nature and will not have a material impact on us in the long run, on the basis that (i) despite some sporadic resurgence in certain areas from time to time, the recruitment demand adversely affected by the COVID-19 recovered in a speedy manner soon after the outbreak in an area is put under control within a relatively short period of time; for instance, compared to the decreases in calculated cash billings in Shanghai in April and May 2022, the calculated cash billings in Shanghai quickly recovered after the resurgence has been effectively controlled: the calculated cash billings in August 2022 decreased by only 6% compared to the same period in 2021, basically returning to a pre-COVID level, and the calculated cash billings in September 2022 increased by 141% compared to May 2022. Similarly, our calculated cash billings in Beijing and Zhengzhou where our operations were negatively impacted quickly recovered after the impact of the outbreak was subsumed. As such, the negative impact in recruitment demand in areas affected by COVID-19 outbreaks tended and is expected to only temporarily impact our business in the relevant areas. Our total calculated cash billings in September 2022 increased by 45.5% compared to that in May 2022; (ii) our business is mainly operated online, which had been less directly impacted by the restrictive measures; and (iii) we have also adopted enhanced hygiene and precautionary measures to prevent infection and transmission of the COVID-19 within our premises and among our staff, see “Business—Impact of COVID-19 on Our Operations” for details, which have been relatively effective and ensured that the productivity of our employees were not materially impacted.

To the extent COVID-19 may continue to affect our customers’ ability to pay, customer demand for our services remain uncertain. In addition, with varying levels of temporary restrictions and other measures reinstated in different regions to contain infections, our operations in these regions may be affected when these restrictive measures are in force. As the global pandemic of COVID-19 continues to evolve, we will continue to monitor the COVID-19 situation closely. See “Risk Factors—Risks Relating to Our Business and Industry—The ongoing COVID-19 pandemic could adversely affect our business, results of operations and financial condition.”

RECENT DEVELOPMENTS

Cybersecurity Review

Pursuant to an announcement posted by the Cyberspace Administration of China, or the CAC, on July 5, 2021 relating to the cybersecurity review, our BOSS Zhipin app was required to suspend new user registration in China starting from the date thereof to cooperate with the cybersecurity review and prevent the expansion of risks. We have diligently provided our full cooperation in the national cybersecurity review, rigorously addressed the cybersecurity issues identified in the review process, and have taken comprehensive rectification measures. As approved by the Cybersecurity Review Office of the CAC, we have recommenced new user registration on our BOSS Zhipin app, effective from June 29, 2022.

We recorded MAU of 32.4 million, 32.5 million and 32.1 million in July, August and September 2022, respectively, representing growth of 3.0%, 15.0% and 20.8%, as compared to the same periods in 2021, respectively. We recorded average DAU as percentage of MAU of 27.5%, 27.7% and 27.7% in July, August and September 2022, respectively, representing growth of 0.0%, 0.4% and 0.0%, as compared to the same periods in 2021, respectively. From the date we recommenced new user registration to September 30, 2022, we recorded approximately 14.0 million newly verified users.

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Financial Results for the Nine Months Ended September 30, 2022

The selected unaudited consolidated results of operations for the nine months ended September 30, 2021 and 2022 and the cash flow data for the nine months ended September 30, 2022 have been derived from Appendix IIB to this document.

The consolidated financial information below should be read in conjunction with, and is qualified in its entirety by reference to, our unaudited interim condensed consolidated financial information for the nine months ended September 30, 2022 and related notes included in Appendix IIB to this document. Our historical results do not necessarily indicate results expected for any future periods, and the results of operations for the nine months ended September 30, 2022 are not necessarily indicative of the results to be expected for the full fiscal year ending December 31, 2022. Please refer to “Financial Information,” “Risk Factors” and “Business” included elsewhere in this document for information regarding trends and other factors that may affect our results of operations.

Summary Results of Operations

The table below sets forth a summary of our consolidated results of operations for the periods indicated, both in absolute amount and as a percentage of our total revenues for the periods presented.

	For the Nine Months Ended September 30,			
	2021		2022	
	RMB	%	RMB	%
	(unaudited)			
	(in thousands, except for percentages)			
Revenues				
Online recruitment services to enterprise customers	3,137,054	99.0	3,391,648	98.9
Others	31,424	1.0	37,139	1.1
Total revenues	3,168,478	100.0	3,428,787	100.0
Operating cost and expenses				
Cost of revenues	(404,863)	(12.8)	(552,466)	(16.1)
Sales and marketing expenses	(1,569,199)	(49.5)	(1,318,843)	(38.5)
Research and development expenses	(623,051)	(19.7)	(888,655)	(25.9)
General and administrative expenses	(1,871,950)	(59.1)	(472,099)	(13.8)
Total operating cost and expenses	(4,469,063)	(141.1)	(3,232,063)	(94.3)
Other operating income, net	10,948	0.3	14,245	0.4
(Loss)/Income from operations	(1,289,637)	(40.8)	210,969	6.1
Investment income	15,791	0.5	31,112	0.9
Financial income, net	6,754	0.2	78,013	2.3
Foreign exchange (loss)/gain	(317)	(0.0)	10,136	0.3
Other (expenses)/income, net	(6,669)	(0.2)	3,682	0.1
(Loss)/Income before income tax expense	(1,274,078)	(40.3)	333,912	9.7
Income tax expense	(30,066)	(0.9)	(41,874)	(1.2)
Net (loss)/income	(1,304,144)	(41.2)	292,038	8.5

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Non-GAAP Financial Measure

The table below sets forth a reconciliation of our net (loss)/income to adjusted net income (non-GAAP financial measure) for the periods presented. See “Financial Information—Non-GAAP Financial Measure” for more details.

	For the Nine Months Ended September 30,	
	2021	2022
	(unaudited)	
	(RMB in thousands)	
Net (loss)/income	(1,304,144)	292,038
Minus:		
Share-based compensation expenses	(1,808,174)	(447,961)
Adjusted net income (non-GAAP financial measure)	504,030	739,999

Revenues

Our revenues increased by 8.2% from RMB3.2 billion for the nine months ended September 30, 2021 to RMB3.4 billion in the nine months ended September 30, 2022. This increase primarily resulted from our continued investment in enhancing our service capabilities. In particular, revenues from key accounts increased by 20.5% from RMB643.1 million in the nine months ended September 30, 2021 to RMB775.0 million in the nine months ended September 30, 2022, and revenues from mid-sized accounts increased by 27.3% from RMB1.1 billion in the nine months ended September 30, 2021 to RMB1.4 billion in the nine months ended September 30, 2022. The increase was partially offset by the decrease in revenues from small-sized accounts, which was historically driven by new user growth while our new user registration was suspended during most of the nine months ended September 30, 2022. Our key accounts increased by 48.9% from 3,995 in the twelve months ended September 30, 2021 to 5,947 in the twelve months ended September 30, 2022.

Cost of revenues

Our cost of revenues increased by 36.5% from RMB404.9 million for the nine months ended September 30, 2021 to RMB552.5 million in the nine months ended September 30, 2022, primarily driven by (i) an increase of RMB80.4 million in payroll and other employee-related expenses with the increased headcount, particularly in security and operation personnel, (ii) an increase of RMB37.6 million in depreciation and amortization mainly related to servers, and (iii) an increase of RMB28.8 million in server and bandwidth service cost in line with our business growth, partially offset by a decrease of RMB13.6 million in third-party payment processing cost.

Sales and marketing expenses

Our sales and marketing expenses decreased by 16.0% from RMB1.6 billion for the nine months ended September 30, 2021 to RMB1.3 billion in the nine months ended September 30, 2022, primarily attributable to a decrease of RMB463.7 million in advertising expenses resulting from the decreased marketing activities taking into consideration of the suspension of new user registration in the first half year of 2022, partially offset by an increase of RMB201.4 million in payroll and other employee-related expenses for our sales and marketing staff.

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Research and development expenses

Our research and development expenses increased by 42.6% from RMB623.1 million in the nine months ended September 30, 2021 to RMB888.7 million in the nine months ended September 30, 2022, which was mainly attributable to an increase of RMB251.7 million in payroll and other employee-related expenses due to increased headcount in research and development personnel and increased share-based compensation expenses.

General and administrative expenses

Our general and administrative expenses decreased by 74.8% from RMB1.9 billion in the nine months ended September 30, 2021 to RMB472.1 million in the nine months ended September 30, 2022. This decrease was mainly attributable to the one-off share-based compensation expenses of RMB1,506.4 million recognized in the second quarter of 2021, related to the issuance of Class B Ordinary Shares to TECHWOLF LIMITED, partially offset by increased payroll and other employee-related expenses with increased headcount.

(Loss)/Income from operations

As a result of the foregoing, we recorded RMB211.0 million of income from operations in the nine months ended September 30, 2022, as compared to a loss from operations of RMB1.3 billion in the nine months ended September 30, 2021.

Income tax expense

We accrued income tax expense of RMB41.9 million in the nine months ended September 30, 2022, as compared to that of RMB30.1 million in the nine months ended September 30, 2021.

Net (loss)/income

We recorded net income of RMB292.0 million in the nine months ended September 30, 2022, as compared to a net loss of RMB1.3 billion in the nine months ended September 30, 2021.

Cash flows

The following table sets forth a summary of our cash flows for the nine months ended September 30, 2022.

	For the Nine Months Ended September 30, 2022
	(unaudited)
	(RMB in thousands)
Net cash generated from operating activities	847,499
Net cash used in investing activities	(2,091,086)
Net cash used in financing activities	(41,278)
Effect of exchange rate changes on cash and cash equivalents	1,101,863
Net decrease in cash and cash equivalents	(183,002)
Cash and cash equivalents at beginning of the period	11,341,758
Cash and cash equivalents at end of the period	11,158,756

Cash position

The balance of cash and cash equivalents and short-term investment was RMB13.9 billion as of September 30, 2022.

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Operating activities

Net cash generated from operating activities in the nine months ended September 30, 2022 was RMB847.5 million. The difference between this net cash generated from operating activities and the net income of RMB292.0 million in the same period was due to adjustments for non-cash items that primarily include share-based compensation expenses of RMB448.0 million, amortization of right-of-use assets of RMB106.5 million and depreciation and amortization expenses of RMB98.0 million, partially offset by cash used for an increase in working capital mainly resulting from a decrease of RMB104.4 million in operating lease liabilities and a decrease of RMB71.5 million in other payables and accrued liabilities partially offset by an increase of RMB80.1 million in deferred revenue and a decrease of RMB30.8 million in prepayments and other current assets.

Investing activities

Net cash used in investing activities in the nine months ended September 30, 2022 was RMB2.1 billion, primarily due to purchase of short-term investments of RMB3.8 billion, partially offset by proceeds from maturity of short-term investments of RMB2.0 billion.

Financing activities

Net cash used in financing activities in the nine months ended September 30, 2022 was RMB41.3 million, primarily attributable to RMB279.4 million of repurchase of Class A Ordinary Shares, partially offset by proceeds of RMB238.1 million from the exercise of share options.

Outlook

We expect to record a net loss and a significant decrease in adjusted net income (non-GAAP financial measure) in 2022, primarily due to (i) slower revenue growth because of the macroeconomic uncertainties, resurgence of COVID-19 in certain areas in China, and that the revenues from the new users registered in the second half of 2022 may take some time to ramp up, (ii) higher payroll and employee-related expenses as we continue to increase headcount in our research and development team in particular to build our core capabilities and improve our services, as well as headcount in our sales and security teams, and (iii) higher sales and marketing expenses as a percentage of total revenues in 2022 as we have invested, and plan to continue to invest in advertising activities, including the sponsorship of major events, after the resumption of our new user registration to further enhance our brand awareness and facilitate our user growth in the long-term. While the expenses for such promotional advertising activities are recognized in 2022, we do view these investments on our branding as having long-term impacts on the brand equity for our users and customers.

Recent Regulatory Developments

Regulatory Developments Related to our Business Operations

On June 10, 2021, the Standing Committee of the National People's Congress promulgated the PRC Data Security Law (《中華人民共和國數據安全法》), or the Data Security Law, which took effect in September 2021. On August 20, 2021, the State Council promulgated the PRC Personal Information Protection Law (《中華人民共和國個人信息保護法》), or the PIPL, effective from November 1, 2021. See "Regulations—Regulations Related to Privacy Protection."

On July 30, 2021, the PRC State Council promulgated the Regulations on Security Protection of Critical Information Infrastructure (《關鍵信息基礎設施安全保護條例》), effective on September 1, 2021, which set out the definition of critical information

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infrastructure. As of the date of this document, no detailed implementation rules have been issued by the relevant governmental authorities, and we have not been informed by any governmental authority that we are a critical information infrastructure operator.

On December 28, 2021, the CAC, the NDRC, the MIIT, and several other PRC governmental authorities jointly issued the revised Cybersecurity Review Measures (《網絡安全審查辦法》) which became effective on February 15, 2022, pursuant to which, among other things, a critical information infrastructure operator shall apply for cybersecurity review to the Cybersecurity Review Office of the CAC if it anticipates that its procurement of network products and services affect or may affect national security after the network products and services being put into use. See “Regulations—Regulations Relating to Information Security and Censorship” for details, including the initiatives we have undertaken and our PRC Legal Adviser’s view.

In addition, on November 14, 2021, the CAC published draft Regulations on the Administration of Network Data Security (solicitation for comment), or the Draft Regulations on Network Data Security (《網絡數據安全管理條例(徵求意見稿)》), for public comments, which provides that data processors conducting certain activities shall apply for cybersecurity review. See “Regulations—Regulations Relating to Information Security and Censorship” for details, including our PRC Legal Adviser and Directors’ view.

On July 7, 2022, the CAC issued the Measures for the Security Assessment of Outbound Data Transfers (《數據出境安全評估辦法》), which became effective on September 1, 2022.

Our Directors and PRC Legal Advisers are of the view that, during the Track Record Period and up to the Latest Practicable Date, based on the analysis detailed in “Regulations—Regulations Relating to Information Security and Censorship,” and “Business—Data Privacy and Security,” we had not been and were not involved in any non-compliance incident related to data privacy and security, which, individually or in the aggregate, have had or are reasonably likely to have a material and adverse, financial or operational, impact on the Group, and we are in compliance with applicable laws and regulations on cybersecurity, data security and personal data protection in all material respects in the PRC, and if the Draft Regulations on Network Data Security were implemented in the current form, our Directors and our PRC Legal Advisers do not foresee any material impediments for us to comply with the requirements under the Draft Regulations on Network Data Security in all material aspects. In addition, our Directors believe that the aforementioned laws and regulations did not and will not materially affect our Group’s operations and financial performance.

Solely based on the due diligence conducted by the Joint Sponsors (including but not limited to discussing with the PRC legal advisers of the Company and the Joint Sponsors, conducting expert due diligence with the PRC Legal Adviser and reviewing the legal opinions of the PRC Legal Adviser with assistance of the Joint Sponsors’ PRC legal advisers), nothing has come to the attention of the Joint Sponsors that would reasonably cause the Joint Sponsors to disagree with the Director’s view above in all material aspects.

See “Regulations—Regulations Relating to Information Security and Censorship” for further details, including our PRC Legal Adviser and Joint Sponsors’ view.

Regulatory Developments on Overseas Offering and Listing

Cybersecurity and Data Privacy

According to the Cybersecurity Review Measures (《網絡安全審查辦法》), online platform operators possessing personal information of more than one million users seeking to be listed on a foreign stock exchange (國外上市) must apply for a cybersecurity review. Our PRC Legal Adviser is of the view that the term of “listing on a foreign stock exchange (國外

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上市)” under the revised Cybersecurity Review Measures does not include “listing in Hong Kong,” and therefore we are not subject to the mandatory obligation of *ex ante* application for cybersecurity review for the Listing.

Pursuant to Article 13 of the Draft Regulations on Network Data Security (《網絡數據安全管理條例(徵求意見稿)》), data processors shall, in accordance with relevant laws and regulations, apply for cybersecurity review for their listing in certain circumstances. See “—Regulatory Developments Related to our Business Operations” for our Director, PRC Legal Adviser and Joint Sponsors’ view.

CSRC Procedures

On December 24, 2021, the CSRC issued the draft Provisions of the State Council on the Administration of Overseas Securities Offering and Listing by Domestic Companies (《國務院關於境內企業境外發行證券和上市的管理規定(草案徵求意見稿)》), or the Draft Provisions, and the draft Administration Measures for the Filing of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市備案管理辦法(徵求意見稿)》), or the Draft Administration Measures, for public comments. Pursuant to these drafts, overseas offering and/or listing by a domestic company, whether directly or indirectly, shall be filed with the CSRC within three business days after submitting its application documents by the issuer or its designated principal domestic operating entity. See “Risk Factors—Risks Related to Doing Business in China—The approval of or filing and reporting with the China Securities Regulatory Commission or other PRC government authorities may be required in connection with the Introduction under PRC law, and, if required, we cannot predict whether or for how long we will be able to obtain such approval or complete such filing and reporting procedures” and “Regulations—Regulations on Overseas Offering and Listing” for more details.

Based on the analysis detailed in “Regulations—Regulations on Overseas Offering and Listing”, if these draft regulations become effective in their current form before the Listing, our Directors and PRC Legal Adviser (i) do not foresee any material legal impediment for us to comply with these requirements or complete the filing with the CSRC in all material respects; (ii) do not foresee these regulations to have any material adverse impact on our business operations, Contractual Arrangements and the Listing; (iii) are of the view that the Contractual Arrangements are expected to remain compliant.

Solely based on the due diligence conducted by the Joint Sponsors (including but not limited to discussing with the PRC legal advisers of the Company and the Joint Sponsors, conducting expert due diligence with the PRC Legal Adviser and reviewing the legal opinion of the PRC Legal Adviser with assistance of the Joint Sponsors’ PRC legal advisers), nothing has come to the attention of the Joint Sponsors that would reasonably cause the Joint Sponsors to disagree with the Director’s view above in all material aspects. See “Regulations—Regulations on Overseas Offering and Listing” for details.

Class Action

We and certain of our officers and directors have been named as defendants in a putative securities class action filed on July 12, 2021. In September 2022, with the aid of a mediator, the parties reached a tentative agreement in principle to settle the case, which is a subsequent event after June 30, 2022. As a result of such tentative agreement in principle to settle, we recorded a contingent liability in our consolidated statements as of and for the six months ended June 30, 2022. On November 10, 2022, the Court granted preliminary approval of the parties’ settlement agreement, pursuant to which, without any admission or finding of any wrongdoing on the part of any of the Defendants, the parties agreed that, in consideration of Kanzhun’s payment of US\$2.25 million, all actual and potential claims and causes of action that have been or could have been alleged against Kanzhun and the individual defendant are resolved and discharged and precluded from being raised again in any future action. See

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“Business—Legal Proceedings and Compliance” and Note 17 of the Accountant’s Report in Appendix I for details. See also “Directors and Senior Management—Directors—Legal proceedings involving certain Directors” for other class action lawsuits involved our Directors.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

The ADSs of our Company, each of which represents two Shares, were listed and began trading on Nasdaq under the symbol “BZ” on June 11, 2021.

We have applied for a listing of our Class A Ordinary Shares on the Main Board by way of Introduction under Chapter 7 (Equity Securities) as well as Chapter 8A (Weighted Voting Rights).

We have applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, (i) the Class A Ordinary Shares in issue; (ii) the Class A Ordinary Shares to be issued pursuant to the Share Incentive Plans; and (iii) the Class A Ordinary Shares that are issuable upon conversion of the Class B Ordinary Shares on a one to one basis.

LISTING EXPENSES

We expect to incur listing expenses of approximately RMB66.4 million (HK\$73.8 million). These listing expenses mainly comprise professional fees paid and payable to the professional parties.

As of June 30, 2022, there were no listing expenses incurred by us in relation to the Listing. Listing expenses are recognised in our consolidated statements of comprehensive income (loss) as and when they are incurred.

Bridging Arrangements

In connection with the Listing, the Designated Dealer and the Alternate Designated Dealer have been appointed as bridging dealer and alternate bridging dealer respectively and intend to implement certain bridging arrangements during the Designated Period (being 30 calendar days from and including the Listing Date). The Designated Dealer and the Alternate Designated Dealer have been appointed for a period of 30 calendar days commencing from the Listing Date. The Designated Period will end on January 20, 2023.

In connection with the bridging arrangements, on December 15, 2022, Goldman Sachs International as borrower, entered into a stock borrowing and lending agreement (collectively, the “**Stock Borrowing Agreement**”) with Image Frame Investment (HK) Limited as lender (the “**Lender**”). Pursuant to the Stock Borrowing Agreement, the Lender will make available to the borrowers stock lending facilities of up to approximately 18,019,352 Class A Ordinary Share (the “**Borrowed Shares**”), or approximately 2.5% of the Class A Ordinary Shares in issue immediately upon Listing (assuming no additional Shares are issued under the Share Incentive Plans between the Latest Practicable Date and the Listing and excluding the Class A Ordinary Shares issued to the Depositary for bulk issuance of ADSs reserved for future issuance upon the exercise or vesting of awards granted under the Share Incentive Plans), on one or more occasions, subject to applicable Laws. The Borrowed Shares will be registered on our Hong Kong share register and admitted into CCASS prior to and upon Listing. The Borrowed Shares shall be returned to the Lender within 15 Business Days after the expiry of the Designated Period. For further details, see “Market Arrangements to Facilitate Dealings in Hong Kong—Bridging Arrangements.”

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Investor Education

Prior to Listing, our Company and the Joint Sponsors will cooperate to inform the investor community of general information about our Company, as well as developments and/or changes to the market arrangements disclosed in this document. After Listing, our Company and the Joint Sponsors may continue to take measures to educate the public. The measures, including but not limited to media briefings and press interviews, analyst briefings to local brokerages/research houses that cover Hong Kong-listed companies and publication of announcements containing, among other matters, information on the developments and updates of the liquidity arrangements, may be taken to enhance transparency of our Company and the bridging arrangements as appropriate. For further details, see “Market Arrangements to Facilitate Dealings in Hong Kong—Investor Education”.

DIVIDEND POLICY

We are a holding company incorporated under the laws of the Cayman Islands. Our board of directors has complete discretion as to whether to distribute dividends, subject to certain requirements of Cayman Islands law. In addition, our shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by our directors. Under Cayman Islands law, a Cayman Islands company may pay a dividend out of either profit or share premium account, provided that in no circumstances may a dividend be paid out of the share premium account if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be paid. Even if our board of directors decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend on our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors. PRC laws require that dividends be paid only out of the profit for the year calculated according to PRC accounting principles, which differ in many aspects from the generally accepted accounting principles in other jurisdictions, including U.S. GAAP. PRC laws also require foreign-invested enterprises to set aside at least 10% of its after-tax profits, if any, to fund its statutory reserves, which are not available for distribution as cash dividends. Dividend distribution to our shareholders is recognized as a liability in the period in which the dividends are approved by our shareholders or Directors, where appropriate. During the Track Record Period, no dividends have been paid or declared by us.

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in the section headed “Glossary of Technical Terms”.

“2020 Share Incentive Plan”	the 2020 global share plan our Company adopted in September 2020, which was amended and restated in May 2021, as amended from time to time, the principal terms of which are set out in “Statutory and General Information—D. Share Incentive Plans” in Appendix IV
“Accountant’s Report”	the accountant’s report of our Company, the text of which is set out in Appendix I to this document
“ADS(s)”	American Depositary Shares issued by the Depositary pursuant to the Deposit Agreement in respect of our Class A Ordinary Shares deposited in our ADS program, each ADS representing two (2) Class A Ordinary Shares on deposit with the Custodian
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council
“AGM”	the annual general meeting of the Company convened on December 14, 2022, before the Listing
“Alternative Designated Dealer”	Haitong International Securities Company Limited
“Articles” or “Articles of Association”	the fifteenth amended and restated articles of association of the Company conditionally adopted by special resolutions of the shareholders of the Company at the AGM, which will take effect upon Listing and a summary of which is set out in “Summary of the constitution of the Company and Cayman Company Law” in Appendix III
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Glory Wolf”	Beijing Glory Wolf Co., Ltd. (北京歌利沃夫企業管理有限公司), a limited liability company established under the laws of the PRC on May 7, 2014

DEFINITIONS

“Beijing Huapin Borui”	Beijing Huapin Borui Network Technology Co., Ltd. (北京華品博睿網絡技術有限公司), a limited liability company established under the laws of the PRC on December 25, 2013
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAC”	The Cyberspace Administration of China (國家互聯網信息辦公室)
“Cayman Companies Act” or “Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended or supplemented from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Class A Ordinary Shares”	class A ordinary shares in the share capital of the Company with a par value of US\$0.0001 each, conferring a holder of a Class A Ordinary Share one vote per share on any resolution tabled at the Company’s general meetings

DEFINITIONS

“Class B Ordinary Shares”	class B ordinary shares of the share capital of the Company with a par value of US\$0.0001 each, conferring weighted voting rights in the Company such that a holder of a Class B Ordinary Share is entitled to ten votes per Share on any resolution tabled at the Company’s general meeting, save for resolutions with respect to any Reserved Matters, in which case they shall be entitled to one vote per Share
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	KANZHUN LIMITED, a company with limited liability incorporated in the Cayman Islands on January 16, 2014
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entity(ies)”	entities of which we are the primary beneficiary through the Contractual Arrangements, namely the VIE and its subsidiaries, details of which are set out in the section headed “History, Development and Corporate Structure”
“Contractual Arrangement(s)”	the series of contractual arrangements entered into among the WFOE, the VIE and the Registered Shareholders (as applicable), as detailed in the section headed “Contractual Arrangements”
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Zhao and the intermediary company through which Mr. Zhao has an interest in the Company, namely, TECHWOLF LIMITED, as further detailed in the section headed “Relationship with the Controlling Shareholders”
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Custodian”	Citibank, N.A. – Hong Kong, appointed by the Depository to hold Class A Ordinary Shares deposited under the Deposit Agreement

DEFINITIONS

“Deposit Agreement”	Deposit Agreement, dated as of June 15, 2021, by and among the Company, the Depositary, and the holders and beneficial owners of ADSs, as amended and supplemented from time to time
“Depositary”	Citibank, N.A., the depositary of the Company’s ADS program
“Designated Dealer”	Goldman Sachs (Asia) Securities Limited
“Director(s)”	the director(s) of our Company
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“GAAP”	generally accepted accounting principles
“Governmental Authority”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organisation, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	the Company, its subsidiaries and the Consolidated Affiliated Entities from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“IFRS”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“Independent Third Party(ies)”	any entity or person who is not a connected person of our Company or an associate of such person within the meaning ascribed to it under the Listing Rules
“Introduction” or “Listing”	the listing of Class A Ordinary Share on the Main Board of the Hong Kong Stock Exchange by way of introduction pursuant to the Hong Kong Listing Rules
“Joint Sponsors”	Morgan Stanley Asia Limited and Goldman Sachs (Asia) L.L.C.
“Latest Practicable Date”	December 6, 2022, being the latest practicable date for ascertaining certain information in this document before its publication
“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, orders, judgments, decrees, or rulings of any Governmental Authority (including, without limitation, the Stock Exchange and the SFC) of all relevant jurisdictions
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Thursday, December 22, 2022, on which the Class A Ordinary Shares are to be listed and on which dealings in the Class A Ordinary Shares are to be first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“MCT”	the Ministry of Culture and Tourism of the PRC (中華人民共和國文化和旅遊部) (formerly known as the Ministry of Culture of the PRC (中華人民共和國文化部))
“Memorandum” or “Memorandum of Association”	the fifteenth amended and restated memorandum of association of the Company conditionally adopted by special resolutions of the shareholders of the Company at the AGM, which will take effect upon Listing, a summary of which is set out in “Summary of the constitution of the Company and Cayman Company Law” in Appendix III
“MIIT”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHRSS”	the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部)
“MPS”	the Ministry of Public Security of the PRC (中華人民共和國公安部)
“Mr. Zhao” or “Founder”	Mr. Peng Zhao, an executive director and the Chief Executive Officer of our Company and the founder of our Group, the WVR Beneficiary and our Controlling Shareholder
“Nasdaq”	The Nasdaq Global Select Market
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

DEFINITIONS

“NPC”	National People’s Congress of the PRC (全國人民代表大會)
“NRTA”	the National Radio and Television Administration (國家廣播電視總局)
“PBOC”	People’s Bank of China
“Post-IPO Share Scheme”	the share incentive plan conditionally approved and adopted by our Company at the AGM, which will take effect upon Listing and the principal terms of which are set out in the section headed “Statutory and General Information—D. Share Incentive Plans” in Appendix IV
“PRC Legal Adviser”	Tian Yuan Law Firm, our legal adviser on PRC law
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Registered Shareholders”	the registered shareholders of the VIE, more particularly set out in the section headed “Contractual Arrangements”
“Regulation S”	Regulation S under the U.S. Securities Act
“Reserved Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the Articles of Association, being: (i) any amendment to the Memorandum or Articles, including the variation of the rights attached to any class of shares, (ii) the appointment, election or removal of any independent non-executive Director, (iii) the appointment or removal of the Company’s auditors, and (iv) the voluntary liquidation or winding-up of the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

DEFINITIONS

“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has now been merged into the SAMR
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SAPPRFT”	the State Administration of Press, Publication, Radio, Film and Television (國家新聞出版廣電總局), which has now been renamed as the NRTA
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)
“SCNPC”	the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“SFC”	Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the Class A Ordinary Shares and Class B Ordinary Shares in the share capital of the Company, as the context so requires
“Share Incentive Plans”	collectively, the 2020 Share Incentive Plan and the Post-IPO Share Scheme
“Shareholder(s)”	holder(s) of our Share(s)
“STA”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“State Council”	State Council of the PRC (中華人民共和國國務院)

DEFINITIONS

“Stock Borrowing Agreement”	a stock borrowing agreement entered into between Goldman Sachs International and Image Frame Investment (HK) Limited on December 15, 2022, pursuant to which Goldman Sachs International can borrow up to 2.5% of the Company’s total issued Class A Ordinary Shares upon Listing (assuming no additional Shares are issued under the Share Incentive Plans between the Latest Practicable Date and the Listing and excluding the Class A Ordinary Shares issued to the Depositary for bulk issuance of ADSs reserved for future issuance upon the exercise or vesting of awards granted under the Share Incentive Plans)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Track Record Period”	the three years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022
“U.S. GAAP”	accounting principles generally accepted in the United States of America
“U.S. SEC” or “SEC”	the Securities and Exchange Commission of the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“United States”, “U.S.” or “US”	United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars”, “U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“VIE”	Beijing Huapin Borui
“weighted voting right”	has the meaning ascribed to it in the Listing Rules

DEFINITIONS

“WFOE”	Beijing Glory Wolf
“WVR Beneficiary”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Zhao, being the holder of the Class B Ordinary Shares, entitling to weighted voting rights, details of which are set out in the section headed “Share Capital”
“WVR Structure”	has the meaning ascribed to it in the Listing Rules
“%”	per cent

GLOSSARY OF TECHNICAL TERMS

This glossary of technical terms contains definitions of certain terms used in this document in connection with our Company and our business. These terms and their definitions may not correspond to standard industry definitions, and may not be directly comparable to similarly titled terms adopted by other companies operating in the same industries as our Company.

“AI”	artificial intelligence
“blue-collar workers”	people who perform manual or service-related work in the secondary sectors such as manufacturing and construction industry and the tertiary sector such as accommodation and catering industry, and local life service industry
“Boss”	executives or middle-level managers of large enterprises and SME and micro business owners
“Calculated cash billings”	revenues in a given period plus the change in deferred revenue in the same period
“DAU”	the number of verified user accounts, including both job seekers and enterprise users, that logged on to our mobile applications in a given day at least once
“enterprise users”	Bosses and recruiting professionals
“gold-collar workers”	people who perform professional, desk, managerial, or administrative work with an annual salary above RMB250,000
“key accounts”	paid enterprise customers who contributed RMB50,000 or more of revenues to us in a twelve-month period ended on the end of a given period
“monthly active enterprises”	enterprises that have at least one monthly active enterprise user in a given month
“monthly active enterprise users”	enterprise users that logged on to our BOSS Zhipin mobile application in a given month at least once
“monthly active job seekers”	job seekers that logged on to our BOSS Zhipin mobile application in a given month at least once

GLOSSARY OF TECHNICAL TERMS

“MAU”	the number of verified user accounts, including both job seekers and enterprise users, that logged on to our BOSS Zhipin mobile application in a given month at least once
“mid-sized accounts”	paid enterprise customers who contributed between RMB5,000 and RMB50,000 of revenues to us in a twelve-month period ended on the end of a given period
“online recruitment platform”	our mobile applications, mini programs and websites
“paid enterprise customers”	enterprise users and company accounts from which we recognize revenues for our online recruitment services in a given period
“small-sized accounts”	paid enterprise customers who contributed less than RMB5,000 of revenues to us in a twelve-month period ended on the end of a given period
“SME”	small and medium-sized enterprises
“verified job seekers”	job seekers that have completed the onboarding process as detailed in “Business—Rigorous User Verification & Algorithm Powered Risk Assessment” and provided their job expectation
“verified enterprise users”	enterprise users that have completed the onboarding process as detailed in “Business—Rigorous User Verification & Algorithm Powered Risk Assessment,” associated themselves with an employer and posted at least one job on our platform
“white-collar workers”	people who perform professional, desk, managerial, or administrative work with an annual salary equal or below RMB250,000

FORWARD-LOOKING STATEMENTS

Certain statements in this document are forward looking statements that are, by their nature, subject to significant risks and uncertainties. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as “will”, “expect”, “anticipate”, “estimate”, “believe”, “going forward”, “ought to”, “may”, “seek”, “should”, “intend”, “plan”, “projection”, “could”, “vision”, “goals”, “aim”, “aspire”, “objective”, “target”, “schedules” and “outlook”) are not historical facts, are forward-looking and may involve estimates and assumptions and are subject to risks (including but not limited to the risk factors detailed in this document), uncertainties and other factors some of which are beyond our Company’s control and which are difficult to predict. Accordingly, these factors could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

Our forward-looking statements have been based on assumptions and factors concerning future events that may prove to be inaccurate. Those assumptions and factors are based on information currently available to us about the businesses that we operate. The risks, uncertainties and other factors, many of which are beyond our control, that could influence actual results include, but are not limited to:

- our operations and business prospects;
- our business and operating strategies and our ability to implement such strategies;
- our ability to develop and manage our operations and business;
- our future general and administrative expenses;
- competition for, among other things, capital, technology and skilled personnel;
- our ability to control costs;
- our dividend policy;
- changes to regulatory and operating conditions in the industry and geographical markets in which we operate; and
- all other risks and uncertainties described in the section headed “Risk Factors”.

FORWARD-LOOKING STATEMENTS

Since actual results or outcomes could differ materially from those expressed in any forward-looking statements, we strongly caution investors against placing undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by the Listing Rules, we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. Statements of or references to our intentions or those of any of our Directors are made as of the date of this document. Any such intentions may change in light of future developments.

All forward-looking statements in this document are expressly qualified by reference to this cautionary statement.

RISK FACTORS

An investment in our Class A Ordinary Shares or ADSs involves significant risks. You should carefully consider all of the information in this document, including the risks and uncertainties described below, before making an investment in our Class A Ordinary Shares or ADSs. The following is a description of what we consider to be our material risks. Any of the following risks could have a material adverse effect on our business, financial condition and results of operations. In any such case, the market price of our Class A Ordinary Shares or ADSs could decline, and you may lose all or part of your investment.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

If we fail to implement new technologies, develop and provide innovative features and services, respond to evolving user preferences, enhance user friendliness of our online recruitment platform, or optimize our technology systems, we may not be able to improve user experience, which may have a material and adverse effect on our user growth and retention, business, financial condition and results of operations.

Our success depends upon our ability to attract and retain job seekers and enterprise users. Our ability to retain and attract job seekers largely depends on the number of job postings and employers on our online recruitment platform. Our ability to retain and attract enterprise users primarily depends on the number of the job seekers using our online recruitment platform. To encourage more enterprise users and job seekers to come and stay on our online recruitment platform, improving user experience for both is a must.

An important way to improve user experience and attract more users is to introduce innovative services and features that are useful for users and that encourage more frequent use of our online recruitment platform. To develop, support and maintain such innovative services and features often requires implementation of new technologies, and we intend to continue to devote resources to the development of additional technologies and services. However, implementation of new technologies in our system may take a long time and may involve technical challenges and large amounts of capital and personnel resources. We may not be able to effectively integrate new technologies on a timely basis, or at all, which may decrease user satisfaction with our services. Such technologies, even if integrated, may not function as expected or may be unable to attract and retain a substantial number of users to use our online recruitment platform. Our failure to keep pace with rapid technological changes may cause our user retention to suffer.

In addition, we must also continue to respond promptly to evolving user preferences, enhance the user friendliness of our online recruitment platform, optimize our mobile applications, and otherwise continue to improve our technology systems, all of which may require us to incur substantial costs and expenses. For example, as part of our efforts to meet evolving user preferences, we have established a dedicated team to develop services uniquely designed to meet the needs of blue-collar job seekers. If such costs and expenses fail to effectively translate into improved user experience or user growth, we may not be successful in retaining and attracting our users.

RISK FACTORS

We cannot assure you that our efforts to improve user experience and increase user base will always be successful. We also cannot predict whether our new products, service and features will be well received by users consistently, or whether we will be successful in cost-effectively implementing new technologies, enhancing user friendliness of our online recruitment platform, and otherwise improving our technology systems. If we cannot improve user experience, we may not be able to retain or attract users, and our business, financial condition and results of operations may be materially and adversely affected.

Our business depends on the continued success of our brands, and if we fail to maintain and enhance the recognition of our brands cost-effectively, or the recognition of our brands is adversely affected by any negative publicity concerning us or our directors, management, shareholders or business partners, our reputation and operating results may be harmed.

We believe that maintaining and enhancing our brands is important to the success of our business. Well-recognized brands are critical to increasing the number and the level of engagement of our users. Since we operate in a competitive industry, brand maintenance and enhancement also directly affect our ability to maintain our market position. We have continued to exercise strict quality control on our online recruitment platform to ensure that our brand image is not tarnished by substandard services. We have also conducted and will continue to conduct various marketing and brand promotion activities both online and offline to enhance our brands, to guide public perception of our brands, services, and ultimately to distinguish our online recruitment platform from those of our competitors. We have historically spent significantly on these marketing and promotional activities, with our sales and marketing expenses accounting for 91.8%, 69.3%, 45.6% and 41.0% of our revenues in the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022, respectively, and we may need to increase such sales and marketing expenses in the future to continue to maintain and enhance brand awareness and brand loyalty, to retain and attract users as well as to promote our online recruitment platform. However, there can be no assurance that these sales and marketing activities will be successful or that we will be able to achieve the brand promotion effect we expect from them. If we cannot properly manage our sales and marketing expenses or if our sales and marketing activities underperform our expectations, our financial condition, results of operations and business prospects will be damaged as a result.

Moreover, any negative publicity relating to our company, services or our directors, management, shareholders or business partners, regardless of its veracity, could harm our brands and the perception of our brands in the market. As our business expands and grows, we may be exposed to heightened public scrutiny in markets where we already operate as well as in new markets where we may operate. We could become a target for regulatory or public scrutiny in the future and scrutiny and public exposure could severely damage our reputation as well as our business and prospects.

RISK FACTORS

Furthermore, our brand names and our business may be harmed by aggressive marketing and communication strategies by competitors and third parties. We may be subject to government or regulatory investigation or third-party claims as a result and we may be required to spend significant time and incur substantial costs to react to and address these consequences. There is no assurance that we will be able to effectively refute each of the allegations within a reasonable period of time, or at all. Additionally, public allegations, directly or indirectly, against us or our directors, management, shareholders or business partners, may be posted online by anyone on an anonymous basis. The availability of information on social media platforms is virtually immediate, as is its impact. Social media platforms may not necessarily filter or check the accuracy of information before publishing them, and we may be afforded little or no time to respond. As a result, our reputation may be materially and adversely affected, our ability to attract and retain users and maintain our market share may suffer, and our financial conditions may deteriorate.

We face significant competition in China's dynamic online recruitment service market, and potential market entries by established players from other industries may make competition even more fierce. Our market share, financial condition and results of operations may be materially and adversely affected if we are unable to compete effectively.

The online recruitment service market in China is competitive and rapidly evolving. We face constant pressure to attract and retain users, expand the market for our services and incorporate new capabilities and technologies. Our online recruitment platform competes with other major dedicated job search platforms and niche market players that focus on certain industry verticals, such as technology, or user segments, such as job seekers for high-end positions. Other large internet companies and classified advertisement platforms have also entered the market for online recruitment services. In addition, we face competition from professional networking platforms and existing participants in the offline recruitment industry who may develop online recruitment services and products.

Many of our competitors or potential competitors have long operating histories, have international strategic partners, have local government sponsorship, have a larger user base, and may have greater financial, management, technological development, sales, marketing and other resources than we do. They may also be able to adopt our business model and intensify competition. As a result, we may experience reduced margins, loss of market share or less use of our services and products by job seekers and enterprise users. Existing or future competitors could develop or offer services and products which provide significant performance, price, creative, technological or other advantages over counterparts from us. If we are unable to compete effectively with current or future competitors as a result of these or other factors, our market share, financial condition and results of operations may be materially and adversely affected.

RISK FACTORS

We have a limited operating history and generated net losses in 2019, 2020 and 2021 and negative operating cash flow in 2019, and we may not be able to sustain and manage our growth, control our costs and expenses, implement our business strategies or achieve profitability in the future. Any new product or service we may launch and any new market sectors we may enter will come with additional risks.

We have experienced rapid growth in our business and operations since our inception in 2014, which places significant demands on our management, operational and financial resources. We generated net losses of RMB502.1 million, RMB941.9 million and RMB1.1 billion (US\$159.9 million) in 2019, 2020 and 2021, respectively. We generated net income of RMB80.3 million (US\$12.0 million) in the six months ended June 30, 2022. We generated negative operating cash flow of RMB105.7 million in 2019. Given our limited operating history, net losses and negative operating cash flow we incurred and the rapidly evolving market where we compete, we may encounter difficulties as we establish, expand or enhance our operations, feature and service development, sales and marketing efforts, technology and general and administrative capabilities. As a result, we may not generate net profits or positive operating cash flow, or sustain our historical levels of growth in the future. We believe that our continued growth and our ability to achieve profitability will depend on many factors, including our ability to further improve our user experience and broaden the spectrum of our service offerings, to further increase our presence in different user groups, especially blue-collar users, to continue to invest in technologies and deepen our data insights, and to explore other potential sectors in the human resource service market and achieve full coverage of users' career lifecycle. There can be no assurance that we will achieve any of the above, and our failure to do so may materially and adversely affect our business and results of operations.

Particularly, our efforts to expand our product and service offerings to users and explore other sectors in the human resource service market will require significant resource investments from us, and such efforts may not be successful. Expansion into new product and service offerings or other sectors in the human resource service market may be subject to risks such as:

- limited brand recognition (compared with our established services or market sectors);
- costs incurred in product and service development and marketing;
- lack of experience and expertise in connection with the new product and service or market vertical;
- adjustment to the preferences and customs of a different group of users;
- compliance with potential new regulations and policies;
- difficulties in managing upsized operations and maintaining operational efficiency; and
- competition with new competitors, including those with a more established local presence.

RISK FACTORS

The occurrence of any of these risks could negatively affect our business in new markets and consequently our business and operating results.

We expect our costs and expenses to continue to increase in the future as we expand our user base, broaden our service offerings and develop and implement new products, services and features that may entail more complexity. We expect to continue to invest in our infrastructure in order to provide our services more rapidly and reliably to users. Continued growth could strain our ability to maintain reliable service levels for our users, develop and improve our operational, financial, legal and management controls, and enhance our reporting systems and procedures. If we are unable to generate adequate revenues and to manage our costs and expenses, we may continue to incur significant net losses and negative operating cash flow in the future and may not be able to achieve or subsequently maintain profitability. If we fail to achieve the necessary level of efficiency in our operation as it grows, our business, operating results and financial condition could be harmed.

If our technology capabilities fail to yield satisfactory results or fail to improve, our online recruitment platform may not be able to effectively match our job seekers with suitable enterprise users or to optimally recommend services for our users, and our user growth, retention, results of operations and business prospects may suffer consequently.

The core functionalities of our online recruitment platform, namely two-way intelligent recommendations, are largely dependent on our technology capabilities. Our technology capabilities such as our capabilities in big data analytics, therefore, are crucial to us continuing to retain and attract users to our online recruitment platform. Our users will continue to compare the core functionalities of our online recruitment platform against those of the platforms run by our competitors, and may switch to a competitor platform if our online recruitment platform underperforms their expectations. In addition, managing some of the other important aspects of our operations, such as sales and marketing activities, also requires us to make decisions informed by our technology, including data analytics. Any failure to improve our technology capabilities and any failure of our technology capabilities to produce satisfactory results may materially and adversely affect our user retention, financial condition and results of operations.

A slowdown or adverse development in the Chinese or global economy may lower the hiring willingness and budget of our current and potential enterprise users, adversely affecting the demand for our services and our business in general.

COVID-19 has had a severe and negative impact on the Chinese and the global economy, and whether this will lead to a prolonged downturn in the economy is still unknown. In addition to the COVID-19 pandemic, the global macroeconomic environment was facing challenges, such as the conflicts in Ukraine and the ongoing global trade disputes and tariffs. There is considerable uncertainty over the long-term effects of the monetary and fiscal policies adopted by the central banks and financial authorities of some of the world's leading economies, including the United States and China, as well as uncertainties related to the U.S. Federal Reserve's monetary policies, such as the continuously rising U.S. interest rate, in response to heightened inflation. It is unclear whether these challenges and uncertainties will be contained

RISK FACTORS

or resolved and what effects they may have on the global political and economic conditions in the long term. Economic conditions in China are sensitive to global economic conditions, as well as changes in domestic economic and political policies and the expected or perceived overall economic growth rate in China. The growth of China's economy has slowed down since 2012 compared to the previous decade and the trend may continue. Any severe or prolonged slowdown in the global or Chinese economy may materially and adversely affect our business, results of operations and financial condition. In addition, continued turbulence in the international markets may adversely affect our ability to access capital markets to meet liquidity needs.

Substantially all of our operations are conducted in China, and the vast majority of our revenues are generated from providing services to enterprise customers operating in China. In an environment of slower economic growth or recession, employers may take actions such as hiring fewer employees, engaging in hiring freezes, reducing hiring budgets or the number of hiring headcount, and curtailing spending on online recruitment services and other human resource related services. As a result, if there are slowdowns or other adverse developments in China's economic growth, our business, financial condition, results of operations and cash flow may be materially and adversely affected.

Heightened tensions in international relations, particularly between the United States and China, may adversely impact our business, financial condition, and results of operations.

Recently there have been heightened tensions in international relations, particularly between the United States and China. These tensions have affected both diplomatic and economic ties between the two countries. Heightened tensions could reduce levels of trade, investments, technological exchanges, and other economic activities between the two major economies. The existing tensions and any further deterioration in the relationship between the United States and China may have a negative impact on the general, economic, political, and social conditions in both countries and, given our reliance on the Chinese market, adversely impact our business, financial condition, and results of operations.

Our users may engage in intentional or negligent misconduct or other improper activities on our online recruitment platform or otherwise misuse our online recruitment platform, which may damage our brand image and reputation, our business and our results of operations.

Our online recruitment platform has instant messaging functions that allow users to communicate with each other and engage in job application activities. We adopt a comprehensive suite of registration procedures to verify the identity of our job seekers and enterprise users. Job seekers are required to complete our mobile phone verification process by providing personal and professional information such as name, education background, employment status, recent employment, work experience, position desired, and salary expectation. Since we have limited control over the real-time and offline behavior of our users, it is still possible for our online recruitment platform to be misused by our users for inappropriate or illegal purposes.

RISK FACTORS

We may be required by relevant governmental authorities to report certain misbehaviors for further investigation if such misbehaviors are subject to regulatory investigation or other governmental proceedings. Despite our detection and filtering efforts, we may not be able to identify every incident of inappropriate content or illegal or fraudulent activities, prevent all such content from being further disseminated or prohibit such activities from occurring. We may not be able to filter all the content generated by our users as it appears, especially in the context of instant messaging between job seekers and enterprise users. Therefore, our users may engage in illegal, obscene or incendiary conversations or engage in unethical or illegal activities via our online recruitment platform.

If user misconduct and misuse of our online recruitment platform for inappropriate or illegal purposes occur on our online recruitment platform, claims may be brought against us for torts, defamation, libel, negligence, copyright, patent or trademark infringement. In response to allegations of illegal or inappropriate activities conducted through our online recruitment platform, relevant governmental authorities may intervene and hold us liable for non-compliance with applicable laws and regulations and subject us to administrative penalties or other sanctions, such as requiring us to restrict or discontinue some or all of our features and services. In addition, our users may suffer or allege to have suffered physical, financial or emotional harm caused by contacts initiated on our online recruitment platform. Our business and public perception of our brands may be materially and adversely affected if we do face civil lawsuits or other liabilities initiated by such affected users. Defending any actions brought by such affected users could be costly and require significant time and attention of our management and other resources, which would materially and adversely affect our business.

We are exposed to potential legal liabilities associated with the recruitment process, which may have a material adverse effect on our business and results of operations.

We are exposed to potential claims associated with the recruitment process, including claims by enterprise users seeking to hold us liable for recommending a job seeker who subsequently proves to be unsuitable for the position filled, claims by current or previous employers alleging breach of employment contracts, claims by job seekers against us alleging our failure to maintain the confidentiality of their personal information and employment searches or alleging discrimination or other violations of employment law or other laws or regulations by our enterprise users, and claims by either employers or their employees alleging the failure of our services to comply with laws or regulations relating to employment, data privacy or other related matters. We do not maintain insurance coverage for liabilities arising from claims by employers, employees, candidates or third parties. Any such claims, regardless of merit, may force us to participate in time-consuming, costly litigation or investigation, divert significant management and staff attention, and damage our reputation and brand names.

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If our job seekers' or employers' profiles are out-of-date, inaccurate, fraudulent or lack credible information, we may not be able to effectively create value for our users, which could materially and adversely impact our reputation and business prospects.

We adopt a suite of registration procedures to verify the identity of our job seekers and enterprise users, and we also have ongoing risk assessment procedures for enterprise users. Our intelligence system detects suspicious user input that may undermine the integrity of the community and will then require such users to go through additional authentication procedures. See “Business—Risk Management and Internal Control” for further details. However, we cannot assure you that we will be able to remove all the job seekers and enterprise users that submit out-of-date, inaccurate, fraudulent or otherwise incredible profile or job post information to our database. If we are not able to effectively filter out these job seekers and enterprise users, our users that submit legitimate and accurate profile information may be misled or even defrauded by them, wasting their time and resources in the recruitment process, and our reputation and business prospects will also be materially and adversely impacted as a result. We might also be ordered to make rectifications or even be subject to confiscation of illegal gains and a fine in an amount of up to RMB30,000 if we fail to review the authenticity and legality of the materials provided by the employers in accordance with the PRC laws. See “Regulations – Regulations Relating to Talent Intermediary Services” for further details.

If we fail to attract more enterprise users to our online recruitment platform, or if enterprise customers decide to purchase less of our online recruitment services for any reason, our revenues may stagnate or decline and our business and prospects may be materially and adversely affected.

In 2019, 2020, 2021 and the six months ended June 30, 2022, approximately 99% of our revenues were generated from enterprise customers. Enterprise customers are by far the most important source of revenue for us, and attracting more enterprise users to our online recruitment platform is therefore of critical importance to us. Due to their contribution to our revenues and ability to spend, large businesses with sufficient funds would benefit us most as a revenue source, and we need to invest in developing and promoting services that meet their needs. Additionally, SMEs can also be a source of enterprise user growth for us, as they have historically been underserved and usually lack direct access to a scaled user base and effective means to promulgate their businesses. In order to expand our market reach to more small and mid-sized businesses, especially in less developed cities, we provide free or lower-fee services or subscription packages to them so they can take advantage of our online recruitment platform. We, however, cannot assure you that our efforts will convince more enterprise users to use our online recruitment platform. There is also no guarantee that our existing enterprise customers will continue to pay for our online recruitment services at the same frequency or price going forward, as competition or alternative means of job hunting may put pressure on the demand and pricing for our online recruitment services. If we are not successful in expanding our enterprise user base or improving our monetization of enterprise customers, our revenues may stagnate or decline and our business and prospects may be materially and adversely affected.

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Because we store and process data, some of which contains sensitive personal information, we face concerns over the collection, improper use or disclosure of personal information, which could deter current and potential users from using our services, damage our reputation, result in legal liability, bring regulatory scrutiny, and in turn materially and adversely affect our business, financial condition and results of operations.

We are subject to the laws, regulations, guidelines and national standards relating to the protection of personal information in China, which covers areas such as the collection, storage, use, transmission, sharing or other aspects of data processing of such personal information. For example, the PRC Personal Information Protection Law (《中華人民共和國個人信息保護法》), or the PIPL, took effect on November 1, 2021. The PIPL consolidates rules with respect to personal information rights and privacy protection and specifies the protection requirements for processing personal information and rules for processing sensitive personal information. See “Regulations—Regulations relating to privacy protection” for further details. As uncertainties remain regarding the interpretation and implementation of the PIPL, we cannot assure that we will comply with the PIPL in all respects, or that regulatory authorities will not order us to rectify or terminate our current practice of collecting and processing personal information. We and our directly responsible supervisors may also become subject to fines and other penalties which may have a material adverse effect on our business, operations and financial condition. The Rules on the Scope of Necessary Personal Information for Common Types of Mobile Internet Applications (《常見類型移動互聯網應用程序必要個人信息範圍規定》), which was jointly promulgated by the MIIT, the CAC, the MPS and the SAMR on March 12, 2021 and became effective on May 1, 2021, specifies that the scope of necessary personal information for job hunting and recruitment applications includes mobile phone numbers of registered users and resume provided by job seekers.

The PRC Cybersecurity Law (《中華人民共和國網絡安全法》), which became effective on June 1, 2017, created China’s first national-level data protection framework for “network operators.” It requires, among other things, that network operators take security measures to protect the network from unauthorized interference, damage and unauthorized access and prevent data from being divulged, stolen or tampered with. Network operators are also required to collect and use personal information in compliance with the principles of legitimacy, properness and necessity, and strictly within the scope of authorization by the personal information subject unless otherwise prescribed by laws or regulations. We may need to invest significant capital, managerial and human resources to comply with legal requirements, enhance information security and address any issues caused by security failures. See also “Regulatory Overview—Regulations Relating to Information Security and Censorship” and “Regulatory Overview—Regulations Relating to Privacy Protection.” Any concerns or claims about our practices with regard to the collection, storage, use, transmission, sharing or other aspects of data processing of personal information or other privacy-related matters, even if ungrounded, could damage our reputation and results of operations.

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Any system failure or compromise of our security that results in the unauthorized access to or release of personal or private information, such as data, photo or messaging history of our users could significantly limit the adoption of our services, as well as harm our reputation and brands, result in litigation against us, liquidated and other damages, regulatory investigations and penalties, and we could be subject to material liability. We expect to continue expending significant resources to protect against security breaches. The risk that these types of events could seriously harm our business is likely to increase as we expand the scope of the services we offer and as we increase the size of our user base.

Moreover, we could be required to disclose certain personal information to (i) PRC governmental authorities for the purpose of, among other things, safeguarding national security, investigating crimes, investigating infringement of information network communication rights, and cooperating with the supervision and inspection of telecommunication regulatory authorities, or (ii) certain entities or individuals for the purpose of enforcing the judgments or rulings made by judicial authorities. Disclosing personal information under such circumstances may cause our users to lose trust in our ability to safeguard their privacy. Failure to comply with these requirements could subject us to administrative penalties or other regulatory or enforcement actions.

Our business is subject to complex and evolving PRC laws and regulations regarding cybersecurity and information security. Any failure or perceived failure to comply with these laws and regulations could result in penalties, claims, changes to our business practices, negative publicity, legal proceedings, increased cost of operations, or declines in user growth or engagement, or otherwise harm our business.

Regulatory authorities in China have enhanced data protection and cybersecurity regulatory requirements. These laws continue to develop, and the PRC government may adopt other rules and restrictions in the future. Different PRC regulatory bodies, including the SCNPC, the MIIT, the CAC, the MPS and the SAMR, have enforced data privacy and protections laws and regulations with varying standards and applications, which may create difficulties in ensuring full compliance and increase our operating cost. Non-compliance could result in penalties or other significant legal liabilities.

Numerous regulations, guidelines and other measures have been and are expected to be adopted under the PRC Cybersecurity Law. For example, the PRC government promulgated the Cybersecurity Review Measures (《網絡安全審查辦法》) in April 2020, which became effective in June 2020. Under these measures, critical information infrastructure operators must pass a cybersecurity review when purchasing network products and services which affect or may affect national security. On December 28, 2021, the CAC, together with certain other PRC governmental authorities, jointly released the revised Cybersecurity Review Measures, which took effect on February 15, 2022. Pursuant to the revised Cybersecurity Review Measures, critical information infrastructure operators procuring network products and services and online platform operators conducting data processing activities that affect or may affect national security shall conduct a cybersecurity review according to these measures. If a critical information infrastructure operator anticipates that its procurement of network products and

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services affect or may affect national security after the network products and services being put into use, it shall apply for cybersecurity review to the Cybersecurity Review Office of the CAC. In addition, online platform operators possessing personal information of more than one million users seeking to be listed on a foreign stock exchange must apply for a cybersecurity review. The revised Cybersecurity Review Measures also provide that the Cybersecurity Review Office of the CAC may initiate cybersecurity review against relevant operators if the authorities believe that the network products, network services or data processing activities of such operators affect or may affect national security. The revised Cybersecurity Review Measures set out certain risk factors which would be the focus in assessing the national security risk during a cybersecurity review. Pursuant to an announcement posted by the CAC on July 5, 2021 relating to the cybersecurity review, our BOSS Zhipin app was required to suspend new user registration in China to cooperate with the cybersecurity review and prevent the expansion of risks. As approved by the Cybersecurity Review Office of the CAC, we have recommenced new user registration on our BOSS Zhipin app, effective from June 29, 2022.

On July 30, 2021, the PRC State Council promulgated the Regulations on Security Protection of Critical Information Infrastructure (《關鍵信息基礎設施安全保護條例》), which became effective on September 1, 2021. See “Regulations—Regulations relating to information security and censorship” for further details. As of the date of this document, no detailed implementation rules have been issued by the relevant governmental authorities. However, as this regulation was newly issued and the relevant governmental authorities may further formulate detailed rules or explanations with respect to the interpretation and implementation of this regulation. As of the date of this document, we have not been informed by any governmental authority that we are a critical information infrastructure operator.

In the PRC, the internet information is regulated from a national security standpoint. According to the PRC National Security Law (《中華人民共和國國家安全法》), institutions and mechanisms for national security review and administration will be established to conduct national security review on key technologies and network information technology products and services that affect or may affect national security. The PRC Data Security Law (《中華人民共和國數據安全法》) took effect in September 2021 and provides for a security review procedure for the data processing activities that affect or may affect national security. See “Regulations—Regulations relating to information security and censorship” for further details. It is not clear under the Data Security Law what constitutes “important data” or “state critical data.” If we are deemed to collect “important data” or “state critical data,” we may need to adopt internal reforms in order to comply with the Data Security Law, which may increase the cost of operations, or decline the user growth or engagement, or otherwise harm our business.

In addition, on November 14, 2021, the CAC published draft Regulations on the Administration of Network Data Security (solicitation for comment), or the Draft Regulations on Network Data Security (《網絡數據安全管理條例(徵求意見稿)》), for public comments. See “Regulations—Regulations relating to information security and censorship” for further details. As of the date of this document, this draft has not been formally adopted. Substantial uncertainties exist with respect to the enactment timetable, final content, interpretation and implementation. In general, compliance with the existing PRC laws and regulations and

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additional laws and regulations related to data security and personal information protection that PRC regulatory bodies may enact in the future may be costly and result in additional expenses to us, and subject us to negative publicity.

On July 7, 2022, the CAC issued the Measures for the Security Assessment of Outbound Data Transfers (《數據出境安全評估辦法》), which became effective on September 1, 2022. These measures require the data processor providing data overseas and falling certain circumstances to apply for the security assessment of cross-border data transfer with the local provincial-level counterparts of the national cybersecurity authority. See “Regulations—Regulations relating to information security and censorship” for further details. As of the date of this document, the exact scope of “important data” under the current regulatory regime remains unclear, and the applicability of certain circumstances are still subject to further interpretation by relevant government authorities. The PRC government authorities may have discretion in the interpretation and enforcement of the applicable laws. Therefore, it is uncertain whether we would be required to report any security assessment for cross-border data transfers to the CAC.

While we take measures to comply with applicable cybersecurity and data privacy and protection laws and regulations, we cannot guarantee the effectiveness of the measures undertaken by us and business partners. The activities of third parties such as our customers and business partners are beyond our control. It also remains uncertain whether the future regulatory changes would impose additional restrictions on companies like us. If any of our business partners violate relevant laws and regulations, or fails to fully comply with the service agreements with us, or if any of our employees fails to comply with our internal control measures and misuses the information, we may be subject to legal liabilities. Any failure or perceived failure to comply with all applicable cybersecurity and data privacy and protection laws and regulations, or any failure or perceived failure of our business partners to do so, or any failure or perceived failure of our employees to comply with our internal control measures, may prevent us from using or providing certain network products or services, result in government enforcement actions and investigations, fines and other penalties such as suspension of our related business, closure of our apps and suspension of new downloads of our apps, as well as subjecting us to negative publicity and legal proceedings or regulatory actions and discouraging current and potential users and customers from using our services, which could have a material adverse effect on our business and results of operations.

In addition, regulatory authorities around the world have adopted or are considering a number of legislative and regulatory proposals concerning data protection. These legislative and regulatory proposals, if adopted, and the uncertain interpretations and application thereof could, in addition to the possibility of fines, result in an order requiring that we change our data practices and policies, which could have an adverse effect on our business and results of operations. The European Union General Data Protection Regulation, or the GDPR, which came into effect on May 25, 2018, includes operational requirements for companies that receive or process personal data of residents of the European Economic Area. The GDPR establishes new requirements applicable to the processing of personal data, affords new data protection rights to individuals and imposes penalties for serious data breaches. Individuals

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also have a right to compensation under the GDPR for financial or non-financial losses. Although we do not conduct any business in the European Economic Area, in the event that residents of the European Economic Area access our platform and input protected information, we may become subject to provisions of the GDPR.

Content posted or displayed on or linked to our online recruitment platform may be found objectionable by PRC regulatory authorities and may subject us to penalties and other negative consequences.

The PRC government has adopted laws and regulations governing internet and wireless access and the distribution of information over the internet and wireless telecommunications networks. Under these laws and regulations, internet content providers and internet publishers are prohibited from posting or displaying over the internet or wireless networks content that, among other things, violates the principle of the PRC constitution, laws and regulations, impairs the national dignity of China or the public interest, or is obscene, superstitious, fraudulent or defamatory. Furthermore, internet content providers are also prohibited from displaying content that may be deemed by relevant government authorities as instigating ethnic hatred and harming ethnic unity, harming the national religious policy, “socially destabilizing” or leaking “state secrets” of the PRC. Failure to comply with these requirements may result in the revocation of licenses to provide internet content or other approvals, licenses or permits, the closure of the concerned platforms and reputational harm. The operator may also be held liable for any censored information displayed on or linked to their platform. The liabilities and penalties resulting from such non-compliance may materially and adversely damage our business and results of operations.

On December 15, 2019, the CAC, released the Provisions on Ecological Governance of Network Information Content (《網絡信息內容生態治理規定》), or PEGNIC, which came into force on March 1, 2020. The PEGNIC which governs the distribution of information over the internet and wireless telecommunications networks classifies the network information into three categories, namely the “encouraged information,” the “illegal information” and the “undesirable information.” While illegal information is strictly prohibited from distribution, the internet content providers are required to take relevant measures to prevent and resist the production and distribution of undesirable information. PEGNIC further clarifies the duties owed by the internet content providers, such as obligations to improve the systems for user registration, account management, information release review, follow-up comments review, website ecological management, real-time inspection, emergency response and disposal mechanism for cyber rumor and black industry chain information.

We have designed and implemented procedures to monitor content on our online recruitment platform. However, it may not be possible to determine in all cases the types of content that could result in our liability as a distributor of such content, and we may not be able to capture all violating content in time, especially in instant messaging. If any of the content posted or displayed on our online recruitment platform is deemed by the PRC government to violate any content restrictions, we may not be able to continue to display such content and

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could become subject to penalties, including confiscation of income, fines, suspension of business and revocation of required licenses, which could materially and adversely affect our business, financial condition and results of operations.

PRC regulatory authorities may also conduct various reviews and inspections on our business operations, especially those related to content distribution, from time to time. If any non-compliance incidents in our business operations are identified, we may be required to take certain rectification measures in accordance with applicable laws and regulations, or we may be subject to other regulatory actions such as administrative penalties. It may be difficult to determine the type of content or actions that may result in liability to us and, if we are found to be liable, we may be prevented from operating our business in the PRC. Moreover, complying with relevant regulatory requirements may result in limitation to our scope of services, reduction in user engagement or loss of users, diversion of our management team's attention and increased operational costs and expenses. The costs of compliance with these regulations may continue to increase as a result of more content being made available by an increasing number of users of our online recruitment platform, which may adversely affect our results of operations.

Any lack of or failure to maintain requisite approvals, licenses or permits applicable to our business may have a material and adverse impact on our business, financial condition and results of operations, and compliance with applicable laws or regulations may require us to obtain additional approvals or licenses or change our business model.

Our business is subject to supervision and regulation by various governmental authorities in China. These governmental authorities include the CAC, the MOFCOM, the MIIT, the SAMR, the MCT, the NRTA, and their corresponding local regulatory authorities. These governmental authorities promulgate and enforce laws and regulations that cover a variety of business activities that relating to our operations, such as provision of internet information, among other things. These regulations in general regulate the entry into, the permitted scope of, as well as approvals, licenses and permits for, the relevant business activities.

We provide services through our online recruitment platform, including certain live streaming recruitment services, short videos relating to job hunting and recruitment, in-app streaming interview and career development-related video courses, which may be considered as internet audio-visual program services. An internet audio-visual program service provider shall obtain the License for Online Transmission of Audio-Visual Programs, or the Audio-Visual License. According to the applicable PRC laws, only companies wholly state-owned or state-controlled are eligible to obtain the Audio-Visual License. As advised by our PRC Legal Adviser, based on a consultation with the Media Integration Development Division of Beijing Municipal Radio and Television Bureau, a company that is not eligible for the Audio-Visual License for providing internet audio-visual program services is allowed to apply for the registration and filing with the National Internet Audio-Visual Platforms Information Registration Management System ("Audio-Visual Filing"), when its number of daily active users and program inspectors, personnel within a company that is responsible for reviewing and vetting the content of the internet audio-visual program, reach the respective threshold. As

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of the Latest Practicable Date, we have not obtained the Audio-Visual License, as we are not a state-owned company or state-controlled company, or completed the Audio-Visual Filing, as the number of the daily active users and the number of program inspectors of the internet audio-visual program services on our platform are both below the specific thresholds. We may be subject to penalties or investigations in the future, in which case we may be involved in legal proceedings, have any illegal gains confiscated, have our relevant business suspended, or face other penalties. See “Regulations—Regulations Relating to Online Transmission of Audio-Visual Programs” for more details.

We have obtained the value-added telecommunication service license concerning the internet information service, or ICP license, for provision of internet information services. The ICP license is essential to the operation of our existing and future business and is subject to regular government review or renewal. However, we cannot assure you that we can successfully renew our ICP license in a timely manner or at all as required by PRC laws to operate our online recruitment platform. Due to the evolving nature of the interpretation and application of the laws and regulations applicable to our industry in China, we cannot assure you that the permitted scope and other aspects of our ICP license are sufficient as legally required to conduct all of our present business. The regulatory authorities may determine that the scope of our ICP license is not broad enough to carry on all of our businesses and require that we expand the scope of our ICP license. As certain prerequisites are needed to meet to expand the scope of our ICP license to include certain types of services as stipulated in the Classification Catalogue of Telecommunications Services, we may not be able to meet such requirement and expand the scope of our ICP license. We may be subject to penalties or investigations due to the limitation of the scope of our ICP license in the future, in which case we may be involved in legal proceedings, have any illegal gains confiscated, have our relevant business suspended, or face other penalties.

We may be required to apply for and obtain additional licenses, permits or approvals, make additional registrations, update our registrations or expand the scope of our permits and approvals, and we cannot assure you that we will be able to meet these requirements timely, or at all, in the future. As we expand our business scope and explore different business initiatives, the business measures we have adopted or may adopt in the future may be challenged under PRC laws and regulations. For instance, while we believe we are not subject to any online game virtual currency laws and regulations for certain virtual tokens we offer in our mobile applications, the PRC government authorities may take a view contrary to ours. As a result, we may be required to obtain additional approvals or licenses and change certain aspects of our business to ensure compliance with existing and future online game virtual currency laws and regulations. If we fail to timely obtain, maintain or renew all the required licenses or permits or make all the necessary filings or change aspects of our business, we may be subject to various penalties or other regulatory actions, such as confiscation of revenues from the unlicensed activities, the imposition of fines and the discontinuation or restriction of our operations. Any such regulatory actions may disrupt our operations and materially and adversely affect our business, financial condition and results of operations.

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Our business is subject to the complex and evolving laws and regulations in China. Many of these laws and regulations are subject to change and uncertain interpretation, and could result in claims, changes to our business practices, monetary penalties, increased cost of operations, or declines in user growth or engagement, or otherwise harm our business.

We are subject to a variety of laws and regulations that involve matters important to or may otherwise impact our business, including, among others, provision of value-added telecommunications services, talent intermediary services, information security and censorship, foreign exchange and taxation. See also “Regulations.” The introduction of new services may subject us to additional laws, regulations, or other government scrutiny.

These laws and regulations are continually evolving and may change significantly. As a result, the application, interpretation, and enforcement of these laws and regulations are often uncertain, particularly in the rapidly evolving industry in which we operate. In addition, these laws and regulations may be interpreted and applied inconsistently by different agencies or authorities, and inconsistently with our current policies and practices. These laws and regulations may also be costly to comply with, and such compliance or any associated inquiries or investigations or any other government actions may

- delay or impede our development of new services,
- result in negative publicity, increase our operating costs,
- require significant management time and attention, and
- subject us to remedies, administrative penalties and even criminal liabilities that may harm our business, including fines assessed for our current or historical operations, or demands or orders that we modify or cease existing business practices.

The promulgation of new laws or regulations, or the new interpretation of existing laws and regulations, in each case that restrict or otherwise unfavorably impact the ability or manner in which we provide our services could require us to change certain aspects of our business to ensure compliance, which could decrease demand for our services, reduce revenues, increase costs, require us to obtain more licenses, permits, approvals or certificates, or subject us to additional liabilities. To the extent any new or more stringent measures are required to be implemented, our business, financial condition and results of operations could be adversely affected.

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If user traffic to our online recruitment platform stagnates or declines for any reason, our operating and financial prospects may be harmed.

Our ability to attract and maintain user traffic to our online recruitment platform is important for our continuing growth. If user traffic to our online recruitment platform stagnates or declines for any reason, our business and results of operations may be harmed. We depend in part on various app stores, internet search engines and portals to direct a significant amount of user traffic to our mobile applications. However, the amount of user traffic directed to our mobile applications is not entirely within our control. Our competitors' better relationship with certain app stores or social media platforms, greater online presence or news coverage, and more search engine optimization efforts may result in their mobile applications and websites receiving more directed user traffic or a higher search result page ranking than ours. App stores could recommend mobile applications from our competitors more prominently than they do ours, social media platforms may direct more attention to products and services from our competitors, and internet search engines could revise their methodologies, which may adversely affect the placement of our search result page ranking. Any such changes could decrease user traffic to our mobile applications and websites and adversely affect the growth of our user base, which may in turn harm our business and operating results.

We may need additional capital, and we may be unable to obtain such capital in a timely manner or on acceptable terms, or at all.

To pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances, including to improve our brand awareness, develop new services or further improve existing services, expand into new markets and acquire complementary businesses and technologies, we may require additional capital from time to time. However, additional funds may not be available when we need them on reasonable terms, or at all. Our ability to obtain additional capital is subject to a variety of uncertainties, including:

- our market position and competitiveness in the industry where we operate;
- our future profitability, overall financial condition, results of operations and cash flows;
- general market conditions for capital raising activities by online recruitment services companies in China and
- economic, political and other conditions in China.

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If we are unable to obtain additional capital in a timely manner or on acceptable terms, or at all, our ability to continue to pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances could be significantly limited, and our business, results of operations, financial condition and prospects could be materially and adversely affected. In addition, our future capital needs and other business reasons could require us to sell additional equity or debt securities or obtain a credit facility. The sale of additional equity or equity-linked securities could dilute our shareholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations or our ability to pay dividends to our shareholders.

We face risks associated with the misconduct of our employees, business partners and their employees and other related personnel, and we may be subject to allegations, harassing or other detrimental conduct by third parties and other forms of negative publicity, which could harm our reputation and cause us to lose market share and users.

We rely on our employees to maintain and operate our business and have implemented internal policies to guide the actions of our employees. However, we do not have full control over every action of our employees, and any misbehavior of our employees could materially and adversely affect our reputation and business. For example, if our employees download pirated software to their work computers or perform other unauthorized actions on our technology systems, we may be exposed to security breaches. Despite the security measures we have implemented, our systems and procedures and those of our business partners may be vulnerable to security breaches, acts of vandalism, software viruses, misplaced or lost data, programming or human errors or other similar events caused by our employees, our business partners and their employees and other related personnel, which may disrupt our delivery of services or expose the identities and confidential information of our users and personnel. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed, we may lose current and potential users, and we may be exposed to legal and financial risks, including those from legal claims, regulatory fines and penalties, which in turn could adversely affect our business, reputation and results of operations.

With respect to employees, we could also in the future face a wide variety of claims, including discrimination (for example, based on gender, age, race or religious affiliation), sexual harassment, privacy, labor and employment claims. Often these cases raise complex factual and legal issues, and the result of any such claims are inherently unpredictable. Claims against us, whether meritorious or not, could require significant amounts of management time and corporate resources to defend, could result in significant media coverage and negative publicity, and could be harmful to our reputation and our brands. If any of these claims were to be determined adversely to us, or if we were to enter settlement arrangements, we could be exposed to monetary damages or be forced to change the way in which we operate our business, which could have an adverse effect on our business, financial condition and results of operations.

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We also work with our business partners in our business operation, and their performance affects the image of our brands. However, we do not directly supervise them in providing services to us or our users. Although we generally select business partners with strong reputation and track record, we may not be able to successfully monitor, maintain and improve the quality of their services. In the event of any unsatisfactory performance by our business partners and/or their employees, our business operation may be negatively impacted and our users may experience disruptions in services or decline in service quality, which may materially and adversely affect our reputation, our ability to retain and expand our user base, and our business, financial condition and results of operations.

Our online recruitment platform depends on effective interoperation with mobile and computer operating systems, hardware, networks, regulations, and standards that we do not control. Changes in our online recruitment platform or to those operating systems, hardware, networks, regulations, or standards may seriously harm our user retention, growth, and engagement. Our business depends on our ability to maintain and scale our technology infrastructure. Any service disruption in our services could damage our reputation, result in a potential loss of users and decrease in user engagement, and seriously harm our business.

Our online recruitment platform, especially its mobile applications, must remain interoperable with popular operating systems, such as iOS and Android, and related hardware. We have no control over these operating systems or hardware, and any changes to these systems or hardware that degrade the functionality of our services, or give preferential treatment to competitive online platforms, could seriously harm usage of our online recruitment platform. When we introduce new services in the future it may take time to optimize such services to function with these operating systems and hardware, thereby impacting the popularity of such services.

To deliver high quality services through our online recruitment platform, it is crucial that our online recruitment platform works well with a range of mobile technologies, systems, networks, regulations and standards that we do not control. In particular, any future changes to iOS or Android operating systems may impact the accessibility, speed, functionality and other performance aspects of our online recruitment platform.

Our business and the continuing performance, reliability and availability of our technology systems and online recruitment platform also depend on the performance and reliability of China's internet, mobile, and other infrastructures that are not under our control. Disruptions in internet infrastructure or the failure of telecommunications network operators to provide us with the bandwidth needed to provide our services may interfere with the speed and availability of our services on our online recruitment platform. If our online recruitment platform is unavailable when users attempt to access them, or if our online recruitment platform does not respond as quickly as users expect, users may not return to use our online recruitment platform as often in the future, or at all, and may use our competitors' products or services instead. In addition, we have no control over the costs of the services provided by China's telecommunications operators. If mobile internet access fees or other charges to internet users increase, user traffic may decrease, which may in turn cause our revenues to significantly decrease.

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We have been and may in the future be subject to legal proceedings during the course of our business operations. Our directors, management, shareholders and employees also have been and may in the future be subject to legal proceedings, which could adversely affect our reputation and results of operations.

From time to time, we are subject to allegations, and may be party to legal claims and regulatory proceedings, relating to our business operations and business partners. Such allegations, claims and proceedings may be brought by third parties, including users, employees, business partners, governmental or regulatory bodies, competitors or other third parties, and may include class actions. These allegations, claims and proceedings may concern issues relating to, among others, labor disputes, and contract disputes. The outcome of litigation, particularly class action lawsuits, is difficult to assess or quantify. Plaintiffs in these types of lawsuits may seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to such lawsuits may remain unknown for substantial periods of time. We may incur significant expenses related to such proceedings, which may negatively affect our operating results if changes to our business operations are required. There may also be negative publicity associated with litigation that could decrease user acceptance of our online recruitment services, regardless of whether the allegations are valid or whether we are ultimately found liable. In addition, our directors, management, shareholders and employees may from time to time be subject to litigation, regulatory investigations, proceedings and/or negative publicity or otherwise face potential liability and expense in relation to commercial, labor, employment, securities or other matters, which could adversely affect our reputation and results of operations. As a result, litigation may adversely affect our business, financial condition, results of operations or liquidity.

We and certain of our officers and directors have been named as defendants in a putative securities class action filed on July 12, 2021 in the U.S. District Court for the District of New Jersey, captioned *Bell v. Kanzhun Limited et al*, No. 2:21-cv-13543. See “Business—Legal Proceedings and Compliance” for more details. We anticipate that we will continue to be a target for lawsuits in the future, including class action lawsuits brought by shareholders. There can be no assurance that we will be able to prevail in our defense or reverse any unfavorable judgment on appeal, and we may decide to settle lawsuits on unfavorable terms. Any adverse outcome of this kind of cases, including any plaintiffs’ appeal of the judgment in these cases, could result in payments of substantial monetary damages or fines, or changes to our business practices, and thus have a material adverse effect on our business, financial condition, results of operation, cash flows and reputation. In addition, there can be no assurance that our insurance carriers will cover all or part of the defense costs, or any liabilities that may arise from these matters. The litigation process may utilize a significant portion of our cash resources and divert management’s attention from the day-to-day operations of our company, all of which could harm our business. We also may be subject to claims for indemnification related to these matters, and we cannot predict the impact that indemnification claims may have on our business or financial results.

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The ongoing COVID-19 pandemic could adversely affect our business, results of operations and financial condition.

The ongoing COVID-19 pandemic has continued to spread across the world and has created unique global and industry-wide challenges. COVID-19 has resulted in quarantines, travel restrictions, the temporary closure of offices and facilities in China and many other countries. New COVID-19 variants have also emerged across the globe, potentially extending the period during which COVID-19 will negatively impact the global economy.

Recently, there has been a recurrence of COVID-19 outbreaks in certain cities and provinces of China, including, among others, Shanghai, Beijing, Shenzhen, Chengdu and Zhengzhou due to the COVID-19 variants, which delayed the recovery of consumption and services. The impact from the COVID-19 has reduced the employers' willingness to recruit and their recruitment related budgets, which had a negative impact on our business, especially in cities most impacted by the COVID-19 pandemic. For example, our calculated cash billings in Shanghai dropped by 52.4% in April 2022 and by 59.2% in May 2022, as compared to the same periods in 2021. In October 2022, our calculated cash billings in Zhengzhou dropped by 46.8% as compared to the same period in 2021. In addition, we made adjustments to operation hours and instituted work-from-home arrangements. We have also adopted enhanced hygiene and precautionary measures to prevent infection and transmission of the COVID-19 within our premises and among our staff.

The potential downturn brought by and the duration of the COVID-19 pandemic may be difficult to assess or predict, and any associated negative impact on us will depend on many factors beyond our control. The extent to which the COVID-19 pandemic impacts our long-term results remains uncertain, and we are closely monitoring its impact on us. Our business, results of operations, financial conditions and prospects could be adversely affected directly, as well as indirectly to the extent that the ongoing COVID-19 pandemic harms the Chinese and global economy in general. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also heighten many of the other risks described in this "Risk Factors" section.

Our operating metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in those metrics may materially and adversely affect our business and operating results.

We regularly review operating metrics, such as the number of our paid enterprise customers and MAU, to evaluate growth trends, measure our performance and make strategic decisions. These metrics are calculated using internal company data and have not been validated by an independent third party. While these numbers are based on what we believe to be reasonable estimates for the applicable period of measurement, there are inherent challenges in measuring usage and user engagement across our large user base. Errors or inaccuracies in our metrics could result in incorrect business decisions and inefficiencies. For example, if a significant understatement or overstatement of the number of users were to occur, we may expend resources to implement unnecessary business measures or fail to take required actions to attract a sufficient number of users to satisfy our growth strategies.

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Our measures of operating metrics may differ from estimates published or adopted by third parties, including but not limited to business partners, market and investment research organizations (including short-selling research firms), investors and media, or from similarly titled metrics used by our competitors or other companies in the relevant industries due to differences in methodology and assumptions. If these third parties do not perceive our operating metrics to be accurate representations of operations, or if we discover material inaccuracies in our operating metrics, our brand value and reputation may be materially harmed, our users and business partners may be less willing to allocate their resources or spending to us, and we may face lawsuits or disputes in relation to the inaccuracies. As a result, our business and operating results may be materially and adversely affected.

Computer and mobile malware, viruses, hacking and phishing attacks, spamming and improper or illegal use of our online recruitment platform may affect user experience, which could reduce our ability to attract users and materially and adversely affect our business, financial condition and results of operations.

Computer and mobile malware, viruses, hacking and phishing attacks have become more prevalent in our industry, have occurred on our online recruitment platform in the past, and may occur again in the future. Although it is difficult to determine what, if any, direct harm may result from an interruption or attack, any failure to maintain performance, reliability, security and availability of our online recruitment platform and technology infrastructure to the satisfaction of our users may seriously harm our reputation and our ability to retain existing users and attract new users.

In addition, spammers may use our online recruitment platform to send targeted and untargeted spam messages to users, which may affect user experience. In spamming activities, spammers typically create multiple user accounts for the purpose of sending spam messages. Although we attempt to identify and delete accounts created for spamming purposes, we may not be able to effectively eliminate all spam messages from our online recruitment platform in a timely fashion. Our actions to combat spam may also require diversion of significant time and focus of our technology team from improving our online recruitment platform. As a result, our users may use our online recruitment platform less or stop using them altogether, which may result in continuing operational costs to us.

Pursuant to the PRC Data Security Law, entities carrying out data processing activities shall establish a sound data security management system, organize data security education and training, and take corresponding technical measures and other necessary measures to ensure data security, in accordance with the provisions of laws and regulations. Risk-monitoring shall be strengthened when carrying out data processing activities, and remedial measures shall be taken immediately upon discovery of any data security defect or bug, disposal measures shall be taken immediately upon occurrence of any data security incident, users shall be timely notified in accordance with the relevant provisions and reports shall be made to relevant competent authorities. Failure to fulfil aforementioned obligations may subject us to rectification order, warning, fines, suspension of relevant business or suspension of our operation as a whole for rectification, or revocation of relevant business permit or business license.

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If the software used in our online recruitment platform and technology systems contains undetected programming errors or vulnerabilities, our business could be adversely affected.

Our online recruitment platform and technology systems rely on software, including software developed or maintained internally and/or by third parties. In addition, our online recruitment platform and technology systems depend on the ability of such software to store and process large amount of data. The software on which we rely in the past has contained, and may now or in the future contain, undetected programming errors, bugs, or vulnerabilities. Some errors may only be discovered after the code has been released for external or internal use. Errors, vulnerabilities, or other design defects within the software on which we rely may result in a negative experience for users using our online recruitment platform, delay introductions of new features or enhancements, result in errors or compromise our ability to protect the data of our users and/or our intellectual property or lead to reductions in our ability to provide some or all of our services. In addition, any errors, bugs, vulnerabilities, or defects discovered in the software on which we rely, and any associated degradations or interruptions of service, could result in harm to our reputation and loss of users, which could adversely affect our business, financial condition and operation results.

Our online recruitment platform and technology systems contain open source software, which may pose particular risk to our proprietary software and online recruitment platform features and functionalities in a manner that negatively affect our business.

We use open source software in our online recruitment platform and technology systems and will continue to use open source software in the future. To handle risks in this regard, we have set up an internal system that monitors any change in the source code of any open source software we use in our operation, made risk management plan for open source software, and increasingly invested in developing our proprietary software. Despite these risk management efforts, open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to provide our services through the various features and functionalities of our online recruitment platform. Additionally, we may face claims from third parties claiming ownership of, or demanding release of, the open source software or derivative works that we developed using such software. These claims could result in litigation and could require us to make our software source code freely available, purchase a costly license or cease offering the implicated services unless and until we can re-engineer them to avoid infringement. This re-engineering process could require significant additional technology and development resources, and we may not be able to complete it successfully.

We are dependent on app stores to distribute our mobile applications.

We offer our online recruitment services through our online recruitment platform, an important component of which is our mobile applications. Our mobile applications are offered via app stores operated by third parties, such as Apple's App Store and various Android app stores, which could suspend or terminate our users' access to our mobile applications, increase access costs or change the terms of access in a way that makes our mobile applications less desirable or harder to access. As such, the promotion, distribution and operation of our mobile applications are subject to such distribution platforms' standard terms and policies for application developers, which are subject to the interpretation of, and frequent changes by,

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these distribution channels. If Apple's App Store or any Android app stores interpret or change their standard terms and conditions in a manner that is detrimental to us, or terminate their existing relationship with us, our business, financial condition and results of operations may be materially and adversely affected. In the future, it is possible that compliance requirements of app stores may cause us to suspend our mobile applications from such stores. As a result, our ability to expand our user base may be hindered if potential users experience difficulties in or are barred from accessing our mobile applications. Any such incident may adversely affect our brands and reputation, business, financial condition and results of operations.

We are subject to risks relating to third-party online payment platforms.

Currently, we collect payments for our services through third-party online payment systems. In all these online payment transactions, secured transmission of confidential information such as our users' credit card numbers and personal information over public networks is essential to maintaining users' trust and confidence on our online recruitment platform.

We do not have control over the security measures of our third-party online payment vendors. Any security breaches of the online payment systems that we use could expose us to litigation and possible liability for failing to secure confidential user information and could, among other things, damage our reputation and the perceived security of all of the online payment systems that we use. If a well-publicized internet or mobile network security breach were to occur, users may become reluctant to pay for our services even if the publicized breach did not involve payment systems or methods used by us. In addition, billing software errors could damage user confidence in these online payment systems. If any of the above were to occur and damage our reputation or the perceived security of the online payment systems we use, we may lose users and users may be discouraged from purchasing our services, which may have a material adverse effect on our business. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material billings software errors.

In addition, there are currently only a limited number of reputable third-party online payment systems in China. If any of these major payment systems decides to cease to provide services to us, or significantly increase the percentage they charge us for using their payment systems for our services, our results of operations may be materially and adversely affected.

Our results of operations are subject to fluctuations due to seasonality.

We experience fluctuations in our revenue streams which affect our ability to predict quarterly results. For example, in a given year, our revenue is typically lower in the first quarter as recruitment activities generally slow down around the Chinese New Year. As a result, our revenues may vary materially from quarter to quarter and quarterly results may not be comparable to the corresponding periods of prior years. Such uncertainty makes it difficult for us to predict revenues for a particular quarter. Further, our quarterly sales and marketing expenses are generally the highest in the first quarter of every year as we increase our sales and branding activities during the Chinese New Year season. Therefore, actual results may differ significantly from our targets or estimated quarterly results, which could cause the price of our Class A Ordinary Shares and/or ADSs to fall.

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We may not be able to adequately protect our intellectual property, which could cause us to be less competitive, and third-party infringements of our intellectual property rights may adversely affect our business.

We believe that our patents, copyrights, trademarks and other intellectual property are essential to our success. See also “Business—Licenses, Permits and Approvals.” We have devoted considerable time and energy to the development and improvement of our online recruitment platform and our technology system infrastructure.

We rely on a combination of patent, copyright and trademarks laws, trade secrets protection and other contractual restrictions for the protection of the intellectual property used in our business. Effective intellectual property protection may not be available or may not be sought, and contractual disputes may affect the use of the intellectual property governed by private contract. Although our contracts with users and business partners typically prohibit the unauthorized use of our brands, images and other intellectual property rights, there can be no assurance that they will always comply with these terms. These agreements may not effectively prevent the unauthorized use of our intellectual properties or disclosure of confidential information and may not provide an adequate remedy for such unauthorized use or disclosure of personal information. Although we enter into confidentiality and non-disclosure agreements with our employees, and we also have in place various relevant internal rules and policies that require compliance from our employees, these agreements could be breached, the internal rules and policies could be violated, we may be involved in disputes in respect of these agreements and internal rules and policies for which we may not have adequate remedies, and our proprietary technology, know-how or other intellectual property could otherwise become known to third parties. In addition, third parties may independently discover trade secrets and proprietary information, limiting our ability to assert any trade secret rights against such parties.

While we actively take steps to protect our proprietary rights, such steps may not be adequate to prevent the infringement or misappropriation of our intellectual property. As of the Latest Practicable Date, we had not registered certain trademarks for certain services we provide in connection with our operation. We also cannot assure our registered trademarks have covered an adequate scope of our existing and future business operations and as of the Latest Practicable Date, we were in the process of registering certain trademarks that are necessary based on the current scope of our business. However, there can be no assurance that any of our trademark applications will ultimately proceed to registration or will result in registration with adequate scope for our business, particularly if such requested trademarks are found to conflict with the registered trademarks owned by third parties, including our competitors. Some of our pending applications or registrations may be successfully challenged or invalidated by others. If our trademark applications are not successful, we may have to use different marks for affected services, or seek to enter into arrangements with any third parties who may have prior registrations, applications or rights, which might not be available on commercially reasonable terms, if at all.

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It is often difficult to maintain and enforce intellectual property rights in China. Statutory laws and regulations are subject to judicial interpretation and their enforcement may lack consistency. Accordingly, we may not be able to effectively protect our intellectual property rights or to enforce our related contractual rights in China. Preventing any unauthorized use of our proprietary technology, trademarks and other intellectual property is difficult and expensive, and litigation may be necessary in the future to enforce our intellectual property rights. Future litigation could result in substantial costs and diversion of our resources, and could disrupt our business, as well as materially and adversely affect our financial condition and results of operations.

We have been and may be in the future subject to intellectual property infringement claims or other allegations by third parties, which may materially and adversely affect our business, financial condition and prospects.

We have ever been and may in the future be subject to intellectual property infringement claims or other allegations by third party owners or right holders of patents, copyrights, trademarks, trade secrets and content for services we provide or for information or content displayed on, retrieved from or linked to, recorded, stored or made accessible on our online recruitment platform, or otherwise distributed to our users, including in connection with the music, movies and videos played, recorded, stored or made accessible on our online recruitment platform during user profile display or advertisement display, which may materially and adversely affect our business, financial condition and prospects.

Generally, companies in the internet-related industries are frequently involved in litigation based on allegations of infringement of intellectual property rights, unfair competition, invasion of privacy, defamation and other violations of other parties' rights. The validity, enforceability and scope of protection of intellectual property rights in internet-related industries, particularly in China, are uncertain and still evolving. As we face increasing competition and as litigation becomes a more common method for resolving commercial disputes in China, we face a higher risk of being the subject of intellectual property infringement claims or other legal proceedings.

We allow users to upload text, pictures, audio, video and other content to our online recruitment platform and users to download, share, link to and otherwise access other content on our online recruitment platform. Under relevant PRC laws and regulations, online service providers, which provide storage space for users to upload works or links to other services or content, could be held liable for copyright infringement under various circumstances, including situations where the online service provider knows or should reasonably have known that the relevant content uploaded or linked to on its platform infringes upon the copyright of others and the online service provider failed to take necessary actions to prevent such infringement. We have procedures implemented to reduce the likelihood that content might be used without proper licenses or third-party consents. However, these procedures may not be effective in preventing the unauthorized posting or distribution of copyrighted content, and we may be considered failing to take necessary actions against such infringement. Therefore, we may face liability for copyright or trademark infringement, defamation, unfair competition, libel, negligence, and other claims based on the nature and content of the materials that are delivered, shared or otherwise accessed through our online recruitment platform.

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Defending claims is costly and can impose a significant burden on our management and employees, and there can be no assurance that favorable final outcomes will be obtained in all cases. Such claims, even if they do not result in liability, may harm our reputation. Any resulting liability or expenses, or changes required to be made to our online recruitment platform to reduce the risk of future liability, may have a material adverse effect on our business, financial condition and prospects.

Our advertising content may subject us to penalties and other administrative actions.

Under PRC advertising laws and regulations, we are obligated to monitor our advertising content to ensure that such content is true and accurate and in full compliance with applicable laws and regulations. Violation of these laws and regulations may subject us to penalties, including fines, confiscation of our advertising income, orders to cease dissemination of the advertisements and orders to publish an announcement correcting the misleading information. In circumstances involving serious violations by us, PRC governmental authorities may force us to terminate our advertising operations or revoke our licenses. See “Regulations—Regulations Relating to Advertisement.”

While we have made significant efforts to ensure that our advertisements are in full compliance with applicable PRC laws and regulations, we cannot assure you that all the content contained in such advertisements is true and accurate as required by the advertising laws and regulations, especially given the uncertainty in the interpretation of these PRC laws and regulations. If we are found to be in violation of applicable PRC advertising laws and regulations, we may be subject to penalties and our reputation may be harmed, which may negatively affect our business, financial condition, results of operations and prospects.

Increasing focus with respect to environmental, social and governance matters may impose additional costs on us or expose us to additional risks. Failure to comply with the laws and regulations on environmental, social and governance matters may subject us to penalties and adversely affect our business, financial condition and results of operations.

The PRC government and public advocacy groups have been increasingly focused on environment, social and governance, or ESG, issues in recent years, making our business more sensitive to ESG issues and changes in governmental policies and laws and regulations associated with environment protection and other ESG-related matters. Investor advocacy groups, certain institutional investors, investment funds, and other influential investors are also increasingly focused on ESG practices and in recent years have placed increasing importance on the implications and social cost of their investments. Regardless of the industry, increased focus from investors and the PRC government on ESG and similar matters may hinder access to capital, as investors may decide to reallocate capital or to not commit capital as a result of their assessment of a company’s ESG practices. Any ESG concern or issue could increase our regulatory compliance costs. If we do not adapt to or comply with the evolving expectations and standards on ESG matters from investors and the PRC government or are perceived to have not responded appropriately to the growing concern for ESG issues, regardless of whether there is a legal requirement to do so, we may suffer from reputational damage and the business, financial condition, and the price of our Class A Ordinary Share and/or ADSs could be materially and adversely effected.

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Existing or future strategic alliances, long-term investments and acquisitions may have a material and adverse effect on our business, reputation and results of operations.

We may enter into strategic alliances, including joint ventures or minority equity investments, with various third parties to further our business purpose from time to time. These alliances could subject us to a number of risks, including risks associated with sharing proprietary information, non-performance by the third party and increased expenses in establishing new strategic alliances, any of which may materially and adversely affect our business. We may have limited ability to monitor or control the actions of these third parties and, to the extent any of these strategic third parties suffers negative publicity or harm to their reputation from events relating to their business, we may also suffer negative publicity or harm to our reputation by virtue of our association with any such third party.

In addition, if appropriate opportunities arise, we may acquire additional assets, products, technologies or businesses that are complementary to our existing business. Future acquisitions and the subsequent integration of new assets and businesses into our own would require significant attention from our management and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our business operations. Acquisitions may not achieve our goals and could be viewed negatively by users, business partners or investors. Acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, the occurrence of significant goodwill impairment charges, amortization expenses for other intangible assets and exposure to potential unknown liabilities of the acquired business. Moreover, the costs of identifying and consummating acquisitions may be significant. In addition to possible shareholders' approval, we may also have to obtain approvals and licenses from relevant governmental authorities for the acquisitions and to comply with any applicable PRC laws and regulations, which could result in increased delay and costs.

Our business depends substantially on the continuing efforts of our executive officers and other key employees. If we lose their services or do not plan their succession effectively, our business operations and growth prospects may be materially and adversely affected.

Our future success depends heavily on the continuing services of our executive officers and other key employees. In particular, we rely on the expertise, experience and vision of our Founder, Chairman and Chief Executive Officer, Mr. Peng Zhao, as well as other members of our senior management team. If one or more of our executive officers or other key employees were unable or unwilling to continue their services with us or are otherwise subject to any legal or regulatory liabilities in their personal capacity or otherwise, we might not be able to replace them easily, in a timely manner, or at all. Competition for qualified talent is intense, there can be no assurance that we will be able to attract or retain qualified employees. As a result, our business may be materially and adversely affected, our financial condition and results of operations may be severely affected, and we may incur additional expenses to recruit, train and retain key personnel.

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Moreover, if any of our executive officers or other key employees joins a competitor or forms a competing company, we may lose know-how, trade secrets, business partners, user base and market share. Each of our executive officers and key employees has entered into an employment agreement, a confidentiality and intellectual property ownership agreement and a non-compete agreement. However, these agreements may be deemed invalid or unenforceable under PRC laws and other applicable laws and regulations in other jurisdictions. If any dispute arises between our executive officers or key employees and us, there can be no assurance that we would be able to enforce these agreements in China and other jurisdictions, where these executive officers and key employees may reside.

Effective succession planning is also important to the long-term success of our business. If we fail to ensure effective transfer of knowledge and smooth transitions involving key employees, it could significantly hinder our strategic planning and execution. The loss of senior management or any ineffective transitions in management could delay or prevent the achievement of our development and strategic objectives, which could adversely affect our business, financial condition, results of operations, and cash flows.

Competition for qualified personnel is often intense. If we are unable to recruit, train and retain sufficient qualified personnel while controlling our labor costs, our business may be materially and adversely affected.

Our ability to continue to conduct and expand our operations depends on our ability to attract and retain a large and growing number of qualified personnel in China and also globally. Our ability to meet our labor needs, including our ability to find qualified personnel to fill positions that become vacant, while controlling labor costs, is generally subject to numerous external factors, including the availability of a sufficient number of qualified persons in the markets where we operate, unemployment levels within those markets, prevailing wage rates, changing demographics, health and other insurance costs and adoption of new or revised employment and labor laws and regulations. If we are unable to locate, attract or retain qualified personnel, or manage leadership transition successfully, the quality of service we provide to users may decrease and our financial performance may be adversely affected. In addition, if our costs of labor or related costs increase for other reasons or if new or revised labor laws, rules or regulations or healthcare laws are adopted or implemented that further increase our labor costs, our financial performance could be materially and adversely affected.

We may not have sufficient insurance to cover our business risks, so that any uninsured occurrence of business disruption may result in substantial costs to us and the diversion of our resources, which could have an adverse effect on our results of operations and financial condition.

We provide social security insurance for our employees as required by PRC law, and we also provide supplemental commercial medical insurance for our employees. We do not maintain business interruption insurance or key-man insurance. We consider this practice to be reasonable in light of the nature of our business, which is in line with the practices of other companies of similar size in the same industry in China. In addition, insurance companies in China currently offer limited business-related insurance products. Any uninsured occurrence of

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business disruption, litigation or natural disaster, or significant damages to our uninsured equipment or facilities could disrupt our business operations, requiring us to incur substantial costs and divert our resources, which could have an adverse effect on our business, financial condition and results of operations could be materially and adversely affected.

If we fail to maintain an effective system of internal control over financial reporting, we may be unable to accurately report our financial results, meet our reporting obligations or prevent fraud.

In connection with the audit of our consolidated financial statements as of and for the fiscal years ended December 31, 2019 and 2020, we and our independent registered public accounting firm identified two material weaknesses in our internal control over financial reporting. See “Business—Risk Management and Internal Control—Internal Control Risk Management” for further details of the weaknesses and the measures we have taken to address the weaknesses.

We are a public company in the United States subject to the Sarbanes-Oxley Act of 2002. Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, requires that we include a report from management on our internal control over financial reporting in our annual report on Form 20-F beginning with our annual report for the fiscal year ending December 31, 2022. In addition, once we cease to be an “emerging growth company” as such term is defined in the JOBS Act, our independent registered public accounting firm must attest to and report on the effectiveness of our internal control over financial reporting. Our management may conclude that our internal control over financial reporting is not effective. Moreover, even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm, after conducting its own independent testing, may issue a report that is qualified if it is not satisfied with our internal control over financial reporting or the level at which our controls are documented, designed, operated or reviewed, or if it interprets the relevant requirements differently from us. In addition, as a result of becoming a public company, our reporting obligations may place a significant strain on our management, operational and financial resources and systems for the foreseeable future. We may be unable to timely complete our evaluation testing and any required remediation.

During the course of documenting and testing our internal control procedures, in order to satisfy the requirements of Section 404, we may identify other weaknesses or deficiencies in our internal control over financial reporting. In addition, if we fail to maintain the adequacy of our internal control over financial reporting, as these standards are modified, supplemented or amended from time to time, we may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404. Generally speaking, if we fail to achieve and maintain an effective internal control environment, we could suffer material misstatements in our financial statements and fail to meet our reporting obligations, which would likely cause investors to lose confidence in our reported financial information. This could in turn limit our access to capital markets, harm our results of operations and lead to a decline in the trading price of our Class A Ordinary Share

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and/or ADSs. Additionally, ineffective internal control over financial reporting could expose us to increased risk of fraud or misuse of corporate assets and subject us to potential delisting from the stock exchange on which we list, regulatory investigations and civil or criminal sanctions.

We have granted and expect to continue to grant share-based awards in the future under our share incentive plan, which may increase share-based compensation expenses, affect our financial performance, and potentially dilute the shareholding of our Shareholders.

In order to attract and retain qualified employees, provide incentives to our directors and employees, and promote the success of our business, we adopted a share incentive plan in September 2020, which was amended and restated in May 2021 (as so amended and restated, the “2020 Share Incentive Plan”) and conditionally adopted the Post-IPO Share Scheme on December 14, 2022 with effect from Listing. For details, see “Statutory and General Information – Share Incentive Plans” in Appendix IV. As of the Latest Practicable Date, options and restricted share units to purchase 93,148,510 of our Class A Ordinary Shares had been granted and outstanding, excluding options that were forfeited or canceled after the relevant grant dates. For the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022, we recorded RMB34.3 million, RMB657.2 million, RMB1.9 billion (US\$287.2 million) and RMB283.0 million (US\$42.3 million) in share-based compensation expenses, respectively.

We believe the granting of share-based awards is of significant importance to our ability to attract and retain key personnel and employees, and we will continue to grant share-based awards to employees in the future. As a result, our expenses associated with share-based compensation may increase, which may have an adverse effect on our results of operations.

We face certain risks related to our leased properties.

We lease real properties in China from third parties primarily as office space. We have not registered some of our lease agreements for these properties with the PRC governmental authorities as required by PRC law. Although the failure to do so does not in itself invalidate the lease agreements, we may be ordered by the PRC government authorities to rectify such noncompliance and, if such noncompliance is not rectified within a given period of time, we may be subject to fines imposed by PRC government authorities ranging from RMB1,000 and RMB10,000 for each lease agreement that has not been registered with the relevant PRC governmental authorities. In addition, the land nature and planned uses of certain leased properties are inconsistent with the use stipulated in our lease contracts and the owners do not provide any approval from the competent authorities for the change of uses of such leased properties. Thus, we may not be able to continue to use such leased properties and may have to relocate to other premises, if the competent authorities order the owners to make rectifications. In addition, certain of our leased properties were subject to mortgage when we entered our lease agreements. If the ownership of such properties changes as a result of the foreclosure of the mortgage, we may not be able to enforce our rights to the leased properties

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under the respective lease agreements against the mortgagee. We cannot assure you that suitable alternative locations are readily available on commercially reasonable terms, or at all, and if we are unable to relocate our affected operations in a timely manner, our operations may be adversely affected.

The ownership certificates or other similar proof of some of our leased properties have not been provided to us by the relevant lessors. Therefore, we cannot assure you that such lessors are entitled to lease the relevant real properties to us. If the lessors are not entitled to lease the real properties to us and the owners of such real properties decline to ratify the lease agreements between us and the respective lessors, we may not be able to enforce our rights to lease such properties under the respective lease agreements against the owners. If we face challenges from the legal owners of the leased real properties or other third parties, we could be required to vacate the properties and incur additional costs, in the event of which we could only initiate the claim against the lessors under relevant PRC laws and/or lease agreements for indemnities for their breach of the relevant leasing agreements. We cannot assure you that suitable alternative locations are readily available on commercially reasonable terms, or at all, and if we are unable to relocate our officers in a timely manner, our operations may be interrupted.

We face risks related to natural and other disasters, including severe weather conditions or outbreaks of health epidemics, and other extraordinary events, which could significantly disrupt our operations.

In addition to the impact of COVID-19, our business could be materially and adversely affected by natural disasters, other health epidemics or other public safety concerns affecting the PRC, and particularly Beijing. Natural disasters may give rise to server interruptions, breakdowns, system failures, technology platform failures, internet failures or other operation interruptions for us and our business partners, which could cause the loss or corruption of data or malfunction of software or hardware as well as adversely affect our ability and the ability of our business partners to conduct daily operations. Our business could also be adversely affected if employees of ours or our business partners are affected by health epidemics. In addition, our results of operations could be adversely affected to the extent that any health epidemic harms the Chinese economy in general.

Our headquarters is located in Beijing, China, where most of our directors and management and the majority of our employees currently reside. Most of our system hardware and the back-up systems supplied by third-party cloud service providers are hosted in facilities located in China. Consequently, if any natural disasters, health epidemics or other public safety concerns were to affect China and Beijing in particular, our operation may experience material disruptions, which may materially and adversely affect our business, financial condition and results of operations.

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RISKS RELATING TO OUR CORPORATE STRUCTURE

If the PRC government finds that the agreements that establish the structure for operating some of our operations in China do not comply with PRC laws and regulations relating to the relevant industries, or if these laws and regulations or the interpretation of existing laws and regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations.

Foreign ownership in entities that provide internet and other related businesses, including but not limited to, the value-added telecommunication services, internet audio-video program services and radio and television program services, is subject to restrictions under current PRC laws and regulations, unless certain exceptions are available. Specifically, the operation of certain value-added telecommunications services are considered “restricted,” and foreign ownership of an internet information service provider may not exceed 50%. The provision of internet audio-video program services and radio and television program services are considered “prohibited.”

We are a Cayman Islands company and our PRC subsidiaries are considered foreign-invested enterprises. To ensure compliance with the PRC laws and regulations, we conduct our foreign investment restricted business in China through Beijing Huapin Borui Network Technology Co., Ltd., or the VIE, and its subsidiaries, and the VIE currently holds the value-added telecommunication business license and other licenses necessary for our operation of such restricted business, based on a series of contractual arrangements by and among Beijing Glory Wolf Co., Ltd., or our WFOE, the VIE, and shareholders of the VIE. These contractual agreements enable us to (i) receive substantially all of the economic benefits of the VIE, (ii) have the pledge right over the equity interests in the VIE as the pledgee, and (iii) have an exclusive purchase option to purchase all or part of the equity interests and/or assets in the VIE when and to the extent permitted by PRC law. Because of these contractual arrangements, we are the primary beneficiary of the VIE in China and hence consolidate its financial results for accounting purpose as the variable interest entity under U.S. GAAP. We conduct our operations in China through (i) our PRC subsidiaries and (ii) the VIE with which we maintained these contractual arrangements and their subsidiaries in China. See “History, Development and Corporate Structure” for further details. Investors in our ADSs thus are not purchasing equity interest in the VIE in China but instead are purchasing equity interest in a Cayman Islands holding company with no equity ownership in the VIE.

In the opinion of our PRC Legal Adviser, (i) the ownership structures of the VIE and our WFOE in China are not in violation of mandatory provisions of applicable PRC laws and regulations currently in effect; and (ii) the agreements under the contractual arrangements among our WFOE, the VIE, and shareholders of the VIE governed by PRC laws are valid and binding upon each party to such arrangements and enforceable against each party thereto in accordance with their terms and applicable PRC laws and regulations currently in effect, except for some circumstance. For further information, please refer to the section headed “Contractual

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Arrangements—Legality of the Contractual Arrangements.” However, we have been further advised by our PRC Legal Adviser that there are substantial uncertainties regarding the interpretation and application of current or future PRC laws and regulations.

Our holding company in the Cayman Islands, the VIE, and investments in our Company face uncertainty about potential future actions by the PRC government that could affect the enforceability of the contractual arrangements with the VIE and, consequently, the business, financial condition, and results of operations of the VIE and our Company as a group. In addition, our ADSs may decline in value or become worthless if we are unable to assert our contractual control rights over the assets of the VIE, which contributed substantially all of our revenues in 2019, 2020, 2021 and the six months ended June 30, 2022. Thus, the PRC government may ultimately take a view contrary to the opinion of our PRC Legal Adviser. If the PRC government otherwise find that we are in violation of any existing or future PRC laws or regulations or lack the necessary permits or licenses to operate our business, the relevant governmental authorities would have broad discretion in dealing with such violation, including, without limitation:

- revoking the business licenses and/or operating licenses of our PRC entities;
- imposing fines on us;
- confiscating any of our income that they deem to be obtained through illegal operations, or imposing other requirements with which we or the VIE may not be able to comply;
- discontinuing or placing restrictions or onerous conditions on our operations;
- placing restrictions on our right to collect revenues;
- shutting down our servers or blocking our online recruitment platform;
- requiring us to restructure our ownership structure or operations, including terminating the contractual arrangements with the VIE and deregistering the equity pledges of the VIE, which in turn would affect our ability to consolidate or derive economic interests from the VIE;
- restricting or prohibiting our use of the proceeds from our offshore offerings or other of our financing activities to finance the business and operations of the VIE; or
- taking other regulatory or enforcement actions that could be harmful to our business.

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If the PRC government determines that the contractual arrangements constituting part of the VIE structure do not comply with PRC regulations, or if these regulations change or are interpreted differently in the future, our Class A Ordinary Shares or ADSs may decline in value or become worthless if we are unable to assert our contractual control rights over the assets of the VIE, which conducts substantially all our business operations that generate external revenues. Our holding company in the Cayman Islands, the VIE, and investors of our company face uncertainty about potential future actions by the PRC government that could affect the enforceability of the contractual arrangements with the VIE and, consequently, significantly affect the financial performance of our company.

Furthermore, any of the aforementioned events could cause significant disruption to our business operations and severely damage our reputation, which would in turn have a material adverse effect on our business, financial condition and results of operations. If occurrences of any of these events results in our inability to direct the activities of the VIE that most significantly impact their economic performance, and/or our failure to receive the economic benefits and residual returns from the VIE, and we are not able to restructure our ownership structure and operations in a satisfactory manner, we may not be able to consolidate the financial results of the VIE in our consolidated financial statements in accordance with U.S. GAAP.

The contractual arrangements with the VIE and its shareholders may not be as effective as direct ownership in providing operational control.

We have to rely on the contractual arrangements with the VIE and its shareholders to operate the business in areas where foreign ownership is restricted, including but not limited to, provision of certain value-added telecommunication services. For description of these contractual arrangements, see “Contractual Arrangements.” These contractual arrangements, however, may not be as effective as direct ownership. For example, the VIE and its shareholders could breach their contractual arrangements with us by, among other things, failing to conduct the operations of the VIE in an acceptable manner or taking other actions that are detrimental to our interests.

If we had direct ownership of the VIE in China, we would be able to exercise our rights as a shareholder to effect changes in the board of directors of the VIE, which in turn could implement changes, subject to any applicable fiduciary obligations, at the management and operational level. However, under the current contractual arrangements, we rely on the performance by the VIE and its shareholders of their obligations under the contracts. The shareholders of the VIE may not act in the best interests of our company or may not perform their obligations under these contracts. If any dispute relating to these contracts remains unresolved, we will have to enforce our rights under these contracts through the operations of PRC law and arbitration, litigation and other legal proceedings and therefore will be subject to uncertainties in the PRC legal system. Meanwhile, there are very few precedents as to whether contractual arrangements would be judged to be effective over the relevant consolidated affiliated entities through the contractual arrangements, or how contractual arrangements in the context of a VIE should be interpreted or enforced by the PRC courts. Should legal actions

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become necessary, we cannot guarantee that the court will rule in favor of the enforceability of the VIE contractual arrangements. In the event we are unable to enforce these contractual arrangements, or if we suffer significant delay or other obstacles in the process of enforcing these contractual arrangements, our ability to conduct our business may be materially adversely affected. See “—Any failure by the VIE or its shareholders to perform their obligations under our contractual arrangements with them would have a material and adverse effect on our business.”

Any failure by the VIE or its shareholders to perform their obligations under our contractual arrangements with them would have a material and adverse effect on our business.

If the VIE or its shareholders fail to perform their respective obligations under the contractual arrangements, we may have to incur substantial costs and expend additional resources to enforce such arrangements. We may also have to rely on legal remedies under PRC law, including seeking specific performance or injunctive relief, and contractual remedies, which we cannot assure you will be sufficient or effective under PRC law. For example, if the shareholders of the VIE were to refuse to transfer their equity interests in the VIE to us or our designee if we exercise the purchase option pursuant to these contractual arrangements, or if they were otherwise to act in bad faith toward us, then we may have to take legal actions to compel them to perform their contractual obligations. In addition, if any third parties claim any interest in such shareholders’ equity interests in the VIE, our ability to exercise shareholders’ rights or foreclose the share pledge according to the contractual arrangements may be impaired. If these or other disputes between the shareholders of the VIE and third parties were to impair our status as the primary beneficiary of the VIE, our ability to consolidate the financial results of the VIE would be affected, which would in turn result in a material adverse effect on our business, operations and financial condition.

All the agreements under our contractual arrangements are governed by PRC law and provide for the resolution of disputes through arbitration in China. Accordingly, these contracts would be interpreted in accordance with PRC law and any disputes would be resolved in accordance with PRC legal procedures. Uncertainties in the PRC legal system could limit our ability to enforce these contractual arrangements. See “—Risks Relating to Doing Business in China—Uncertainties with respect to the PRC legal system could adversely affect us.” Meanwhile, there are very few precedents and little formal guidance as to how contractual arrangements in the context of a consolidated VIE should be interpreted or enforced under PRC law. There remain significant uncertainties regarding the ultimate outcome of such arbitration should legal action become necessary. In addition, under PRC law, rulings by arbitrators are final, parties cannot appeal the arbitration results in courts, and if the losing parties fail to carry out the arbitration awards within a prescribed time limit, the prevailing parties may only enforce the arbitration awards in PRC courts through arbitration award recognition proceedings, which would require additional expenses and delay. In the event we are unable to enforce these contractual arrangements, or if we suffer significant delay or other obstacles in the process of enforcing these contractual arrangements, our ability to conduct our business may be negatively affected.

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The shareholders of the VIE may have actual or potential conflicts of interest with us.

The shareholders of the VIE may have actual or potential conflicts of interest with us. These shareholders may breach, or cause the VIE to breach, or refuse to renew, the existing contractual arrangements we have with them and the VIE, which would have a material and adverse effect on our ability to effectively control the VIE and receive economic benefits from it. For example, the shareholders may be able to cause our agreements with the VIE to be performed in a manner adverse to us by, among other things, failing to remit payments due under the contractual arrangements to us on a timely basis. We cannot assure you that when conflicts of interest arise any or all of these shareholders will act in the best interests of our company or such conflicts will be resolved in our favor.

Currently, we do not have any arrangements to address potential conflicts of interest between these shareholders and our company, except that we could exercise our purchase option under the exclusive purchase option agreements with these shareholders to request them to transfer all of their equity interests in the VIE to a PRC entity or individual designated by us, to the extent permitted by PRC law. For Mr. Peng Zhao, who is our Chairman and Chief Executive Officer and also a major shareholder of the VIE, we rely on him to abide by the laws of the Cayman Islands, which provide that directors and officers owe a fiduciary duty to the company that requires them to act in good faith and in what they believe to be the best interests of the company and not to use their position for personal gains. The shareholders of the VIE have executed powers of attorney to appoint our WFOE to vote on their behalf and exercise voting rights as shareholders of the VIE. If we cannot resolve any conflict of interest or dispute between us and the shareholders of the VIE, we would have to rely on legal proceedings, which could result in disruption of our business and subject us to substantial uncertainty as to the outcome of any such legal proceedings.

The shareholders of the VIE may be involved in personal disputes with third parties or other incidents that may have an adverse effect on their respective equity interests in the VIE and the validity or enforceability of our contractual arrangements with the VIE and its shareholders. For example, in the event that any individual shareholder of the VIE divorces his or her spouse, the spouse may claim that the equity interest of the VIE held by such shareholder is part of their community property and should be divided between such shareholder and his or her spouse. If such claim is supported by the court, the relevant equity interest may be obtained by the shareholder's spouse or another third party who is not subject to obligations under our contractual arrangements, which could result in a loss of our status as the primary beneficiary of the VIE. Similarly, if any of the equity interests of the VIE is inherited by a third party with whom the current contractual arrangements are not binding, we could lose our status as the primary beneficiary of the VIE or have to maintain such status by incurring unpredictable costs, which could cause significant disruption to our business and operations and harm our financial condition and results of operations.

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Although under our current contractual arrangements, (i) the VIE's shareholders' spouses have executed spousal consent letters under which the spouses agree not to assert any rights over the equity interest in the VIE held by the VIE's shareholders, and (ii) it is expressly provided that the VIE and its shareholders shall not assign any of their respective rights or obligations to any third party without the prior written consent of our WFOE, we cannot assure you that these undertakings and arrangements will be complied with or effectively enforced. In the case any of them is breached or becomes unenforceable and leads to legal proceedings, it could disrupt our business, distract our management's attention and subject us to substantial uncertainties as to the outcome of any such legal proceedings.

Contractual arrangements in relation to the VIE may be subject to scrutiny by the PRC tax authorities and they may determine that we or the VIE owes additional taxes, which could negatively affect our financial condition and the value of your investment.

Under applicable PRC laws and regulations, arrangements and transactions among related parties may be subject to audit or challenge by the PRC tax authorities. We could face material and adverse tax consequences if the PRC tax authorities determine that the contractual arrangements in relation to the VIE were not entered into on an arm's length basis in such a way as to result in an impermissible reduction in taxes under applicable PRC laws, rules and regulations, and adjust the taxable income of the VIE in the form of a transfer pricing adjustment. A transfer pricing adjustment could, among other things, result in a reduction of expense deductions recorded by the VIE for PRC tax purposes, which could in turn increase its tax liabilities without reducing our PRC subsidiaries' tax expenses. In addition, the PRC tax authorities may impose late payment fees and other penalties on the VIE for the adjusted but unpaid taxes according to the applicable regulations. Our financial position could be materially and adversely affected if the VIE's tax liabilities increase or if it is required to pay late payment fees and other penalties.

Our current corporate structure and business operations may be substantially affected by the newly enacted Foreign Investment Law.

On March 15, 2019, the NPC promulgated the PRC Foreign Investment Law (《中華人民共和國外商投資法》), which took effect on January 1, 2020. Since it is relatively new, substantial uncertainties exist in relation to its interpretation and implementation. The PRC Foreign Investment Law does not explicitly classify whether VIEs that are controlled through contractual arrangements would be deemed as foreign invested enterprises if they are ultimately "controlled" by foreign investors. However, it has a catch-all provision under definition of "foreign investment" that includes investments made by foreign investors in China through other means as provided by laws, administrative regulations or other methods prescribed by the State Council. Therefore, it still leaves leeway for future laws, administrative regulations or provisions of the State Council to provide for contractual arrangements as a form of foreign investment, at which time it will be uncertain whether our contractual arrangements will be deemed to be in violation of the market access requirements for foreign investment in the PRC and if yes, how our contractual arrangements should be dealt with.

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The PRC Foreign Investment Law grants national treatment to foreign-invested entities, except for those foreign-invested entities that operate in industries specified as either “restricted” or “prohibited” from foreign investment in the Special Administrative Measures (Negative List) for Access of Foreign Investment (《外商投資准入特別管理措施(負面清單)(2021年版)》) jointly promulgated by the MOFCOM and the NDRC, and came into effect in January 2022. The PRC Foreign Investment Law provides that (i) foreign-invested entities operating in “restricted” industries are required to obtain market entry clearance and other approvals from relevant PRC government authorities; (ii) foreign investors shall not invest in any industries that are “prohibited” under the Negative List. If our consolidation of the VIE for accounting purpose is deemed as foreign investment in the future, and any business of the VIE is “restricted” or “prohibited” from foreign investment under the “negative list” effective at the time, we may be deemed to be in violation of the PRC Foreign Investment Law, the contractual arrangements may be deemed as invalid and illegal, and we may be required to unwind such contractual arrangements and/or restructure our business operations, any of which may have a material adverse effect on our business operation.

Furthermore, if future laws, administrative regulations or provisions mandate further actions to be taken by companies with respect to existing contractual arrangements, we may face substantial uncertainties as to whether we can complete such actions in a timely manner, or at all. Failure to take timely and appropriate measures to cope with any of these or similar regulatory compliance challenges could materially and adversely affect our current corporate structure and business operations.

We may lose the ability to use and enjoy assets held by the VIE that are critical to the operation of our business if the VIE declare bankruptcy or become subject to a dissolution or liquidation proceeding.

The VIE holds certain assets that may be critical to the operation of our business. If the shareholders of the VIE breach the contractual arrangements and voluntarily liquidate the VIE, or if the VIE declares bankruptcy and all or part of its assets become subject to liens or rights of third-party creditors or are otherwise disposed of without our consent, we may be unable to continue some or all of our business activities, which could materially and adversely affect our business, financial condition and results of operations. In addition, if the VIE undergoes an involuntary liquidation proceeding, third-party creditors may claim rights to some or all of its assets, thereby hindering our ability to operate our business, which could materially and adversely affect our business, financial condition and results of operations.

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RISKS RELATING TO DOING BUSINESS IN CHINA

Changes in China's economic, political or social conditions or government policies could have a material and adverse effect on our business and results of operations.

The vast majority of our operations are located in China. Accordingly, our business, prospects, financial condition and results of operations may be influenced to a significant degree by political, economic and social conditions in China generally and by continued economic growth in China as a whole.

The Chinese economy differs from the economies of most developed countries in many respects, including the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. Although the Chinese government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in China, such as land, are still owned by the government. In addition, the Chinese government continues to play a significant role in regulating industry development by imposing industrial policies. The Chinese government also exercises significant control over China's economic growth through allocating resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies.

While the Chinese economy has experienced significant growth over the past decades, growth has been uneven, both geographically and among various sectors of the economy. The online recruitment service industry is highly sensitive to general economic changes. Any adverse changes in economic conditions in China, in the policies of the Chinese government or in the laws and regulations in China could have a material adverse effect on the overall economic growth of China. Such developments could adversely affect our business and operating results, lead to a reduction in demand for our services and adversely affect our competitive position. The Chinese government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures may benefit the overall Chinese economy, but may have a negative effect on us. For example, our financial condition and results of operations may be adversely affected by government control over capital investments or changes in tax regulations. The growth rate of the Chinese economy has gradually slowed since 2012, and the impact of COVID-19 on the global and Chinese economy in and since 2020 is significant. Any prolonged slowdown in the global and Chinese economy may reduce the demand for our services and materially and adversely affect our business and results of operations.

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Uncertainties with respect to the PRC legal system could adversely affect us.

The PRC legal system is a civil law system based on written statutes. Unlike the common law system, prior court decisions may be cited for reference but have limited precedential value. The overall effect of legislation over the past four decades has significantly enhanced the protections afforded to various forms of foreign investments in China. However, China's legal system is evolving continuously and its recently enacted laws and regulations may not sufficiently cover all aspects of economic activities in China. Our WFOE is a foreign-invested enterprise and is subject to laws and regulations applicable to foreign-invested enterprises, and our WFOE and the VIE are also subject to various Chinese laws and regulations generally applicable to companies incorporated in China. However, since these laws and regulations are relatively new and may be amended from time to time, and because of the limited number of published decisions and the nonbinding nature of such decisions and the significant discretion relevant regulators legally have in enforcing them, the interpretations of many laws, regulations, and rules may not be uniform and their enforcement involves uncertainties. These uncertainties may affect our judgment on the relevance of legal requirements and our ability to enforce our contractual rights or tort claims. Besides, the PRC is geographically large and divided into various provinces and municipalities and, as such, different laws, rules, regulations and policies may have different and varying applications and interpretations in different parts of the PRC.

From time to time, we may have to resort to administrative and court proceedings to enforce our legal rights. However, since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be more difficult to evaluate the outcome of administrative and court proceedings and the level of protection we enjoy than in more developed legal systems. Furthermore, the PRC legal system is based in part on government policies and internal rules, some of which are not published on a timely basis or at all, and which may have a retroactive effect. As a result, we may not be aware of our violation of any of these policies and rules until sometime after the violation. In addition, any administrative and court proceedings in China may be protracted, resulting in substantial costs and diversion of resources and management attention. Such uncertainties, including uncertainty over the scope and effect of our contractual, property (including intellectual property) and procedural rights, and any failure to respond to changes in the regulatory environment in China could materially and adversely affect our business and impede our ability to continue our operations.

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The PRC government's oversight and discretion over our business operations could result in a material adverse change in our operations and the value of our Class A Ordinary Shares and/or ADSs.

We conduct our business primarily in China. Our operations in China are governed by PRC laws and regulations. The PRC government has significant oversight and discretion over the conduct of our business, and may intervene or influence our operations as the government deems appropriate to advance regulatory and societal goals and policy positions. The PRC government has recently published new policies that significantly affected certain industries and we cannot rule out the possibility that it will in the future promulgate regulations or policies that directly or indirectly affect our industry or require us to seek additional permission to continue our operations, which could result in a material adverse change in our operation and/or the value of our Class A Ordinary Shares and/or ADSs.

The approval of or filing and reporting with the China Securities Regulatory Commission or other PRC government authorities may be required in connection with the Introduction under PRC law, and, if required, we cannot predict whether or for how long we will be able to obtain such approval or complete such filing and reporting procedures.

The Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the M&A Rules, adopted by six PRC regulatory agencies in 2006 and amended in 2009, requires an overseas special purpose vehicle formed for listing purposes through acquisitions of PRC domestic companies and controlled by PRC persons or entities to obtain the approval of the China Securities Regulatory Commission, or the CSRC, prior to the listing and trading of such special purpose vehicle's securities on an overseas stock exchange. The interpretation and application of the regulations remain unclear, and the Introduction may ultimately require approval of the CSRC. If the CSRC approval is required, it is uncertain whether we can or how long it will take us to obtain the approval and, even if we obtain such CSRC approval, the approval could be rescinded. Any failure to obtain or delay in obtaining the CSRC approval for the Introduction, or a rescission of such approval if obtained by us, would subject us to sanctions imposed by the CSRC or other PRC regulatory authorities, which could include fines and penalties on our operations in China, restrictions or limitations on our ability to pay dividends outside of China, and other forms of sanctions that may materially and adversely affect our business, financial condition, and results of operations.

Our PRC Legal Adviser has advised us that, based on its understanding of the current PRC laws and regulations, we will not be required to submit an application to the CSRC for the approval of the listing and trading of our Class A Ordinary Shares because (i) the CSRC currently has not issued any definitive rule or interpretation concerning whether listing like ours under this document are subject to the M&A Rules, (ii) our wholly-owned PRC subsidiaries were not established through a merger or acquisition of the equity or assets of a "PRC domestic company" as such term is defined under the M&A Rules, and (iii) no provision in this regulation clearly classifies contractual arrangements as a type of transaction subject to its regulation. However, we cannot assure you that relevant PRC government authorities, including the CSRC, would reach the same conclusion as our PRC Legal Adviser. If it is determined that the CSRC approval is required for the Introduction, we may face regulatory actions or other sanctions from the CSRC or other PRC regulatory authorities.

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On July 6, 2021, the relevant PRC government authorities issued Opinions on Strictly Cracking Down Illegal Securities Activities in Accordance with the Law (《關於依法從嚴打擊證券違法活動的意見》). These opinions emphasized the need to strengthen the administration over illegal securities activities and the supervision on overseas listings by China-based companies (中概股公司) and proposed to take effective measures, such as promoting the construction of relevant regulatory systems to deal with the risks and incidents faced by China-based overseas-listed companies. As a follow-up, on December 24, 2021, the CSRC issued a draft of the Provisions of the State Council on the Administration of Overseas Securities Offering and Listing by Domestic Companies (《國務院關於境內企業境外發行證券和上市的管理規定(草案徵求意見稿)》), or the Draft Provisions, and a draft of Administration Measures for the Filing of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市備案管理辦法(徵求意見稿)》), or the Draft Administration Measures, for public comments.

The Draft Provisions and the Draft Administration Measures propose to establish a new filing-based regime to regulate overseas offerings and/or listings by domestic companies. According to the Draft Provisions and the Draft Administration Measures, an overseas offering and/or listing by a domestic company, whether directly or indirectly, shall be filed with the CSRC within three business days after submitting its application documents by the issuer or its designated principal domestic operating entity. Specifically, the examination and determination of an indirect offering and/or listing will be conducted on a substance-over-form basis, and an offering and listing shall be considered as an indirect overseas offering or listing by a domestic company if the issuer meets the following conditions: (i) the operating income, gross profit, total assets, or net assets of the domestic enterprise in the most recent fiscal year was more than 50% of the relevant line item in the issuer's audited consolidated financial statement for that year; and (ii) senior management personnel responsible for business operations and management are mostly PRC citizens or are ordinarily resident in the PRC, or the main place of business is in the PRC or carried out in the PRC. According to the Draft Administration Measures, the issuer or its designated principal domestic operating entity, as the case may be, shall file with the CSRC and report the relevant information for its initial public offering, follow-on overseas offering and other equivalent offering activities. Failure to comply with the filing requirements may result in fines to the relevant domestic companies, suspension of their businesses, revocation of their business licenses and operation permits and fines on the controlling shareholder, actual controllers, directors, supervisors, and senior management and other responsible persons. The Draft Administration Measures also sets forth certain circumstances where overseas offerings and listings by domestic enterprises shall be prohibited.

As of the date of this document, the Draft Provisions and the Draft Administration Measures were released for public comment only. There are uncertainties as to whether the Draft Provisions and the Draft Administration Measures would be further amended, revised or updated. Substantial uncertainties exist with respect to the enactment timetable and final content of the Draft Provisions and the Draft Administration Measures. As the CSRC may formulate and publish guidelines for filings in the future, the Draft Administration Measures does not provide for detailed requirements of the substance and form of the filing documents.

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In a Q&A released on its official website, the respondent CSRC official indicated that the proposed new filing requirement will start with IPO candidates and listed companies seeking to carry out activities such as follow-on overseas financing. As for the filings for the existing companies, the regulator will grant adequate transition period and apply separate arrangements. The Q&A also addressed the contractual arrangements and pointed out that if relevant domestic laws and regulations have been observed, companies with compliant VIE structure may seek overseas listing after completion of the CSRC filings. Nevertheless, it does not specify what qualify as compliant VIE structures and what relevant domestic laws and regulations are required to be complied with. Given the substantial uncertainties surrounding the latest CSRC filing requirements at this stage, we cannot assure you that we will be able to complete the filings and fully comply with the relevant new rules on a timely basis, if at all, in our future overseas offerings, if any.

In addition, we cannot assure you that any new rules or regulations promulgated in the future will not impose additional requirements on us. If it is determined in the future that approval and filing from the CSRC or other regulatory authorities or other procedures, such as a cybersecurity review, are required for the Introduction, it is uncertain whether we can or how long it will take us to obtain such approval or complete such filing procedures and any such approval or filing could be rescinded or rejected. Any failure to obtain or delay in obtaining such approval or completing such filing procedures for the Introduction, or a rescission of any such approval or filing if obtained by us, would subject us to sanctions by the CSRC or other PRC regulatory authorities for failure to seek CSRC approval or filing or other government review or authorization for the Introduction. These regulatory authorities may impose fines and penalties on our operations in China, limit our ability to pay dividends outside of China, limit our operating privileges in China, delay or restrict the repatriation of the proceeds from our offshore offerings into China or take other actions that could materially and adversely affect our business, financial condition, results of operations, and prospects, as well as the trading price of our shares. The CSRC or other PRC regulatory authorities also may take actions requiring us, or making it advisable for us, to halt the Introduction. In addition, if the CSRC or other regulatory authorities later promulgate new rules or explanations requiring that we obtain their approvals or accomplish the required filing or other regulatory procedures for the Introduction, we may be unable to obtain a waiver of such approval requirements, if and when procedures are established to obtain such a waiver. Any uncertainties or negative publicity regarding such approval requirement could materially and adversely affect our business, prospects, financial condition, reputation, and the trading price of our shares. See “Risk Factors—Risks Related to Our Business and Industry—Our business is subject to complex and evolving PRC laws and regulations regarding cybersecurity and information security. Any failure or perceived failure to comply with these laws and regulations could result in penalties, claims, changes to our business practices, negative publicity, legal proceedings, increased cost of operations, or declines in user growth or engagement, or otherwise harm our business.”

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The PCAOB had historically been unable to inspect our auditor in relation to their audit work performed for our financial statements and the inability of the PCAOB to conduct inspections over our auditor has deprived our investors with the benefits of such inspections.

Our auditor, the independent registered public accounting firm that issues the audit report in our SEC filings, as an auditor of companies that are traded publicly in the United States and a firm registered with the Public Company Accounting Oversight Board (United States), or the PCAOB, is subject to laws in the United States pursuant to which the PCAOB conducts regular inspections to assess its compliance with the applicable professional standards. Since our auditor is located in China, a jurisdiction where the PCAOB was unable to conduct inspections without the approval of the Chinese authorities, our auditor was historically not inspected by the PCAOB before 2022. As a result, we and investors in our securities are deprived of the benefits of such PCAOB inspections. On December 15, 2022, the PCAOB announced that it was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong in 2022. However, the inability of the PCAOB to conduct inspections of auditors in China in the past made it more difficult to evaluate the effectiveness of our independent registered public accounting firm's audit procedures or quality control procedures as compared to auditors outside of China that have been subject to the PCAOB inspections, which could cause investors and potential investors in our securities to lose confidence in our audit procedures and reported financial information and the quality of our financial statements.

Our ADSs may be prohibited from trading in the United States under the Holding Foreign Companies Accountable Act, or the HFCAA, if the PCAOB is unable to inspect or investigate completely auditors located in China. The delisting of our ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment.

The Holding Foreign Companies Accountable Act, or the HFCAA, was signed into law on December 18, 2020. The HFCAA states if the SEC determines that we have filed audit reports issued by a registered public accounting firm that has not been subject to inspection for the PCAOB for three consecutive years beginning in 2021 or any year thereafter, the SEC shall prohibit our shares or ADSs from being traded on a national securities exchange or in the over-the-counter trading market in the United States. On December 2, 2021, the SEC adopted final amendments implementing the disclosure and submission requirements of the HFCAA, pursuant to which the SEC will identify an issuer as a "Commission Identified Issuer" if the issuer has filed an annual report containing an audit report issued by a registered public accounting firm that the PCAOB has determined it is unable to inspect or investigate completely, and will then impose a trading prohibition on an issuer after it is identified as a Commission-Identified Issuer for three consecutive years. On December 16, 2021, the PCAOB issued a report to notify the SEC of its determination that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in China mainland and Hong Kong, and our auditor was subject to this determination. In May 2022, the SEC conclusively listed us as a Commission-Identified Issuer under the HFCAA following the filing of our annual report on Form 20-F for the fiscal year ended December 31, 2021. On December

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15, 2022, the PCAOB announced that it was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong in 2022. The PCAOB Board vacated its previous 2021 determinations that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in China mainland and Hong Kong. For this reason, we do not expect to be identified as a Commission-Identified Issuer following the filing of our annual report for the fiscal year ending December 31, 2022. In accordance with the HFCAA, however, our securities will be prohibited from being traded on a national securities exchange or in the over-the-counter trading market in the United States if the PCAOB is unable to inspect or completely investigate PCAOB-registered public accounting firms headquartered in China for three consecutive years in the future, or two consecutive years if proposed changes to the law, or the Accelerating Holding Foreign Companies Accountable Act, are enacted. In the event of such prohibition, the Nasdaq may determine to delist our securities.

If our shares and ADSs are prohibited from trading in the United States, such a prohibition would substantially impair the ability of our investors to sell or purchase our ADSs when they wish to do so, and the risk and uncertainty associated with delisting would have a negative impact on the price of our Class A Ordinary Shares or ADSs. Also, such a prohibition would significantly affect our ability to raise capital on terms acceptable to us, or at all, which would have a material adverse impact on our business, financial condition, and prospects.

On June 22, 2021, the U.S. Senate passed a bill which would reduce the number of consecutive non-inspection years required for triggering the prohibitions under the HFCAA from three years to two. On February 4, 2022, the U.S. House of Representatives passed a bill which contained, among other things, an identical provision. If this provision is enacted into law and the number of consecutive non-inspection years required for triggering the prohibitions under the HFCAA is reduced from three years to two, then our shares and ADSs could be prohibited from trading in the United States in a shorter period in the event that we become identified as a Commission-Identified Issuer.

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Litigation and negative publicity surrounding China-based companies listed in the U.S. may result in increased regulatory scrutiny of us and negatively impact the trading price of the ADSs and could have a material adverse effect upon our business, including our results of operations, financial condition, cash flows and prospects.

We believe that litigation and negative publicity surrounding companies with operations in China that are listed in the U.S. have negatively impacted stock prices for such companies. Various equity-based research organizations have published reports on China-based companies after examining, among other things, their corporate governance practices, related party transactions, sales practices and financial statements that have led to special investigations and stock suspensions on national exchanges. Any similar scrutiny of us, regardless of its lack of merit, could result in a diversion of management resources and energy, potential costs to defend ourselves against rumors, decreases and volatility in the ADS trading price, and increased directors and officers insurance premiums and could have a material adverse effect upon our business, including our results of operations, financial condition, cash flows and prospects.

We may rely on dividends and other distributions on equity paid by our PRC subsidiaries to fund any cash and financing requirements we may have, and any limitation on the ability of our PRC subsidiaries to make payments to us could have a material and adverse effect on our ability to conduct our business.

We are a holding company, and we may rely on dividends and other distributions on equity paid by our PRC subsidiaries for our cash and financing requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders and service any debt we may incur. Current PRC regulations permit our PRC subsidiaries to pay dividends to us only out of their accumulated after-tax profits upon satisfaction of relevant statutory conditions and procedures, if any, determined in accordance with Chinese accounting standards and regulations. In addition, each of our PRC subsidiaries is required to set aside at least 10% of its accumulated profits each year, after making up previous years' accumulated losses, if any, to fund certain reserve funds until the total amount set aside reaches 50% of its registered capital. For a detailed discussion of applicable PRC regulations governing distribution of dividends, see "Regulations—Regulations Relating to Dividend Distribution." Additionally, if our PRC subsidiaries incur debt on their own behalf in the future, the instruments governing their debt may restrict their ability to pay dividends or make other distributions to us. Any limitation on the ability of our PRC subsidiaries to pay dividends or make other distributions to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends, or otherwise fund and conduct our business.

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Any restriction on currency exchange may limit the ability of our PRC subsidiaries to use their Renminbi revenues to pay dividends to us. The PRC government may continue to strengthen its capital controls and our PRC subsidiaries' dividends and other distributions may be subject to tightened scrutiny in the future. Any limitation on the ability of our PRC subsidiaries to pay dividends or make other distributions to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends, or otherwise fund and conduct our business.

In addition, the Enterprise Income Tax Law and its implementation rules provide that a withholding tax at a rate of 10% will be applicable to dividends payable by Chinese companies to non-PRC-resident enterprises unless reduced under treaties or arrangements between the PRC central government and governments of other countries or regions where the non-PRC resident enterprises are tax resident. See “—We may not be able to obtain certain benefits under relevant tax treaty on dividends paid by our PRC subsidiaries to us through our Hong Kong subsidiary.”

Increases in labor costs and enforcement of stricter labor laws and regulations in China may adversely affect our business and our profitability.

China's overall economy and the average wage in China have increased in recent years and are expected to continue to grow. The average wage level for our employees has also increased in recent years. We expect that our labor costs, including wages and employee benefits, will continue to increase. Unless we are able to pass on these increased labor costs to those who pay for our services, our profitability and results of operations may be materially and adversely affected.

In addition, we have been subject to stricter regulatory requirements in terms of entering into labor contracts with our employees and paying various statutory employee benefits, including pensions insurance, housing provident fund, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance to designated government agencies for the benefit of our employees. Pursuant to the PRC Labor Contract Law (《中華人民共和國勞動合同法》) and its implementation rules, employers are subject to stricter requirements in terms of signing labor contracts, minimum wages, paying remuneration, determining the term of employee's probation and unilaterally terminating labor contracts. In addition, enterprises are forbidden to force laborers to work beyond the time limit and employers shall pay laborers for overtime work in accordance with the laws and regulations. In the event that we decide to terminate some of our employees or otherwise change our employment or labor practices, the PRC Labor Contract Law and its implementation rules may limit our ability to effect those changes in a desirable or cost-effective manner, which could adversely affect our business and results of operations.

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We cannot assure you that we have complied, or as the interpretation and implementation of labor-related laws and regulations are still evolving, we cannot assure you that we will be able to comply with all labor-related law and regulations, including those relating to obligations to make social insurance payments, to contribute to the housing provident fund, and to make overtime payment and other similar payment payable by us to our employees. If we are deemed to have violated relevant labor laws and regulations, we could be required to provide additional compensation to our employees and be subject to orders by competent labor authorities for rectification, and failure to comply with the orders may further subject us to administrative fines. In such an event, our business, financial condition and results of operations will be adversely affected.

Our business may be negatively affected by the potential obligations if we fail to comply with social insurance and housing provident fund related laws and regulations.

We are required by PRC Labor Law (《中華人民共和國勞動法》) and relevant regulations to pay various statutory employee benefits, including pensions insurance, medical insurance, work-related injury insurance, unemployment insurance, maternity insurance and housing provident fund, to designated government agencies for the benefit of our employees and associates. In October 2010, the SCNPC promulgated the Social Insurance Law of PRC (《中華人民共和國社會保險法》), effective on July 1, 2011 and amended on December 29, 2018. On April 3, 1999, the State Council promulgated the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》), which was amended on March 24, 2002 and March 24, 2019. Companies registered and operating in China are required under the Social Insurance Law of PRC and the Regulations on the Administration of Housing Provident Fund to apply for social insurance registration and housing provident fund deposit registration within 30 days of their establishment and to pay for their employees different social insurance including pension insurance, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance to the extent required by law. We could be subject to orders by competent labor authorities for rectification if we fail to comply with such social insurance and housing provident fund related laws and regulations, and failure to comply with the orders may further subject us to administrative fines. The relevant government agencies may examine whether an employer has made adequate payments of the requisite statutory employee benefits, and employers who fail to make adequate payments may be subject to late payment fees, fines and/or other penalties. If the relevant PRC authorities determine that we shall make supplemental social insurance and housing provident fund contributions or that we are subject to fines and legal sanctions in relation to our failure to make social insurance and housing provident fund contributions in full for our employees, our business, financial condition and results of operations may be adversely affected.

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Fluctuations in exchange rates could have a material and adverse effect on our results of operations and the value of your investment.

The conversion of Renminbi into foreign currencies, including Hong Kong dollars and U.S. dollars, is based on rates set by the People's Bank of China. The Renminbi has fluctuated against Hong Kong dollars and the U.S. dollars, at times significantly and unpredictably. The value of Renminbi against Hong Kong dollars, U.S. dollars, and other currencies is affected by changes in China's political and economic conditions and by China's foreign exchange policies, among other things. We cannot assure you that Renminbi will not appreciate or depreciate significantly in value against Hong Kong dollars or U.S. dollars in the future. It is difficult to predict how market forces or PRC or U.S. government policies may impact the exchange rate between Renminbi, Hong Kong dollars and U.S. dollars in the future.

Any significant appreciation or depreciation of Renminbi may materially and adversely affect our revenues, earnings and financial position, and the value of, and any dividends payable on, our Class A Ordinary Shares and/or ADSs in foreign currency. For example, to the extent that we need to convert Hong Kong dollars or U.S. dollars we receive into Renminbi to pay our operating expenses, appreciation of Renminbi against Hong Kong dollars or the U.S. dollars would have an adverse effect on the RMB amount we would receive from the conversion. Conversely, a significant depreciation of Renminbi against Hong Kong dollars or the U.S. dollars may significantly reduce the Hong Kong dollar or the U.S. dollar equivalent of our earnings, which in turn could adversely affect the price of our Class A Ordinary Shares and/or ADSs.

Very limited hedging options are available in China to reduce our exposure to exchange rate fluctuations. As of the Latest Practicable Date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk. While we may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedges may be limited and we may not be able to adequately hedge our exposure or at all. In addition, our currency exchange losses may be magnified by PRC exchange control regulations that restrict our ability to convert Renminbi into foreign currency. As a result, fluctuations in exchange rates may have a material adverse effect on your investment.

During the Track Record Period, our revenues and our expenditures were mainly denominated in Renminbi, while the net proceeds from our offshore offerings will be in Hong Kong dollars. Fluctuations in the exchange rate between the Renminbi and the Hong Kong dollar will affect the relative purchasing power in Renminbi terms of the proceeds from our offshore offerings. Fluctuations in the exchange rate may also cause us to incur foreign exchange losses and affect the relative value of any dividend issued by our subsidiaries. In addition, appreciation or depreciation in the value of Renminbi relative to Hong Kong dollars affect our financial results in Hong Kong dollar terms without giving effect to any underlying change in our business or results of operations.

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PRC regulation of loans to and direct investment in PRC entities by offshore holding companies and governmental control of currency conversion may delay or prevent us from making loans or additional capital contributions to our PRC subsidiaries and the VIE, which could materially and adversely affect our liquidity and our ability to fund and expand our business.

We are an offshore holding company conducting our operations in China through our PRC subsidiaries and the VIE. We may make loans to our PRC subsidiaries and the VIE subject to the approval from or registration with governmental authorities and limitation on amount, we may make additional capital contributions to our wholly foreign-owned subsidiaries in China, we may establish new PRC subsidiaries and make capital contributions to these new PRC subsidiaries, or we may acquire offshore entities with business operations in China in an offshore transaction.

Most of the aforementioned ways of making loans or investments in PRC entities are subject to PRC regulations and approvals. For example, any loans to our PRC subsidiaries and the VIE are subject to applicable foreign loan registrations with the local counterpart of SAFE and limitation on amount under PRC law. If we decide to finance our wholly owned PRC subsidiary by means of capital contributions, these capital contributions are subject to filing and registration with certain PRC government authorities, including MOFCOM or its local counterparts and the SAMR through its Enterprise Registration System, the National Enterprise Credit Information Publicity System and the local counterpart of SAFE. In addition, an FIE shall use its capital pursuant to the principle of authenticity and self-use within its business scope.

SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming the Mode of Management of Settlement of Foreign Exchange Capital of Foreign Invested Enterprises (《關於改革外商投資企業外匯資本金結匯管理方式的通知》), or SAFE Circular 19, effective on June 1, 2015 and amended on December 2019, in replacement of a former regulation. According to SAFE Circular 19, the flow and use of the RMB capital converted from foreign currency-denominated registered capital of a foreign-invested company is regulated such that RMB capital may not be used for the issuance of RMB entrusted loans (unless otherwise permitted in the business license), the repayment of inter-enterprise loans or the repayment of bank loans that have been transferred to a third party. Although SAFE Circular 19 allows RMB capital converted from foreign currency-denominated registered capital of a foreign-invested enterprise to be used for equity investments within China, it also reiterates the principle that RMB converted from the foreign currency-denominated capital of a foreign-invested company may not be directly or indirectly used for purposes beyond its business scope. Thus, it is unclear whether SAFE will permit such capital to be used for equity investments in China in actual practice. SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming and Standardizing the Foreign Exchange Settlement Management Policy of Capital Account (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》), or SAFE Circular 16, effective on June 9, 2016, which reiterates some of the rules set forth in SAFE Circular 19, but changes the prohibition against using RMB capital converted from foreign currency-denominated registered capital of a foreign-invested

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company to issue RMB entrusted loans to a prohibition against using such capital to issue loans to non-associated enterprises. Specifically, SAFE Circular 16 provides that the capital of an FIE shall not be used for the following purposes: (i) directly or indirectly used for payment beyond the business scope of such FIE or the payment prohibited by relevant laws and regulations; (ii) directly or indirectly used for investment in securities or investments in financial management other than banks' principal-secured products unless otherwise provided by relevant laws and regulations; (iii) the granting of loans to non-affiliated enterprises, except where it is expressly permitted in the business license; and (iv) paying the expenses related to the purchase of real estate that is not for self-use (except for the foreign-invested real estate enterprises). Violations of SAFE Circular 19 and SAFE Circular 16 could result in administrative penalties. SAFE Circular 19 and SAFE Circular 16 may significantly limit our ability to transfer any foreign currency we hold, including the net proceeds from our offshore offerings, to our PRC subsidiaries, which may adversely affect our liquidity and our ability to fund and expand our business in China. On October 23, 2019, the SAFE promulgated the Notice of the State Administration of Foreign Exchange on Further Promoting the Convenience of Cross-border Trade and Investment (《國家外匯管理局關於進一步促進跨境貿易投資便利化的通知》), or the SAFE Circular 28, which, among other things, allows all foreign-invested companies to use Renminbi converted from foreign currency-denominated capital for equity investments in China, as long as the equity investment is genuine, does not violate applicable laws, and complies with the negative list on foreign investment. On April 10, 2020, the SAFE promulgated the Circular on Optimizing Administration of Foreign Exchange to Support the Development of Foreign-related Business (《國家外匯管理局關於優化外匯管理支持涉外業務發展的通知》), or SAFE Circular 8, under which eligible enterprises are allowed to make domestic payments by using their capital funds, foreign loans and the income under capital accounts of overseas listing without providing the evidentiary materials concerning authenticity of each expenditure in advance, provided that their capital use shall be authentic and conforms to the prevailing administrative regulations on the use of income under capital accounts. However, since the SAFE Circular 28 and SAFE Circular 8 are relatively new, it is unclear how SAFE and competent banks will carry them out in practice.

Because we control the VIE through contractual arrangements, we are not able to make capital contribution to the VIE and its subsidiaries; however, we may provide financial support to them by loans. Under relevant PRC laws and regulations, loans to the VIE directly from the Cayman entity shall not exceed 200% of the net assets of the relevant VIE, whereas loans from our PRC subsidiaries, subject to relevant PRC laws and regulations concerning foreign currency, are not subject to amount limitations. Even though Renminbi capital, foreign debt and repatriated funds raised through overseas listing may be used at the discretion of the foreign-invested enterprise pursuant to SAFE Circular 19 and SAFE Circular 16, it is still not clear whether our PRC subsidiaries, as foreign invested enterprises, are allowed to extend intercompany loans to the VIE. See “Regulations—Regulations Relating to Foreign Exchange—Regulations on Foreign Currency Exchange.”

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In light of the various requirements imposed by PRC regulations on loans to and direct investment in PRC entities by offshore holding companies, we cannot assure you that we will be able to complete the necessary government registrations or obtain the necessary government approvals on a timely basis, or at all, with respect to future loans by us to our PRC subsidiaries or the VIE or its subsidiaries or with respect to future capital contributions by us to our PRC subsidiaries. If we fail to complete such registrations or obtain such approvals, our ability to use the proceeds from our offshore offerings and to capitalize or otherwise fund our PRC operations may be negatively affected, which could materially and adversely affect our liquidity and our ability to fund and expand our business.

Governmental control of currency conversion may limit our ability to utilize our revenues effectively and affect the value of your investment.

The PRC government imposes controls on the convertibility of the RMB into foreign currencies and, in certain cases, the remittance of currency out of China. We receive substantially all of our revenues in RMB. Under our current corporate structure, our company in the Cayman Islands may rely on dividend payments from our PRC subsidiaries to fund any cash and financing requirements we may have. Under existing PRC foreign exchange regulations, payments of current account items, such as profit distributions and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval from SAFE by complying with certain procedural requirements. Therefore, our wholly foreign-owned subsidiaries in China are able to pay dividends in foreign currencies to us without prior approval from SAFE, subject to the condition that the remittance of such dividends outside of the PRC complies with certain procedures under PRC foreign exchange regulation, such as the overseas investment registrations by our shareholders or the ultimate shareholders of our corporate shareholders who are PRC residents. But approval from or registration with appropriate government authorities or delegated banks is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to pay dividends in foreign currencies to our shareholders, including holders of our Class A Ordinary Shares and/or ADSs.

PRC regulations relating to offshore investment activities by PRC residents may limit our PRC subsidiaries' ability to increase their registered capital or distribute profits to us or otherwise expose us or our PRC resident beneficial owners to liability and penalties under PRC law.

In July 2014, SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Offshore Investment and Financing and Roundtrip Investment Through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》), or SAFE Circular 37. SAFE Circular 37 requires PRC residents (including PRC individuals and PRC corporate entities as well as foreign individuals that are deemed as PRC residents for foreign exchange administration purposes) to register with SAFE or its local branches in connection with their direct or indirect

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offshore investment activities. SAFE Circular 37 further requires amendment to the SAFE registrations in the event of any changes with respect to the basic information of the offshore special purpose vehicle, such as change of a PRC individual shareholder, name and operation term, or any significant changes with respect to the offshore special purpose vehicle, such as increase or decrease of capital contribution, share transfer or exchange, or mergers or divisions. SAFE Circular 37 is applicable to our shareholders who are PRC residents and may be applicable to any offshore acquisitions that we make in the future. According to the Notice on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》) released on February 13, 2015 by the SAFE, local banks will examine and handle foreign exchange registration for overseas direct investment, including the initial foreign exchange registration and amendment registration, under SAFE Circular 37 from June 1, 2015. The PRC residents shall, by themselves or entrusting accounting firms or banks, file with the online information system designated by SAFE with respect to its existing rights under offshore direct investment each year prior to the requisite time.

If our shareholders or beneficial owners who are PRC residents do not complete their registration or change of the registration with the local SAFE branches or qualified local banks or complete annual filing of its existing rights under offshore direct investment, or fail to obtain the approval or complete the filing with NDRC or MOFCOM or their local counterparts relating to the overseas investment activities, our PRC subsidiaries may be prohibited from distributing to us its profits and proceeds from any reduction in capital, share transfer or liquidation, and we may be restricted in our ability to contribute additional capital to our PRC subsidiaries. Moreover, failure to comply with the SAFE registration described above could result in liability under PRC laws for evasion of applicable foreign exchange restrictions.

We have used our best efforts to notify PRC residents who directly or indirectly hold shares in our Cayman Islands holding company and who are known to us as being PRC residents to timely complete the foreign exchange registrations and the relevant changes and annual filings of its existing rights under offshore direct investment. However, we may not be informed of the identities of all the PRC residents or entities holding direct or indirect interest in our company, nor can we compel our all shareholders or beneficial owners who are PRC residents to comply with SAFE registration requirements or other regulations relating to overseas investment activities issued by NDRC and MOFCOM. We cannot assure you that all shareholders or beneficial owners of ours who are PRC residents have complied with, and will in the future make, obtain or update any applicable registrations or approvals required by, SAFE regulations or other regulations relating to overseas investment activities issued by NDRC and MOFCOM.

The failure or inability of such shareholders or beneficial owners to comply with SAFE regulations, or failure by us to amend the foreign exchange registrations of our PRC subsidiaries, or other regulations relating to overseas investment activities issued by NDRC and MOFCOM, could subject us to fines or legal sanctions, restrict our overseas or cross-border investment activities, limit our PRC subsidiaries' ability to make distributions or pay dividends to us or affect our ownership structure. As a result, our business operations and our ability to distribute profits to you could be materially and adversely affected.

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China's M&A Rules and certain other PRC regulations establish complex procedures for certain acquisitions of PRC companies by foreign investors, which could make it more difficult for us to pursue growth through acquisitions in China.

A number of PRC laws and regulations have established procedures and requirements that could make merger and acquisition activities in China by foreign investors more time consuming and complex. In addition to the Anti-Monopoly Law of the PRC (《中華人民共和國反壟斷法》) itself, these include the Rules on Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》), or the M&A Rules, adopted by six PRC regulatory agencies in 2006, which was amended in 2009, and the Rules of the Ministry of Commerce on Implementation of Security Review System of Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《商務部實施外國投資者併購境內企業安全審查制度的規定》), or the Security Review Rules, promulgated in 2011. These laws and regulations impose requirements in some instances that MOFCOM be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise. In addition, the Anti-Monopoly Law of the PRC requires that MOFCOM be notified in advance of any concentration of undertaking if certain thresholds are triggered. Moreover, the Security Review Rules specify that mergers and acquisitions by foreign investors that raise “national defense and security” concerns and mergers and acquisitions through which foreign investors may acquire de facto control over domestic enterprises that raise “national security” concerns are subject to strict review by MOFCOM, and prohibit any attempt to bypass a security review, including by structuring the transaction through a proxy or contractual control arrangement. In the future, we may grow our business by acquiring complementary businesses. Complying with the requirements of the relevant regulations to complete such transactions could be time consuming, and any required approval processes, including approval from MOFCOM, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

It may be difficult for overseas regulators to conduct investigation or collect evidence within China.

Shareholder claims or regulatory investigation that are common in Hong Kong or the United States generally are difficult to pursue as a matter of law or practicality in the Chinese mainland. For example, in the Chinese mainland, there are significant legal and other obstacles to providing information needed for regulatory investigations or litigation initiated outside of the Chinese mainland. Although the authorities in the Chinese mainland may establish a regulatory cooperation mechanism with the securities regulatory authorities of another country or region to implement cross-border supervision and administration, such cooperation with the securities regulatory authorities in the United States may not be efficient in the absence of mutual and practical cooperation mechanism. Furthermore, according to Article 177 of the PRC Securities Law (《中華人民共和國證券法》), or Article 177, which became effective in March 2020, no overseas securities regulator is allowed to directly conduct investigation or evidence collection activities within the territory of the PRC. While detailed interpretation of or implementation rules under Article 177 have yet to be promulgated, the inability for an

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overseas securities regulator to directly conduct investigation or evidence collection activities within China may further increase difficulties faced by you in protecting your interests. See also “—Risks Relating to Our Shares and Our ADSs—You may face difficulties in protecting your interests, and your ability to protect your rights through Hong Kong or U.S. courts may be limited, because we are incorporated under Cayman Islands law” for risks associated with investing in us as a Cayman Islands company.

Any failure to comply with PRC regulations regarding the registration requirements for employee stock incentive plans may subject the PRC plan participants or us to fines and other legal or administrative sanctions.

Pursuant to SAFE Circular 37, PRC residents who participate in share incentive plans in overseas non-publicly listed companies due to their position as director, senior management or employees of the PRC subsidiaries of the overseas companies may submit applications to SAFE or its local branches for the foreign exchange registration with respect to offshore special purpose companies. Our directors, executive officers and other employees who are PRC residents and who have been granted share-based awards may follow SAFE Circular 37 to apply for the foreign exchange registration before our Company becomes an overseas listed company. In February 2012, SAFE promulgated the Notices on Issues Concerning the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plans of Overseas Publicly Listed Company (《國家外匯管理局關於境內個人參與境外上市公司股權激勵計劃外匯管理有關問題的通知》), or SAFE Circular 7. Under SAFE Circular 7 and other relevant rules and regulations, PRC residents who participate in stock incentive plan in an overseas publicly listed company are required to register with SAFE or its local branches and complete certain other procedures. Participants of a stock incentive plan who are PRC residents must retain a qualified PRC agent, which could be a PRC subsidiary of such overseas publicly listed company or another qualified institution selected by such PRC subsidiary, to conduct the SAFE registration and other procedures with respect to the stock incentive plan on behalf of its participants. Such participants must also retain an overseas entrusted institution to handle matters in connection with their exercise of share-based awards, the purchase and sale of corresponding shares or interests and fund transfers. In addition, the PRC agent is required to amend the SAFE registration with respect to the stock incentive plan if there is any material change to the stock incentive plan, the PRC agent or the overseas entrusted institution or other material changes. We and our PRC employees who have been granted share-based awards are subject to SAFE Circular 7 and other relevant rules and regulations these regulations. Failure of our PRC share-based award holders to complete their SAFE registrations may subject these PRC residents to fines and legal sanctions and may also limit our ability to contribute additional capital into our PRC subsidiaries, limit our PRC subsidiaries’ ability to distribute dividends to us, adopt additional incentive plans for our directors or employees under PRC law or otherwise materially adversely affect our business. Our stock incentive plan has been registered with the Sanya branch of SAFE through Hainan Huapin Borui Network Technology Co., Ltd. as the domestic agent under the SAFE Circular 7.

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In addition, the State Administration of Taxation, or the SAT has issued certain circulars concerning employee share options and restricted shares. Under these circulars, our employees working in China who exercise share options or are granted restricted shares will be subject to PRC individual income tax. Our PRC subsidiaries have obligations to file documents related to employee share options or restricted shares with relevant tax authorities and to withhold individual income taxes of those employees who exercise their share options. If our employees fail to pay or we fail to withhold their income taxes according to relevant laws and regulations, we may face sanctions imposed by the tax authorities or other PRC government authorities.

If we are classified as a PRC resident enterprise for PRC income tax purposes, such classification could result in unfavorable tax consequences to us and our non-PRC shareholders or ADS holders.

Under the PRC Enterprise Income Tax Law and its implementation rules (《中華人民共和國企業所得稅法》), an enterprise established outside of the PRC with a “de facto management body” within the PRC is considered a PRC resident enterprise and will be subject to the enterprise income tax on its global income at the rate of 25%. The implementation rules define the term “de facto management body” as the body that exercises full and substantial control over and overall management of the business, productions, personnel, accounts and properties of an enterprise. In 2009, the SAT issued the Notice Regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies (《關於境外註冊中資控股企業依據實際管理機構標準認定為居民企業有關問題的通知》), or Circular 82, which provides certain specific criteria for determining whether the “de facto management body” of a PRC-controlled enterprise that is incorporated offshore is located in China. Although Circular 82 only applies to offshore enterprises controlled by PRC enterprises or PRC enterprise groups, not those controlled by PRC individuals or foreigners like us, the criteria set forth in the circular may reflect the SAT’s general position on how the “de facto management body” test should be applied in determining the tax resident status of all offshore enterprises. According to Circular 82, an offshore incorporated enterprise controlled by a PRC enterprise or a PRC enterprise group will be regarded as a PRC tax resident by virtue of having its “de facto management body” in China and will be subject to PRC enterprise income tax on its global income only if all of the following conditions are met: (i) the primary location of the day-to-day operational management is in the PRC; (ii) decisions relating to the enterprise’s financial and human resource matters are made or are subject to approval by organizations or personnel in the PRC; (iii) the enterprise’s primary assets, accounting books and records, company seals, and board and shareholder resolutions, are located or maintained in the PRC; and (iv) at least 50% of voting board members or senior executives habitually reside in the PRC.

We believe that none of our entities outside of China is a PRC resident enterprise for PRC tax purposes. However, the tax resident status of an enterprise is subject to determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term “de facto management body.” If the PRC tax authorities determine that we are a PRC resident enterprise for enterprise income tax purposes, we will be subject to the enterprise income tax on our global income at the rate of 25% and we will be required to comply with PRC enterprise income tax reporting obligations. In addition, gains realized on the sale or other disposition of the Class A Ordinary Shares and/or ADSs may be subject to PRC tax, at a rate of 10% in the

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case of non-resident enterprises unless otherwise reduced or exempted by relevant tax treaties or similar arrangements, or 20% in the case of non-resident individuals, if such gains are deemed to be from PRC sources. It is unclear whether non-PRC shareholders of our company would be able to claim the benefits of any tax treaties between their country of tax residence and the PRC in the event that we are treated as a PRC resident enterprise. Any such tax may reduce the returns on your investment in the Class A Ordinary Shares and/or ADSs.

In addition to the uncertainty as to the application of the “resident enterprise” classification, we cannot assure you that the PRC government will not amend or revise the taxation laws, rules and regulations to impose stricter tax requirements or higher tax rates. Any of such changes could materially and adversely affect our financial condition and results of operations.

We may not be able to obtain certain benefits under relevant tax treaty on dividends paid by our PRC subsidiaries to us through our Hong Kong subsidiary.

We are a holding company incorporated under the laws of the Cayman Islands and as such rely on dividends and other distributions on equity from our PRC subsidiaries to satisfy part of our liquidity requirements. Pursuant to the PRC Enterprise Income Tax Law, a withholding tax rate of 10% currently applies to dividends paid by a PRC “resident enterprise” to a foreign enterprise investor, unless any such foreign investor’s jurisdiction of incorporation has a tax treaty with China that provides for preferential tax treatment. Pursuant to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》), such withholding tax rate may be lowered to 5% if a Hong Kong resident enterprise owns no less than 25% of a PRC enterprise. According to the Announcement of the State Administration of Taxation on Issues concerning the “Beneficial Owner” in Tax Treaties (《關於稅收協定中“受益所有人”有關問題的公告》), which became effective in April 2018, whether a resident enterprise is a “beneficial owner” that can apply for a low tax rate under tax treaties depends on an overall assessment of several factors, which may bring uncertainties to the applicability of preferential tax treatment under the tax treaties. Furthermore, the Administrative Measures for Non-Resident Enterprises to Enjoy Treatments under Treaties (《非居民納稅人享受協定待遇管理辦法》), which became effective in January 2020, requires non-resident enterprises to determine whether they are qualified to enjoy the preferential tax treatment under the tax treaties and file relevant report and materials with the tax authorities. There are also other conditions for enjoying the reduced withholding tax rate according to other relevant tax rules and regulations. See “Financial Information—Taxation.” In the future we intend to re-invest all earnings, if any, generated from our PRC subsidiaries for the operation and expansion of our business in China. Should our tax policy change to allow for offshore distribution of our earnings, we would be subject to a significant withholding tax. We cannot assure you that our determination regarding our qualification to enjoy the preferential tax treatment will not be challenged by the relevant tax authority or we will be able to complete the necessary filings with the relevant tax authority and enjoy the preferential withholding tax rate of 5% under the arrangement with respect to dividends to be paid by our PRC subsidiaries to our Hong Kong subsidiary.

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We face uncertainty with respect to indirect transfers of equity interests in PRC resident enterprises by their non-PRC holding companies.

In February 2015, SAT issued the Bulletin on Issues of Enterprise Income Tax on Indirect Transfer of Assets by Non-Resident Enterprises (《國家稅務總局關於非居民企業間接轉讓財產企業所得稅若干問題的公告》), or SAT Bulletin 7. SAT Bulletin 7 extends its tax jurisdiction to not only indirect transfers but also transactions involving transfer of other taxable assets, through the offshore transfer of a foreign intermediate holding company. In addition, SAT Bulletin 7 provides certain criteria on how to assess reasonable commercial purposes and has introduced safe harbors for internal group restructurings and the purchase and sale of equity through a public securities market. SAT Bulletin 7 also brings challenges to both the foreign transferor and transferee (or other person who is obligated to pay for the transfer) of the taxable assets. Where a non-resident enterprise conducts an “indirect transfer” by transferring the taxable assets indirectly by disposing of the equity interests of an overseas holding company, the non-resident enterprise being the transferor, or the transferee, or the PRC entity which directly owned the taxable assets may report to the relevant tax authority such indirect transfer. Using a “substance over form” principle, the PRC tax authority may disregard the existence of the overseas holding company if it lacks a reasonable commercial purpose and was established for the purpose of reducing, avoiding or deferring PRC tax. As a result, gains derived from such indirect transfer may be subject to PRC enterprise income tax, and the transferee or other person who is obligated to pay for the transfer is obligated to withhold the applicable taxes, currently at a rate of 10% for the transfer of equity interests in a PRC resident enterprise unless otherwise reduced or exempted by relevant tax treaties or similar arrangements. On October 17, 2017, SAT issued the Bulletin on Issues Concerning the Withholding of Non-PRC Resident Enterprise Income Tax at Source (《關於非居民企業所得稅源泉扣繳有關問題的公告》), or SAT Bulletin 37, which came into effect on December 1, 2017 and amended on June 15, 2018. The SAT Bulletin 37 further clarifies the practice and procedure of the withholding of nonresident enterprise income tax.

We face uncertainties on the reporting and consequences of future private equity financing transactions, share exchanges or other transactions involving the transfer of shares in our company by investors that are non-PRC resident enterprises. The PRC tax authorities may pursue such non-resident enterprises with respect to a filing or the transferees with respect to withholding obligation, and request our PRC subsidiaries to assist in the filing. As a result, we and non-resident enterprises in such transactions may become at risk of being subject to filing obligations or being taxed under SAT Bulletin 7 and SAT Bulletin 37, and may be required to expend valuable resources to comply with them or to establish that we and our non-resident enterprises should not be taxed under these regulations, which may have a material adverse effect on our financial condition and results of operations.

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If the custodians or authorized users of controlling non-tangible assets of our company, including our corporate chops and seals, fail to fulfill their responsibilities, or misappropriate or misuse these assets, our business and operations could be materially and adversely affected.

Under PRC law, legal documents for corporate transactions are executed using the chops or seal of the signing entity or with the signature of a legal representative whose designation is registered and filed with the relevant branch of the SAMR. Although we usually utilize chops to enter into contracts, the designated legal representatives of our WFOE and the VIE have the apparent authority to enter into contracts on behalf of these entities without chops and bind the entities. The designated legal representatives of our PRC entities have signed employment agreements with us or these PRC entities under which they agree to abide by various duties. In order to maintain the physical security of our chops and chops of our PRC entities, we generally store these items in secured locations accessible only by the authorized personnel in the administrative department of each of our subsidiaries. Although we monitor such authorized personnel, there is no assurance such procedures will prevent all instances of abuse or negligence. Accordingly, if any of our authorized personnel misuse or misappropriate our corporate chops or seals, we could encounter difficulties in maintaining control over the relevant entities and experience significant disruption to our operations. If a designated legal representative obtains control of the chops in an effort to obtain control over our PRC entities, we or our PRC entities would need to pass a new shareholder or board resolution to designate a new legal representative and we would need to take legal action to seek the return of the chops, apply for new chops with the relevant authorities, or otherwise seek legal redress for the violation of the representative's fiduciary duties to us, which could involve significant time and resources and divert management attention away from our regular business. In addition, the affected entities may not be able to recover corporate assets that are sold or transferred out of our control in the event of such a misappropriation if a transferee relies on the apparent authority of the representative and acts in good faith.

RISKS RELATING TO OUR SHARES AND OUR ADSs

The trading price of the ADSs has been and may be, and the trading price of our Class A Ordinary Shares can be, volatile, which could result in substantial losses to investors.

The trading price of the ADSs has been volatile and could fluctuate widely due to factors beyond our control. The trading price of our Class A Ordinary Shares, likewise, can be volatile for similar or different reasons. This may happen because of broad market and industry factors, including the performance and fluctuation of the market prices of other companies with business operations located mainly in China that have listed their securities in Hong Kong or the United States. The securities of some of these companies, including online recruitment services companies, have experienced significant volatility, including, in some cases, substantial price declines in their trading prices. The trading performances of other Chinese companies' securities after their offerings may affect the attitudes of investors toward Chinese companies listed in Hong Kong and/or the United States in general and consequently may impact the trading performance of our Class A Ordinary Shares and/or ADSs, regardless of our actual operating performance.

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In addition to market and industry factors, the price and trading volume for the Class A Ordinary Shares and/or ADSs may be highly volatile for factors specific to our own operations, including the following:

- actual or anticipated variations in our revenues, earnings and cash flow;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- fluctuations in key operating metrics;
- announcements of new investments, acquisitions, strategic partnerships or joint ventures by us or our competitors;
- announcements of new offerings, solutions and expansions by us or our competitors;
- announcements of studies and reports relating to the quality of the services offered in our online recruitment platform or similar platforms of our competitors;
- failure of securities analysts to initiate or maintain coverage of our company, changes in financial estimates by securities analysts who follow our company or our failure to meet these estimates or the expectations of investors;
- detrimental adverse publicity about us, our services or our industry;
- announcements of new regulations, rules or policies relevant to our business;
- additions or departures of key personnel;
- release of lockup or other transfer restrictions on our outstanding equity securities or sales or perceived potential sales of additional equity securities;
- potential litigation or regulatory investigations; and
- other events or factors, including those resulting from war, epidemics, incidents of terrorism or responses to these events.

Any of these factors may result in large and sudden changes in the volume and price at which the Class A Ordinary Shares and/or ADSs will trade. Furthermore, the stock market in general experiences price and volume fluctuations that are often unrelated or disproportionate to the operating performance of companies like us. These broad market and industry fluctuations may adversely affect the market price of our Class A Ordinary Shares and/or ADSs. Volatility or a lack of positive performance in the price of Class A Ordinary Shares and/or ADSs may also adversely affect our ability to retain key employees, most of whom have been granted equity incentives.

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In the past, shareholders of public companies have often brought securities class action suits against those companies following periods of instability in the market price of their securities. A shareholder class action lawsuit has been filed against us and certain of our directors and officers. See “Business—Legal Proceedings and Compliance” for more details. Our involvement in a class action suit could divert a significant amount of our management’s attention and other resources from our business and operations and require us to incur significant expenses to defend the suit, which could harm our results of operations. Any such class action suit, whether or not successful, could harm our reputation and restrict our ability to raise capital in the future. In addition, if a claim is successfully made against us, we may be required to pay significant damages, which could have a material adverse effect on our financial condition and results of operations.

Our dual-class voting structure will limit your ability to influence corporate matters and could discourage others from pursuing any change of control transactions that holders of our Class A Ordinary Shares or ADSs may view as beneficial.

Pursuant to our currently effective memorandum and articles of association, our authorized share capital consists of Class A Ordinary Shares and Class B Ordinary Shares (with certain shares remaining undesignated, with power for our directors to designate and issue such classes of shares as they think fit). Holders of Class A Ordinary Shares are entitled to one vote per share, while holders of Class B Ordinary Shares are entitled to 15 votes per share. Each Class B Ordinary Share is convertible into one Class A Ordinary Share at any time by the holder thereof, while Class A Ordinary Shares are not convertible into Class B Ordinary Shares under any circumstances. Prior to the Listing, we will amend our memorandum and articles of association to comply with all applicable Hong Kong laws and regulations and the Listing Rules, with amendments including but not limited to changing the number of votes each Class B Ordinary Share is entitled to from 15 to 10 and removing the Directors’ powers to create a new class of shares with voting rights superior to those of our Class A Ordinary Shares under article 9 of our current memorandum and articles of association.

After the completion of the Introduction, the holder of Class B Ordinary Shares will have the ability to control matters requiring shareholders’ approval, including any amendment of our memorandum and articles of association. Any future issuances of Class B Ordinary Shares may be dilutive to the voting power of holders of Class A Ordinary Shares. Any conversions of Class B Ordinary Shares into Class A Ordinary Shares may dilute the percentage ownership of the existing holders of Class A Ordinary Shares within their class of ordinary shares. Such conversions may increase the aggregate voting power of the existing holders of Class A Ordinary Shares.

Immediately following the completion of the Introduction, Mr. Peng Zhao, our Founder, Chairman and Chief Executive Officer, will beneficially own all of our issued Class B Ordinary Shares. These Class B Ordinary Shares will constitute 16.3% of our total issued and outstanding share capital and 66.1% of the aggregate voting power of our total issued and outstanding share capital immediately after the completion of the Introduction due to the disparate voting powers associated with our dual-class share structure, assuming no additional

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Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the completion of the Introduction. As a result of the dual-class share structure and the concentration of ownership, holders of Class B Ordinary Shares will have considerable influence over matters such as decisions regarding mergers and consolidations, election of directors and other significant corporate actions. Such holders may take actions that are not in the best interest of us or our other shareholders. This concentration of ownership may discourage, delay or prevent a change in control of our company, which could have the effect of depriving our other shareholders of the opportunity to receive a premium for their shares as part of a sale of our company and may reduce the price of our Class A Ordinary Shares and/or ADSs. This concentrated control will limit your ability to influence corporate matters and could discourage others from pursuing any potential merger, takeover or other change of control transactions that holders of Class A Ordinary Shares and ADSs may view as beneficial.

For further details about our shareholding structure, see the section titled “Share Capital – Weighted Voting Rights Structure.”

The dual-class structure of our ordinary shares may adversely affect the trading market for our Class A Ordinary Shares and/or ADSs.

Certain shareholder advisory firms have announced changes to their eligibility criteria for inclusion of shares of public companies on certain indices, including the S&P 500, to exclude companies with multiple classes of shares and companies whose public shareholders hold no more than 5% of total voting power from being added to such indices. In addition, several shareholder advisory firms have announced their opposition to the use of multiple class structures. As a result, the dual-class structure of our ordinary shares may prevent the inclusion of our ADSs representing Class A Ordinary Shares in such indices and may cause shareholder advisory firms to publish negative commentary about our corporate governance practices or otherwise seek to cause us to change our capital structure. Any such exclusion from indices could result in a less active trading market for our Class A Ordinary Shares and/or ADSs. Any actions or publications by shareholder advisory firms critical of our corporate governance practices or capital structure could also adversely affect the value of our Class A Ordinary Shares and/or ADSs.

We cannot guarantee that any share repurchase program will be fully consummated or that any share repurchase program will enhance long-term shareholder value, and share repurchases could increase the volatility of the price of our Class A Ordinary Shares and/or ADSs and could diminish our cash reserves.

On March 9, 2022, our board of directors authorized a share repurchase program, under which we may repurchase up to US\$150 million of our ADSs over the following 12 months.

Our board of directors also has the discretion to authorize additional share repurchase programs in the future. The share repurchase programs do not obligate us to repurchase any specific dollar amount or to acquire any specific number of ADSs. We cannot guarantee that any share repurchase program will enhance long-term shareholder value. The share repurchase programs could affect the price of our Class A Ordinary Shares and/or ADSs and increase

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volatility and may be suspended or terminated at any time, which may result in a decrease in the trading price of our Class A Ordinary Shares and/or ADSs. Furthermore, share repurchases could increase the volatility of the price of our Class A Ordinary Shares and/or ADSs and could diminish our cash reserves.

If securities or industry analysts do not publish research or publishes inaccurate or unfavorable research about our business, or if they adversely change their recommendations regarding the Class A Ordinary Shares and/or ADSs, the market price for our Class A Ordinary Shares and/or ADSs and trading volume could decline.

The trading market for our Class A Ordinary Shares and/or ADSs will depend in part on the research and reports that securities or industry analysts publish about us or our business. If research analysts do not establish and maintain adequate research coverage or if one or more of the analysts who covers us downgrades our Class A Ordinary Shares and/or ADSs or publishes inaccurate or unfavorable research about our business, the market price for our Class A Ordinary Shares and/or ADSs would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which, in turn, could cause the market price or trading volume for our Class A Ordinary Shares and/or ADSs to decline.

We currently do not expect to pay dividends in the foreseeable future after the Introduction and you must rely on price appreciation of our Class A Ordinary Shares and/or ADSs for return on your investment.

We currently intend to retain most, if not all, of our available funds and any future earnings after the Introduction to fund the development and growth of our business. As a result, we do not expect to pay any cash dividends in the foreseeable future. Therefore, you should not rely on an investment in our Class A Ordinary Shares and/or ADSs as a source for any future dividend income.

Our board of directors has complete discretion as to whether to distribute dividends, subject to certain requirements of Cayman Islands law. In addition, our shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by our directors. Under Cayman Islands law, a Cayman Islands company may pay a dividend out of either profit or share premium account, provided that in no circumstances may a dividend be paid out of the share premium account if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be paid. Even if our board of directors decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend on our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors. Accordingly, the return on your investment in our Class A Ordinary Shares and/or ADSs will likely depend entirely upon any future price appreciation of our Class A Ordinary Shares and/or ADSs. There is no guarantee that our Class A Ordinary Shares and/or ADSs will appreciate in

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value after the Introduction or even maintain the price at which you purchased the Class A Ordinary Shares and/or ADSs. You may not realize a return on your investment in our Class A Ordinary Shares and/or ADSs and you may even lose your entire investment in our Class A Ordinary Shares and/or ADSs.

Techniques employed by short sellers may drive down the market price of our Class A Ordinary Shares and/or ADSs.

Short selling is the practice of selling securities that the seller does not own but rather has borrowed from a third party with the intention of buying identical securities back at a later date to return to the lender. The short seller hopes to profit from a decline in the value of the securities between the sale of the borrowed securities and the purchase of the replacement shares, as the short seller expects to pay less in that purchase than it received in the sale. As it is in the short seller's interest for the price of the security to decline, many short sellers publish, or arrange for the publication of, negative opinions regarding the relevant issuer and its business prospects in order to create negative market momentum and generate profits for themselves after selling a security short. These short attacks have, in the past, led to selling of shares in the market.

Public companies that have substantially all of their operations in China have been the subject of short selling. Much of the scrutiny and negative publicity has centered on allegations of a lack of effective internal control over financial reporting resulting in financial and accounting irregularities and mistakes, inadequate corporate governance policies or a lack of adherence thereto and, in many cases, allegations of fraud. As a result, many of these companies are now conducting internal and external investigations into the allegations and, in the interim, are subject to shareholder lawsuits and/or SEC enforcement actions.

It is not clear what effect such negative publicity could have on us. If we were to become the subject of any unfavorable allegations, whether such allegations are proven to be true or untrue, we could have to expend a significant amount of resources to investigate such allegations and/or defend ourselves. While we would strongly defend against any such short seller attacks, we may be constrained in the manner in which we can proceed against the relevant short seller by principles of freedom of speech, applicable state law or issues of commercial confidentiality. Such a situation could be costly and time-consuming, and could distract our management from growing our business. Even if such allegations are ultimately proven to be groundless, allegations against us could severely impact our business operations, and any investment in the Class A Ordinary Shares and/or ADSs could be greatly reduced or even rendered worthless.

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Substantial future sales or perceived potential sales of our Class A Ordinary Shares and/or ADSs in the public market could cause the price of our Class A Ordinary Shares and/or ADSs to decline.

Sales of our Class A Ordinary Shares and/or ADSs in the public market after the Introduction, or the perception that these sales could occur, could cause the market price of our Class A Ordinary Shares and/or ADSs to decline. All Class A Ordinary Shares and/or ADSs sold in the Introduction will be freely transferable without restriction or additional registration under the Securities Act. The remaining ordinary shares issued and outstanding after the Introduction will be available for sale, upon the expiration of the applicable lock-up period as agreed in connection with the Listing, subject to volume and other restrictions as applicable provided in Rules 144 and 701 under the Securities Act. Any or all of these shares may be released prior to the expiration of the lock-up period at the discretion of the representatives of the underwriters of the Introduction. To the extent shares are released before the expiration of the lock-up period and sold into the market, the market price of our Class A Ordinary Shares and/or ADSs could decline.

After completion of the Introduction, certain holders of our Class A Ordinary Shares may cause us to register under the Securities Act the sale of their shares. Registration of these shares under the Securities Act would result in Class A Ordinary Shares and/or ADSs representing these shares becoming freely tradable without restriction under the Securities Act immediately upon the effectiveness of such registration. Sales of these registered shares in the form of Class A Ordinary Shares and/or ADSs in the public market could cause the price of our Class A Ordinary Shares and/or ADSs to decline.

Our Memorandum and Articles and the Deposit Agreement provide that the United States District Court for the Southern District of New York (or, if the United States District Court for the Southern District of New York lacks subject matter jurisdiction over a particular dispute, the state courts in New York County, New York) is the exclusive judicial forum within the U.S. for the resolution of any complaint asserting a cause of action arising out of or relating in any way to the federal securities laws of the United States, and any suit, action or proceeding arising out of or relating in any way to our ADSs or the Deposit Agreement, which could limit the ability of holders of our Class A Ordinary Shares, ADSs or other securities to obtain a favorable judicial forum for disputes with us, our directors and officers, the Depositary, and potentially others.

Our Memorandum and Articles provide that the United States District Court for the Southern District of New York (or, if the United States District Court for the Southern District of New York lacks subject matter jurisdiction over a particular dispute, the state courts in New York County, New York) is the exclusive forum within the United States for the resolution of any complaint asserting a cause of action arising out of or relating in any way to the federal securities laws of the United States, regardless of whether such legal suit, action, or proceeding also involves parties other than our company. Our Deposit Agreement with the Depositary also provides that the United States District Court for the Southern District of New York (or, if the United States District Court for the Southern District of New York lacks subject matter

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jurisdiction over a particular dispute, the state courts in New York County, New York) will have jurisdiction to hear and determine any suit, action, or proceeding and to settle any dispute between the Depositary and us that may arise out of or relate in any way to the Deposit Agreement, including claims under the Securities Act. Holders and beneficial owners of our ADSs, by holding an ADS or an interest therein, understand and irrevocably agree that any legal suit, action, or proceeding against or involving us or the Depositary arising out of or related in any way to the Deposit Agreement, ADSs, or the transactions contemplated thereby or by virtue of ownership thereof, including without limitation claims under the Securities Act, may only be instituted in the United States District Court for the Southern District of New York (or, if the United States District Court for the Southern District of New York lacks jurisdiction or such designation of the exclusive forum is, or becomes, invalid, illegal, or unenforceable, in the state courts of New York County, New York). However, the enforceability of similar federal court choice of forum provisions has been challenged in legal proceedings in the United States, and a court could find this type of provision to be inapplicable, unenforceable, or inconsistent with other documents relevant to the filing of such lawsuits. If a court were to find the federal court choice of forum provision contained in our Memorandum and Articles or our Deposit Agreement with the Depositary to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions. If upheld, the forum selection clause in our Memorandum and Articles, as well as the forum selection provisions in the Deposit Agreement, may limit a security-holder's ability to bring a claim against us, our directors and officers, the Depositary, and potentially others in his or her preferred judicial forum, and this limitation may discourage such lawsuits. In addition, the Securities Act provides that both federal and state courts have jurisdiction over suits brought to enforce any duty or liability under the Securities Act or the rules and regulations thereunder. Accepting or consent to this forum selection provision does not constitute a waiver by you of compliance with federal securities laws and the rules and regulations thereunder. You may not waive compliance with federal securities laws and the rules and regulations thereunder. The exclusive forum provision in our Memorandum and Articles will not operate so as to deprive the courts of the Cayman Islands from having jurisdiction over matters relating to our internal affairs.

You may face difficulties in protecting your interests, and your ability to protect your rights through Hong Kong or U.S. courts may be limited, because we are incorporated under Cayman Islands law.

We are an exempted company incorporated under the laws of the Cayman Islands. Our corporate affairs are governed by our memorandum and articles of association, the Companies Act (As Revised) of the Cayman Islands, or the Companies Act, and the common law of the Cayman Islands. The rights of shareholders to take action against our directors, actions by our minority shareholders and the fiduciary duties of our directors owed to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from the common law of England, the decisions of whose courts are of persuasive authority, but are not binding, on a court in the Cayman Islands. The rights of our shareholders and the fiduciary duties of our directors owed to us under

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Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in Hong Kong or the United States. In particular, the Cayman Islands has a less developed body of securities laws than Hong Kong or the United States. Some U.S. states, such as Delaware, have more fully developed and judicially interpreted bodies of corporate law than the Cayman Islands. In addition, Cayman Islands companies may not have the standing to initiate a shareholder derivative action in a court in Hong Kong or a federal court of the United States.

Shareholders of Cayman Islands exempted companies like our Company have no general rights under Cayman Islands law to inspect corporate records or to obtain copies of lists of shareholders of these companies (other than our memorandum and articles of association, our register of mortgages and charges and special resolutions of our shareholders). Save that any register of members held in Hong Kong shall during normal business hours be open to inspection by a shareholder without charge and any other person on payment of a fee of such amount not exceeding the maximum amount as may from time to time be permitted under the Listing Rules as the Board may determine for each inspection, our directors have discretion under our memorandum and articles of association to determine whether or not, and under what conditions, our corporate records may be inspected by our shareholders, but are not obliged to make them available to our shareholders. This may make it more difficult for you to obtain the information needed to establish any facts necessary for a shareholder motion or to solicit proxies from other shareholders in connection with a proxy contest.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests in the face of actions taken by management, members of our board of directors or controlling shareholders than they would as public shareholders of a company incorporated in Hong Kong and the United States.

You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing actions in China against us or our management based on foreign laws.

We are an exempted company incorporated under the laws of the Cayman Islands. However, we conduct substantially all of our operations in China and most of our assets are located in China. In addition, all of our directors and senior executive officers reside within China for at least a significant portion of the time and most are PRC nationals. As a result, it may be difficult for you to effect service of process upon us or our management residing in China. It may also be difficult for you to enforce in U.S. courts of the judgments obtained in U.S. courts based on the civil liability provisions of the U.S. federal securities laws against us and our officers and directors. In addition, there is uncertainty as to whether the courts of the Cayman Islands or the PRC would recognize or enforce judgments of U.S. courts against us or such persons predicated upon the civil liability provisions of the securities laws of the United States or any state. On January 9, 2021, MOFCOM promulgated the Measures for Blocking Improper Extraterritorial Application of Foreign Laws and Measures (《阻斷外國法律與措施不當域外適用辦法》), or Order No. 1, with immediate effect. Under Order No. 1, if a citizen, legal person or other organization of China is prohibited or restricted by foreign legislation and

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other measures from engaging in normal economic, trade and related activities with a third state (or region) or its citizens, legal persons or other organizations, the citizen, legal person or other organization shall truthfully report such matters to MOFCOM within 30 days. Upon assessment and confirmation that there exists unjustified extra-territorial application of foreign legislation and other measures, MOFCOM will issue a prohibition order to prevent the relevant foreign legislation and other measures from being accepted, executed, or observed, but such a citizen, legal person or other organization may apply to MOFCOM for an exemption from compliance with such prohibition order. However, since Order No. 1 is relatively new, its enforcement involves uncertainty in practice.

The recognition and enforcement of foreign judgments are provided for under the PRC Civil Procedures Law. PRC courts may recognize and enforce foreign judgments in accordance with the requirements of the PRC Civil Procedures Law based either on treaties between China and the country where the judgment is made or on principles of reciprocity between jurisdictions. China does not have any treaties or other forms of written arrangement with the United States that provide for the reciprocal recognition and enforcement of foreign judgments. In addition, according to the PRC Civil Procedures Law, the PRC courts will not enforce a foreign judgment against us or our directors and officers if they decide that the judgment violates the basic principles of PRC laws or national sovereignty, security or public interest. As a result, it is uncertain whether and on what basis a PRC court would enforce a judgment rendered by a court in the United States.

You may experience dilution of your holdings due to inability to participate in rights offerings.

We may, from time to time, distribute rights to our shareholders, including rights to acquire securities. However, we cannot make such rights available to you in the United States unless we register both the rights and the securities to which the rights relate under the Securities Act or an exemption from the registration requirements is available. Under the Deposit Agreement, the Depositary will not distribute rights to holders of ADSs unless the distribution and sale of rights and the securities to which these rights relate are either exempt from registration under the Securities Act with respect to all holders of ADSs, or are registered under the provisions of the Securities Act. The Depositary may, but is not required to, attempt to sell these undistributed rights to third parties, and may allow the rights to lapse. We may be unable to establish an exemption from registration under the Securities Act, and we are under no obligation to file a registration statement with respect to these rights or underlying securities or to endeavor to have a registration statement declared effective. Accordingly, holders of ADSs may be unable to participate in our rights offerings and may experience dilution of their holdings as a result.

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You may not receive the distributions we make on our Class A Ordinary Shares if the Depository decides it is impractical to make them available to you.

The Depository will distribute cash dividends on the ADSs only to the extent that we decide to distribute dividends on our Class A Ordinary Shares or other deposited securities, and we do not have any present plan to pay any cash dividends on our ordinary shares in the foreseeable future. To the extent that there is a distribution, the Depository of our ADSs has agreed to distribute to you the cash dividends or other distributions it or the custodian receives on our Class A Ordinary Shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of Class A Ordinary Shares your ADSs represent. However, the Depository may, at its discretion, decide that it is impractical to make a distribution available to any holders of our ADSs. For example, the Depository may determine that it is not practicable to distribute certain property through the mail, or that the value of certain distributions may be less than the cost of mailing them. In these cases, the Depository may decide not to distribute such property to you.

You may be subject to limitations on transfer of your ADSs.

Your ADSs are transferable on the books of the Depository. However, the Depository may close its books at any time or from time to time when it deems expedient in connection with the performance of its duties. The Depository may close its books from time to time for a number of reasons, including in connection with corporate events such as a rights offering, during which time the Depository needs to maintain an exact number of ADS holders on its books for a specified period. The Depository may also close its books in emergencies, and on weekends and public holidays. The Depository may refuse to deliver, transfer or register transfers of the ADSs generally when our share register or the books of the Depository are closed, or at any time if we or the Depository thinks it is advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

We are a foreign private issuer within the meaning of the rules under the Exchange Act, and as such we are exempt from certain provisions applicable to United States domestic public companies.

Because we qualify as a foreign private issuer under the Exchange Act, we are exempt from certain provisions of the securities rules and regulations in the United States that are applicable to U.S. domestic issuers, including:

- the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q or current reports on Form 8-K;
- the sections of the Exchange Act regulating the solicitation of proxies, consents, or authorizations in respect of a security registered under the Exchange Act;

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- the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and liability for insiders who profit from trades made in a short period of time;
- the selective disclosure rules by issuers of material nonpublic information under Regulation FD; and
- certain audit committee independence requirements in Rule 10A-3 of the Exchange Act.

We are required to file an annual report on Form 20-F within four months of the end of each fiscal year. In addition, we publish our results on a quarterly basis as press releases, distributed pursuant to the rules and regulations of the Nasdaq Global Select Market. Press releases relating to financial results and material events are furnished to the SEC on Form 6-K. However, the information we are required to file with or furnish to the SEC is less extensive and less timely compared to that required to be filed with the SEC by U.S. domestic issuers. As a result, you may not be afforded the same protections or information that would be made available to you were you investing in a U.S. domestic issuer.

We are an emerging growth company within the meaning of the Securities Act and may take advantage of certain reduced reporting requirements.

As a company with less than US\$1.235 billion in revenues for our last fiscal year, we qualify as an “emerging growth company” pursuant to the JOBS Act. Therefore, we may take advantage of specified reduced reporting and other requirements that are otherwise applicable generally to public companies. These provisions include exemption from the auditor attestation requirement under Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, in the assessment of the emerging growth company’s internal control over financial reporting and permission to delay adopting new or revised accounting standards until such time as those standards apply to private companies. As a result, if we elect not to comply with such reporting and other requirements, in particular the auditor attestation requirements, our investors may not have access to certain information they may deem important.

The JOBS Act also provides that an emerging growth company does not need to comply with any new or revised financial accounting standards until such date that a private company is otherwise required to comply with such new or revised accounting standards, and we have elected to take advantage of such exemptions. This election allows us to delay the adoption of new or revised accounting standards that have different effective dates for public and private companies until those standards apply to private companies, and as a result of this election our financial statements may not be comparable to those of companies that comply with public company effective dates, including other emerging growth companies that have not made this election.

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We cannot predict if investors will find our Class A Ordinary Shares and/or ADSs less attractive or our company less comparable to certain other public companies because we may rely on more of these exemptions and elections. If some investors find our Class A Ordinary Shares and/or ADSs less attractive as a result, there may be a less active trading market for our Class A Ordinary Shares and/or ADSs and the price of our Class A Ordinary Shares and/or ADS may be more volatile.

We incur increased costs as a public company, particularly after we cease to qualify as an “emerging growth company”.

We are a public company and incur significant legal, accounting and other expenses that we did not incur as a private company. The Sarbanes-Oxley Act of 2002, as well as rules subsequently implemented by the SEC and the Nasdaq Global Select Market, impose various requirements on the corporate governance practices of public companies. We are currently evaluating and monitoring developments with respect to these rules and regulations, but we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. Our reporting and other compliance obligations as a public company may place a strain on our management, operational and financial resources and systems for the foreseeable future.

In addition, after we are no longer an “emerging growth company,” we expect to incur significant expenses and devote substantial management effort toward ensuring compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 and the other rules and regulations of the SEC.

We are a “controlled company” within the meaning of the Nasdaq Stock Market Rules and, as a result, may rely on exemptions from certain corporate governance requirements that provide protection to shareholders of other companies.

We are a “controlled company” as defined under the Nasdaq Stock Market Rules because Mr. Peng Zhao, our Founder, Chairman and Chief Executive Officer, beneficially owns more than 50% of our total voting power. For so long as we remain a controlled company under that definition, we are permitted to elect to rely on, and may rely on, certain exemptions from corporate governance rules, including an exemption from the following rules: (i) having the majority of our board of directors composed of independent directors, (ii) having a compensation committee composed entirely of independent directors, and (iii) having a nominating and corporate governance committee composed entirely of independent directors. As a result, you may not have the same protection afforded to shareholders of companies that are subject to these corporate governance requirements.

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As an exempted company incorporated in the Cayman Islands, we are permitted to adopt certain home country practices in relation to corporate governance matters that differ significantly from the Nasdaq listing standards; these practices may afford less protection to shareholders than they would enjoy if we complied fully with such corporate governance listing standards.

As a Cayman Islands company listed on the Nasdaq Global Select Market, we are subject to the Nasdaq Stock Market's corporate governance listing standards. However, Nasdaq Stock Market's rules permit a foreign private issuer like us to follow the corporate governance practices of its home country. Certain corporate governance practices in the Cayman Islands, which is our home country, may differ significantly from the Nasdaq Stock Market's corporate governance listing standards. If we choose to follow any home country practice in the future, our shareholders may be afforded less protection than they would otherwise enjoy under the Nasdaq Stock Market's corporate governance listing standards applicable to U.S. domestic issuers. In addition, if we are subject to listing standards or other rules or regulations of other jurisdictions in the future, those requirements may further change the degree of protection for our shareholders to the extent they differ from the Nasdaq Stock Market's corporate governance listing standards applicable to U.S. domestic issuers.

The voting rights of ADS holders are limited by the terms of the Deposit Agreement, and you may not be able to exercise your right to direct how the Class A Ordinary Shares which are represented by your ADSs are voted.

Holders of ADSs do not have the same rights as our shareholders. As a holder of our ADSs, you will not have any direct right to attend general meetings of our shareholders or to cast any votes at such meetings. As an ADS holder, you will only be able to exercise the voting rights carried by the underlying Class A Ordinary Shares which are represented by your ADSs indirectly by giving voting instructions to the Depositary in accordance with the provisions of the Deposit Agreement. Under the Deposit Agreement, you may vote only by giving voting instructions to the Depositary. Upon receipt of your voting instructions, the Depositary will endeavor, as far as is practicable, to vote the underlying Class A Ordinary Shares represented by your ADSs in accordance with your instructions, in the case of voting by poll, and in accordance with the instructions provided by a majority of the ADS holders who provide instructions, in the case of a vote by show of hands. If we ask for your instructions, then upon receipt of your voting instructions, the Depositary will endeavor to vote the underlying Class A Ordinary Shares represented by your ADSs in accordance with these instructions. If we do not instruct the Depositary to ask for your instructions, the Depositary may still vote in accordance with instructions you give, but it is not required to do so. You will not be able to directly exercise your right to vote with respect to the underlying Class A Ordinary Shares unless you withdraw such shares, and become the registered holder of such shares prior to the record date for the general meeting. Under our Memorandum and Articles, the minimum notice period required to be given by our Company to our registered shareholders to convene a general meeting is seven calendar days. When a general meeting is convened, you may not receive sufficient advance notice of the meeting to withdraw the underlying Class A Ordinary Shares represented by your ADSs and become the registered holder of such shares to allow you

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to attend the general meeting and to vote directly with respect to any specific matter or resolution to be considered and voted upon at the general meeting. In addition, under our Memorandum and Articles, for the purposes of determining those shareholders who are entitled to attend and vote at any general meeting, our directors may close our register of members and/or fix in advance a record date for such meeting, and such closure of our register of members or the setting of such a record date may prevent you from withdrawing the underlying Class A Ordinary Shares represented by your ADSs and becoming the registered holder of such shares prior to the record date, so that you would not be able to attend the general meeting or to vote directly. If we ask for your instructions, the Depositary will notify you of the upcoming vote and will arrange to deliver our voting materials to you. We have agreed to give the Depositary notice of shareholder meetings sufficiently in advance of such meetings. Nevertheless, we cannot assure you that you will receive the voting materials in time to ensure that you can instruct the Depositary to vote the underlying Class A Ordinary Shares represented by your ADSs. In addition, the Depositary and its agents are not responsible for failing to carry out voting instructions or for their manner of carrying out your voting instructions. This means that you may not be able to exercise your right to direct how the shares underlying your ADSs are voted and you may have no legal remedy if the underlying Class A Ordinary Shares represented by your ADSs are not voted as you requested. In addition, in your capacity as an ADS holder, you will not be able to call a shareholders' meeting. Except in limited circumstances specified in the Deposit Agreement, the Depositary for our ADSs will give us a discretionary proxy to vote the underlying Class A Ordinary Shares represented by your ADSs if you do not instruct the depositary to vote at shareholders' meetings, which could adversely affect your interests.

We are entitled to amend the Deposit Agreement and to change the rights of ADS holders under the terms of such agreement, or to terminate the Deposit Agreement, without the prior consent of the ADS holders.

We are entitled to amend the Deposit Agreement and to change the rights of the ADS holders under the terms of such agreement, without the prior consent of the ADS holders. We and the Depositary may agree to amend the Deposit Agreement in any way we decide is necessary or advantageous to us. Amendments may reflect, among other things, operational changes in the ADS program, legal developments affecting ADSs or changes in the terms of our business relationship with the Depositary. In the event that the terms of an amendment impose or increase fees or charges (other than in connection with foreign exchange control regulations, and taxes and other governmental charges, delivery and other such expenses) or materially prejudice an existing substantial right of the ADS holders, ADS holders will only receive 30 days' advance notice of the amendment, and no prior consent of the ADS holders is required under the Deposit Agreement. Furthermore, we may decide to terminate the ADS facility at any time for any reason. For example, terminations may occur when we decide to list our shares on a non-U.S. securities exchange and determine not to continue to sponsor an ADS facility or when we become the subject of a takeover or a going-private transaction. If the ADS facility will terminate, ADS holders will receive at least 30 days' prior notice, but no prior consent is required from them. Under the circumstances that we decide to make an amendment to the

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deposit agreement that is disadvantageous to ADS holders or terminate the deposit agreement, the ADS holders may choose to sell their ADSs or surrender their ADSs and become direct holders of the underlying Class A Ordinary Shares, but will have no right to any compensation whatsoever.

ADS holders may not be entitled to a jury trial with respect to claims arising under the Deposit Agreement, which could result in less favorable outcomes to the plaintiff(s) in any such action.

The Deposit Agreement governing the ADSs representing our Class A Ordinary Shares provides that the United States District Court for the Southern District of New York (or, if the United States District Court for the Southern District of New York lacks subject matter jurisdiction over a particular dispute, in the state courts in New York County, New York) shall have exclusive jurisdiction to hear and determine claims arising out of or relating in any way to the Deposit Agreement (including claims arising under the Securities Act) and in that regard, to the fullest extent permitted by law, ADS holders waive the right to a jury trial of any claim they may have against us or the Depository arising out of or relating to the ADSs or the Deposit Agreement, including any claim under the U.S. federal securities laws.

If we or the Depository opposed a jury trial demand based on the waiver, the court would determine whether the waiver was enforceable based on the facts and circumstances of that case in accordance with the applicable state and federal law. To our knowledge, the enforceability of a contractual pre-dispute jury trial waiver in connection with claims arising under the federal securities laws has not been finally adjudicated by the United States Supreme Court. However, we believe that a contractual pre-dispute jury trial waiver provision is generally enforceable, including under the laws of the State of New York, which govern the Deposit Agreement. In determining whether to enforce a contractual pre-dispute jury trial waiver provision, courts will generally consider whether a party knowingly, intelligently and voluntarily waives the right to a jury trial. We believe that this is the case with respect to the Deposit Agreement and the ADSs. It is advisable that you consult legal counsel regarding the jury waiver provision before investing in the ADSs.

If you or any other holders or beneficial owners of ADSs bring a claim against us or the Depository in connection with matters arising under the Deposit Agreement or the ADSs, including claims under federal securities laws, you or such other holder or beneficial owner may not be entitled to a jury trial with respect to such claims, which may have the effect of limiting and discouraging lawsuits against us or the Depository, lead to increased costs to bring a claim, limited access to information and other imbalances of resources between such holder and us, or limit such holder's ability to bring a claim in a judicial forum that such holder finds favorable. If a lawsuit is brought against us or the Depository under the Deposit Agreement, it may be heard only by a judge or justice of the applicable trial court, which would be conducted according to different civil procedures and may result in different outcomes than a trial by jury would have had, including results that could be less favorable to the plaintiff(s) in any such action.

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Nevertheless, if this jury trial waiver provision is not enforced, to the extent a court action proceeds, it would proceed under the terms of the Deposit Agreement with a jury trial. No condition, stipulation or provision of the Deposit Agreement or ADSs shall relieve us or the Depositary from our respective obligations to comply with the Securities Act and the Exchange Act nor serve as a waiver by any holder or beneficial owner of ADSs of compliance with the U.S. federal securities laws and the rules and regulations promulgated thereunder.

The Depositary for the ADSs will give us a discretionary proxy to vote our Class A Ordinary Shares underlying your ADSs if you do not timely provide voting instructions to the Depositary, except in limited circumstances, which could adversely affect your interests.

Under the Deposit Agreement for the ADSs, if you do not timely provide voting instructions to the Depositary, the Depositary will give us a discretionary proxy to vote our ordinary shares underlying your ADSs at shareholders' meetings unless:

- we have failed to timely provide the Depositary with notice of the meeting and related voting materials;
- we have instructed the Depositary that we do not wish a discretionary proxy to be given;
- we have informed the Depositary that there is substantial opposition as to a matter to be voted on at the meeting;
- we have informed the Depositary that a matter to be voted on at the meeting may have an adverse impact on the rights of shareholders; or
- the voting at the meeting is to be made on a show of hands.

The effect of this discretionary proxy is that if you do not timely provide voting instructions to the Depositary in the manner required by the Deposit Agreement, you cannot prevent our Class A Ordinary Shares underlying your ADSs from being voted, except under the circumstances described above. This may make it more difficult for shareholders to influence the management of our Company. Holders of our Class A Ordinary Shares are not subject to this discretionary proxy.

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RISKS RELATING TO THE DUAL LISTING

An active trading market for our Class A Ordinary Shares on the Hong Kong Stock Exchange might not develop or be sustained and trading prices of our Class A Ordinary Shares might fluctuate significantly and the effectiveness of the bridging and liquidity arrangements might be limited.

Following the completion of the Introduction, we cannot assure you that an active trading market for our Class A Ordinary Shares on the Hong Kong Stock Exchange will develop or be sustained. The trading price or liquidity for our ADSs on Nasdaq might not be indicative of those of our Class A Ordinary Shares on the Hong Kong Stock Exchange following the completion of the Introduction. If an active trading market of our Class A Ordinary Shares on the Hong Kong Stock Exchange does not develop or is not sustained after the Introduction, the market price and liquidity of our Class A Ordinary Shares could be materially and adversely affected. Besides, if we wish to have our Class A Ordinary Shares traded through Stock Connect in the future, it is unclear whether and when the Class A Ordinary Shares of our Company will be allowed to be traded through Stock Connect, if at all. The failure or any delay of our Class A Ordinary Shares for trading through Stock Connect will affect mainland Chinese investors' ability to trade our Class A Ordinary Shares and therefore may limit the liquidity of the trading of our Class A Ordinary Shares on the Hong Kong Stock Exchange.

Throughout the Designated Period, the Designated Dealer and the Alternate Designated Dealer intend to implement certain bridging and liquidity arrangements as set out in the section headed "Market Arrangements to Facilitate Dealings in Hong Kong—Bridging Arrangements." While such arrangements are expected to contribute towards liquidity to meet demand for our Class A Ordinary shares in Hong Kong and to maintain an orderly market, investors should be aware that such bridging and liquidity arrangements are subject to the Designated Dealer's and the Alternate Designated Dealer's ability to obtain sufficient numbers of our Class A Ordinary shares to meet demand. There is no guarantee that such bridging and liquidity arrangements will attain and/or maintain liquidity in our Class A Ordinary shares at any particular level on the Hong Kong Stock Exchange, nor is there any assurance that the price of our Class A Ordinary shares in Hong Kong will not exhibit significant volatility.

We also cannot guarantee you that the price at which our Class A Ordinary shares are traded on the Hong Kong Stock Exchange will be substantially the same as or similar to the price at which our ADSs are traded on Nasdaq or that any particular volume of our Class A Ordinary shares will trade on the Hong Kong Stock Exchange. The bridging and liquidity arrangements being implemented in connection with the Listing are not equivalent to the price stabilization activities which may be undertaken in connection with an initial public offering. The bridging and liquidity arrangements will terminate and cease to continue beyond the Designated Period. Accordingly, there may be volatility in the Hong Kong market after the Designated Period.

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The characteristics of the U.S. capital markets and the Hong Kong capital markets are different.

The Nasdaq Global Select Market and the Hong Kong Stock Exchange have different trading hours, trading characteristics (including trading volume and liquidity), trading and listing rules, and investor bases (including different levels of retail and institutional participation). As a result of these differences, the trading prices of our Class A Ordinary Shares and the ADSs representing them might not be the same, even allowing for currency differences. Fluctuations in the price of the ADSs due to circumstances peculiar to its home capital market could materially and adversely affect the price of the Class A Ordinary Shares. Because of the different characteristics of the U.S. and Hong Kong equity markets, the historic market prices of the ADSs may not be indicative of the performance of our securities (including the ordinary shares) after the Introduction.

Exchange between our Class A Ordinary Shares and the ADSs may adversely affect the liquidity or trading price of each other.

The ADSs are currently traded on the Nasdaq Global Select Market. Subject to compliance with U.S. securities laws and the terms of the Deposit Agreement, holders of our Class A Ordinary Shares may deposit Class A Ordinary Shares with the Depositary in exchange for the issuance of the ADSs. Any holder of ADSs may also present ADSs for cancellation and withdraw the underlying Class A Ordinary Shares pursuant to the terms of the Deposit Agreement for trading on the Hong Kong Stock Exchange. In the event that a substantial number of Class A Ordinary Shares are deposited with the Depositary in exchange for ADSs or vice versa, the liquidity and trading price of our Class A Ordinary Shares on the Hong Kong Stock Exchange and the ADSs on the Nasdaq Global Select Market may be adversely affected.

The time required for the exchange between our Class A Ordinary Shares and the ADSs might be longer than expected and investors might not be able to settle or effect any sale of their securities during this period, and the exchange of Class A Ordinary Shares into ADSs involves costs.

There is no direct trading or settlement between the Nasdaq Global Select Market and the Hong Kong Stock Exchange on which the ADSs and our Class A Ordinary Shares are respectively traded. In addition, the time differences between Hong Kong and New York, unforeseen market circumstances, or other factors may delay the deposit of Class A Ordinary Shares in exchange for the ADSs or the withdrawal of Class A Ordinary Shares underlying the ADSs. Investors will be prevented from settling or effecting the sale of their securities during such periods of delay. In addition, we cannot assure you that any exchange for Class A Ordinary Shares into ADSs (and vice versa) will be completed in accordance with the timelines that investors may anticipate.

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Furthermore, the Depositary for the ADSs is entitled to charge holders fees for various services including for the issuance of ADSs upon deposit of Class A Ordinary Shares, cancelation of ADSs, distributions of cash dividends or other cash distributions, distributions of ADSs pursuant to share dividends or other free share distributions, distributions of securities other than ADSs, and annual service fees. As a result, shareholders who exchange Class A Ordinary Shares into ADSs, and vice versa, may not achieve the level of economic return the shareholders may anticipate.

We may be subject to securities litigation, which is expensive and could divert management attention.

Companies that have experienced volatility in the volume and market price of their shares have been subject to an increased incidence of securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, and, if adversely determined, could have a material adverse effect on our business, financial condition and results of operations.

WAIVERS

In preparation for the Listing, we have sought the following waivers from strict compliance with the Listing Rules.

<u>Rules</u>	<u>Subject matter</u>
Rule 8.12 of the Listing Rules	Management Presence in Hong Kong
Rules 3.28 and 8.17 of the Listing Rules	Joint Company Secretaries
Rule 9.09(b) of the Listing Rules	Dealings in Shares prior to Listing
Rule 17.02(1)(b) of, and paragraph 27 of Appendix 1A to, the Listing Rules	Waiver in relation to the 2020 Share Incentive Plan
Paragraph 26 of Part A of Appendix 1 to the Listing Rules	The Disclosure Requirements with respect to Changes in Share Capital
Rules 4.04(2) and 4.04(4)(a) of the Listing Rules	Waiver in respect of Acquisitions after the Track Record Period
Rules 4.10, 4.11, 19.13 and 19.25A of, and Note 2.1 to Paragraph 2 of Appendix 16 to, the Listing Rules	Use of U.S. GAAP
Chapter 14A of the Listing Rules	Connected Transactions
Rule 10.08 of the Listing Rules	No Share Issuance within Six Months from the Listing Date

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong. This will normally mean that at least two of its executive directors must be ordinarily resident in Hong Kong. We do not and will not have sufficient management presence in Hong Kong for the purposes of Rule 8.12 of the Listing Rules.

Our Group's management headquarters, senior management, business operations and assets are primarily based outside Hong Kong, in the mainland China. The Directors consider that the appointment of executive Directors who will be ordinarily resident in Hong Kong would not be beneficial to, or appropriate for, our Group and therefore would not be in the best interests of our Company or the Shareholders as a whole.

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Accordingly, we have applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 8.12 of the Listing Rules. We will ensure that there is an effective channel of communication between us and the Stock Exchange by way of the following arrangements:

- (a) pursuant to Rule 3.05 of the Listing Rules, we have appointed and will continue to maintain two authorized representatives who shall act at all times as the principal channel of communication with the Stock Exchange. Each of our authorized representatives will be readily contactable by the Stock Exchange by telephone, facsimile and/or e-mail to deal promptly with enquiries from the Stock Exchange. Both of our authorized representatives are authorized to communicate on our behalf with the Stock Exchange. At present, our two authorized representatives are Mr. Yu Zhang, our executive Director and Chief Financial Officer, and Ms. Mei Ying Ko (“**Ms. Ko**”), our joint company secretary;
- (b) pursuant to Rule 3.20 of the Listing Rules, each Director will provide his/her contact details, including mobile phone numbers, office phone numbers, residential phone numbers, e-mail addresses and facsimile numbers to the Stock Exchange and to the authorized representatives. This will ensure that the Stock Exchange and the authorized representatives should have means for contacting all Directors promptly at all times as and when required;
- (c) we will ensure that each Director who is not ordinarily resident in Hong Kong possesses or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period;
- (d) pursuant to Rule 3A.19 of the Listing Rules, we have retained the services of Guotai Junan Capital Limited as compliance adviser (the “**Compliance Adviser**”), who will act as an additional channel of communication with the Stock Exchange. The Compliance Adviser will provide us with professional advice on ongoing compliance with the Listing Rules. We will ensure that the Compliance Adviser has prompt access to our authorized representatives and Directors. In turn, they will provide the Compliance Adviser with such information and assistance as the Compliance Adviser may need or may reasonably request in connection with the performance of the Compliance Adviser’s duties. The Compliance Adviser will also provide advice to us when consulted by us in compliance with Rule 3A.23 of the Listing Rules; and
- (e) meetings between the Stock Exchange and our Directors can be arranged through the authorized representatives or the Compliance Adviser, or directly with our Directors within a reasonable time frame. We will inform the Stock Exchange as soon as practicable in respect of any change in the authorized representatives and/or the Compliance Adviser in accordance with the Listing Rules.

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JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, the company secretary must be an individual who, by virtue of their academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (a) a member of The Hong Kong Institute of Chartered Secretaries;
- (b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and
- (c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Pursuant to Note 2 to Rule 3.28 of the Listing Rules, in assessing “relevant experience”, the Stock Exchange will consider the individual’s:

- (a) length of employment with the issuer and other issuers and the roles they played;
- (b) familiarity with the Listing Rules and other relevant law and regulations including the Securities and Futures Ordinance, Companies Ordinance, Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

Our Company appointed Ms. Wenbei Wang (“**Ms. Wang**”), our Head of Capital Markets and Investor Relations, and Ms. Ko of Tricor Services Limited, as joint company secretaries. See the section headed “Directors and Senior Management—Joint Company Secretaries” for their biographies.

Ms. Ko is a member of both The Hong Kong Chartered Governance Institute (formerly “The Hong Kong Institute of Chartered Secretaries”) and The Chartered Governance Institute (formerly “The Institute of Chartered Secretaries and Administrators”) in the United Kingdom, and therefore meets the qualification requirements under Note 1 to Rule 3.28 of the Listing Rules and is in compliance with Rule 8.17 of the Listing Rules.

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Our Company's principal business activities are outside Hong Kong. Our Company believes that it would be in the best interests of our Company and the corporate governance of our Group to have as its joint company secretary a person such as Ms. Wang, who is an employee of our Company and who has day-to-day knowledge of our Company's affairs. Ms. Wang has the necessary nexus to the Board and close working relationship with management of our Company in order to perform the function of a joint company secretary and to take the necessary actions in the most effective and efficient manner.

Accordingly, we have applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules for a three year period from the Listing Date, in accordance with HKEX-GL108-20, on the conditions that: (i) Ms. Ko is appointed as a joint company secretary to assist Ms. Wang in discharging her functions as a company secretary and in gaining the relevant experience under Rule 3.28 of the Listing Rules; the waiver will be revoked immediately if Ms. Ko, during the three-year period, ceases to provide assistance to Ms. Wang as the joint company secretary; and (ii) the waiver can be revoked if there are material breaches of the Listing Rules by our Company. In addition, Ms. Wang will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will enhance her knowledge of the Listing Rules during the three-year period from the Listing Date. Our Company will further ensure that Ms. Wang has access to the relevant training and support that would enhance her understanding of the Listing Rules and the duties of a company secretary of an issuer listed on the Stock Exchange. Before the end of the three-year period, the qualifications and experience of Ms. Wang and the need for on-going assistance of Ms. Ko will be further evaluated by our Company. We must demonstrate to the Stock Exchange and seek its confirmation that Ms. Wang, having benefited from the assistance of Ms. Ko for the preceding three years, will have acquired the skills necessary to carry out the duties of company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

DEALINGS IN SHARES PRIOR TO LISTING

According to Rule 9.09(b) of the Listing Rules, there must be no dealing in the securities of a new applicant for which listing is sought by any core connected person of the issuer from four clear business days before the expected hearing date until listing is granted (the "**Relevant Period**").

Our Company had approximately 6 subsidiaries, 5 Consolidated Affiliated Entities and 51 branches as of June 30, 2022, and its ADSs are widely held, publicly traded and listed on Nasdaq. Our Company considers that it is therefore not in a position to control the investment decisions of the investing public in the United States.

Solely based on public filings with the SEC as of the Latest Practicable Date, other than Mr. Zhao, an executive director, the Chief Executive Officer and a Controlling Shareholder of our Company, and the intermediary companies through which Mr. Zhao has an interest in the Company, there were no Shareholders who controlled more than 10% of the voting rights of our Company.

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For a company whose securities are listed and traded in the United States, our Company notes that it is a common practice for substantial shareholders and corporate insiders, including directors, executives and other members of management, to set up trading plans that meet the requirements of Rule 10b5-1 under the U.S. Exchange Act of 1934, as amended, (the “**Rule 10b5-1 Plan(s)**”) to buy or sell the company’s securities. A Rule 10b5-1 Plan must be in writing and meet certain conditions set forth in Rule 10b5-1 in order to be valid, and such conditions include, among other things, that the plan must (a) be entered into at a time when the person trading the securities is not aware of any material non-public information; (b) specify the amount of securities to be purchased or sold and the price at which and the date on which the securities were to be purchased or sold; and (c) not allow the person trading the securities to exercise any subsequent influence over how, when, or whether to effect purchases or sales. Persons who trade securities pursuant to a validly established Rule 10b5-1 Plan have an affirmative defense against insider trading allegations under U.S. securities law. As of the Latest Practicable Date, the Directors and chief executives of the Group had not entered into any Rule 10b5-1 Plan.

On the basis of the above, our Company considers that the following categories of persons (collectively, the “**Permitted Persons**”) should not be subject to the dealing restrictions set out in Rule 9.09(b) of the Listing Rules:

- (a) Mr. Zhao, in respect of (i) use of his Shares as security (including, for the avoidance of doubt, using Shares as security in connection with entering into financing transactions during the Relevant Period as well as satisfying any requirements to top-up security under the terms of financing transactions entered into prior to the Relevant Period), provided that there will be no change in the beneficial ownership of the Shares at the time of entering into any such transactions during the Relevant Period and (ii) dealings by him and close associates pursuant to any Rule 10b5-1 Plans that have been set up prior to the Relevant Period (“**Category 1**”);
- (b) our Directors other than Mr. Zhao, and the directors and chief executives of our Company’s significant subsidiaries and Consolidated Affiliated Entities (that is, subsidiaries and Consolidated Affiliated Entities that are not “insignificant subsidiaries” as defined under the Listing Rules, “**Significant Subsidiaries**”), in respect of (i) their respective use of the Shares as security (including, for the avoidance of doubt, using their respective shares as security in connection with entering into financing transactions during the Relevant Period as well as satisfying any requirements to top-up security under the terms of financing transactions entered into prior to the Relevant Period), provided that there will be no change in the beneficial ownership of the Shares at the time of entering into any such transactions during the Relevant Period and (ii) their respective dealings pursuant to Rule 10b5-1 Plans that have been set up prior to the Relevant Period (“**Category 2**”);

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- (c) directors, chief executives and substantial shareholders of our Company's insignificant subsidiaries (as defined under the Listing Rules) and their close associates ("**Category 3**"); and
- (d) any other person (whether or not an existing Shareholder) who may, as a result of dealings, become our Company's substantial shareholder and who is not its director or chief executive, or a director or chief executive of our Company's subsidiaries, and Consolidated Affiliated Entities or their close associates ("**Category 4**").

For the avoidance of doubt:

- (a) as the foreclosure, enforcement or exercise of other rights by the lenders in respect of a security interest over the Shares (including, for the avoidance of doubt, any security interest created pursuant to any top-up of security) will be subject to the terms of the financing transaction underlying such security and not within the control of the pledgor, any change in the beneficial owner of the Shares during the Relevant Period resulting from the foreclosure, enforcement or exercise of other rights by the lenders in respect of such security interest will not be subject to Rule 9.09(b) of the Listing Rules; and
- (b) persons in Category 1 and Category 2 who (i) use their respective Shares other than as described in this section headed "Dealings in Shares Prior to Listing" and/or (ii) who are not dealing in our Company's securities according to Rule 10b5-1 Plans set up before the Relevant Period are subject to the restrictions under Rule 9.09(b) of the Listing Rules.

We have applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 9.09(b) of the Listing Rules on the following conditions:

- (a) where Categories 1 and 2 of the Permitted Persons use the Shares as security, there will be no change in the beneficial ownership of the Shares during the Relevant Period;
- (b) Categories 1 and 2 of the Permitted Persons who entered into Rule 10b5-1 Plans have no discretion over dealings in our Company's ADSs after the plans have been entered into;
- (c) Categories 3 and 4 of the Permitted Persons do not have any influence over the Introduction and do not possess any non-public inside information of our Company given that such persons are not in a position with access to information that is considered material to our Company taken as a whole. Given the large number of our Company's subsidiaries and Consolidated Affiliated Entities and its vast ADS holder base, our Company and our management do not have effective control over the investment decisions of Categories 3 and 4 of the Permitted Persons in the ADSs;

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- (d) our Company will promptly release any inside information to the public in the United States and Hong Kong in accordance with the relevant laws and regulations of the United States and Hong Kong. Accordingly, the Permitted Persons (other than Category 1 and Category 2 persons) are not in possession of any non-public inside information of which our Company is aware and will not have any influence over the Introduction;
- (e) our Company will notify the Stock Exchange of any breaches of the dealing restrictions by any of its core connected persons during the Relevant Period when we become aware of the same other than dealings by the core connected persons who are Permitted Persons within the permitted scopes set out above; and
- (f) prior to the Listing Date, other than within the permitted scopes set out above, our Directors and chief executive and the directors and chief executives of our Significant Subsidiaries and their close associates will not deal in the Shares or the ADSs during the Relevant Period provided that such prohibited dealing in the Shares shall not include the granting, vesting, payment or exercise (as applicable) of incentive and non-statutory options, restricted shares, dividend equivalents, and share payments under our Group's share incentive plan.

We believe that the circumstances relating to this waiver align with those set out in the Stock Exchange's Guidance Letter HKEX-GL42-12 and the Note to Rule 9.09 of the Listing Rules and the grant of this waiver will not prejudice the interests of potential investors.

WAIVER IN RELATION TO THE 2020 SHARE INCENTIVE PLAN

The Listing Rules prescribes certain disclosure requirements in relation to the share options granted by our Company (the "**Share Option Disclosure Requirements**"):

- (a) Rule 17.02(1)(b) of the Listing Rules stipulates that all the terms of a scheme must be clearly set out in this document. Our Company is also required to disclose in this document full details of all outstanding options and their potential dilution effect on the shareholdings upon listing as well as the impact on the earnings per share arising from the exercise of such outstanding options;
- (b) Paragraph 27 of Appendix 1A to the Listing Rules requires our Company to set out in this document particulars of any capital of any member of our Group that is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee, or an appropriate negative statement, provided that where options have been granted or agreed to be granted to all the members or debenture holders or to any class thereof, or to employees under a share option scheme, it shall be sufficient, so far as the names and addresses are concerned, to record that fact without giving the names and

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addresses of the grantees. It is noted that that under paragraph 27 of Appendix 1A to the Listing Rules, where options have been granted to employees under a share scheme, it is not necessary to disclose the names and addresses of the grantees of the options.

As of the Latest Practicable Date, our Company had granted outstanding options under the 2020 Share Incentive Plan to 815 grantees (including Directors and senior management of our Company and other employees of our Group) to subscribe for an aggregate of 70,662,300 Class A Ordinary Shares. As of the Latest Practicable Date, among the outstanding options, 12,614,924 Shares were held by five Directors and 58,047,376 Class A Ordinary Shares were held by 810 employees of our Group (who are not Directors, members of senior management or connected persons of our Company). The Class A Ordinary Shares underlying the granted options represent approximately 8.2% of the total number of issued and outstanding Shares immediately after completion of the Listing. No further options will be granted pursuant to the 2020 Share Incentive Plan between the Latest Practicable Date and the Listing. For further details of our 2020 Share Incentive Plan, see the section headed “Statutory and General Information—D. Share Incentive Plans—1. 2020 Share Incentive Plan” in Appendix IV to this document.

We have applied to the Stock Exchange for a waiver from strict compliance with the (1) requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix 1A to the Listing Rules and (2) the condition to make available a full list of grantees with all the particulars required under the aforementioned Listing Rules in relation to the options granted under the 2020 Share Incentive Plan strict compliance with the above requirements would be unduly burdensome for our Company for the following reasons, among others:

- (a) as of the Latest Practicable Date, we had granted outstanding options to a total of 815 grantees under the 2020 Share Incentive Plan to acquire an aggregate of 70,662,300 Class A Ordinary Shares, representing approximately 8.2% of the total number of Shares in issue immediately after completion of the Listing. The grantees under the 2020 Share Incentive Plan include five Directors and 810 employees of our Group (who are not Directors, members of senior management or connected persons of our Company);
- (b) our Directors consider that it would be unduly burdensome to disclose in this document full details of all the options granted by us to each of the grantees, which would significantly increase the cost and time required for information compilation and listing document preparation for strict compliance with such disclosure requirements. For example, we would need to collect and verify the addresses of over eight hundred grantees to meet the disclosure requirement. Further, the disclosure of the personal details of each grantee, including their names, addresses and the number of options granted, may require obtaining consent from the grantees in order to comply with personal data privacy laws and principles and it would be unduly burdensome for our Company to obtain such consents given the number of grantees;

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- (c) material information on the options has been disclosed in this document to provide prospective investors with sufficient information to make an informed assessment of the potential dilutive effect and impact on earnings per Share of the options in making their investment decision, and such information includes:
 - (i) a summary of the latest terms of the 2020 Share Incentive Plan;
 - (ii) the aggregate number of Class A Ordinary Shares subject to the options and the percentage of our Shares of which such number represents;
 - (iii) the dilutive effect and the impact on earnings per Share upon full exercise of the options immediately following completion of the Listing;
 - (iv) full details of the options granted to Directors and members of the senior management and connected persons (if any) of our Company, on an individual basis, are disclosed in this document, and such details include all the particulars required under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix 1A to the Listing Rules;
 - (v) with respect to the options granted to other grantees (other than those referred to in (iv) above), disclosure are made on an aggregate basis, categorized into lots based on the number of Class A Ordinary Shares underlying each individual grantee, being (1) 1 to 50,000; (2) 50,001 to 100,000; (3) 100,001 to 500,000; and (4) 500,001 to 2,800,000 for each lots of Class A Ordinary Shares, and the following details are disclosed in this document, including (1) the aggregate number of such grantees and the number of Class A Ordinary Shares subject to the options; (2) the consideration paid for the grant of the options; and (3) the exercise period and the exercise price for the options;
 - (vi) the particulars of the waiver granted by the Stock Exchange;

the above disclosure is consistent with the conditions ordinarily expected by the Stock Exchange in similar circumstances as set out in Guidance Letter HKEx-GL11-09 issued in July 2009 and updated in March 2014 by the Stock Exchange.

- (d) the 810 grantees who are not Directors, members of the senior management or connected persons of our Company, have been granted options under the 2020 Share Incentive Plan to acquire an aggregate of 58,047,376 Class A Ordinary Shares, which is not material in the circumstances of our Company, and the exercise in full of such options will not cause any material adverse change in the financial position of our Company; and
- (e) our Directors consider that non-compliance with the above disclosure requirements would not prevent our Company from providing potential investors with sufficient information for an informed assessment of the activities, assets, liabilities, financial

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position, management and prospects of our Group. Strict adherence to the disclosure requirements, including to disclose the names, addresses, and entitlements on an individual basis of over eight hundred grantees without reflecting the materiality of the information does not provide any additional meaningful information to the investing public.

In light of the above, our Directors are of the view that the grant of the waiver sought under this application and the non-disclosure of the required information will not prejudice the interests of the investing public.

The Stock Exchange has granted to our Company a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix 1A to the Listing Rules with respect to the options granted under the 2020 Share Incentive Plan on the condition that:

- (a) full details of the options granted under the 2020 Share Incentive Plan to each of the Directors and the senior management and connected persons (if any) of our Company, on an individual basis, are disclosed in the section headed “Statutory and General Information—D. Share Incentive Plans—1. 2020 Share Incentive Plan” in Appendix IV as required under Rule 17.02(1)(b) of, and paragraph 27 of Appendix 1A to, the Listing Rules;
- (b) in respect of the options granted under the 2020 Share Incentive Plan to other grantees (other than those set out in (a) above), disclosure will be made on an aggregate basis, categorized into lots based on the number of Class A Ordinary Shares underlying each individual grantee, being (1) 1 to 50,000; (2) 50,001 to 100,000; (3) 100,001 to 500,000; and (4) 500,001 to 2,800,000 for each lots of Class A Ordinary Shares, and the following details will be disclosed in the Listing Document, including (1) the aggregate number of the grantees other than those set out in (a) above and the number of Class A Ordinary Shares subject to the options granted to them under the 2020 Share Incentive Plan; (2) the consideration paid for the grant of the options under the 2020 Share Incentive Plan; and (3) the exercise period and the exercise price for the options granted under the 2020 Share Incentive Plan;
- (c) the aggregate number of Class A Ordinary Shares underlying the outstanding options granted under the 2020 Share Incentive Plan and the percentage of our Company’s total issued share capital represented by such number of Class A Ordinary Shares as of the Latest Practicable Date are disclosed in this document;
- (d) the dilutive effect and impact on earnings per Share upon the full exercise of the options under the 2020 Share Incentive Plan are disclosed in the section headed “Statutory and General Information—D. Share Incentive Plans—1. 2020 Share Incentive Plan” in Appendix IV;

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- (e) a summary of the major terms of the 2020 Share Incentive Plan are disclosed in the section headed “Statutory and General Information—D. Share Incentive Plans—1. 2020 Share Incentive Plan” in Appendix IV; and
- (f) the particulars of this waiver are disclosed in this document.

Further details of the 2020 Share Incentive Plan are set forth in the section headed “Statutory and General Information—D. Share Incentive Plans—1. 2020 Share Incentive Plan” in Appendix IV.

THE DISCLOSURE REQUIREMENTS WITH RESPECT TO CHANGES IN SHARE CAPITAL

We have applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements of paragraph 26 of Part A of Appendix 1 to the Listing Rules in respect of disclosing the particulars of any alterations in the capital of any member of our Group within two years immediately preceding the issue of this document.

We have identified three entities that we consider are the major subsidiaries primarily responsible for the track record results of our Group (the “**Principal Entities**,” and each a “**Principal Entity**”). For further details, see the section headed “History, Development and Corporate Structure—Our Major Subsidiaries and Operating Entities”. Globally, our Group has approximately 69 subsidiaries, Consolidated Affiliated Entities and branches as of the Latest Practicable Date. None of the non-Principal Entities is individually material to us in terms of its contribution to our Company’s total net revenues or total assets or holds any major assets and intellectual property rights. By way of illustration, for each of the fiscal years ended December 31, 2019, 2020 and 2021 and for the six months ended June 30, 2022, after intercompany eliminations, the Principal Entities contributed 100%, 100%, 100% and 99.99% of our Group’s total revenues, respectively. Accordingly, the remaining subsidiaries in our Group are not significant to the overall operations and financial results of our Group.

Particulars of the changes in the share capital of our Company and the Principal Entities have been disclosed in the section headed “Statutory and General Information—A. Further Information about Our Group—2. Changes in share capital of our Company” and “Statutory and General Information—A. Further Information about Our Group—3. Changes in the share capital of our Subsidiaries and Consolidated Affiliated Entities” in Appendix IV to this document.

WAIVER IN RESPECT OF ACQUISITIONS AFTER THE TRACK RECORD PERIOD

Pursuant to Rules 4.04(2) and 4.04(4)(a) of the Listing Rules, the accountant’s report to be included in a listing document must include the income statements and balance sheets of any subsidiary or business acquired, agreed to be acquired or proposed to be acquired since the date to which its latest audited accounts have been made up in respect of each of the three financial years immediately preceding the issue of the listing document.

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Pursuant to Rule 4.02A of the Hong Kong Listing Rules, acquisitions of business include acquisitions of associates and any equity interest in another company. Pursuant to Note 4 to Rule 4.04(4) of the Hong Kong Listing Rules, the Hong Kong Stock Exchange may consider granting a waiver of the requirements under Rules 4.04(2) and 4.04(4) on a case-by-case basis, and having regard to all relevant facts and circumstances and subject to certain conditions set out thereunder.

Acquisition since June 30, 2022

Background

Since June 30, 2022 and up to the Latest Practicable Date, our Group has agreed to make an acquisition (the “**Acquisition**”), details of which are set out in below:

No.	Name of the target company ⁽¹⁾	Investment amount ⁽²⁾	Date of completion of investment	Percentage of shareholding/equity interest ⁽²⁾	Principal business activities
1.	Beijing Qihui Ruituo Consulting Co., Ltd (北京奇匯銳拓諮詢有限公司)	RMB10,000,000	October 11, 2022	100%	Provide executive search services for mid-level to senior management and professional technical personnels to employers in the internet industry. Services include candidates screening, interviews facilitation and employee on-boarding process assistance

Notes:

- (1) None of the core connected persons at the level of our Company is a controlling shareholder of the Acquisition target.
- (2) The approximate consideration disclosed in the table represents the Acquisition after June 30, 2022. The percentage of shareholding/equity interest represents our Company’s total pro forma shareholding in the Acquisition target after the completion of disclosed transaction.

We confirm that the investment amount for the Acquisition is entered into at commercial arm’s length negotiations, based on factors including market dynamics, a mutually agreed valuation, and/or capital required for the target company’s operations.

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Our Directors believe that the Acquisition will complement our Group's businesses and support the growth of its business. Therefore, the Acquisition is expected to create synergies, strengthen and support our long-term business development. Accordingly, our Directors believe that the Acquisition, if consummated, will be fair and reasonable and in the interests of the Shareholders as a whole. To the best of the knowledge, information and belief of the Directors, the vendor(s) of the target company set out above and its ultimate beneficial owners are third parties independent from our Group and our connected persons. The consideration for the Acquisition, if consummated, will be satisfied by the Group's own source of funds.

Conditions for granting the waiver and its scope in respect of the Acquisition

We have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 4.04(2) and 4.04(4)(a) of the Listing Rules in respect of the Acquisition on the following grounds:

The percentage ratios of the Acquisition are all less than 5% by reference to the most recent fiscal year of the Track Record Period

The relevant percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules for the Acquisition are all less than 5% by reference to the most recent fiscal year of the Track Record Period.

Accordingly, we do not expect the Acquisition to result in any significant changes to our Company's financial position since June 30, 2022, and all information that is reasonably necessary for the potential investors to make an informed assessment of our Company's activities or financial position has been included in this document. As such, we consider that a waiver from compliance with the requirements under Rules 4.04(2) and 4.04(4)(a) of the Listing Rules would not prejudice the interests of the investors.

Historical financial information is not available and would be unduly burdensome to obtain or prepare

Our Company confirms that the target company in respect of the Acquisition does not have available historical financial information which is readily available for disclosure in this document in accordance with the Listing Rules. It would require considerable time and resources for our Company and our reporting accountant to fully familiarize ourselves with the management accounting policies of the target company and compile the necessary financial information and supporting documents for disclosure in this document. As such, we believe that it would be impractical and unduly burdensome for our Company to disclose the audited financial information of the target company as required under Rules 4.04(2) and 4.04(4)(a) of the Listing Rules.

In addition, having considered the Acquisition to be immaterial and that our Company does not expect the Acquisition to have any material effect on its business, financial condition or operations, we believe that it would not be meaningful and would be unduly burdensome for

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it to prepare and include the financial information of the targets during the Track Record Period in this document. As we do not expect the Acquisition to result in any material changes to its financial position after the Track Record Period, we do not believe the non-disclosure of the required information pursuant to Rules 4.04(2) and 4.04(4)(a) of the Listing Rules would prejudice the interests of the investors.

Alternative disclosure of the Acquisition in this document

We have provided alternative information about the Acquisition in this document. Such information includes that which would be required for a discloseable transaction under Chapter 14 of the Listing Rules that our Directors consider to be material, including, for example, descriptions of the target company's principal business activity, the investment amount, and a statement as to whether the core connected persons at the level of our Company is a controlling shareholder of target company. Since the relevant percentage ratio of the Acquisition is less than 5% by reference to the most recent fiscal year of our Track Record Period, we believe the current disclosure is adequate for potential investors to form an informed assessment of our Company.

USE OF U.S. GAAP

Rules 4.10 and 4.11 of, and Note 2.1 to Paragraph 2 of Appendix 16 to, the Listing Rules require the Company to prepare its financial statements in the listing document and the subsequent financial reports issued after listing to be in conformity with: (a) Hong Kong Financial Reporting Standards (“**HKFRS**”); (b) IFRS; or (c) China Accounting Standards for Business Enterprises in the case of companies incorporated in China, subject to Note 2.6 to Paragraph 2 of Appendix 16 to the Listing Rules.

Note 2.6 to Paragraph 2 of Appendix 16 to the Listing Rules provides that the Stock Exchange may allow the annual financial statements of an overseas issuer to be drawn up otherwise than in conformity with financial reporting standards referred to in Note 2.1 above.

Rule 19.13 states that accountants' reports are required to conform with financial reporting standards acceptable to the Stock Exchange, which are normally HKFRS or IFRS.

Rule 19.25A of the Listing Rules provides that the annual accounts are required to conform with financial reporting standards acceptable to the Stock Exchange, which are normally HKFRS or IFRS. Where the Stock Exchange allows annual accounts to be drawn up otherwise than in conformity with HKFRS or IFRS, the annual accounts will be required to conform with financial reporting standards acceptable to the Stock Exchange. In such cases the Stock Exchange will normally require the annual accounts to contain a reconciliation statement setting out the financial effect of the material differences (if any) from either HKFRS or IFRS.

In Guidance Letter HKEX-GL111-22 (“**GL111-22**”), the Stock Exchange has indicated that it has accepted that the financial statements and accountants' reports of overseas issuers with, or seeking, a dual-primary or secondary listing in the United States and on the Stock

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Exchange can be prepared in conformity with U.S. GAAP. GL111-22 further provides that, an overseas issuer adopting a body of financial reporting standards other than HKFRS or IFRS for the preparation of its financial statements must include a reconciliation statement setting out the financial effect of any material differences between those financial statements and financial statements prepared using HKFRS or IFRS in its accountants' reports and annual/interim/quarterly reports.

As a company listed on Nasdaq, the Company uses Generally Accepted Accounting Principles in the United States, or U.S. GAAP, and corresponding audit standards for the filing of its financial statements with the SEC as determined by the United States Public Company Accounting Oversight Board. U.S. GAAP is well recognized and accepted by the international investment community, particularly among technology companies, and significant progress has been made in the convergence between U.S. GAAP and IFRS. Adoption of U.S. GAAP for the preparation of financial statements of the Group will also allow potential investors and Shareholders of the Company to compare the results of the Group against other U.S. listed companies more easily using the same basis. Additionally, we note that it might lead to confusion among the Company's investors and shareholders if the Company was required to adopt different accounting standards for its disclosures in Hong Kong from those in the United States. Aligning the accountings standards used for disclosures in both markets will alleviate any such confusion.

Our Company has applied to the Hong Kong Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements of Rules 4.10, 4.11, 19.13 and 19.25A of, and note 2.1 to paragraph 2 of the Appendix 16 to, the Listing Rules to allow the financial statements and accountants' report in the listing document to be prepared based on U.S. GAAP, subject to the following conditions:

- (a) the Company will include (i) a description of the relevant key differences between U.S. GAAP and IFRS; and (ii) a statement showing the financial effect of any material differences between the financial statements during the Track Record Period prepared using U.S. GAAP and IFRS ("**Reconciliation Statement**") in the accountant's report with a view to enabling investors to appraise the impact of the two accounting standards on the Company's financial statements; such Reconciliation Statement is included as a note to the audited accountant's report;
- (b) the Company will include a similar Reconciliation Statement mentioned in paragraph (a) above for its interim and annual reports issued after its Listing on the Stock Exchange; such Reconciliation Statements will be included as a note to the audited financial statements in the annual reports or reviewed financial statements in the interim reports. When the relevant financial statements are not audited or reviewed by auditors, the Reconciliation Statements required to be included as a note to such financial statements will be reviewed by its auditor in accordance with a standard comparable to International Standard on Assurance Engagements 3000 or Hong Kong Standard on Assurance Engagements 3000;

WAIVERS

- (c) the Company will comply with Rules 4.08, 19.12, 19.14 of, and note 2.6 to paragraph 2 of Appendix 16 to the Listing Rules;
- (d) the Company will use Hong Kong Financial Reporting Standards or IFRS in the preparation of the Company's financial statements in the event that the Company is no longer listed in the United States or has no obligation to make financial disclosure in the United States; and
- (e) this waiver request will not be applied generally and is based on the specific circumstances of the Company.

CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute continuing connected transactions of our Company under the Listing Rules following the completion of the Listing. We have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with (where applicable) (i) the announcement, independent shareholders' approval and circular requirements, (ii) the annual cap requirement, and (iii) the requirement of limiting the term of the continuing connected transactions set out in Chapter 14A of the Listing Rules for such continuing connected transactions. For further details in this respect, see the section headed "Connected Transactions."

WAIVER IN RELATION TO SHARE ISSUANCE WITHIN SIX MONTHS FROM THE LISTING DATE

Rule 10.08 of the Listing Rules provides that no further shares or securities convertible into equity securities of a listed issuer may be issued or form the subject of any agreement to such an issue within six months from the date on which securities of the listed issuer first commence dealings on the Stock Exchange (whether or not such issue of shares or securities will be completed within six months from the commencement of dealing) except for the circumstances more particularly stated in the Listing Rules.

The Company has been listed on the Nasdaq for more than 12 months. The Company will not raise any new funds pursuant to the Introduction, thus the Shareholders would not suffer any dilution of their interests in the Company as a result of the Introduction. However, it is essential for the Company to have flexibility in raising funds by way of further issue of new Shares or entering into further acquisitions for share consideration should an appropriate opportunity arise. In addition, the Company considers that any issue of new Shares by the Company will enhance the Shareholders' base and increase the trading liquidity of the Shares. The interests of the existing Shareholders and prospective investors would be prejudicial if the Company could not raise funds for its business development or expansion due to the restrictions under Rule 10.08 of the Listing Rules.

WAIVERS

Therefore, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirement under Rule 10.08 of the Listing Rules on the conditions that:

- (a) any further issue of new Class A Ordinary Shares will be (i) made under a general mandate or (ii) subject to the Shareholders' approval as required under Rule 13.36 of the Listing Rules with the total number of Class A Ordinary Shares that are issued or may be issued not exceeding 20% of the total number of Class A Ordinary Shares in issue as at the Listing Date. Upon the completion of any issuance(s) within six months after Listing, the aggregate voting power of the Controlling Shareholders would be no less than 62.0% (on the basis that Class A Ordinary Shares entitle the shareholder to one vote per share and Class B Ordinary Shares entitle the shareholder to ten votes per share);
- (b) the dilution of the Controlling Shareholders' interest resulting from any issue of new Class A Ordinary Shares will not result in the Controlling Shareholders ceasing to be Controlling Shareholders within 12 months after the Listing Date in compliance with Rule 10.07(1) of the Listing Rules; and
- (c) any issue of Class A Ordinary Shares by the Company within the first six months from the Listing Date must be either (a) for consideration to fund a specific acquisition of assets or business that will contribute to the growth of the Group's operation or for full or partial settlement of the consideration for such acquisition; or (b) pursuant to a general mandate approved by our Shareholders for the issue of further Class A Ordinary Shares as disclosed in this document.

INFORMATION ABOUT THIS DOCUMENT AND THE INTRODUCTION

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT

This document, for which our Directors (including any proposed director who is named as such in this document) collectively and individually accept full responsibility, includes particulars given in compliance with the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to our Group. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

NO CHANGE IN THE NATURE OF OUR BUSINESS

No change in the nature of our business is contemplated immediately following the Introduction.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied for a listing of our Class A Ordinary Shares on the Main Board by way of Introduction under Chapter 7 (Equity Securities) as well as Chapter 8A (Weighted Voting Rights).

We have applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, (i) the Class A Ordinary Shares in issue; (ii) the Class A Ordinary Shares to be issued pursuant to the Share Incentive Plans; and (iii) the Class A Ordinary Shares that are issuable upon conversion of the Class B Ordinary Shares on a one to one basis.

Dealings in the Class A Ordinary Shares on the Stock Exchange are expected to commence on Thursday, December 22, 2022. Our ADSs are currently listed on and dealt on Nasdaq. Other than the foregoing, no part of our share or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought on the Stock Exchange or any other stock exchange as of the date of this document. A portion of the Shares will be registered on the Hong Kong share register of our Company in order to enable them to be traded on the Stock Exchange.

PROFESSIONAL TAX ADVICE RECOMMENDED

You should consult your professional advisers if you are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of, or dealing in, our Class A Ordinary Shares or ADSs or exercising any rights attaching to the foregoing securities. We emphasize that none of our Company, the Joint Sponsors, any of our or their respective directors, officers or representatives or any other person involved in the Introduction accepts

INFORMATION ABOUT THIS DOCUMENT AND THE INTRODUCTION

responsibility for any tax effects or liabilities resulting from the subscription, purchase, holding or disposing of, or dealing in, our Class A Ordinary Shares or ADSs or the exercise of any rights attaching to the foregoing securities.

REGISTER OF MEMBERS AND HONG KONG STAMP DUTY

The Company's principal register of members will be maintained by its principal share registrar, Maples Fund Services (Cayman) Limited, in the Cayman Islands and the Company's Hong Kong branch register of members will be maintained by its Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited. Dealings in the Class A Ordinary Shares registered in our Company's Hong Kong Share Register will be subject to Hong Kong stamp duty. The stamp duty is charged to each of the seller and purchaser at the ad valorem rate of 0.13% of the consideration for, or (if greater) the value of, our Class A Ordinary Shares transferred. In other words, a total of 0.26% is currently payable on a typical sale and purchase transaction of our Class A Ordinary Shares. In addition, a fixed duty of HK\$5.00 is charged on each instrument of transfer (if required).

To facilitate ADS-ordinary share conversion and trading between Nasdaq and the Hong Kong Stock Exchange, we also intend to move all our Class A Ordinary Shares represented by the ADS from our register of members maintained in the Cayman Islands to our Hong Kong share register. It is unclear whether, as a matter of Hong Kong law, the trading or conversion of ADSs constitutes a sale or purchase of the underlying Hong Kong-registered ordinary shares that is subject to Hong Kong stamp duty. We advise investors to consult their own tax advisors on this matter.

CLASS A ORDINARY SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Class A Ordinary Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Class A Ordinary Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Class A Ordinary Shares on the Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangements as such arrangements may affect their rights and interests. All necessary arrangements have been made to enable our Class A Ordinary Shares to be admitted into CCASS.

INFORMATION ABOUT THIS DOCUMENT AND THE INTRODUCTION

LISTINGS

Our Company currently has a primary listing of ADSs on the Nasdaq Global Select Market, which it intends to maintain alongside its proposed dual primary listing of Class A Ordinary Shares on the Stock Exchange.

REGISTRATION OF SUBSCRIPTION, PURCHASE AND TRANSFER OF SHARES

Our principal register of members will be maintained by our principal share registrar, Maples Fund Services (Cayman) Limited, in the Cayman Islands, and our Hong Kong branch register of members holding Class A Ordinary Shares listed on the Hong Kong Stock Exchange will be maintained by the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, in Hong Kong.

EXCHANGE RATE CONVERSION

Solely for your convenience, this document contains conversions among certain amounts denominated in Renminbi, Hong Kong dollars and U.S. dollars. No representation is made that the amounts denominated in one currency could actually be converted into the amounts denominated in another currency at the rates indicated, or at all. Unless indicated otherwise, the conversions of financial data between U.S. dollars and Renminbi were made at the rate of RMB6.6981 to US\$1.00 and the conversions of financial data between U.S. dollars and Hong Kong dollars were made at the rate of HK\$7.8472 to US\$1.00, the respective exchange rate on June 30, 2022 set forth in the H.10 statistical release of The Board of Governors of the Federal Reserve Board. The conversions of financial data between Renminbi and Hong Kong dollars were made at the rate of HK\$1.1116 to RMB1.00. Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.

OWNERSHIP OF ADSs

An owner of ADSs may hold his or her ADSs either by means of an ADR registered in his or her name, through a brokerage or safekeeping account, or through an account established by the depositary bank in his or her name reflecting the registration of uncertificated ADSs directly on the books of the depositary bank (commonly referred to as the “**direct registration system**” or “**DRS**”). The direct registration system reflects the uncertificated (book-entry) registration of ownership of ADSs by the depositary bank. Under the direct registration system, ownership of ADSs is evidenced by periodic statements issued by the depositary bank to the holders of the ADSs. The direct registration system includes automated transfers between the depositary bank and The Depository Trust Company (“**DTC**”), the central book-entry clearing and settlement system for equity securities in the United States. If an owner of ADSs decides to hold his or her ADSs through his or her brokerage or safekeeping account, he or she must rely on the procedures of his or her broker or bank to assert his or her rights as ADS owner. Banks and brokers typically hold securities such as the ADSs through clearing and settlement systems such as DTC. All ADSs held through DTC will be registered in the name of a nominee of DTC.

INFORMATION ABOUT THIS DOCUMENT AND THE INTRODUCTION

DEALINGS AND SETTLEMENT OF CLASS A ORDINARY SHARES IN HONG KONG

Dealings in our Class A Ordinary Shares on the Stock Exchange will be conducted in Hong Kong dollars. Our Class A Ordinary Shares will be traded on the Stock Exchange in board lots of 100 Class A Ordinary Shares.

The transaction costs of dealings in our Class A Ordinary Shares on the Hong Kong Stock Exchange include:

- Hong Kong Stock Exchange trading fee of 0.005% of the consideration of the transaction, charged to each of the buyer and seller;
- SFC transaction levy of 0.0027% of the consideration of the transaction, charged to each of the buyer and seller;
- AFRC transaction levy of 0.00015% of the consideration of the transaction, charged to each of the buyer and seller;
- trading tariff of HK\$0.50 on each and every purchase or sale transaction. The decision on whether or not to pass the trading tariff onto investors is at the discretion of brokers;
- transfer deed stamp duty of HK\$5.00 per transfer deed (if applicable), payable by the seller;
- ad valorem stamp duty at a total rate of 0.26% of the value of the transaction, with 0.13% payable by each of the buyer and the seller;
- stock settlement fee, which is currently 0.002% of the gross transaction value, subject to a minimum fee of HK\$2.00 and a maximum fee of HK\$100.00 per side per trade;
- brokerage commission, which is freely negotiable with the broker (other than brokerage commissions for IPO transactions which are currently set at 1% of the subscription or purchase price and will be payable by the person subscribing for or purchasing the securities); and
- the Hong Kong Share Registrar will charge between HK\$2.50 to HK\$20, depending on the speed of service (or such higher fee as may from time to time be permitted under the Hong Kong Listing Rules), for each transfer of ordinary shares from one registered owner to another, each share certificate canceled or issued by it and any applicable fee as stated in the share transfer forms used in Hong Kong.

INFORMATION ABOUT THIS DOCUMENT AND THE INTRODUCTION

Investors in Hong Kong must settle their trades executed on the Stock Exchange through their brokers directly or through custodians. For an investor in Hong Kong who has deposited his/her Class A Ordinary Shares in his/her stock account or in his/her designated CCASS Participant's stock account maintained with CCASS, settlement will be effected in CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. For an investor who holds the physical certificates, settlement certificates and the duly executed transfer forms must be delivered to his/her broker or custodian before the settlement date.

CONVERSION BETWEEN CLASS A ORDINARY SHARES TRADING IN HONG KONG AND ADSs

In connection with the Introduction, we have established a branch register of members in Hong Kong, or the Hong Kong share register, which will be maintained by our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited. Our principal register of members, or the Cayman share register, will continue to be maintained by Maples Fund Services (Cayman) Limited.

As described in further detail below, holders of Class A Ordinary Shares registered on the Hong Kong Share Register will be able to deposit their Class A Ordinary Shares for delivery of ADSs and surrender their ADSs for cancelation and delivery of Class A Ordinary Shares. To facilitate deposits of Class A Ordinary Shares with the Depositary for delivery of ADSs for trading on the Nasdaq and surrender of ADSs to the Depositary for cancelation and delivery of Class A Ordinary Shares for trading on the Hong Kong Stock Exchange, we intend to move all our Class A Ordinary Shares represented by the ADS from our register of members maintained in the Cayman Islands to our Hong Kong share register.

DEPOSITARY

The depositary for our ADSs is Citibank, N.A. (the "**Depositary**"), whose office is located at 388 Greenwich Street, New York, New York 10013. The certificated ADSs are evidenced by certificates referred to as American Depositary Receipts ("**ADRs**") that are issued by the Depositary.

Every ADS represents ownership interests in two Class A Ordinary Shares, and any and all securities, cash or other property deposited with the Depositary in respect of such Shares but not distributed to ADS holders.

ADSs may be held either (1) directly (a) by having an ADR registered in the holder's name or (b) by holding in the DRS, pursuant to which the Depositary may register the ownership of uncertificated ADSs, which ownership shall be evidenced by periodic statements issued by the Depositary to the ADS holders entitled thereto, or (2) indirectly through the holder's broker or other financial institution. The following discussion regarding ADSs assumes the holder holds its ADSs directly. If a holder holds the ADSs indirectly, it must rely

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on the procedures of its broker or other financial institution to assert the rights of ADS holders described in this section. If applicable, you should consult with your broker or financial institution to find out what those procedures are.

We do not treat ADS holders as Shareholders, and ADS holders have no Shareholder rights. Cayman Islands law governs Shareholder rights. Because the Depositary actually holds the legal title to the Class A Ordinary Shares represented by ADSs (through the Depositary's Custodian (as defined below)), ADS holders must rely on it to exercise the rights of a Shareholder. The obligations of the Depositary are set out in the deposit agreement among us, the Depositary and our ADS holders and beneficial owners as amended from time to time (the "**Deposit Agreement**"). The Deposit Agreement and the ADRs evidencing ADSs are governed by the law of the State of New York.

Converting Class A Ordinary Shares Trading in Hong Kong to ADSs

An investor who holds Class A Ordinary Shares registered in Hong Kong and who intends to convert them to ADSs to trade on Nasdaq must deposit or have his or her broker deposit the Class A Ordinary Shares with the Depositary's Hong Kong custodian, Citibank, N.A. – Hong Kong (the "**Custodian**"), in exchange for ADSs. A deposit of Class A Ordinary Shares trading in Hong Kong in exchange for ADSs involves the following procedures:

- If Class A Ordinary Shares have been deposited with CCASS, the investor must transfer ordinary shares to the Depositary's account with the Custodian within CCASS by following the CCASS procedures for transfer and deliver to the Custodian instructions for the issuance and delivery of the corresponding ADSs.
- If Class A Ordinary Shares are held outside CCASS, the investor must arrange to deposit his or her Class A Ordinary Shares into the CCASS for delivery to the Depositary's account with the Custodian within CCASS, and must deliver to the Custodian instructions for the issuance and delivery of the corresponding ADSs.
- Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, if applicable, and subject in all cases to the terms of the Deposit Agreement, the Depositary will issue the corresponding number of ADSs and will deliver the ADSs as instructed by the depositary party.

For Class A Ordinary Shares deposited in CCASS, under normal circumstances, the above steps generally require two business days, provided that the investor has provided timely and complete instructions. For Class A Ordinary Shares held outside CCASS in physical form, the above steps may take 14 business days, or more, to complete. Temporary delays may arise. For example, the transfer books of the Depositary may from time to time be closed to ADS issuances. The investor will be unable to trade the ADSs until the ADSs issuance procedures are completed.

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Converting ADSs to Class A Ordinary Shares Trading in Hong Kong

An investor who holds ADSs and who intends to convert his or her ADSs into Class A Ordinary Shares that trade on the Hong Kong Stock Exchange must cancel the ADSs the investor holds and withdraw Class A Ordinary Shares from our ADS program and cause his or her broker or other financial institution to trade such Class A Ordinary Shares on the Hong Kong Stock Exchange.

An investor that holds ADSs indirectly through a broker or other financial institution should follow the procedure of the broker or financial institution and instruct the broker to arrange for cancellation of the ADSs, and withdrawal of the underlying Class A Ordinary Shares from the Depository's account with the Custodian within the CCASS system to the investor's Hong Kong stock account. For investors holding ADSs directly, the following steps must be taken:

- To withdraw Class A Ordinary Shares from our ADS program, an investor who holds ADSs may turn in such ADSs to the Depository (and the applicable ADR(s) if the ADSs are held in certificated form), and send an instruction to cancel such ADSs to the Depository.
- Upon payment or net of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, if applicable, and subject in all cases to the terms of the Deposit Agreement, the Depository will cancel the ADSs and instruct the Custodian to deliver Class A Ordinary Shares underlying the canceled ADSs to the CCASS account designated by an investor.
- If an investor prefers to receive Class A Ordinary Shares outside CCASS, he or she must receive Class A Ordinary Shares in CCASS first and then arrange for withdrawal of the Class A Ordinary Shares from CCASS. Investors can then obtain a transfer form signed by HKSCC Nominees Limited (as the transferor) and register Class A Ordinary Shares in their own names with the Hong Kong Share Registrar.

For Class A Ordinary Shares to be received in CCASS, under normal circumstances, the above steps generally require two business days, provided that the investor has provided timely and complete instructions.

For Class A Ordinary Shares to be received outside CCASS in physical form, the above steps may take 14 business days, or more, to complete. The investor will be unable to trade the Class A Ordinary Shares on the Hong Kong Stock Exchange until the procedures are completed.

Temporary delays may arise. For example, the transfer books of the Depository may from time to time be closed to ADS cancellations. In addition, completion of the above steps and procedures for delivery for Class A Ordinary Shares in a CCASS account is subject to there being a sufficient number of Class A Ordinary Shares on the Hong Kong share register to

INFORMATION ABOUT THIS DOCUMENT AND THE INTRODUCTION

facilitate a withdrawal from the ADS program directly into the CCASS system. We are not under any obligation to maintain or increase the number of Class A Ordinary Shares on the Hong Kong share register to facilitate such withdrawals.

Depository Requirements

Before the Depository delivers ADSs or permits withdrawal of Class A Ordinary Shares, the Depository may require:

- production of satisfactory proof of the identity and genuineness of any signature or other information it deems necessary; and
- compliance with procedures it may establish, from time to time, consistent with the Deposit Agreement, including completion and presentation of transfer documents.

The Depository may refuse to deliver, transfer, or register issuances, transfers and cancelations of ADSs generally when the transfer books of the Depository or our Hong Kong share registrar or Cayman share registrar are closed or at any time if the Depository or we determine it advisable to do so, subject to such refusal complying with U.S. federal securities laws.

All costs attributable to the transfer of shares to effect a withdrawal from or deposit of Class A Ordinary Shares into our ADS program will be borne by the investor requesting the transfer. In particular, holders of Ordinary Shares and ADSs should note that the Hong Kong Share Registrar will charge between HK\$2.50 to HK\$20, depending on the speed of service (or such higher fee as may from time to time be permitted under the Listing Rules), for each transfer of Class A Ordinary Shares from one registered owner to another, each share certificate canceled or issued by it and any applicable fee as stated in the share transfer forms used in Hong Kong. In addition, holders of Class A Ordinary Shares and ADSs must pay up to US\$5.00 per 100 ADSs (or portion thereof) for each issuance of ADSs and each cancelation of ADSs, as the case may be, in connection with the deposit of Class A Ordinary Shares into, or withdrawal of Class A Ordinary Shares from, our ADS program.

LANGUAGE

If there is any inconsistency between the English version of this document and the Chinese translation of this document, the English version of this document shall prevail unless otherwise stated. However, if there is any inconsistency between the names of any of the entities mentioned in this English document which are not in the English language and their English translations, the names in their respective original languages shall prevail.

ROUNDING

Any discrepancies in any table in this document between total and sum of amounts listed therein are due to rounding.

DIRECTORS AND PARTIES INVOLVED IN THE INTRODUCTION

DIRECTORS

Name	Address	Nationality
Executive Directors		
Peng Zhao (趙鵬)	2202, Building 2, Yangqiao Xili Fengtai District Beijing, China	Chinese
Yu Zhang (張宇)	Flat B, 6th Floor Envoy Garden 108 Blue Pool Road Happy Valley Hong Kong	Chinese (Hong Kong)
Xu Chen (陳旭)	7-102, Building 19 Longhu Azure Chianti Tongzhou District Beijing, China	Chinese
Tao Zhang (張濤)	28-3-201, 3 Dacheng South Fengtai District Beijing, China	Chinese
Xiehua Wang (王燮華)	1801, Building 28 Guangximen Beili Chaoyang District Beijing, China	Chinese
Non-executive Directors		
Haiyang Yu (余海洋)	No. 12, Unit 3, Building 13 4 Xishan Road Fucheng District Mianyang Sichuan, China	Chinese

DIRECTORS AND PARTIES INVOLVED IN THE INTRODUCTION

Independent non-executive Directors

Charles Zhaoxuan Yang (楊昭烜)	Staff Dormitory, NetEase Building No. 599 Wangshang Road Binjiang District Hangzhou, China	Chinese (Hong Kong)
Yonggang Sun (孫永剛)	Rm 1601, N Wing, Tower C Raycom Info Tech Park 2 Kexuecheng South Road Haidian District 100190, Beijing, China	Chinese
Yusheng Wang (王渝生)	Room 1401, Building 11 Fulinyuan Community Chaoyang District Beijing, China	Chinese

PARTIES INVOLVED IN THE INTRODUCTION

Joint Sponsors

Morgan Stanley Asia Limited
Level 46, International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Goldman Sachs (Asia) L.L.C.
68th Floor, Cheung Kong Centre
2 Queen's Road
Central, Hong Kong

Auditor and Reporting Accountant

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22/F, Prince's Building
Central
Hong Kong

DIRECTORS AND PARTIES INVOLVED IN THE INTRODUCTION

Legal Advisers to the Company

As to Hong Kong and U.S. laws:

**Skadden, Arps, Slate, Meagher & Flom
and affiliates**

42/F, Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong

As to PRC law:

Tian Yuan Law Firm

Suite 509, Tower A, Corporate Square
35 Financial Street
Xicheng District
Beijing

As to Cayman Islands laws:

Maples and Calder (Hong Kong) LLP

26/F, Central Plaza
18 Harbour Road
Wan Chai
Hong Kong

Legal Advisers to the Joint Sponsors

As to Hong Kong and U.S. laws:

Clifford Chance

27th Floor, Jardine House
One Connaught Place
Hong Kong

As to PRC law:

Han Kun Law Offices

9/F, Office Tower C1
Oriental Plaza, 1 East Chang An Avenue
Beijing
PRC

Industry Consultant

**China Insights Industry Consultancy
Limited**

10F, Block B, Jing'an International Center
88 Puji Road, Jing'an District
Shanghai 200070
People's Republic of China

CORPORATE INFORMATION

Registered Office	PO Box 309 Ugland House Grand Cayman, KY1-1104, Cayman Islands
Head Office and Principal Place of Business in China	18/F, GrandyVic Building Taiyanggong Middle Road Chaoyang District, Beijing 100020, People's Republic of China
Principal Place of Business in Hong Kong	5/F, Manulife Place 348 Kwun Tong Road Kowloon, Hong Kong
Company's Website	https://ir.zhipin.com/ <i>(The information on the website does not form part of this document.)</i>
Authorised Representatives	Yu Zhang 18/F, GrandyVic Building Taiyanggong Middle Road Chaoyang District, Beijing 100020, People's Republic of China Mei Ying Ko 5/F, Manulife Place 348 Kwun Tong Road Kowloon, Hong Kong
Audit Committee	Charles Zhaoxuan Yang (<i>Chairman</i>) Yonggang Sun Yusheng Wang
Compensation Committee	Yonggang Sun (<i>Chairman</i>) Charles Zhaoxuan Yang Peng Zhao
Nomination Committee	Charles Zhaoxuan Yang (<i>Chairman</i>) Yonggang Sun Peng Zhao
Corporate Governance Committee	Yusheng Wang (<i>Chairman</i>) Charles Zhaoxuan Yang Yonggang Sun

CORPORATE INFORMATION

Joint Company Secretaries**Wenbei Wang**

18/F, GrandyVic Building
Taiyanggong Middle Road
Chaoyang District, Beijing
100020, People's Republic of China

Ko Mei Ying

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348 Kwun Tong Road
Kowloon, Hong Kong

Compliance Adviser**Guotai Junan Capital Limited**

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181 Queen's Road Central
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183 Queen's Road East, Wan Chai
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Taiyanggong branch
No. 21, Taiyanggong South Street
Chaoyang District
Beijing
China

INDUSTRY OVERVIEW

The information presented in this section, unless otherwise indicated, is derived from various official government publications and other publications, and from the market research report prepared by China Insights Industry Consultancy Limited, which was commissioned by us. We believe that the information has been derived from appropriate sources such as CIC's database, publicly available information sources, industry reports, and other sources. The information from official government sources has not been independently verified by us, the Joint Sponsors, or any of our or their respective directors, officers, representatives, employees, agents or professional advisers, or any other person or party involved in the Listing, and no representation is given as to the completeness, accuracy, or fairness of such information.

SOURCES OF INFORMATION

We commissioned China Insights Industry Consultancy Limited (CIC), an independent market research consulting firm that is principally engaged in the provision of market research consultancy services, to conduct a detailed study of the human resource service markets in China.

During the preparation of the CIC Report, CIC performed both primary and secondary research, and obtained knowledge, statistics, information, and industry insights on the industry trends of the human resource service markets in China. Primary research involved discussing the status of the industry with leading industry participants and industry experts. Secondary research involved reviewing company reports, independent research reports, and available data based on CIC's own research database.

The CIC Report was compiled and the expected growth in China's human resource service market was estimated based on the following assumptions and factors: (i) the overall social, economic, and political environment in China is expected to remain stable during the forecast period, (ii) the Chinese economy is expected to grow steadily during the forecast period, and (iii) there will be no extreme unforeseen events, including regulations and government policies, which may materially affect the market during the forecast period. The reliability of the CIC Report may be affected by the accuracy of the foregoing assumptions and factors. For the avoidance of doubt, impacts of the COVID-19 outbreak have been taken into account when compiling information in the CIC Report.

CIC is an independent market research and consulting firm. We have agreed to pay a fee of US\$95,000 to CIC in connection with the preparation of the CIC Report. We have extracted certain information from the CIC Report in this section, as well as in the sections headed "Summary", "Risk Factors", "Business", "Financial Information", and elsewhere in this document to provide our potential investors with a more comprehensive presentation of the industries where we operate.

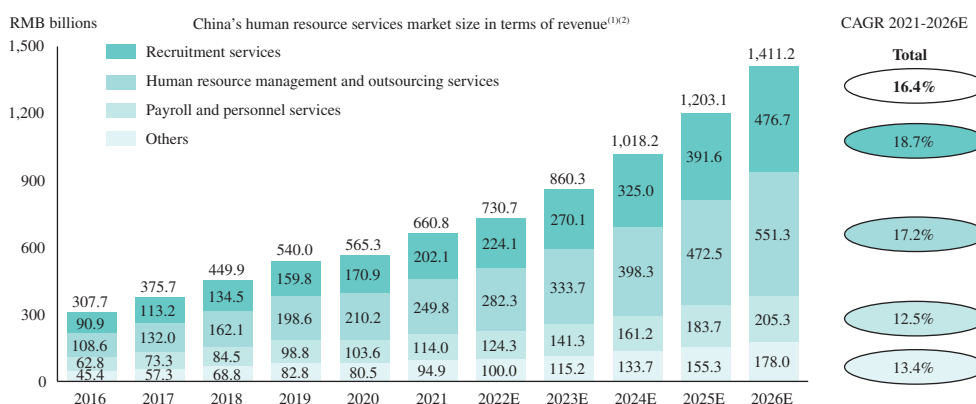
INDUSTRY OVERVIEW

MASSIVE AND FAST-GROWING HUMAN RESOURCE SERVICES MARKET IN CHINA

Human resource services market in China can be categorized into four segments: recruitment services, human resource management and outsourcing services, payroll and personnel services, and others. Recruitment services refer to online and offline talent acquisition solutions which help connect recruiters and job seekers, and facilitate the hiring process. Human resource management and outsourcing services include flexible employment, business process outsourcing, and labor dispatch services. Payroll and personnel services include personnel management, and payroll and benefits outsourcing services. Others include talent training and development, human resource information system, human resource consulting, etc.

China's human resource services market size in terms of revenue increased from RMB307.7 billion in 2016 to approximately RMB660.8 billion in 2021 at a CAGR of 16.5% between 2016 and 2021, and is expected to continue to grow to reach approximately RMB1,411.2 billion by 2026, representing a CAGR of 16.4% between 2021 and 2026. China's human resource services market is still at the early stage of development compared with the developed markets, presenting significant growth potential. The human resource services market size as percentage of nominal GDP in China was 0.6% in 2021, lower than that of 1.8% in the UK, 1.7% in Japan, and 0.9% in the US, according to the CIC Report, National Bureau of Statistics, and International Monetary Fund. The human resource services market size as percentage of nominal GDP in both China and these developed markets are expected to see an increase in the next five years.

Fast-growing human resource services market in China



Source: CIC Report

Notes:

- (1) Revenues do not include cash flow generated from salary and social insurance collections in the personnel management, payroll and benefits outsourcing, or labor dispatch business. Only service premiums are included. In the flexible employment business, service providers enter into labor contracts with talents, and thus labor costs and service premium received from customers are included in the revenue calculation.
- (2) Human resource services market excludes the gig job platform market.

INDUSTRY OVERVIEW

The following factors are and will continue to be the major drivers of the fast-growing human resource services market in China.

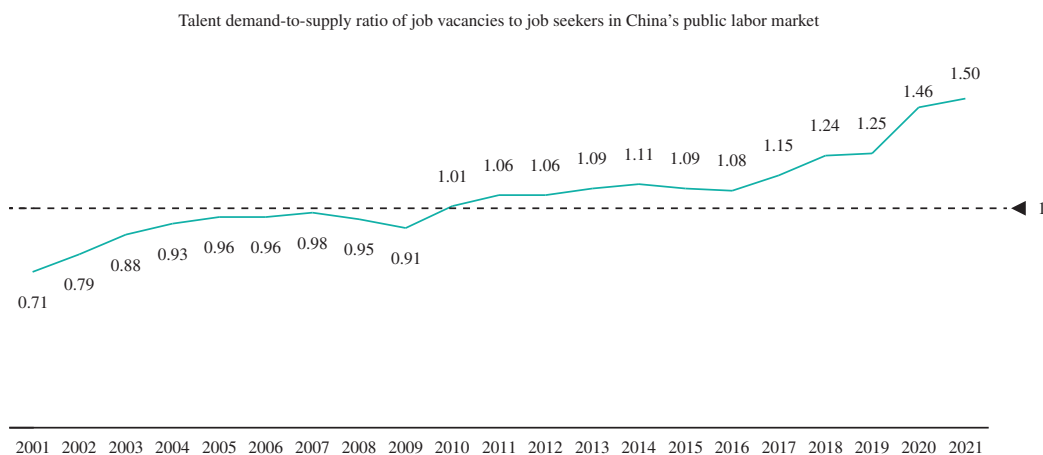
- The number of private sector companies in China increased from 8.5 million in 2010 to 44.6 million in 2021, according to the National Bureau of Statistics and the State Administration for Market Regulation.
- Enterprises in China are facing increasingly fierce competition and higher operational cost, while focusing on business expansion in a growing economy. Therefore, more enterprises are seeking cost effective, efficient, and flexible human resource service solutions which help them improve efficiency and focus on core competencies.
- Favorable government policies and increasing public expenditure on human resources promote the sustainable development of the market.

EVOLVING RECRUITMENT SERVICES MARKET IN CHINA

Recruitment services market is a major segment of China's human resource services market, and sits in the upstream of the human resource services value chain. It is the fastest-growing segment in China's human resource services market between 2021 and 2026. The size of the recruitment services market in China increased from RMB90.9 billion in 2016 to approximately RMB202.1 billion in 2021 in terms of revenue at a CAGR of 17.3% between 2016 and 2021, and is expected to reach approximately RMB476.7 billion in 2026, representing a CAGR of 18.7% between 2021 and 2026. The growth of the recruitment services market in China is primarily driven by the following factors:

- The growth of China's economy has outpaced the growth in labor supply. As a result, recruitment has become more difficult and expensive, creating critical opportunities for recruitment services market. Considering the economy growth and aging population, the talent demand-to-supply ratio of job vacancies to job seekers in China's public labor market is expected to remain at an increasing trend in general in the next five years, indicating a gap between talent demand and supply.

Talent demand outstripping supply in China



Source: MOHRSS (Ministry of Human Resources and Social Security of PRC), CIC Report

INDUSTRY OVERVIEW

- China's urbanization rate grew from approximately 50% in 2010 to over 60% in 2021, and is expected to increase to approximately 70% by 2030, according to the CIC Report and National Bureau of Statistics. The ongoing urbanization changes the mix of labor forces structurally, and generates great demands for urban labor forces, especially blue-collar workers in the tertiary sector and white-collar workers.
- The job-switching frequency for non-farm employees continues to increase. The average job-switching frequency for non-farm employees in China is expected to increase from 1.9 times per year in 2021 to 2.1 times per year in 2026.
- Third-party recruitment service vendors provide enterprises with higher flexibility, lower costs, more professional services and broader resources. Enterprises are increasingly turning to recruitment service providers for higher recruitment efficiency.
- Digitalization of recruitment industry meets the enterprises' demands for being more efficient, cost-effective and user-friendly solutions. The application of technologies, such as artificial intelligence and big data analytics improves the recruitment efficiency.

China's recruitment services market can be divided into online and offline recruitment markets. Online recruitment refers to the recruitment process in which job seekers and recruiters obtain recruitment information via third-party job websites, mobile applications or mini programs. For offline recruitment, candidates learn about job opportunities primarily through offline events or offline contacts made by recruiting agencies such as headhunting firms and recruitment process outsourcing agencies.

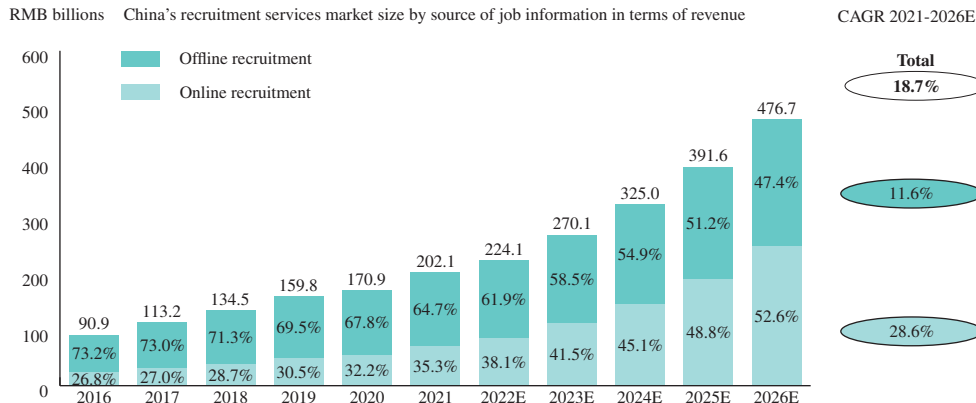
Similar to other industries that are reshaped by the development of mobile internet, the recruitment services market has been gradually moving online. Online recruitment provides a more efficient, cost-effective and user-friendly job hunting and recruiting process. The number of mobile internet users in China increased from 302.7 million in 2010 to 1,028.7 million in 2021, with a CAGR of 11.8% for the same period, according to the CNNIC. The wide adoption of mobile internet has further accelerated the digitalization across the recruitment value chain.

THE FLOURISHING ONLINE RECRUITMENT MARKET IN CHINA

With job seekers and employers increasingly embarking their job hunting and recruitment journeys online, China's online recruitment market's size in terms of revenue increased from RMB24.3 billion in 2016 to RMB71.4 billion in 2021 at a CAGR of 24.0% between 2016 and 2021, and is expected to increase to RMB250.8 billion in 2026, representing a CAGR of 28.6% between 2021 and 2026. During the same period, the contribution of online recruitment to the total market size is estimated to increase from approximately 35.3% in 2021 to approximately 52.6% in 2026.

INDUSTRY OVERVIEW

China's online recruitment market outpaces the overall recruitment services market



Source: CIC Report

Note: The online recruitment market size excludes revenue generated from job seekers.

Compared with the developed markets like the U.S., the online recruitment market in China is at an early stage of development. According to the CIC Report, the online recruitment penetration rate for job seekers was approximately 20.3% in China, approximately half of that of the U.S. market in 2021, indicating a significant growth potential.

Emergence of direct recruitment model

Service providers in China's online recruitment market primarily include online recruitment platforms, online classifieds, and online portals offered by recruiting agencies. Online recruitment platforms are defined as online marketplaces that focus on talents and jobs matching.

The traditional resume-centric and search-based model cannot fully fulfil users' needs for a convenient and efficient recruitment process.

- **Resume centric.** Job seekers upload resumes to online recruitment platforms, and recruiters then download resumes based on their search results before they contact job seekers for interviews. The recruitment process is characterized by massive resume downloading and one-way communication.
- **Search-based.** Job seekers and recruiters have to manually conduct job or candidate searches by entering keywords and screening for relevant information. It also requires job seekers and recruiters to have a deep and precise understanding of the type of job or candidate they are looking for.

INDUSTRY OVERVIEW

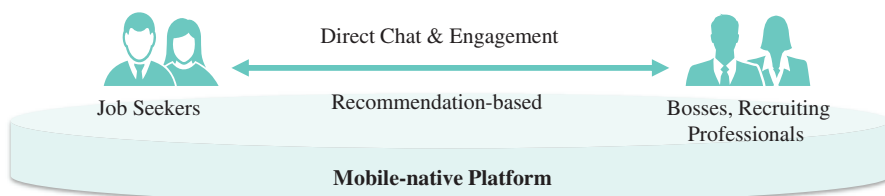
In addition, the traditional model is characterized by an uneven traffic distribution where the online traffic is heavily tilted towards large enterprises and top job seekers. SMEs and many average job seekers therefore receive insufficient exposures, while top job seekers and large enterprises may be distracted by too many reach-outs.

The surge of mobile internet enables the transition of online recruitment service from desktop to mobile, which is a more hospitable environment for direct chatting functionality. BOSS Zhipin is the first to introduce the direct recruitment model at scale among online recruitment platforms in China.

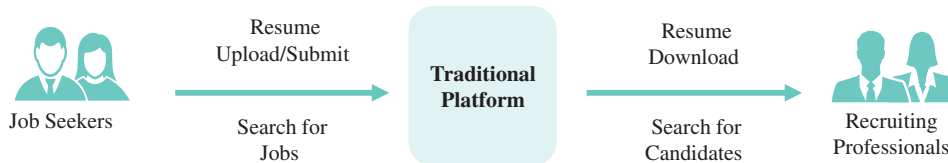
In contrast to the traditional resume centric and search-based model, the direct recruitment model features (i) mobile-native product design, (ii) direct chat between job seekers and recruiters, and resume delivery upon mutual consent, and (iii) algorithm-powered recommendation system. The direct recruitment model propels meaningful interaction between job seekers and recruiters, and as a result, delivers better user experience and high job hunting and recruitment efficiency.

Comparison of direct recruitment model and traditional resume centric, search-based model

Direct Recruitment Model



Traditional Model



China's online recruitment market continues to expand for all types of job seekers

By 2021, the population of white-collar workers, blue-collar workers and gold-collar workers in China reached approximately 168.3 million, 395.5 million and 12.0 million respectively. White-collar workers and gold-collar workers refer to people who perform professional, desk, managerial, or administrative work, among which gold-collar workers earn an annual salary above RMB250,000. Blue-collar workers usually refer to people who perform manual or service-related work in the secondary sectors such as manufacturing and construction industry and the tertiary sector such as accommodation and catering industry, and local life service industry.

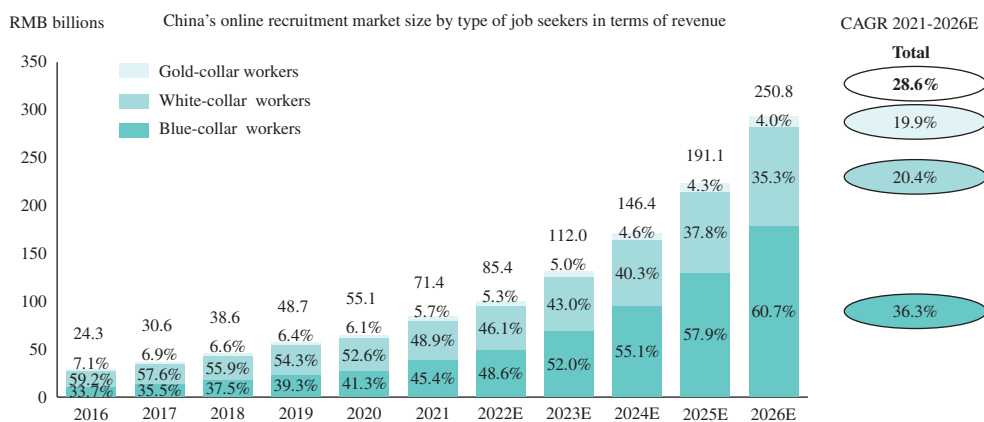
INDUSTRY OVERVIEW

The recruitment market for white and gold-collar workers remain resilient with robust growth momentum. Employers recruiting white and gold-collar job seekers are also less cost sensitive and generally have higher requirement budget. In particular, white-collar workers, traditionally the largest user group for online recruitment, are still experiencing a rising service penetration rate, which is expected to grow from 53.7% in 2021 to 69.5% in 2026. The market size of China’s online recruitment for white-collar workers in terms of revenue is expected to increase to RMB88.4 billion in 2026, representing a CAGR of 20.4% between 2021 and 2026.

Blue-collar recruitment is a market with massive opportunities. Blue-collar workers feature a larger population base, higher job-switching frequency, and higher growth potential for the penetration of recruitment services. In the past, blue-collar workers in China conduct job hunting mainly through referrals by acquaintances or walk-ins, which resulted in asymmetry and limitation in recruitment information. Blue-collar workers value the authenticity of and easy access to job information, abundant opportunities, and immediate feedback provided by employers when they look for a new job, while recruiters of blue-collar jobs are usually cost sensitive.

Urbanization has brought structural changes that create even more growth opportunities for blue-collar online recruitment. The online recruitment penetration rate for blue-collar workers in China is estimated to grow from 15.6% in 2021 to 35.5% in 2026. Meanwhile, the market size of China’s online recruitment for blue-collar workers in terms of revenue is expected to reach RMB152.4 billion in 2026, representing a CAGR of 36.3% between 2021 and 2026, outgrowing the overall online recruitment market.

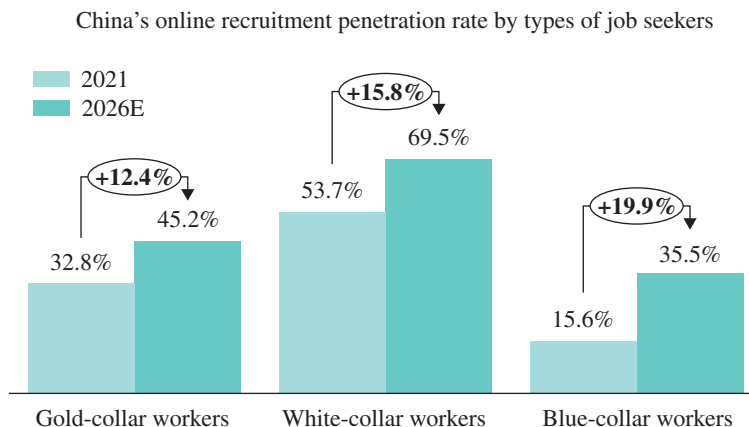
Strong growth among all groups within China’s online recruitment market



Source: CIC Report

INDUSTRY OVERVIEW

Increasing penetration for all groups, while blue-collar job seekers have highest growth potential



Source: CIC Report

Note: The online recruitment penetration rate for job seekers refers to the percentage of job changes in which the job seekers provide complete personal information and obtain job information online (i.e., via third-party job websites, mobile applications or mini programs).

High growth potential in online penetration among employers

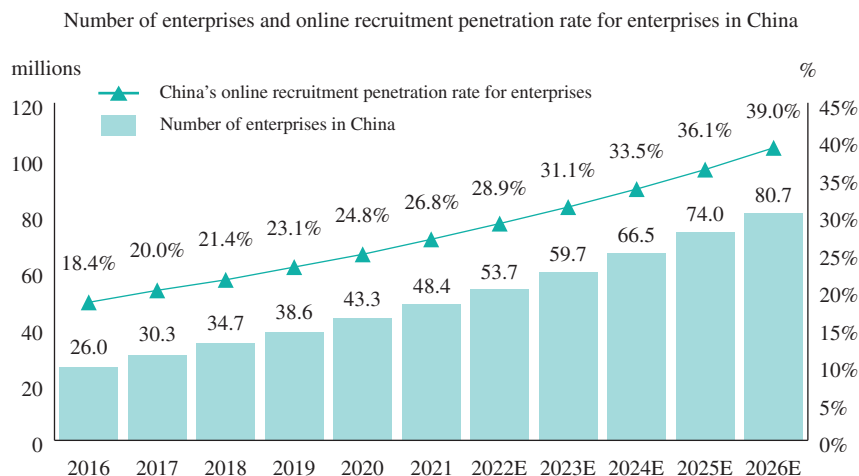
The number of enterprises in China, according to the State Administration for Market Regulation, increased from approximately 26.0 million in 2016 to approximately 48.4 million in 2021, representing a CAGR of 13.3% between 2016 and 2021. As a result of China's rapid economic growth and the increasing disparity between supply and demand in the labor markets, offline recruitment service providers are typically less efficient, while online recruitment service providers significantly improve the recruitment efficiency and reduce the recruitment cost through technology and innovation. According to the CIC Report, cost per hire for online recruitment was approximately one fifth of that for offline recruitment in 2021. Therefore, more and more businesses begin to turn to online recruitment platforms. COVID-19 also accelerated existing trends in bringing the recruitment process online and increased the market penetration of online recruitment platforms. The online recruitment penetration rate for enterprises in China is expected to continue to grow from 26.8% in 2021 to 39.0% in 2026. Penetration rates of online recruitment for large-sized, medium-sized, and small-sized enterprises were approximately 87.6%, 61.8% and 26.2% by 2021.

In addition to the wider adoption across enterprises for online recruitment services, the emerging direct recruitment model is SME-friendly and allows more managerial people to participate in the recruitment process early on. SMEs, as the largest segment of China's enterprises in terms of entity number, were historically underserved and have a massive demand for cost-effective talent acquisition services. With growing number of companies adopting flat organizational structures, more traditionally non-professional recruitment personnel are becoming recruitment decision makers, which creates significant incremental demand for efficient online recruitment services.

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Leveraging industry knowhow developed in the online recruitment industry, recruitment platforms are also extending the services they provide along the recruitment value chain and into the broader human resource services market, thereby generating more cross-selling opportunities.

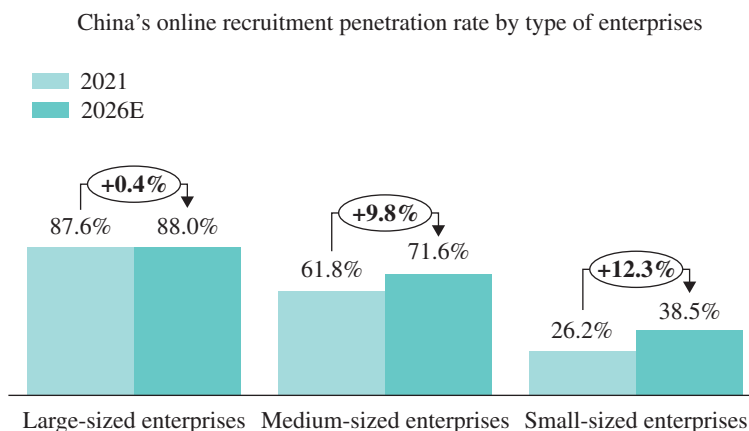
Enterprises' increasing adoption of online recruitment services in China



Source: State Administration for Market Regulation, CIC Report

Note: The online recruitment penetration rate for enterprises refers to the percentage of online recruitment users among the total number of enterprises, excluding individual businesses.

Increasing penetration for all groups, while small-sized enterprises have highest growth potential



Source: CIC Report

Note: The online recruitment penetration rate for enterprises refers to the percentage of online recruitment users among the total number of enterprises, excluding individual businesses.

INDUSTRY OVERVIEW

FUTURE TRENDS OF ONLINE RECRUITMENT MARKET

Incremental demand better supported by the direct recruitment model. The new direct recruitment model has unleashed incremental online recruitment service demand from businesses. Players that have embraced this model are best positioned to capture such demand, thereby deepening their competitive moat and reinforcing their market leading position.

Increasing emphasis on user privacy and authenticity of job postings. As the current demand for talents exceeds the number of talents available in the job market in China, job seekers now have more bargaining power in the recruitment process. Online recruitment platforms thus increasingly focus on providing a more job-seeker-centric experience and ensuring the authenticity of the information posted and better protect user privacy.

Increasing management engagement in recruitment. Nowadays, more individuals within a company join the recruitment process, including executives or middle-level managers of large enterprises and SME and micro business owners, who are themselves supervisors. Their involvement simplifies the recruitment process, and allows candidates to directly communicate with the final decision-makers. Compared to recruiting professionals, the management team and supervisors can better and more effectively assess the candidates' capabilities.

Digitalization across the recruitment value chain. Digitalization has led to new technology and created new mode of interaction between people, unlocking untapped potential in the recruitment value chain. Nowadays, many steps within the recruitment process are still carried out offline, presenting significant opportunities to digitalize the entire job hunting and recruitment process.

Closed-loop and comprehensive service offerings. Online recruitment service providers have been actively collaborating with other market participants, including headhunters and traditional agencies to enhance recruitment efficiency and provide a closed-loop recruitment service. Moreover, online recruitment service providers can provide ancillary human resource services such as flexible employment, payroll and benefits outsourcing, and talent training and development.

ENTRY BARRIERS FOR THE ONLINE RECRUITMENT MARKET

Large job seeker and employer user base. The ability to develop a large job seeker and employer user base forms one of the key entry barriers to China's online recruitment market. Recruitment platforms with large job seeker and employer user base can accumulate more talents with different career development goals, occupation inclination and job position preferences and employers offering diverse job opportunities. This enables the platform to expand its presence in more geographic areas, serve users from diverse industries, cover expansive recruitment scenarios and achieve high brand awareness. As the accumulation of job seekers and employers takes substantial time and investment, online recruitment platforms with large and active user base enjoy sustained competitive edge that help them stay ahead of the competition.

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Deep vertical industry know-how and expertise. Accurate job and candidate matching is challenging given the complexity of job classification, continuous changes of the labor market and unique preferences of each individual job seeker and employer. Online recruitment platforms with profound understanding of the industry and industry participants can better collect and label data, train and iterate recommendation algorithm and design services and features that best tailor to user needs and help users increase job hunting and recruitment efficiency. Extensive know-how and expertise working with employers also provide online recruitment platforms with competitive advantages in designing mechanisms to verify job seeker and employer identity, protect user privacy, detect fraudulent information and prevent employer misconduct during the recruitment process.

Robust technological capabilities. Cutting-edge technologies such as cloud computing and big data analysis have been redefining the way online recruitment platforms provide job and candidate recommendation and encourage user interaction. For instance, online recruitment platforms with advanced data analytics and robust technical architecture can pick up tiny changes of preference demonstrated through each user's interaction on the platform and provide more customized and accurate job and candidate matching recommendations. Enterprise users and job seekers are thus more inclined to use recruitment platforms with robust technological capabilities to enjoy a more efficient and fulfilling recruiting and job hunting experience. As technology has been playing an instrumental role in improving recruiting and job hunting efficiency, established players with leading technology capacity are best positioned to maintain competitive advantages.

Cost-effective and highly efficient recruitment services. Employers are increasingly looking for comprehensive recruitment solutions that can help them recruit talents in a cost-effective and efficient way. It is usually time consuming and costly for employers to post and promote jobs, source ideal candidate through a large candidate pool and communicate with desirable job seekers. Established players in the industry are better poised to make the hiring process more efficient and affordable leveraging large user base, advanced recommendation algorithm and deep industry know-how. The capability to deliver cost-effective and efficient recruitment services make it difficult for new entrants to enter the market.

COMPETITIVE LANDSCAPE OF ONLINE RECRUITMENT MARKET

China's online recruitment market remains fragmented. Market participants in China's online recruitment market primarily include online recruitment platforms, online classifieds, and online portals offered by recruiting agencies.

The online recruitment platforms with a direct recruitment model are usually able to bring more interaction, higher hiring efficiency, and better user experience, so as to attract more users. As the pioneer of the direct recruitment model in China, we are the largest online recruitment platform in China in terms of average MAU and market share in 2021 and the six months ended June 30, 2022. The table below sets forth the rankings of online recruitment platforms in China.

INDUSTRY OVERVIEW

Ranking	Platform	In 2021			In the Six Months Ended June 30, 2022		
		Average MAU (in millions)	Average DAU/Average MAU	Market share in online recruitment industry ⁽¹⁾	Average MAU (in millions)	Average DAU/Average MAU	Market share in online recruitment industry ⁽¹⁾
1	Our Company	27.1	26.7%	5.9%	25.9	27.8%	6.1%
2	Company A ⁽²⁾	14.0	18.0%	2.9%	19.8	20.5%	2.7%
3	Company B ⁽³⁾	10.9	18.5%	3.9%	16.7	19.5%	3.6%
4	Company C ⁽⁴⁾	6.4	19.7%	3.2%	7.4	20.6%	3.3%

Source: CIC Report

Notes:

- (1) Market share in terms of online recruitment revenue. The table above does not include other market participants in China's online recruitment market, namely online classifieds and online portals offered by recruiting agencies.
- (2) Company A is a webpage-native online recruitment platform, that mainly provides online recruitment services and other HR services. It is a private company incorporated in 1994 and headquartered in Beijing, China.
- (3) Company B is a webpage-native online recruitment platform, that mainly provides online recruitment services and other HR services. It is a private company incorporated in 1998 and headquartered in Shanghai, China.
- (4) Company C is a webpage-native online recruitment platform, that mainly provides online recruitment services. It is a Hong Kong-listed company incorporated in 2011 and headquartered in Beijing, China.

COMPETITIVE LANDSCAPE OF THE RECRUITMENT MARKET

China's recruitment market remains fragmented. We are the second largest market participant in China's recruitment market in terms of recruitment revenue in 2021 and the six months ended June 30, 2022. The table below sets forth the rankings of market participants in China's recruitment market.

Ranking	Market participant	Market share in recruitment industry in 2021 ⁽¹⁾	Market share in recruitment industry the six months ended June 30, 2022 ⁽¹⁾
1	Company D ⁽²⁾	2.6%	2.8%
2	Our Company	2.1%	2.3%
3	Company B	1.6%	1.6%
4	Company C	1.1%	1.2%
5	Company A	1.2%	1.1%

Source: CIC Report

Notes:

- (1) Market share in terms of recruitment revenue.
- (2) Company D is an online classifieds that provides content across real estate, jobs, automotive, used goods, yellow pages, and other local services categories. It also provides recruitment process outsourcing services. It is a private company incorporated in 2005 and headquartered in Beijing, China.

REGULATIONS

Our business operations are subject to extensive supervision and regulation by the PRC Government. This section sets out a summary of the material laws, regulations and policies to which we are subject.

REGULATIONS RELATING TO INCORPORATION AND FOREIGN INVESTMENT

The establishment, operation, and management of corporate entities in the PRC are governed by the PRC Company Law (《中華人民共和國公司法》), or the Company Law, which was promulgated by the SCNPC on December 29, 1993, effective from July 1, 1994 and last amended on October 26, 2018. The Company Law generally governs two types of companies, namely limited liability companies and joint-stock limited companies, both entitled with the status of legal persons. The liability of shareholders of a limited liability company or a joint-stock limited company is limited to the amount of registered capital they have contributed. The Company Law shall also apply to foreign-invested companies unless laws on foreign investment have stipulated otherwise.

On March 15, 2019, the NPC promulgated the PRC Foreign Investment Law (《中華人民共和國外商投資法》), which came into effect on January 1, 2020 and replaced the previous laws regulating foreign investment in China, namely, the Sino-foreign Equity Joint Venture Enterprise Law (《中華人民共和國中外合資經營企業法》), the Sino-foreign Cooperative Joint Venture Enterprise Law (《中華人民共和國中外合作經營企業法》) and the Wholly Foreign-invested Enterprise Law (《中華人民共和國外資企業法》), together with their implementation rules and the ancillary regulations. The existing foreign-invested enterprises established prior to the effective of the PRC Foreign Investment Law may keep their corporate forms within five years. The PRC Foreign Investment Law sets out the definition of foreign investment and the framework for promotion, protection and administration of foreign investment activities. On December 30, 2019, the MOFCOM and SAMR jointly promulgated the Measures for Reporting of Information on Foreign Investment (《外商投資信息報告辦法》), which came into effect on January 1, 2020, pursuant to which, the establishment of the foreign invested enterprises, including establishment through purchasing the equities of a domestic enterprise or subscribing to the increased registered capital of a domestic enterprise, and its subsequent changes are required to submit an initial or change report through the Enterprise Registration System.

Investment activities in the PRC by foreign investors are principally governed by the Special Administrative Measures (Negative List) for Access of Foreign Investment (2021 version) (《外商投資准入特別管理措施(負面清單)(2021年版)》), or the Negative List, and Catalogue of Industries for Encouraging Foreign Investment (2020 version) (《鼓勵外商投資產業目錄(2020年版)》), or the Encouraging List. The Negative List, which came into effect on January 1, 2022, sets out special administrative measures in respect of the access of foreign investments in a centralized manner, and the Encouraging List which came into effect on January 27, 2021, sets out the encouraged industries for foreign investment. Our business in providing value-added telecommunication service falls within the restricted categories of the Negative List and providing internet culture business and radio and television program services falls within the prohibited categories of the Negative List.

REGULATIONS

REGULATIONS RELATING TO TALENT INTERMEDIARY SERVICES

The Employment Promotion Law of the PRC (《中華人民共和國就業促進法》), or the Employment Promotion Law, promulgated by the SCNPC on August 30, 2007 and last amended on April 24, 2015 stipulates that employment intermediary agencies shall register and seek approval from the competent labor administrative department after their incorporation. Any entity that has not obtained a license and registered in accordance with the law shall be prohibited from engaging in employment intermediary activities. No employment agency shall provide false employment information or provide recruitment services to any institution that is not legally incorporated or licensed (if applicable). Any unlicensed and unregistered institution that, in violation of the provisions aforementioned, engages in unauthorized employment intermediary services, may be subject to the closure of business. Any illegal gains shall be confiscated and a fine from RMB10,000 to RMB50,000 may be imposed.

Talent intermediary services agencies in China, including us, are mainly regulated by the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部), or the MOHRSS. Pursuant to the Provisions on Talent Market Administration (《人才市場管理規定》), jointly promulgated by the PRC Ministry of Personnel (currently known as the MOHRSS) and the SAIC (currently known as the SAMR) on September 11, 2001 and last amended on December 31, 2019, any entity providing talent intermediary services in China must obtain a human resource services license from the local branch of MOHRSS. In addition, this regulation also reiterates the requirements under the Employment Promotion Law that as a talent intermediary service agency, we are prohibited from providing fake information, making false promises and publishing fake recruitment advertisement.

On June 29, 2018, the State Council issued the Interim Regulations for the Human Resources Market (《人力資源市場暫行條例》), effective on October 1, 2018, according to which, the human resources services (the “HR services”) providers include public HR services providers established by the relevant PRC governmental authorities and commercial HR services providers. Commercial HR services providers engaging in employment agency activities are required to obtain a human resource services license, when such HR services are provided through the Internet. Laws and regulations relating to network security and the management of Internet information services shall also be complied. For any commercial HR services providers engaging in the services such as collection and release of HR supply and demand information, HR management consulting, HR assessment, or HR training, it shall file with the competent department of MOHRSS within 15 days of the date it starts the operation. The HR services providers providing recruitment or other HR services as entrusted by an employer shall not resort to fraud, violence, coercion or other improper means, shall not seek improper interests in the name of recruitment or introduce entities or individuals to engage in illegal activities. Commercial HR services providers shall expressly specify certain matters, among others, including the business license, charging standards, and human resource services licenses in their premises, which are subject to the supervision and inspection by the PRC governmental authorities such as the SAMR.

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Based on the Interim Provisions concerning the Management of Foreign-invested Talent Intermediaries (《外商投資人才中介機構管理暫行規定》), or the Interim Provisions, which was promulgated by MOHRSS on September 4, 2003 and later amended on April 30, 2015, the incorporation of any foreign-invested talent intermediaries shall meet certain requirements, such as the domestic investors shall hold a majority equity interests in the foreign-invested talent intermediaries, and the foreign investors shall have been engaging in the recruitment agency services for three years or more, and all the investors of the foreign-invested talent intermediaries shall have good reputation. The application for incorporation shall be submitted to be examined and approved by the competent authorities where the agency is to be located. On December 31, 2019, the Interim Provisions was amended by MOHRSS, and the specific requirements set forth above have been removed.

The MOHRSS promulgated the Administrative Regulations on Online Recruitment Services (《網絡招聘服務管理規定》), or the Online Recruitment Regulations, on December 18, 2020, which came into effect on March 1, 2021, and reiterates the requirement that commercial HR services providers engaging in online recruitment services shall obtain a human resource service license with the service scope of “providing online recruitment services”, in addition, those involved in the telecommunications services shall also obtain the telecommunication business operating license required by law.

According to the Online Recruitment Regulations, a human resources service agency engaging in online recruitment services shall establish a complete online recruitment information management system and review the authenticity and legality of the materials and documents provided by employers in accordance with the PRC laws, including (i) recruitment brochures of the employer; (ii) the business license of the employer or the approval document for its establishment issued by the relevant authorities; and (iii) the identity certificate of the person handling the release of recruitment information and the power of attorney of the employer. If the human resources service agency fails to fulfil the above review obligations, it may be ordered to make rectifications and the failure to do so will subject it to an administrative penalty of less than RMB10,000, if there are no illegal gains, or a fine of more than RMB10,000 but less than RMB30,000 and the confiscation of any illegal gains. Based on the above, our PRC Legal Advisers are of the view that if we fail to review the authenticity and legality of the materials provided by the online employers in accordance with the PRC laws, we might be subject to confiscation of illegal gains and a fine in an amount of up to RMB30,000. In terms of the fraudulent recruitment that occurs between employers and employees that take place outside of our platform and is out of our reasonable awareness and control, as advised by our PRC Legal Adviser, no administrative liability shall be imposed on us as long as we fully and strictly fulfil our obligations as an online recruitment platform under PRC laws. During the Track Record Period and up to the Latest Practicable Date, as advised by our PRC Legal Adviser, we had not been subject to any administrative penalties imposed by the relevant government authorities in relation to fraudulent recruitment.

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According to the Contract Law of the PRC (《中華人民共和國合同法》), or the Contract Law, promulgated by the NPC on March 15, 1999 and nullified since January 1, 2021, and the Civil Code of the People's Republic of China (《中華人民共和國民法典》), or the Civil Code, promulgated by the NPC on May 28, 2020 and became effective on January 1, 2021, an intermediation contract is defined as a contract whereby an intermediary presents to its client an opportunity for entering into a contract or provides the client with other intermediary services in connection with the conclusion of a contract, and the client pays the intermediary service fees. Pursuant to the Contract Law and the Civil Code, an intermediary must provide authentic information relating to the proposed contract. If an intermediary intentionally conceals any material fact or provides false information in connection with the performance of the proposed contract, which results in harm to the client's interests, the intermediary may not claim service fees and is liable for the damages caused. Our business of connecting individual users with business customers on our online platform constitutes an intermediary service, and our contracts with business customers are intermediation contracts under the Contract Law and the Civil Code, as a result, the performances, explanation and disputes under such contacts shall be regulated by the Contract Law and the Civil Code.

We have obtained such human resource services licenses which remains in full force and effect as of the date of this document.

REGULATIONS RELATING TO VALUE-ADDED TELECOMMUNICATION SERVICES

Value-added Telecommunications Services

An extensive regulatory scheme governing telecommunication services, including value-added telecommunication services and infrastructure telecommunications services, is promulgated by the State Council, MIIT, and other relevant governmental authorities. Value-added telecommunication service operators may be required to obtain additional licenses and permits in addition to those that they currently have given new laws and regulations may be adopted from time to time. In addition, substantial uncertainties exist regarding the interpretation and implementation of current and any future PRC laws and regulations applicable to the telecommunication activities.

On September 25, 2000, the State Council promulgated the Telecommunication Regulation of the PRC (《中華人民共和國電信條例》), or the Telecommunications Regulations, as last amended on February 6, 2016, to regulate telecommunications activities in China. On December 28, 2015, the MIIT promulgated the Classification Catalogue of Telecommunications Services (2015 version) (《電信業務分類目錄(2015年版)》) which was amended on June 6, 2019.

According to the Telecommunications Regulations and the Classification Catalogue of Telecommunications Services, there are two categories of telecommunication activities, namely "infrastructure telecommunications services" and "value-added telecommunications services." Pursuant to the Telecommunications Regulations, operators of value-added

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telecommunications services, or VATS, shall be approved by MIIT, or its provincial level counterparts, and obtain a license for value-added telecommunications business, or VAT License. The Measures for the Administration of Telecommunications Business Licensing (《電信業務經營許可管理辦法》), or the Licenses Measures, issued by MIIT on March 1, 2009 and last amended on July 3, 2017 for the purpose of strengthening the administration of telecommunications business licensing, set forth more specific provisions regarding the types of licenses required to operate VATS and the application for and the approval, use and administration of a telecommunications business permit.

Internet Information Services

The Administrative Measures on Internet Information Services (《互聯網信息服務管理辦法》), or the Internet Measures, which was promulgated by the State Council on September 25, 2000 and amended on January 8, 2011, set out guidelines on the provision of Internet information services. The Internet Measures classified Internet information services into commercial Internet information services and non-commercial Internet information services and a commercial operator of Internet content provision services must obtain a value-added telecommunications business operating license, or the ICP License, for the provision of Internet information services from the appropriate telecommunications authorities. As of the Latest Practicable Date, we had obtained an ICP License for provision of internet information services, and had not been subject to any penalties imposed by, or any investigation initiated by, the relevant government authorities due to any insufficiency in the scope of the ICP License.

According to the Internet Measures, violators may be subject to penalties, including criminal sanctions, for providing Internet content that: opposes the fundamental principles stated in the PRC Constitution; compromises national security, divulges national secrets, subverts national power or damages national unity; harms national dignity or interest; incites ethnic hatred or racial discrimination or damages inter-ethnic unity; undermines the PRC's religious policy or propagates superstition; disseminates rumors, disturbs social order or disrupts social stability; disseminates obscenity or pornography, encourages gambling, violence, murder or fear or incites the commission of a crime; insults or slanders a third party or infringes upon the lawful rights and interests of a third party; or is otherwise prohibited by law or administrative regulations. An Internet information service provider may not post or disseminate any content that falls within prohibited categories and must stop providing any such content on their websites. The PRC government may order ICP License holders that violate any of the abovementioned content restrictions to correct those violations and revoke their ICP Licenses under serious conditions.

In addition to the Telecommunications Regulations and other regulations above, mobile Internet applications (the "APPs") and the Internet application store (the "APP Store") are specifically regulated by the Administrative Provisions on Mobile Internet Applications Information Services (《移動互聯網應用程序信息服務管理規定》), or the APP Provisions, which was promulgated by the CAC on June 28, 2016, amended on June 14, 2022 and became effective on August 1, 2022. The APP Provisions regulate the APP information service

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providers and the APP Store service providers and the CAC and local offices of cyberspace administration shall be responsible for the supervision and administration of nationwide or local APP information respectively.

The APP information service providers shall acquire relevant qualifications required by laws and regulations and implement the information security management responsibilities strictly and fulfill their obligations, including real-name system, protection of users' information, examination and management of information content, etc.

The Administrative Regulations on Services of Online Comment Threads (《互聯網跟帖評論服務管理規定》), which was promulgated by the CAC on August 25, 2017 and became effective on October 1, 2017, requires that the service providers of online comment threads shall (i) certify the real identity information of the registered users according to the principles of “using real name at back end and using alias or real name voluntarily at front end”; (ii) establish and improve a protection system for user information; (iii) establish a sound review management, real-time inspection, emergency response and other information security management systems for the comment threads, timely discover and handle illegal information, and report the same to the competent authorities.

The Administrative Regulations on Internet Forum Community Services (《互聯網論壇社區服務管理規定》), which was promulgated by the CAC on August 25, 2017 and became effective on October 1, 2017, requires that the service providers for internet forum community shall implement primary duties, establish and improve a sound information security management system for information censorship, real-time inspection on public information, emergency response and personal information protection, have safe and controllable measures, equip professionals suitable for the scale of service, and provide necessary technical support to relevant authorities in their performance of duties according to law.

The Provisions on the Ecological Governance of Network Information Contents (《網絡信息內容生態治理規定》), which was promulgated by the CAC on December 15, 2019 and became effective on March 1, 2020, clarifies the scope of content to be encouraged, prohibited or prevented production, reproduction and release. Producers of network information contents shall take measures to prevent and resist the production, reproduction and release of any adverse information with the following contents: (i) those using an exaggerated title, with the content seriously inconsistent with the title; (ii) those speculating in gossip, scandal or notoriety, etc.; (iii) those improperly commenting on natural disasters, major accidents or other disasters; (iv) those containing sexual cues or sexual teasing or others that are easily suggestive of sex; (v) those causing physical or mental discomfort such as bloodiness, horror and cruelty; (vi) those inciting mass discrimination or regional discrimination, etc.; (vii) those preaching tasteless, vulgar and kitsch contents; (viii) those probably inducing minors to imitate unsafe acts or acts violating social morality, or inducing minors to have unhealthy hobbies; and (ix) any other content that has an adverse impact on cyber ecology. A network information content service platform shall establish a mechanism for ecological governance of network information contents, formulate detailed rules for ecological governance of network information contents of its own platform, and improve systems for user registration, account management,

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information release review, thread comment review, page ecological management, real-time inspection, emergency response, and disposal of network rumors and black industry chain information. Users of network information content services, producers of network information contents and network information content service platforms shall not tamper with or hijack traffic, falsely register accounts or illegally trade accounts, or manipulate user accounts, manually or by technical means, thereby disrupting the order of cyber ecology.

On September 15, 2021, the CAC promulgated the Opinions on Further Enforcing Responsibilities on Website Platforms as the Main Responsible Party for Information Content Management (《關於進一步壓實網站平台信息內容管理主體責任的意見》), effective on the same date, or the Opinions. The Opinions stipulates that website platforms shall perform specific responsibilities as the main responsible party for information content management, including, among others, enhancing the platform community rules, strengthening the regulation and management of accounts, improving the content vetting mechanism and the quality of information content, managing the dissemination of information content, and strengthening the management of key functions.

On January 22, 2021, the CAC promulgated the Administrative Provisions on the Information Services Provided Through Official Accounts of Internet Users (Revised in 2021) (《互聯網用戶公眾賬號信息服務管理規定》(2021修訂)), which requires that an information service platform for official accounts shall perform the primary responsibility for management of information content and official accounts, allocate management personnel and technical capabilities compatible with its business scale, set up the post of the person in charge of content security and establish, improve and strictly implement the management systems for account registration, information content security, ecological governance, emergency response, cybersecurity, data security, personal information protection, intellectual property protection and credit rating, etc.

The Administrative Provisions on the Account Information of Internet Users (《互聯網用戶賬號信息服務管理規定》), which was promulgated by the CAC on June 27, 2022 and became effective on August 1, 2022, sets out guidelines on the provision the account information of Internet users. Internet-based information service providers shall perform their responsibilities as the administrative subjects of the account information of internet users, have in place professionals and technical capacity appropriate to the scale of services, and establish, improve and strictly implement the authentication of real identity information, verification of account information, security of information content, ecological governance, emergency responses, protection of personal information and other management systems.

On September 17, 2021, the CAC, the MIIT, the SAMR, the MPS, the MCT and several other governmental authorities, jointly issued the Guidelines on Strengthening the Comprehensive Regulation of Algorithm for Internet Information Services (《關於加強互聯網信息服務算法綜合治理的指導意見》), effective on the same date, which stipulates that relevant regulators shall carry out daily monitoring of data use, application scenarios and effects of algorithms, and conduct security assessments of algorithm, and that an algorithm filing system shall be established and classification and hierarchical security management of

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algorithms shall be adopted. On December 31, 2021, the CAC, the MIIT, the MPS and the SMAR jointly issued the Administrative Provisions on Internet Information Service (《互聯網信息服務算法推薦管理規定》), or the Algorithm Recommendation Provisions, which took effect on March 1, 2022. The Algorithm Recommendation Provisions provides the classification and hierarchical management of algorithm recommendation service providers based on various criteria, and stipulates that algorithm recommendation service providers shall clearly inform users of their provision of algorithm recommendation services, and properly disclose the basic principles, intentions, and main operating mechanisms of algorithm recommendation services, and that algorithm recommendation service providers shall perform their responsibilities as subjects for algorithm security, establish and improve the management systems and technical measures for algorithm mechanism and principle review, scientific and technological ethics review, user registration, information release review, data security and personal information protection, anti-telecommunications and Internet fraud, security assessment and monitoring, and security incident emergency response, formulate and publicize the relevant rules for algorithm recommendation services, and be equipped with professional staff and technical support appropriate to the scale of the algorithm recommendation service. An algorithm recommendation service provider with public opinion attribute or social mobilization ability shall fill in such information as the service provider's name, service form, application field, algorithm type, algorithm self-assessment report and content to be disclosed via the internet information service algorithm record-filing system to go through record-filing formalities.

On September 9, 2022, the Administrative Provisions on Internet Pop-up Window Information Notification Services (《互聯網彈窗信息推送服務管理規定》) was issued by the CAC, MIIT and SAMR, effective from September 30, 2022, which requires that providers of Internet pop-up window information push services shall implement the responsibilities as subjects of information content management and establish and improve management systems for censoring of information content, ecological governance, data security and personal information protection, and protection of minors.

Foreign Investment in Value-Added Telecommunications Industry

Pursuant to the Negative List and the Administrative Regulations on Foreign-Invested Telecommunications Enterprises (Revised in 2022) (《外商投資電信企業管理規定(2022修訂)》), which was promulgated by the State Council on December 11, 2001 and last amended on March 29, 2022 by the State Council, the ultimate capital contribution percentage by foreign investor(s) in a foreign-invested value-added telecommunications services (except for e-commerce, domestic multi-party communications, storage-forwarding and call centers) is up to 50%. As of the date of this document, the VIE has obtained an ICP License for providing internet information services.

According to the Notice of the Ministry of Information Industry (currently known as the MIIT) on Strengthening the Administration of Foreign Investment in Value-added Telecommunications Services (《信息產業部關於加強外商投資經營增值電信業務管理的通知》) promulgated by the MIIT on July 13, 2006, a telecommunications enterprise within the

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territory of PRC may not lease, shift or sell any license for telecommunications business in any form, or provide resources, places and facilities or any other condition for any foreign investor to engage in any illegal telecommunications operation by any means within the territory of PRC.

REGULATIONS RELATING TO ONLINE TRANSMISSION OF AUDIO-VISUAL PROGRAMS

According to the Administrative Regulations on Internet Audio-Visual Program Service (《互聯網視聽節目服務管理規定》), or the Internet Audio-Visual Program Regulations, promulgated by the State Administration of Press, Publication, Radio, Film and Television, or the SAPPFT and the Ministry of Information Industry (currently known as the MIIT) on December 20, 2007 and were last amended on August 28, 2015, “internet audio-video program services” means producing, editing and integrating of audio-video programs, supplying audio-video programs to the public via the internet, and providing audio-video programs uploading and transmission services to a third party. Entities providing internet audio-video programs services must obtain a license for online transmission of audio-visual programs, or Audio-Visual License or make the audio-visual filing. Entities engaged in Internet audio-visual program services without approval may be subject to warning, order to rectify, and a fine of no more than RMB30,000. Under serious conditions, the equipment used for such activities shall be confiscated and a fine of one but no more than two times of the investment amount may be imposed.

According to an Q&A session for reporters’ questions on the Administrative Provisions on Internet-based Audio-visual Program Services (《就<互聯網視聽節目服務管理規定>答記者問》) issued by the SAPPFT on its official website on February 3, 2008, units that legally provide Internet audio-visual program services before the issuance of the Administrative Provisions on Internet-based Audio-visual Program Services, as long as the relevant operators do not violate laws and regulations, have the right to re-register their businesses and continue to operate Internet audio-visual program services. This exemption will not be granted to Internet audio-visual program service units established after the release of the Administrative Provisions on Internet-based Audio-visual Program Services. These policies were later reflected in the Notice on Issues Related to the Application and Examination of the Permit for Spreading Audio-Visual Programs via Information Network (《關於做好<信息網絡傳播視聽節目許可證>申報審核工作有關問題的通知》) issued by the SAPPFT on May 21, 2008 and last amended on August 28, 2015.

However, according to the Certain Decisions on the Entry of the Non-state-owned Capital into the Cultural Industry (《國務院關於非公有資本進入文化產業的若干決定》) promulgated by the State Council and became effective on April 13, 2005, and the Several Opinions on Canvassing Foreign Investment into the Culture Sector (《關於文化領域引進外資的若干意見》) promulgated by the Ministry of Culture, the SAPPFT, the NDRC, and MOFCOM and became effective on July 6, 2005, non-state-owned enterprises and foreign investors are not allowed to conduct the business of transmitting audio-visual programs via an information network. In addition, in the current practice of relevant governmental authorities in the PRC,

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only companies with 30 million or more daily active users and 100 or more program inspectors, personnel within a company that is responsible for reviewing and vetting the content of the internet audio-visual program, are eligible to make the Audio-Visual Filing. The number of our average daily active users was less than 10 million in each year/period comprising the Track Record Period. The average number of our program inspectors in each year/period comprising the Track Record Period was also below the 100 threshold. In July 2022, we together with our PRC Legal Adviser and the PRC legal adviser of the Joint Sponsors conducted a consultation with a director of the Media Integration Development Division of Beijing Municipal Radio and Television Bureau, which is a competent authority as advised by our PRC Legal Adviser, to confirm the matters relating to the Audio-Visual License and the Audio-Visual Filing. We were advised that considering the regulatory practice of relevant governmental authorities with respect to the Audio-Visual License and the Audio-Visual Filing, the principal business of the Company and the limited internet audio-visual programs on our platform, we would not be subject to administrative penalties by relevant authorities due to the lack of the Audio-Visual License or the failure to complete the Audio-Visual Filing if the content of the audio-visual programs on our platform is in compliance with applicable laws and regulations and the audio-visual programs on our platform do not result in disputes with any third party. As of the date of this document, we have not obtained the Audio-Visual License or make the Audio-Visual Filing for providing internet audio-visual program services and content through our online recruitment platform in China, and had not been subject to any administrative penalties imposed by, or any investigations initiated by, the relevant governmental authorities due to lack of the Audio-Visual License or failure to complete the Audio-Visual Filing. We consider such services to be immaterial to our business and the revenues generated through the provision of such services account for an insignificant portion of our total revenues. As advised by our PRC Legal Adviser, considering the regulatory practice of the relevant governmental authorities with respect to the Audio-Visual License and the Audio-Visual Filing, our principal business, the limited number of the internet audio-visual program services we provide and users using our internet audio-visual program services, the compliance status of the content of the internet audio-visual program services on our platform and the absence of third-party disputes, the risk of us being subject to administrative penalties imposed by relevant authorities is relatively low. Considering the above, we are of the view that the above situation did not and will not have a material adverse effect on our business, financial condition or results of operations. We will actively communicate with the regulatory authorities and apply for the Audio-Visual License or complete the Audio-Visual Filing in a timely manner, when we are allowed to do so. See “Risk factors—Risks Relating to Our Business and Industry—Any lack of or failure to maintain requisite approvals, licenses or permits applicable to our business may have a material and adverse impact on our business, financial condition and results of operations, and compliance with applicable laws or regulations may require us to obtain additional approvals or licenses or change our current business model.”

On March 30, 2009, the State Administration of Radio, Film and Television or the SAPPFRFT promulgated the Notice on Strengthening the Administration of the Content of Internet Audio-Visual Programs (《關於加強互聯網視聽節目內容管理的通知》), which

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reiterates the pre-approval requirements for the internet audio-visual programs, including those on mobile network (if applicable), and prohibits internet audio-visual programs containing violence, pornography, gambling, terrorism, superstition, or other prohibited elements.

On January 2, 2014, the SAPPRFT promulgated the Supplementary Notice on Further Improving the Management of Internet Audio-Visual Programs such as Online Dramas and Micro Movies (《關於進一步完善網絡劇、微電影等網絡視聽節目管理的補充通知》), which requires institutions engaged in the production of Internet audio-visual programs such as online dramas and micro films shall obtain a Radio and Television Program Production and Operation Permit. An Internet-based audio-visual program service entity shall not broadcast online dramas, micro films and other Internet audio-visual programs produced by institutions that have not obtained the Radio and Television Program Production and Operation Permit. An Internet-based audio-visual program service entity can only forward programs uploaded by individuals who have verified their true identity information, and the programs must comply with relevant content management regulations. Internet audio-visual programs (including online dramas and micro films) shall be filed with the relevant competent authorities before broadcasting.

On March 16, 2018, the SAPPRFT promulgated the Notice on Further Standardizing the Communication Order of Internet Audio-Visual Programs (《關於進一步規範網絡視聽節目傳播秩序的通知》), which stipulates (including) audio-visual platforms shall not: (i) produce and disseminate programs that spoof and vilify classic literary and artistic works; (ii) re-edit, re-dub, re-subtitle or otherwise spoof classic literary and artistic works, radio, film and television programs, and network original audio-visual programs without authorization; and (iii) spread programs that have been edited and tampered with the original intention.

According to the Administrative Provisions on Network Audio and Video Information Services (《網絡音視頻信息服務管理規定》) promulgated by the CAC, the MCT, the NRTA, on November 18, 2019, which took into effect on January 1, 2020, network audio and video information service providers shall, in accordance with the provisions of the PRC Cybersecurity Law (《中華人民共和國網絡安全法》), authenticate users' real identity information based on organization code, identity card number, mobile phone number, etc. Network audio and video information service providers shall not provide information release services for users who fail to provide their real identity information. Network audio and video information service providers shall fulfill their responsibilities as subjects of information content security management, have in place professionals commensurate with their service scale, establish and improve their systems in respect of user registration, information release review, information security management, emergency response, education and training of practitioners, protection of minors, and protection of intellectual property rights. Network audio and video information service providers shall strengthen the management of the audio and video information released by network audio and video information service users, deploy and apply illegal and non-real audio and video identification technologies; if any audio and video information service user is found to produce, release or disseminate the information content prohibited by laws and regulations, the transmission of such information shall be

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ceased in accordance with the law or as agreed, and disposal measures such as deletion shall be taken to prevent the information from spreading, save relevant records, and report to administrations of cyberspace, culture and tourism, radio and television, etc.

On January 9, 2019, the China Netcasting Services Association promulgated the Network Short Video Platform Management Specification (《網絡短視頻平台管理規範》) and the Detailed Rules for the Censorship Standards for Online Short Video Content (《網絡短視頻內容審核標準細則》), as last amended on December 15, 2021, which clarifies that the network short video platform implements the program content review before broadcasting system, all short videos broadcast on the platform should be reviewed before broadcasting and the program shall not contain illegal or immoral content.

REGULATIONS RELATING TO PRODUCTION AND DISTRIBUTION OF RADIO AND TELEVISION PROGRAMS

On August 11, 1997, the State Council promulgated Administrative Regulations on Radio and Television (《廣播電視管理條例》), which came into effect on September 1, 1997 and were last amended on November 29, 2020. The establishment of the entities engaging in the production and management of radio television programs shall be subject to the approval of radio stations, television stations and the radio and television administrative department of the people's government at provincial level or above.

According to the Provisions for the Administration of the Production and Distribution of Radio and Television Programs (《廣播電視節目製作經營管理規定》) promulgated by the SAPPRFT on July 19, 2004, which took into effect on August 20, 2004 and was last amended on October 29, 2020, any entity that produces or operates radio or television programs must obtain a Radio and Television Program Production and Operation Permit. Entities holding such permits shall conduct their business within the permitted scope as provided in their permits. Entities engaging in the producing or operating radio or television programs without such permit are subject to the closure of business, confiscation of used tools, equipment and carriers, as well as a fine between RMB10,000 and RMB50,000.

In addition, under the Provisions for the Administration of the Production and Distribution of Radio and Television Programs and the Negative List, foreign-invested enterprises are not allowed to engage in the above-mentioned services.

The VIE has obtained a Radio and Television Program Production and Operation Permit for the production of radio and television programs, which remains in full force and effect as of the date of this document.

REGULATIONS RELATING TO ONLINE LIVE STREAMING SERVICES

On November 4, 2016, the CAC promulgated the Regulations for the Administration of Online Live Streaming Services (《互聯網直播服務管理規定》), or the Online Live Streaming Services Regulations, which became effective on December 1, 2016. The Online Live

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Streaming Services Regulations require providers of online live streaming services taking multiple measures when operating live streaming services, which includes (i) establishing a platform for censoring contents for live streaming, managing such contents based on category and level of user scale thereof, adding or broadcasting identification information of the platform for contents in the form of images/texts, video, and audio, and censoring news and information for live streaming and the interactions thereof prior to releasing them; (ii) authenticating real identity information of each user of online live streaming services based on mobile phone number in the principle of “real name in background, and willingness in foreground”; (iii) verifying real identity information of each online live-stream releaser, filing such information with local CAC branches in provinces, autonomous regions and centrally-administered municipalities on a classification basis, and providing relevant law enforcement authority with such information upon lawful request thereby; (iv) concluding a service agreement with any user of online live streaming services, defining rights and obligations of both sides, and requiring the user to comply with the laws, regulations and the platform convention; and (v) establishing a blacklist management system to prohibit any online live streaming services user included on the blacklist from registering another account, and reporting the blacklist to the CAC branch in the province, autonomous region or centrally-administered municipality where it is located.

According to the Online Live Streaming Services Regulations, where a provider of online live streaming services or an online live-stream releaser provides Internet-based news and information service without or beyond permission, the CAC branches in provinces, autonomous regions and centrally-administered municipalities shall impose punishment on the provider or the releaser in accordance with the Regulations for the Administration of Internet-based News and Information Services (《互聯網新聞信息服務管理規定》). The CAC and its local branches shall, ex officio, impose punishment according to law on offenders otherwise violating the Online Live Streaming Services Regulations, and such offenders shall be prosecuted for criminal liability according to law if such violation constitutes a crime. Where online live streaming services, which are provided through online performances and online audio-visual programs, violate relevant laws and regulations, the authorities concerned shall impose punishment in accordance with the laws. On September 2, 2016, the SAPPRFT promulgated the Notice of Issues Related to Strengthening the Management of Live Streaming Service of Online Audio-Visual Programs (《關於加強網絡視聽節目直播服務管理有關問題的通知》), which requires that the online audio-visual live streaming of cultural activities, sports, major political, military, economic, social and cultural activities of general social groups must hold appropriate Audio-Visual License and that the information about the special activities to be live stream must be filed with the Provincial Department of the SAPPRFT in advance.

According to the Measures for the Administration of Cyber Performance Business Operations (《網絡表演經營活動管理辦法》), promulgated by the Ministry of Culture, or MOC (currently known as the MCT), on December 2, 2016 and became effective on January 1, 2017, a cyber-performance business entity engaging in cyber performance business operations shall, in accordance with the Internet Culture Provisions, apply to the cultural administrative department at the provincial level for an Internet Culture Business License, or

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the ICB License, and the license shall specify the scope of its cyber performance. A cyber-performance business entity shall indicate the number of its ICB License in a conspicuous position on its homepage.

According to the Notice on Tightening the Administration of Online Live-streaming Services (《關於加強網絡直播服務管理工作的通知》) jointly promulgated by the MIIT and other five promulgation authorities on August 1, 2018, online live-streaming services providers shall fulfill the website ICP filing formalities with the competent department for telecommunications according to the law. Online live-streaming services providers involved in the operation of telecommunications services and Internet-based news information, online performances, live broadcast of internet audio-visual programs and other services shall apply to the relevant departments respectively for obtaining licenses for the operation of telecommunications services, Internet-based news information services, network cultural operations, and dissemination of audio-visual programs through information networks and shall complete record-filing formalities with the local public security authorities in accordance with the relevant regulations within 30 days of their live-streaming services being launched.

According to the Notice on Strengthening the Administration of the Online Show Live Streaming and E-commerce Live Streaming (《關於加強網絡秀場直播和電商直播管理的通知》) issued by the NRTA on November 12, 2020, with respect to platforms providing online show live streaming services or e-commerce live streaming services, the overall ratio of front-line content reviewers to online live streaming rooms shall be 1:50 or higher. A platform shall report the number of its live streaming rooms, streamers and content reviewers to the provincial branch of the NRTA on a quarterly basis. Online show live streaming platforms shall tag content and streamers by category. A streamer cannot change the category of the programs offered in his or her live streaming room without prior approval from the platform. Users that are minors or without real-name registration are forbidden from virtual gifting, and platforms shall limit the maximum amount of virtual gifting per time, per day, and per month. When the virtual gifting by a user reaches half of the daily/monthly limit, a consumption reminder from the platform and a confirmation from the user by text messages or other means are required before the next transaction. When the amount of virtual gifting by a user reaches the daily/monthly limit, the platform shall suspend the virtual gifting function for such user for that day or month.

In addition, on February 9, 2021, the MIIT, the MPS, the MCT and the NRTA and other three promulgation authorities jointly promulgated the Guiding Opinions on Strengthening the Standardized Administration of Online Live-streaming (《關於加強網絡直播規範管理工作的指導意見》), which requires that Live-streaming platforms carrying out profit-making online performances shall hold the Permit for Network Culture Business and go through ICP record-filing; live-streaming platforms carrying out online audio-visual program services shall hold the License for Online Transmission of Audio-Visual Programs (or complete registration with the national information registration management system for online audio-visual platforms) and go through ICP record-filing; and live-streaming platforms carrying out Internet news information services shall hold the Permit for Internet News Information Services. Online

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live-streaming platforms shall timely go through the enterprise record-filing formalities with local competent Governmental Authorities such as the cyberspace administration authorities, and platforms ceasing to provide live-streaming services shall timely cancel their record-filing.

On September 4, 1991, the SCNPC promulgated the Law of the PRC on the Protection of Minors (《中華人民共和國未成年人保護法》), or the Protection of Minors Law which came into effect on January 1, 1992 and were last amended on October 17, 2020. According to the Protection of Minors Law, online live-streaming service providers shall not provide minors under the age of 16 with the account registration service of online live-streaming publishers; when providing account registration service of online live-streaming publishers for minors reaching the age of 16, the service providers shall verify the identity information of the minors and obtain the consent of their parents or other guardians.

REGULATIONS RELATING TO INTERNET CULTURE ACTIVITIES

On May 10, 2003, the MOC promulgated the Interim Administrative Provisions on Internet Culture, or the Internet Culture Provisions (《互聯網文化管理暫行規定》), which became effective on July 1, 2003 and was last amended on December 15, 2017. The Internet Culture Provisions require Internet information services providers engaging in commercial “Internet culture activities” to file an application for establishment to the competent culture administration authorities for approval and obtain an Internet Culture Business Operating License from the MOC. “Internet cultural activity” is defined under the Internet Culture Provisions as an act of provision of internet cultural products and related services, which includes (i) the production, duplication, importation, and broadcasting of the internet cultural products; (ii) the online dissemination whereby cultural products are posted on the internet or transmitted via the internet to end-users, such as computers, fixed-line telephones, mobile phones, television sets and games machines, for online users’ browsing, use or downloading; and (iii) the exhibition and competition of the internet cultural products. For any organization that engages in commercial Internet culture activities without approval, the cultural administration authorities or the cultural market enforcement authorities of the people’s government above county level with jurisdiction shall order it to cease the commercial Internet culture activities, give it a warning and impose concurrently a fine less than RMB30,000 against it; if it refuses to cease the commercial Internet culture activities, it shall be blacklisted in the cultural market and be subject to punishment for dishonesty in accordance with the law.

In addition, according to the Negative List and Several Opinions on the Introduction of Foreign Investment in the Cultural Field (《關於文化領域引進外資的若干意見》), promulgated by the MOC and other four government authorities, foreign-invested enterprises are not allowed to engage in the above-mentioned Internet cultural activity.

On August 12, 2013, the MOC promulgated the Measures for the Administration of Content Self-Examination of Internet Culture Organizations (《網絡文化經營單位內容自審管理辦法》), which became effective on December 1, 2013. Before providing services to the public, Internet culture organizations shall examine the contents of Internet culture products

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and services. An Internet culture organization shall establish a content management system, clarify the responsibilities, standards, processes and accountability methods of content audit, and report to the administrative department of culture at the provincial level for record.

REGULATIONS RELATING TO INFORMATION SECURITY AND CENSORSHIP

Internet content in China is regulated and restricted from a state security standpoint. The SCNPC enacted the Decisions on the Maintenance of Internet Security (《關於維護互聯網安全的決定》) on December 28, 2000, which was last amended on August 27, 2009, providing that the following activities conducted through the internet are subject to criminal liabilities: (i) gaining improper entry into any of the computer information networks relating to state affairs, national defensive affairs, or cutting-edge science and technology; (ii) violation of relevant provisions of the State in the form of unauthorized interruption of any computer network or communication service, as a result of which the computer network or communication system cannot function normally; (iii) spreading rumor, slander or other harmful information via the internet for the purpose of inciting subversion of the state political power; (iv) stealing or divulging state secrets, intelligence or military secrets via internet; (v) spreading false or inappropriate commercial information; or (vi) infringing on the intellectual property.

On November 7, 2016, the SCNPC promulgated the PRC Cybersecurity Law (《中華人民共和國網絡安全法》), which became effective on June 1, 2017, pursuant to which, network operators shall comply with laws and regulations and fulfill their obligations to safeguard security of the network when conducting business and providing services. Those who provide services through networks including us shall take technical measures and other necessary measures pursuant to laws, regulations and compulsory national requirements to safeguard the safe and stable operation of the networks, respond to network security incidents effectively, prevent illegal and criminal activities, and maintain the integrity, confidentiality and usability of network data, and the network operator shall prevent network data from being divulged, stolen or falsified. In addition, any network operator to collect personal information shall follow the principles of legitimacy, rationality and necessity and shall not collect or use any personal information without due authorization of the person whose personal information is collected, and network operators of key information infrastructure shall store within the territory of the PRC all the personal information and important data collected and produced within the territory of PRC.

On June 22, 2007, the MPS, the National Administration of State Secrets Protection, the State Cipher Code Administration and the Information Office of the State Council (repealed) promulgated the Administrative Measures for the Graded Protection of Information Security (《信息安全等級保護管理辦法》), or the Measures for the Graded Protection, effective from June 22, 2007, pursuant to which, graded protection of the state information security shall follow the principle of “independent grading and independent protection”, and the security protection grade of an information system shall be determined according to such factors as its level of importance in national security, economic development and social livelihood as well as its level of damage to national security, social order, public interests and the legitimate rights

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and interests of citizens, legal persons and other organizations in case it is destroyed, accordingly the security protection grade of an information system may be classified into five grades. The entities operating the information systems shall determine the security protection grade of the information system pursuant to the Measures for the Graded Protection and the Guidelines for Grading of Classified Protection of Cyber Security (《信息系統安全等級保護定級指南》), and report the grade to the relevant department for examination and approval.

On April 13, 2020, the CAC, NDRC, MIIT and other nine promulgation authorities issued the Cybersecurity Review Measures (《網絡安全審查辦法》), effective on June 1, 2020, which stipulate that the cybersecurity review shall focus on the evaluation of possible risks to national security caused by the purchase of the network product or service, also provide for more detailed rules regarding cybersecurity review requirements. On December 28, 2021, the CAC, together with certain other PRC governmental authorities, jointly released the Revised Cybersecurity Review Measures, which took effect on February 15, 2022. Pursuant to the Revised Cybersecurity Review Measures, critical information infrastructure operators procuring network products and services and online platform operators conducting data processing activities that affect or may affect national security shall conduct a cybersecurity review. In particular, if operators of critical information infrastructure anticipate that its procurement of network products and services affect or may affect national security after the network products and services being put into use, it shall apply for cybersecurity review to the Cybersecurity Review Office. In addition, online platform operators possessing personal information of more than one million users seeking to be listed on a foreign stock exchange must apply for a cybersecurity review. If the relevant authorities believe that the network products or services or data processing activities of relevant operators affect or may affect national security, they may initiate the cybersecurity review against such operators. As advised by our PRC Legal Adviser, we are not subject to the aforementioned mandatory obligation of *ex ante* application for cybersecurity review on the basis that we have not been identified as a critical information infrastructure operator by relevant regulatory authorities and the Listing in Hong Kong is not “listing on a foreign stock exchange (國外上市)”. However, given the revised Cybersecurity Review Measures were recently promulgated, there are substantial uncertainties as to the interpretation, application and enforcement of the revised Cybersecurity Review Measures. We have undertaken a number of initiatives to reinforce our cybersecurity and data privacy protection standards. As of the date of this document, (i) we have implemented comprehensive policies and rules, taken necessary measures and developed a comprehensive internal control system on cybersecurity and data protection to prevent serious incidents and violations such as unauthorized access, theft, leakage, destruction, tampering, illegal use of personal information or other data, which are in compliance with the mandatory requirements of the currently effective PRC laws and regulations in all material respects; (ii) the user data we collect and generate during our business operation within the territory of mainland China is stored within the territory of mainland China, and our daily operations and the Listing are not involved in cross-border transfer of identified core data, important data or a large amount of personal information; and (iii) our PRC entities have not experienced any significant information security incidents related to the theft, leakage, destruction, illegal use, or illegal overseas transfer of data or personal information. As of the date of this document, (i) we have not been notified by any PRC government authorities of being classified as a critical

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information infrastructure operator which may be subject to cybersecurity review in certain circumstances that may affect national security in accordance with the revised Cybersecurity Review Measures; and (ii) there are no notification from any PRC government authorities stating any of our involvement in service, product or data processing activities affect or may affect national security and fall within the scope of cybersecurity review based on the factors set out in the revised Cybersecurity Review Measures. However, our PRC Legal Adviser has also advised us that, given that (i) there is no clear explanation or interpretations as to how to determine what constitutes “affecting national security” under the current effective PRC laws and regulations; (ii) the identification of critical information infrastructure operators and the scope of network products or services and data processing activities that affect or may affect national security remain unclear and are subject to interpretation by relevant PRC government authorities; and (iii) the PRC government authorities have discretion in interpreting the regulations, the PRC regulatory authorities may take a view that is contrary to the opinion of our PRC Legal Adviser.

On June 10, 2021, the SCNPC promulgated the PRC Data Security Law (《中華人民共和國數據安全法》), or the Data Security Law, which came into effect on September 1, 2021 and provides for a security review procedure for the data activities that may affect national security. It also introduces a data classification and hierarchical protection system based on the importance of data to economic and social development, as well as the degree of harm it will cause to national security, public interests, or legitimate rights and interests of individuals or organizations when such data is tampered with, destroyed, leaked, or illegally acquired or used. The appropriate level of protection measures is required to be taken for each respective category of data. We have been continually and systemically evaluating the effectiveness of our cybersecurity and data privacy practices, and have made great efforts to develop and implement policies, measures, and procedures to keep up with the ever-evolving cybersecurity and data protection regulatory landscape, including the following key areas:

- Updated data security policies and mechanism: we have devised, customized and updated our cybersecurity and data protection policies and measures to ensure our policies are up-to-date and our practices are in compliance with applicable laws and regulations in all material aspects.
- Standardized security risk management: we have conducted risk assessment through our self-developed data compliance platform for identifying vulnerabilities and assessing risks to our data assets, which reinforced our capabilities in implementing appropriate mitigation strategies and response procedures to eliminate data-related risks.
- Improved emergency response capabilities: we have built professional teams, formulated specific emergency response plans, conducted regular emergency response drills, and established liaison mechanisms with regulatory authorities.

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- Strengthened technical measures and optimized product functions: we have developed privacy compliance detection tools, intelligent anti-crawler technologies, and traceability technologies.
- Upgraded network security software and hardware facilities: we have increased investment in security facilities procurement and application.
- Protection of users' personal information rights and interests: we have further clarified the necessary scope of personal information collection, optimized user notification and authorization mechanism, and developed functions for better protecting users' personal information rights and interests.

On July 30, 2021, the PRC State Council promulgated the Regulations on Security Protection of Critical Information Infrastructure (《關鍵信息基礎設施安全保護條例》), which became effective on September 1, 2021. Pursuant to such regulations, “critical information infrastructure” shall mean any important network facilities or information systems of important industries or fields such as public communication and information service, energy, transportation, water conservation, finance, public services, government digital services and national defense science, and any other important network facilities or information systems which may seriously endanger national security, national economy, people’s livelihood and public interest in case of damage, function loss or data leakage. In addition, relevant administration departments of each critical industry and sector shall be responsible for formulating identification rules and determining the critical information infrastructure in the respective industry or field. The operators shall be informed about the final determination. As of the date of this document, no detailed implementation rules have been issued by the relevant governmental authorities, and we have not been informed by any governmental authority that we are a critical information infrastructure operator.

On November 14, 2021, the CAC published draft Regulations on the Administration of Network Data Security (solicitation for comment), or the Draft Regulations on Network Data Security (《網絡數據安全管理條例(徵求意見稿)》), for public comments, which provides that data processors conducting certain activities shall apply for cybersecurity review, among others, including: (i) merger, reorganization or division of online platform operators that have acquired a large amount of data related to national security, economic development or public interests affects or may affect national security; (ii) listing on a foreign stock exchange of data processors processing over one million individuals’ personal information; (iii) data processors’ listing in Hong Kong which affects or may affect national security; or (iv) other data processing activities that affect or may affect national security. However, as of the Latest Practicable Date, there have been no clarifications from the relevant authorities as to the standards for determining whether an activity “affects or may affect national security”. The provisions differentiate “listing on a foreign stock exchange (國外上市)” with “listing in Hong Kong”. For (ii), as advised by our PRC Legal Adviser, “listing in Hong Kong” does not fall under the scope of “listing on a foreign stock exchange (國外上市)”. Therefore, we are not subject to the mandatory obligation of ex ante application for cybersecurity review, if the Draft Regulations on Network Data Security is implemented in its current form. For (iii), see detailed

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discussion in relation to our compliance with the revised Cybersecurity Review Measures set forth under “—Regulations Relating to Information Security and Censorship”. As a result of the foregoing, the Draft Regulations on Network Data Security, if implemented in its current form, would not have a material adverse impact on the Listing. The Draft Regulations on Network Data Security also provide that operators of large internet platforms that set up headquarters, operation centers or R&D centers overseas shall report to the national cyberspace administration and competent authorities. In addition, the Draft Regulations on Network Data Security also requires that data processors processing important data or going public overseas shall conduct an annual data security self-assessment or entrust a data security service institution to do so, and submit the data security assessment report of the previous year to the local branch of CAC before January 31 each year. As of the date of this document, Draft Regulations on Network Data Security has not been formally adopted. Based on the circumstances set forth above, our PRC Legal Adviser and Directors are of the view that we are in compliance with the existing PRC laws and regulations on cybersecurity, data security and personal data protection in all material aspects, and if the Draft Regulations on Network Data Security were implemented in the current form, our Directors and our PRC Legal Adviser do not foresee any material impediments for us to comply with the requirements under the Draft Regulations on Network Data Security in all material aspects.

In addition, Online Recruitment Regulations provide that HR services agencies engaging in online recruitment services shall, in accordance with the requirements under the PRC laws and regulations related to national cybersecurity and cybersecurity graded protection systems, strengthen cybersecurity management, perform cybersecurity protection obligations, and adopt technical or other necessary measures to ensure the security of recruitment service network, information system and user s’ information. Moreover, HR services agencies shall establish and improve their users’ information protection system for online recruitment services, and shall not disclose, divulge, damage or illegally sell or provide to any person, such information as the citizen identification number, age, gender, address, contact information of an individual or any information on business situations of an employer. If such agencies provide any personal information or important data collected or generated within PRC to any overseas party due to their business operation, such provision shall abide by applicable PRC laws and regulations.

On July 7, 2022, the CAC issued the Measures for the Security Assessment of Outbound Data Transfers (《數據出境安全評估辦法》), which became effective on September 1, 2022. These measures require the data processor providing data overseas and falling under any of the following circumstances to apply for the security assessment of cross-border data transfer with the local provincial-level counterparts of the national cybersecurity authority: (i) where the data processor intends to provide important data overseas; (ii) where a critical information infrastructure operator and a data processor who has processed personal information of more than 1,000,000 individuals intends to provide personal information overseas; (iii) where a data processor who has provided personal information of 100,000 individuals or sensitive personal information of 10,000 individuals to overseas recipients, in each case as calculated cumulatively, since January 1 of the last year, intends to provide personal information overseas; and (iv) other circumstances where the security assessment of data cross-border transfer is required as prescribed by the CAC. Furthermore, the data processor shall conduct

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a self-assessment on the risk of data cross-border transfer prior to applying for the foregoing security assessment, under which the data processor shall focus on certain factors including, among others, the legitimacy, fairness and necessity of the purpose, scope and method of data cross-border transfer and the data processing of overseas recipients, the risks that the cross-border data transfer may bring to national security, public interests and the legitimate rights and interests of individuals or organizations as well as whether the cross-border data transfer related contracts or the other legally binding documents to be entered with overseas recipients have fully included the data security protection responsibilities and obligations. As advised by our PRC Legal Adviser, scenario (iii) is not applicable to us given the fact that as of the date of this document, we had not met the threshold as stipulated under circumstances. In addition, we have not received any notification from relevant regulatory authorities that identify us as a CHIO as stipulated under scenario (ii). Nonetheless, as advised by our PRC Legal Adviser, since the exact scope of “important data” as stipulated under scenario (i) remains uncertain and subject to further clarification, and the implementation under scenarios (ii) and (iv) are still subject to interpretation by relevant government authorities, there remains uncertainty as to how the new regulation will be applied and implemented. The user data we collect and generate during our business operation within mainland China is stored within mainland China, and we are not involved in any outbound transfer of our users’ data. Our daily operations and the Listing are not involved in outbound transfer of identified core data or important data. If we are required to report security assessments for cross-border data transfers, our PRC Legal Adviser does not foresee any material legal impediments for us to comply with the Measure for the Security Assessment of Outbound Data Transfers in material aspects, and would not give rise to material adverse impact on our business operation or the Listing. Solely based on the due diligence conducted by the Joint Sponsors (including but not limited to discussing with the PRC legal advisers of the Company and the Joint Sponsors, conducting expert due diligence with the PRC Legal Adviser and reviewing the legal opinions of the PRC Legal Adviser with assistance of the Joint Sponsors’ PRC legal advisers), and taking into account the uncertainties with respect to the enactment timetable, final content, interpretation and implementation as discussed above, nothing has come to the attention of the Joint Sponsors that would reasonably cause the Joint Sponsors to disagree with the PRC Legal Adviser that (i) the Group has implemented comprehensive policies and rules, taken necessary measures and developed a comprehensive internal control system on cybersecurity and data, which are in compliance with the mandatory requirements of the currently effective PRC laws and regulations in all material respects (ii) the PRC Legal Adviser does not foresee that the Cybersecurity Review Measures, the Draft Regulations on Network Data Security, if implemented in the current form, or the Measures for the Security Assessment of Outbound Data Transfers giving rise to material adverse impact on the Group’s business operation or the Listing.

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REGULATIONS RELATING TO PRIVACY PROTECTION

Pursuant to the Civil Code, the personal information of a natural person shall be protected by the law. Any organization or individual that need to obtain personal information of others shall obtain such information legally and ensure the safety of such information, and shall not illegally collect, use, process or transmit personal information of others, or illegally purchase or sell, provide or make public personal information of others.

On December 13, 2005, the MPS issued the Regulations on Technological Measures for Internet Security Protection (《互聯網安全保護技術措施規定》), or the Internet Protection Measures, which took effect on March 1, 2006. The Internet Protection Measures require Internet service providers including us to take proper measures including anti-virus, data back-up and other related measures, and to keep records of certain information about their users (including user registration information, log-in and log-out time, IP address, content and time of posts by users) for at least 60 days, and detect illegal information, stop transmission of such information, and keep relevant records. Internet services providers including us are prohibited from unauthorized disclosure of users' information to any third parties unless such disclosure is required by the laws and regulations. They are further required to establish management systems and take technological measures to safeguard the freedom and secrecy of the users' correspondences.

On December 28, 2012, the SCNPC promulgated the Decision on Strengthening Network Information Protection (《關於加強網絡信息保護的決定》) to enhance the legal protection of information security and privacy on the Internet. On July 16, 2013, the MIIT promulgated the Provisions on Protection of Personal Information of Telecommunication and Internet Users (《電信和互聯網用戶個人信息保護規定》), effective on September 1, 2013, to regulate the collection and use of users' personal information in the provision of telecommunication services and Internet information services in China and the personal information includes a user's name, birth date, identification card number, address, phone number, account name, password and other information that can be used for identifying a user. Telecommunication business operators and Internet service providers are required to constitute their own rules for the collecting and use of users' information and they cannot collect or use of user's information without users' consent. Telecommunication business operators and Internet service providers must specify the purposes, manners and scopes of information collection and uses, obtain consent of the relevant citizens, and keep the collected personal information confidential. Telecommunication business operators and Internet service providers are prohibited from disclosing, tampering with, damaging, selling or illegally providing others with, collected personal information. Telecommunication business operators and Internet service providers are required to take technical and other measures to prevent the collected personal information from any unauthorized disclosure, damage or loss.

On December 29, 2011, the MIIT promulgated the Several Provisions on Regulation of the Order of Internet Information Service Market (《規範互聯網信息服務市場秩序若干規定》), which became effective on March 15, 2012. The Provisions stipulate that without the consent of users, internet information service providers shall not collect information relevant

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to the users that can lead to the recognition of the identity of the users independently or in combination with other information (hereinafter referred to as “personal information of users”), nor shall they provide personal information of users to others, unless otherwise provided by laws and administrative regulations. The Provisions also requires that internet information service providers shall properly keep the personal information of users; if the preserved personal information of users is divulged or may possibly be divulged, internet information service providers shall immediately take remedial measures; where such incident causes or may cause serious consequences, they shall immediately report the same to the telecommunications administration authorities that grant them with the internet information service license or filing and cooperate in the investigation and disposal carried out by relevant departments. Failure to comply with such requirements may result in a fine between RMB10,000 and RMB30,000 and an announcement to the public. According to the PRC Cybersecurity Law, network operator shall not collect personal information irrelevant to the services it provides or collect or use personal information in violation of the provisions of laws or agreements between both parties.

On May 8, 2017, the Supreme People’s Court and the Supreme People’s Procuratorate released the Interpretations of the Supreme People’s Court and the Supreme People’s Procuratorate on Several Issues Concerning the Application of Law in the Handling of Criminal Cases Involving Infringement of Citizens’ Personal Information (《最高人民法院、最高人民檢察院關於辦理侵犯公民個人信息刑事案件適用法律若干問題的解釋》), or the Interpretations, effective from June 1, 2017. The Interpretations clarify several concepts regarding the crime of “infringement of citizens’ personal information” stipulated by Article 253A of the Criminal Law of the PRC (《中華人民共和國刑法》), including “citizen’s personal information”, “provision”, and “unlawful acquisition”. Also, the Interpretations specify the standards for determining “serious circumstances” and “particularly serious circumstances” of this crime.

On January 23, 2019, the Office of the Central Cyberspace Affairs Commission, the MIIT, the MPS, and the SAMR jointly issued an Announcement of Launching Special Crackdown Against Illegal Collection and Use of Personal Information by Apps (《關於開展App違法違規收集使用個人信息專項治理的公告》) to implement special rectification works against mobile Apps that collect and use personal information in violation of applicable laws and regulations, where business operators are prohibited from collecting personal information irrelevant to their services, or forcing users to give authorization in disguised manner.

On November 28, 2019, the CAC, the MIIT, the MPS and the SAMR jointly issued the Methods of Identifying Illegal Acts of Apps to Collect and Use Personal Information (《App違法違規收集使用個人信息行為認定方法》), effective on the same date. This regulation further specifies certain illegal practices of Apps operators in terms of personal information protection, including “failure to publicize rules for collecting and using personal information”, “failure to expressly state the purpose, manner and scope of collecting and using personal information”, “collection and use of personal information without consent of users of such App”, “collecting personal information irrelevant to the services provided by such App in

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violation of the principle of necessity”, “provision of personal information to others without users’ consent”, “failure to provide the function of deleting or correcting personal information in accordance with the law” and “failure to disclose information for complaints and reporting”.

On March 12, 2021, the MIIT, the CAC, the MPS and the SAMR jointly promulgated the Rules on the Scope of Necessary Personal Information for Common Types of Mobile Internet Applications (《常見類型移動互聯網應用程序必要個人信息範圍規定》), effective on May 1, 2021, which specifies that the scope of necessary personal information for job hunting and recruitment applications includes mobile phone numbers of registered users and resume provided by job seekers.

The Data Security Law specifies that the scope of the data almost includes all information records generated from every aspect of production, operation and management during the process of digital transformation of government affairs and enterprises, and requires that data shall be collected legally and properly and shall not be acquired by theft or other illegal means. An entity conducting data processing activities shall establish a sound data security management system throughout the whole process, organize data security education and training and take technical measures and other necessary measures to ensure the security of the information. In addition, data processing activities carried out through the Internet or any other information network shall be conducted on the basis of the graded protection system for cybersecurity. Risk monitoring shall be strengthened when data processing activities are conducted, and remedial measures shall be taken immediately upon discovery of any data security defect or bug. In case of data security incidents, disposal measures shall be taken immediately, users shall be timely notified in accordance with the relevant provisions and reports shall be made to the relevant competent authorities.

On August 20, 2021, the PRC Personal Information Protection Law (《中華人民共和國個人信息保護法》), or the PIPL, was passed by the SCNPC and became effective on November 1, 2021. The PIPL consolidates rules with respect to personal information rights and privacy protection and specifies the protection requirements for processing personal information and rules for processing sensitive personal information. The personal information of an individual shall be processed on the basis of having the consent of the data subject concerned or on some other legitimate basis. Only where there is a specific purpose and sufficient necessity, and under circumstances where strict protection measures are taken, may personal information processors process sensitive personal information. The processing of sensitive personal information of an individual shall be subject to the individual’s separate consent. Personal information processors shall be subject to the liability for personal information processing activities, and adopt necessary measures to safeguard the security of the personal information. Otherwise, the personal information processors will be subject to orders of the regulatory authorities to rectify their operations, suspend or terminate the provision of services, or confiscation of illegal income, fines or other penalties. For example, we provide services to many individual users who may upload personal information to our platform, which may be deemed to be sensitive personal information under the PIPL. The PIPL also strengthens the supervision of automatic decision making to protect the rights of individuals to obtain fair transaction terms and to strengthen the supervision of mobile

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applications, including: (i) requiring transparency, fairness and impartiality; (ii) banning automatic decision making that impose unreasonable preferential treatment on individuals in terms of transaction prices and other transaction conditions; (iii) setting forth individuals' right to opt out of automatic decision making; (iv) setting forth individuals' right to receive explanation of the process which could have significant impact on individuals' rights and interests and the right to not be subject to decisions based solely on automated processing when such decisions have significant impact on the individual. The processors using personal information for automatic decision making must ensure the transparency of the decision-making and fairness and impartiality of the results, and the automatic decision making must not be used to impose unreasonable differential treatment on individuals in terms of transaction prices and other transaction conditions. If the automatic decision making is used for information pushing or commercial marketing to individuals, processors must provide individuals with options that are not based on the individuals' personal characteristics, or convenient methods for the individuals to refuse such commercial marketing or information pushing. Such options may include, for example, providing a tab on the user interface to disable information pushing with one click, so that users do not have to receive information feed customized based on his or her personal characteristic features. In addition, if such decisions significantly affect the rights and interests of an individual, the individual can request processors to give explanations or refuse to accept the processors making decisions solely based on automatic decision making. We have explicitly informed our users of the basic principles and main operational mechanisms of our automatic decision making through the disclosure on our online platforms, and users' informed consent is obtained through the privacy policy. The basic principles and main operational mechanisms refer to our policies on automatic decision making which explicitly explain the factors and types of information we use for automatic decision making, the logic involved in such decision-making process, the likely outcome when users opt-out of the automatic decision making process and the handling procedures of users' complaint. We've provided users with a convenient option to switch off personalized recommendation services. When users choose to opt out the service, we immediately cease providing related services. As of the date of this document, we have not applied the algorithm recommendation technology prohibited or restricted by applicable laws and regulations to provide internet information services. During the Track Record Period, the regulatory requirement on automatic decision marking had no material impact on our business operations.

REGULATIONS RELATING TO ADVERTISEMENT

All commercial advertising activities for direct or indirect introduction of products or services promoted by product business operators or service providers via a certain medium and in a certain form within the territory of PRC are applied to the PRC Advertising Law (《中華人民共和國廣告法》), promulgated by the SCNPC on October 27, 1994 and as last amended and effective on April 29, 2021, which requires advertisers, advertising operators and advertising distributors to ensure that the content of the advertisements they produce or distribute are true and in full compliance with applicable laws and regulations and the content of the advertisement shall not contains the prohibited information including but not limited to (i) information harm the dignity or interests of the State or divulge the secrets of the State, (ii)

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information contain wordings such as “national level”, “highest level” and “best”, (iii) information contain ethnic, racial, religious, sexual discrimination. In addition, where a special government review is required for certain categories of advertisements before publishing, the advertisers, advertising operators and advertising distributors are obligated to confirm that such review has been duly performed and that the relevant approval has been obtained. Without prior consent or request, the advertisers, advertising operators and advertising distributors shall not deliver advertisement to any person’s accommodation or transportation. If the advertisers, advertising operators and advertising distributors display any pop-up advertisement, they shall show the close button clearly to make sure that the viewers can close the advertisement upon one-click. Violations of these regulations may result in penalties, including fines, confiscation of advertising income, orders to cease dissemination of the advertisements and orders to publish an advertisement correcting the misleading information. For serious violations, the SAMR, or its local branches may order the violator to terminate its advertising operations or even revoke its business license. Furthermore, advertisers, advertising operators or advertising distributors may be subject to civil liabilities if they infringe on the legal rights and interests of third parties.

Furthermore, the Interim Measures for Administration of Internet Advertising (《互聯網廣告管理暫行辦法》), or the Internet Advertisement Measures, adopted by the SAIC (currently known as the SAMR), and became effective on September 1, 2016, regulates any advertisement published on the Internet, including but not limited to, through websites, webpage and APPs, in the form of word, picture, audio and video and provides more detailed guidelines to the advertisers, advertising operators and advertising distributors. According to the Internet Advertisement Measures, Internet information service providers must stop any person from using their information services to publish illegal advertisements if they are aware of, or should reasonably be aware of, such illegal advertisements even though the Internet information service provider merely provides information services and is not involved in the Internet advertisement businesses.

In addition, according to the Provisions on Talent Market Administration (《人才市場管理規定》), the Talent Intermediary Services agencies are prohibited from publishing fake recruitment advertisement and violations would lead to penalties under the PRC Advertising Law, which includes fines, prohibition from advertising for a period of time or revocation of business licenses.

On November 1, 2021, the MIIT promulgated the Notice of the Ministry of Industry and Information Technology on Launching the Action for Improvements to the Perception of Information and Communications Services (《工業和信息化部關於開展信息通信服務感知提升行動的通知》), or the MIIT Notice. Under the MIIT Notice, internet enterprises shall set obvious and effective close buttons in the splash ads of their APPs.

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REGULATIONS RELATING TO INTELLECTUAL PROPERTY

Regulations on Patents

Pursuant to the Patent Law of the PRC (《中華人民共和國專利法》), or the Patent Law, which was issued by the SCNPC on March 12, 1984, and last revised on October 17, 2020 and became effective as of June 1, 2021, the State Intellectual Property Office is responsible for managing patent work of the whole nation. The patent management departments of the people's governments of each province, autonomous region and municipality directly under the central government are responsible for the patent management in their respective administrative regions. Chinese patent system adopts the principle of "prior application", i.e. where two or more applicants file applications for patent for the identical invention or creation respectively, the patent right shall be granted to the applicant whose application was filed first. If one wishes to file application for patent for invention or utility models, the following three standards must be met: novelty, creativity and practicability. The validity period of a patent for invention is 20 years, the validity period of utility models is 10 years, and the validity period of the design is 15 years. Others may use the patent after obtaining the permit or proper authorization of the patent holder, otherwise such behavior will constitute an infringing act of the patent right.

Regulations on Trademarks

Pursuant to the Trademark Law of the PRC (《中華人民共和國商標法》), or the Trademark Law, which was promulgated by the SCNPC on August 23, 1982 and last amended on April 23, 2019 and came into effect on November 1, 2019, the Implementation Regulations of the Trademark Law of PRC (《中華人民共和國商標法實施條例》) which was issued by the State Council on August 3, 2002 and last amended on April 29, 2014, and went into effect on May 1, 2014. The Trademark Office under the China National Intellectual Property Administration, or the Trademark Office, shall handle trademark registrations and grant a term of ten years to registered trademarks, which may be renewed for additional ten year period upon request from the trademark owner. The Trademark Law has adopted a "first-to-file" principle with respect to trademark registration. Where an application for trademark for which application for registration has been made is identical or similar to another trademark which has already been registered or is under preliminary examination and approval for use on the same kind of or similar commodities or services, the application for registration of such trademark may be rejected. Any person applying for the registration of a trademark may not prejudice the existing right of others, nor may any person register in advance a trademark that has already been used by another party and has already gained a "sufficient degree of reputation" through such party's use. A trademark registrant may, by entering into a trademark licensing contract, license another party to use its registered trademark. Where another party is licensed to use a registered trademark, the licensor shall report the license to the Trademark Office for recordation, and the Trademark Office shall publish it. An unrecorded license may not be used as a defense against a third party in good faith.

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Regulations on Copyrights

Pursuant to the Copyright Law of the PRC (《中華人民共和國著作權法》) promulgated by the SCNPC on September 7, 1990 and last amended on November 11, 2020 and became effective as of June 1, 2021, Chinese citizens, legal persons or other entities shall, whether published or not, enjoy copyright in their works, which include, among others, works of literature, art, natural science, social science, engineering technology and computer software created in writing or oral or other forms. Copyright holders can enjoy multiple rights, including the right of publication, the right of authorship and the right of reproduction.

Pursuant to the Regulation on Computers Software Protection (《計算機軟件保護條例》) promulgated on June 4, 1991 by the State Council and last amended on January 30, 2013 and the Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》) promulgated in 1992 and last amended by the National Copyright Administration on February 20, 2002, the National Copyright Administration is mainly responsible for the registration and management of software copyright in China and recognizes the China Copyright Protection Center as the software registration organization. The China Copyright Protection Center shall grant certificates of registration to computer software copyright applicants in compliance with the regulations of the Measures for the Registration of Computer Software Copyright and the Regulation on Computers Software Protection.

Regulations on Domain Names

Pursuant to the Measures for the Administration of Internet Domain Names (《互聯網域名管理辦法》) promulgated by MIIT on August 24, 2017 and became effective on November 1, 2017, domain name shall refer to the character mark of hierarchical structure, which identifies and locates a computer on the Internet and corresponds to the Internet Protocol address of that computer. The MIIT supervises and administers the domain name services in the PRC. The registration for domain names such as the first-tier domain name “.cn” follows the principle of “first application, first registration”. An applicant for registration of domain name shall provide information for the registration of domain name such as the true, accurate and complete information on the identity of the domain name holder to the domain name registration service authority. After completion of the registration procedures, the applicant will become the holder of the relevant domain name. Any registration and use of domain names by organizations and individuals shall abide by the requirements of the Measures for the Administration of Internet Domain Names, and any registrations and uses of domain names in breach of the said Measures constitutes an offence and is subject to criminal liability.

REGULATIONS RELATING TO FOREIGN EXCHANGE

Regulations on Foreign Currency Exchange

The principal regulations governing foreign currency exchange in China are the Foreign Exchange Administration Regulations (《中華人民共和國外匯管理條例》), as last amended on August 5, 2008, or the FEA Regulations. Pursuant to the FEA Regulations, international

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payments in foreign exchange and the transfer of foreign exchange under the current account items shall not be subject to any state control or restriction when complying with certain procedural requirements. In contrast, the conversion of RMB into foreign currencies and remittance of the converted foreign currency outside the PRC for the purpose of capital account items, such as direct equity investments, loans and repatriation of investment, requires prior approval from SAFE or its local branches.

According to the Circular of SAFE on Further Improving and Adjusting the Foreign Exchange Policies on Direct Investment (《國家外匯管理局關於進一步改進和調整直接投資外匯管理政策的通知》) and its appendix, the Operating Rules for Foreign Exchange Issues with Regard to Direct Investment under Capital Account (《資本項目直接投資外匯業務操作指引》), promulgated by the SAFE on November 19, 2012 and last amended on December 30, 2019, foreign exchange control measures related to foreign direct investment are improved, such as (i) the open of and payment into the foreign exchange account related to direct investment are no longer subject to approval by SAFE; (ii) reinvestment with legal income of foreign investors in China is no longer subject to approval by SAFE; (iii) purchase and external payment of foreign exchange related to foreign direct investment are no longer subject to approval by SAFE. Later, on February 13, 2015, SAFE issued the Circular on Further Simplifying and Improving Foreign Exchange Administration Policies in Respect of Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》), or SAFE Circular 13, effective from June 1, 2015, providing that the bank, instead of SAFE, can directly handle the foreign exchange registration and approval for foreign direct investment and SAFE and its branches.

SAFE released the Notice of the SAFE on Reforming the Mode of Management of Settlement of Foreign Exchange Capital of Foreign Invested Enterprises (《關於改革外商投資企業外匯資本金結匯管理方式的通知》), or SAFE Circular 19, on March 30, 2015, which came into force on June 1, 2015. Under SAFE Circular 19, a foreign invested enterprise, within the registered scope of business, may settle their foreign exchange capital following a principal of authenticity on a discretionary basis according to the actual needs of their business operation, and the RMB capital so converted can be used for equity investments within the PRC, which will be regarded as the reinvestment of foreign-invested enterprise, provided that such foreign invested enterprises are not registered as an enterprises mainly engaged in investment business, including foreign investment companies, foreign funded venture capital enterprises and foreign funded equity investment enterprises. The RMB converted from the foreign exchange capital will be kept in a designated account and is not allowed to be used directly or indirectly for purposes beyond its business scope or used to provide RMB entrusted loans (unless permitted within its registered business scope), repayment of inter-company loans (including third-party advances), and repayment of bank RMB loans that have been re-loaned to third parties, and other uses expressly forbidden under SAFE Circular 19.

The Circular of the SAFE on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》), or the SAFE Circular 16, was promulgated by the SAFE and became effective on June 9, 2016. According to the SAFE Circular 16, enterprises registered

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in PRC may also convert their foreign debts from foreign currency into RMB on self-discretionary basis. The SAFE Circular 16 provides an integrated standard for conversion of foreign exchange under capital account items (including but not limited to foreign currency capital and foreign debts) on self-discretionary basis, which applies to all enterprises registered in the PRC. The SAFE Circular 16 reiterates the principle that RMB converted from foreign currency-denominated capital of a company may not be directly or indirectly used for purposes beyond its business scope and may not be used for investments in securities or other investment excluding banks' principal-secured financing products within the PRC unless otherwise specifically provided. Besides, the converted RMB shall not be used to make loans for non-affiliated enterprises unless it is permitted within the business scope or to build or to purchase any real estate that is not for the enterprise's own use unless it is a real estate enterprise.

On October 23, 2019, SAFE issued the Notice by the SAFE of Further Facilitating Cross-border Trade and Investment (《國家外匯管理局關於進一步促進跨境貿易投資便利化的通知》), or SAFE Circular 28, which cancels the restrictions on domestic equity investments by capital fund of non-investment foreign invested enterprises and allows non-investment foreign invested enterprises to use their capital funds to lawfully make equity investments in China, provided that such investments do not violate the Negative List and the target investment projects are genuine and in compliance with laws.

According to the Circular on Optimizing Administration of Foreign Exchange to Support the Development of Foreign-related Business (《國家外匯管理局關於優化外匯管理支持涉外業務發展的通知》), or Circular 8, issued by the SAFE on April 10, 2020, eligible enterprises are allowed to make domestic payments by using their capital funds, foreign credits and the income under capital accounts of overseas listing, with no need to provide the evidentiary materials concerning authenticity of such capital for banks in advance, provided that their capital use shall be authentic and in line with provisions, and conform to the prevailing administrative regulations on the use of income under capital accounts. The concerned bank shall conduct spot checking in accordance with the relevant requirements. The interpretation and implementation in practice of SAFE Circular 28 and Circular 8 are still subject to substantial uncertainties given they are newly issued regulations.

Regulations on Foreign Exchange Registration of Overseas Investment by PRC Residents

On July 4, 2014, SAFE issued the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Offshore Investment and Financing and Roundtrip Investment Through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》), or SAFE Circular 37, to regulate foreign exchange matters in relation to the use of Special Purpose Vehicles, or SPVs, by PRC residents or entities to seek offshore investment and financing or conduct round trip investment in China.

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Pursuant to SAFE Circular 37, an SPV refers to an overseas enterprise directly formed or indirectly controlled for investment or financing purposes by a domestic resident (domestic institution or domestic individual resident) with the assets or interests it legally holds overseas or in a domestic enterprise, while “round trip investment” refers to the direct investments made in China by domestic residents directly or indirectly through SPVs, namely, the behavior of establishing foreign invested enterprises or projects in China by formation, acquisition, merger, or any other means, and acquiring interests, such as ownership, control, or operating right, in them. SAFE Circular 37 provides that, before making contribution into an SPV, PRC residents are required to complete foreign exchange registration with SAFE or its local branch according to SAFE Circular 37 and applicable currently effective SAFE regulations. According to the SAFE Circular 13, local banks, instead of SAFE, will examine and handle foreign exchange registration for overseas direct investment, including the initial foreign exchange registration and amendment registration.

Failure to comply with the registration procedures set forth in SAFE Circular 37 and the subsequent notice, or making misrepresentation on or failure to disclose controllers of the foreign invested enterprise that is established through round-trip investment, may result in restrictions imposed on the foreign exchange activities of the relevant foreign invested enterprise, including payment of dividends and other distributions, such as proceeds from any reduction in capital, share transfer or liquidation, to its offshore parent or affiliate, and the capital inflow from the offshore parent, and may also subject relevant PRC residents or entities to penalties under PRC foreign exchange administration regulations.

We have used our best efforts to notify PRC residents (domestic institution or domestic individual resident) who directly or indirectly hold shares in our Cayman Islands holding company and who are known to us as being PRC residents to complete the foreign exchange registrations. However, we may not at all times be fully aware or informed of the identities of all our shareholders or beneficial owners, and we cannot compel them to comply with SAFE registration requirements. See “Risk factors—Risks Relating to Doing Business in China—PRC regulations relating to offshore investment activities by PRC residents may limit our PRC subsidiaries’ ability to increase their registered capital or distribute profits to us or otherwise expose us or our PRC resident beneficial owners to liability and penalties under PRC law.”

Regulations on Stock Incentive Plans

Pursuant to the Notice on Issues Concerning the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas Publicly Listed Company (《國家外匯管理局關於境內個人參與境外上市公司股權激勵計劃外匯管理有關問題的通知》), or the SAFE Circular 7, issued by SAFE on February 15, 2012, employees, directors, supervisors and other senior management participating in any stock incentive plan of an overseas publicly listed company who are PRC citizens or who are non-PRC citizens residing in China for a continuous period of not less than one year, subject to a few exceptions, are required to register with SAFE through a domestic qualified agent, which could be a PRC subsidiary of such overseas listed company, and complete certain other procedures. Failure to

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complete the SAFE registrations may subject them to fines and legal sanctions and may also limit their ability to contribute additional capital into their wholly foreign owned subsidiaries in China and limit these subsidiaries' ability to distribute dividends to them. The domestic agents shall, on behalf of the PRC residents who have the right to exercise the employee share options, apply to SAFE or its local branches for an annual quota for the payment of foreign currencies in connection with the PRC residents' exercise of the employee share options. The foreign exchange proceeds received by the PRC residents from the sale of shares under the stock incentive plans granted and dividends distributed by the overseas listed companies must be remitted into the bank accounts in the PRC established by the domestic agents before distribution to such PRC residents. In addition, the domestic agents shall quarterly submit the form for record-filing of information of the Domestic Individuals Participating in the Stock Incentive Plans of Overseas Listed Companies with SAFE or its local branches. Our stock incentive plan has been registered with the Sanya branch of SAFE through Hainan Huapin Borui Network Technology Co., Ltd. as the domestic agent under the SAFE Circular 7. In addition, the domestic agents are required to amend the SAFE registration with respect to the stock incentive plan if there is any material change to the stock incentive plan.

In addition, the SAT has issued circulars concerning stock incentive plan including share option and restricted shares, under which the income derived from such stock incentive plan by our employees who are PRC resident individuals under PRC Individual Income Tax Law (2018 Revision) will be subject to PRC individual income tax. Our PRC subsidiaries and VIE have obligations to file documents related to such stock incentive plan with relevant tax authorities and to withhold individual income taxes of those employees for their income derived from the stock incentive plan. If our employees fail to pay or if we fail to withhold their income taxes as required by relevant laws and regulations, we may face sanctions imposed by the PRC tax authorities or other PRC Government Authorities.

REGULATIONS RELATING TO DIVIDEND DISTRIBUTION

The principal laws, rules and regulations governing dividend distributions by foreign-invested enterprises in the PRC are the Company Law and the Foreign Investment Law and its Implementing Regulations. Under these requirements, foreign-invested enterprises may pay dividends only out of their accumulated profit, if any, as determined in accordance with PRC accounting standards and regulations. A PRC company is required to allocate at least 10% of their respective accumulated after-tax profits each year, if any, to fund certain capital reserve funds until the aggregate amount of these reserve funds have reached 50% of the registered capital of the enterprises. A PRC company is not permitted to distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

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REGULATIONS ON OVERSEAS OFFERING AND LISTING

On July 6, 2021, the relevant PRC government authorities issued Opinions on Strictly Cracking Down Illegal Securities Activities in Accordance with the Law (《關於依法從嚴打擊證券違法活動的意見》), which emphasizes the need to strengthen the administration over illegal securities activities and the supervision on overseas listed Chinese companies and proposed to take effective measures, such as promoting the construction of relevant regulatory systems as well as amendments to relevant regulations to deal with the risks and incidents faced by overseas listed Chinese companies.

On December 24, 2021, the CSRC issued the draft Provisions of the State Council on the Administration of Overseas Securities Offering and Listing by Domestic Companies (《國務院關於境內企業境外發行證券和上市的管理規定(草案徵求意見稿)》), or the Draft Provisions, and the draft Administration Measures for the Filing of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市備案管理辦法(徵求意見稿)》), or the Draft Administration Measures together with the Draft Provisions, the “Draft Overseas Listing Regulations”, for public comments. The Draft Overseas Listing Regulations require that PRC domestic companies which directly or indirectly seek to offer and list their securities in an overseas market, including a PRC company limited by shares and an offshore company whose main business operations are in China and intends to offer securities and be listed in an overseas market based on its onshore equities, assets, incomes or other similar interests, are required to file with the CSRC within three business days after submitting their application documents. Failure to complete the filing under the Draft Provision may subject a PRC domestic company to a warning and a fine of RMB1 million to RMB10 million. In the event of a serious violation of such provisions, the PRC domestic company may be ordered to discontinue the related business or suspend its operations for rectification, and its permits or business licenses may be revoked. The controlling shareholders, actual controllers, directors, supervisors and senior executives of the PRC domestic companies may be given a warning and be separately or concurrently subject to a fine of not less than RMB500,000 but not more than RMB5 million. The Draft Administration Measures also set forth certain circumstances where overseas offerings and listings by domestic enterprises shall be prohibited, including overseas offerings and listings that (i) are explicitly prohibited by specific laws and regulations, or (ii) constitute threat to or endanger national security and involve material ownership disputes, where (i) the PRC domestic companies, their controlling shareholder or actual controller are involved in certain criminal offences, or (ii) the directors, supervisors and senior management of the issuer are involved in certain criminal offences or subject to administrative penalties. As of the date of this document, it is still uncertain when the final versions of these new provisions and measures will be issued and take effect, how they will be enacted, interpreted or implemented, and whether they will affect us.

If the Draft Overseas Listing Regulations become effective in their current form before the Listing, our PRC Legal Adviser is of the view that we may be required to complete the filing procedures with the CSRC in connection with this Listing. Based on the facts that (i) as of the Latest Practicable Date, (a) we had not received any decision, inquiry, notice, warning or sanction from competent authorities stating that the Listing will threaten or endanger

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national security; (b) we had not been involved in any material ownership disputes, such as those relating to the equity, major assets and key technologies; (c) none of us, our Controlling Shareholders or ultimate controllers had committed any crime of corruption, bribery, appropriation or misappropriation of property, or disturbance of the order of the socialist market economy in the past three years; (d) none of us, our Controlling Shareholders or ultimate controllers were involved in any investigation due to criminal behaviors or material non-compliance in the past three years; and (e) none of our directors, supervisors, senior management had been imposed any serious administrative penalty or were involved in investigation due to any criminal behaviors or material non-compliance under the PRC laws in the past three years; and (ii) we will continuously pay close attention to the Draft Overseas Listing Regulations and other legislative and regulatory development in overseas listing, and implement all necessary measures in a timely manner to ensure continuous compliance with relevant laws and regulations, our PRC Legal Adviser does not foresee any material impediment for us to comply with the Draft Overseas Listing Regulations, or any material legal impediment for us to complete the filing with the CSRC in all material respects. Further, our PRC Legal Adviser advises that the Draft Overseas Listing Regulations do not raise additional compliance requirements for the business operations of PRC domestic companies and allow PRC domestic companies with a VIE structure which comply with applicable PRC laws and regulations to conduct overseas offerings and listings. During the Track Record Period and up to the Latest Practicable Date, we had not received any decisions, inquiries, notices, warnings, sanctions, or any other concerns from any PRC authorities (including the CSRC) with respect to our listing plan or VIE structure. Based on the above, our Directors and our PRC Legal Adviser do not foresee the Draft Overseas Listing Regulations to have any material adverse impact on our business operations, Contractual Arrangements and the Listing if they become effective in their current forms and are of the view that the Contractual Arrangements are expected to remain compliant after the Draft Overseas Listing Regulations come into effect in their current form. Solely based on such due diligence conducted by the Joint Sponsors (including but not limited to discussing with the PRC legal advisers of the Company and the Joint Sponsors, conducting expert due diligence with the PRC Legal Adviser and reviewing the legal opinion of the PRC Legal Adviser with assistance of the Joint Sponsors' PRC legal advisers), and taking into account the uncertainties with respect to the enactment timetable, final content, interpretation and implementation as discussed above, nothing has come to the attention of the Joint Sponsors that would reasonably cause the Joint Sponsors to disagree with (i) the PRC Legal Adviser's view that the Draft Overseas Listing Regulations do not raise additional compliance requirements for the business operations of PRC domestic companies and allow PRC domestic companies with a VIE structure which comply with applicable PRC laws and regulations to conduct overseas offerings and listings, and (ii) the Directors' and the PRC Legal Adviser's view that it is not foreseen that the Draft Overseas Listing Regulations have any material adverse impact on the Group's business operations, Contractual Arrangements and the Listing if Draft Overseas Listing Regulations become effective in their current forms.

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REGULATIONS RELATING TO EMPLOYMENT AND SOCIAL WELFARE

Regulations on Employment

The major PRC laws and regulations that govern employment relationship are the PRC Labor Law (《中華人民共和國勞動法》), or the Labor Law, promulgated by the SCNPC on July 5, 1994, came into effect on January 1, 1995 and last revised on December 29, 2018, and the PRC Labor Contract Law (《中華人民共和國勞動合同法》), or the Labor Contract Law, promulgated by the SCNPC on June 29, 2007 and became effective on January 1, 2008, and then amended on December 28, 2012 and became effective on July 1, 2013, and the Implementation Rules of the Labor Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》), issued by the State Council on September 18, 2008 and came into effect on the same day. According to the aforementioned laws and regulations, labor relationships between employers and employees must be executed in written form. The laws and regulations above impose stringent requirements on the employers in relation to entering into fixed-term employment contracts, hiring of temporary employees and dismissal of employees. As prescribed under the laws and regulations, employers shall ensure its employees have the right to rest and the right to receive wages no lower than the local minimum wages. Employers must establish a system for labor safety and sanitation that strictly abide by state standards and provide relevant education to its employees. Violations of the Labor Contract Law and the Labor Law may result in the imposition of fines and other administrative liabilities and/or incur criminal liabilities in the case of serious violations.

Regulations on Social Insurance and Housing Fund

According to the Social Insurance Law of PRC (《中華人民共和國社會保險法》), which was issued by the SCNPC on October 28, 2010 and came into effect on July 1, 2011 and was last revised on December 29, 2018, enterprises and institutions in the PRC shall provide their employees with welfare schemes covering pension insurance, unemployment insurance, maternity insurance, occupational injury insurance, medical insurance and other welfare plans. The employer shall apply to the local social insurance agency for social insurance registration within 30 days from the date of its formation. And it shall, within 30 days from the date of employment, apply to the social insurance agency for social insurance registration for the employee. Any employer who violates the regulations above shall be ordered to make correction within a prescribed time limit; if the employer fails to rectify within the time limit, the employer and its directly liable person will be fined. Meanwhile, the Interim Regulation on the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》), issued by the State Council on January 22, 1999 and came into effect on the same day and was recently revised on March 24, 2019, prescribes the details concerning the social securities.

Apart from the general provisions about social insurance, specific provisions on various types of insurance are set out in the Regulation on Work-Related Injury Insurance (《工傷保險條例》), issued by the State Council on April 27, 2003, came into effect on January 1, 2004 and revised on December 20, 2010, the Regulations on Unemployment Insurance (《失業保險條例》), issued by the State Council on January 22, 1999 and came into effect on the same day,

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the Trial Measures on Employee Maternity Insurance of Enterprises (《企業職工生育保險試行辦法》), issued by the Ministry of Labor (currently known as MOHRSS) on December 14, 1994 and came into effect on January 1, 1995. Enterprises subject to these regulations shall provide their employees with the corresponding insurance.

According to the Regulation Concerning the Administration of Housing Provident Fund (《住房公積金管理條例》), implemented since April 3, 1999 and last amended on March 24, 2019, any newly established entity shall make deposit registration at the housing accumulation fund management center within 30 days as of its establishment. After that, the entity shall open a housing accumulation fund account for its employees in an entrusted bank. Within 30 days as of the date an employee is recruited, the entity shall make deposit registration at the housing accumulation fund management center and seal up the employee's housing accumulation fund account in the bank mentioned above within 30 days from termination of the employment relationship.

Any entity that fails to make deposit registration of the housing accumulation fund or fails to open a housing accumulation fund account for its employees shall be ordered to complete the relevant procedures within a prescribed time limit. Any entity failing to complete the relevant procedure within the time limit will be fined RMB10,000 to RMB50,000. Any entity fails to make payment of housing provident fund within the time limit or has shortfall in payment of housing provident fund will be ordered to make the payment or make up the shortfall within the prescribed time limit, otherwise, the housing provident management center is entitled to apply for compulsory enforcement with the People's Court. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material shortfalls in relation to the contributions to social insurance and housing provident funds.

REGULATIONS RELATING TO TAX

Regulations on Dividend Withholding Tax

The Enterprise Income Tax Law of PRC (《中華人民共和國企業所得稅法》), or the EIT Law, was promulgated by the NPC on March 16, 2007, became effective on January 1, 2008 and last amended on December 29, 2018. According to EIT Law and the Regulation on the Implementation of the Enterprise Income Tax Law (《中華人民共和國企業所得稅法實施條例》), or the Implementing Rules, which was issued on December 6, 2007, became effective on January 1, 2008 and further amended on April 23, 2019, dividends generated after January 1, 2008 and payable by a foreign-invested enterprise in China to its foreign enterprise investors are subject to a 10% withholding tax, unless any such foreign enterprise investor's jurisdiction of incorporation has a tax treaty with China that provides for a preferential withholding arrangement. According to the Notice of the SAT on Negotiated Reduction of Dividends and Interest Rates (《國家稅務總局關於下發協定股息稅率情況一覽表的通知》) issued on January 29, 2008 and revised on February 29, 2008, and the Arrangement between Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》), or Double Tax Avoidance Arrangement, which

REGULATIONS

was issued by SAT on August 21, 2006 and were subsequently amended in 2008, 2011, 2016 and 2019, the withholding tax rate in respect of the payment of dividends by a PRC enterprise to a Hong Kong enterprise may be reduced to 5% from a standard rate of 10% if the Hong Kong enterprise directly holds at least 25% of the PRC enterprise and certain other conditions are met, including: (i) the Hong Kong enterprise must directly own the required percentage of equity interests and voting rights in the PRC resident enterprise; and (ii) the Hong Kong enterprise must have directly owned such required percentage in the PRC resident enterprise throughout the 12 months prior to receiving the dividends. However, based on the Circular on Certain Issues with Respect to the Enforcement of Dividend Provisions in Tax Treaties (《關於執行稅收協定股息條款有關問題的通知》) issued and became effective on February 20, 2009 by the SAT, if the relevant PRC tax authorities determine, in their discretion, that a company benefits from such reduced income tax rate due to a structure or arrangement that is primarily tax-driven, such PRC tax authorities may adjust the preferential tax treatment; and based on the Announcement on Certain Issues with Respect to the “Beneficial Owner” in Tax Treaties (《關於稅收協定中“受益所有人”有關問題的公告》) issued by the SAT on February 3, 2018 and became effective on April 1, 2018, if an applicant’s business activities do not constitute substantive business activities, it could result in the negative determination of the applicant’s status as a “beneficial owner”, and consequently, the applicant could be precluded from enjoying the above-mentioned reduced income tax rate of 5% under the Double Tax Avoidance Arrangement.

Regulations on Enterprise Income Tax

The EIT Law and the Implementing Rules impose a uniform 25% enterprise income tax rate to both foreign-invested and domestic enterprises, except where tax incentives are granted to special industries and projects. Among other tax incentives, the preferential tax treatment continues as long as an enterprise can retain its “High and New Technology Enterprise” status.

Under the EIT Law, an enterprise established outside China with “de facto management bodies” within China is considered a “resident enterprise” for PRC enterprise income tax purposes and is generally subject to a uniform 25% enterprise income tax rate on its worldwide income. The Notice Regarding the Determination of PRC-Controlled Offshore Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies (《國家稅務總局關於境外註冊中資控股企業依據實際管理機構標準認定為居民企業有關問題的通知》), which was promulgated by the SAT on April 22, 2009, became effective on January 1, 2008 and last amended on December 29, 2017, and the Announcement of the State Administration of Taxation on Issues concerning the Determination of Resident Enterprises Based on the Standards of Actual Management Institutions (《關於依據實際管理機構標準實施居民企業認定有關問題的公告》), which was issued by SAT on January 29, 2014 and became effective on the same date, set out the standards used to classify certain PRC invested enterprises controlled by PRC enterprises or PRC enterprise groups and established outside of China as “resident enterprises”, which also clarified that dividends and other income paid by such PRC “resident enterprises” will be considered PRC source income and subject to PRC withholding tax, currently at a rate of 10%, when paid to non PRC enterprise shareholders. This notice also subjects such PRC “resident enterprises” to various reporting requirements with the

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PRC tax authorities. Under the Implementing Rules, a “de facto management body” is defined as a body that has material and overall management and control over the manufacturing and business operations, personnel and human resources, finances and properties of an enterprise.

Bulletin on Issues Concerning the Withholding of Non-PRC Resident Enterprise Income Tax at Source (《關於非居民企業所得稅源泉扣繳有關問題的公告》), or SAT Bulletin 37, was issued by the SAT on October 17, 2017, and became effective on December 1, 2017. SAT Bulletin 37 replaced the Notice on Strengthening Administration of Enterprise Income Tax for Share Transfers by Non-PRC Resident Enterprises (《國家稅務總局關於加強非居民企業股權轉讓所得企業所得稅管理的通知》), issued by the SAT on December 10, 2009 and became effective on January 1, 2008, and partially replaced and supplemented the rules under the Bulletin on Issues of Enterprise Income Tax on Indirect Transfers of Assets by Non-PRC Resident Enterprises (《國家稅務總局關於非居民企業間接轉讓財產企業所得稅若干問題的公告》), or SAT Bulletin 7, issued by the SAT, on February 3, 2015 and became effective on the same date. Under SAT Bulletin 7, an “indirect transfer” of assets, including equity interests in a PRC resident enterprise, by non-PRC resident enterprises may be re-characterized and treated as a direct transfer of PRC taxable assets, if such arrangement does not have a reasonable commercial purpose and was established for the purpose of avoiding payment of PRC enterprise income tax. As a result, gains derived from such indirect transfer may be subject to PRC enterprise income tax. In respect of an indirect offshore transfer of assets of a PRC establishment, the relevant gain is to be regarded as effectively connected with the PRC establishment and therefore included in its enterprise income tax filing, and would consequently be subject to PRC enterprise income tax at a rate of 25%. Where the underlying transfer relates to the real properties in China or to equity investments in a PRC resident enterprise, which is not effectively connected to a PRC establishment of a non-resident enterprise, a PRC enterprise income tax at 10% would apply, subject to available preferential tax treatment under applicable tax treaties or similar arrangements, and the party who is obligated to make the transfer payments bears the withholding obligation. Pursuant to SAT Bulletin 37, the withholding party shall declare and pay the withheld tax to the competent tax authority in the place where such withholding party is located within 7 days from the date of occurrence of the withholding obligation. Both SAT Bulletin 37 and SAT Bulletin 7 do not apply to transactions of sale of shares by investors through a public stock exchange where such shares were acquired from a transaction through a public stock exchange.

Regulations on Value-added Tax

The Provisional Regulations of the PRC on Value-added Tax (《中華人民共和國增值稅暫行條例》), or the VAT Regulations, were promulgated by the State Council on December 13, 1993 and came into effect on January 1, 1994, and were subsequently amended in 2008, 2016 and 2017. The Detailed Rules for the Implementation of the Provisional Regulations of the PRC on Value-added Tax (Revised in 2011) (《中華人民共和國增值稅暫行條例實施細則(2011年修訂)》) was promulgated by the MOF, on December 25, 1993 and subsequently amended on December 15, 2008 and October 28, 2011, and together with the VAT Regulations, the VAT Law. The PRC State Council approved, and the SAT and the MOF officially launched a pilot value-added tax reform program starting from January 1, 2012, or the Pilot Program, applicable

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to businesses in selected industries. Businesses in the Pilot Program would pay value-added tax instead of business tax. The Pilot Program was initiated in Shanghai, then further applied to ten additional regions such as Beijing and Guangdong province. On November 19, 2017, the State Council promulgated the Decisions on Abolishing the Provisional Regulations of the PRC on Business Tax and Amending the Provisional Regulations of the PRC on Value-added Tax (《關於廢止〈中華人民共和國營業稅暫行條例〉和修改〈中華人民共和國增值稅暫行條例〉的決定》), or the Order 691, which became effective on the same date. According to the VAT Law and Order 691, all enterprises and individuals engaged in the sales of goods, the provision of processing, repair and replacement services, sales of services, intangible assets, real properties and the importation of goods within the territory of the PRC are the taxpayers of VAT. The VAT tax rates generally applicable are simplified as 17%, 11%, 6% and 0%, and the VAT tax rate applicable to the small-scale taxpayers is 3%.

On April 4, 2018, Adjustment to Value-added Tax Rates (《關於調整增值稅稅率的通知》), or the SAT Bulletin 32, was promulgated by MOF and SAT, which came into effect on May 1, 2018. According to SAT Bulletin 32, the VAT tax rates of 17% and 11% are changed to 16% and 10%, respectively. On March 20, 2019, the MOF, SAT and General Administration of Customs jointly promulgated the Announcement on Policies for Deepening the VAT Reform (《關於深化增值稅改革有關政策的公告》), or Notice 39, which came into effect on April 1, 2019. Notice 39 further changes the VAT tax rates of 16% and 10% to 13% and 9%, respectively.

REGULATIONS RELATING TO ANTI-MONOPOLY

The SCNPC promulgated the Anti-Monopoly Law of the PRC (《中華人民共和國反壟斷法》), or the Anti-Monopoly Law, on August 30, 2007, which came into effect on August 1, 2008 and last amended on June 24, 2022, reiterates that monopolistic conduct such as entering into monopoly agreements, abuse of dominant market position and concentration of undertakings that have the effect of eliminating or restricting competition are prohibited. Furthermore, a business operator with a dominant market position may not abuse such position to conduct acts such as selling commodities at unfairly high prices or purchasing commodities at unfairly low prices, selling products at prices below cost without any justifiable cause, and refusing to trade with a trading party without any justifiable cause. Sanctions for the violations of the prohibition on the abuse of dominant market position include an order to cease the relevant activities, confiscation of the illegal gains and fines (from 1% to 10% of sales revenue from the previous year). On August 3, 2008, the State Council issued the Provisions of the State Council on the Thresholds for Declaring Concentration of Business Operators (《國務院關於經營者集中申報標準的規定》), which became effective on the same date, and last amended and took effective on September 18, 2018. Pursuant to the Anti-Monopoly Law and such Provisions, when a concentration of undertakings occurs and reaches any of the following thresholds, the undertakings concerned shall file a prior notification with the Anti-Monopoly agency (i) the total global turnover of all operators participating in the transaction exceeded RMB10 billion in the preceding fiscal year and at least two of these operators each had a turnover of more than RMB400 million within China in the preceding fiscal year, or (ii) the total turnover within China of all the operators participating in the concentration exceeded

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RMB2 billion in the preceding fiscal year, and at least two of these operators each had a turnover of more than RMB400 million within China in the preceding fiscal year are triggered, and no concentration shall be implemented until the Anti-Monopoly agency clears the Anti-Monopoly filing. “Concentration of undertakings” means any of the following: (i) merger of undertakings; (ii) acquisition of control over another undertaking by acquiring equity or assets; or (iii) acquisition of control over, or exercising decisive influence on, another undertaking by contract or by any other means.

On June 26, 2019, the SAMR issued the Interim Provisions on the Prohibitions of Acts of Abuse of Dominant Market Positions (《禁止濫用市場支配地位行為暫行規定》), which took effect on September 1, 2019 and last amended on March 24, 2022, to further prevent and prohibit the abuse of dominant market positions. On February 7, 2021, the Anti-monopoly Commission of the State Council published the Guidelines on Anti-Monopoly Issues in Platform Economy (《關於平台經濟領域的反壟斷指南》), or the Platform Economy Anti-Monopoly Guidelines, which took effect on the same date. The Platform Economy Anti-Monopoly Guidelines set out detailed standards and rules in respect of definition of relevant markets, typical types of cartel activity and abusive behavior by the operators of Internet platform with market dominance, as well as merger control review procedures, which provide further guidelines for enforcement of Anti-Monopoly laws regarding online platform operators.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

We commenced operations by setting up Beijing Huapin Borui Network Technology Co., Ltd., or the VIE, in December 2013. Our holding company, KANZHUN LIMITED, was incorporated under the laws of the Cayman Islands in January 2014 to facilitate offshore financing. In February 2014, KANZHUN LIMITED established a wholly owned subsidiary in Hong Kong, Techfish Limited. In May 2014, Techfish Limited established a wholly owned subsidiary in China, Beijing Glory Wolf Co., Ltd., or our WFOE. In May 2014, we entered into a series of contractual arrangements with the VIE and its sole shareholder then. The contractual arrangements with the VIE were subsequently replaced and superseded by updated agreements in December 2014, June 2016, February 2017, February 2020 and September 30, 2022. Over the years, we become the largest online recruitment platform in China in terms of average MAU and online recruitment revenue in 2021 and the six months ended June 30, 2022. In June 2021, we listed our ADSs on the Nasdaq Global Select Market under the symbol “BZ.”

Our Founder, Mr. Peng Zhao is recognized as a leading figure in the Chinese human resources and internet sectors with over 23 years of industry experience. Please see the section titled “Directors and Senior Management” for further details of the work experience of Mr. Peng Zhao.

BUSINESS MILESTONES

The following is a summary of our key business development milestones:

Timeline	Event
July 2014	We launched our “BOSS Zhipin” app.
April 2016	We launched paid services to enterprise users.
June 2018	We ran marketing campaigns during the 2018 FIFA World Cup.
July 2019	Our MAU ranked the first among the industry peers for the first time in July 2019. ⁽¹⁾
June 2021	We listed our ADSs on Nasdaq under the symbol “BZ.”
June 2021	We served 100 million verified users (including job seekers and enterprise users).

Note:

(1) According to the CIC Report.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR MAJOR SUBSIDIARIES AND OPERATING ENTITIES

The principal business activities and date of establishment of each member of our Group that made a material contribution to our results of operations during the Track Record Period are shown below:

<u>Name</u>	<u>Principal business activities</u>	<u>Date and jurisdiction of establishment</u>
Beijing Huapin Borui Network Technology Co., Ltd.	Online recruitment services	December 25, 2013, PRC
Techfish Limited	Investment holding	February 14, 2014, Hong Kong
Beijing Glory Wolf Co., Ltd.	Management consultancy and technical services	May 7, 2014, PRC

LISTING ON NASDAQ

On June 11, 2021, we listed our ADSs on Nasdaq under the symbol “BZ.” Our initial public offering of ADSs was completed on June 15, 2021. Pursuant to the initial public offering, our Company sold 48,000,000 ADSs representing 96,000,000 Class A Ordinary Shares at an offering price of US\$19.00 per ADS; additionally, the underwriters exercised in full their option to purchase an additional 7,200,000 ADSs representing 14,400,000 Class A Ordinary Shares.

We received approximately RMB6.4 billion (US\$1.0 billion) in net proceeds from our initial public offering of ADSs after deducting underwriting commissions and the offering expenses payable by us.

COMPLIANCE WITH THE RULES OF NASDAQ

Our Directors confirm that since the date of our listing on Nasdaq and up to the Latest Practicable Date, we had no instances of non-compliance with the rules of Nasdaq in any material respects and to the best knowledge of our Directors having made all reasonable enquiries, there is no matter that should be brought to investors’ attention in relation to our compliance record on Nasdaq.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

REASONS FOR THE LISTING

Our Directors are also of the view that the Listing will present us with an opportunity to further expand our investor base and broaden our access to capital markets and provide us with additional funding for us to further develop our business as disclosed in the section headed “Business—Strategies” in this document.

MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

KANZHUN LIMITED was incorporated in the Cayman Islands on January 16, 2014 to serve as our holding company.

We have historically undergone multiple rounds of pre-IPO financing between May 2014 and November 2020, resulting in the aggregate issuance of (i) 60,000,000 Series A preferred shares, (ii) 40,000,000 Series B preferred shares, (iii) 48,000,000 Series C preferred shares, (iv) 45,319,316 Series C-1 preferred shares, (v) 42,251,744 Series C-2 preferred shares, (vi) 11,497,073 Series C-3 preferred shares, (vii) 60,856,049 Series D preferred shares, (viii) 83,474,263 Series E preferred shares, (ix) 32,373,031 Series E-1 preferred shares, (x) 28,226,073 Series E-2 preferred shares, (xi) 48,689,976 Series F preferred shares, and (xii) 50,664,609 Series F+ preferred shares. All of the preferred shares had a par value of US\$0.0001 each. During the pre-IPO financing, we achieved post-money valuation of approximately US\$10 million for Series A round, US\$36 million for Series B round, US\$60 million for Series C round, RMB92 million for Series C-1 round, US\$160 million for Series C-2 round, US\$202 million for Series C-3 round, US\$343 million for Series D round, US\$917 million for Series E round, US\$1,055 million for Series E-1 round, US\$1,150 million for Series E-2 round, US\$2,312 million for Series F round and US\$4,402 million for Series F+ round. As of the Latest Practicable Date, we had utilised less than 15% of the net proceeds from these investments for development of product and service, marketing and user growth, research and development and general corporate purposes.

The major shareholding changes of our Company during the Track Record Period are as set out below.

Ordinary Shares

On August 21, 2020, we issued and sold 4,122,853 Class A Ordinary Shares to Coatue PE Asia 26 LLC for a total consideration of US\$11.4 million.

On November 27, 2020, we issued 24,780,971 Class B Ordinary Shares to TECHWOLF LIMITED at a par value of US\$0.0001 per share.

On March 31, 2021, we repurchased 1,181,339 Class B Ordinary Shares from TECHWOLF LIMITED for a total consideration of US\$6.3 million.

On June 16, 2021, we issued 24,745,531 Class B Ordinary Shares to TECHWOLF LIMITED.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

In June 2021, we issued a total of 110,400,000 Class A Ordinary Shares in the form of ADSs pursuant to our initial public offering, including those issued pursuant to the underwriters' exercise of their option to purchase additional shares. Further details of our initial public offering are set out in the section headed “—Listing on Nasdaq” in this section.

Preferred Shares

On March 8, 2019, we issued 14,715,014 Series E+ preferred shares to INSPIRING LINK LIMITED for a total consideration of US\$25.0 million. These Series E+ preferred shares were re-designated as Series E-1 preferred shares on July 4, 2019.

On June 3, 2019, we issued 17,658,017 Series E+ preferred shares to Sunshine Life Insurance Corporation Limited for a total consideration of US\$30.0 million. These Series E+ preferred shares were re-designated as Series E-1 preferred shares on July 4, 2019.

On July 4, 2019, we issued 28,226,073 Series E-2 preferred shares to Image Frame Investment (HK) Limited for a total consideration of US\$50.0 million.

On February 10, 2020, we issued (i) 32,459,984 Series F preferred shares to Coatue PE Asia 26 LLC and (ii) 16,229,992 Series F preferred shares to Image Frame Investment (HK) Limited for a total consideration of US\$150.0 million.

On November 27, 2020, we issued (i) 18,764,670 Series F+ preferred shares to SCC Growth VI Holdco E, Ltd., (ii) 18,764,670 Series F+ preferred shares to Internet Fund VI PTE. LTD., (iii) 7,505,868 Series F+ preferred shares to Coatue PE Asia 26 LLC, (iv) 3,752,934 Series F+ preferred shares to Huaxing Growth Capital III, L.P., (v) 899,463 Series F+ preferred shares to GGV Capital VI L.P., (vi) 77,541 Series F+ preferred shares to GGV Capital VI Entrepreneurs Fund L.P., and (vii) 899,463 Series F+ preferred shares to GGV Capital VI Plus L.P. for a total consideration of US\$270.0 million.

Immediately upon the completion of our initial public offering of ADSs, all the issued and outstanding preferred shares in our Company were converted into Class A Ordinary Shares on a one-for-one basis.

Our Investors Prior to the Nasdaq Listing

Since our inception, we had received 12 rounds of private financing, totalling approximately US\$750 million in funds raised, including funds raised from sophisticated investors Tencent and Capital Today Ventures, both of which retained an aggregate 50% of their investment at the time of our listing on Nasdaq for a period of at least six months after such listing. The investments led to the issuance of certain preferred shares in the share capital of our Company which were converted into Class A Ordinary Shares immediately upon the completion of our initial public offering on Nasdaq. Further details are as set out in the sub-section headed “—Major shareholding changes of our Company—Preferred Shares” in this section.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

We have not conducted any major acquisition or disposal during the Track Record Period.

REORGANIZATION

We have not undertaken any material reorganization step in our corporate structure.

PRC REGULATORY REQUIREMENTS

The Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定) (the “**M&A Rules**”) jointly issued by MOFCOM, the SASAC, the STA, the CSRC, the SAIC (currently known as the SAMR) and the SAFE on August 8, 2006, effective as of September 8, 2006 and amended on June 22, 2009 with immediate effect, require that a special purpose vehicle, formed for overseas listing purposes and controlled directly or indirectly by PRC companies or individuals through acquisitions of shares of or equity interests in PRC domestic companies, shall obtain the approval of the CSRC prior to the listing and trading of such special purpose vehicle’s securities on an overseas stock exchange.

Our PRC Legal Adviser is of the opinion that prior CSRC approval for the Introduction is not required because (i) the CSRC currently has not issued any definitive rule or interpretation concerning whether listing like ours under this document are subject to the M&A Rules; (ii) our wholly-owned PRC subsidiaries were not established through mergers or acquisitions of domestic companies by offshore companies owned or controlled by the beneficial owners of our company (as defined under the M&A Rules); and (iii) that no provision in the M&A Rules clearly classified contractual arrangements as a type of transaction subject to the M&A Rules. However, our PRC Legal Adviser further advises that there is uncertainty as to how the M&A Rules will be interpreted or implemented.

SAFE REGISTRATION IN THE PRC

Pursuant to the Notice on Relevant Issues Concerning Foreign Exchange Administration for Domestic Residents to Engage in Overseas Investment, Financing and Round Trip Investment via Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) (the “**SAFE Circular No. 37**”), promulgated by SAFE on July 4, 2014 with immediate effect which replaced the Circular of the SAFE on Foreign Exchange Administration of Equity Financing and Round-Trip Investments by Domestic Residents via Special Purpose Vehicles (《國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知》) (the “**SAFE Circular No. 75**”), (a) a PRC resident must register with the local SAFE counterpart before he or she contributes assets or equity interests in an overseas special purpose vehicle (the “**Overseas SPV**”) that is directly established or indirectly controlled by the PRC resident for the purpose of conducting investment or financing; and (b) following the initial registration, the PRC resident is also required to register with the local SAFE counterpart for

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

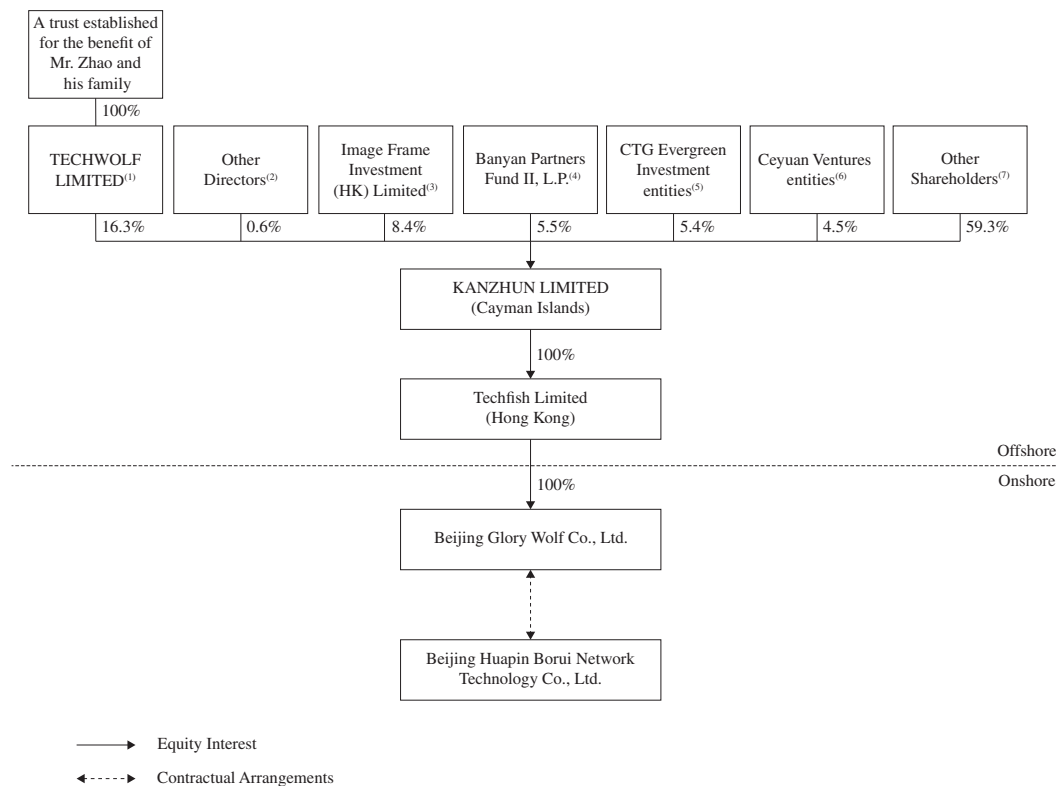
any major change in respect of the Overseas SPV, including, among other things, a change of Overseas SPV's PRC resident shareholder(s), the name of the Overseas SPV, terms of operation, or any increase or reduction of the Overseas SPV's capital, share transfer or swap, and merger or division. Pursuant to SAFE Circular No. 37, failure to comply with these registration procedures may result in penalties.

Pursuant to the Notice on Further Simplifying and Improving the Foreign Currency Management Policy on Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) (the “SAFE Circular 13”), promulgated by SAFE on February 13, 2015 and became effective on June 1, 2015, the power of foreign exchange registration was delegated from the local SAFE counterpart to qualified local banks where the domestic entity was incorporated.

As advised by our PRC Legal Adviser, Mr. Zhao, who indirectly holds shares in our Company and is known to us as being a PRC citizen, has completed the registration under the SAFE Circular 37.

SHAREHOLDING STRUCTURE

The following diagram illustrates our corporate and shareholding structure upon the Introduction assuming that (i) the shareholdings below remain unchanged, and (ii) no further Shares are issued under the Share Incentive Plans:



HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Notes:

- (1) Represents 140,830,401 Class B Ordinary Shares held by TECHWOLF LIMITED, a British Virgin Islands company. The entire interest in TECHWOLF LIMITED is held by a trust established by Mr. Peng Zhao as the settlor for the benefit of Mr. Zhao and his family.
- (2) Represents an aggregate of 4,937,714 Class A Ordinary Shares (including in the form of ADSs) held by our Directors (namely Mr. Xu Chen, Mr. Tao Zhang, Ms. Xiehua Wang and Mr. Charles Zhaoxuan Yang), other than Mr. Zhao. See the section headed “Appendix IV Statutory and general information—C. Further information about our Directors—3. Disclosure of interests” for further details.
- (3) Represents 72,309,691 Class A Ordinary Shares (including in the form of ADSs) held by Image Frame Investment (HK) Limited, a company incorporated in Hong Kong. Image Frame Investment (HK) Limited is a wholly owned subsidiary of Tencent Holdings Limited, a public company listed on the Hong Kong Stock Exchange (SEHK: 0700).
- (4) Represents 47,286,435 Class A ordinary shares (including in the form of ADS) held by Banyan Partners Fund II, L.P., an exempted limited partnership formed under the law of the Cayman Islands. The general partner of Banyan Partners Fund II, L.P. is Banyan Partners II Ltd., a Cayman Islands company, which is beneficially owned by Mr. Hoi Pong Wong.
- (5) Represents (i) 43,130,535 Class A Ordinary Shares (including in the form of ADSs) held by CTG Evergreen Investment X Limited, a British Virgin Islands company, and (ii) 3,606,665 Class A Ordinary Shares (including in the form of ADSs) held by CTG Evergreen Investment R Limited, a British Virgin Islands company. Both CTG Evergreen Investment X Limited and CTG Evergreen Investment R Limited (the “**CTG Evergreen Investment entities**”) are controlled by Capital Today Evergreen Fund, L.P., whose general partner is Capital Today Evergreen GenPar LTD., a Cayman Islands company. Capital Today Evergreen GenPar LTD. is controlled by Ms. Xin Xu.
- (6) Represents (i) 37,122,332 Class A ordinary shares held by Ceyuan Ventures III, L.P., an exempted limited partnership formed under the law of the Cayman Islands, and (ii) 1,334,450 Class A ordinary shares held by Ceyuan Ventures Advisors Fund III, LLC, a Cayman Islands company. Ceyuan Ventures III, L.P. and Ceyuan Ventures Advisors Fund III, LLC (the “**Ceyuan Ventures entities**”) are under the common control of Ceyuan Ventures Management III, LLC, which is the general partner of Ceyuan Ventures III, L.P. and sole voting shareholder of Ceyuan Ventures Advisors Fund III, LLC. Mr. Bo Feng and Mr. Ye Yuan collectively hold 100% of the voting power in Ceyuan Ventures Management III, LLC.
- (7) Represents (i) 466,313,662 Class A Ordinary Shares underlying the ADSs held by our Depository, excluding (a) 28,549,000 Class A Ordinary Shares (as of the Latest Practicable Date) issued to the Depository for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under the Share Incentive Plans, and (b) 27,476,160 Class A Ordinary Shares underlying the ADSs held by our Directors and Shareholders that have been included in footnote (2)-(4) above, and (ii) 44,732,619 Class A Ordinary Shares held by other Shareholders, who invested in us before our listing on Nasdaq.

As of the Latest Practicable Date, the Shares as described in (i)(a) are not held by the Depository on behalf of any person, as the relevant awards have not yet been exercised or vested. The Depository is not entitled to exercise the voting rights attached to such Class A Ordinary Shares pursuant to the deposit agreement; only holders of the ADSs representing such Class A Ordinary Shares may exercise the relevant voting rights by giving the necessary instructions to the Depository.

The investors who held 44,732,619 Class A ordinary shares as described in (ii) above include (a) GGV Capital VI Entrepreneurs Fund L.P., GGV Capital VI L.P. and GGV Capital VI Plus L.P. (the “**GGV Capital entities**”), (b) MSA China Fund I L.P., (c) Shunwei Technology III Limited, and (d) Sunshine Life Insurance Corporation Limited. The shares held by GGV Capital entities may be deemed to be beneficially owned by Jixun Foo, Glenn Solomon, Jenny Hong Wei Lee, Jeffrey Gordon Richards and Hans Tung based on a Schedule 13G filed with SEC on February 14, 2022. MSA China Fund I L.P. is managed by its general partner, Magic Stone Alternative Private Equity Fund GP, Ltd., which is controlled by MSA Management Holding Pte. Ltd., and MSA Management Holding Pte. Ltd. is controlled by Ms. Zeng Yu based on our prospectus filed with SEC on June 10, 2021. Sunshine Life Insurance Corporation Limited is owned as to 99.99% by Sunshine Insurance Group Company Limited. No person constitute a controlling shareholder (as defined under the Listing Rules) of Sunshine Insurance Group Company Limited based on public information. Shunwei Technology III Limited is wholly owned by Shunwei China Internet Fund II, L.P. (“**Shunwei China**”). The general partner of Shunwei China is Shunwei Capital Partners II GP, L.P., the general partner of which is Shunwei Capital Partners II GP Limited. Silver Unicorn Ventures Limited holds more than 50% of the issued and outstanding shares of Shunwei Capital Partners II GP Limited, and Mr. Koh Tuck Lye is the sole shareholder of Silver Unicorn Ventures Limited. To the best knowledge, information and belief of our Directors, all of the investors as mentioned in this paragraph are Independent Third Parties of our Group.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

PUBLIC FLOAT

So far as our Directors are aware, immediately following the completion of the Introduction (assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the completion of the Introduction), the following persons:

- (a) Directors and chief executive officer of our Company and subsidiaries who will hold their position and directorship on the Listing Date and own our Shares or ADSs by themselves or through shareholding vehicles,

will hold approximately 16.9% of our total issued and outstanding Shares in aggregate, and such Shares will not be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules after the Listing.

BUSINESS

WHO WE ARE

We are the largest online recruitment platform in China in terms of average MAU and online recruitment revenue in 2021 and the six months ended June 30, 2022. We had a market share of 6.1% in the online recruitment industry in terms of online recruitment revenue in the six months ended June 30, 2022, which is the highest among online recruitment platforms. We are also the second largest market participant in China's recruitment market in terms of recruitment revenue in 2021 and the six months ended June 30, 2022, with a market share of 2.1% and 2.3% in the same periods, respectively. We have pioneered the "direct recruitment model" that captures the essence of real-world recruitment scenario through innovatively embedding two-way communication and two-sided recommendation into the online recruitment process on a mobile-native platform. We were the first in China to adopt the direct recruitment model for the online recruitment industry. Our innovative business model is developed on an approach that is fundamentally different from other existing business models at the time of its inception and has since transformed the online recruitment industry and user behavior in China.

Leveraging the power of our business model and technology innovations, we efficiently connect job seekers and enterprise users and reinvent how they interact with each other, thereby greatly improving their job hunting and recruitment efficiency, which in turn contributed to our business success in terms of scale and growth. Our average MAU reached 25.9 million in the six months ended June 30, 2022. Our verified job seekers, verified enterprise users and verified enterprises reached 100.8 million, 17.2 million and 8.9 million as of June 30, 2022, respectively. Our paid enterprise customers reached 3.8 million in the twelve months ended June 30, 2022. In the six months ended June 30, 2022, our platform generated an average of 3.0 billion chat messages every month.

We have also achieved full user coverage of white and gold-collar users, blue-collar users and college students, and have served a full spectrum of employers, large and small, in numerous industries and from diverse geographical areas. As of June 30, 2022, white and gold-collar users, blue-collar users, and college students as percentage of our job seeker user base reached 54.5%, 29.3% and 16.2%, respectively. We serve all of the 2021 Fortune China 500 companies. Out of the total number of verified enterprises we served, 84.6% had less than 100 employees as of June 30, 2022.

PAIN POINTS OUR INDUSTRY FACES

Recruitment services market is the fastest-growing segment in China's human resource services market between 2021 and 2026 with a CAGR of 18.7%. With job seekers and employers increasingly embarking on their job hunting and recruitment journeys online, China's online recruitment market's size in terms of revenue is expected to increase from RMB71.4 billion in 2021 to RMB250.8 billion in 2026, representing a CAGR of 28.6%

between 2021 and 2026. Market participants in China’s online recruitment market primarily include online recruitment platforms, online classifieds, online portals offered by recruiting agencies and traditional recruiting agencies, such as headhunting firms and recruitment process outsourcing agencies.

The online recruitment industry in China has traditionally suffered from two pain points: job seekers find it difficult to locate suitable job positions, and employers find it hard to secure suitable job candidates. Job seekers and employers yearn for a new platform that can deliver unprecedented efficiency.

These pain points have been caused by the following three common characteristics of the traditional industry players.

- **Resume centric.** Traditional resume centric model provides limited functionality beyond submission and downloading of resumes. Information flows one way, only from job seekers to employers, via a few pages of stylized introductions, and job seekers often receive tardy responses, if any.
- **Search-based.** A search-based model unevenly drives internet traffic towards top candidates with stellar credentials and well-known corporations with deep pockets, leaving behind the vast majority of other job seekers and SMEs with substantial unmet demand. This led to an inability for traditional online recruitment platforms to tap into the blue-collar recruitment market and serve the traditionally underserved SME employers.
- **Limited user coverage.** Because of traditional models’ inability to provide customized and accurate recommendations, they are forced to limit their user coverage and focus on serving only a subset of users.

Cognizant of the industry pain points and their root causes, our founders set out eight years ago to create a transformative mobile-native product “BOSS Zhipin” that is communication-oriented, provides feed-based recommendation and attracts a full spectrum of users. Our innovative business model has proven to be more efficient and effective, delivering better outcomes for both job seekers and enterprises, which in turn contributes to our rapid growth and industry leading position.

OUR PLATFORM

We connect job seekers and enterprise users in an efficient and seamless manner mainly through our highly interactive BOSS Zhipin mobile app, a mobile-native online recruitment platform that promotes instant direct chats between enterprise users and job seekers, delivers accurate matching results, and is powered by proprietary algorithms and big data insights. We are relentlessly focused on enhancing user experience by delivering efficient, intuitive and convenient experience to them throughout the recruitment cycle.

Our Platform Participants

Job seekers: We have a large and fast growing pool of job seekers consisting of white and gold-collar users, blue-collar users and college students.

Enterprise users: We serve an extensive network of employers covering small, mid-sized and large businesses across a broad range of industries and diverse geographic areas. Enterprise users of our platform include Bosses and recruiting professionals (more than one enterprise users of the same employer could register an account with us).

Bosses: Bosses refer to executives or middle-level managers of large enterprises and SMEs and micro business owners, who are the key decision makers that can better assess candidates' capabilities, including their soft skills and cultural fit, and more efficiently identify the best people for their businesses. We get the Bosses involved on our platform since our inception. Our innovative model facilitates direct interaction between job seekers and Bosses, fulfils the undiscovered demands of hiring decision makers to directly participate in the recruiting process at an early stage, and allows us to amass a large number of Bosses. As of June 30, 2022, 65.7% of our verified enterprise users were Bosses.

Recruiting professionals: We also serve recruiting professionals, including human resource officers and specialized hiring function employees of an employer, headhunters and hiring staff from human resource agencies.



Our Pioneering Features and Value Propositions

- **Mobile-native.** We started as a mobile app, and we were built for the era of mobile internet, whereas other recruitment platforms were mainly born in the PC age and later piecemeal adapted a mobile interface. We were among the first to launch an online recruitment platform that is entirely based on mobile application. The ideology of creating a mobile-native recruitment platform is the foundation for our innovative business model that enables intelligent recommendation and two-way interactive communication and underpins many aspects of our operation. Our user interface and service design are centered around our mobile offerings, providing social-media-app type of enjoyable and intuitive user experience while enabling job seekers and enterprise users to engage in meaningful communication anytime, anywhere and receive quick responses.
- **Recommendation-based.** Technology is at the core of our platform. We provide targeted job and candidate matches and recommendations in the form of feed streams. Our high quality data, rapid product iteration, and proprietary technology infrastructure enable us to provide accurate and adequate recommendation and matching results. We were the first to adopt a two-sided feed-based recommendation system among online recruitment platforms.
- **Direct chat.** Either job seekers or enterprise users can initiate direct chat with their counterparties on our platform throughout the recruitment process. Direct chatting ensures that our users are active with real demands for job opportunities or candidates, and users can confirm each other's intentions and their suitability before the interview, which makes their experience highly informative and efficient. Meanwhile, we are dedicated to protecting the job seekers' privacy. Enterprise users are not allowed to access job seekers' full resume or their contact information without job seekers' consent. We were the first to adopt a business model that promotes two-way communication through direct chat and resume delivery upon consent among online recruitment platforms.

BUSINESS

These three features are interconnected and intertwined, making it hard for others to emulate and together help us achieve the following value propositions:

- ***Convenience.*** The mobile interface and natural user experience incentivize users to use the app more frequently, thereby generating more interactions and meaningful user data for more tailored recommendation and higher recruitment and job hunting efficiency.
- ***Highly Interactive.*** We transformed how job seekers and employers, especially Bosses, interact in the online recruiting industry. Our instant messaging function make real time interactions between job seekers and enterprise users possible, significantly stimulating user enthusiasm and cultivating a more engaged and loyal user base.
- ***Efficient.*** Extensive user interaction generates a large amount of user behavioral data. Such behavioral insight, combined with our extensive static user profile information, form our comprehensive datasets, which are processed by our advanced analytics and self-evolving recommendation technology, to deliver curated matching results. Rapid product iteration and constant upgrading of our matching system further enable us to provide more accurate matching results.
- ***Privacy.*** We highly respect job seekers, and are committed to empowering them by giving them more say in the recruitment process. We do not allow enterprise users to access job seekers' resumes unless job seekers provide express consent. Job seekers can also make their information selectively visible to different types of enterprise users. Such mechanisms provide a powerful protection of job seekers' privacy. We are also devoted to protecting job seekers against false information and frauds.

Our innovative direct recruitment model promotes two-way interactive communication, provides feed-based recommendation, and enables full user coverage, which effectively addresses the inefficiencies arising from the traditional resume centric and search-based model.

BUSINESS

Traditional Online Recruitment Platforms: Our Platform:

Resume centric

- Traditional models serve the limited role of a directory for job openings and candidate information, which resulted in the lack of meaningful user data.
- Users find it difficult to manage expectations due to the lack of communication between job seekers and enterprise users.

Search-based

- Users' search results are confined by their search term inputs.
- Search results unevenly drive internet traffic towards top candidates and well-known corporations.

Limited user coverage

- Less accurate recommendation and irrelevant matches made it challenging to support the co-existence of diverse user base.
- Bosses have to rely on recruiting professionals to screen resumes, significantly prolonging the recruiting process.

Communication-oriented

- Direct recruitment model propels two-way flow of information and meaningful dialogues, thereby generating more meaningful data points to power more accurate and tailored recommendation.
- Direct communication helps both job seekers and enterprise users discern the other party's interest quickly, saving time and efforts during the recruitment and job hunting process.

Feed-based recommendation

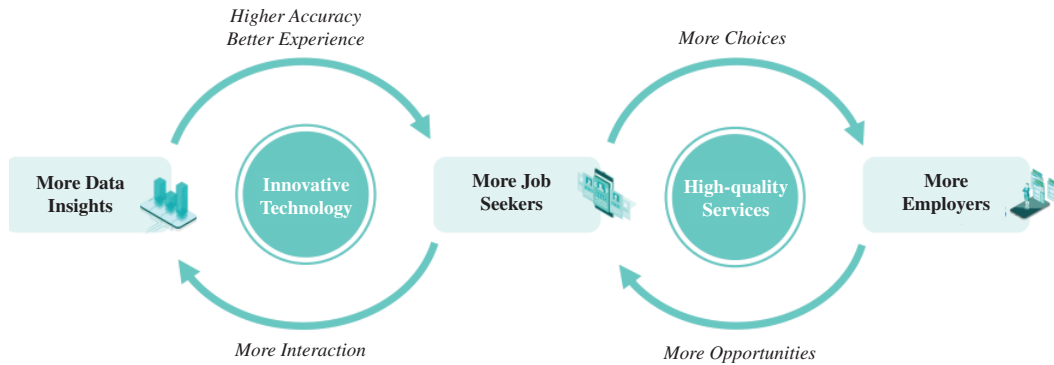
- Feed-based recommendation factors in a wide array of factors that enable accurate job and candidate matching, including the likelihood of receiving an offer and making a successful hire.
- The recommendation model is specifically designed to drive more traffic to users who are more responsive and have a higher level of interaction with other participants. This stimulates user engagement and ensures adequate exposure for more job seekers and employers with less recruitment budget.

Full user coverage

- Users are less disturbed by less relevant jobs and candidates, thus enabling full user coverage while providing tailored and focused user experience.
- Accurate recommendations reduce the burden to have HRs shortlist resumes and identify candidates. This opens up new scenarios for Bosses to conveniently participate in the hiring process early on, improving efficiency.

BUSINESS

Our innovative business models and robust technology generate significant network effects. As we bring more job seekers to our platform, we gather more meaningful user data from extensive user interaction facilitated by our direct recruitment model. Underpinned by our robust recommendation system, our data insights on jobs and user preferences translate to more accurate job and candidate matching results and better user experience, thereby attracting more job seekers. More employers also join our platform to access our large and diverse job seeker base, bringing more job opportunities for our job seekers. These together build a double-sided network that continue to fuel our growth and success.



Our Services

Our services are purposely designed for improving job hunting and recruitment efficiency to elevate user experience.

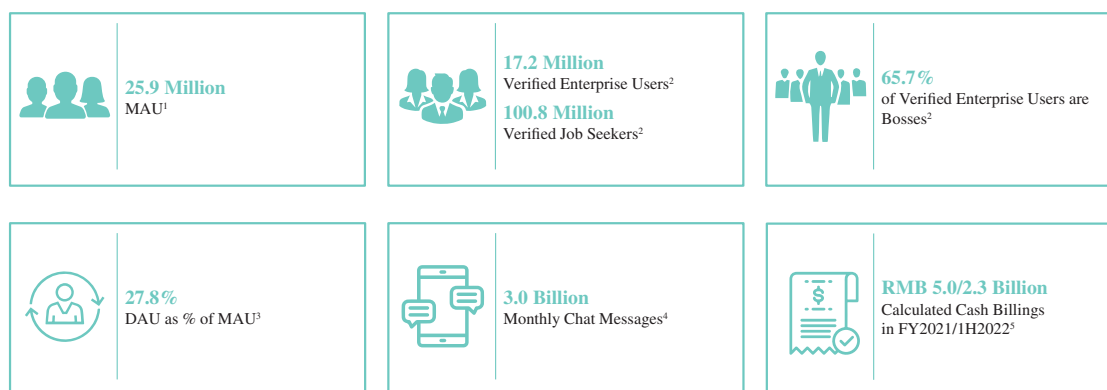
- ***For enterprise users.*** We provide direct recruitment services that allow enterprise users to post jobs, receive personalized candidate recommendations, engage in direct communication and receive resumes upon mutual consent. We also offer an expanding range of value-added tools to further enhance recruitment efficiency.
- ***For job seekers.*** We provide job seeking services that allow job seekers to receive job recommendations, initiate direct chats and deliver resumes upon mutual consent. We also provide value-added tools that help them better prepare for their job hunt.

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OUR OPERATION AND FINANCIAL OVERVIEW

We provide services for improving recruitment and job hunting efficiency to both enterprise users and job seekers, generating most of our revenue from paid services offered to enterprise users. For enterprise users, we offer direct recruitment services that allow them to post jobs and communicate with job seekers, which can be free or paid, supplemented by paid value-added tools to further enhance their recruitment efficiency. For job seekers, we offer job seeking services for them to communicate with employers for free and paid value-added tools to help job seekers better prepare for their job hunt and assess their candidacy. See “Business—Our Monetization Model” for more details on our platform’s monetization.

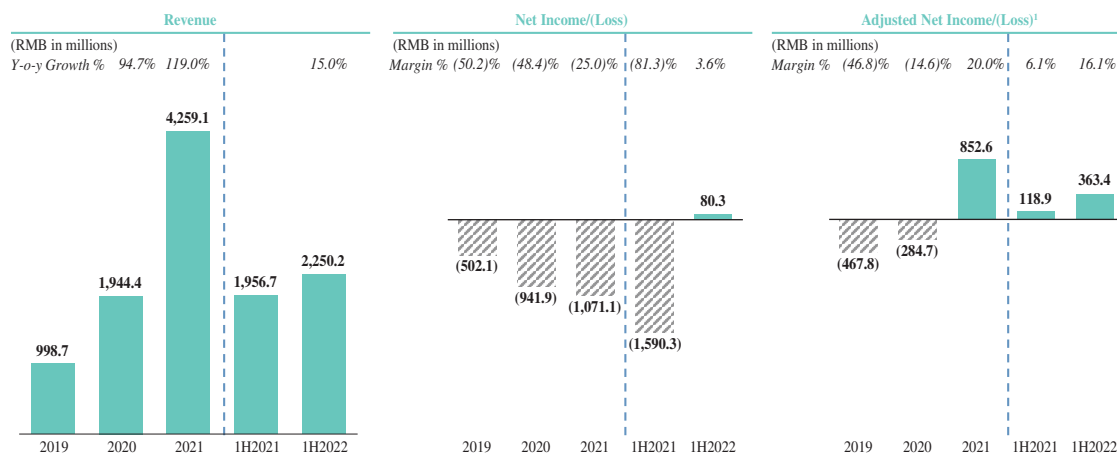
The following sets forth a summary of our key operation and financial results.



Notes:

- (1) Average MAU for the six months ended June 30, 2022.
- (2) As of June 30, 2022.
- (3) Average DAU and MAU for the six months ended June 30, 2022.
- (4) Average chat messages per month for the six months ended June 30, 2022.
- (5) For the year ended December 31, 2021 and the six months ended June 30, 2022, respectively.

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Note:

- (1) Adjusted net income/(loss) is a non-GAAP financial measure. Please refer to “Financial Information—Non-GAAP Financial Measure.”

STRENGTHS

We believe the following strengths have contributed to our success:

Largest online recruitment platform in China with full user coverage and strong network effects

We are the largest online recruitment platform in China in terms of average MAU and online recruitment revenue in 2021 and the six months ended June 30, 2022. As of December 31, 2021, our verified job seekers and verified enterprise users reached 97.9 million and 16.2 million, respectively. As of June 30, 2022, our verified job seekers and verified enterprise users reached 100.8 million and 17.2 million, respectively.

Serving different groups of people at the same time is a challenge for our peers. However, we have achieved full user coverage of white and gold-collar users, blue-collar users and college students, and have served a full spectrum of employers, large and small, in numerous industries and from diverse geographical areas. As of June 30, 2022, white and gold-collar users, blue-collar users, and college students as percentage of our job seeker user base reached 54.5%, 29.3% and 16.2%, respectively. We serve all of the 2021 Fortune China 500 companies. Out of the total number of verified enterprises, 84.6% had less than 100 employees as of June 30, 2022. Our data-driven recommendations deliver a tailored and efficient job hunting and recruitment experience for all of our users and ensure the co-existence of our diverse user base on one mobile app. Job seekers are less distracted by employers offering jobs that are unrelated to their job pursuits, and employers will receive candidate recommendations that we believe meet their requirements.

Benefiting from our large and diverse user base and high-quality user experience, our platform has developed a powerful network effect. As more job seekers join our platform, more employers will come, bringing more job opportunities, which in turn attract more job seekers, forming a virtuous cycle. The extensive user coverage of our platform allows us to fulfill the cross job-function category and cross geographic recruitment needs of enterprise users, which offers them significantly more choices and increases the possibility of matching the right candidate with the right job, forming an even larger network of job seekers and employers. As of December 31, 2020 and 2021 and June 30, 2022, our verified job seekers experienced a year-on-year growth of 71.4%, 27.6% and 5.2%, respectively. As of December 31, 2020 and 2021 and June 30, 2022, our verified enterprise users experienced a year-on-year growth of 76.6%, 42.1% and 15.4%, respectively.

Innovative business model delivering higher recruitment efficiency and driving rapid expansion

We were the first to introduce a mobile-native, recommendation-based direct recruitment model that transformed the incumbent market practice in China's online recruitment industry and a pioneer of direct recruitment model in the global online recruitment industry. Among online recruitment platforms, we were also the first to adopt a two-sided feed-based recommendation system, and the first to adopt a business model that promotes two-way communication (through direct chat and resume delivery upon consent).

Our recommendation-driven model provides an intuitive user experience and delivers accurate and tailored matching results. Our instant messaging function instills flexibility in the communication process, provides prompt feedback to users and enables frequent interaction. Currently, in the intelligent recommendation process, more than 90% of BOSS Zhipin's traffic is processed by our deep learning algorithm. The convenience and efficiency brought by this model have attracted Bosses, who are not professional recruiters, to join our platform and directly communicate with job seekers, creating new scenarios that meet their underserved demands to get involved in the recruitment process early on. As the final decision-makers in the hiring process and future business supervisors, Bosses provide more accurate evaluations of candidates. Job seekers can also gain a deeper understanding of employers' recruitment needs through directly communicating with Bosses.

Our large Boss user base, feeds-based recommendation function and the direct recruitment model address the low efficiencies in the industry. We also empower individual users (both job seekers and enterprise users) to actively participate in the recruiting process and serve the traditionally underserved talents and SMEs as online traffic is heavily tilted towards large enterprises and top job seekers on other platforms. This allows us to fulfill unmet demands and create incremental market opportunities.

BUSINESS

As a result of our powerful and innovative model, we have achieved rapid growth ahead of our peers. Our revenues increased by 94.7% from RMB998.7 million in 2019 to RMB1.9 billion in 2020, and further grew by 119.0% to RMB4.3 billion (US\$635.9 million) in 2021. Our revenues increased by 15.0% from RMB2.0 billion in the six months ended June 30, 2021 to RMB2.3 billion (US\$336.0 million) in the six months ended June 30, 2022.

High-quality user experience bringing about user loyalty and brand recognition

We are motivated by our relentless focus on high-quality user experience to better serve job seekers, Bosses, HRs and other recruiting individuals. We offer an intuitive user interface, easy-to-use service features, and flexible usage in addition to the efficient job hunting and recruitment user experience brought by our innovative model. We are committed to giving more say to job seekers by giving enterprise users access to job seekers' contact information and full resume only upon job seekers' express consent. This protects the privacy of job seekers and increases their trust towards our platform. The direct recruitment model also brings about high-quality user experience by allowing employers to enjoy high recruitment efficiency.

The exceptional user experience we provide increases the loyalty of our users and ensures an elevated user engagement. In 2021 and the six months ended June 30, 2022, our average DAU as a percentage of average MAU reached 26.7% and 27.8%, respectively, which was the highest among top four online recruitment platforms in China during these periods. In the six months ended June 30, 2022, our platform generated an average of 3.0 billion chat messages per month.

We recorded 360-day average active user retention rate of 19%, 20%, 20% and 22% in 2019, 2020, 2021 and the six months ended June 30, 2022, respectively, compared to an industry average of approximately 10% during the same periods. The high loyalty brought about by our high-quality user experience allows us to grow with our users throughout their career lifecycle, continually fulfilling their job hunting and employment needs. Individuals who join our platform as job seekers at one time may come back at another time as enterprise users, recruiting on behalf of enterprises. In addition, loyal and active users help us build our brand awareness, which in turn delivers a viral marketing effect. Increasingly, more job seekers and enterprise users are attracted to our platform by word of mouth. Furthermore, we take a bottom-up approach to expand our presence within a business as one loyal and satisfied user will introduce us to Bosses and recruiting professionals from another team or division of the company. As more users within a company have experienced our highly efficient and quality services, we can foster larger-scale and deeper cooperation with the company.

Industry-leading technology fueling accurate recommendations

We believe in the strength of technology. Our core competitive strengths derived from our data insights, powerful algorithm and big data capacity enable us to effectively process the data and continually improve our two-sided matching accuracy. Accurate matching results allow us to attract more users and accumulate more data, which in turn improves the matching efficiency and optimizes the user experience, creating a positive feedback loop.

Our online platform generates a high level of interaction, which provides us with high quality data. We are committed to digitalizing and intellectualizing the entire recruitment process. The digitalization of each phase of the recruitment process and the high frequency and high quality interactions between our users together generate considerable behavioral data, which is being continuously fed back into our recommendation engine.

In addition to our vast data reserve and big data capabilities, our strong algorithm is also a pillar that allows us to provide more accurate job and candidate matching. We are continually improving and optimizing our proprietary algorithm and have achieved rapid iteration. Our algorithm picks up tiny changes of preference demonstrated through each user's interaction on our platform, processes these actions instantly through our models and provides users with refined matching results within seconds. We continually improve our recommendation engine by leveraging our natural language processing capability and profound understanding of professional profiles, job descriptions and user interaction data. The use of our algorithm and data capability also helps to ensure the authenticity of information.

Multipronged go-to-market strategy that best serves diverse user demands

We have adopted a three-tiered multipronged go-to-market strategy. First, we allow most enterprise users to use most of our services for free to drive user expansion, attract users to experience our services and thus increase user stickiness. Second, we offer online self-service purchases. For enterprise customers with scattered and on-demand recruitment needs, in particular, SMEs and non-professional recruiters, the opportunity to conduct small amount and short-term purchases provides them with more flexibility. Through the self-service feature, we are able to serve the large and rapidly growing enterprise user base efficiently without the need to expand our sales team proportionally. All of our paid services and tools can be self-purchased online. Third, we identify customers with long-term and high staffing demands and provide high-quality pre-sale planning and after-sales services leveraging our CRM system and direct sale teams. Unlike our peers, who rely heavily on sales teams to manually identify and acquire new customers, all of our sales leads are generated by self-developed algorithm-driven CRM system, which simplifies the sales process, provides us with more intelligent insights and sales leads, and enables us to achieve higher sales efficiency. The CRM system can automatically identify potential customers with large, long-term recruitment procurement needs from existing users and convey these information as sales leads to the sales team. The sales team will then approach such users with customized packages with an aim to convert them into customers that have subscription packages with us.

BUSINESS

Our multipronged go-to-market strategy allows us to amass a large user base as we offer opportunities for most users to experience our services for free. Our CRM system helps us identify viable sales lead, create better-targeted and more effective upselling and cross-selling opportunities. In addition, we conveniently and efficiently fulfill our customers' purchasing demands leveraging a combination of self-serviced purchases and sales team supported customer services. This unique sales model has resulted in high sales efficiency. The number of our paid enterprise customers increased from 1.2 million in 2019 to 2.2 million in 2020, and further to 4.0 million in 2021, and from 3.6 million in the twelve months ended June 30, 2021 to 3.8 million in the twelve months ended June 30, 2022, respectively.

Visionary management team with deep industry expertise

We have a visionary, experienced and entrepreneurial management team. The majority of our management team has been with us since our inception. Our management team is strategically savvy and has successfully built a platform that is transforming the online recruitment industry in China.

Our Founder, Chairman and Chief Executive Officer Mr. Peng Zhao is recognized as a leading figure in the Chinese human resources and internet sectors with over 23 years of industry experience. Acting on industry insight, Mr. Zhao has led our company on the waves of innovations in the industry and built our recruitment platform, which has successfully transformed China's online recruitment industry and lays a solid foundation to achieve our vision.

Over the years, we have always stayed true to our original philosophy: focus on users, value technology, appreciate simplicity, and encourage self-motivation. We believe our powerful corporate culture is indispensable from what we have achieved today.

STRATEGIES

We seek to connect and empower job seekers and enterprise users through technology and innovation. We plan to attract more users, including both job seekers and enterprise users to our platform, further enhance our user experience, and improve our brand equity by focusing on the following key growth strategies.

Further increase our presence in different user groups, industries and regions

We plan to continue to drive the robust growth of our user base across the full user spectrum by optimizing our services and strengthening our branding and sales efficiencies. We intend to continue to strengthen our market position in the white-collar and gold-collar recruitment market. We plan to continue to expand to cover a fuller range of enterprises of diversified industries, regions as well as a wider spectrum of positions. We will also expand our platform to attract more recruitment professionals, including headhunters to help enterprise users identify, connect and secure more talents.

For gold-collar recruitment sector, we will provide more job opportunities for gold-collar users and more personalized services, such as on the job consulting services. We also plan to expand our user coverage in more sectors, such as finance and healthcare. We view the growth of blue-collar users as an important growth driver and our business model has been proven to be effective for blue-collar recruiting. We will continue to improve our service quality and user experience to grow our blue-collar user base. In particular, we have designed onboarding procedures and rolled out functionalities that are tailored to the recruitment patterns of the blue-collar recruitment market and well suited for blue-collar job seekers' needs. We will also ramp up our efforts to expand our presence in lower-tier cities in China, which will enable us to serve more blue-collar users.

Increase the coverage of our services to provide more service offerings

We will further deploy our multipronged go-to-market strategy to serve more enterprises users, expand our presence within the same enterprises and increase the coverage of our service offerings. We intend to pursue avenues to improve conversion of our enterprise user base into paid enterprise customers. For example, we believe each point of user engagement provides insight into user' needs, which we can use to provide customized paid services that address their needs. Also through identifying users' unmet needs, we are able to introduce new functionalities and further expand our product and service offerings through upselling and cross-selling, which also enhances our monetization capabilities and expand our wallet share.

We plan to further digitalize the recruitment processes and offer more services to users. We believe there is significant untapped monetization potential that ties each successful employee placement with the service fee an employer pays. We plan to further explore along the recruitment services value chain and expand our focus to successful employee placement and employee onboarding, by leveraging our large user base and our industry expertise. By broadening our product and service range along the recruitment service value chain, we will continue to transform our business into a comprehensive, integrated recruiting platform that provides more closed-loop recruitment service offerings.

Build a human resources service ecosystem to serve individual and enterprise users' diverse needs

The unique market position we hold and the powerful network effects of our platform make us well-positioned to enter other human resources service markets beyond online recruitment, and to further explore opportunities to provide better solutions and create value with our industry leading technology and data capabilities. These markets include human resource planning, career development, performance management, compensation and benefits management and employment relationship management, covering the full spectrum of enterprises' needs and the entire career lifecycle of talents.

BUSINESS

Building on the scale of our platform, existing strong user affinity and industry knowhow that we have accumulated in the recruitment industry, we believe we are well equipped to explore business opportunities in these markets and seize significant monetization potential. We also aim to build a human resources ecosystem with more participants and service providers. As we expand our services into more human resource service markets, we will be able to grow with our users and serve the diversified needs of our individual users across their full career life cycle, and enterprise users for their diversified needs regarding talents.

Continue to invest in technological innovations and deepen our data insights

We will continue to invest in technology talent and infrastructure, which is the core of our technology strength. We plan to expand our investment in technology talent by expanding our technology team and further attract talent with expertise on key technologies. Meanwhile, we will continue to strengthen investment in deep learning and recommendation algorithm, enhance career knowledge graph, and deepen our understanding of various occupations and industries to provide more accurate and professional career services.

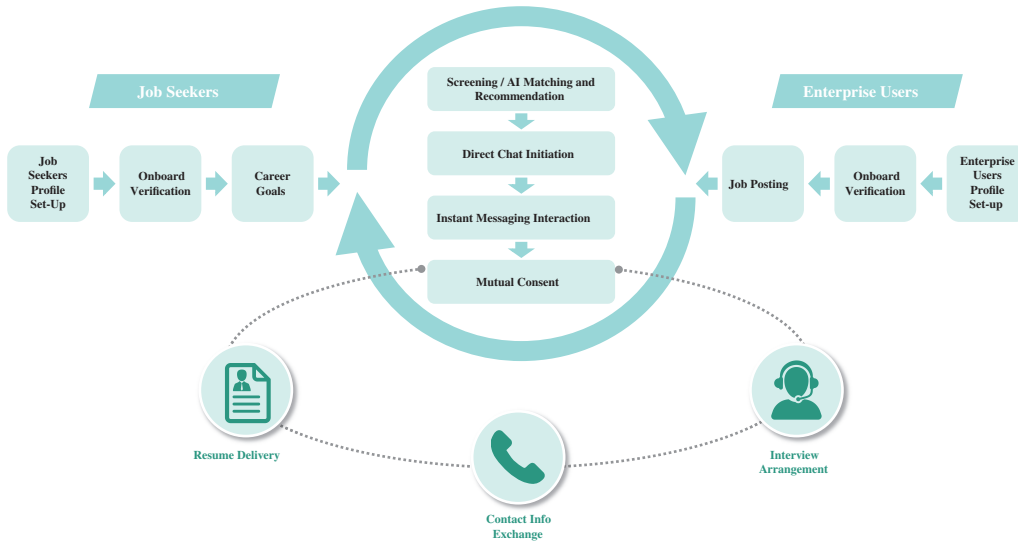
Further enhance our data and infrastructure security

We are committed to building a safe online platform. Our systems are designed to enforce our policies, protect users' personal information, and abide by applicable laws and regulations. We have built a multi-level system to protect our data, because it is the backbone of our business. We protect data through a combination of processing procedures and technologies and have built a dedicated data expert team to detect risks and vulnerabilities in user privacy and data security. We plan to further upgrade our data protection procedures and technologies to address data-related violations and combat potential data breach.

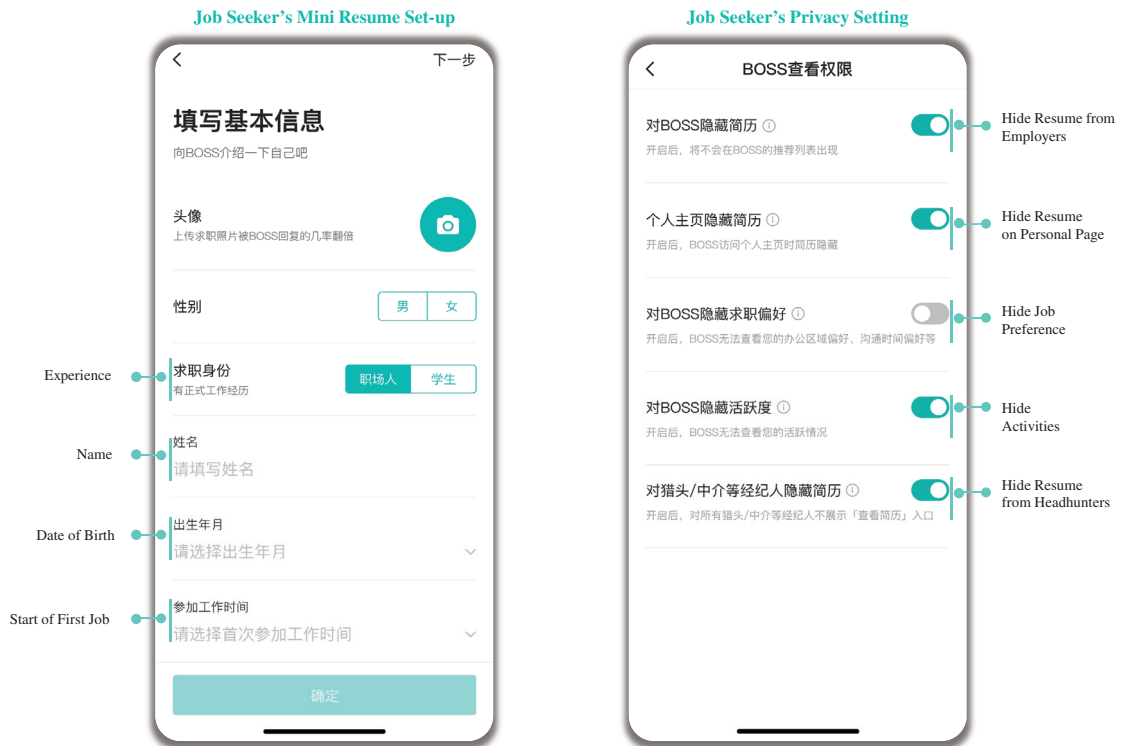
We have also expended significant resources to protect our server infrastructure from external hacker attempts and attacks. We have started using proprietary private cloud maintained in-house to reduce the reliance on third-party cloud infrastructure provider, which allows us to better safeguard user data and meet evolving regulatory requirements. In addition, we conduct regular tests for any internal or external unauthorized access to our systems and correct any irregularities. We will continue to invest in technology and people to ensure the safety of our IT infrastructures, including our hardware, software and data facilities. We will also continue to strengthen our operation security by implementing new procedures and expanding our workforce to validate the authenticity of job and employer information on our platform.

OUR SERVICES

We provide online recruitment and job hunting services primarily through the BOSS Zhipin app. The below flowchart illustrates the user journey we offer to our job seekers and enterprise users.



Informative and Interactive User Page





We have transformed the stressful process of browsing job openings and resumes to an adventure as easy and engaging as exploring social media.

Job seekers are required to provide basic personal and professional information, to create a mini resume which can be viewed by interested enterprise users. They can easily switch their privacy settings to make their mini resumes selectively visible to enterprise users. Job seekers can also choose not to receive certain job recommendations, such as jobs in a different city.

Bosses and recruiting professionals can set up their own accounts as enterprise users, post job openings and interact with job seekers. They can also provide their experiences of working at the company, tell a story about why they love the company and their jobs, and why job seekers should consider joining the company. Our unique enterprise user page gives more depth to a company's corporate image.

Tailored and Accurate Recommendation Serves Full-spectrum of Users



We leverage our proprietary algorithms and machine learning technologies to match and connect the right person with the right position through our curated job posting and candidate recommendations. Our typical user experience begins from the main feed, where users scroll through the recommended job postings or candidate listings and other customized professional content displayed on our platform which offers similar browsing experience as social media apps. This goes beyond the traditional search-based model where users need to type in key words to find suitable job postings. Under the traditional search-based model, users need to know exactly what they are looking for and the types of jobs that suit them the most. They would then need to convert their goals and preferences into short and succinct key words to search for relevant results. Real-time feedback based on behavioral data is also unattainable under the search-based model as what the users can see are simply lists of search results that are confined by users' search inputs.

Our platform generates and aggregates massive unique data points, including user reviews, reach-outs, messaging, resume delivery and exchange of contact information. Informed by this rich and growing dataset, we leverage machine learning technologies to build and refine our advanced proprietary algorithms that enable customized job recommendation for our users at a massive scale. For example, each user's every action or inaction to either review or ignore a recommendation delivers a feedback to our data system. These feedbacks, conveying each individual's current likings and preferences, are instantly processed by our algorithms and immediately reflected in the new job openings or candidates recommended to the user. As more users use our job and candidate recommendation services, we are able to provide more accurate and tailored recommendations to different users leveraging this rich and growing dataset and its proprietary machine learning and deep learning technology. By optimizing our recommendation algorithm strategy and combining it with our market expertise and extensive industry knowledge, we are able to present more users with broader sets of recommendation results that are not limited to a certain industry to offer the possibilities of exploring cross-industry and cross-professional job opportunities, which further improves user satisfaction. Customized matching significantly improves the efficiency of job hunting and recruitment and enhances user experience which in turn elevate user engagement.

This tailored recommendation ensures the co-existence of our diverse user base on one mobile app. For example, white-collar users are unlikely to be seen or reached by enterprise users offering positions that predominantly require the performance of manual labor, while blue-collar users will receive recommendations of job openings that better meet their skill sets and expectations. Job seekers are thus less distracted by employers offering jobs that are unrelated to their job pursuits, and employers will receive candidate recommendations that the system believes meet their requirements. As a result, we have achieved full user coverage of white and gold-collar users, blue-collar users and college students, and have served a full spectrum of employers, large and small, in numerous industries and from diverse geographical areas, developing a powerful network effect.

We also aspire to promote equality in traffic distribution, and have developed our recommendation system surrounding this core value. We drive more traffic to users who are more responsive and have a higher level of interaction with other participants on the platform, which effectively rewards users who actively look for job openings or candidates, ensures a more efficient allocation of job and talent resources, encourages interaction between job seekers and enterprise users, provides greater opportunity for all users to tap into the massive talent pool and abundant job opportunities provided and, to a certain extent, levels the playing field. The fairer traffic distribution helps attract SMEs and long-tail job seekers who usually have less recruiting budget or less competitive background, further strengthening our competitive edge to unlock huge potential in underserved SME online recruitment and expand our user base.

Direct Communication Facilitates User Engagement



We propel direct conversation between enterprise users and job seekers through our instant messaging function. Our job seeker recommendation system enables enterprise users to access our large job seeker pool to find, connect and interact with qualified job seekers. After reviewing their professional profiles, enterprise users can initiate direct conversation with job seekers to tell them more about their companies or a specific opportunity. Job seekers can also reach out to enterprise users to express their interests in a specific position through text and voice messages, emoticons and pictures.

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In a traditional online recruiting process, a job seeker's only interaction with the employers on the platform is to submit his or her resume. They would then be put through usually days of waiting before they could hear back from the employer. In addition, resumes received by the employers are often outdated with incomplete job seeker information and employers may also fail to provide timely update to their recruiting information. This dynamic makes it difficult for job seekers to manage their expectations, resulting in low engagement with the recruiting platform. Our instant messaging function, on the other hand, ensures that platform users are active with real job hunting or recruiting needs. Job seekers and enterprise users can thus better manage their job hunting or recruitment journey as they can expect to receive responses from the other side within a short time. Failure to receive any responses within a day to two incentivizes users to move on and look for other employment or recruitment opportunities. Real time interaction between job seekers and enterprise users significantly drives user enthusiasm, increases user stickiness and fosters a highly engaged user base. In addition, direct communication between job seekers and enterprise users allows two-way flow of information and meaningful dialogues between job seekers and enterprise users, thereby generating more data points, especially behavioral data, compared to traditional online recruitment platforms that are focused on resume submission and downloading. Such data sheds light on user preference and helps with recommendation algorithm iteration. It also enables us to drive traffic to the most active job seekers and employers while easily filtering out outdated job openings and inactive job seekers (by analyzing user interaction and engagement data), thereby ensuring that job and candidate information on our platform is current and reducing the overload of less useful and stale information.

Our instant messaging function, conveniently set in mobile-native scenario, offers convenience and flexibility to users, which is especially beneficial to Bosses and blue-collar workers who are unable to make a major time commitment for recruitment and job hunting activities. Bosses are willing to attract, screen, or communicate with candidates. They have a clear understanding of desired candidate attributes, interested in taking a first crack to communicate, attract or screen candidates and are often the key decision makers in the recruiting process. The instant and close interaction created by our instant messaging feature is also particularly appealing to traditionally underserved SME employers, who are eager to attract quality candidates. As of June 30, 2022, 65.7% of our verified enterprise users are Bosses.

Resume delivery based on mutual consent



We firmly believe that recruiting is a two-way street. We are committed to transforming the recruiting process by empowering job seekers and giving them more say.

We put job seekers back to the pilot seat by giving them more control in the job hunting process. Different from the traditional models where enterprises can directly purchase job seekers' full resumes, enterprise users on our platforms can only see a job seeker's mini resume that contains limited information. Enterprise users are not allowed to access job seekers' full resume or their contact information without job seekers' express consents. Enterprise users are thus motivated to engage in meaningful conversations with job seekers to confirm mutual interest before inviting them to deliver resumes. For example, to attract quality job seekers and gain access to their resumes, enterprise users may need to proactively reach out to these job seekers, demonstrate benefits of the job and answer their questions. Similarly, job seekers cannot submit their resumes to an enterprise user without the enterprise user's consent. This function also showcases our commitment to safeguard job seeker's information and protect their privacy.

Our tailored matching and connecting combined with the effective communication between job seekers and enterprise users guarantee an efficient job hunting and recruiting experience. This enables us to build a large and diverse user base, and further developed a powerful network effect.

Value-added tools

We also offer value-added tools to job seekers and enterprises users.

For job seekers, we offer complementary tools, such as VIP resume template, increased resume exposure to enterprise users, candidate competitive analysis and message filtering services.

For enterprise users, we offer a combination of value-added tools that improve their recruitment efficiency. For example, our bulk invite sending connects enterprise users with multiple job seekers at one go to assist the employers to accomplish their recruiting goals in a timely manner. Our advanced filter allows enterprise users to filter through the list of job seekers we recommended through our proprietary matching system.

OUR OTHER MOBILE APPLICATIONS

We provide online recruitment services through our main mobile app BOSS Zhipin, where the full suite of our services is available, Dianzhang Zhipin, which provides online recruitment services with a special focus on blue-collar recruitment, and KanZhun, which provides free employer reviews and interview experience sharing services.

Dianzhang Zhipin

We created *Dianzhang Zhipin* mobile app, or Dianzhang, to further expand our user base in the blue collar recruitment market and provide better and more tailored recruitment services. Blue collar recruitment has traditionally been an undeserved market with massive opportunities. To expand our presence, we have launched Dianzhang as a pilot program that primarily focuses on the recruitment of blue collar workers and the provision of experimental features and services customized to blue collar job seekers and enterprise users. Dianzhang adopted similar user interface and the same direct chat and resume delivery function as BOSS Zhipin with additional innovative features designed to meet the needs and preferences of blue-collar job seekers and recruiters. We have achieved seamless integration between Dianzhang and BOSS Zhipin. Enterprise users on Dianzhang can directly interact with job seekers on Boss Zhipin, our main recruitment platform, and enterprise users on BOSS Zhipin can receive recommendation of job seekers registered with Dianzhang and communicate with them. We believe our continued innovative efforts bring us sustainable competitive advantages and further fuel our growth.

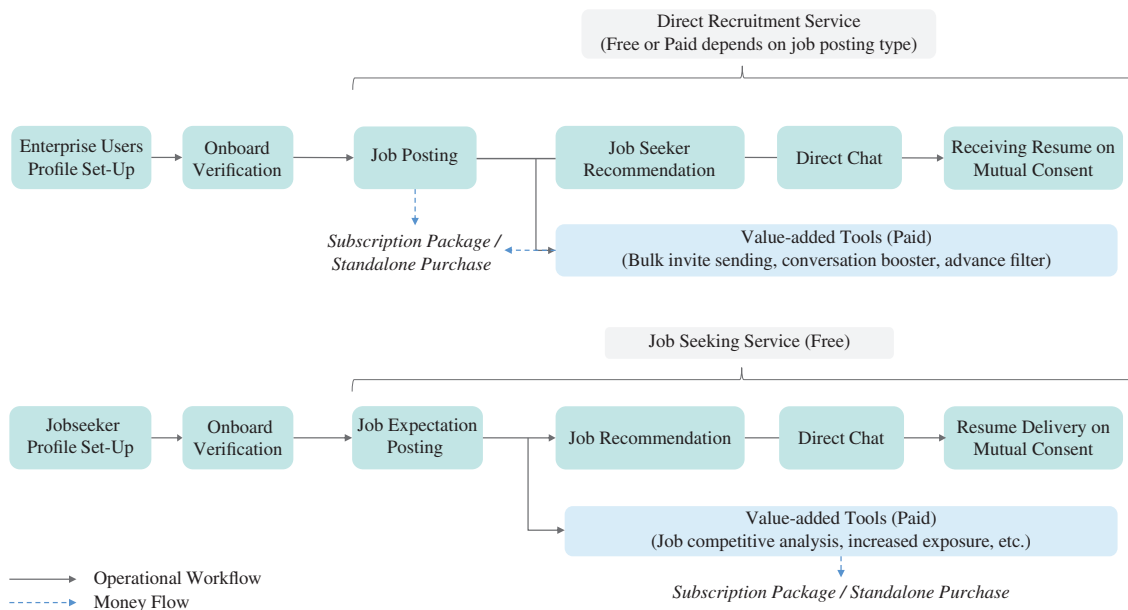
KanZhun

We offer free services to job seekers through our standalone app *KanZhun*, which focuses on employer reviews and interview experience sharing. KanZhun provides information of businesses, including companies' scope of operation, organizational structure and core management team to help users assess the credibility of the company. We also dedicate a section in the company's profile to present a comprehensive overview of the company's

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recruitment information available on BOSS Zhipin, including the number of job openings, salary information of the available positions and job seekers' education background and work experience requirements. All of the information is immaculately displayed in graphs, charts or otherwise succinctly described on each company's profile page, creating an intuitive user experience. Through our KanZhun platform, users can also access and share a vast array of career related content. Job seekers join the KanZhun community to share their experiences interviewing at a particular company and employees post reviews of their current or prior employers. Users are encouraged to score the companies from multiple aspects, including salary and benefits, working conditions, career development opportunities, work life balance and overall job satisfaction. Utilizing our KanZhun community, job seekers are better prepared and more informed about the jobs and companies they apply to and consider joining.

OUR MONETIZATION MODEL



We provide recruitment and job hunting services to both enterprise users and job seekers and generate most of our revenue from paid services offered to enterprise users. For enterprise users, we offer direct recruitment services that allow them to post jobs and communicate with job seekers, which can be free or paid based on an innovative connection-oriented monetization strategy, supplemented by paid value-added tools to further enhance their recruitment efficiency as part of our overall recruitment services to the enterprise users. For job seekers, we offer job seeking services to communicate with employers for free and paid value-added tools to help job seekers better prepare for their job hunt and assess their candidacy.

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We monetize our direct recruitment services offered to employers based on an innovative connection-oriented strategy that efficiently connects job seekers and employers to strike a better balance between the supply and demand of jobs. We primarily monetize the opportunity to connect enterprise users with suitable job seekers and do not charge enterprise users additional fee based on the successful placement of job seekers.

We provide services to enterprise users along the direct recruitment journey. Enterprise users are required to first post at least one job position before they can enjoy our services, including receiving job seeker recommendations, browsing the mini resume of job seekers, chatting with them, accessing their full resume and contact information upon consent, conducting audio and video interviews and sending offers (together, the “basic services”). When the supply of a job position exceeds the number of job seekers applying for that position to a certain degree, we rebalance the supply and demand of our ecosystem by charging the enterprise users a fee to post such jobs. This is achieved through our unique monetization mechanism, under which for a specific position in a set geographic region, we decide whether to charge the position based on a number of factors including the number of the same positions offered in the region, the number of job seekers looking for the same job in the region, industry trends and prospects relating to the job position and demographics of the region, all of which center around the supply and demand of jobs and applicants for the position in the region.

For jobs not identified by us as paid positions, enterprise users can post the job positions without any charges and enjoy our basic services to communicate with a certain number of job seekers per day for free. Enterprise users can purchase conversation booster if they want to communicate with more job seekers. Most of the job positions on our platform are free positions that enterprise users can post with no fees attached. For paid job positions, enterprise users need to first pay to post the job and then they will be able to enjoy our basic services to communicate with a certain number of job seekers per day for free following that job post. They can also communicate with more job seekers by purchasing our conversation booster. Basic services provided to enterprise users are the same, regardless of whether the job posted by the enterprise user is free or paid. The balance of supply and demand enables job seekers to interact more with enterprise users with strong recruiting needs and reduces the likelihood of a job seeker being bombarded with too many reach-outs from persistent recruiting professionals. Our innovative connection-oriented monetization strategy well complements our direct recruitment model and effectively incentives us to promote interaction and connection between enterprise users and job seekers.

Other than basic services we provide, enterprise users can also purchase value-added tools that offer them more functionalities and convenience to facilitate their recruitment journey. Enterprise users can still receive job seeker recommendations, communicate with job seekers and make successful hire on our platform without buying any value-added tools.

We serve a large and diverse user base with enterprises across over one hundred industries. Based on our best estimate, the revenue derived from no single industry contributed to more than 10% of our total revenues during the Track Record Period. As we do not derive significant revenue from certain sectors, our Directors are of the view that we are not subject to material industry concentration risk.

Paid services offered to enterprise users

We provide a wide array of paid services and value-added tools that allow enterprise users to post jobs, interact with job seekers more efficiently and better manage their recruitment process. After purchasing our paid job positions, enterprise users can enjoy the basic services during the term of the subscription. They can also purchase value-added tools, such as bulk invite sending, conversation booster and advanced filter help enterprise users access, screen and communicate with job seekers more effectively and efficiently. As of the Latest Practicable Date, calculated on a standalone basis, the price of our paid job posting ranged from approximately RMB30 to approximately RMB1,000 per job position, depending on the supply and demand of jobs and applicants for the position in a set geographic region, and the price of our value-added tools ranged from approximately RMB4 to approximately RMB1,000 per value-added tool, depending on the function of the tool, its duration or the number of times a tool can be used.

Enterprise users can purchase any of our paid services or tools on a standalone basis or as a part of the subscription package. We offer the same paid services and value-added tools under the subscription package and on a standalone basis. Enterprise can choose to buy any of our paid services or value-added tools either as a part of a subscription package or conduct ad hoc purchase. As of the Latest Practicable Date, the price of our annual subscription packages ranged from around RMB3,000 to more than RMB100,000, and the price of our monthly, bimonthly and quarterly subscription packages ranged from RMB50 to approximately RMB1,200. The price of our subscription packages depends on the composition of the type and volume of the services and tools chosen by enterprise users. The average purchase price of our subscription package ranged from RMB15 thousand to RMB18 thousand during the Track Record Period. Subscription packages generally have higher gross margin than purchases made on standalone basis as payment for standalone purchases are primarily made through third-party payment platforms, thereby incurring higher third-party payment processing costs, which generally represent the largest portion of our cost of revenues. In comparison, most of the payment for subscription packages in terms of revenue was made through direct payment to the Company. Key information of each subscription package, such as terms of the package, date of expiration, price, and usage, is automatically recorded in our system, which assists us to keep track of the timing of revenue recognition. Revenue for services is recognized daily over the course of their term while revenue for the value-added tools is generally recognized based on actual usage. The term of value-added tools (e.g. 3 months) can differ from that of the subscription package (typically one year) as the term of value-added tools is activated upon the customer's usage. Where the value-added tools have been activated during the term of the subscription package and the actual usage of the value-added tools falls below the purchased amount at the expiry of the subscription package, the value-added tools can continue to be used until the end of the term of the value-added tools. Where the value-added tools under a subscription package have not been activated during the terms of the subscription package and the customer does not renew the package, the value of the unused value-added tools would be forfeited upon the expiration of the subscription package. We recorded an average forfeiture rate of less than 5% during the Track Record Period. We identify enterprise users with large and long-term recruitment procurement needs and recommend customized subscription packages that contain a combination of basic services and value-added tools to better address their recruitment needs. Most of our subscription packages have a term of one year and include both paid job positions and value-added tools. We charge our subscription packages based on

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the services and tools selected by enterprise users. For enterprise users that purchase subscription packages, we offer pre-sale planning services to help them select a combination of paid job postings and value-added tools that best meet their recruitment needs. After purchase, our designated sales representatives provide after-sale services. We had verified enterprises of 3.2 million, 5.5 million, 8.1 million and 8.9 million as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively. We recorded paid enterprise customers of 1.2 million, 2.2 million, 4.0 million, and 3.8 million in the twelve months ended December 31, 2019, 2020, 2021 and June 30, 2022, respectively.

The table below sets forth the breakdown of our revenue from enterprise customers by types of customer accounts.

	For the Year Ended December 31,						For the Six Months Ended June 30,			
	2019		2020		2021		2021		2022	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(unaudited)									
	(in thousands, except for percentages)									
Online recruitment services to enterprise customers										
- Key accounts	155,819	15.8	330,795	17.2	928,360	22.0	362,763	18.7	517,925	23.3
- Mid-sized accounts	363,282	36.8	696,325	36.1	1,513,506	35.9	633,685	32.7	910,848	40.9
- Small-sized accounts	467,758	47.4	900,058	46.7	1,777,160	42.1	943,471	48.6	798,411	35.8
Total	986,859	100.0	1,927,178	100.0	4,219,026	100.0	1,939,919	100.0	2,227,184	100.0

The table below sets forth the breakdown of our revenue from enterprise customers by types of services.

	For the Year Ended December 31,						For the Six Months Ended June 30,			
	2019		2020		2021		2021		2022	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(unaudited)									
	(in thousands, except for percentages)									
Online recruitment services to enterprise customers										
- Paid job postings	626,837	63.5	1,283,317	66.6	2,995,806	71.0	1,320,085	68.0	1,630,674	73.2
- Value-added tools	360,022	36.5	643,861	33.4	1,223,220	29.0	619,834	32.0	596,510	26.8
Total	986,859	100.0	1,927,178	100.0	4,219,026	100.0	1,939,919	100.0	2,227,184	100.0

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The table below sets forth the breakdown of our revenue from enterprise customers by purchase methods.

	For the Year Ended December 31,						For the Six Months Ended June 30,			
	2019		2020		2021		2021		2022	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(unaudited)									
	(in thousands, except for percentages)									
Online recruitment services to enterprise customers										
– Subscription packages	627,404	63.6	1,256,532	65.2	2,772,587	65.7	1,210,551	62.4	1,626,991	73.1
– Standalone purchases	359,455	36.4	670,646	34.8	1,446,439	34.3	729,368	37.6	600,193	26.9
Total	986,859	100.0	1,927,178	100.0	4,219,026	100.0	1,939,919	100.0	2,227,184	100.0

The table below sets forth a summary of key services we offer to enterprise users. In addition to these paid services, we also have other services aimed at optimizing recruitment efficiency.

Services	Main features
Job posting	– Our job posting function allows enterprise users to present key information of the position, including job title, responsibilities, pay, location, employer background and other pertinent information in succinct and easy-to-follow manner.
Job seeker recommendation	– We provide curated job seeker recommendation results to enterprise users.
Direct chat	– Enterprise users can initiate direct conversation with job seekers to communicate about vacancies, company culture, perks and benefits and job seekers' interests in the position, etc.

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Services	Main features
Resume delivery	– Enterprise users can invite job seekers to deliver their resumes. To protect user privacy and give more say to job seekers, we do not allow enterprise users to access job seekers' full resume without their express consent.
Bulk invite sending	– Bulk invite sending allows enterprise users to send information of a position to multiple job seekers and solicit their interest in the position and/or consent to provide their full resume or contact information at one go to assist the employers to accomplish their recruiting goals in a timely manner. Bulk invite sending helps enterprise users kickstart conversations and efficiently identify job seekers that are interested in the position.
Conversation booster	– Conversation booster allows enterprise users to browse the mini-resume of and initiate conversation with more job seekers.
Advanced filter	– Advanced filter allows enterprise users to filter through the list of job seekers we recommend to them through our proprietary matching system, and initiate direct chat with job seekers. Enterprise users that have not purchased this paid service or similarly functioned services can only browse the mini-resume of and chat with job seekers recommended to them through feed streams but are unable to use the filter function to screen, access and communicate with job seekers.

Set forth below is a summary of the key terms of a typical annual subscription package between us and our enterprise customers. The key terms are generally the same for users that buy subscription packages for the first time and users that renewed their subscriptions.

- **Term:** The agreements typically have a term of one year.
- **Services:** The agreements together with purchase orders separately entered into between the parties stipulate the nature and types of the services and the number and types of tools subscribed by the enterprise customers.

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- Pricing: With reference to pricing for the relevant services or tools, subject to discounts otherwise agreed between the parties. The pricing for the subscription package varies depending on the type and volume of services and tools selected by enterprise customers.
- Payment: The agreements typically require payments to be made by enterprise users prior to the start of the subscription period.
- Termination: The parties may terminate the agreement upon mutual agreement. In the event that one party is in breach of its contractual obligations, the other party is entitled to terminate the agreement and claim damages.
- Confidentiality: The agreements generally require both parties to take adequate measures to keep all sensitive information relating to the performance of the contract strictly confidential.
- Standard terms and conditions: Other standard terms and conditions form part of the contract, which stipulates issues including representations and warranties of both parties, confidentiality, intellectual property rights and dispute resolutions.

Services offered to job seekers

Job seekers receive job recommendations, browse job postings, communicate with enterprise users, deliver resume or contact information to enterprise users upon mutual consent, participate in audio and video interviews and receive offers on our platform for free. They can also purchase additional value-added services, including, for example, job competitive analysis and increased exposure of job seekers' mini resume to help them better prepare for their job hunt. As of the Latest Practicable Date, we offered job seekers a monthly subscription package with a price of RMB68 per month and a 7-day subscription package with a price of RMB6 per week. The monthly subscription package has longer duration, more types of value-added services and greater number of times certain paid value-added services can be used compared to the 7-day subscription package. Job seekers can pay for the subscription package to enjoy multiple paid value-added services during the subscription period or purchase certain of our paid services on a standalone basis. We require job seekers to pay for the services before use. During the Track Record Period, revenue contributed by job seekers accounted for less than 2% of our total revenue.

Cognizant of the barriers to providing accurate matching to our users, we are committed to continuously investing and building our technology strength to optimize two-sided job and candidate matching. Our technology advantages are demonstrated through our strong theoretical foundation, robust technology implementation and successful technological application.

Strong theoretical foundation supports our continuous innovation.

We have devoted years of efforts on the systematic research on the key characteristics of the industry, including the labor market, talent flow, individual career development and professional skill sets development. In particular, we utilize advanced data analytics to analyze the changes of the labor market and the effect of talent flow on regional economic development. We also conduct research on sociological topics through modeling and simulation, including individual career development and the impact of gender differences. Along with the comprehensive user behavioral data analysis conducted by our Career Science Lab, these research results have helped us develop a comprehensive career knowledge graph, which provides valuable insights to an individual's career development goals, occupation inclination, job position preferences and the recruiting needs of enterprises which fuel our continued advancement in our technology innovations, including the iteration of our proprietary algorithm to improve recommendation accuracy.

Technology implementation forms strong technical strengths and competitive barriers.

Given the difficulties of recruitment recommendation, we have made significant investment to build our core technology capabilities in areas including:

Data and data insights: massive, multidimensional data and data insights.

The capability to gather mass multidimensional data in granular details, which helps capture the unique traits of each job seeker and enterprise user. This is made possible through customized and accurate job/candidate recommendation based on a multitude of factors, including, for example, career development goals, occupation inclination, job position preferences of job seekers and the recruiting needs of enterprises.

We have a large, granular and fast-growing dataset containing multidimensional behavioral and static information of job seekers and enterprise users. Each job seeker has a mini resume containing their basic information, which matches the information contained in each job post. The information in each mini resume and job post forms our static user information data base. We also capture how each user interacts with others and the content on its platform in granular detail, which contributes to valuable behavioral data insights. Our models process these behavioral data instantly and provide users with refined matching results. Our strength in data technology is also characterized by our multi-label classification of data. Our data analytics technology takes into account more than three hundred elements of user features, which are growing over time and continue to optimize the algorithm model. For a single algorithm model, the more elements of data are collected and labeled, the more features that are included in the algorithm's "decision-making" process, and the more efficiently and effectively the matching results can be delivered.

Platform architecture: proprietary real-time recommendation architecture and fast model iteration.

We have deployed an innovative real-time feature collection architecture that has helped with the real-time collection, production, training and low-cost storage of featured samples, which include static and behavioral data of all kinds, including users' education status, job expectations, browsing history, chatting and resume delivery, among others. The innovative feature engineering system lays a solid foundation for accurate job and candidate recommendations based on large volume and high velocity of static and behavioral data.

In addition, we have built solid data infrastructure of high-availability and high-concurrency. The data infrastructure supports real-time update, reading and writing of large-scale data sets and indexes without affecting the independent and concurrent online operation of various machine learning models. This enables more stable platform performance in the case of traffic spikes and ensures real-time update of jobs and candidates recommendation feeds. In addition, the concurrent system operation capability of the infrastructure simultaneously supports more than one hundred algorithm engineers together with the operation of hundreds of AI models. This enables rapid product iteration and constant upgrade of our matching system. We completed over 10,000 model iterations in the twelve months ended June 30, 2022.

Recommendation algorithm: machine learning/deep learning/natural language processing.

We apply machine learning and deep learning to process, analyze and identify patterns in data and build models to make predictions on job and candidate preferences of job seekers and enterprise users. This is especially useful considering the diverse, high-dimensional data we collect from our large and diverse user base. We utilize our advanced deep learning model to enable fast iteration and upgrade of our algorithms and model. Currently, in the intelligent recommendation process, more than 90% of BOSS Zhipin's traffic is processed by the deep learning algorithm. We utilize natural language processing in automatic computational processing of human languages, including identifying the semantic similarity of each sentence pair between job postings and the mini resumes.

Leveraging these advanced core technologies, we developed a more accurate portrait of each individual user and is able to understand user preferences to predict the likelihood of a successful job and candidate match indicated by the offering and acceptance of an interview invitation. This effectively addresses each individual's different job or recruitment needs and their inability to identify suitable job positions due to information asymmetry and inexperience in job switching activities.

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Successful technological application powers advanced job and candidate recommendation.

Successful application of our strong theoretical foundation and advanced technologies ensures accurate job and candidate matchings that are tailored to each individual's preferences and account for bilateral compatibilities and suitability within user groups.

We apply advanced algorithm to the recommendation system to reflect our key strategies – (i) two-sided matching strategy: our recommendation algorithm considers not only the best recommendation to an individual, but also bilateral compatibilities and the suitability of the match within the user group, which result in a fairer distribution of the platform's traffic; and (ii) personalized recommendation strategy: we make customized recommendations for users of different user groups, taking into account multiple factors, including the stages of career development, potential suitable positions not thought of by the job seeker but would match his/her skill set and the job seeker's future career development opportunities. For example, we offer job recommendations to job seekers not only limited to positions based on their past employment history but also potential opportunities they may consider for their career development.

Our research and development team

Our technology capabilities are a unique advantage and critical to our business operations. As of June 30, 2022 we had a team of 1,399 research and development personnel dedicated to technology, data and related functions. Our research and development team is fully involved in all critical operational areas, with an in-depth understanding of our users' needs. Our research and development expenses amounted to RMB325.6 million, RMB513.4 million and RMB822.0 million (US\$122.7 million) in 2019, 2020 and 2021, and up from RMB413.7 million in the six months ended June 30, 2021 to RMB598.4 million (US\$89.3 million) in the six months ended June 30, 2022, respectively, representing approximately 32.6%, 26.4%, 19.3%, 21.1%, and 26.6% of our total revenues, respectively, during the same periods.

Service innovation and excellence lie at the heart of our business. We also gather creative ideas from all of our teams, including service development team, sales team and big data and algorithm team who best understand user behavior and demand. Our massive user base and efficient product iteration process ensure our effective exploration of new possibilities and drive constant development of our services.

SALES AND MARKETING

We have made significant investments in data science, which underpins all aspects of our operations from user acquisition to sales. Our data-centric approach has helped us to attract and retain new users, improve sales of paid services to existing users, and conduct cost-efficient marketing.

Sales

We offer online self-service purchases. For enterprise customers with scattered and on-demand recruitment needs, in particular, SMEs and non-professional recruiters, the opportunity to conduct small amount and short-term purchases provides them more flexibility. The self-service feature allows us to achieve higher sales efficiency.

We empower our sales team with our proprietary CRM system by helping the team find employers with demand and willingness to engage in bulk purchase or pay for more tailored services. Our proprietary CRM system can automatically identify potential customers with large, long-term recruitment procurement needs from existing users and convey these information as sales leads to the sales team. Our sales team will then reach out to such users with customized packages with an aim to convert them into customers that have subscription packages with us. This allows us to channel our data-driven insights into the sales process and drive conversion. All of our sales leads are generated by this CRM system, which simplifies the sales process and enables us to achieve higher sales efficiency. In addition, supported by our data analysis, our sales team can provide employers with better customized and more comprehensive service packages. We are committed to continually improving the quality of our services.

Marketing

We are recognized as the most recommended online recruitment platform and the brand with the highest use frequency among China's top four online recruitment platforms, and our Directors believe brand recognition is critical to our ability to continue to attract new users.

Our marketing decisions are informed by our data analytics that are optimized to maximize returns. We set and adjust our marketing strategies based on advertising efficiency predictions through indicators including differences in occupational structure, the population's average income, and characteristics of different marketing channels. Our data analytical capabilities allow us to conduct cost-efficient marketing. We pay to acquire user traffic from third-party channels, mainly including app stores, search engines, info feeds and social networking platforms. We also benefit from organic traffic through word-of-mouth and brand recognition.

To promote our brand image, we have launched various marketing initiatives and acquired users through a variety of marketing channels, including outdoor advertising, TV advertising and video advertising. We display ads at popular sites in major subway stations as well as elevators in office buildings in large cities in China, where there is massive premium traffic of working professionals with diverse background. We also launch marketing campaigns in major national and international events. For example, we were the official human resources supplier for the 2022 Beijing Winter Olympics. We also enlist celebrities as brand ambassadors to expand our audience reach by featuring them in promotional materials and through online video platforms.

BUSINESS

In connection with the suspension of new user registration, we strategically incurred less advertising expenses to improve marketing efficiency during the period. After the resumption of new user registration, we have invested, and plan to continue to invest in advertising activities, including the sponsorship of major events, and online traffic acquisition to further enhance our brand awareness and facilitate our user growth in the long-term. However, we believe the increase in sales and advertising spending will not materially weaken our ability to record adjusted net income (non-GAAP financial measure) in 2022 and 2023.

CUSTOMERS AND SUPPLIERS

Our customers are predominantly enterprise users, from whom we derive most of our revenues by providing online recruitment services, primarily in the forms of customized subscription packages, and online recruitment tools that can be purchased on demand. Our largest customer in each year/period during the Track Record Period accounted for approximately 0.4%, 0.4%, 0.3% and 0.3% of our total revenues for each of the years/period ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively. Our top five customers in aggregate accounted for approximately 1.5%, 1.3%, 1.2% and 0.9% of our total revenues for each of the years/period ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively.

Our suppliers primarily include technology companies that provide hardware products or software services and advertising and marketing service providers. We recorded total purchase of RMB812.2 million, RMB1.3 billion, RMB1.8 billion, and RMB911.3 million for each of the years/period ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively. Our largest supplier in each year/period during the Track Record Period accounted for approximately 12.8%, 8.4%, 10.9% and 10.1% of our total purchase amount from suppliers for each of the years/period ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively. Our top five suppliers in aggregate accounted for approximately 38.0%, 37.6%, 37.0% and 40.1% of our total purchase amount from suppliers for each of the years/period ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively.

The table below sets forth the details of our five largest suppliers during the Track Record Period:

<u>Supplier</u>	<u>Years of relationship</u>	<u>Purchase amount</u>	<u>% of our total purchase</u>
		(in RMB thousands)	
<i>Six months ended June 30, 2022</i>			
Supplier A ⁽¹⁾	Over 3 years	92,123	10.1%
Supplier B ⁽²⁾	Over 3 years	91,224	10.0%
Supplier C ⁽²⁾	Over 3 years	85,589	9.4%
Supplier D ⁽²⁾	Less than 1 year	54,183	5.9%
Supplier E ⁽¹⁾	Less than 1 year	43,252	4.7%

BUSINESS

<u>Supplier</u>	<u>Years of relationship</u>	<u>Purchase amount</u> (in RMB thousands)	<u>% of our total purchase</u>
<i>Year ended December 31, 2021</i>			
Supplier B ⁽²⁾	Over 3 years	198,336	10.9%
Supplier F ⁽¹⁾	2-3 years	153,312	8.4%
Supplier C ⁽²⁾	Over 3 years	125,457	6.9%
Supplier G ⁽¹⁾	2-3 years	108,709	6.0%
Supplier H ⁽¹⁾	Over 3 years	88,141	4.8%
<i>Year ended December 31, 2020</i>			
Supplier G ⁽¹⁾	2-3 years	108,120	8.4%
Supplier H ⁽¹⁾	Over 3 years	104,582	8.1%
Supplier C ⁽²⁾	Over 3 years	103,177	8.0%
Supplier B ⁽²⁾	Over 3 years	92,511	7.2%
Supplier A ⁽¹⁾	Over 3 years	76,382	5.9%
<i>Year ended December 31, 2019</i>			
Supplier I ⁽¹⁾	Over 3 years	103,780	12.8%
Supplier B ⁽²⁾	Over 3 years	54,221	6.7%
Supplier A ⁽¹⁾	Over 3 years	53,579	6.6%
Supplier H ⁽¹⁾	Over 3 years	50,495	6.2%
Supplier J ⁽¹⁾	Over 3 years	46,503	5.7%

Notes:

- (1) A, E, F, G, H, I and J specialize in advertising, marketing, advertising design and production.
(2) B, C and D are technology companies that provide hardware products or software services.

During the Track Record Period and up to the Latest Practicable Date, none of our Directors, their respective associates, or any shareholders of our Company (who or which to the knowledge of the Directors owned over 5% of our Company's issued share capital) had any interest in any of our five largest customers or suppliers. We did not provide any subsidies to attract customers during the Track Record Period and up to the Latest Practicable Date.

In 2019, 2020, 2021 and the six months ended June 30, 2022, four, three, four and two of our top five suppliers were also our customers, respectively. Our sales to these companies contributed for a total of less than 0.005% of our revenues in each year or period during the Track Record Period. Our Directors confirmed that negotiations of the terms of our purchases from and sales to these suppliers and customers were conducted separately and as a result, the purchases and sales were neither connected with nor conditional upon each other. Our transactions with these suppliers and customers were conducted on normal commercial terms after arm's length negotiations, in line with market practice.

RIGOROUS USER VERIFICATION & ALGORITHM POWERED RISK ASSESSMENT

We have implemented “platform user safety protection” program, which focuses on protecting users’ interests. We emphasize the importance of ensuring the information presented on our platform is verified and authentic. We use a screening and monitoring system to examine and verify the authenticity of the job postings and leverage our advanced technology to detect and respond to threats and frauds incessantly. Our screening and monitoring system consists of user onboarding verification, continuous risk monitoring supported by our proprietary suite of risk identification models and offline risk assessment. Additionally, we adopt a comprehensive suite of procedures to verify the identity of job seekers. Authentic enterprises, enterprise users and job postings facilitate information transparency, enhance our service quality, cultivate trust inside our platform and strengthen our user stickiness.

Enterprise users’ risk assessment

We implement a rigorous screening process to examine and verify the enterprise users’ identification information. To register an account with us, enterprise users are required to provide identification information and complete real name authentication and identify themselves with an enterprise. For enterprise users of a company that first joins our platform, we verify the identity and assess the risk of both the enterprise and the enterprise users. We require the company to go through a set of verification procedures during their onboarding process, including the uploading of the company’s business license and certificates of employment, which include, for example, business email, business address of the enterprise, and business address of the enterprise users to verify the relationship between the enterprise and the enterprise users. We also customize enterprise users’ registration policy based on our risk pre-determination mechanism. We require enterprises in high-risk industries, identified by the number of user complaints received or the number of misconducts within the industry, to provide additional materials, to go through additional steps to complete the verification process when such enterprise first joins our platform. For example, we require them to provide additional materials, including industry service licenses, video of their office environment or conduct an in-person meeting with our offline risk assessment team.

For enterprise users that identify themselves as employees of enterprises that have already been verified by us, we generally require the enterprise user to go through the same onboarding procedure. For example, we ask them to provide information including business email, the enterprise’s business license and business address to demonstrate their relationship with the verified enterprise. For enterprises with a large number of users, we also designate specific personnel within the enterprise to help us verify the identity information of new enterprise users that identify themselves as employees of the enterprise. Such enterprise users are generally not required to go through additional verification procedures designed for enterprises in high-risk industries as such verification process has already been completed when the company first joins our platform. We also constantly monitor enterprises who have been denied access to our platform to prevent them from potential future misconduct.

BUSINESS

We leverage our advanced feature engineering, machine learning and decision engine to process user data and respond to threats and frauds constantly. Relying on our advanced algorithms, we have built a proprietary suite of models to detect enterprise users' misconduct and identify and continuously track high-risk job positions and employers. Our proprietary suite of risk identification models factor in multidimensional user information, including static and behavioral data gathered by our risk mining algorithm. Static data gathered includes business scope of an enterprise, its industry qualifications, registered address, records of illegal or unfaithful conduct, whether the enterprise is in good standing and other enterprise specific information. Behavioral data gathered includes user complaints and feedback and enterprise users' engagement behavior with our platform and other users, such as the number of mini resume viewed and chat messages sent by an enterprise user in a given period. Our risk mining algorithm processes a wide spectrum of data features of enterprise users to assess and weigh individual factors about the trustworthiness of enterprise users. We track high risk behaviors such as false advertising, pyramid selling and private information extortion. We also take job seeker complaints into our data-driven risk assessment process. Job seekers play an important role in our comprehensive risk assessment network through reporting suspicious activities or false information in the company's description or job postings. After we identify inappropriate behavior conducted by enterprise users whom we deem to pose high risks to our platform, we assign our offline team to conduct manual risk assessment. For example, we visit enterprises that are reported by users for providing fraudulent information and enterprises that we identify as of higher risks based on videos of their office environment.

Our dedicated offline risk assessment team visit employers in person to make sure the information presented on our platform is authentic and up-to-date. In particular, they verify the consistency of the employers' business locations and enterprise users' work locations. Our algorithm powered risk assessment system together with our offline verification efforts are necessary to manage the complexity of analysis at the scale and speed that is needed in light of our massive user base and the changing fraud landscape. We established the industry's first integrated online and offline employer information verification system that adopts a combination of intelligent screening and security verification and on-site visit (covering 50 cities) to verify enterprise information. The vigorous screening enables the provision of reliable job and employer information and addresses the misinformation that is prevalent in the online recruitment market, especially for blue-collar recruitment. After we discover misconduct of enterprise users, regardless whether it took place on or outside of our platform, or identify false information, we take corresponding actions to address the issues identified, such as banning, blocking user accounts, requiring enterprises to provide additional verification materials, or prohibiting the information of the company and its enterprise users from being accessed by job seekers. For enterprise users suspected of serious misconduct or criminal activities, we report the case to local police department for further investigation. Our streamlined authentication process and ongoing risk assessment system foster a trustworthy and credible user platform. As of September 30, 2022, our offline risk assessment team had 172 employees. Before each onsite visit, we comprehensively assess the risk of the target company to ensure efficient offline verification of identified issues, which enabled us to achieve high verification and risk assessment efficiency. Our offline risk assessment team has visited approximately 500,000 companies in 2022 up to the date of this document.

Job seekers' risk assessment

Job seekers are first required to complete our mobile phone verification process which requires users to register with their mobile phone numbers and provide the verification code we message to their phones for verification purpose. Our intelligence system detects suspicious user input that may undermine the integrity of our platform and will require those users to go through additional authentication procedures. For example, job seekers providing mobile numbers that are recorded in the phone number blacklist or using advertising language in self-description would be detected by our fraud prevention technology.

Feedback and complaint management

We make every effort to provide reliable user experience. We encourage users to provide timely feedback and file complaints via email, customer service hotline, and live chat. We received a total of approximately 93,500 complaints during the Track Record Period and up to October 31, 2022. Of all the complaints we received, we had approximately 37,000 verified complaints, including approximately 24,000 verified complaints relating to fraudulent employment during the Track Record Period and up to October 31, 2022. Verified complaints are complaints that involve serious misconduct that we are able to verify. Our user complaints primarily consisted of complaints relating to fraudulent employment, enterprise user misconduct and our services. We promptly take actions to verify all user complaints received by us to ensure all of them are properly addressed. We categorize user complaints and feedbacks we receive based on the types of the inquiries and either have our customer representatives resolve them directly in real time or escalate to senior members of the team for further assessment. Most of the user complaints and inquiries are catered to and resolved within one business day. Special inquiries or complaints involving requests for major product or feature optimization generally take longer time to address. We keep users updated of our complaints handling process and results.

We are attentive to our user inputs and strive to make sure their voices are heard. We have carried out comprehensive measures to address user complaints. For example, we regularly review user complaints, feedback and inquiries for better product and system design and arrange return visit to key users for additional constructive feedback. To assist elder users, we have set up a hotline with designated personnel to explain our products and services. We also provide comprehensive training courses to our customer service representatives to help them develop and upgrade core service skills. We believe such measures will also help us maintain and increase user stickiness.

DATA PRIVACY AND SECURITY

Data security is crucial to our business operations as it is the foundation of our competitive advantages. We have internal rules and policies that govern how we may collect and process data, as well as protocols, technologies and systems in place to ensure that data will not be accessed or disclosed improperly.

Data collection

For user information, our user privacy policies clearly describe our data collection, use, share and process practices and how users can exercise their rights in activities relating to the process of personal information. In particular, we provide users with prior notice and obtain their consent as to what data is being collected and undertake to manage and use the data collected in accordance with applicable laws before they use our services. Users can also change their privacy settings to change the scope of their information that we are able to access and use.

The types of user data we collect, store and use generally include: (i) user's basic information, such as mobile phone number, profile photo, name, gender, work experience related information; (ii) user's identity information, such as ID number; (iii) user's process information, such as search history and other user behaviour data; and (iv) device feature information, such as unique mobile device identifier, necessary mobile application list information and IP address. The scope of usage is consistent with that being disclosed in privacy policies and does not exceed the scope authorized by users. The data is collected and used mainly for the purposes of user registration, identity authentication, online recruitment, online payment, personalized recommendation, content publishing, and user safety.

Data storage and information management

We back-up our user data and other forms of data on a daily basis in secured remote data back-up systems located in mainland China. We also conduct frequent reviews of our back-up systems to ensure that they function properly and are well maintained. We regularly conduct system-wide vulnerability scanning and prompt repairing to continually improve our data security measures. Our back-end security system is capable of handling malicious attacks to safeguard the security of our platform and to protect the privacy of our users. We have also started using proprietary private cloud located in PRC and maintained in-house to reduce the reliance on third-party cloud infrastructure provider, which allows us to better safeguard user data and address regulatory and compliance concerns.

To ensure the confidentiality and integrity of our data, we maintain a comprehensive and rigorous data security program. We de-identify and encrypt confidential personal information and take other technological measures to ensure the secure storage, processing, transmission and usage of data. Specifically, we store business data in separate repositories and have detailed logical isolation and network policy segregation for business servers. Sensitive personal information is stored in encrypted form and sensitive information is de-identified and

encrypted irreversibly before processing. To ensure the security of data transmission, we have adopted reasonable and feasible security measures in line with market standards to protect user information from unauthorized access, public disclosure, use, modification, damage or loss. For example, the exchange of data between the browser and the server is protected by SSL protocol encryption. We also provide HTTPS protocol for secure browsing on BOSS Zhipin website and use asymmetric encryption or symmetric encryption for the transmission of sensitive information. In addition, we use trusted protection mechanism to prevent malicious attacks on user's personal information. We have also formulated data destruction strategy and policy to standardize our data destruction procedures and adopted differentiated data deletion measures for different levels of data. Our deletion of data is automatically executed by system scripts, and we keep log records of the deletion operation. We store user personal information for the minimum amount of time necessary to process such data and delete user personal information or anonymize them in a timely manner after the purpose of processing such data has been achieved or as otherwise provided by laws and regulations. For example, as required by the Personal Information Protection Law (the "PIPL") and other applicable laws and regulations, except as otherwise provided by laws and regulations, a personal information processor shall delete personal information after the personal information processor stops providing products or services. However, the current applicable laws and regulations do not provide a specific time limit for the personal information processor to delete personal information under the aforementioned circumstance. As stipulated by the Draft Regulations on Network Data Security (《網絡數據安全管理條例(徵求意見稿)》), a personal information processor shall delete or anonymize personal information within 15 working days after it ceases to provide services or products or users deregister their accounts. In compliance with the aforementioned requirements, when users deregister accounts, we cease to provide services to users. We perform automatic script for data deletion on the following day after users' completion of account deregistration and complete the deletion process within the same day.

We have also established a standardized information management system. Our information security committee is a cross-disciplinary group comprised of personnel from multiple departments responsible for devising information security strategies and decision-making regarding major information security issues. Our information security committee analyses industry trends, designs privacy protection protocols, conducts privacy trainings, assists in the formulation of feasible compliance work assessments and provides relevant risk control suggestions. We have also set up a data security team that works closely with other departments to jointly establish and enforce procedures regarding the management of data security, including security with respect to data collection, storage and processing. Our compliance and legal teams will follow up with legal and regulatory updates to generate documented analysis for implementation of remedial measures with reference to compliance requirements.

Data access and sharing

All of our personnel are required to strictly follow our detailed internal rules, policies and protocols to ensure the privacy of our data. Our employees are granted access to the minimum extent that is necessary to fulfil their job responsibilities and within strictly defined and layered access authority, and are required to go through strict authorization and authentication procedures and policies before operating. At application level, we use privacy components to set up different approval processes based on data classification. Our online database is accessible only by database administrator with temporary account. R&D personnel generally cannot apply for access to the database and, if access is required on as-need basis, access will be granted after the required data is configured in the configuration center. User personal information in the big data platform is desensitized and irreversibly encrypted. Data of the Company is accessible through virtual desktop and is not allowed to be downloaded and, if download is required on as-need basis, separate approval is needed. We also maintain data access logs and conduct automated assessment and routine manual verification. In addition, we conduct routine internal audit regarding the authority to access user data in order to ensure our authorizations are strictly followed. We provide regular trainings to our staff on internal policies and procedures for data security, on software technical skills to prevent data leakage, on cybersecurity and data protection related laws and regulations, and on other aspects that are relevant to their day-to-day work.

We do not share our user data with third parties, except for the limited purposes and under the following circumstances set forth in our strict privacy policies: (i) data sharing with affiliated platforms to facilitate user login and account management, and prevent fraud and minimize security risks; and (ii) data sharing with suppliers and business partners that provide certain services such as technical support, which are necessary for us to provide services to our users. Pursuant to our policies, we only grant authorization to third-party business partners to access our user data for legitimate, necessary, specific and clearly defined purposes, and we inform our users of the purpose, use and scope of data sharing. We inform our users of the purpose, use and scope of data sharing and obtain users' explicit consent before such sharing user data. We exercise great care and prudence in evaluating the purpose and scope of data sharing authorizations, and secure legal undertakings from authorized business partners under relevant confidentiality agreements that require them to comply with the authorized purposes, scopes and security measures in handling our user data. We have adopted internal policies for our collaboration with and management of our suppliers and partners. We carry out security audits on network products and services suppliers, enter into security agreements with them, and require them to comply with applicable data security obligations. For cooperation with third parties involving data transfer, we enter into data security agreement to specify the rights and obligations of each party.

Data breach and security incident management

We have established a comprehensive system to prevent and detect potential data breach risk, cyber threats, and other system vulnerabilities. We have adopted targeted, professional-level security measures in different scenarios, such as network security, host security, application security, and data management, in response to different security risks. The network security protection measures include anti-DDOS attack platform, application firewall system, and threat intelligence analysis system. The host security protection measures include host security scanning, host security protection system, and anti-virus system. The application security protection measures include component scanning system, vulnerability scanning system, and code white box audit system. The data security protection measures include data classification and grading system, data leakage prevention system, and webpage watermarking. We have set up dedicated post for detecting data theft and leakage, which will be continually tested, followed up and rectified by dedicated security personnel. We use scanning tools to identify data or network defects/vulnerabilities on as-need basis and the defects/vulnerabilities identified will be followed up by dedicated personnel.

For security incident management, emergency response plan and emergency drills, we have put in place security incident management procedures and response processes (emergency plan), which are improved each year to ensure day-to-day information security management and maintenance. We have developed contingency plans and response mechanisms to have different types and levels of security properly addressed within each stage from discovery, handling, closure, post-event tracking, investigation, correction, to evidence collection. We have established an emergency response team, and the handling of security incident will be documented and archived by the technology security center. We conduct major emergency drill once a year and the technical perform drills from time to time.

Security testing and assessment

Our business systems have received and maintained valid IT and safety certificates. BOSS Zhipin, Dianzhang Zhipin and Kanzhun have MLPS Level III Certification and have completed information system security protection filings and relevant assessment in 2022. We have engaged a number of third-party security service providers to conduct security evaluation of our security systems, apps, and IT architecture, and cooperated with third-party testing and evaluation service providers to resolve issues identified.

In addition to third-party testing and assessments, we also conduct self-inspections and data security self-assessments. Since 2021 we have conducted annual data security assessment, and performed personal information security impact assessment. We use proprietary scanning tools, including component and vulnerability scanning systems, to generate data security assessment reports on a regular basis. Issues identified in the reports are closely analyzed and dealt with by our data security team.

Internal control policies and procedures related to data security and privacy

We have established and implemented a series of comprehensive and stringent internal policies and measures, covering cybersecurity and the lifecycle of data processing activities (data collection, transmission, storage, usage, access, sharing, backup and recovery, deletion), to protect cybersecurity and data security and prevent data leakage. We have adopted internal control policies related to cybersecurity and data protection, which mainly comprised of: (i) comprehensive data lifecycle management measures, mainly including: Data Security Management Measures which set forth the basic principles of data security management including data security management organizational structure, data classification and grading, data life cycle management requirements, other general security management requirements and punishments and labor discipline; Regulations on User Personal Information Protection Management which set forth the operational team in charge of personal information protection of the Group, the security processing principles and rules regarding data life cycle management, the measures to protect users personal information rights and interests, personal information protection impact assessment, compliance audit, personal information security incident response and personal information classification; Specification on Data Transmission Security Management which provides the use of cryptographic technology and measures to ensure the integrity and confidentiality of data and prevent risks such as data leakage, theft and tampering during the process of data transmission; Data Sharing Policy which provides the guidelines on internal data sharing and external data sharing especially with third-party vendors; Specification on Data Desensitization which specifies the technologies, applicable scenarios and rules of data desensitization; Guidelines on Data Encryption and Decryption which provide guidance on types, algorithms, techniques and process of data encryption and decryption; Backup Recovery Management Measures which standardize the backup protocol of various types of data of the Group to ensure system recovery in case of system failure, data loss or other incidents to guarantee the safe operation of information systems; Data Destruction Policy which provides different technical means to be used to completely erase data from storage devices to avoid illegal use of residual data by non-authorized users; and Security Management Specification on Account Permissions of Internal Application System and Guidelines on Application for Access to User Sensitive Data which establish the rules and process for applying, authorizing and approving user information related access and grant of related permissions; (ii) network and information system security protection measures, mainly including: Specification on Network Interface which applies to HTTP requests initiated by the App, H5, Applet and Web pages operated by the Group to avoid the adverse effects of user data leakage; and Specification on Security Management of Data Storage System which regulates the access, operation and maintenance activities of the data storage system to ensure the security of various data storage under the production environment; and (iii) security incident response measures, including: Network and Information Security Emergency Response Plan and Network Security Incident Special Plan which provide the preventive measures, incident identification, response and disposal procedures to network and information security emergencies to prevent and reduce the losses and hazards caused by such events.

BUSINESS

Our Directors and PRC Legal Adviser are of the view that, during the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any non-compliance incident related to data privacy and security, which, individually or in the aggregate, have had or are reasonably likely to have a material and adverse, financial or operational, impact on the Group, and we are in compliance with applicable laws and regulations on data privacy and security in all material respects in the PRC, on the following basis: (i) our PRC Legal Adviser has conducted comprehensive review of the compliance status of our cybersecurity and data processing activities in the PRC during the Track Record Period and up to the Latest Practicable Date, including our compliance status of network and data security management, user interfaces and privacy related policies, internal control policies and procedures, and third-party vendors management; (ii) we have provided full cooperation in the national cybersecurity review, rigorously addressed the cybersecurity issues identified in the review process, and taken comprehensive rectification measures, and effective from June 29, 2022, we have recommenced new user registration on “BOSS Zhipin” app as approved by the CAC; (iii) during the Track Record Period and up to the Latest Practicable Date, we had not received any notification from relevant government authorities that requires us to terminate our services or revokes our business permits or licenses, which would give rise to any material adverse impact on our existing status and continued operation; and (iv) we are not currently subject to any ongoing investigation, nor do we face any unsettled administrative penalty; and (v) during the Track Record Period and up to the Latest Practicable Date, we were not subject to any administrative penalty which had a material adverse impact on our operations. Based on the due diligence conducted by the Joint Sponsors, nothing has come to the attention of the Joint Sponsors to reasonably doubt the aforementioned views of the Directors and the PRC Legal Adviser.

SEASONALITY

Our results of operations are subject to seasonal fluctuations in market conditions primarily due to enterprise users’ purchasing patterns. For example, our revenue is typically lower in the first quarters as recruitment activities generally slow down around the Chinese New Year. Our quarterly sales and marketing expenses are generally the highest in the first quarter of every year as we increase our sales and branding activities during the Chinese New Year season. Overall, the historical seasonality of our business has been relatively mild, but the seasonal trends that we have experienced in the past may not be indicative of our future operating results. See also “Risk Factors—Risks Relating to Our Business and Industry—Our results of operations are subject to fluctuations due to seasonality.”

IMPACT OF COVID-19 ON OUR OPERATIONS

The ongoing COVID-19 pandemic has severely impacted China and the rest of the world, and has resulted in quarantines, travel restrictions, the temporary closure of offices and facilities and cancelation of public activities, among others.

Recently, there has been a recurrence of COVID-19 outbreaks in certain cities and provinces of China, including, among others, Shanghai, Beijing, Shenzhen, Chengdu and Zhengzhou due to the COVID-19 variants, which delayed the recovery of consumption and services. Although the COVID-19 pandemic accelerated the existing trend of bringing the recruitment process online and increased the market penetration of online recruitment platforms, the impact from the COVID-19 has reduced the employers' willingness to recruit and their recruitment related budgets, and the combined effect had a negative impact on our business, especially in cities most impacted by the COVID-19 pandemic. For example, our calculated cash billings in Shanghai dropped by 52.4% in April 2022 and by 59.2% in May 2022, as compared to the same periods in 2021. In October 2022, our calculated cash billings in Zhengzhou dropped by 46.8% as compared to the same period in 2021.

In addition, we made adjustments to operation hours and instituted work-from-home arrangements. We have also adopted enhanced hygiene and precautionary measures to prevent infection and transmission of the COVID-19 within our premises and among our staff, including: (i) distributing disposable masks and sanitizing products to our employees; (ii) cleaning and disinfecting common areas within our office buildings and working premises with increased frequency; (iii) implementing flexible working arrangement for our employees on an as-needed basis; (iv) encouraging our employees to closely monitor their cohabitants' health and well-being; (v) requiring mandatory infrared contactless body temperature measurement for our employees each time they enter the office buildings and working premises; and (vi) requiring our employees to refrain from gathering within the work place.

To the extent COVID-19 may continue to affect our customers' ability to pay, customer demand for our services remain uncertain. In addition, with varying levels of temporary restrictions and other measures reinstated in different regions to contain infections, our operations in these regions may be affected when these restrictive measures are in force. As the global pandemic of COVID-19 continues to evolve, we will continue to monitor the COVID-19 situation closely. The ultimate impact of the COVID-19 pandemic or a similar health epidemic is highly uncertain and subject to change. The extent of the impact of the COVID-19 pandemic on our operational and financial performance, including our ability to execute our business strategies and initiatives, will depend on future developments, including, but not limited to, the duration and spread of the pandemic, its severity, any resurgence of COVID-19, in the future, the actions to contain the disease or treat its impact, related restrictions on travel, and the duration and severity of the impact on our customers' budget and spending, the recruitment industry and the broader Chinese economy, including any recession resulting from the pandemic, all of which are still difficult to assess or predict. See "Risk Factors—Risks Relating to Our Business and Industry—The ongoing COVID-19 pandemic could adversely affect our business, results of operations and financial condition."

INTELLECTUAL PROPERTY

We regard our trademarks, copyrights, patents, domain names, know-how, proprietary technologies, and similar intellectual property as critical to our success. As of June 30, 2022, we owned 95 patents including 14 inventive patents, 1 pending patent application, 61 copyrights including 45 software programs, and 21 registered domain names in China relating to various aspects of our operations and maintained approximately 503 trademark registrations in China and 10 trademark registrations outside China.

We seek to protect our technology and intellectual property rights through a combination of patent, copyright and trademark laws, as well as license agreements and other contractual protections. In addition, we enter into confidentiality and non-disclosure agreements with our employees, which provide that all patents, software, inventions, developments, works of authorship and trade secrets created in connection to and during the course of their employment are our property.

During the Track Record Period, our measures to protect our intellectual property had been effective, and we did not find any material breaches of our intellectual property rights. For risk relating to our intellectual property rights, see “Risk Factors—Risks Relating to Our Business and Industry—We may not be able to adequately protect our intellectual property, which could cause us to be less competitive, and third-party infringements of our intellectual property rights may adversely affect our business.”

COMPETITION

As a leading player in the online recruitment industry, we face competition from providers of similar services. Other online recruitment platforms compete directly with us for users, including both job seekers and enterprise users. We compete to attract, engage and retain users, to provide more accurate job and candidate matching and to improve and expand our product and service offerings in general. Our competitors may compete with us in a variety of ways, including by leveraging a large user base to engage more job seekers or enterprise users, investing in technologies to improve job and candidate matching efficiencies, conducting brand promotions and other marketing activities, and making acquisitions.

We believe that we can compete effectively with our competitors on the basis of our large and active user base, extensive high quality user data, advanced technology capability, high-quality user experience, ability to enhance efficiency and user satisfaction, as well as our brand recognition. See “Industry Overview—Competitive Landscape Of Online Recruitment Market.” For a discussion of risks relating to competition, see “Risk Factors—Risks Relating to Our Business and Industry—We face significant competition in China’s dynamic online recruitment service market, and potential market entries by established players from other industries may make competition even more fierce. Our market share, financial condition and results of operations may be materially and adversely affected if we are unable to compete effectively.”

OUR ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) INITIATIVES

Our focus on corporate social responsibilities, environmental awareness, long-term sustainable development, and ethical conduct is core to our values. We believe our continued growth depends on our integration of ESG values into our corporate strategies and operations.

We have adopted a set of stringent internal policies covering (i) the risk governance on ESG matters; (ii) ESG strategy formation procedures; and (iii) the identification of key performance indicators and the relevant measurements. Such internal policies include Code of Business Conduct and Ethics, the Anti-Corruption Policy, and Risk Investigation manual. Our Board of Directors is responsible for the oversight and management of key ESG risks and issues, and the implementation of ESG management is distributed across departments.

Environmental and Social Initiatives

We are committed to bringing about positive changes to society, and we believe our long-standing commitment to social responsibility strengthens our brand reputation.

As a leading recruitment platform, we are dedicated to assisting the disadvantaged group with inclusive and tailored job seeking and recruiting services. Leveraging what we are best at, we have mainly centered our efforts in the recruitment industry:

- We launched Project Inclusive to pursue fairness of the bilateral resource allocation among job seekers and recruiters, which empower traditionally underserved job seekers and enterprise users, especially college students and micro business owners.
- We have also been exploring ways to connect people in impoverished areas to job opportunities leveraging the power of internet. We have helped people from 52 such counties to find jobs.
- We filmed a short documentary Women are Amazing (Women了不起) spotlighting the individual career journeys of women with different experiences, career paths and life stories to help drive the awareness of women's irreplaceable roles in and significant contribution to the society.

Our efforts to empower local communities go beyond the recruitment industry.

- We proactively supported China's nationwide efforts to contain the spread of COVID-19 and made donations to support the communities. We also made donations to communities affected by the Zhengzhou flooding and Sichuan earthquake.
- We are environmentally conscious. We have made donations to the Qinghai Hoh Xil Nature Reserve ecological protection fund, which aims to protect the safety of patrol officers in fighting illegal activities such as poaching and illegal mining.

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Green Operation

We uphold our vision and responsibility to actively address climate change and reduce greenhouse gas emissions from our business and operations. We continue implementing a series of environmental protection measures, including energy and water conservation and resource recycling and also working with our suppliers to explore environmental-friendly business models.

Set forth below is a summary of key metrics we established to evaluate and guide our sustainable business operations during the Track Record Period.

	For the Year Ended			For the Six	
	December 31,			Months Ended	
	2019	2020	2021	2021	2022
Total GHG emission (Scopes 1 and 2) ⁽¹⁾⁽²⁾ (Tonne CO ₂)	877	1,014	1,769	1,100	1,582
GHG emission intensity (Scopes 1 and 2) ⁽¹⁾⁽²⁾ (Tonne CO ₂ /person)	0.50	0.40	0.39	0.34	0.36
Total GHG emission (Scope 3) ⁽³⁾ (Tonne CO ₂)	2,990	8,804	22,246	7,595	18,240
GHG emission intensity (Scope 3) ⁽³⁾ (Tonne CO ₂ /person)	1.50	3.04	4.52	2.08	3.67
Total energy consumption ⁽⁴⁾ (MWh)	1,139	1,350	2,232	1,481	2,079
Energy consumption intensity ⁽⁴⁾ (MWh/person)	0.65	0.53	0.49	0.45	0.47
Total water consumption ⁽⁵⁾ (m ³)	48,827	68,569	89,840	41,970	55,586
Water consumption intensity ⁽⁵⁾ (m ³ /person)	24.53	23.71	18.35	11.48	11.31

Notes:

- (1) Air emissions of the Company are primarily GHG emissions arising from purchased electricity.
- (2) GHG inventory includes carbon dioxide, methane and nitrous oxide. GHG emissions data during the reporting year is presented in carbon dioxide equivalent. The GHG calculation methodology is based upon the 2006 IPCC Guidelines for National Greenhouse Gas Inventories issued by the Intergovernmental Panel on Climate Change (“IPCC”), the IPCC Fifth Assessment Report, and the provincial electricity emission factors published by the Ministry of Ecology and Environment of China.
- (3) Due to the nature of our business, Scope 3 carbon emissions primarily include carbon emissions from employee commuting and carbon emissions from the use, production and transportation of our own servers hosted in third-party data centers.
- (4) Total energy consumption is calculated based on our purchased electricity with reference to the coefficients in the national standards of the PRC General Principles for Calculation of the Comprehensive Energy Consumption (GB/T 2589-2020).
- (5) Water supply mainly comes from the municipal water supply.

Green workplace

Our primary energy and resource consumptions are the electricity and water required for our offices. Our material air emissions are greenhouse gas (the “GHG”) emissions arising from purchased electricity. We record and analyze the energy and resources usage, investigate the causes of any abnormalities in water and electricity consumption, and optimize our energy conservation and emission reduction measures based on real-time data. We measure our energy consumption and GHG emissions primarily through the following indicators: (i) GHG emission intensity (Scopes 1 and 2) (Tonne CO₂/person); and (ii) energy consumption intensity (MWh/person). We measure our water consumption primarily through water consumption intensity (m³/person).

In terms of energy conservation, we have implemented a number of measures to rationalize the use of electricity in office areas, including, among others, (i) increasing the use of LED lights and replacing manual switch-controlled lights with automated sound-controlled lights; (ii) arranging routine inspections of office areas to ensure lights are off when not in use; and (iii) adopting a building control system that includes intelligent lighting and air conditioning, which allows us to minimize energy waste by enabling backstage power switches. The environmental management system of our Beijing headquarter has been certified under the ISO 14001 standards. In terms of water conservation, we install water efficient sanitary facilities and accessories. For instance, our Beijing headquarters are installed with automatic sensor faucets that help save water. Reminders for water conservation are posted around the workplace to enhance employees’ awareness. Upon discovering water leakage, we immediately report to property management and arrange timely repairs to reduce water waste. We strive to foster a conservation culture in our Company and will continue to monitor and control energy and water usage level in our daily operation.

Green data center

Keeping sustainability in mind, we go to great lengths to ensure our data center service provider is fully competent in carrying out sustainable operations and exerts continuous effort to minimize environmental impact. We have enlisted environmental protection capability as one of our assessment elements when evaluating service suppliers. The supplier’s evaluation metrics include environmental impact, energy and resource utilization, use of renewable energy, and regional climate conditions.

We outsource our data center service to a third-party provider, the selection of which was based on a stringent bidding procedure. For example, we require the third-party provider to submit “Energy Conservation Review Opinion (節能審查意見書)” and “Data Center Green Grading Certificate (數據中心綠色分級證)” for our internal review as a part of the bidding procedure. In addition, we evaluate the environmental performance of our data center from many aspects, including its environmental impact, energy and resource utilization efficiency, use of renewable energy, and regional climate conditions. Our data center service provider is committed to promoting green operations and building green data centers that use renewable energy and energy-saving technologies and protocols that improve energy utilization. To

minimize environmental impact and reduce energy consumption, our data center service provider has introduced solar energy to power its operation. Solar power is a highly developed renewable energy source that does not produce exhaust gases, waste water and other solid pollutants, we believe the use of solar power effectively reduces the consumption of traditional energy sources and lowers emissions that are harmful to the environment.

Employee Care

We care about our team members and support them at work and beyond. We are continuously creating an open, equal, inclusive and healthy work environment where everyone is able to thrive with a rewarding career path.

Diversity and inclusion

We foster inclusion and equality among employees from all backgrounds. We believe that diversity, including but not limited to gender diversity, is important to us in thriving in the business environment. Hence, we consider diversity in determining the composition of our personnel. As of June 30, 2022, over 48% of our employees are female.

We have also implemented a series of measures to improve the wellbeing of our employees. We provide family-friendly caring packages to employees in need, such as maternity leaves, pregnancy exam leaves, paternity leaves, nursing leaves, and six-hour workdays along with other benefits. We also respect the religious beliefs and culture of ethnic minority employees and provide them with leave for religious holidays. We respect and unbiasedly recruit persons with disabilities.

Employee training and development

We are committed to developing customized training programs and personalized training plans for individuals of all levels and departments. We work closely with various business departments to design our courses including courses on corporate culture, professional competency, general skills and leadership development topics for employees to learn the skills they need to grow their careers.

We also combine the online experience with in-person classes to maximize learning outcomes. We have built an online learning platform in place, which allows our employees to access company-level and department-level courses online. As of June 30, 2022, all of our full-time employees had taken our in-house training courses.

Health, Work Safety, Social and Environmental Matters

To ensure compliance with applicable laws and regulations, from time to time, our human resources department would, if necessary, adjust our human resources policies to accommodate material changes to relevant labor and work safety laws and regulations.

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During the Track Record Period and up to the Latest Practicable Date, we have not been subject to any fines or other penalties due to non-compliance in relation to health, work safety, social or environmental regulations and have not had any accident, or claim for personal or property damage made by our employees, that has materially and adversely affected our business, financial condition or results of operations.

EMPLOYEES

We had a total of 5,379 employees as of June 30, 2022. Substantially all of our employees were based in China. The following table sets forth the numbers of our full-time employees by function as of June 30, 2022.

Function	Number of Employees	Percentage
Sales and marketing	2,525	46.9%
Research and development	1,399	26.0%
Operations	1,186	22.1%
General administration	269	5.0%
Total	5,379	100.0%

Our success depends on our ability to attract, motivate, train and retain qualified employees. As part of our retention strategy, we offer employees competitive salaries, incentive share grants and other incentives. In order to maintain a competitive edge, we will continue to focus on attracting and retaining qualified professionals by providing an incentive-based and market-driven compensation structure that rewards performance and results.

Under PRC law, we participate in various employee social security plans that are organized by municipal and provincial governments for our PRC-based employees, including pension insurance, unemployment insurance, maternity insurance, work-related injury insurance, medical insurance and housing provident fund. We are required under PRC law to make contributions to employee benefit plans occasionally for our PRC-based employees at specified percentages of their salaries, bonuses and certain allowances of such employees, up to a maximum amount specified by local governments in China. We are committed to the education, recruitment, development and advancement our team members. In addition to regular on-the-job training, we have established a comprehensive system for employee development, covering leadership, technology, regulatory, and others. Our comprehensive training program includes corporate culture, employee rights and responsibilities, team building, professional behavior, job performance, management skills, leadership, and administrative decision-making.

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We typically enter into standard contracts and agreements regarding confidentiality, intellectual property, employment, commercial ethics and non-competition with our senior management and core personnel. These contracts typically include a non-competition provision and a confidentiality provisions effective during and after their employment. We believe that we maintain a good working relationship with our employees, and we did not experience any material labor disputes or work stoppages or any difficulty in recruiting staff for our operations during the Track Record Period. Please refer to “Risk Factors—Risks Relating to Doing Business in China—Our business may be negatively affected by the potential obligations if we fail to comply with social insurance and housing provident fund related laws and regulations.”

FACILITIES

Our headquarters are based in Beijing and we have offices in 52 cities in China. As of the Latest Practicable Date, we did not own any properties. We leased properties in China with a total gross floor area of approximately 84,000 square meters as of the Latest Practicable Date. Our leased properties are mainly used as offices, which are the non-property activities as defined under Rule 5.01(2) of the Listing Rules. They mainly include premises for our headquarters and offices. We believe that our existing facilities are generally adequate to meet our current needs, but we expect to seek additional space as needed to accommodate future growth.

As of the Latest Practicable Date, 101 of our lease agreements had not been filed with the local housing administration authorities as required under PRC laws. Our PRC Legal Adviser has advised us that although the non-filing of such lease agreements would not affect the validity of such agreements under PRC laws and regulations, we might be ordered to rectify this non-filing by competent authorities and if we fail to rectify within a prescribed period, an administrative penalty of RMB1,000 to RMB10,000 for each non-filed case may be imposed on us as a result of such non-filing. We might be ordered to rectify the non-compliance by relevant authorities and the aggregate maximum fine in amount of RMB1.0 million may be imposed on us if we fail to rectify within a prescribed period. As of the Latest Practicable Date, we had not received any notice from any regulatory authority with respect to potential administrative penalties as a result of our failure to file the lease agreements described above.

As of the Latest Practicable Date, (i) for a number of our leased properties, the lessors could not provide relevant title certificates or supporting documents evidencing their right to lease such properties; (ii) for a number of our leased properties, our use of which does not comply with the approved use stipulated in the title certificates of such properties, and the lessors/owners fail to provide any documents required to be obtained by the relevant competent authorities, approving the change of use of such leased properties; and (iii) a number of our leased properties were subject to mortgage when we entered into lease agreements. However, in the event that we are required to relocate from any of these leased properties as a result of the foregoing, given the nature of our operation, we do not believe that any relocation would result in material disruptions to our business. Please refer to “Risk Factors—Risks Relating to Our Business and Industry—We face certain risks related to our leased properties.”

RISK MANAGEMENT AND INTERNAL CONTROL

We have devoted ourselves to establishing and maintaining risk management and internal control systems consisting of policies and procedures that we consider to be appropriate for our business operations, and we are dedicated to continually improving these systems. We continually review the implementation of our risk management and internal control policies and procedures to enhance their effectiveness and sufficiency.

Financial Reporting Risk Management

We have in place a set of accounting policies in connection with our financial reporting risk management. We have various procedures in place to implement accounting policies, and our financial department reviews our management accounts based on such procedures. We also provide regular training to our finance department employees to ensure that they understand our financial management and accounting policies and implement them in our daily operations.

Data and Technology System Risk Management

We consider the protection of the personal privacy of our users to be of paramount importance. To ensure the confidentiality and integrity of our data, we maintain a comprehensive and rigorous data protection program. We gain access to vast amounts of user static and behavioral data through our platform and we encrypt and store the data on our own servers and third-party cloud servers located in mainland China, which are protected by firewalls. We have adopted comprehensive measures to manage third-party vendors that provide cybersecurity and data related services/products. For example, we implement access management which focus on gathering, assessing and evaluating the background information, security related techniques capabilities and qualifications of the vendors, contract management which focus on contract execution and performance process, and personnel and service management. We collect personal information data from users only with their prior consents.

We employ a variety of technical solutions to prevent and detect risks and vulnerabilities in user privacy and data security, such as encryption, firewall, vulnerability scanning and log audit. For instance, we store and transmit all confidential user data in encrypted formats and have a team of professionals who participate in research development and are dedicated to the ongoing review and monitoring of data security practices. We maintain data access logs that record all attempted and successful access to our data and conduct automated monitoring and routine manual verification of large data requests. We also have clear and strict data authorization and authentication procedures and policies in place. Our employees only have access to data which is directly relevant and necessary to their job responsibilities and for limited purposes and are required to verify authorization upon every access attempt. See “Risk Factors—Risks Related to Our Business and Industry—Because we store and process data, some of which contains sensitive personal information, we face concerns over the collection, improper use or disclosure of personal information, which could deter current and potential users from using our services, damage our reputation, result in legal liability, bring regulatory scrutiny, and in turn materially and adversely affect our business, financial condition and results of operations.”

Human Resources Risk Management

We provide regular and specialized training tailored to the needs of our employees in different departments. Through these trainings, we ensure that our staff's skill sets remain up-to-date and enable them to discover and meet our users' needs. We have in place an employee handbook approved by our management and distributed to all our employees, which contains internal rules and guidelines regarding best commercial practice, work ethics, fraud prevention mechanism, negligence, and corruption.

We have in place a code of business conduct and anti-bribery and anti-corruption related policy to safeguard against any corruption within our Company. The policy explains potential bribery and corruption conducts and our anti-bribery and anti-corruption measures. We make our internal reporting channel open and available for our staff to report any acts of bribery and corruption. Any reported incidents and personnel will be investigated and appropriate measures will be taken.

Investment Risk Management

We invest in or acquire businesses that are complementary to our business, such as businesses that can expand the services we offer and strengthen our research and development capabilities. In general, we intend to hold our investments for the long term.

In our investment projects, our investment team sources investment projects in accordance with our investment strategy and preliminarily assesses the risks and potential of the investment projects. We employ approval and due diligence mechanisms corresponding to the specific circumstances involved in an investment project. Our finance and legal departments cooperate with investment team on deal evaluation, structuring, analysis, communication, execution, risk control, reporting, and post-investment risk management. In addition, our investment team monitors the deal performance on a regular basis. Any material factors will be timely reported to our investment committee, which consists of several members from our senior management team who have extensive experiences in the industry, for further decision.

Audit Committee Experience and Qualification and Board Oversight

We have established an audit committee to monitor the implementation of our risk management policies across our Company on an ongoing basis to ensure that our internal control system is effective in identifying, managing, and mitigating risks involved in our business operations. The audit committee consists of three members, namely Charles Zhaoxuan Yang, Yonggang Sun and Yusheng Wang. Charles Zhaoxuan Yang, Yonggang Sun and Yusheng Wang are independent directors. For the professional qualifications and experiences of the members of our audit committee, see "Directors and Senior Management—Directors."

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We also maintain an internal audit department that is responsible for reviewing the effectiveness of internal controls and reporting to the audit committee on any issues identified. Our internal audit department members hold regular meetings to discuss any internal control issues we face and the corresponding measures to implement toward resolving such issues. The internal audit department reports to the audit committee to ensure that any major issues identified thus are channelled to the committee on a timely basis. The audit committee then discusses the issues and reports to the board of directors if necessary.

Internal Control Risk Management

We have designed and adopted strict internal procedures to ensure the compliance of our business operations with the relevant rules and regulations. Our internal control team works closely with our legal, finance and business departments to: (a) perform risk assessments and advise risk management strategies; (b) improve business process efficiency and monitor internal control effectiveness; and (c) promote risk awareness throughout our Company.

We maintain internal procedures to ensure that we have obtained all material requisite licenses, permits and approvals for our business operation, and our internal control team conduct regular reviews to monitor the status and effectiveness of those licenses and approvals. In particular, we have designed and adopted internal policy on management of licenses and certificates and set up procedures for licenses and certificates application, renewal and cancellation. For example, our responsible department of licenses and certificates timely renew and update licenses and certificates required for conducting our business in accordance with applicable laws and regulations. Our internal control team supervises the overall application, renewal and cancellation process, conduct regular inspections on the status and effectiveness of those licenses and approvals and urge the responsible department to renew and update licenses in a timely manner.

In order to ensure our ongoing compliance with applicable laws and regulations and manage our compliance and legal risk exposures effectively, we have organized professional teams in the Group to enforce our strict internal procedures, which include, among others, monitoring laws and regulations updated from time to time and conducting relevant researches and studies; monitoring notices, instructions and requirements issued by the regulatory authorities and communicating with relevant authorities to obtain further instructions when necessary; collecting external professional opinions on any new laws and regulations; proposing appropriate proposals of compliance for new product. Our legal, compliance, IT, administration and business departments work closely to perform risk assessments and advise risk management strategies according to the latest laws and regulations, especially laws relating to cybersecurity, data protection, ICP license and intellectual property protection. Our legal, compliance, IT, administration and business departments also work together to improve business process efficiency, monitor internal control effectiveness, and promote risk awareness among our employees. Our IT, legal and compliance teams hold weekly meetings to discuss the implication and actions to be taken to comply with the latest regulatory requirements. We maintain internal procedures to ensure that we have obtained all material requisite licenses, permits and approvals for our business operation, and our compliance and administration team

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conducts regular reviews to monitor the status and effectiveness of those licenses and approvals. Our compliance and administration department works with relevant business departments to obtain requisite governmental approvals or consents, including preparing and submitting all necessary documents for filing with relevant government authorities within the prescribed regulatory timelines. If potential licenses penalty occurred, the legal team and relevant team will initiate legal response procedure and work closely with external organization and internal department.

We are committed to complying with relevant laws and regulations, protecting third-party intellectual property rights and maintaining a healthy content environment on our platform. All participants on our platform are required to abide by our terms of service and platform regulations, which strictly prohibit inappropriate content across our platform. Our platform regulations, including BOSS Zhipin User Agreement (BOSS直聘用戶協議), BOSS Zhipin Video Interview User Service Agreement (BOSS直聘視頻面試用戶服務協議), BOSS Zhipin Rules for Job Posting Rules (BOSS直聘職位信息發佈規則), BOSS Zhipin Intellectual Property Protection Rules (BOSS直聘知識產權保護規則), set forth in details the types of content and actions prohibited, including among others, content that is false, harmful, coercive, harassing, invasive, defamatory, vulgar, obscene, unethical or objectionable, content that is political sensitive or inflammatory, or content that is otherwise restricted or prohibited by PRC laws, rules, regulations, ordinances, or practices with legal effect. In addition, users can report any violations of our terms of service or other inappropriate behavior via email. We have a designated team that promptly follow up and resolve issues raised.

We have also taken various measures to comply with PRC laws and regulations governing the distribution of information over the internet and the verification of users' identities. We utilize a real-name system to authenticate the identities of our users. We verify user identities through mobile phone numbers users provide when they register with us. We request users to agree to the terms and conditions set forth in the user agreement of our platform. Pursuant to the user agreement, each user undertakes to, among others, (i) use the authentic identity and personal information to register an account to create, publish and distribute information, and (ii) not to upload or distribute content that violates PRC laws or regulations or infringes the intellectual property rights of others. We have implemented a content-monitoring system that consists of a team of dedicated personnel to identify illegal and inappropriate content and algorithm that filters and monitors such content on a continuous basis. Our review team and system monitor content on our platform in real time to detect illegal or inappropriate content. Once illegal or inappropriate content is identified, we promptly take measures to address issues identified, such as banning users from further activities or blocking their accounts.

Prior to our listing on the Nasdaq Global Select Market in June 2021, we had been a private company with insufficient accounting personnel and other resources with which to address our internal control. In connection with the audits of our consolidated financial statements as of and for the years ended December 31, 2019 and 2020, we and our independent registered public accounting firm identified two material weaknesses in our internal control over financial reporting as of December 31, 2020. As defined in the standards established by the PCAOB, a "material weakness" is a deficiency, or combination of deficiencies, in internal

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control over financial reporting, such that there is a reasonable possibility that a material misstatement of our company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

The material weaknesses identified relates to lack of sufficient competent financial reporting and accounting personnel with appropriate understanding of U.S. GAAP to address complex U.S. GAAP technical accounting issues and to prepare and review the consolidated financial statements and related disclosures in accordance with U.S. GAAP and financial reporting requirements set forth by the SEC, and lack of period-end financial closing policies and procedures for preparation of consolidated financial statements and related disclosures in accordance with U.S. GAAP and financial reporting requirements set forth by the SEC. The material weaknesses, if not timely remedied, may lead to material misstatements in our consolidated financial statements in the future.

We have implemented a number of measures to address material weaknesses that have been identified during the IPO, including: (i) we have hired additional qualified financial and accounting staff with working experience with U.S. GAAP and SEC reporting requirements; (ii) we have established clear roles and responsibilities for accounting and financial reporting staff to address complex accounting and financial reporting issues; (iii) we have clarified reporting requirements and established effective oversight to address complex and non-recurring transactions and related accounting issues; (iv) we have developed and implemented a comprehensive and effective period-end closing process, especially for complex and non-recurring transactions to ensure financial statements and related disclosures are in compliance with U.S. GAAP and SEC reporting requirements; (v) we have established an internal audit team to enhance internal controls and assess the design and effectiveness of our internal controls; and (vi) we are conducting regular U.S. GAAP accounting and financial reporting training programs for accounting and financial reporting personnel.

Although the aforementioned remediation measures were implemented, these measures will require validation and testing of the operating effectiveness of internal controls over a sustained period of financial reporting cycles. And our independent registered public accounting firm didn't conduct an audit of our internal control over financial reporting as of and for the year ended December 31, 2021. As a result, the previously identified material weaknesses still existed as of December 31, 2021. We will continue to implement measures to remediate the material weaknesses.

In anticipation of the Listing, we have engaged an internal control consultant to conduct the internal control review and a follow-up review of the effectiveness of our internal controls associated with our business processes from July 2022 to September 2022. The internal control review and the follow-up review performed by the internal control consultant constituted a Long Form Report engagement pursuant to the relevant technical bullets in AATB1. The selected areas of the internal control review included entity-level controls, which covered the controls relating to the financial reporting competencies, and business process controls, which covered the financial reporting process. As a result of the internal control review, we identified certain areas that require improvements. We have subsequently taken remedial measures in

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response to the findings identified and recommendations provided by our internal control consultant. The internal control consultant also performed a follow-up review on our system of internal controls in September 2022, with regard to the remedial actions taken by us to address the findings of the internal control review. Having completed these follow-up procedures, the internal control consultant did not identify any material deficiencies in our internal control system. The internal control consultant did not have any further recommendations in respect of the internal control review. On this basis, our Directors are of the view that the measures adopted for enhancing our internal control over financial reporting are adequate and effective in this context. Having considered the work done by the Company and the internal control consultant and solely based on the due diligence works performed by the Joint Sponsors, nothing has come to the attention of the Joint Sponsors that would reasonably cause the Joint Sponsors to disagree with the Directors' view that the measures adopted for enhancing the Company's internal control over financial reporting are adequate and effective. As of the Latest Practicable Date, there were no material outstanding issues relating to our internal control. Based on the remediation actions performed by the Directors, our Directors are of the view that the enhanced internal control measures over financial reporting are adequate and effective under AATB1.

INSURANCE

We believe we maintain insurance policies covering risks in line with industry standards. We do not maintain property insurance or business interruption insurance. We also do not maintain insurance policies covering damages to our network infrastructures or information technology systems. Any uninsured occurrence of business disruption, litigation or natural disaster, or significant damages to our uninsured equipment or facilities could have a material and adverse effect on our results of operations. See "Risk Factors—Risks Related to Our Business and Industry—We face risks related to natural and other disasters, including severe weather conditions or outbreaks of health epidemics, and other extraordinary events, which could significantly disrupt our operations."

LEGAL PROCEEDINGS AND COMPLIANCE

From time to time, we have been and will be involved in disputes and legal or administrative proceedings in the ordinary course of our business.

We and certain of our officers and directors have been named as defendants in a putative securities class action filed on July 12, 2021 in the U.S. District Court for the District of New Jersey, captioned *Bell v. Kanzhun Limited et al*, No. 2:21-cv-13543. On March 4, 2022, Plaintiff filed the Amended Complaint, purportedly brought on behalf of a class of persons who allegedly suffered damages as a result of their trading in our securities between June 11, 2021 and July 2, 2021, both inclusive. The action alleges that we made false and misleading statements regarding our business, operations and compliance practices in violation of Sections 10(b) and 20(a) of the U.S. Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder. Specifically, the complaint alleges that our Registration Statement failed to inform investors that three weeks before the IPO, the CAC found that one of our apps, Dianzhang

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Zhipin, allegedly violated PRC laws relating to cybersecurity and personal privacy, including the unlawful collection of personal information without consent from users. Plaintiff alleges that the undisclosed “risks” associated with this omission materialized on July 5, 2021, when the CAC suspended new user registrations for the Company’s separate app, BOSS Zhipin, pending a cybersecurity review. The complaint seeks unspecified monetary damages under the Exchange Act for alleged losses suffered by members of the putative class as a result of Defendants’ alleged misstatements or omissions in various public disclosures. In May 2022, the Company filed its motion to dismiss the Amended Complaint. Briefing on the motion to dismiss was completed in July 2022, and a decision remains pending. In September 2022, with the aid of a mediator, the parties reached a tentative agreement in principle to settle the case. As a result of such tentative agreement in principle to settle, we recorded a contingent liability in our consolidated statements of profit or loss and consolidated balance sheets for the six months ended and as of June 30, 2022. See Note 17 to our consolidated financial statements included in the Accountant’s Report in Appendix I to this document. On November 10, 2022, the Court granted preliminary approval of the parties’ settlement agreement, pursuant to which, without any admission or finding of any wrongdoing on the part of any of the Defendants, the parties agreed that, in consideration of Kanzhun’s payment of US\$2.25 million, all actual and potential claims and causes of action that have been or could have been alleged against Kanzhun and the individual defendant (including the individuals mentioned above) are resolved and discharged and precluded from being raised again in any future action. Kanzhun’s payment of the settlement amount is due by mid-December 2022 and has been paid. The Court scheduled a fairness hearing for March 2023, after which the Court will decide whether to grant final approval of the settlement. The Company is of the view, with which the Company’s U.S. litigation counsel concurs, that the settlement does not and will not have any material impact on the Company’s financial condition or business operations.

During the Track Record Period and up to the Latest Practicable Date, other than the proceedings disclosed above, we had not been a party to, and were not aware of any threat of, any legal, arbitral or administrative proceeding, which, in our opinion, would likely have a material and adverse effect on our business, financial conditions or results of operation.

Our PRC Legal Adviser is of the view that, during the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any non-compliance incident which, individually or in the aggregate, have had or are reasonably likely to have a material and adverse, financial or operational, impact on the Group. We are not currently subject to any ongoing investigation, nor do we face any unsettled administrative penalty.

Cybersecurity Review

Pursuant to an announcement posted by the Cyberspace Administration of China, or the CAC, on July 5, 2021 relating to the cybersecurity review, our BOSS Zhipin app was required to suspend new user registration in China to cooperate with the cybersecurity review and prevent the expansion of risks. We have diligently provided our full cooperation in the national cybersecurity review, rigorously addressed the cybersecurity issues identified in the review process, and have taken comprehensive rectification measures. As approved by the Cybersecurity Review Office of the CAC, we have recommenced new user registration on our BOSS Zhipin app, effective from June 29, 2022. From the date we resumed user registration to August 15, 2022, we recorded more than 10 million newly registered users. Our MAU and average DAU in July 2022 hit record high, with MAU in July increasing by 16% compared to that in June.

LICENSES, PERMITS AND APPROVALS

Our PRC Legal Adviser has advised that as of the Latest Practicable Date, we had obtained all requisite licenses, permits, approvals and certificates from the relevant government authorities that are material for the business operations of our subsidiaries and Consolidated Affiliated Entities, except as the risks and uncertainties described in “Risk Factors—Risks Relating to Our Business and Industry—Any lack of or failure to maintain requisite approvals, licenses or permits applicable to our business may have a material and adverse impact on our business, financial condition and results of operations, and compliance with applicable laws or regulations may require us to obtain additional approvals or licenses or change our business model.” We provide services through our online recruitment platform, including certain live streaming recruitment services, short videos relating to job hunting and recruitment, in-app streaming interview and career development-related video courses, which may be considered as internet audio-visual program services, and the entities providing internet audio-visual programs services must obtain a license for online transmission of audio-visual programs, or Audio-Visual License, or complete the Audio-Visual Filing. However, according to the applicable PRC laws, only companies wholly state-owned or state-controlled are eligible to obtain the Audio-Visual License. As we are not a wholly state-owned or state-controlled entity, we had not obtained the Audio-Visual License as of the Latest Practicable Date. According to the current practice of relevant governmental authorities in the PRC, only companies with 30 million or more daily active users and 100 or more program inspectors, personnel within a company that is responsible for reviewing and vetting the content of the internet audio-visual program, are eligible to make the Audio-Visual Filing. The number of our average daily active users was less than 10 million in each year/period comprising the Track Record Period. The average number of our program inspectors in each year/period comprising the Track Record Period was also less than 100. As we do not satisfy the preconditions, we had not completed the Audio-Visual Filing as of the Latest Practicable Date. The services we provide that may be considered as internet audio-visual program services are immaterial to our business and the revenues generated through the provision of such services accounted for less than 0.1% of our total revenues in each year/period comprising the Track Record Period. In addition, as of the Latest Practicable Date, we had not been subject to any administrative

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penalties imposed by, or any investigations initiated by, the relevant governmental authorities due to the lack of the Audio-Visual License or the failure to complete the Audio-Visual Filing. Based on the above, the failure to obtain the Audio-Visual License or complete the Audio-Visual Filing for our internet audio-visual program services did not and will not have a material adverse effect on our business, financial condition or results of operations. We will actively communicate with the regulatory authorities and apply for the Audio-Visual License or complete the Audio-Visual Filing in a timely manner, once we are allowed to do so. In the opinion of our PRC Legal Adviser, all of our subsidiaries and Consolidated Affiliated Entities in the PRC complied in all material aspects with relevant laws and regulations during the Track Record Period and up to the Latest Practicable Date.

Our PRC Legal Adviser has advised us that our licenses and permits remain in full effect and had not been revoked or canceled as of the Latest Practicable Date. Our PRC Legal Adviser also has advised us that, there is no material legal impediment to renew such licenses and permits, as long as we comply with the relevant legal requirements and provided that we take all necessary steps and submit the relevant applications in accordance with the requirements and schedule prescribed by the applicable PRC laws and regulations.

The following table sets forth details of our material licenses, permits and approvals:

<u>License/Permit</u>	<u>Holder</u>	<u>Issuing Authority</u>	<u>Grant Date</u>	<u>Expiration Date</u>
Value-added Telecommunication Service License (for provision of internet information services)	Beijing Huapin Borui	Beijing Communications Administration	August 31, 2020	August 31, 2025
Human Resource Services License	Beijing Huapin Borui	Beijing Chaoyang District Human Resources and Social Security Bureau	November 22, 2021	November 21, 2026
Human Resource Services License	Beijing Glory Wolf	Beijing Chaoyang District Human Resources and Social Security Bureau	August 2, 2019	August 1, 2024

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AWARDS AND RECOGNITION

During the Track Record Period, we have received recognition for the quality and popularity of our services. Some of the significant awards and recognition that we have received are set forth below.

<u>Award/Recognition</u>	<u>Award Year</u>	<u>Awarding Institution/Authority</u>
Well-known Internet Platform Award – 2019 Asia Pacific Human Resource Development and Service Expo (知名互聯網平台獎 – 2019亞太人力資源開發與服務博覽會)	2019	Organizing Committee of Asia Pacific Human Resource Development and Service Expo (亞太人力資源開發與服務博覽會組委會)
The first member unit of the Digital Economy Committee of the Asia-Pacific Economic Cooperation (APEC) China Business Council (亞太經合組織(APEC)中國工商理事會數字經濟委員會首屆委員單位)	2020	APEC China Business Council (APEC中國工商理事會)
Most Valuable Platform of 2021 Asia-Pacific Human Resource Development and Service Expo (2021亞太人力資源開發與服務博覽會“最具價值平台”)	2021	Asia Pacific Talent Service Institute (亞太人才服務研究院)
Member Unit of the Internet Industry Social Responsibility Construction Working Committee of the Internet Society of China (中國互聯網協會互聯網行業社會責任建設工作委員會成員單位)	2021	Internet Society of China Internet Industry Social Responsibility Construction Working Committee/Internet Society of China Secretariat (中國互聯網協會互聯網行業社會責任建設工作委員會/中國互聯網協會秘書處)
Excellent Employment Service Partner for 2021 University Graduates (2021年度高校畢業生就業工作–卓越合作夥伴)	2022	Ministry of Education of the People’s Republic of China (教育部)
Executive Director Unit of Internet Society of China (中國互聯網協會常務理事單位)	2022	Internet Society of China (中國互聯網協會)

CONTRACTUAL ARRANGEMENTS

BACKGROUND

Our current business involves provision of internet information services and production of documentary and video (the “**Relevant Businesses**”) conducted through our Consolidated Affiliated Entities in the PRC. According to the applicable PRC laws and regulations and as advised by our PRC Legal Adviser, internet information services provided by us through our platforms constitute provision of operational internet information services, which are subject to foreign ownership restriction. Production of documentary and video falls within the scope of “radio and television program production and operation business” (廣播電視節目製作經營業務) which prohibits foreign investment.

As a result of the restrictions imposed by the PRC laws or their implementation by relevant government authorities, our Company is unable to own or hold the entire direct equity interest in our Consolidated Affiliated Entities. Accordingly, the term ‘ownership’ or the relevant concept, as applied to our Company in this document, refers to an economic interest in the assets or businesses through the Contractual Arrangements without holding any equity interest in our Consolidated Affiliated Entities. The Contractual Arrangements, through which we are able to exercise control over and derive the economic benefits from our Consolidated Affiliated Entities, have been narrowly tailored to achieve our business purpose and minimise the potential for conflict with relevant PRC laws.

Beijing Huapin Borui executed a set of agreements constituting the Contractual Arrangements on September 30, 2022, pursuant to which it agreed to be bound by the terms and conditions of the Contractual Arrangements.

PRC LAWS RESTRICTING FOREIGN OWNERSHIP OF THE RELEVANT BUSINESSES

Foreign investment activities in the PRC are mainly governed by the Negative List and the Catalogue of Industries for Encouraging Foreign Investment (2020 Version) (the “**Encouraging Catalogue**”), which were promulgated and are amended from time to time jointly by the MOFCOM and the NDRC. The Negative List and the Encouraging Catalogue divide industries into “encouraged”, “restricted”, “prohibited” and “permitted” (the last category of which includes all industries not listed under the “encourage”, “restricted” and “prohibited” categories).

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A summary of our businesses in provision of internet information services and production of Documentary and video that are subject to foreign investment restriction or prohibition are set out below:

Prohibited business *Documentary and video production business*

Beijing Huapin Borui engages in the production of documentaries and videos in relation to workplace and job-hunting skills and publishes such videos through the official website of the Company and mobile applications operated by itself. Although no revenue has yet been directly generated from the documentary and video production business, the production and publication of the videos serve to maintain the number of users on the website and users' satisfaction. They are of great significance to our online recruitment services with the effect of raising our brand awareness among job seekers and recruiters and improving users' stickiness and satisfaction. Our documentary and video production business falls within the scope of "radio and television program production and operation business" (廣播電視節目製作經營業務), which requires us to obtain a radio and television production operation license (廣播電視節目製作經營許可證). Beijing Huapin Borui has obtained a radio and television production operation license for production and operation of radio and television programs as of the Latest Practicable Date.

Pursuant to the Negative List, radio and television program production and operation business falls within the "prohibited" category, and foreign investors are prohibited from holding equity interest in an enterprise engaging in radio and television program production and operation business.

The Company, together with our PRC Legal Adviser and the PRC legal adviser of the Joint Sponsors conducted a consultation with an officer of the Policy and Regulation Division of Beijing Municipal Radio and Television Bureau in July 2022, which is a competent authority as advised by our PRC Legal Adviser to confirm the matters relating to the Contractual Arrangements and our radio and television production operation license. We were advised that foreign investors are prohibited to invest in enterprises conducting radio and television program production and operation business in the PRC. In addition, Beijing Municipal Radio and Television Bureau had no objection to the Contractual Arrangements of the Company.

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Restricted Business *Internet information services*

We provide recruitment and job-seeking information through our online recruitment platform for a fee for the users. Pursuant to the Administration of Online Recruitment Services (《網絡招聘服務管理規定》), a for-profit human resource service provider providing online recruitment services, where the operation of telecommunications business is involved, shall obtain a telecommunications business permit in accordance with the law. Furthermore, pursuant to the Administrative Measures on Internet Information Services (《互聯網信息服務管理辦法》), a provider of “operational internet information services” (namely services involving the provision of information or website-design services through the Internet to online users for a fee) is required to obtain a value-added telecommunications business operating license for the provision of Internet information services, or the ICP License. In addition, the ultimate shareholding percentage of a foreign investor in companies engaged in value-added telecommunications services (except for e-commerce, domestic multi-party communications, storage-forwarding and call centers) shall not exceed 50% pursuant to the Negative List, which makes operational Internet information services fall within the ‘restricted’ category. See “Regulations—Regulations Relating to Value-Added Telecommunication Services” for details of limitations on foreign ownership in PRC companies conducting value-added telecommunications services.

Based on the above and as advised by our PRC Legal Adviser, our online recruitment platform providing recruitment and job-seeking information services for a fee constitutes providing “operational internet information services”, which requires us to obtain the ICP License and such services fall within the “restricted” category, which subject the provider to foreign ownership restriction of no more than 50%.

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The Company, together with our PRC Legal Adviser and the PRC legal adviser of the Joint Sponsors, conducted a consultation with an officer of the Institute of Industry and Planning of the China Academy of Information and Communications Technology (中國信息通信研究院產業與規劃研究所) July 2022. Our PRC Legal Adviser is of the view that the interviewed officer and the Institute of Industry and Planning of CAICT are competent to provide the confirmation concerning the telecommunication business policies. We were advised that:

- (i) the China Academy of Information and Communications Technology, or CAICT, is responsible for accepting applications and preliminary examination for telecommunication business license and the Institute of Industry and Planning of CAICT provides research support for the MIIT on industry policy and development plan, and consultation services relating to the interpretation of rules and regulations governing telecommunications services, including, among other things, consultation on the issue of the telecommunication business licenses;
- (ii) Beijing Huapin Borui provides value-added telecommunications services with the ICP license for information service business (internet information service only), but foreign investors are not allowed to hold more than 50% of the equity interests in a company providing internet information services, which is a category of value-added telecommunications services;
- (iii) when the MIIT is examining and approving the applications of the value-added telecommunications licenses of foreign-invested companies, the compliance with foreign investment restrictions on the applicant's businesses would be comprehensively considered. If a company is engaged in a business prohibited from foreign investment, such as radio and television program production and operation business, the competent authority will examine the application for value-added telecommunication service license with a more cautious and conservative approach, or will reject such application in most situations, so as to avoid potential conflict with the view or opinion of other governmental authorities; and

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- (iv) entering into the Contractual Arrangements is not subject to approval or regulation from the MIIT.

Considering the business in production of documentary and video conducted by Beijing Huapin Borui falls within the scope of “radio and television program production and operation business” which is a “prohibited” business according to applicable PRC laws and regulations and the consultation with the competent government authority, Beijing Huapin Borui shall remain as a domestic company without foreign ownership to hold the ICP License though the internet information services provided by Beijing Huapin Borui falls within the category of “restricted” business.

On March 29, 2022, the State Council promulgated the Decision of the State Council on Amending or Abolishing Certain Administrative Regulations, or the Decision, which came into effect on May 1, 2022. According to the Decision, the requirement of good track record and operational experience of the primary foreign investor in a foreign-invested value-added telecommunications enterprise, as stipulated in the Administrative Regulations on Foreign-Invested Telecommunications Enterprises (《外商投資電信企業管理規定》), was canceled. As advised by our PRC Legal Adviser, Tian Yuan Law Firm, such regulatory development does not invalidate our ICP licenses or require us to modify our Contractual Arrangements according to PRC laws and regulations. As of the Latest Practicable Date, we have not received any inquiry or notice from the competent authorities regarding the validity of our ICP license or our Contractual Arrangements as a whole. In addition, as advised by our PRC Legal Adviser, as the Decision only became effective on May 1, 2022, there remain uncertainties with respect to its future impact on us, including any specific requirements that we may need to satisfy. We will closely monitor any future development relating to the Decision and will take all necessary actions to comply with applicable laws, regulations and specific requirements, including reorganizing our corporate structure, if required in the future. See “Risk Factors—Risks Related to Our Business and Industry—Our business is subject to the complex and evolving laws and regulations in China. Many of these laws and regulations are subject to change and uncertain interpretation, and could result in claims, changes to our business practices, monetary penalties, increased cost of operations, or declines in user growth or engagement, or otherwise harm our business.”

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Beijing Huapin Borui operates a mixture of prohibited and restricted businesses on our Company's online recruitment platform. Specifically, Beijing Huapin Borui (i) provides recruitment and job seeking information to our users on our online recruitment platform for a fee, which constitutes provision of operational internet information services (which is a restricted business); and (ii) produces a series of documentaries and videos in relation to workplace culture and career development available on our online recruitment platform, which falls within the scope of radio and television program production and operation business (which is a prohibited business). As one of the innovative and distinctive features to enhance the provision of internet information services to our users (which includes both job seekers and recruiters), we have produced a series of documentaries and videos in relation to workplace culture and career development. These videos have the effect of raising the brand awareness of our platform among job seekers and recruiters and improving the stickiness and satisfaction of our users. Our comprehensive experience in the online recruitment industry helps us understand the needs of our users and accurately capture their pain points, and we use such information to produce relevant documentaries and videos. Furthermore, the production of the documentaries is undertaken by the marketing staff of Beijing Huapin Borui based on the optimized insights and data analytics from our online recruitment platform, and includes: (i) determination of documentary topics based on industry trends and focus issues that are observed through our platform; (ii) design of documentary content through compilation of user insights and data analysis of macro-trends in job-seeking and recruitment on our platform; (iii) selection of and collaboration with platform users with relevant profiles and experiences, who are the subjects of our documentaries and contribute to the production process; and (iv) customization of filming style and post-production of the documentaries to ensure alignment with the needs and preferences of our users based on the data gathered. We are therefore of the view that the documentary and video production business is a fully integrated and inseparable part of our internet information services provided on our online recruitment platform, through Beijing Huapin Borui.

Based on the above, we believe that to maintain the business operations and effectiveness of the licences and permits held by Beijing Huapin Borui, as advised by our PRC Legal Adviser, it is not viable for the Company to directly hold Beijing Huapin Borui and indirectly, through Beijing Huapin Borui, hold its subsidiaries through equity ownership and this company must be controlled by the Company through the Contractual Arrangements. Furthermore, since Beijing Huapin Borui operates both "prohibited business" and "restricted businesses" under the Negative List, we are unable to set up any alternative structure that would allow us to partially hold equity interests in and control the economic benefits of Beijing Huapin Borui other than through the Contractual Arrangements. In particular, the businesses carried on by Beijing Huapin Borui that require an ICP licence cannot be separated from the businesses that require a radio and television production operation Licence.

Based on the above reasons, we are of the view that the Contractual Arrangements are narrowly tailored.

Beijing Huapin Borui contributed substantially all of our Group's revenue for each of the fiscal years ended December 31, 2019, 2020 and 2021 and for the six months ended June 30, 2022, respectively.

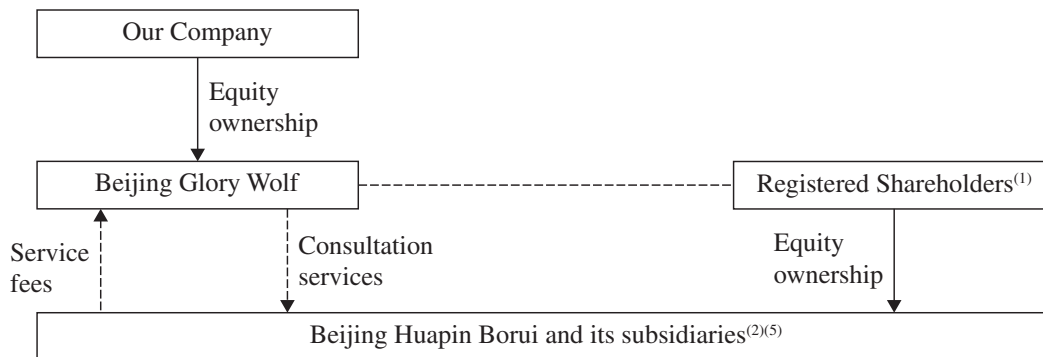
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Circumstances in which we will unwind the Contractual Arrangements

We will unwind and terminate the Contractual Arrangements as soon as practicable in respect of the Relevant Businesses, to the extent permissible, and we will directly hold the maximum percentage of ownership interest permissible under the relevant PRC laws if the relevant government authority grants relevant licenses to the foreign-invested entities currently held and to be established by our Company. In this event Beijing Glory Wolf will exercise its rights under the Exclusive Purchase Option Agreement to unwind and terminate the Contractual Arrangements to the extent permissible and we will directly operate the Relevant Businesses without using the Contractual Arrangements.

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The following simplified diagram illustrates the flow of economic benefits from our Consolidated Affiliated Entities to our Group under the Contractual Arrangements:



Notes:

- (1) Beijing Huapin Borui is held as to 99.5% and 0.5% by Mr. Zhao and Ms. Xu Yue, our Company's Financial Director (the "**Registered Shareholders**"), respectively.
- (2) "—>" denotes direct legal and beneficial ownership in the equity interest.
- (3) "-->" denotes contractual relationship.
- (4) "—"denotes the control by Beijing Glory Wolf over the Registered Shareholders and the Consolidated Affiliated Entities through (i) powers of attorney to exercise all shareholders' rights in the Consolidated Affiliated Entities, (ii) exclusive options to acquire all or part of the equity interests in the Consolidated Affiliated Entities and (iii) equity pledges over the equity interests in the Consolidated Affiliated Entities.
- (5) The subsidiaries are directly wholly owned by Beijing Huapin Borui and have not yet commenced or are not expected to have commenced any substantive business operations by the time of Listing. The Company will not conduct any businesses that are not subject to foreign investment restrictions or prohibitions through these entities, or it will only conduct such businesses that are subject to foreign investment restrictions or prohibitions after obtaining the relevant licenses. The Company will monitor the business developments of these subsidiaries of Beijing Huapin Borui to ensure that the Contractual Arrangements remain narrowly tailored upon Listing.

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Summary of the material terms of the Contractual Arrangements

Exclusive Technology and Service Co-operation Agreement

Beijing Glory Wolf, Beijing Huapin Borui and the Registered Shareholders entered into an exclusive technology and service co-operation agreement on September 30, 2022 (the “**Exclusive Technology and Service Co-operation Agreement**”), pursuant to which Beijing Huapin Borui agreed to engage Beijing Glory Wolf as the exclusive provider to Beijing Huapin Borui of management consultancy, technical services, and other services which may include:

- (i) provision of advices on business management;
- (ii) provision of advices on IT system and other technical support;
- (iii) provision of business support, marketing and promotion;
- (iv) provision of development, maintenance and upgrade of software;
- (v) provision of human resources support;
- (vi) provision of leasing services to equipment; and
- (vii) other services requested from time to time.

Without Beijing Glory Wolf’s prior written consent, Beijing Huapin Borui shall not, and shall procure its subsidiaries not to, receive services which are identical or similar to the services covered by the Exclusive Technology and Service Co-operation Agreement from any third party (as defined in the Exclusive Technology and Service Co-operation Agreement).

In consideration of the services provided by Beijing Glory Wolf, Beijing Huapin Borui shall pay service fee to Beijing Glory Wolf. Pursuant to the Exclusive Technology and Service Co-operation Agreement, the service fees shall be equivalent to the total consolidated profit of Beijing Huapin Borui and its subsidiaries, after offsetting the prior-year loss (if any), operating costs, expenses, taxes and other statutory contributions. Notwithstanding the foregoing, Beijing Glory Wolf shall have the right to adjust the level of the service fees by taking into account such factors as (a) the complexity and difficulty of the services involved, (b) the time taken for the services, (c) the scope of management and technical consulting and other services and their commercial value, (d) the scope of intellectual property licensing and leasing services and their commercial value, and (e) the market reference price for services of similar kinds. Beijing Huapin Borui shall pay the service fees to Beijing Glory Wolf within 30 business days after given payment instructions by Beijing Glory Wolf.

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Beijing Glory Wolf has the exclusive and proprietary rights and interest to all intellectual properties, in irrespective of being developed by Beijing Huapin Borui or by Beijing Glory Wolf. Without the prior written consent of Beijing Glory Wolf, Beijing Huapin Borui shall not, and shall procure its subsidiaries not to, transfer, assign, pledge, or by any other means dispose of any of such intellectual properties.

The Exclusive Technology and Service Co-operation Agreement shall remain effective until, among others, the date on which Beijing Glory Wolf or the party designated by Beijing Glory Wolf is formally registered as the shareholder of Beijing Huapin Borui, in the case where Beijing Glory Wolf is permitted by the PRC laws to directly hold the shares of Beijing Huapin Borui and Beijing Glory Wolf and its subsidiaries and affiliates are allowed to engage in the Relevant Businesses being currently operated by Beijing Huapin Borui.

Exclusive Purchase Option Agreement

Beijing Glory Wolf, the Registered Shareholders and Beijing Huapin Borui entered into an exclusive purchase option agreement on September 30, 2022 (the “**Exclusive Purchase Option Agreement**”), pursuant to which Beijing Glory Wolf, or its offshore parent company or its directly or indirectly owned subsidiaries was granted an irrevocable and exclusive right by the Registered Shareholders to purchase from each of the Registered Shareholders all or any part of their respective equity interest in Beijing Huapin Borui.

Beijing Huapin Borui and the Registered Shareholders irrevocably covenanted that they shall procure each of the subsidiaries of Beijing Huapin Borui to observe the same covenants as those made by Beijing Huapin Borui under the corresponding provisions in the Exclusive Purchase Option Agreement that, among others, (i) unless with prior written consent by Beijing Glory Wolf, Beijing Huapin Borui shall not sell, transfer, pledge, or otherwise dispose all or any part of its assets (other than the assets necessary for its ordinary course of business); (ii) without the prior consent by Beijing Glory Wolf, no actions or omissions would be taken that would adversely affect the operation status and asset value of Beijing Huapin Borui; and (iii) upon the request of Beijing Glory Wolf, the Registered Shareholders and Beijing Huapin Borui shall appoint the party designated by Beijing Glory Wolf as the director, supervisor and/or senior officer of Beijing Huapin Borui and/or remove the incumbent directors, supervisors and/or senior officers of Beijing Huapin Borui and implement all relevant resolutions and filing procedures. In addition, the Registered Shareholders irrevocably covenanted that they shall not sell, transfer, pledge, or otherwise dispose all or any part of its equity interest in Beijing Huapin Borui, other than the creation of the pledge of Beijing Huapin Borui’s equity interest pursuant to the Contractual Arrangements.

The purchase price payable by Beijing Glory Wolf or its designee in respect of the transfer of the entire equity interest and/or the total assets of Beijing Huapin Borui shall be the nominal price, or the minimum price required by competent PRC authorities or PRC laws. However, in any event, subject to the provisions and requirements of PRC laws, the price paid by Beijing Glory Wolf and/or its designee to Beijing Huapin Borui and/or Registered Shareholders at any such price shall be returned by Beijing Huapin Borui and/or Registered Shareholders to Beijing Glory Wolf at the time and in the form requested by Beijing Glory Wolf.

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The Exclusive Purchase Option Agreement shall remain effective for ten years with Beijing Glory Wolf having the option to renew it until all the equity interest in and/or all assets of Beijing Huapin Borui has been transferred to Beijing Glory Wolf and/or its designee (registration has been completed for the change of members) and Beijing Glory Wolf and its subsidiaries and branches can legally engage in the business of Beijing Huapin Borui.

Beijing Huapin Borui and the Registered Shareholders, among other things, have covenanted that:

- (i) without the prior written consent of Beijing Glory Wolf, they shall not supplement, alter or modify the articles of association of Beijing Huapin Borui, or change its registered capital or capital structure in any way;
- (ii) they shall maintain Beijing Huapin Borui's corporate existence and conduct its business and affairs prudently and efficiently;
- (iii) without the prior written consent of Beijing Glory Wolf, Beijing Huapin Borui will not sell, transfer, pledge or otherwise dispose of any of its assets (except for what is required for daily business operations), business or revenue;
- (iv) without the prior written consent of Beijing Glory Wolf, Beijing Huapin Borui will not incur, inherit, guarantee or permit any debt except for:
 - a. debts arising in the ordinary or usual course of business other than by means of loans; and
 - b. debts that have been disclosed to and agreed in writing by Beijing Glory Wolf.
- (v) they shall maintain the ordinary business operations of Beijing Huapin Borui so as to maintain the value of Beijing Huapin Borui's assets, and shall not perform any act/omission which would be sufficient to affect its business condition and the value of its assets;
- (vi) without the prior written consent of Beijing Glory Wolf, Beijing Huapin Borui shall not enter into any material contract other than contracts entered into in the ordinary and normal course of business and contracts entered into by Beijing Huapin Borui and Beijing Glory Wolf's overseas parent company and/or the subsidiaries directly or indirectly controlled by such parent company;
- (vii) without the prior written consent of Beijing Glory Wolf, Beijing Huapin Borui shall not provide any loan or security to any person;
- (viii) upon the request of Beijing Glory Wolf, Beijing Huapin Borui will provide to Beijing Glory Wolf all the information concerning its operating and financial status;

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- (ix) without the prior written consent of Beijing Glory Wolf, they shall not procure or consent Beijing Huapin Borui to merge or form a joint venture with any entities, or acquire or make investment in any entity;
- (x) they shall immediately notify Beijing Glory Wolf and take all necessary actions pursuant to the reasonable requirements of Beijing Glory Wolf when there is any litigation, arbitration or administrative proceedings that would occur or might occur in connection with Beijing Huapin Borui's assets, business and revenue;
- (xi) to protect Beijing Huapin Borui's ownership of all its assets, they shall execute all necessary or appropriate documents, take all necessary or appropriate actions and file all necessary or appropriate claims or take necessary and appropriate defense against all claims;
- (xii) without the prior written consent of Beijing Glory Wolf, Beijing Huapin Borui shall not distribute dividends in any form to its shareholders, but shall, upon the request of Beijing Glory Wolf, immediately distribute all distributable profits to its respective shareholders; and
- (xiii) Beijing Huapin Borui shall, upon the request of Beijing Glory Wolf, appoint or terminate the appointment of any person designated by Beijing Glory Wolf to act as a director of Beijing Huapin Borui.

The Registered Shareholders, among other things, have further covenanted that:

- (i) without the prior written consent of Beijing Glory Wolf, they shall not sell, transfer, pledge or dispose legal or beneficial interest in Beijing Huapin Borui, or impose any encumbrances on such rights and interests, other than the creation of the pledge of Beijing Huapin Borui's equity interest pursuant to the Contractual Arrangements;
- (ii) shall not engage in any business operation or conduct in any manner which may impose an adverse impact on the reputation of Beijing Huapin Borui;
- (iii) without Beijing Glory Wolf's prior written consent, they shall procure board of directors and/or shareholders' meetings of Beijing Huapin Borui not to approve the sale, transfer, pledge, or disposal of legal or beneficial interest of any equity interest or assets, or allow creation of any encumbrances thereon, other than the creation of the pledge of Beijing Huapin Borui's shares pursuant to the Contractual Arrangements;
- (iv) without Beijing Glory Wolf's prior written consent, they shall not procure board of directors and/or shareholders' meetings of Beijing Huapin Borui to approve a merger, or consolidation, or acquisition in any person, or divestment of Beijing Huapin Borui, revision of its articles of associations, or change in registered capital or its corporate status;

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- (v) the Registered Shareholders shall not instruct Beijing Huapin Borui to pay any dividends or bonus or to convene a shareholders' meeting in relation thereto, or to vote in favour of such matter at such meeting; and
- (vi) they shall abide strictly by the Contractual Arrangements, perform the obligations under such agreements effectively, and not take any actions or omissions which may adversely affect the validity and enforceability of such agreements.

Equity Pledge Agreement

Beijing Glory Wolf, the Registered Shareholders and Beijing Huapin Borui entered into an equity pledge agreement on September 30, 2022 (the “**Equity Pledge Agreement**”), pursuant to which each of the Registered Shareholders agreed to pledge all of their respective equity interests in Beijing Huapin Borui to Beijing Glory Wolf as a security interest to guarantee performance of their contractual obligations under the Contractual Arrangements and all liabilities, monetary debts or other payment obligations arising out of or in relation with the Contractual Arrangements.

Among other things, the Registered Shareholders have undertaken that without Beijing Glory Wolf's prior written consent, they shall not directly or indirectly transfer the equity interests in any way, create or permit the existence of any pledge or other form of security which might affect the rights and interests of the Beijing Glory Wolf, other than the transfer of such equity interests to Beijing Glory Wolf or its designee pursuant to the Exclusive Purchase Option Agreement.

Upon the occurrence of an event of default (as defined in the Equity Pledge Agreement), Beijing Glory Wolf may, at any time thereafter, serve a default notice to the Registered Shareholders, upon which Beijing Glory Wolf may (1) demand all the outstanding payment due according to the Exclusive Technology and Service Co-operation Agreement, and/or (2) exercise its right of pledge according to the Equity Pledge Agreement, or otherwise dispose of the pledged equity interest in accordance with applicable Laws, unless the event of default has been resolved in the satisfactory of Beijing Glory Wolf within 30 days after the default notice has been served. Beijing Glory Wolf may exercise such right of pledge based on its own independent judgement. The Registered Shareholders and Beijing Huapin Borui have covenanted to unconditionally collaborate with Beijing Glory Wolf when Beijing Glory Wolf exercises such right of pledge. Beijing Glory Wolf shall bear no responsibilities for any direct or indirect loss incurred consequent upon its exercise of such right of pledge.

The Equity Pledge Agreement shall remain effective until, among others, Beijing Huapin Borui and the Registered Shareholders have recorded the release of such pledged equity interests in the register of members of Beijing Huapin Borui and completed relevant deregistration procedure.

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Other aspects of the Contractual Arrangements

Beijing Huapin Borui's subsidiaries

The Contractual Arrangements are entered into among Beijing Glory Wolf, Beijing Huapin Borui and its Registered Shareholders. Nevertheless, there are sufficient protective measures in place with respect to our Company's interests over Beijing Huapin Borui's subsidiaries, including: (a) the subsidiaries are directly wholly-owned and controlled by Beijing Huapin Borui, over which we have extensive control including over the appointment of Beijing Huapin Borui's executive director and senior management (under the Exclusive Purchase Option Agreement) and executive director and senior management of Beijing Huapin Borui's subsidiaries through the control over Beijing Huapin Borui (under the Exclusive Purchase Option Agreement and the articles of associations of such subsidiaries); and (b) both Beijing Huapin Borui and its Registered Shareholders have covenanted to Beijing Glory Wolf that they shall procure each of Beijing Huapin Borui's subsidiaries to observe the same covenants as those made by Beijing Huapin Borui under the corresponding provisions in the Exclusive Purchase Option Agreement that, among others, without the prior consent by Beijing Glory Wolf, (i) no actions or omissions would be taken that would adversely affect the operation status and asset value of Beijing Huapin Borui; and (ii) Beijing Huapin Borui shall not sell, transfer, pledge, or otherwise dispose all or any part of its assets (other than the assets necessary for its ordinary course of business).

Spousal consent

Each of the spouses of Mr. Zhao and Ms. Yue signed a spousal consent letter, pursuant to which the signing spouse unconditionally and irrevocably consents to the execution of the Exclusive Technology and Service Co-operation Agreement, the Equity Pledge Agreement, the Exclusive Purchase Option Agreement, and the Power of Attorney executed by Mr. Zhao or Ms. Yue (as the case may be) (the "**Transaction Documents**") and to the disposal in accordance therewith of the equity interest in Beijing Huapin Borui held by Mr. Zhao or Ms. Yue (as the case may be). Each of the spouses also undertook (1) not to make any claim with respect to the relevant equity interest in Beijing Huapin Borui; (2) to execute all documents and take all actions necessary to ensure that the Transaction Documents (as amended from time to time) are properly performed; and (3) if for any reason the spouses acquire any of the equity held by the Registered Shareholder in Beijing Huapin Borui, to be bound by the Transaction Documents and execute any required written documents for such purpose.

Powers of Attorney

Pursuant to the proxy agreement entered into by Beijing Huapin Borui, the Registered Shareholders and Beijing Glory Wolf (the "**Powers of Attorney**"), each of the Registered Shareholders unconditionally and irrevocably agrees to appoint Beijing Glory Wolf and/or its designee as their sole and exclusive agent to act on their behalf on all matters concerning Beijing Huapin Borui and to exercise all of their rights as shareholder of Beijing Huapin Borui, including but not limited to: (1) to propose, convene and attend shareholders' meetings of

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Beijing Huapin Borui and sign minutes and resolutions of the shareholders' meeting on their behalf; (2) to exercise all shareholder rights that they are entitled to under PRC laws and the articles of association of Beijing Huapin Borui, including, but not limited to, the right to vote as a shareholder, and the right to sell or transfer or pledge or dispose of all or any part of their shareholding; and (3) acting as their authorized representative to elect, designate and appoint the legal representative, chairman, directors, supervisors, general manager and other senior executives of Beijing Huapin Borui. The Powers of Attorney will be terminated, among other things, under certain conditions when Beijing Glory Wolf or its designee is duly registered as the sole shareholder of Beijing Huapin Borui on the premise that PRC laws permits Beijing Glory Wolf, or its offshore parent company or any subsidiary directly or indirectly controlled by it, to directly hold equity interest in and legally engage in the business conducted by Beijing Huapin Borui.

Dispute resolution

In the event of any dispute under the Contractual Arrangements, each of them provides that:

- (a) all disputes shall first be settled through friendly negotiation;
- (b) if such dispute fails to be resolved by negotiations within thirty days, any party shall have the right to submit the disputes to the China International Economic and Trade Arbitration Commission, or the CIETAC, and such dispute shall be arbitrated in Chinese language in accordance with the then prevailing arbitration rules in Beijing, with such arbitration award final and binding on all parties to the arbitration;
- (c) prior to the final award, the arbitration institution shall have the right to grant Beijing Glory Wolf with appropriate legal remedies, including relevant remedial measures regarding the equity interests or assets or property rights of Beijing Huapin Borui, remedial injunctions, and dissolution or liquidation of Beijing Huapin Borui; and
- (d) subject to, and in compliance with, PRC laws, competent courts (including the courts of China, Hong Kong, the Cayman Islands and the place where Beijing Glory Wolf's affiliated and listed or to be listed companies are incorporated, Beijing Huapin Borui is incorporated or the principal assets of Beijing Huapin Borui or Beijing Glory Wolf are located) have the power to grant interim remedies before the formation of the arbitral tribunal or in appropriate cases to support arbitration.

Our PRC Legal Adviser has, however, advised that: (i) a tribunal normally would not grant such kind of injunctive relief or winding up order of the Consolidated Affiliated Entities under PRC laws; (ii) interim remedies or enforcement order granted by overseas courts such as Hong Kong and the Cayman Islands may not be recognizable or enforceable in the PRC; and

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(iii) even if the abovementioned provisions may not be enforceable under PRC laws, the remaining provisions of the dispute resolution clauses are legal, valid and binding on the parties to the agreement under the Contractual Arrangements.

As a result of the above, in the event that any of our Consolidated Affiliated Entities or the Registered Shareholders breach any of the Contractual Arrangements, we may not be able to obtain sufficient remedies in a timely manner, and our ability to exert effective control over our Consolidated Affiliated Entities and conduct our business could be materially and adversely affected. See “Risk factors—Risks Relating to Our Corporate Structure” for details.

Succession

Each of the agreements under the Contractual Arrangements is binding on the successors of the Registered Shareholders. Under the Civil Code of the PRC (《中華人民共和國民法典》), or the Civil Code, the statutory successors include one’s spouse, children, parents, brothers, sisters, paternal grandparents and maternal grandparents and any breach by such successors would be a breach of the Contractual Arrangements. In case of a breach, Beijing Glory Wolf can enforce its rights against the successors.

The Exclusive Purchase Option Agreement, Equity Pledge Agreement and Powers of Attorney state that the relevant agreement shall be binding upon the Registered Shareholders and their successors.

Under the spousal consent, the spouse has confirmed that if for any reason the spouse acquires any equity interest in Beijing Huapin Borui held by the Registered Shareholder, the spouse shall be bound by the Contractual Arrangements where the Registered Shareholder is a party and execute any required written documents for such purpose.

Based on the above, our PRC Legal Adviser has advised that: (i) the Contractual Arrangements provide protection to the Group even in the event of loss of capacity, death, bankruptcy, marriage or divorce (if applicable) of the Registered Shareholders; and (ii) loss of capacity, death, bankruptcy, marriage or divorce (if applicable) of the Registered Shareholders would not affect the validity of the Contractual Arrangements, and Beijing Glory Wolf can enforce its rights under the Contractual Arrangements against the successors of such shareholders.

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Conflicts of interest

Although only one of the Registered Shareholders (namely Mr. Zhao) is also our director and officer, we have implemented measures to protect against the potential conflicts of interest between our Company and the Registered Shareholders. Under the irrevocable Powers of Attorney, the Registered Shareholders appointed Beijing Glory Wolf as their respective attorney-in-fact to appoint directors and vote on their behalf on all matters of Beijing Huapin Borui requiring approval under its articles of association and under the relevant PRC laws.

Loss sharing

Neither the agreements constituting the Contractual Arrangements nor PRC laws provide or require that our Company or Beijing Glory Wolf be obligated to share the losses of our Consolidated Affiliated Entities or provide financial support to our Consolidated Affiliated Entities. Further, each of our Consolidated Affiliated Entities is a separate legal entity and shall be solely liable for its own debts and losses with assets and properties owned by it.

Despite the foregoing, given that our Group conducts its businesses in the PRC through our Consolidated Affiliated Entities which hold the requisite PRC licenses and approvals, and that our Consolidated Affiliated Entities' financial condition and results of operations are consolidated into our Company's financial statements under the applicable accounting principles, our business, financial condition and results of operations would be adversely affected if our Consolidated Affiliated Entities suffer losses. Therefore, the provisions in the Contractual Arrangements are tailored so as to limit, to the greatest extent possible, the potential adverse effect on Beijing Glory Wolf and our Company resulting from any loss suffered by our Consolidated Affiliated Entities.

Liquidation

Pursuant to the Power of Attorney, the Registered Shareholders have undertaken that Beijing Glory Wolf or its designee are entitled to exercise voting rights and distribute the remaining assets in the event of a dissolution or liquidation of Beijing Huapin Borui. Pursuant to the Exclusive Purchase Option Agreement, in the event of a dissolution or liquidation, all of the remaining assets of Beijing Huapin Borui shall be transferred to Beijing Glory Wolf after such dissolution or liquidation pursuant to PRC laws.

Insurance

Our Company does not maintain an insurance policy to cover the risks relating to the Contractual Arrangements.

Our confirmation

Our Directors confirm that, as of the Latest Practicable Date, we had not encountered any interference or encumbrance from any PRC governing bodies in operating its businesses through our Consolidated Affiliated Entities under the Contractual Arrangements.

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LEGALITY OF THE CONTRACTUAL ARRANGEMENTS

Based on the above, our PRC Legal Adviser is of the opinion that:

1. the contents of each of the Contractual Arrangements do not violate the mandatory provisions of current PRC laws and are valid and binding on the parties thereto, enforceable under applicable PRC laws and regulations, except in the following cases: (a) the arbitration awards as rendered by the arbitration body in its discretion which request the bankruptcy and liquidation of Beijing Huapin Borui, and the injunctive relief and other temporary relief measures made by Hong Kong and Cayman Island courts under the Contractual Arrangements may not be legally and effectively enforced under the current PRC laws; (b) the equity pledge shall become legally effective after the completion of equity pledge registration procedures by the SAMR; or (c) the arbitration award under Contractual Arrangements as rendered by CIETAC may only be enforced after a ruling by a PRC people's court which agrees to such enforcement;
2. the adoption of the Contractual Arrangements is unlikely to be deemed ineffective or invalid under the applicable PRC laws and regulations;
3. parties to each of the agreements under the Contractual Arrangements are entitled to execute the agreements and perform their respective obligations thereunder, and none of the agreements would fall within the circumstances that violate the mandatory provisions under the PRC laws, which would lead the agreement under the Contractual Arrangements to be deemed invalid under the Civil Code;
4. the execution and performance under the agreements under the Contractual Arrangements do not violate the provisions of the articles of association of Beijing Glory Wolf and Beijing Huapin Borui; and
5. the execution and performance of the Contractual Arrangements does not require any approvals or authorisations from PRC governmental authorities, except that:
 - (a) the pledge of any equity interest in Beijing Huapin Borui in favour of Beijing Glory Wolf is subject to registration requirements with the relevant administration for market regulation, which was completed on March 27, 2020;
 - (b) the disposal of any equity pledge under the Equity Pledge Agreements is subject to the approvals and/or registration with the PRC regulatory authorities;
 - (c) the exercise by Beijing Glory Wolf of its option rights under the Exclusive Purchase Option Agreement to acquire all or part of the equity interests in Beijing Huapin Borui is subject to the approval of, consent of, filing with and/or registration with PRC governmental authorities;

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- (d) the transfer of the equity interest in Beijing Huapin Borui contemplated under the Contractual Arrangements is subject to applicable approval and/or registration requirements under the then applicable PRC laws;
- (e) any arbitral awards or foreign rulings and/or judgments in relation to the performance of the Contractual Arrangements are subject to applications to competent PRC courts for recognition and enforcement; and
- (f) under PRC laws, an arbitral body does not have the power to grant any injunctive relief, requiring civil entities to act or not to act, or requiring winding-up of Beijing Huapin Borui as interim remedies.

However, as advised by our PRC Legal Adviser, there are substantial uncertainties regarding the interpretation and application of current and future PRC laws and regulations over the validity of the Contractual Arrangements and necessity of obtaining any approvals, consent, registration and filing with respect to the Contractual Arrangements. Accordingly, there can be no assurance that the PRC governmental authorities will not in the future take a view that is contrary to the opinions of our PRC Legal Adviser. For further information, please refer to the section headed “Risk Factors—Risks Relating to Our Corporate Structure—If the PRC government finds that the agreements that establish the structure for operating some of our operations in China do not comply with PRC laws and regulations relating to the relevant industries, or if these laws and regulations or the interpretation of existing laws and regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations” in this document.

Based on all of the above, our Directors are of the view that (i) the Contractual Arrangements are narrowly tailored because the Contractual Arrangements are only used to enable our Company to control our Consolidated Affiliated Entities that engage in the operation of Relevant Businesses where PRC laws restrict foreign ownership; and (ii) the adoption of the Contractual Arrangements is unlikely to be deemed ineffective or invalid under the applicable PRC laws and regulations, and except for the relevant clauses as described in the paragraph headed “Dispute Resolution” in this section, each of the agreements under the Contractual Arrangements is enforceable under the PRC laws and regulations.

ACCOUNTING ASPECTS OF THE CONTRACTUAL ARRANGEMENTS

Under the Exclusive Technology and Service Co-operation Agreement, it was agreed that, in consideration of the services provided by Beijing Glory Wolf, Beijing Huapin Borui will pay technology development, consulting and service fees to Beijing Glory Wolf. The fees, subject to verification and negotiation between the parties, are in principle equal to the balance of Beijing Huapin Borui’s total revenue less the total expenses. The fees shall be approved by the boards of directors of Beijing Glory Wolf and the Company, and any adjustment and change to the fees shall be subject to the approval of the same. Within thirty days after the end of each year, Beijing Huapin Borui is required to provide Beijing Glory Wolf with the financial statements and all business records, business contracts and financial information for such year.

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If Beijing Glory Wolf has any queries on the financial information provided, it may appoint a reputable independent accountant to audit the relevant information, while Beijing Huapin Borui shall cooperate with such audit. Accordingly, Beijing Glory Wolf has the ability, at its sole discretion, to extract all of the economic benefit of Beijing Huapin Borui and its subsidiaries through the Exclusive Technology and Service Co-operation Agreement.

In addition, under the Exclusive Purchase Option Agreement, Beijing Glory Wolf has absolute contractual control over the distribution of dividends or any other amounts to the equity holders of our Consolidated Affiliated Entities as Beijing Glory Wolf's or the Company's prior written consent is required before any distribution can be made.

As a result of these Contractual Arrangements, our Company has obtained control of our Consolidated Affiliated Entities through Beijing Glory Wolf and, at our Company's sole discretion, can receive substantially all of the economic interest returns generated by our Consolidated Affiliated Entities. Accordingly, our Consolidated Affiliated Entities' results of operations, assets and liabilities, and cash flows are consolidated into our Company's financial statements. The basis of consolidating the results of our Consolidated Affiliated Entities is disclosed in note 1 to the Accountant's Report in Appendix I to this document.

COMPLIANCE WITH THE CONTRACTUAL ARRANGEMENTS

Our Group has adopted the following measures to ensure the effective operation of our Group with the implementation of the Contractual Arrangements and our compliance with the Contractual Arrangements:

- (i) major issues arising from the implementation and compliance with the Contractual Arrangements or any regulatory enquiries from government authorities will be submitted to our Board, if necessary, for review and discussion on an occurrence basis;
- (ii) our Board will review the overall performance of and compliance with the Contractual Arrangements at least once a year;
- (iii) our Company will disclose the overall performance of and compliance with the Contractual Arrangements in our annual reports; and
- (iv) our Company will engage external legal Advisers or other professional Advisers, if necessary, to assist the Board to review the implementation of the Contractual Arrangements, review the legal compliance of Beijing Glory Wolf and our Consolidated Affiliated Entities to deal with specific issues or matters arising from the Contractual Arrangements.

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The Company also undertakes to restructure its Contractual Arrangements, including to adjust the equity interest held through its Contractual Arrangements when required by the relevant governmental authority, to comply with the latest PRC regulations, including the Decision of the State Council on Amending or Abolishing Certain Administrative Regulations, which came into effect on May 1, 2022.

DEVELOPMENT IN PRC LEGISLATION ON FOREIGN INVESTMENT

Background of the Foreign Investment Law

On March 15, 2019, the National People’s Congress approved the Foreign Investment Law which became effective on January 1, 2020. On December 26, 2019, the State Council promulgated the Implementation Regulations on the Foreign Investment Law (《外商投資法實施條例》), which came into effect on January 1, 2020. The Foreign Investment Law replaced the Law on Sino-Foreign Equity Joint Ventures, the Law on Sino-Foreign Contractual Joint Ventures and the Law on Foreign-Capital Enterprises to become the legal foundation for foreign investment in the PRC. The Foreign Investment Law stipulates certain forms of foreign investment, but does not explicitly stipulate contractual arrangements as a form of foreign investment. The Implementation Regulations on the Foreign Investment Law are also silent on whether foreign investment includes contractual arrangements.

Impact and consequences of the Foreign Investment Law

Conducting operations through contractual arrangements has been adopted by many PRC-based companies, including our Group. We use the Contractual Arrangements to establish control of the Consolidated Affiliated Entities, by WFOE, through which we operate our business in the PRC. The Foreign Investment Law stipulates that foreign investment includes “foreign investors invest in China through any other methods under laws, administrative regulations or provisions prescribed by the State Council” without elaboration on the meaning of “other methods”. The Implementation Regulations on the Foreign Investment Law are also silent on whether foreign investment includes contractual arrangements. There are possibilities that future laws, administrative regulations or provisions prescribed by the State Council may regard contractual arrangements as a form of foreign investment, at which time it will be uncertain whether the Contractual Arrangements will be deemed to be in violation of the foreign investment access requirements and how the above-mentioned Contractual Arrangements will be handled. Therefore, there is no guarantee that the Contractual Arrangements and Relevant Businesses will not be materially and adversely affected in the future due to changes in PRC laws. See “Risk factors—Risks Relating to Our Corporate Structure—Our current corporate structure and business operations may be substantially affected by the newly enacted Foreign Investment Law.”

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You should read the following discussion and analysis in conjunction with our audited consolidated financial statements as of and for the years ended December 31, 2019, 2020 and 2021 and for the six months ended June 30, 2022 including the notes thereto, included in the Accountant’s Report in Appendix I. Our consolidated financial information has been prepared in accordance with U.S. GAAP. For reconciliation statements setting out the financial effect of any material differences between our financial statements prepared in accordance with U.S. GAAP and financial statements prepared using IFRS, see “Financial Information—Reconciliation Between U.S. GAAP and IFRS” and Note 24 to the Accountant’s Report in Appendix I.

The Stock Exchange has granted us a waiver from strict compliance with the requirements of Rules 4.10, 4.11, 19.13 and 19.25A of, and note 2.1 to paragraph 2 of the Appendix 16 to, the Listing Rules, to allow us to prepare the Accountant’s Report in Appendix I in conformity with U.S. GAAP, provided that a reconciliation of such financial information in accordance with IFRS is included in this document. In addition, the Stock Exchange has allowed us to prepare our accounts in accordance with U.S. GAAP after listing for the purposes of our financial reporting required under the Listing Rules, subject to the condition that, among others, our annual consolidated financial statements should include a reconciliation of our financial information in accordance with IFRS in the form and substance adopted in Appendix I to this document.

The following discussion and analysis contain forward-looking statements that involve risks and uncertainties. These statements are based on our assumptions and analyses in light of our experience and perception of historical trends, current conditions, and expected future developments, as well as other factors that we believe are appropriate under the circumstances. However, our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under “Risk Factors” and elsewhere in this document. For further details, see “Forward-Looking Statements.”

OVERVIEW

We are the largest online recruitment platform in China in terms of average MAU and online recruitment revenue in 2021 and the six months ended June 30, 2022. We have pioneered the “direct recruitment model” that captures the essence of real-world recruitment scenario through innovatively embedding two-way communication and two-sided recommendation into the online recruitment process on a mobile-native platform. We were the first in China to adopt the direct recruitment model for the online recruitment industry. Our innovative business model is developed on an approach that is fundamentally different from other existing business models at the time of its inception and has since transformed the online recruitment industry and user behavior in China.

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We provide services for improving recruitment and job hunting efficiency to both enterprise users and job seekers, generating most of our revenue from paid services offered to enterprise users. For enterprise users, we offer direct recruitment services that allow them to post jobs and communicate with job seekers, which can be free or paid based on an innovative connection-oriented monetization strategy, supplemented by paid value-added tools to further enhance their recruitment efficiency as part of our overall recruitment services to the enterprise users. For job seekers, we offer job seeking services to communicate with employers for free and paid value-added tools to help job seekers better prepare for their job hunt and assess their candidacy. Our innovative connection-oriented monetization strategy well complements our direct recruitment model and effectively incentivizes us to promote interaction and connection between enterprise users and job seekers.

Selling and marketing expenses comprise a substantial portion of our operating expenses, consisting primarily of advertising expenses and payroll and other employee-related expenses. To promote our brand image, we have launched various marketing initiatives and acquired users through a variety of marketing channels, including marketing campaigns, TV commercials and outdoor advertisements. We also acquire users through online traffic acquisition, such as those that enhance our exposure on social media and priority in search results in app stores and search engines. In addition, we incurred advertising expenses to manage public relations for pro bono events we organized or participated.

During the Track Record Period, we achieved significant business growth. Our revenues increased by 94.7% from RMB998.7 million in 2019 to RMB1.9 billion in 2020 and further increased by 119.0% to RMB4.3 billion (US\$635.9 million) in 2021. We recorded revenues of RMB2.3 billion (US\$336.0 million) in the six months ended June 30, 2022, representing an increase of 15.0% from RMB2.0 billion in the six months ended June 30, 2021. We recorded net loss of RMB502.1 million, RMB941.9 million and RMB1.1 billion (US\$159.9 million) in 2019, 2020 and 2021, respectively. In the six months ended June 30, 2022, we recorded net income of RMB80.3 million (US\$12.0 million), compared to net loss of RMB1.6 billion in the six months ended June 30, 2021. Our adjusted net loss (non-GAAP financial measure) was RMB467.8 million and RMB284.7 million in 2019 and 2020, respectively. We recorded adjusted net income (non-GAAP financial measure) of RMB852.6 million (US\$127.3 million) in 2021. In the six months ended June 30, 2022, we recorded adjusted net income (non-GAAP financial measure) of RMB363.4 million (US\$54.3 million), representing an increase of 205.6% from RMB118.9 million in the six months ended June 30, 2021. Our operating cash outflow was RMB105.7 million in 2019. Our operating cash flow turned positive and reached RMB395.9 million in 2020, RMB1.6 billion (US\$245.1 million) in 2021 and RMB480.9 million (US\$71.8 million) in the six months ended June 30, 2022. For discussions of our adjusted net income/(loss) (non-GAAP financial measure) and reconciliation of net income/(loss) to adjusted net income/(loss) (non-GAAP financial measure), see “—Non-GAAP Financial Measure” for details.

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KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business and results of operations are affected by a number of general factors that impact China's online recruitment service market, including, among others:

- China's overall economic growth and development, along with its structural transformation into a service-based and technology-driven economy;
- greater challenges in hiring leading to the increasing adoption of recruitment services;
- digitalization of the recruitment industry;
- the emergence of the direct recruitment model;
- growth of the blue-collar sector;
- the high growth potential in online penetration among employers, in particular Bosses;
- competitive landscape of China's online recruitment service industry and our market position therein; and
- government policies and regulations affecting China's internet industry as well as online recruitment service industry.

Unfavorable changes in any of these general conditions could negatively impact demand for our services and materially and adversely affect our results of operations. While our business is influenced by these general factors, our results of operations are more directly affected by the following company-specific factors.

Our ability to expand our large and active user base and enhance user engagement

A large and active user base is the core reason why enterprise users and job seekers are attracted to and continue to use our online recruitment platform, as enterprise users primarily look for a large talent pool to recruit from and job seekers value access to a multitude of actively hiring employers when using recruitment services. We believe it's important to grow our MAU, which we view as a key indicator of the size of our active user base, in order to support our business development. Our average MAU grew by 73.2% from 11.5 million in 2019 to 19.8 million in 2020, and further grew by 36.9% from 19.8 million in 2020 to 27.1 million in 2021. Our average MAU reached 25.9 million in the six months ended June 30, 2022, compared to an average MAU of 27.7 million in the six months ended June 30, 2021. Whether we can continue to grow our MAU mainly depends on our ability to provide high-quality user experience. To this end, we will continue to focus on providing a personalized user experience through enhancing our big data technology capabilities that power the recommendation engine, offering more efficient and flexible communication methods for our users, and improving the reliability of our online recruitment platform. Pursuant to an announcement posted by the CAC on July 5, 2021 relating to the cybersecurity review, our BOSS Zhipin app was required to

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suspend new user registration in China to cooperate with the cybersecurity review and prevent the expansion of risks. As approved by the Cybersecurity Review Office of the CAC, we have recommenced new user registration on our BOSS Zhipin app, effective from June 29, 2022.

Our acquisition of paid enterprise customers

Growth in the number of paid enterprise customers is a key driver of our revenue growth, as most of our revenues come from providing online recruitment services to paid enterprise customers. The continued growth of our business therefore depends on our acquisition of paid enterprise customers. Our paid enterprise customers reached 3.8 million in the twelve months ended June 30, 2022. In order to improve our acquisition of paid enterprise customers, we will continue to focus our resources on maintaining relationships with existing enterprise users, improving service quality, converting free enterprise users and their companies to paid enterprise customers, exploring new services, features and functionalities responsive to user needs, promoting awareness of our brands, and marketing our services to a wider user group and in more geographical markets.

Our ability to expand our services to existing paid enterprise customers

We believe that there is a significant opportunity for cross selling more of our online recruitment services to our existing paid enterprise customers. Among our paid enterprise customers, those who contributed revenues of RMB5,000 or more to us in a twelve-month period ended on the end of a given period accounted for the majority of our revenue source during the Track Record Period. Paid enterprise customers who contributed RMB5,000 or more, but less than RMB50,000 of revenues to us in a twelve-month period ended on the end of a given period, or mid-sized accounts, contributed 36.4%, 35.8%, 35.5% and 40.5% of our total revenues in 2019, 2020 and 2021 and the six months ended June 30, 2022, respectively. In addition, paid enterprise customers who contributed RMB50,000 or more of revenues to us in a twelve-month period ended on the end of a given period, or key accounts, contributed 15.6%, 17.0%, 21.8% and 23.0% of our total revenues in 2019, 2020 and 2021 and the six months ended June 30, 2022, respectively. We value key accounts because they typically are large enterprises with steady demand for our online recruitment services and a stable recruiting budget. The number of key accounts increased by 92.9% from 970 in 2019 to 1,871 in 2020 and further increased by 155.4% to 4,778 in 2021. We recorded 5,805 key accounts in the twelve months ended June 30, 2022, representing an increase of 85.0% from 3,137 in the twelve months ended June 30, 2021.

The consistent revenue contribution of mid-sized accounts and key accounts speaks to the importance of expanding our services to existing paid enterprise customers, which will increase their spending and move more of our paid enterprise customers into the mid-sized and key account groups. To expand our services to existing paid enterprise customers, we plan to introduce new service offerings, better educate existing paid enterprise customers about the value of additional services, and recommend more customized services to each paid enterprise customer based on analysis of its historical hiring behaviors.

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Our ability to promote our brands and market our services more effectively

Our investment in branding, marketing and promotional activities contributes to our user acquisition, and whether such investment is cost-effective has a significant impact on our results of operations. To achieve maximum return for our branding and marketing investments, we set and adjust our branding and marketing strategies based on data analytics of factors such as occupational structure, average income of target demographics, and characteristics of different marketing channels. Our sales and marketing expenses represented 91.8%, 69.3%, 45.6% and 41.0% of our revenues in 2019, 2020 and 2021 and the six months ended June 30, 2022, respectively. The declining proportion of our sales and marketing expenses to revenues signifies higher efficiency of our branding, marketing and promotional activities. We will need to continue to monitor and manage our sales and marketing expenses if we are to improve profitability in the future.

Our ability to enhance our operating efficiency

Our results of operations are further affected by our operating efficiency in aspects other than sales and marketing, as measured by our total operating cost and expenses excluding sales and marketing expenses as a percentage of our revenues. Certain items of our operating cost and expenses, including our research and development expenses, have trended downwards as a percentage of our revenues from 2019 to 2021, especially after excluding share-based compensation expenses. As our business grows further, we expect to improve the efficiency and utilization of our personnel, and leverage our scale to achieve greater operating leverage.

BASIS OF PREPARATION

Our consolidated financial statements have been prepared in accordance with U.S. GAAP. Principal accounting policies followed by us in the preparation of the accompanying consolidated financial statements are summarized below.

CRITICAL ACCOUNTING POLICIES AND SIGNIFICANT JUDGMENTS AND ESTIMATES

An accounting policy is considered critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time such estimate is made, and if different accounting estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the consolidated financial statements.

The preparation of our consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, costs and expenses, and related disclosures. We base our estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. Actual results could differ from these estimates. These estimates may change as new events occur, as additional information is obtained and as our operating environment changes. On an on-going basis, we evaluate our estimates and may make changes accordingly.

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The following descriptions of critical accounting policies, judgments and estimates should be read in conjunction with our consolidated financial statements and other disclosures included in this document. When reviewing our financial statements, you should consider (i) our selection of critical accounting policies, (ii) the judgments and other uncertainties affecting the application of such policies and (iii) the sensitivity of reported results to changes in conditions and assumptions.

Revenue Recognition

We accounted for revenue under ASC 606, *Revenue from Contracts with Customers*, and all periods have been presented under ASC 606. Consistent with the criteria of ASC 606, we recognize revenue to depict the transfer of promised services to customers in an amount that reflects the consideration to which we expect to receive in exchange for those services.

To achieve that core principle, we apply the five steps defined under ASC 606: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) a performance obligation is satisfied.

According to ASC 606, revenue is recognized net of VAT when or as the control of services is transferred to a customer. Depending on the terms of the contract, control of services may be transferred over time or at a point in time. Control of services is transferred over time if we: (i) provide all of the benefits received and consumed simultaneously by the customer; (ii) create and enhance an asset that the customer controls as we perform; or (iii) do not create an asset with an alternative use to us and we have an enforceable right to payment for performance completed to date. If control of services is transferred over time, revenue is recognized over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognized at a point in time when the customer obtains control of the services.

Online recruitment services to enterprise customers

We provide online recruitment services carrying different kinds of features to enterprise customers, including direct recruitment services such as job postings and value-added tools such as bulk invite sending, which could be purchased as a part of subscription packages or on a standalone basis.

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Based on the pattern by which we provide services and how enterprise customers benefit from services, these services can be divided into two categories in terms of revenue recognition: (i) services over a particular subscription period, which provide enterprise customers certain rights during a particular subscription period; for example, paid job postings allow enterprise customers to present certain job positions, receive job seeker recommendations, browse the mini-resume of and chat with a certain number of job seekers in its platform during the subscription period; and (ii) services with definite and limited number of usages within an expiration period, such as bulk invite sending and advanced filer. Accordingly, we recognize our revenues from online recruitment services either over time or at a point in time as following:

- For services over a particular subscription period, we have a stand-ready obligation to deliver the corresponding services on a when-and-if-available basis during the subscription period and enterprise customers simultaneously and continuously receive and consume the benefits as we provide the services throughout the subscription period. Therefore, a time-based measure of progress best reflects the satisfaction of the performance obligations and we recognize revenues on a straight-line basis over the subscription period.
- For services with definite and limited number of usages within an expiration period, upon the delivery of the individual services, we satisfy our performance obligations and enterprise customers benefit from our performance obligations, and therefore revenues are recognized at a point in time; if these services are unused within the expiration period, we recognize the relevant revenues when they expire.

Other services

Other services mainly represent paid value-added tools offered to job seekers such as increased exposure of resume and candidate competitive analysis.

Arrangements with multiple performance obligations

Multiple performance obligations exist when enterprise customers purchase subscription packages which include an array of services. For those services included in subscription packages, the selling prices are consistently made references to the standalone selling prices when sold separately. We allocate the transaction price to each performance obligation based on the relative standalone selling price, considering bulk-sale price discounts offered to certain enterprise customers where applicable.

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Deferred revenue

We record deferred revenue when we receive customers' payments in advance of transferring control of services. Substantially all deferred revenue recorded are expected to be recognized as revenues in the next twelve months.

Remaining performance obligations

Remaining performance obligations represent the amount of contracted future revenue not yet recognized as the amounts relate to undelivered performance obligations. Substantially all of our contracts with customers are within one year in duration. As such, we have elected to apply the practical expedient which allows an entity to exclude disclosures about its remaining performance obligations if the performance obligation is part of a contract that has an original expected duration of one year or less.

Fair Value of Share Options

We granted share options to our employees, directors and consultants. Share-based awards with service conditions only are measured at the grant-date fair value of the awards and recognized as expenses using the straight-line method over the requisite service period. Share-based awards that are subject to both service conditions and the occurrence of an IPO or change of control as a performance condition, are measured at the grant-date fair value and cumulative share-based compensation expenses for the awards that have satisfied the service condition were recorded upon the completion of our IPO in the United States in June 2021. We used a binomial option pricing model to determine the fair value of the awarded share options. Significant estimates and assumptions, including fair value of ordinary shares on the grant date, risk-free interest rate, expected term, expected dividend yield, expected volatility and expected early exercise multiple are made.

Key assumptions are set forth as follows:

- Fair value of ordinary shares on the grant date: The fair value of the ordinary shares prior to our IPO in the United States was estimated based on the following assumptions:
 - Weighted average cost of capital, or WACC: The WACCs were determined in consideration of factors including risk-free rate, comparative industry risk, equity risk premium, company size and non-systematic risk factors.

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- Discount for lack of marketability, or DLOM: DLOM was quantified by the protective put options mode. Under this option-pricing method, which assumed that the put option is struck at the price of the stock before the privately held shares can be sold, the cost of the put option was considered as a basis to determine the DLOM.
- Risk-free interest rate: The risk-free rate was estimated based on the market yield of U.S. Treasury with a maturity life that corresponds with the expected term.
- Expected term: Expected term is the contractual life of the options.
- Expected dividend yield: We have no history of paying cash dividends on our ordinary shares and do not expect to pay dividends in the foreseeable future.
- Expected volatility: Expected volatility was estimated based on the average volatility of comparable companies in the same industry. The volatility of each comparable company was based on the historical daily stock prices for a period with length commensurate to the remaining maturity life of the share options.
- Expected early exercise multiple: Expected early exercise multiple was estimated by reference to a widely accepted academic research publication.

Mezzanine Equity

Mezzanine equity represents the Series A, Series B, Series C, Series D, Series E and Series F convertible redeemable preferred shares (collectively, the “Preferred Shares”) issued by us. Preferred Shares are contingently redeemable upon the occurrence of an event that is outside of our control. Therefore, we classify the Preferred Shares as mezzanine equity.

Upon the completion of the IPO in the United States in June 2021, all of the issued and outstanding Preferred Shares were automatically converted into Class A Ordinary Shares on a one-for-one basis.

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RESULTS OF OPERATIONS

The following table sets forth a summary of our consolidated results of operations, both in absolute amount and as a percentage of our total revenues for the periods presented. This information should be read together with the Accountant's Report in Appendix I of this document. The results of operations in any particular period are not necessarily indicative of our future trends.

	For the Year Ended December 31,						For the Six Months Ended June 30,					
	2019		2020		2021		2021		2022			
	RMB	%	RMB	%	RMB	US\$	%	RMB	%	RMB	US\$	%
	(unaudited)											
	(in thousands, except for percentages)											
Revenues												
Online recruitment services to enterprise customers	986,859	98.8	1,927,178	99.1	4,219,026	629,884	99.1	1,939,919	99.1	2,227,184	332,510	99.0
Others	11,861	1.2	17,181	0.9	40,102	5,987	0.9	16,798	0.9	23,040	3,440	1.0
Total revenues	998,720	100.0	1,944,359	100.0	4,259,128	635,871	100.0	1,956,717	100.0	2,250,224	335,950	100.0
Operating cost and expenses												
Cost of revenues ⁽¹⁾	(137,812)	(13.8)	(240,211)	(12.4)	(554,648)	(82,807)	(13.0)	(250,029)	(12.8)	(351,578)	(52,489)	(15.6)
Sales and marketing expenses ⁽¹⁾	(916,832)	(91.8)	(1,347,532)	(69.3)	(1,942,670)	(290,033)	(45.6)	(1,152,780)	(58.9)	(921,900)	(137,636)	(41.0)
Research and development expenses ⁽¹⁾	(325,569)	(32.6)	(513,362)	(26.4)	(821,984)	(122,719)	(19.3)	(413,728)	(21.1)	(598,425)	(89,343)	(26.6)
General and administrative expenses ⁽¹⁾	(132,999)	(13.3)	(797,008)	(41.0)	(1,991,123)	(297,267)	(46.7)	(1,748,612)	(89.4)	(316,035)	(47,183)	(14.0)
Total operating cost and expenses	(1,513,212)	(151.5)	(2,898,113)	(149.1)	(5,310,425)	(792,826)	(124.6)	(3,565,149)	(182.2)	(2,187,938)	(326,651)	(97.2)
Other operating income, net	2,573	0.3	8,849	0.5	14,977	2,236	0.4	7,657	0.4	10,743	1,604	0.5
(Loss)/Income from operations	(511,919)	(51.2)	(944,905)	(48.6)	(1,036,320)	(154,719)	(24.2)	(1,600,775)	(81.8)	73,029	10,903	3.3
Investment income	9,718	1.0	9,095	0.5	24,744	3,694	0.6	8,629	0.4	17,075	2,549	0.8
Financial income, net	145	0.0	3,098	0.2	9,735	1,453	0.2	4,017	0.2	24,185	3,611	1.1
Foreign exchange gain/(loss)	1	0.0	(5,074)	(0.3)	(1,961)	(293)	(0.0)	(586)	(0.0)	4,694	701	0.2
Other expenses, net	-	-	(4,109)	(0.2)	(7,745)	(1,156)	(0.2)	(1,597)	(0.1)	(24,539)	(3,664)	(1.2)
(Loss)/Income before income tax expense	(502,055)	(50.2)	(941,895)	(48.4)	(1,011,547)	(151,021)	(23.6)	(1,590,312)	(81.3)	94,444	14,100	4.2
Income tax expense	-	-	-	-	(59,527)	(8,887)	(1.4)	-	-	(14,123)	(2,109)	(0.6)
Net (loss)/income	(502,055)	(50.2)	(941,895)	(48.4)	(1,071,074)	(159,908)	(25.0)	(1,590,312)	(81.3)	80,321	11,991	3.6

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Note:

(1) Share-based compensation expenses were allocated as follows:

	For the Year Ended December 31,				For the Six Months Ended June 30,		
	2019	2020	2021		2021	2022	
	RMB	RMB	RMB	US\$	RMB	RMB	US\$
	(unaudited)						
	(in thousands)						
Share-based compensation expenses							
Cost of revenues	944	1,920	31,467	4,698	13,137	16,113	2,406
Sales and marketing expenses	8,443	21,473	73,733	11,008	26,922	63,817	9,528
Research and development expenses	13,595	30,883	137,820	20,576	58,633	115,117	17,187
General and administrative expenses	11,268	602,960	1,680,626	250,911	1,610,559	87,999	13,138
Total	34,250	657,236	1,923,646	287,193	1,709,251	283,046	42,259

NON-GAAP FINANCIAL MEASURE

In addition to net income/(loss), we also use adjusted net income/(loss) (non-GAAP financial measure), to evaluate our business. We define adjusted net income/(loss) (non-GAAP financial measure) as net income/(loss) excluding share-based compensation expenses. Share-based compensation expenses are non-cash in nature and do not result in cash outflow, and the adjustment had been made during the Track Record Period for consistency.

We have included this non-GAAP financial measure in this document because it is a key measure used by our management to evaluate our operating performance, as it facilitates comparisons of operating performance from period to period. Accordingly, we believe that it provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management team and board of directors do. Our calculation of the non-GAAP financial measure may differ from similarly-titled non-GAAP measures, if any, reported by our peer companies. It should not be considered in isolation from, or as a substitute for, our financial information prepared in accordance with U.S. GAAP.

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The table below sets forth a reconciliation of our net income/(loss) to adjusted net income/(loss) (non-GAAP financial measure) for the periods indicated:

	For the Year Ended December 31,				For the Six Months Ended June 30,		
	2019		2020		2021		
	RMB	US\$	RMB	US\$	RMB	US\$	RMB
	(unaudited)						
	(in thousands)						
Net (loss)/income	(502,055)	(941,895)	(1,071,074)	(159,908)	(1,590,312)	80,321	11,991
Minus:							
Share-based compensation expenses	(34,250)	(657,236)	(1,923,646)	(287,193)	(1,709,251)	(283,046)	(42,259)
Adjusted net (loss)/income (non-GAAP financial measure)	(467,805)	(284,659)	852,572	127,285	118,939	363,367	54,250

KEY COMPONENTS OF RESULTS OF OPERATIONS

Revenues

We derive most of our revenues from paid enterprise customers on our online recruitment platform. We provide online recruitment services to enterprise users that allow them to access and interact with job seekers and better manage their recruitment process. The following table sets forth the components of our revenues by amounts and percentages of our total revenues for the periods presented.

	For the Year Ended December 31,						For the Six Months Ended June 30,					
	2019		2020		2021		2021		2022			
	RMB	%	RMB	%	RMB	US\$	%	RMB	US\$	%		
	(unaudited)											
	(in thousands, except for percentages)											
Revenues												
Online recruitment services to enterprise customers	986,859	98.8	1,927,178	99.1	4,219,026	629,884	99.1	1,939,919	99.1	2,227,184	332,510	99.0
Others	11,861	1.2	17,181	0.9	40,102	5,987	0.9	16,798	0.9	23,040	3,440	1.0
Total revenues	998,720	100.0	1,944,359	100.0	4,259,128	635,871	100.0	1,956,717	100.0	2,250,224	335,950	100.0

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Operating Cost and Expenses

Our operating costs and expenses consist of cost of revenues, sales and marketing expenses, research and development expenses, and general and administrative expenses.

Cost of revenues. Our cost of revenues primarily consists of third-party payment processing cost, payroll and other employee-related expenses, server and bandwidth service cost and server depreciation. The following table sets forth the components of our cost of revenues by amounts and as percentages of our revenues for the periods presented.

	For the Year Ended December 31,						For the Six Months Ended June 30,					
	2019		2020		2021		2021		2022			
	RMB	%	RMB	%	RMB	US\$	%	RMB	%	RMB	US\$	%
	(unaudited)											
	(in thousands, except for percentages)											
Cost of revenues												
Third-party payment processing cost	56,069	5.6	96,347	5.0	206,882	30,887	4.9	109,393	5.6	94,976	14,180	4.2
Payroll and other employee-related expenses	31,460	3.2	52,152	2.7	171,868	25,659	4.0	61,250	3.1	132,451	19,774	5.9
Server and bandwidth service cost	21,600	2.2	37,894	1.9	69,466	10,371	1.6	29,919	1.5	48,793	7,285	2.2
Depreciation and amortization	5,993	0.6	21,631	1.1	45,809	6,839	1.1	19,313	1.0	39,918	5,960	1.8
Others	22,690	2.2	32,187	1.7	60,623	9,051	1.4	30,154	1.6	35,440	5,290	1.5
Total	137,812	13.8	240,211	12.4	554,648	82,807	13.0	250,029	12.8	351,578	52,489	15.6

The third-party payment processing cost represents fees charged by the third-party payment platforms mainly for the payments from our small-sized accounts who pay for our services through third-party payment platforms, while key accounts and mid-sized accounts mainly make payments via direct bank transfers. From 2019 to 2021, the third-party payment processing cost increased in absolute amount with the increase of revenues from small-sized accounts, while the percentage as of total revenues decreased from 5.6% to 4.9%, mainly attributable to the reason that the increase of revenues from small-sized accounts was less significant compared to the increase of total revenues. For the six months ended June 30, 2022, as compared with the same period of 2021, the third-party payment processing cost and its percentage as of total revenues decreased, mainly due to the decrease in revenues from small-sized accounts resulting from the suspension of new user registration from July 2021 while our total revenues increased. The payroll and other employee-related expenses increased from 2019 to 2021 in line with the increased headcount, particularly in security and operation personnel. We expect our cost of revenues to continue to increase in line with our business growth.

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Sales and marketing expenses. Our sales and marketing expenses primarily consist of (i) advertising expenses, including expenses relating to branding activities and online traffic acquisition, (ii) payroll and other employee-related expenses for our sales and marketing staff, and (iii) other miscellaneous expenses for our sales functions. Our advertising expenses are mainly incurred to (i) promote our brands through marketing campaigns, TV commercials and outdoor advertisements, (ii) purchase online traffic acquisition services, such as those that enhance our exposure on social media and priority in search results in app stores and search engines, and (iii) manage public relations for pro bono events. The following table sets forth the components of our sales and marketing expenses by amounts and as percentages of our revenues for the periods presented.

	For the Year Ended December 31,						For the Six Months Ended June 30,					
	2019		2020		2021		2021		2022			
	RMB	%	RMB	%	RMB	US\$	%	RMB	%	RMB		US\$
(unaudited)												
(in thousands, except for percentages)												
Sales and marketing expenses												
Advertising expenses	538,940	54.0	812,415	41.8	997,650	148,945	23.4	723,724	37.0	348,594	52,044	15.5
Payroll and other employee-related expenses	335,912	33.6	470,644	24.2	823,399	122,930	19.3	375,148	19.2	509,057	76,000	22.6
Others	41,980	4.2	64,473	3.3	121,621	18,158	2.9	53,908	2.7	64,249	9,592	2.9
Total	916,832	91.8	1,347,532	69.3	1,942,670	290,033	45.6	1,152,780	58.9	921,900	137,636	41.0

We expect our sales and marketing expenses to continue to increase in absolute amount in the foreseeable future as we plan to engage in more sales and marketing activities to attract users and further grow our business.

Research and development expenses. Our research and development expenses primarily consist of payroll and other employee-related expenses for our research and development staff. The following table sets forth the components of our research and development expenses by amounts and as percentages of our revenues for the periods presented.

	For the Year Ended December 31,						For the Six Months Ended June 30,					
	2019		2020		2021		2021		2022			
	RMB	%	RMB	%	RMB	US\$	%	RMB	%	RMB		US\$
(unaudited)												
(in thousands, except for percentages)												
Research and development expenses												
Payroll and other employee-related expenses	293,802	29.4	467,942	24.1	776,420	115,916	18.2	395,157	20.2	568,749	84,912	25.3
Others	31,767	3.2	45,420	2.3	45,564	6,803	1.1	18,571	0.9	29,676	4,431	1.3
Total	325,569	32.6	513,362	26.4	821,984	122,719	19.3	413,728	21.1	598,425	89,343	26.6

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During the Track Record Period, the increase in our research and development expenses was primarily due to the expansion of our research and development team. In particular, we have increased the number of our front end developers and engineers that design and upgrade user interface to optimize users' interaction with our services. We also recruited more data engineers to continually improve and optimize our proprietary recommendation engine to deliver better and more accurate recommendation results. We expect our research and development expenses to continue to increase in absolute amount as we expand our research and development team and further enhance our technology capabilities.

General and administrative expenses. Our general and administrative expenses primarily consist of payroll and other employee-related expenses for our managerial and administrative staff. The following table sets forth the components of our general and administrative expenses by amounts and as percentages of our revenues for the periods presented.

	For the Year Ended December 31,						For the Six Months Ended June 30,					
	2019		2020		2021		2021		2022			
	RMB	%	RMB	%	RMB	US\$	%	RMB	%	RMB	US\$	%
	(unaudited)											
	(in thousands, except for percentages)											
General and administrative expenses												
Payroll and other employee-related expenses ⁽¹⁾	85,417	8.6	737,224	37.9	1,889,187	282,048	44.4	1,706,188	87.2	242,796	36,248	10.8
Others	47,582	4.7	59,784	3.1	101,936	15,219	2.3	42,424	2.2	73,239	10,935	3.2
Total	132,999	13.3	797,008	41.0	1,991,123	297,267	46.7	1,748,612	89.4	316,035	47,183	14.0

Note:

- (1) In November 2020 and June 2021, our company granted 24,780,971 and 24,745,531 Class B Ordinary Shares to TECHWOLF LIMITED, and recorded RMB533.1 million and RMB1,506.4 million of share-based compensation expenses in general and administrative expenses upon the grant, respectively.

Excluding the impact of the one-off share-based compensation expenses in connection with the grant of Class B Ordinary Shares to TECHWOLF LIMITED, we expect our general and administrative expenses to continue to increase in absolute amount in the foreseeable future as we grow our business and incur increased staff related cost.

TAXATION

Cayman Islands

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains, or appreciation, and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the government of the Cayman Islands except for stamp duties, which may be applicable on instruments executed in, or brought within the jurisdiction of, the Cayman Islands. In addition, the Cayman Islands does not impose withholding tax on dividend payments.

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Hong Kong

Our subsidiary in Hong Kong is subject to 16.5% Hong Kong profit tax for its taxable income earned. Additionally, payments of dividends by our subsidiary in Hong Kong to our company are not subject to any Hong Kong withholding tax. No provision for Hong Kong profits tax was made as we had no estimated assessable profit that was subject to Hong Kong profits tax during 2019, 2020 and 2021 and the six months ended June 30, 2022.

PRC

Under the PRC Enterprise Income Tax Law effective from January 1, 2008, and amended on February 24, 2017 and December 29, 2018, our PRC subsidiaries and the VIE are subject to the statutory rate of 25%, subject to preferential tax treatments available to qualified enterprises as stipulated under PRC tax laws and regulations.

Enterprises that qualify as “high and new technology enterprises” are entitled to a preferential rate of 15% for three years. Enterprises that qualify as “small low-profit enterprises” are entitled to a preferential rate of 20%.

Beijing Huapin Borui Network Technology Co., Ltd., or the VIE, was certified as a “high and new technology enterprise” under the relevant PRC laws and regulations, and accordingly was eligible for a preferential tax rate of 15% in each of 2019, 2020 and 2021. The preferential tax treatment continues as long as an enterprise can retain its “high and new technology enterprise” status. Our WFOE was subject to an enterprise income tax rate of 20%, 25% and 25% in 2019, 2020 and 2021, respectively.

If our company in the Cayman Islands or any of our subsidiaries outside of China were deemed a “resident enterprise” under the PRC Enterprise Income Tax Law, it would be subject to enterprise income tax on its worldwide income at a rate of 25%. See “Risk Factors—Risks Relating to Doing Business in China—If we are classified as a PRC resident enterprise for PRC income tax purposes, such classification could result in unfavorable tax consequences to us and our non-PRC shareholders or ADS holders.”

We are subject to VAT at a rate of approximately 3% for small-scale-VAT-payer entities or 6% for general-VAT-payer entities on the services and solutions we provide to our customers, less any deductible VAT we have already paid or borne in accordance with PRC law. We are also subject to surcharges on VAT payments in accordance with PRC law.

Pursuant to the PRC Enterprise Income Tax Law, a 5% or 10% withholding tax is levied on dividends declared to our intermediary holding company in Hong Kong from China effective from January 1, 2008. See “Risk Factors—Risks Relating to Doing Business in China—We may not be able to obtain certain benefits under relevant tax treaty on dividends paid by our PRC subsidiaries to us through our Hong Kong subsidiary.”

FINANCIAL INFORMATION

PERIOD-TO-PERIOD COMPARISON OF RESULTS OF OPERATIONS

Six Months Ended June 30, 2022 Compared to Six Months Ended June 30, 2021

Revenues

Our revenues primarily come from online recruitment services provided to paid enterprise customers. Our revenues increased by 15.0% from RMB2.0 billion in the six months ended June 30, 2021 to RMB2.3 billion (US\$336.0 million) in the six months ended June 30, 2022. This increase primarily resulted from our continued investment in enhancing our service capabilities. In particular, revenues from key accounts increased by 42.8% from RMB362.8 million in the six months ended June 30, 2021 to RMB517.9 million (US\$77.3 million) in the six months ended June 30, 2022, and revenues from mid-sized accounts increased by 43.7% from RMB633.7 million in the six months ended June 30, 2021 to RMB910.8 million (US\$136.0 million) in the six months ended June 30, 2022, partially offset by the decrease in revenues from other customers, which was historically driven by new user growth while our new user registration was suspended during most of the period. Our paid enterprise customers increased by 5.6% from 3.6 million in the twelve months ended June 30, 2021 to 3.8 million in the twelve months ended June 30, 2022, and our key accounts increased by 85.0% from 3,137 in the twelve months ended June 30, 2021 to 5,805 in the twelve months ended June 30, 2022.

Cost of revenues

Our cost of revenues increased by 40.6% from RMB250.0 million in the six months ended June 30, 2021 to RMB351.6 million (US\$52.5 million) in the six months ended June 30, 2022. The increase was mainly attributable to (i) an increase of RMB71.2 million in payroll and other employee-related expenses with the increased headcount, particularly in security and operation personnel, (ii) an increase of RMB20.6 million in depreciation and amortization mainly related to servers, and (iii) an increase of RMB18.9 million in server and bandwidth service cost in line with our business growth, partially offset by a decrease of RMB14.4 million in third-party payment processing cost.

Sales and marketing expenses

Our sales and marketing expenses decreased by 20.0% from RMB1.2 billion in the six months ended June 30, 2021 to RMB921.9 million (US\$137.6 million) in the six months ended June 30, 2022, primarily attributable to a decrease of RMB375.1 million in advertising expenses resulting from the marketing strategy to improve marketing efficiency taking into consideration of the suspension of new user registration, partially offset by an increase of RMB133.9 million in payroll and other employee-related expenses for our sales and marketing staff.

FINANCIAL INFORMATION

Research and development expenses

Our research and development expenses increased by 44.6% from RMB413.7 million in the six months ended June 30, 2021 to RMB598.4 million (US\$89.3 million) in the six months ended June 30, 2022, which was mainly attributable to an increase of RMB173.6 million in payroll and other employee-related expenses due to increased headcount in research and development personnel and increased share-based compensation expenses.

General and administrative expenses

Our general and administrative expenses decreased by 81.9% from RMB1.7 billion in the six months ended June 30, 2021 to RMB316.0 million (US\$47.2 million) in the six months ended June 30, 2022. This decrease was mainly attributable to the one-off share-based compensation expenses of RMB1,506.4 million recognized in the second quarter of 2021, related to the issuance of Class B Ordinary Shares to TECHWOLF LIMITED, partially offset by increased payroll and other employee-related expenses with increased headcount.

(Loss)/Income from operations

As a result of the foregoing, we recorded RMB73.0 million (US\$10.9 million) of income from operations in the six months ended June 30, 2022, as compared to a loss from operations of RMB1.6 billion in the six months ended June 30, 2021.

Income tax expense

We accrued income tax expense of RMB14.1 million (US\$2.1 million) in the six months ended June 30, 2022, as compared to that of nil in the six months ended June 30, 2021.

Net (loss)/income

We recorded net income of RMB80.3 million (US\$12.0 million) in the six months ended June 30, 2022, as compared to a net loss of RMB1.6 billion in the six months ended June 30, 2021.

Year Ended December 31, 2021 Compared to Year Ended December 31, 2020

Revenues

Our revenues primarily come from online recruitment services provided to paid enterprise customers. Our revenues increased by 119.0% from RMB1.9 billion in 2020 to RMB4.3 billion (US\$635.9 million) in 2021. In particular, revenues from key accounts increased by 180.6% from RMB330.8 million in 2020 to RMB928.4 million (US\$138.6 million) in 2021, and revenues from mid-sized accounts increased by 117.4% from RMB696.3 million in 2020 to RMB1.5 billion (US\$226.0 million) in 2021. This increase was primarily resulted from the rapid growth in our paid enterprise customer numbers following the expansion of our user base and continued investment in enhancing our service capabilities. Our paid enterprise customers increased by 81.8% from 2.2 million in 2020 to 4.0 million in 2021, and our key accounts increased by 155.4% from 1,871 in 2020 to 4,778 in 2021.

FINANCIAL INFORMATION

Cost of revenues

Our cost of revenues increased by 130.9% from RMB240.2 million in 2020 to RMB554.6 million (US\$82.8 million) in 2021, primarily driven by (i) an increase of RMB110.5 million in third-party payment processing cost with increased transaction volume, (ii) an increase of RMB119.7 million in payroll and other employee-related expenses associated with the increased headcount, especially in security and operation personnel, and (iii) an increase of RMB31.6 million in server and bandwidth service cost, resulting from expanded user base and increased level of user engagement.

Sales and marketing expenses

Our sales and marketing expenses increased by 44.2% from RMB1.3 billion in 2020 to RMB1.9 billion (US\$290.0 million) in 2021, primarily due to an increase of RMB352.8 million in payroll and other employee-related expenses as we expand and incentivize our sales and marketing staff and an increase of RMB185.2 million in advertising expenses due to enhanced brand advertising activities.

Research and development expenses

Our research and development expenses increased by 60.1% from RMB513.4 million in 2020 to RMB822.0 million (US\$122.7 million) in 2021, which was mainly attributable to an increase of RMB308.5 million in payroll and other employee-related expenses due to increased headcount in research and development personnel as we continue to enhance investments in research and development talents and an increase in share-based compensation expenses.

General and administrative expenses

Our general and administrative expenses increased by 149.8% from RMB797.0 million in 2020 to RMB2.0 billion (US\$297.3 million) in 2021, which was mainly attributable to the one-off share-based compensation expenses of RMB1,506.4 million recognized in 2021, related to the issuance of Class B Ordinary Shares to TECHWOLF LIMITED, and increased headcount in general and administrative personnel.

Loss from operations

As a result of the foregoing, we incurred RMB1.0 billion (US\$154.7 million) of loss from operations in 2021, as compared to a loss from operations of RMB944.9 million in 2020.

Income tax expense

We accrued income tax expense of RMB59.5 million (US\$8.9 million) in 2021. We did not pay any income tax or receive any income tax benefit in 2020.

FINANCIAL INFORMATION

Net loss

We recorded a net loss of RMB1.1 billion (US\$159.9 million) in 2021, as compared to a net loss of RMB941.9 million in 2020.

Year Ended December 31, 2020 Compared to Year Ended December 31, 2019

Revenues

Our revenues primarily come from online recruitment services provided to paid enterprise customers. Our revenues increased by 94.7% from RMB998.7 million in 2019 to RMB1.9 billion in 2020. Particularly, revenues from mid-sized accounts increased by 91.7% from RMB363.3 million in 2019 to RMB696.3 million in 2020, while revenues from key accounts increased by 112.3% from RMB155.8 million to RMB330.8 million in the same periods. This increase was primarily due to the growth of our paid enterprise customers, which increased by 83.3% from 1.2 million in 2019 to 2.2 million in 2020. The number of our key accounts increased by 92.9% from 970 in 2019 to 1,871 in 2020.

Cost of revenues

Our cost of revenues increased by 74.3% from RMB137.8 million in 2019 to RMB240.2 million in 2020. This increase was mainly attributable to (i) an increase of RMB40.3 million in third-party payment processing cost with increased transaction volume, (ii) an increase of RMB20.7 million in payroll and other employee-related expenses with increased headcount, and (iii) an increase of RMB16.3 million in server and bandwidth service cost primarily driven by our growth in user base and increased level of user engagement.

Sales and marketing expenses

Our sales and marketing expenses increased by 47.0% from RMB916.8 million in 2019 to RMB1,347.5 million in 2020, primarily due to an increase of RMB273.5 million, or 50.7%, in advertising expenses and an increase of RMB134.7 million, or 40.1%, in payroll and other employee-related expenses for our sales and marketing staff, which were mainly due to our enhanced marketing efforts to acquire more active users.

Research and development expenses

Our research and development expenses increased by 57.7% from RMB325.6 million in 2019 to RMB513.4 million in 2020, which was mainly attributable to an increase of RMB174.1 million in payroll and other employee-related expenses for our research and development staff.

General and administrative expenses

Our general and administrative expenses increased by 499.3% from RMB133.0 million in 2019 to RMB797.0 million in 2020, which was mainly attributable to the one-off share-based compensation expenses of RMB533.1 million recognized in 2020, related to the issuance of Class B Ordinary Shares to TECHWOLF LIMITED.

FINANCIAL INFORMATION

Loss from operations

As a result of the foregoing, we incurred RMB944.9 million of loss from operations in 2020, as compared to a loss from operations of RMB511.9 million in 2019.

Income tax expense

We did not pay any income tax or receive any income tax benefit in 2019 and 2020, mainly because we had no taxable income in those periods.

Net loss

As a result of the foregoing, our net loss was RMB941.9 million in 2020, as compared to a net loss of RMB502.1 million in 2019.

DISCUSSION OF KEY BALANCE SHEET ITEMS

The following table sets forth selected information from our consolidated balance sheets as of the dates indicated, which have been extracted from our audited consolidated financial statements included in Appendix I to this document.

	As of December 31,				As of June 30,	
	2019	2020	2021		2022	
	RMB	RMB	RMB	US\$	RMB	US\$
	(in thousands)					
Total current assets	1,707,793	4,747,312	12,958,954	1,934,721	13,518,507	2,018,261
Total non-current assets	171,206	335,967	682,669	101,920	854,128	127,518
Total assets	<u>1,878,999</u>	<u>5,083,279</u>	<u>13,641,623</u>	<u>2,036,641</u>	<u>14,372,635</u>	<u>2,145,779</u>
Total current liabilities	1,007,855	1,720,023	2,784,202	415,671	2,839,444	423,918
Total non-current liabilities	37,659	76,373	183,365	27,376	166,309	24,829
Total liabilities	<u>1,045,514</u>	<u>1,796,396</u>	<u>2,967,567</u>	<u>443,047</u>	<u>3,005,753</u>	<u>448,747</u>
Total mezzanine equity	2,494,421	5,587,000	–	–	–	–
Total shareholders' (deficit)/equity	(1,660,936)	(2,300,117)	10,674,056	1,593,594	11,366,882	1,697,032
Total liabilities, mezzanine equity and shareholders' (deficit)/equity	<u>1,878,999</u>	<u>5,083,279</u>	<u>13,641,623</u>	<u>2,036,641</u>	<u>14,372,635</u>	<u>2,145,779</u>

FINANCIAL INFORMATION

The following table sets forth our current assets and current liabilities as of the dates indicated.

	As of December 31,				As of June 30,		As of October 31,	
	2019	2020	2021		2022		2022	
	RMB	RMB	RMB	US\$	RMB	US\$	RMB	US\$
	(Unaudited)							
	(in thousands)							
Current assets								
Cash and cash equivalents	407,355	3,998,203	11,341,758	1,693,280	12,174,097	1,817,545	11,009,140	1,643,621
Short-term investments	1,142,015	536,401	884,996	132,126	812,225	121,262	2,786,047	415,946
Accounts receivable	1,798	6,999	1,002	150	2,013	301	7,789	1,163
Amounts due from related parties ⁽¹⁾	37,861	40,799	6,615	988	9,583	1,431	8,339	1,245
Prepayments and other current assets	118,764	164,910	724,583	108,177	520,589	77,722	508,626	75,936
Total current assets	1,707,793	4,747,312	12,958,954	1,934,721	13,518,507	2,018,261	14,319,941	2,137,911
Current liabilities								
Accounts payable	42,617	41,856	52,963	7,907	135,273	20,196	87,362	13,043
Deferred revenue	614,820	1,200,349	1,958,570	292,407	1,979,056	295,465	1,989,282	296,992
Other payables and accrued liabilities	293,202	418,259	645,138	96,317	578,981	86,440	725,100	108,255
Operating lease liabilities, current	57,216	59,559	127,531	19,040	146,134	21,817	155,528	23,220
Total current liabilities	1,007,855	1,720,023	2,784,202	415,671	2,839,444	423,918	2,957,272	441,510
Net current assets	699,938	3,027,289	10,174,752	1,519,050	10,679,063	1,594,343	11,362,669	1,696,401

Note:

(1) For details of the amounts due from related parties, see Note 11 of the Accountant's Report in Appendix I.

Our net current assets increased from RMB10.2 billion (US\$1.5 billion) as of December 31, 2021 to RMB10.7 billion (US\$1.6 billion) as of June 30, 2022, primarily due to (i) an increase of RMB832.3 million in cash and cash equivalents and (ii) a decrease of RMB66.2 million in other payables and accrued liabilities, partially offset by (i) a decrease of RMB204.0 million in prepayments and other current assets, (ii) a decrease of RMB72.8 million in short-term investments, and (iii) an increase of RMB82.3 million in accounts payable.

Our net current assets increased from RMB3.0 billion as of December 31, 2020 to RMB10.2 billion (US\$1.5 billion) as of December 31, 2021, primarily due to (i) an increase of RMB7.3 billion in cash and cash equivalents, (ii) an increase of RMB559.7 million in prepayments and other current assets, and (iii) an increase of RMB348.6 million in short-term investments, partially offset by an increase of RMB758.2 million and RMB226.9 million in deferred revenue and other payables and accrued liabilities, respectively.

Our net current assets increased from RMB699.9 million as of December 31, 2019 to RMB3.0 billion as of December 31, 2020, primarily due to an increase of RMB3.6 billion in cash and cash equivalents, partially offset by (i) a decrease of RMB605.6 million in short-term investments, (ii) an increase of RMB585.5 million in deferred revenue, and (iii) an increase of RMB125.1 million in other payables and accrued liabilities.

FINANCIAL INFORMATION

Cash and Cash Equivalents

Cash includes cash on hand and deposits held by financial institutions that can be added to or withdrawn without limitation or restriction. Cash equivalents represent short-term, highly liquid investments that are readily convertible to known amounts of cash and with original maturities of three months or less. Our cash and cash equivalents increased from RMB407.4 million as of December 31, 2019 to RMB4.0 billion as of December 31, 2020, primarily due to cash proceeds from our Series F and Series F+ convertible redeemable preferred share financing and cash generated from our operating activities, to RMB11.3 billion (US\$1.7 billion) as of December 31, 2021, primarily due to our initial public offering in the United States and cash generated from our operating activities, and further to RMB12.2 billion (US\$1.8 billion) as of June 30, 2022, primarily due to cash generated from our operating activities.

Short-term Investments

Our short-term investments comprise of wealth management products issued by commercial banks and other financial institutions, which contains fixed or variable interest with original maturities within one year. These investments are stated at fair value. Changes in the fair value of our short-term investments are reflected in investment income in our consolidated financial statements. From the cash management and risk control perspective, we diversify our investment portfolios and only purchase low risk products with relatively high liquidity from reputable financial institutions. Our wealth management products are managed in accordance with our investment management policies, including that (i) the top priority of wealth management is to protect the principal part of our investments through risk management; (ii) the proposed investments must not interfere with the cash needs for our ordinary business operations; and (iii) our wealth management activities aim at maximizing returns while ensuring the safety of funds and liquidity. We have established a team of members with experience in managing investment in financial products and analyzing the investment performances and a structured, stringent internal approval mechanism in which our management team with work experience in banking or investment sectors and having extensive knowledge and experience for investing in wealth management products are involved. We have put in place robust internal control measures and procedures to manage our short-term investments, including review and reconciliation of accounts against bank statements on a monthly basis. From time to time, our Board discusses and reviews the investment status and investment strategies at the Board meetings. After the Listing, our investments in wealth management products will be subject to compliance with Chapter 14 of the Listing Rules.

Our short-term investments decreased from RMB1.1 billion as of December 31, 2019 to RMB536.4 million as of December 31, 2020, as we decreased investments in wealth management products. Our short-term investments increased from RMB536.4 million as of December 31, 2020 to RMB885.0 million (US\$132.1 million) as of December 31, 2021, as we increased investments in such wealth management products. Our short-term investments slightly decreased from RMB885.0 million (US\$132.1 million) as of December 31, 2021 to RMB812.2 million (US\$121.3 million) as of June 30, 2022, as we decreased investments in such wealth management products.

FINANCIAL INFORMATION

Prepayments and Other Current Assets

Prepayments and other current assets primarily comprise prepaid advertising expenses and service fee, receivables from third-party online payment platforms, deposits, staff loans and advances and receivables related to the exercise of share-based awards. The following table sets forth our prepayments and other current assets as of the dates indicated:

	As of December 31,				As of June 30,	
	2019	2020	2021		2022	
	RMB	RMB	RMB	US\$	RMB	US\$
	(in thousands)					
Prepayments and other current assets						
Prepaid advertising expenses and service fee	52,165	47,398	234,490	35,008	134,821	20,128
Receivables related to the exercise of share-based awards ⁽¹⁾	–	–	289,822	43,269	166,202	24,813
Receivables from third-party on-line payment platforms	20,714	41,221	63,866	9,535	77,608	11,587
Deposits	24,455	37,780	63,814	9,527	64,646	9,651
Staff loans and advances	15,167	32,902	52,695	7,867	53,798	8,032
Others	6,263	5,609	19,896	2,971	23,514	3,511
Total	118,764	164,910	724,583	108,177	520,589	77,722

Note:

- (1) Receivables related to the exercise of share-based awards mainly represented receivables from a third-party share option brokerage platform for the exercise of share-based awards due to the timing of settlement.

Our prepayments and other current assets increased from RMB118.8 million as of December 31, 2019 to RMB164.9 million as of December 31, 2020, primarily due to (i) an increase in receivables from third-party on-line payment platforms, (ii) an increase in staff loans and advances, and (iii) an increase in deposits. Our prepayments and other current assets further increased from RMB164.9 million as of December 31, 2020 to RMB724.6 million (US\$108.2 million) as of December 31, 2021, primarily due to increases in receivables related to the exercise of share-based awards resulting from the timing of settlement as our employees began to exercise share-based awards after our initial public offering in the United States and prepaid advertising expenses in line with the increased advertising expenses due to enhanced brand advertising activities. Our prepayments and other current assets decreased from RMB724.6 million (US\$108.2 million) as of December 31, 2021 to RMB520.6 million (US\$77.7 million) as of June 30, 2022, primarily due to decreases in receivables related to the exercise of share-based awards and prepaid advertising expenses and service fee as we strategically decreased marketing activities during suspension of new user registration. As of the Latest Practicable Date, RMB382.7 million, or 73.5% of the prepayments and other current assets as of June 30, 2022 had been subsequently settled.

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Accounts Payable

Accounts payable mainly represent payables for our purchase of property, equipment and software and payables for advertising expenses. Our accounts payable remained relatively stable as of December 31, 2019 and 2020, and increased to RMB53.0 million (US\$7.9 million) as of December 31, 2021 as a result of increased payable for advertising expenses in line with our increased sales and marketing expenses, and further to RMB135.3 million (US\$20.2 million) as of June 30, 2022 primarily resulting from that the amount for the purchase of servers in June 2022 was not due and not paid. As of the Latest Practicable Date, RMB116.1 million, or 85.8%, of accounts payable as of June 30, 2022, had been subsequently settled.

	As of December 31,				As of June 30,	
	2019	2020	2021		2022	
	RMB	RMB	RMB	US\$	RMB	US\$
	(in thousands)					
Accounts payable						
Payables for purchase of property, equipment and software	359	22,344	19,987	2,984	84,323	12,589
Payables for advertising expenses	40,158	16,831	30,646	4,575	39,870	5,952
Others	2,100	2,681	2,330	348	11,080	1,655
Total	<u>42,617</u>	<u>41,856</u>	<u>52,963</u>	<u>7,907</u>	<u>135,273</u>	<u>20,196</u>

Deferred Revenue

Deferred revenue represents advanced payments of our services from our customers. Substantially all deferred revenue recorded are expected to be recognized as revenues in the next twelve months. Our deferred revenue increased from RMB614.8 million as of December 31, 2019 to RMB1.2 billion as of December 31, 2020, to RMB2.0 billion (US\$292.4 million) as of December 31, 2021, in line with the growth of our business, and remained relatively stable at RMB2.0 billion (US\$295.5 million) as of June 30, 2022, which was negatively affected by the suspension of new user registration and the resurgence of the COVID-19 pandemic. As of the Latest Practicable Date, RMB1.3 billion, or 66.5% of the deferred revenue as of June 30, 2022 has been recognized.

Other Payables and Accrued Liabilities

Other payables and accrued liabilities primarily comprise salaries, welfare and bonus payable, tax payable, virtual accounts used in our platform and payables to shareholders. The following table sets forth our other payables and accrued liabilities as of the dates indicated:

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	As of December 31,				As of June 30,	
	2019	2020	2021		2022	
	RMB	RMB	RMB	US\$	RMB	US\$
	(in thousands)					
Other payables and accrued liabilities						
Salaries, welfare and bonus payable	148,100	260,123	373,286	55,730	359,477	53,669
Tax payable	10,287	21,704	218,419	32,609	148,783	22,213
Virtual accounts used in our platform ⁽¹⁾	14,464	24,815	41,070	6,132	47,748	7,129
Contingent liability	–	–	–	–	14,882	2,222
Payables to shareholders	109,080	103,596	–	–	–	–
Others	11,271	8,021	12,363	1,846	8,091	1,207
Total	293,202	418,259	645,138	96,317	578,981	86,440

Note:

- (1) It represents the advance payments from customers that were refundable and stored in their own virtual accounts in our platform, which they have rights to exchange for services provided on our online recruitment platform. The increase of virtual accounts used in our platform during the Track Record Period was due to the increase of advance payments customers stored into their accounts (a proportion of which is not immediately used up) and was in line with our revenue growth. We are not required to obtain any license to operate these virtual accounts.

Our other payables and accrued liabilities increased from RMB293.2 million as of December 31, 2019 to RMB418.3 million as of December 31, 2020, primarily due to an increase in salaries, welfare and bonus payable to our employees.

Our other payables and accrued liabilities increased from RMB418.3 million as of December 31, 2020 to RMB645.1 million (US\$96.3 million) as of December 31, 2021, primarily due increases in individual income tax payable, enterprise income tax payable, salaries, welfare and bonus payable and virtual accounts used in our platform, partially offset by the settlement of payables to shareholders in 2021 as disclosed in the Note 8 to our consolidated financial statements included in the Accountant's Report in Appendix I to this document.

Our other payables and accrued liabilities decreased from RMB645.1 million (US\$96.3 million) as of December 31, 2021 to RMB579.0 million (US\$86.4 million) as of June 30, 2022, primarily to a decrease in enterprise income tax payable and value-added tax payable.

As of the Latest Practicable Date, RMB369.9 million, or 63.9%, of the other payables and accrued liabilities as of June 30, 2022, had been subsequently settled.

FINANCIAL INFORMATION

KEY FINANCIAL RATIOS

The following table sets forth our key financial ratios for the periods indicated:

	For the Year Ended December 31,			For the Six Months Ended June 30,	
	2019	2020	2021	2021	2022
				(unaudited)	
Gross margin (%) ⁽¹⁾	86.2	87.6	87.0	87.2	84.4
Net (loss)/income margin (%) ⁽²⁾	(50.2)	(48.4)	(25.0)	(81.3)	3.6
Adjusted net (loss)/income margin (non-GAAP financial measure) (%) ⁽³⁾	(46.8)	(14.6)	20.0	6.1	16.1

Notes:

- (1) Gross margin equals the gross profit, calculated as total revenues minus cost of revenues, divided by total revenues for the period.
- (2) Net (loss)/income margin equals net (loss)/income divided by total revenues for the period.
- (3) Adjusted net (loss)/income margin (non-GAAP financial measure) equals adjusted net (loss)/income (non-GAAP financial measure) divided by total revenues for the period.

LIQUIDITY AND CAPITAL RESOURCES

During the Track Record Period and up to the Latest Practicable Date, we have financed our operations primarily through cash flows from operations and cash generated by historical equity financing activities. We completed our initial public offering in the United States in June 2021, where we raised approximately RMB6.4 billion (US\$1.0 billion) in net proceeds after deducting underwriting commissions and the offering expenses payable by us. As of June 30, 2022, we had cash and cash equivalents of RMB12.2 billion (US\$1.8 billion) and short-term investments of RMB812.2 million (US\$121.3 million). Our cash and cash equivalents primarily consist of cash on hand, cash in bank, time deposits and highly liquid investments with a maturity of generally three months or less. Short-term investments consist of wealth management products purchased from commercial banks and other financial institutions, with a fixed or variable interest rate and a maturity of under one year.

Based on our current cash and cash equivalents, anticipated cash flows from operations, our Directors are of the view that we will have sufficient funds to meet our current and anticipated working capital requirements and capital expenditures for the twelve-month period from the date of this document.

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Although we consolidate the results of the VIE, we only have access to the assets or earnings of the VIE through our contractual arrangements with the VIE and its shareholders. See “Contractual Arrangements.” For restrictions and limitations on liquidity and capital resources as a result of our corporate structure, see “—Holding Company Structure.”

Substantially all of our revenues have been, and we expect at least a substantial majority of them will likely continue to be, in the form of Renminbi. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior SAFE approval as long as certain routine procedural requirements are fulfilled. Therefore, our PRC subsidiaries are allowed to pay dividends in foreign currencies to us without prior SAFE approval by following certain routine procedural requirements. However, current PRC regulations permit our PRC subsidiaries to pay dividends to us only out of its accumulated profits, if any, determined in accordance with Chinese accounting standards and regulations. Each of our PRC subsidiaries is required to set aside at least 10% of its after-tax profits after making up previous years’ accumulated losses each year, if any, to fund certain reserve funds until the total amount set aside reaches 50% of its registered capital. These reserves are not distributable as cash dividends. Historically, our PRC subsidiaries have not paid dividends to us, and they will not be able to pay dividends until they generate accumulated profits. Furthermore, capital account transactions, which include foreign direct investment and loans, must be approved by and/or registered with SAFE, its local branches and certain local banks.

As a Cayman Islands exempted company and offshore holding company, we are permitted under PRC laws and regulations to provide funding to our PRC subsidiaries only through loans or capital contributions, subject to the filing, approval or registration of government authorities and limits on the amount of loans. This may delay us from using the proceeds from our initial public offering in June 2021 to make loans or capital contributions to our PRC subsidiaries. See “Risk Factors—Risks Relating to Doing Business in China—PRC regulation of loans to and direct investment in PRC entities by offshore holding companies and governmental control of currency conversion may delay or prevent us from making loans or additional capital contributions to our PRC subsidiaries and the VIE, which could materially and adversely affect our liquidity and our ability to fund and expand our business.”

We may decide to enhance our liquidity position or increase our cash reserve for future operations and investments through additional financing. The issuance and sale of additional equity would result in further dilution to our shareholders. The incurrence of indebtedness would result in increasing fixed obligations and could result in operating covenants that would restrict our operations. We cannot assure you that financing will be available in amounts or on terms acceptable to us, if at all.

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Cash Flows

The following table sets forth a summary of our cash flows for the periods presented:

	For the Year Ended December 31,				For the Six Months Ended June 30,		
	2019	2020	2021		2021	2022	
	RMB	RMB	RMB	US\$	RMB	RMB	US\$
	(unaudited)						
	(in thousands)						
Operating cash flows before movements in working capital	(410,230)	(171,314)	1,037,484	154,892	196,863	485,178	72,435
Change in working capital	304,916	567,225	603,897	90,160	639,680	67,853	10,131
Interest paid	(349)	-	-	-	-	-	-
Income taxes paid	-	-	-	-	-	(72,083)	(10,762)
Net cash (used in)/generated from operating activities	(105,663)	395,911	1,641,381	245,052	836,543	480,948	71,804
Net cash (used in)/generated from investing activities	(1,223,803)	467,305	(601,862)	(89,856)	(167,365)	(97,909)	(14,617)
Net cash generated from/(used in) financing activities	993,475	2,882,112	6,431,263	960,162	6,412,214	(87,816)	(13,111)
Effect of exchange rate changes on cash and cash equivalents	43,113	(154,480)	(127,227)	(18,994)	9,364	537,116	80,189
Net (decrease)/increase in cash and cash equivalents	(292,878)	3,590,848	7,343,555	1,096,364	7,090,756	832,339	124,265
Cash and cash equivalents at the beginning of the year/period	700,233	407,355	3,998,203	596,916	3,998,203	11,341,758	1,693,280
Cash and cash equivalents at the end of the year/period	407,355	3,998,203	11,341,758	1,693,280	11,088,959	12,174,097	1,817,545

Operating activities

Net cash generated from operating activities in the six months ended June 30, 2022 was RMB480.9 million (US\$71.8 million). The difference between this net cash generated from operating activities and the net income of RMB80.3 million (US\$12.0 million) in the same period was due to adjustments for non-cash items that primarily include share-based compensation expenses of RMB283.0 million (US\$42.3 million), amortization of right-of-use assets of RMB69.0 million (US\$10.3 million) and depreciation and amortization expenses of RMB59.7 million (US\$8.9 million), partially offset by cash used for an increase in working capital mainly resulting from a decrease of RMB64.1 million (US\$9.6 million) in other payables and accrued liabilities and a decrease of RMB62.0 million (US\$9.3 million) in operating lease liabilities, partially offset by a decrease of RMB87.3 million (US\$13.0 million) in prepayments and other current assets.

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Net cash generated from operating activities in 2021 was RMB1.6 billion (US\$245.1 million). The difference between this net cash generated from operating activities and the net loss of RMB1.1 billion (US\$159.9 million) in the same period was due to adjustments for non-cash items that primarily include share-based compensation expenses of RMB1.9 billion (US\$287.2 million), amortization of right-of-use assets of RMB109.3 million (US\$16.3 million) and depreciation and amortization expenses of RMB80.1 million (US\$12.0 million), as well as cash released from a decrease in working capital mainly resulting from an increase of RMB758.2 million (US\$113.2 million) in deferred revenue, reflecting the increasing scale of our business and our growing user base, and an increase of RMB329.8 million (US\$49.2 million) in other payables and accrued liabilities, partially offset by an increase of RMB403.7 million (US\$60.3 million) in prepayments and other current assets and a decrease of RMB99.4 million (US\$14.8 million) in operating lease liabilities.

Net cash generated from operating activities in 2020 was RMB395.9 million. The difference between this net cash generated from operating activities and the net loss of RMB941.9 million in the same period was due to adjustments for non-cash items that primarily include share-based compensation expenses of RMB657.2 million, amortization of right-of-use assets of RMB66.9 million and depreciation and amortization expense of RMB41.1 million, as well as cash released from a decrease in working capital mainly resulting from an increase of RMB585.5 million in deferred revenue and an increase of RMB130.5 million in other payables and accrued liabilities, both of which reflected the increasing scale of our business and our growing user base, partially offset by a RMB71.8 million decrease in operating lease liabilities, a RMB46.1 million increase in prepayments and other current assets, and a RMB22.7 million decrease in accounts payable.

Net cash used in operating activities in 2019 was RMB105.7 million. The difference between this net cash used in operating activities and the net loss of RMB502.1 million in the same period was primarily due to adjustments for non-cash items that primarily include amortization of right-of-use assets of RMB39.5 million, share-based compensation expenses of RMB34.3 million and depreciation and amortization expenses of RMB18.1 million, as well as cash released from a decrease in working capital mainly resulting from an increase of RMB335.3 million in deferred revenue and an increase of RMB79.3 million in other payables and accrued liabilities, both of which reflected the increasing scale of our business and our growing user base, partially offset by a RMB66.8 million increase in prepayments and other current assets, a RMB42.7 million decrease in operating lease liabilities and a RMB28.2 million increase in amounts due from related parties.

Investing activities

Net cash used in investing activities in the six months ended June 30, 2022 was RMB97.9 million (US\$14.6 million), primarily due to purchase of short-term investments of RMB1.5 billion (US\$216.5 million) and purchase for property, equipment and software of RMB173.2 million (US\$25.9 million), partially offset by proceeds from maturity of short-term investments of RMB1.5 billion (US\$227.7 million).

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Net cash used in investing activities in 2021 was RMB601.9 million (US\$89.9 million), primarily due to purchase of short-term investments of RMB3.9 billion (US\$588.2 million) and purchase for property, equipment and software of RMB259.9 million (US\$38.8 million), partially offset by proceeds from maturity of short-term investments of RMB3.6 billion (US\$537.2 million).

Net cash generated from investing activities in 2020 was RMB467.3 million, primarily due to proceeds from sale and maturity of short-term investments of RMB2.4 billion, partially offset by cash purchase payments for short-term investments of RMB1.8 billion and cash purchase payments for property, equipment and software of RMB138.2 million.

Net cash used in investing activities in 2019 was RMB1.2 billion, consisting primarily of cash purchase payments for short-term investments.

Financing activities

Net cash used in financing activities in the six months ended June 30, 2022 was RMB87.8 million (US\$13.1 million), primarily attributable to RMB268.0 million (US\$40.0 million) of repurchase of Class A Ordinary Shares, partially offset by proceeds of RMB180.2 million (US\$26.9 million) from exercise of share options.

Net cash generated from financing activities in 2021 was RMB6.4 billion (US\$960.2 million), primarily attributable to net proceeds from our initial public offering in the United States.

Net cash generated from financing activities in 2020 was RMB2.9 billion, consisting of net proceeds of RMB2.8 billion from issuance of convertible redeemable preferred shares, and proceeds of RMB79.0 million from issuance of our Class A Ordinary Shares.

Net cash generated from financing activities in 2019 was RMB993.5 million, primarily consisting of net proceeds from issuance of convertible redeemable preferred shares.

Cash and Asset Flows through Our Organization

KANZHUN LIMITED transfers cash to its wholly-owned Hong Kong subsidiary, by making capital contributions or providing loans, and the Hong Kong subsidiary transfer cash to the subsidiaries in China by making capital contributions or providing loans to them. Because KANZHUN LIMITED and its subsidiaries do not have equity ownership of the VIE but maintain contractual arrangements with the VIE and its registered shareholders, KANZHUN LIMITED and its subsidiaries are not able to make direct capital contribution to the VIE and its subsidiaries, but are permitted to transfer cash to the VIE by loans or by making payment to the VIE for inter-group transactions. KANZHUN LIMITED and its subsidiaries are able to receive funds from the VIE through service fees, rather than receiving dividends.

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For the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022, KANZHUN LIMITED provided capital contributions of RMB11.8 million, RMB25.5 million, RMB74.1 million (US\$11.1 million) and RMB19.2 million (US\$2.9 million), respectively, to its subsidiaries; and the Hong Kong subsidiary provided capital contributions of RMB43.0 million, RMB416.3 million, RMB38.8 million (US\$5.8 million) and RMB19.7 million (US\$2.9 million), respectively, to its subsidiaries in China. For the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022, KANZHUN LIMITED provided loan financing of RMB184.5 million, RMB411.0 million, RMB16.5 million (US\$2.5 million) and RMB628.1 million (US\$93.8 million), respectively, to its subsidiaries; and the WFOE provided loan financing of nil, RMB260.5 million, nil and nil to the VIE, respectively. For the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022, the VIE repaid loan financing of nil, nil, RMB335.0 million (US\$50.0 million) and nil, respectively, to the WFOE and the Hong Kong subsidiary; and the WFOE repaid loan financing of nil, nil, RMB16.0 million (US\$2.4 million) and nil, respectively, to the Hong Kong subsidiary.

The VIE may also transfer cash to our WFOE by paying service fees according to the exclusive technology and service co-operation agreement between our WFOE and the VIE. Since the VIE's accumulated deficit had not yet been fully recovered as of December 31, 2019, 2020 and 2021 and June 30, 2022, our WFOE agreed not to charge any service fees from the VIE. As a result, no payments were made by the VIE under this agreement. If there is any amount payable to our WFOE under the exclusive technology and service co-operation agreement in the future, we intend to settle it accordingly.

For the years ended December 31, 2019, 2020 and 2021 and for the six months ended June 30, 2022, no assets other than cash were transferred through our organization.

For the years ended December 31, 2019, 2020 and 2021 and for the six months ended June 30, 2022, no dividends or distributions were made to KANZHUN LIMITED by our subsidiaries. Under PRC laws and regulations, our PRC subsidiaries and the VIE are subject to certain restrictions with respect to paying dividends or otherwise transferring any of their net assets to us. Remittance of dividends by a wholly foreign-owned enterprise out of China is also subject to examination by the banks designated by SAFE. The amounts restricted include the paid-in capital and the statutory reserve funds of our PRC subsidiaries and the VIE, totaling RMB938.0 million (US\$140.0 million) as of June 30, 2022. Furthermore, cash transfers from our PRC subsidiaries to entities outside of China are subject to PRC government control of currency conversion. Shortages in the availability of foreign currency may temporarily delay the ability of our PRC subsidiaries and the VIE to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy their foreign currency denominated obligations. For risks relating to the fund flows of our operations in China, see “Risk Factors—Risks Relating to Doing Business in China—We may rely on dividends and other distributions on equity paid by our PRC subsidiaries to fund any cash and financing requirements we may have, and any limitation on the ability of our PRC subsidiaries to make payments to us could have a material and adverse effect on our ability to conduct our business.”

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KANZHUN LIMITED has not declared or paid any cash dividends, nor does it have any present plan to pay any cash dividends on its ordinary shares in the foreseeable future. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business. See “—Dividend Policy.”

For purposes of illustration, the following discussion reflects the hypothetical taxes that might be required to be paid within the Chinese mainland, assuming that: (i) we have taxable earnings, and (ii) we determine to pay a dividend in the future:

	Tax calculation⁽¹⁾
Hypothetical pre-tax earnings ⁽²⁾	100.0%
Tax on earnings at statutory rate of 25% ⁽³⁾	(25.0)%
Net earnings available for distribution	75.0%
Withholding tax at standard rate of 10% ⁽⁴⁾	(7.5)%
Net distribution to Parent/Shareholders	67.5%

Notes:

- (1) For purposes of this example, the tax calculation has been simplified.
- (2) The hypothetical pre-tax earnings are assumed to equal taxable income in China, without considering timing differences. Under the terms of contractual agreements with the VIE, our WFOE may charge the VIE for services provided to the VIE. These service fees shall be recognized as expenses of the VIE, with a corresponding amount recorded as service income by our WFOE and eliminated in consolidation. For income tax purposes, our WFOE and the VIE file income tax returns on a separate company basis and the above service fees are tax neutral.
- (3) The VIE qualifies for a 15% preferential income tax rate in China. However, such rate is subject to qualification, is temporary in nature, and may not be available in a future period when distributions are paid. For purposes of this hypothetical example, the table above reflects a maximum tax scenario under which the full statutory rate would be effective.
- (4) The PRC Enterprise Income Tax Law and its implementation rules impose a withholding income tax of 10% on dividends distributed by a foreign invested enterprise, or FIE, to its immediate holding company outside of China. A lower withholding income tax rate of 5% is applied if the FIE’s immediate holding company is registered in Hong Kong or other jurisdictions that have a tax treaty arrangement with China, subject to a qualification review at the time of the distribution. For purposes of this hypothetical example, the table above assumes a maximum tax scenario under which the full withholding tax would be applied.

The table above has been prepared under the assumption that all profits of the VIE will be distributed as fees to our WFOE under tax neutral contractual arrangements. If, in the future, the accumulated earnings of the VIE exceed the service fees paid to our PRC subsidiary (or if the current and contemplated fee structure between the intercompany entities is determined to be non-substantive and disallowed by Chinese tax authorities), the VIE could make a non-deductible transfer to our PRC subsidiary for the amounts of the stranded cash in the VIE. This would result in such transfer being non-deductible expenses for the VIE but still taxable income for the PRC subsidiary. Such a transfer and the related tax burdens would reduce our after-tax income to approximately 50.6% of the pre-tax income. Our management believes that there is only a remote possibility that this scenario would happen.

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CAPITAL EXPENDITURES

We incurred capital expenditures of RMB64.0 million, RMB138.2 million, RMB259.9 million (US\$38.8 million) and RMB173.2 million (US\$25.9 million) in 2019, 2020, 2021 and the six months ended June 30, 2022. Capital expenditures primarily represent cash we paid for the purchase of servers and other electronic equipment. We will continue to incur capital expenditures to meet the expected growth of our business. We intend to fund our future capital expenditures primarily with our existing cash balance and anticipated cash generated from operating activities.

RECONCILIATION BETWEEN U.S. GAAP AND IFRS

Our consolidated financial statements are prepared in accordance with U.S. GAAP, which differs in certain respects from IFRS. The effects of material differences between our consolidated financial statements prepared under U.S. GAAP and IFRS are as follows:

Consolidated Statements of Comprehensive Loss (Extract)	For the Year Ended December 31, 2019						Amounts as reported under IFRS
	Amounts as reported under U.S. GAAP	IFRS adjustments					
	RMB	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	
	RMB	RMB	RMB	RMB	RMB	RMB	RMB
		<i>Note (i)</i>	<i>Note (ii)</i>	<i>Note (iii)</i>	<i>Note (iv)</i>	<i>Note (v)</i>	
Cost of revenues	(137,812)	–	(461)	303	–	–	(137,970)
Sales and marketing expenses	(916,832)	–	(3,224)	495	–	–	(919,561)
Research and development expenses	(325,569)	–	(5,015)	885	–	–	(329,699)
General and administrative expenses	(132,999)	(26,860)	(4,026)	286	–	(105)	(163,704)
Fair value change of financial instruments	–	(1,984,892)	–	–	–	–	(1,984,892)
Financial income, net	145	–	–	(3,021)	–	–	(2,876)
Net loss	(502,055)	(2,011,752)	(12,726)	(1,052)	–	(105)	(2,527,690)
Accretion on convertible redeemable preferred shares to redemption value	(232,319)	232,319	–	–	–	–	–
Net loss attributable to ordinary shareholders	(734,374)	(1,779,433)	(12,726)	(1,052)	–	(105)	(2,527,690)
Other comprehensive income/(loss)							
Foreign currency translation adjustments	25,354	(83,294)	–	–	–	–	(57,940)
Effects of changes in credit risk for financial liabilities designated as at fair value through profit or loss	–	(26,318)	–	–	–	–	(26,318)

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For the Year Ended December 31, 2020

Consolidated Statements of Comprehensive Loss (Extract)	Amounts as reported under U.S. GAAP	IFRS adjustments					Amounts as reported under IFRS
	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss		
	RMB	RMB	RMB	RMB	RMB	RMB	
		<i>Note (i)</i>	<i>Note (ii)</i>	<i>Note (iii)</i>	<i>Note (iv)</i>	<i>Note (v)</i>	
Cost of revenues	(240,211)	–	(697)	527	–	–	(240,381)
Sales and marketing expenses	(1,347,532)	–	307	1,365	–	–	(1,345,860)
Research and development expenses	(513,362)	–	(14,747)	1,626	–	–	(526,483)
General and administrative expenses	(797,008)	(20,166)	(18,439)	419	–	(142)	(835,336)
Fair value change of financial instruments	–	(8,310,573)	–	–	–	–	(8,310,573)
Financial income, net	3,098	–	–	(4,760)	–	–	(1,662)
Net loss	(941,895)	(8,330,739)	(33,576)	(823)	–	(142)	(9,307,175)
Accretion on convertible redeemable preferred shares to redemption value	(283,981)	283,981	–	–	–	–	–
Net loss attributable to ordinary shareholders	(1,225,876)	(8,046,758)	(33,576)	(823)	–	(142)	(9,307,175)
Other comprehensive (loss)/income							
Foreign currency translation adjustments	(149,539)	900,324	–	–	–	–	750,785
Effects of changes in credit risk for financial liabilities designated as at fair value through profit or loss	–	(40,799)	–	–	–	–	(40,799)

For the Year Ended December 31, 2021

Consolidated Statements of Comprehensive Loss (Extract)	Amounts as reported under U.S. GAAP	IFRS adjustments					Amounts as reported under IFRS
	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss		
	RMB	RMB	RMB	RMB	RMB	RMB	
		<i>Note (i)</i>	<i>Note (ii)</i>	<i>Note (iii)</i>	<i>Note (iv)</i>	<i>Note (v)</i>	
Cost of revenues	(554,648)	–	(22,693)	1,589	–	–	(575,752)
Sales and marketing expenses	(1,942,670)	–	(26,597)	4,439	–	–	(1,964,828)
Research and development expenses	(821,984)	–	(50,491)	1,408	–	–	(871,067)
General and administrative expenses	(1,991,123)	–	(51,079)	309	(22,592)	(242)	(2,064,727)
Fair value change of financial instruments	–	(18,098,803)	–	–	–	–	(18,098,803)
Financial income, net	9,735	–	–	(10,469)	–	–	(734)
Net loss	(1,071,074)	(18,098,803)	(150,860)	(2,724)	(22,592)	(242)	(19,346,295)
Accretion on convertible redeemable preferred shares to redemption value	(164,065)	164,065	–	–	–	–	–
Net loss attributable to ordinary shareholders	(1,235,139)	(17,934,738)	(150,860)	(2,724)	(22,592)	(242)	(19,346,295)
Other comprehensive (loss)/income							
Foreign currency translation adjustments	(127,378)	588,457	–	–	–	–	461,079
Effects of changes in credit risk for financial liabilities designated as at fair value through profit or loss	–	(634)	–	–	–	–	(634)

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For the Six Months Ended June 30, 2021 (unaudited)

Consolidated Statements of Comprehensive Loss (Extract)	Amounts as reported under U.S. GAAP	IFRS adjustments					Amounts as reported under IFRS
	Preferred Shares	Share-based compensation	Operating leases	Listing Expenses	Expected credit loss		
	RMB	RMB	RMB	RMB	RMB	RMB	
		<i>Note (i)</i>	<i>Note (ii)</i>	<i>Note (iii)</i>	<i>Note (iv)</i>	<i>Note (v)</i>	
Cost of revenues	(250,029)	–	(9,491)	654	–	–	(258,866)
Sales and marketing expenses	(1,152,780)	–	(7,739)	1,917	–	–	(1,158,602)
Research and development expenses	(413,728)	–	(13,014)	607	–	–	(426,135)
General and administrative expenses	(1,748,612)	–	(17,041)	129	(22,592)	(120)	(1,788,236)
Fair value change of financial instruments	–	(18,098,803)	–	–	–	–	(18,098,803)
Financial income, net	4,017	–	–	(4,204)	–	–	(187)
Net loss	(1,590,312)	(18,098,803)	(47,285)	(897)	(22,592)	(120)	(19,760,009)
Accretion on convertible redeemable preferred shares to redemption value	(164,065)	164,065	–	–	–	–	–
Net loss attributable to ordinary shareholders	(1,754,377)	(17,934,738)	(47,285)	(897)	(22,592)	(120)	(19,760,009)
Other comprehensive income/(loss)							
Foreign currency translation adjustments	7,884	588,457	–	–	–	–	596,341
Effects of changes in credit risk for financial liabilities designated as at fair value through profit or loss	–	(634)	–	–	–	–	(634)

For the Six Months Ended June 30, 2022

Consolidated Statements of Comprehensive (Loss)/Income (Extract)	Amounts as reported under U.S. GAAP	IFRS adjustments					Amounts as reported under IFRS
	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss		
	RMB	RMB	RMB	RMB	RMB	RMB	
		<i>Note (i)</i>	<i>Note (ii)</i>	<i>Note (iii)</i>	<i>Note (iv)</i>	<i>Note (v)</i>	
Cost of revenues	(351,578)	–	(11,743)	1,011	–	–	(362,310)
Sales and marketing expenses	(921,900)	–	(43,206)	2,993	–	–	(962,113)
Research and development expenses	(598,425)	–	(75,707)	908	–	–	(673,224)
General and administrative expenses	(316,035)	–	(42,804)	626	–	(111)	(358,324)
Financial income, net	24,185	–	–	(7,564)	–	–	16,621
Net income/(loss)	80,321	–	(173,460)	(2,026)	–	(111)	(95,276)
Net income/(loss) attributable to ordinary shareholders	80,321	–	(173,460)	(2,026)	–	(111)	(95,276)

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As of December 31, 2019

Consolidated Balance Sheets (Extract)	Amounts as reported under U.S. GAAP	IFRS adjustments					Amounts as reported under IFRS
	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss		
	RMB	RMB	RMB	RMB	RMB	RMB	
		<i>Note (i)</i>	<i>Note (ii)</i>	<i>Note (iii)</i>	<i>Note (iv)</i>	<i>Note (v)</i>	
Prepayments and other current assets	118,764	109,080	–	–	–	(223)	227,621
Right-of-use assets, net	98,138	–	–	(1,052)	–	–	97,086
Total assets	1,878,999	109,080	–	(1,052)	–	(223)	1,986,804
Financial liabilities designated as at fair value through profit or loss	–	5,661,479	–	–	–	–	5,661,479
Total liabilities	1,045,514	5,661,479	–	–	–	–	6,706,993
Convertible redeemable preferred shares	2,603,501	(2,603,501)	–	–	–	–	–
Subscription receivables from shareholders	(109,080)	109,080	–	–	–	–	–
Total mezzanine equity	2,494,421	(2,494,421)	–	–	–	–	–
Additional paid-in capital	–	58,337	22,128	–	–	–	80,465
Accumulated other comprehensive income/(loss)	19,152	(200,552)	–	–	–	–	(181,400)
Accumulated deficit	(1,680,150)	(2,915,763)	(22,128)	(1,052)	–	(223)	(4,619,316)
Total shareholders' deficit	(1,660,936)	(3,057,978)	–	(1,052)	–	(223)	(4,720,189)

As of December 31, 2020

Consolidated Balance Sheets (Extract)	Amounts as reported under U.S. GAAP	IFRS adjustments					Amounts as reported under IFRS
	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss		
	RMB	RMB	RMB	RMB	RMB	RMB	
		<i>Note (i)</i>	<i>Note (ii)</i>	<i>Note (iii)</i>	<i>Note (iv)</i>	<i>Note (v)</i>	
Prepayments and other current assets	164,910	103,596	–	–	–	(365)	268,141
Right-of-use assets, net	144,063	–	–	(1,875)	–	–	142,188
Total assets	5,083,279	103,596	–	(1,875)	–	(365)	5,184,635
Financial liabilities designated as at fair value through profit or loss	–	15,935,807	–	–	–	–	15,935,807
Total liabilities	1,796,396	15,935,807	–	–	–	–	17,732,203
Convertible redeemable preferred shares	5,690,596	(5,690,596)	–	–	–	–	–
Subscription receivables from shareholders	(103,596)	103,596	–	–	–	–	–
Total mezzanine equity	5,587,000	(5,587,000)	–	–	–	–	–
Additional paid-in capital	452,234	342,318	55,704	–	–	–	850,256
Accumulated other comprehensive (loss)/income	(130,387)	658,973	–	–	–	–	528,586
Accumulated deficit	(2,622,045)	(11,246,502)	(55,704)	(1,875)	–	(365)	(13,926,491)
Total shareholders' deficit	(2,300,117)	(10,245,211)	–	(1,875)	–	(365)	(12,547,568)

FINANCIAL INFORMATION

As of December 31, 2021

Consolidated Balance Sheets (Extract)	Amounts as reported under U.S. GAAP	IFRS adjustments					Amounts as reported under IFRS
		Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	
	RMB	RMB	RMB	RMB	RMB	RMB	RMB
		<i>Note (i)</i>	<i>Note (ii)</i>	<i>Note (iii)</i>	<i>Note (iv)</i>	<i>Note (v)</i>	
Prepayments and other current assets	724,583	–	–	–	–	(607)	723,976
Right-of-use assets, net	309,085	–	–	(4,599)	–	–	304,486
Total assets	13,641,623	–	–	(4,599)	–	(607)	13,636,417
Additional paid-in capital	14,624,386	28,098,509	206,564	–	22,592	–	42,952,051
Accumulated other comprehensive (loss)/income	(257,765)	1,246,796	–	–	–	–	989,031
Accumulated deficit	(3,693,119)	(29,345,305)	(206,564)	(4,599)	(22,592)	(607)	(33,272,786)
Total shareholders' equity	10,674,056	–	–	(4,599)	–	(607)	10,668,850

As of June 30, 2022

Consolidated Balance Sheets (Extract)	Amounts as reported under U.S. GAAP	IFRS adjustments					Amounts as reported under IFRS
		Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	
	RMB	RMB	RMB	RMB	RMB	RMB	RMB
		<i>Note (i)</i>	<i>Note (ii)</i>	<i>Note (iii)</i>	<i>Note (iv)</i>	<i>Note (v)</i>	
Prepayments and other current assets	520,589	–	–	–	–	(718)	519,871
Right-of-use assets, net	303,609	–	–	(6,625)	–	–	296,984
Total assets	14,372,635	–	–	(6,625)	–	(718)	14,365,292
Additional paid-in capital	14,965,856	28,098,509	380,024	–	22,592	–	43,466,981
Accumulated other comprehensive income	281,247	1,246,796	–	–	–	–	1,528,043
Accumulated deficit	(3,612,798)	(29,345,305)	(380,024)	(6,625)	(22,592)	(718)	(33,368,062)
Total shareholders' equity	11,366,882	–	–	(6,625)	–	(718)	11,359,539

(i) Preferred Shares

Under U.S. GAAP, we classified the Preferred Shares as mezzanine equity because they were redeemable at the holders' option upon the occurrence of certain deemed liquidation events and certain events outside of our control. The Preferred Shares were recorded initially at fair value, net of issuance cost. The accretion to the respective redemption value of the Preferred Shares were recognized over the period starting from issuance date to the earliest redemption date.

FINANCIAL INFORMATION

Under IFRS, the Preferred Shares that were contingently redeemable at the holders' option were designated as financial liabilities at fair value through profit or loss, which were measured at fair value with the issuance cost recorded in general and administrative expenses. The amount of changes in the fair value of the financial liabilities attributable to changes in the credit risk of the financial liabilities was presented in other comprehensive income/(loss) and the remaining amount of changes in the fair value was presented in profit or loss.

All the Preferred Shares were converted into Class A Ordinary Shares upon the completion of our IPO in the United States in June 2021. Consequently, there was no such reconciliation item in classification and measurement of Preferred Shares between U.S. GAAP and IFRS subsequently.

(ii) Share-based compensation

Under U.S. GAAP, a performance target that may be met during or after the requisite service period is complete, such as the fulfilment of a qualified successful IPO, is a performance vesting condition. The fair value of the award should not incorporate the vesting probability of a performance condition, but rather should be recognized only if the performance condition is probable of being achieved. The cumulative share-based compensation expenses for the share options that have satisfied the service condition were recorded upon the completion of our IPO in the United States in June 2021. Under IFRS, the cumulative share-based compensation expenses for the share options that have satisfied the service condition were recorded when the performance condition related to the successful IPO became more likely than not to be achieved rather than being actually completed. Thus, share-based compensation expenses were recorded earlier under IFRS than under U.S. GAAP.

For share options and RSUs granted with service condition, the share-based compensation expenses were recognized over the vesting period using straight-line method under U.S. GAAP while the graded vesting method must be applied under IFRS.

Additionally, under U.S. GAAP, it is allowed to make an entity-wide accounting policy election to account for award forfeitures as they occur or by estimating expected forfeitures as compensation cost is recognized, and we have chosen to account for forfeitures when they occur. Under IFRS, a similar policy election isn't allowed; forfeitures must be estimated and share-based compensation expenses were recognized net of estimated forfeitures.

(iii) Operating leases

Under U.S. GAAP, for operating leases, the amortization of the right-of-use assets and interest expenses related to the lease liabilities were recorded together as lease expenses, which resulted in a straight-line recognition effect over the respective lease terms.

FINANCIAL INFORMATION

Under IFRS, the amortization of the right-of-use assets was recognized on a straight-line basis while interest expenses related to the lease liabilities were recorded on the basis that the lease liabilities were measured at amortized cost with more expenses recognized in earlier years of each lease term. Additionally, the amortization of the right-of-use assets and interest expenses related to the lease liabilities were presented in separate line items.

(iv) Listing expenses

Under U.S. GAAP, specific incremental issuance cost directly attributable to the offering of equity securities may be deferred and capitalized against the gross proceeds of the offering and presented in the shareholders' equity as a deduction from the proceeds.

Under IFRS, only those listing expenses considered directly attributable to the issuance of new shares to investors can be capitalized. Those expenses considered directly attributable to the listing of existing shares on a stock exchange were not qualified for capitalization and expensed as incurred instead.

(v) Expected credit loss

Under U.S. GAAP, we will adopt ASC Topic 326 starting from January 1, 2023. Before the adoption of ASC Topic 326, impairment losses for financial assets, mainly including other receivables, are not recognized until it is probable that a loss would be incurred based on events and conditions existing at the date of the financial statements.

Under IFRS, IFRS 9 were required to be adopted starting from January 1, 2018, which introduced an expected credit loss ("ECL") model for financial assets. Upon initial recognition, only the portion of lifetime ECL that results from default events that were possible within the next 12 months was recorded ("stage 1"). Lifetime expected credit losses were subsequently recorded only if there was a significant increase in the credit risk of the asset ("stage 2"). Once there was objective evidence of impairment ("stage 3"), lifetime ECL continued to be recognized, but interest revenue was calculated on the net carrying amount (that is, amortized cost net of the credit allowance).

For more details about reconciliation between U.S. GAAP and IFRS during the Track Record Period, see Note 24 to the Accountant's Report in Appendix I.

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INDEBTEDNESS

The following table sets forth a breakdown of our financial indebtedness as of the dates indicated.

	As of December 31,				As of June 30,		As of October 31,	
	2019	2020	2021		2022		2022	
	RMB	RMB	RMB	US\$	RMB	US\$	RMB	US\$
	(Unaudited)							
	(in thousands)							
Current								
Operating lease liabilities, current	57,216	59,559	127,531	19,040	146,134	21,817	155,528	23,220
Non-current								
Operating lease liabilities, non-current	37,659	76,373	183,365	27,376	166,309	24,829	161,547	24,118
Total	94,875	135,932	310,896	46,416	312,443	46,646	317,075	47,338

As of June 30, 2022 and October 31, 2022, the total amount of our indebtedness was RMB312.4 million (US\$46.6 million) and RMB317.1 million (US\$47.3 million), respectively, representing operating lease liabilities, which were primarily for the lease of our offices.

Except as discussed above, as of October 31, 2022, we did not have any material mortgages, charges, debentures, loan capital, debt securities, loans, bank overdrafts or other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptances (other than normal trade bills), acceptance credits, which are either guaranteed, unguaranteed, secured or unsecured, or guarantees or other contingent liabilities.

CONTINGENCIES OR GUARANTEES

We and certain of our officers and directors have been named as defendants in a putative securities class action filed on July 12, 2021 in the U.S. District Court for the District of New Jersey, captioned *Bell v. Kanzhun Limited et al*, No. 2:21-cv-13543. See “Business—Legal Proceedings and Compliance” for more details. In September 2022, the parties reached a tentative agreement in principle to settle the case. Accordingly, we have recorded a contingent liability of RMB14.9 million as of June 30, 2022. On November 10, 2022, the Court granted preliminary approval of the parties’ settlement agreement, pursuant to which, without any admission or finding of any wrongdoing on the part of any of the Defendants, the parties agreed that, in consideration of Kanzhun’s payment of US\$2.25 million, all actual and potential claims and causes of action that have been or could have been alleged against Kanzhun and the individual defendant are resolved and discharged and precluded from being raised again in any future action. The Company believes the settlement does not and will not have any material impact on the Company’s financial condition or business operations, and the contingent liability of RMB14.9 million is adequate for the settlement.

Except as disclosed above, we did not have other material contingencies or guarantees as of December 31, 2019, 2020, 2021, June 30, 2022 and October 31, 2022.

FINANCIAL INFORMATION

MATERIAL CASH REQUIREMENTS

The following table sets forth our contractual obligations as of June 30, 2022.

	Total	Payment Due by Period			More than 5 years
		Less than 1 year	1–3 years	3–5 years	
		(in RMB thousands)			
Operating lease obligations	335,295	149,413	140,851	45,031	–
Advertising commitments	110,261	104,012	6,249	–	–

Other than as shown above, we did not have any significant capital and other commitments, long-term obligations or guarantees as of June 30, 2022. We do not have any unutilized banking facilities as of the Latest Practicable Date.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any unconsolidated third parties. In addition, we have not entered into any derivative contracts that are indexed to our shares and classified as shareholders' equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. Moreover, we do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or product development services with us.

MATERIAL RELATED PARTY TRANSACTIONS

We had the following material related party transactions during the Track Record Period.

	For the Year Ended December 31,			For the Six Months Ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
	(Unaudited)				
	(in thousands)				
Cloud services from Tencent Group	2,063	6,109	18,119	7,715	11,402
On-line payment platform clearing services from Tencent Group	836	1,886	5,464	2,887	2,355
Cash advance to Mr. Peng Zhao	24,930	–	–	–	–
Cash advance to individual executive officer	5,093	–	–	–	–
Total	32,922	7,995	23,583	10,602	13,757

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Our Directors believe that our transactions with related parties during the Track Record Period were conducted on an arm's length basis, and they did not distort our results of operations or make our historical results not reflective of our future performance.

For more details about our related party transactions during the Track Record Period, see Note 11 to our consolidated financial statements included in the Accountant's Report in Appendix I to this document.

HOLDING COMPANY STRUCTURE

KANZHUN LIMITED is a holding company with no material operations of its own. We conduct our operations primarily through our PRC subsidiaries and the VIE in China. As a result, KANZHUN LIMITED's ability to pay dividends depends upon dividends paid by our PRC subsidiaries. If our existing PRC subsidiaries or any newly formed ones incur debt on their own behalf in the future, the instruments governing their debt may restrict their ability to pay dividends to us. In addition, our wholly foreign-owned subsidiaries in China are permitted to pay dividends to us only out of its retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. Under PRC law, each of our PRC subsidiaries and the VIE is required to set aside at least 10% of its after-tax profits each year, after making up previous years' accumulated losses, if any, to fund certain statutory reserve funds until such reserve funds reach 50% of their registered capital. In addition, our wholly foreign-owned subsidiaries in China and the VIE may allocate a portion of its after-tax profits based on PRC accounting standards to a surplus fund at their discretion. The statutory reserve funds and the discretionary funds are not distributable as cash dividends. Remittance of dividends by a wholly foreign-owned company out of China is subject to examination by the banks designated by SAFE. Our PRC subsidiaries have not paid dividends and will not be able to pay dividends until they generate accumulated profits and meet the requirements for statutory reserve funds.

INFLATION

To date, inflation in China has not materially affected our results of operations. According to the National Bureau of Statistics of China, the year-over-year percent changes in the consumer price index for December 2019, 2020 and 2021 and June 2022 were increases of 4.5%, 0.2%, 1.5% and 2.5%, respectively. Although we have not been materially affected by inflation in the past, we may be affected if China experiences higher rates of inflation in the future.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign exchange risk

Substantially all of our revenues and the majority of our expenses are denominated in RMB. The majority of our cash and cash equivalents are denominated in U.S. dollars. We have not used any derivative financial instruments to hedge exposure to such risk. However, we monitor our currency risk exposure by periodically reviewing foreign currency exchange rates

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and will consider hedging significant foreign currency exposure should the need arise. Although our exposure to foreign exchange risks should be limited in general, the value of your investment in the ADSs and/or Class A Ordinary Shares will be affected by the exchange rate between U.S. dollar and RMB because the value of our business is effectively denominated in RMB, while the ADSs will be traded in U.S. dollars.

The value of the Renminbi against the U.S. dollar and other currencies is affected by changes in China's political and economic conditions and by China's foreign exchange policies, among other things. In July 2005, the PRC government changed its decades-old policy of pegging the value of the Renminbi to the U.S. dollar, and the Renminbi appreciated more than 20% against the U.S. dollar over the following three years. Between July 2008 and June 2010, this appreciation subsided and the exchange rate between the Renminbi and the U.S. dollar remained within a narrow band. Since June 2010, the Renminbi has fluctuated against the U.S. dollar, at times significantly and unpredictably. For example, the Renminbi depreciated from a rate of RMB6.3726 to US\$1.00 as of December 30, 2021 to a rate of RMB7.1266 as of September 23, 2022, both set forth in the H.10 statistical release of The Board of Governors of the Federal Reserve Board. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollar in the future.

To the extent that we need to convert U.S. dollars into RMB for our operations, appreciation of the RMB against the U.S. dollar would have an adverse effect on the RMB amount we receive from the conversion. Conversely, if we decide to convert RMB into U.S. dollars for the purpose of making payments for dividends on our ordinary shares or ADSs or for other business purposes, appreciation of the U.S. dollar against the RMB would have a negative effect on the U.S. dollar amounts available to us.

Interest rate risk

Our exposure to interest rate risk primarily relates to the interest income generated by excess cash, which is mostly held in interest-bearing bank deposits and wealth management products. Interest-earning instruments carry a degree of interest rate risk. We have not been exposed to material risks due to changes in market interest rates, and we have not used any derivative financial instruments to manage our interest risk exposure.

We may invest the net proceeds that we receive from our offerings in interest-earning instruments. Investments in both fixed-rate and floating rate interest-earning instruments carry a degree of interest rate risk. Fixed-rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating-rate securities may produce less income than expected if interest rates fall.

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DIVIDEND POLICY

We are a holding company incorporated under the laws of the Cayman Islands. Our board of directors has complete discretion as to whether to distribute dividends, subject to certain requirements of Cayman Islands law. In addition, our shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by our directors. Under Cayman Islands law, a Cayman Islands company may pay a dividend out of either profit or share premium account, provided that in no circumstances may a dividend be paid out of the share premium account if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be paid. Even if our board of directors decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend on our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors. PRC laws require that dividends be paid only out of the profit for the year calculated according to PRC accounting principles, which differ in many aspects from the generally accepted accounting principles in other jurisdictions, including U.S. GAAP. PRC laws also require foreign-invested enterprises to set aside at least 10% of its after-tax profits, if any, to fund its statutory reserves, which are not available for distribution as cash dividends. Dividend distribution to our shareholders is recognized as a liability in the period in which the dividends are approved by our shareholders or Directors, where appropriate. During the Track Record Period, no dividends have been paid or declared by us.

DISTRIBUTABLE RESERVE

As of June 30, 2022, we did not have any distributable reserves.

LISTING EXPENSE

We expect to incur listing expenses of approximately RMB66.4 million (HK\$73.8 million). These listing expenses mainly comprise professional fees paid and payable to the professional parties.

As of June 30, 2022, there were no listing expenses incurred by us in relation to the Listing. Listing expenses are recognised in our consolidated statements of comprehensive income/(loss) as and when they are incurred.

RECENT ACCOUNTING PRONOUNCEMENTS

A list of recently issued accounting pronouncements that are relevant to us is included in Note 2 of the Accountant's Report in Appendix I.

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UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted net tangible assets prepared in accordance with Rule 4.29 of the Hong Kong Listing Rules are set out below for the purpose of illustrating the effect of the Listing on the unaudited consolidated net tangible assets attributable to the ordinary shareholders of the Company as of September 30, 2022 as if the Listing had taken place on that date.

This unaudited pro forma adjusted net tangible assets has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group, had the Listing been completed as of September 30, 2022 or at any future dates. It is prepared based on the unaudited consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022 as shown in the Unaudited Interim Condensed Financial Information of the Group, the text of which is set out in Appendix IIB to this document, and adjusted as described below.

Unaudited consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022	Estimated listing expenses	Unaudited pro forma adjusted net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022	Unaudited pro forma adjusted net tangible assets per Share	Unaudited pro forma adjusted net tangible assets per ADS	Unaudited pro forma adjusted net tangible assets per Share	Unaudited pro forma adjusted net tangible assets per ADS
RMB'000	RMB'000	RMB'000	RMB	RMB	HK\$	HK\$
<i>(Note 1)</i>	<i>(Note 2)</i>		<i>(Note 3)</i>	<i>(Note 4)</i>	<i>(Note 5)</i>	<i>(Note 5)</i>

Based on

872,698,966

Shares <i>(Note 3)</i>	12,308,506	(66,393)	12,242,113	14.03	28.06	15.59	31.19
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Notes:

- (1) The unaudited consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022 is derived from the Unaudited Interim Condensed Financial Information of the Group as set out in Appendix IIB to this document, which is based on the unaudited consolidated net assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022 of RMB12,308,896,000 with an adjustment for net intangible assets as of September 30, 2022 of RMB390,000.

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- (2) In relation to the Introduction, the Company expects to incur listing expenses in an aggregate amount of approximately RMB66.4 million, which mainly include professional fees to the Joint Sponsors, legal advisers, the legal advisers to the Joint Sponsors and the Reporting Accountant.
- (3) The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that 872,698,966 Shares were in issue, assuming that the Listing had been completed on September 30, 2022 and without taking into account 17,454,538 Class A Ordinary Shares issued and reserved for future issuance upon the exercising or vesting of awards granted under the Share Incentive Plans and any issuance or repurchase of Shares and/or ADSs by the Company.
- (4) The unaudited pro forma adjusted net tangible assets per ADS is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that one ADS represents two Shares.
- (5) For the purpose of this unaudited pro forma adjusted net tangible assets, the balances stated in Renminbi are converted into Hong Kong dollars at the rate of RMB1.0000 to HK\$1.1116. No representation is made that Renminbi amounts have been, could have been or may be converted into Hong Kong dollars, or vice versa, at that rate.
- (6) No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to September 30, 2022.

NO MATERIAL ADVERSE CHANGE

After due and careful consideration, our directors confirm that, up to the Latest Practicable Date, there had not been any material adverse change in our financial or trading position or prospects since June 30, 2022, and there is no event since June 30, 2022 which would materially affect the information shown in the Accountant's Report in Appendix I to this document.

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, as of the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

RELATIONSHIP WITH THE CONTROLLING SHAREHOLDERS

CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, Mr. Zhao, our Founder, chairman of the Board, executive Director and Chief Executive Officer held 140,830,401 Class B Ordinary Shares, representing approximately 74.6% of the aggregate voting power of our total issued and outstanding Shares, after taking into account the super-voting rights of the 140,830,401 Class B Ordinary Shares controlled by him through TECHWOLF LIMITED. Each Class B Ordinary Share is entitled to fifteen votes, and each Class A Ordinary Share is entitled to one vote at a general meeting of our Company.

Immediately after the completion of the Introduction, each Class B Ordinary Share shall be entitled to ten votes on all matters other than the Reserved Matters and each Class A Ordinary Share shall be entitled to one vote at a general meeting of our Company pursuant to the Articles of Association to take effect upon Listing. As such, Mr. Zhao, our Founder, Chairman of the Board, executive Director and Chief Executive Officer, will be interested in and will control, through his intermediaries, an aggregate of 140,830,401 Class B Ordinary Shares. Assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the completion of the Introduction and excluding the 28,549,000 Class A Ordinary Shares (as of the Latest Practicable Date) issued to the Depository for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under the Share Incentive Plans, Mr. Zhao's shareholding represents (a) approximately 16.3% of our issued and outstanding Shares; (b) approximately 66.1% of the voting rights in our Company with respect to shareholder resolutions relating to matters other than the Reserved Matters, and (c) approximately 16.3% with respect to shareholder resolutions relating to Reserved Matters.

Mr. Zhao holds his interests in the Company through TECHWOLF LIMITED. The entire interest of TECHWOLF LIMITED is held by a trust that was established for the benefit of Mr. Zhao and his family. Therefore Mr. Zhao and TECHWOLF LIMITED will be the Controlling Shareholders of our Company after the Listing.

INDEPENDENCE FROM CONTROLLING SHAREHOLDERS

Having considered the following factors, our Directors are satisfied that we are capable of carrying on our business independently from our Controlling Shareholders and its close associates after the Listing.

RELATIONSHIP WITH THE CONTROLLING SHAREHOLDERS

Management Independence

Our business is managed and conducted by our Board and senior management. Upon Listing, our Board will consist of nine Directors comprising five executive Directors, one non-executive Directors and three independent non-executive Directors. For more information, please see the section headed “Directors and Senior Management”.

Our Directors consider that our Board and senior management will function independently of our Controlling Shareholders because:

- (a) our Directors are aware of their fiduciary duties as a director which require, among others, that they act for the benefit and in the interest of our Company and do not allow any conflict between their duties as a Director and their personal interests;
- (b) our daily management and operations are carried out by a senior management team, all of whom have substantial experience in the industry in which our Company is engaged, and will therefore be able to make business decisions that are in the best interests of our Group;
- (c) we have three independent non-executive Directors and certain matters of our Company must always be referred to the independent non-executive directors for review;
- (d) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Directors or their respective associates, the interested Director(s) is(are) required to declare the nature of such interest before voting at the relevant Board meeting; and
- (e) we have adopted other corporate governance measures to manage conflicts of interest, if any, between our Group and our Controlling Shareholders, as detailed in “—Corporate governance measures”.

Based on the above, our Directors believe that our business is managed independently of our Controlling Shareholders.

Operational Independence

Our Group is not operationally dependent on the Controlling Shareholders. Our Company (through our subsidiaries and consolidated affiliated entities) holds all relevant licenses and owns all relevant intellectual properties and research and development facilities necessary to carry on our business. We have sufficient capital, facilities, equipment and employees to operate our business independently from our Controlling Shareholders. We also have independent access to our customers and an independent management team to operate our business.

Based on the above, our Directors believe that we are able to operate independently of our Controlling Shareholders.

RELATIONSHIP WITH THE CONTROLLING SHAREHOLDERS

Financial Independence

We have independent internal control and accounting systems. We also have an independent finance department responsible for discharging the treasury function. We are capable of obtaining financing from third parties, if necessary, without reliance on our Controlling Shareholders.

No loans or guarantees provided by, or granted to, our Controlling Shareholders or its associates will be outstanding as of the Listing Date.

Based on the above, our Directors are of the view that our business is financially independent of our Controlling Shareholders and that they and our senior management are capable of carrying on our business independently of, and do not place undue reliance, on our Controlling Shareholders and its close associates after the Listing.

Disclosure under Rule 8.10 of the Listing Rules

Our Controlling Shareholders confirm that as of the Latest Practicable Date, they did not have any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business that would require disclosure under Rule 8.10 of the Listing Rules.

CORPORATE GOVERNANCE MEASURES

Our Company and our Directors are committed to upholding and implementing the highest standards of corporate governance and recognise the importance of protecting the rights and interests of all Shareholders, including the rights and interests of our minority Shareholders.

In light of this, the Company has established a nominating and corporate governance committee pursuant to Rule 8A.30 which has adopted terms of reference consistent with Code Provision D.3.1 of Appendix 14 to, and Rule 8A.30 of, the Listing Rules. The members of the nominating and corporate governance committee are independent non-executive Directors with experience in overseeing corporate governance related functions of private and listed companies. The primary duties of the nominating and corporate governance committee are to ensure that the Company is operated and managed for the benefit of all shareholders and to ensure the Company's compliance with the Listing Rules and safeguards relating to its WVR structure.

Under the Articles of Association, extraordinary general meetings of the Company may be convened on the written requisition of any one or more members holding, as at the date of deposit of the requisition, in aggregate shares representing not less than one-tenth of the paid up capital of the Company which carry the right of voting at general meetings of the Company. In addition, pursuant to the Shareholder communication policy to be adopted by the Company upon Listing, Shareholders are encouraged to put governance related matters to the Directors and to the Company directly in writing.

RELATIONSHIP WITH THE CONTROLLING SHAREHOLDERS

We will also adopt the following corporate governance measures to resolve actual or potential conflict of interests between our Group and our Controlling Shareholders:

- (a) where a Shareholders' meeting is held pursuant to the Listing Rules to consider proposed transactions or arrangements in which our Controlling Shareholders or any of their associates have a material interest, our Controlling Shareholder(s) shall abstain from voting and their votes shall not be counted;
- (b) our Company has established internal control mechanisms to identify connected transactions, and we will comply with the applicable Listing Rules if we enter into connected transactions with our Controlling Shareholders or any of their associates after Listing;
- (c) the independent non-executive Directors will review, on an annual basis, whether there is any conflict of interests between our Group and our Controlling Shareholders (the "**Annual Review**") and provide impartial and professional advice to protect the interests of our minority Shareholders;
- (d) our Controlling Shareholders will undertake to provide all information necessary or requested by the independent non-executive Directors for the Annual Review, including all relevant financial, operational and market information;
- (e) our Company will disclose decisions on matters reviewed by the independent non-executive Directors either in its annual reports or by way of announcements as required by the Listing Rules;
- (f) where our Directors reasonably request the advice of independent professionals, such as financial advisers, the appointment of such independent professionals will be made at our Company's expense;
- (g) we have appointed Guotai Junan Capital Limited as our compliance adviser to provide advice and guidance to us in respect of compliance with the applicable laws and regulations, as well as the Listing Rules, including various requirements relating to corporate governance; and
- (h) we have established our audit committee, compensation committee, nomination committee and corporate governance committee with written terms of reference in compliance with the Listing Rules and the Code of Corporate Governance and Corporate Governance Report in Appendix 14 to the Listing Rules.

Based on the above, our Directors believe that sufficient corporate governance measures have been put in place to manage conflicts of interest between our Group and our Controlling Shareholders, and to protect minority Shareholders' interests after the Listing.

RELATIONSHIP WITH THE CONTROLLING SHAREHOLDERS

UNDERTAKINGS BY THE CONTROLLING SHAREHOLDERS TO THE STOCK EXCHANGE PURSUANT TO THE LISTING RULES

Pursuant to Rule 10.07 of the Listing Rules, each of the Controlling Shareholders has undertaken to the Hong Kong Stock Exchange and the Company that, it will not and will procure that the relevant registered holder(s) will not without the prior written consent of the Hong Kong Stock Exchange or unless otherwise in compliance with the applicable requirement of the Listing Rules:

- (a) in the period commencing on the date by reference to which disclosure of its shareholdings in the Company is made in this document and ending on the date which is six months from the Listing Date (the “**First Six-Month Period**”), either directly or indirectly, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of any of the securities of the Company in respect of which it is shown by this document to be the beneficial owner; and
- (b) in the period of six months from the expiry of the First Six-Month Period, either directly or indirectly, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the securities referred to in paragraph (a) above if, immediately following such disposal or upon the exercise or enforcement of such options, rights, interests or encumbrances, it would cease to be a controlling shareholder of the Company.

Pursuant to Note 3 to Rule 10.07(2) of the Listing Rules, each of the Controlling Shareholders has undertaken to the Hong Kong Stock Exchange and the Company that, within the period commencing on the date by reference to which disclosure of its shareholding in the Company is made in this document and ending on the date which is 12 months from the Listing Date, it will and will procure that the relevant registered holder(s) will:

- (i) when it pledges or charges any securities of the Company beneficially owned by it in favour of an authorised institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) for a bona fide commercial loan pursuant to Note 2 to Rule 10.07 of the Listing Rules, immediately inform the Company of such pledge or charge together with the number of securities so pledged or charged; and
- (ii) when it receives indications, either verbal or written, from the pledgee or chargee of any securities of the Company that any of the pledged or charged securities will be disposed of, immediately inform the Company of such indications.

The Company will inform the Hong Kong Stock Exchange as soon as it has been informed of the matters referred to in paragraphs (i) and (ii) above by the Controlling Shareholders and subject to the then applicable requirements of the Listing Rules disclose such matters by way of an announcement.

CONNECTED TRANSACTIONS

Pursuant to Chapter 14A of the Listing Rules, the following transaction that we enter into with our connected persons will constitute connected transaction upon the Listing.

SUMMARY OF OUR CONTINUING CONNECTED TRANSACTION

We have entered into the following transactions that will constitute continuing connected transaction under Rule 14A.31 of the Listing Rules upon Listing:

Transaction	Applicable Listing Rule	Waiver sought	Proposed annual cap for the year ending December 31, (RMB)		
			2023	2024	2025
Non-exempt continuing connected transaction					
1. Contractual Arrangements	Rule 14A.35 Rule 14A.36 Rule 14A.52 Rule 14A.53 Rule 14A.105	Announcement and independent shareholders' approval, circular, annual cap, limiting the term to three years	N/A	N/A	N/A

NON-EXEMPT CONTINUING CONNECTED TRANSACTION

Contractual Arrangements

As disclosed in the section headed "Contractual Arrangements", due to regulatory restrictions on foreign ownership in the PRC, we conduct certain business through our Consolidated Affiliated Entities in the PRC.

We do not hold any controlling equity interests in our Consolidated Affiliated Entities. The Contractual Arrangements among the WFOE, our Consolidated Affiliated Entities and the Registered Shareholders of our Consolidated Affiliated Entities enable us to (i) receive substantially all of the economic benefits from our Consolidated Affiliated Entities in consideration for the services provided by the WFOE to the VIE; and (ii) hold an exclusive option to purchase all or part of the equity interests in the VIE when and to the extent permitted by PRC laws.

See the section headed "Contractual Arrangements" for detailed terms of the Contractual Arrangements.

CONNECTED TRANSACTIONS

Listing Rules implications

For the purposes of Chapter 14A of the Listing Rules, and in particular the definition of “connected person”, the Consolidated Affiliated Entities will be treated as our Company’s wholly-owned subsidiaries, and its directors, chief executives or substantial shareholders (as defined in the Listing Rules) and their respective associates will be treated as our Company’s “connected persons.”

The transactions contemplated under the Contractual Arrangements are continuing connected transactions of the Company. The highest applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of the transactions associated with the Contractual Arrangements are expected to be more than 5%. As such, the transactions will be subject to the reporting, annual review, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Waiver Application

Our Directors (including the independent non-executive Directors) are of the view that the Contractual Arrangements and the transactions contemplated therein are fundamental to our legal structure and business operations. Our Directors also believe that our structure, whereby the financial results of our Consolidated Affiliated Entities are consolidated into our financial statements as if they were our Company’s wholly-owned subsidiaries, and all the economic benefits of their business flows to our Group, places our Group in a special position in relation to the connected transactions rules. Accordingly, notwithstanding that the transactions contemplated under the Contractual Arrangements and any new transactions, contracts and agreements or renewal of existing transactions, contracts and agreements to be entered into, among others, by our Consolidated Affiliated Entities and any member of our Group from time to time (including the Consolidated Affiliated Entities) (the “**New Intergroup Agreements**”) technically constitute continuing connected transactions under Chapter 14A of the Listing Rules, our Directors consider that it would be unduly burdensome and impracticable, and would add unnecessary administrative costs to our Company, for all such transactions to be subject to strict compliance with the requirements set out under Chapter 14A of the Listing Rules, including, among other things, the announcement and independent shareholders’ approval requirements.

WAIVERS

1. Contractual Arrangements

In respect of the Contractual Arrangements and the New Intergroup Agreements, we have applied for, and the Stock Exchange has granted us, waivers from strict compliance with (i) the announcement, circular and independent shareholders’ approval requirements pursuant to Rule 14A.105 of the Listing Rules, (ii) the requirement to set annual caps under Rule 14A.53 of the Listing Rules, and (iii) the requirement to limit the term to three years or less under Rule 14A.52 of the Listing Rules, for so long as our Class A Ordinary Shares are listed on the Stock Exchange subject to the following conditions.

CONNECTED TRANSACTIONS

No change without independent non-executive Directors' approval

Save as described below, no change to the Contractual Arrangements (including with respect to any fees payable to the WFOE thereunder) will be made without the approval of our independent non-executive Directors.

No change without independent Shareholders' approval

Save as described below, no change to the agreements governing the Contractual Arrangements will be made without the approval of our independent Shareholders. Once the independent Shareholders' approval of any change has been obtained, no further announcement or approval by the independent Shareholders will be required under Chapter 14A of the Listing Rules unless and until further changes are proposed. The periodic reporting requirement regarding the Contractual Arrangements in the annual reports of our Company will however continue to be applicable.

Economic benefits and flexibility

The Contractual Arrangements shall continue to enable our Group to receive the economic benefits derived by the Consolidated Affiliated Entities through (i) our Group's options (if and when so allowed under the applicable PRC laws) to acquire, all or part of the equity interests in the Consolidated Affiliated Entities for nil consideration or the minimum amount of consideration permitted by applicable PRC laws and regulations, (ii) the business structure under which the profit generated by the Consolidated Affiliated Entities is substantially retained by our Group, such that no annual cap shall be set on the amount of service fees payable to the WFOE by our Consolidated Affiliated Entities under the Contractual Arrangements, and (iii) our Group's right to control the management and operation of, as well as, in substance, a substantial portion of the voting rights of the Consolidated Affiliated Entities.

Renewal and reproduction

On the basis that the Contractual Arrangements provide an acceptable framework for the relationship between, on the one hand, our Company and the subsidiaries in which our Company has direct shareholding and, on the other hand, the Consolidated Affiliated Entities, this framework may be renewed and/or reproduced without an announcement, circular, or obtaining the approval of our Shareholders (i) upon the expiry of the existing arrangements, (ii) in connection with any changes to the shareholders or directors of, or of their shareholdings in, the Consolidated Affiliated Entities, or (iii) in relation to any existing, new or acquired wholly foreign-owned enterprise or operating company (including branch company) engaging in a business similar or relating to those of our Group.

CONNECTED TRANSACTIONS

The directors, chief executive or substantial shareholders of any existing, new or acquired wholly foreign-owned enterprise or operating company (including branch company) engaging in a business similar or relating to those of our Group will, upon renewal and/or reproduction of the Contractual Arrangements, be treated as connected persons of our Group and transactions between these connected persons and our Group other than those under similar Contractual Arrangements shall comply with Chapter 14A of the Listing Rules.

This condition is subject to relevant PRC laws, regulations and approvals. Any such renewed or reproduced agreements will be on substantially the same terms and conditions as the existing Contractual Arrangements.

Ongoing reporting and approvals

We will disclose details relating to the Contractual Arrangements on an ongoing basis:

- the Contractual Arrangements in place during each financial period will be disclosed in our Company's annual report and accounts in accordance with the relevant provisions of the Listing Rules;
- our independent non-executive Directors will review the Contractual Arrangements annually and confirm in our Company's annual report that for the relevant year (i) the transactions carried out during such year have been entered into in accordance with the relevant provisions of the Contractual Arrangements, (ii) no dividends or other distributions have been made by our Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group, and (iii) any new contracts entered into, renewed or reproduced between our Group and the Consolidated Affiliated Entities are fair and reasonable, or advantageous to our Shareholders, so far as our Group is concerned and in the interests of our Shareholders as a whole;
- our Company's auditor will carry out review procedures annually on the transactions carried out pursuant to the Contractual Arrangements and will provide a letter to our Directors with a copy to the Stock Exchange, confirming that the transactions have been approved by our Board, have been entered into in accordance with the relevant Contractual Arrangements and that no dividends or other distributions have been made by our Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group;
- for the purpose of Chapter 14A of the Listing Rules, and in particular the definition of 'connected person', our Consolidated Affiliated Entities will be treated as our Company's wholly-owned subsidiaries, but at the same time, the directors, chief executives or substantial shareholders of the Consolidated Affiliated Entities and their associates will be treated as connected persons of our Company as applicable under the Listing Rules (excluding for this purpose, the Consolidated Affiliated Entities themselves), and therefore transactions between these connected persons

CONNECTED TRANSACTIONS

and our Group (including for this purpose, the Consolidated Affiliated Entities), other than those under the Contractual Arrangements, will be subject to requirements under Chapter 14A of the Listing Rules; and

- our Consolidated Affiliated Entities will, for so long as our Class A Ordinary Shares are listed on the Stock Exchange, provide our Group's management and our Company's auditor with full access to their relevant records for the purpose of reporting on the connected transactions.

DIRECTORS' CONFIRMATION

Our Directors (including independent non-executive Directors) are of the view that: (i) the continuing connected transactions set out above have been and will be entered into in our ordinary and usual course of business on normal commercial terms or better, on terms that are fair and reasonable, and in the interests of our Company and our Shareholders as a whole; (ii) the proposed annual caps (if any) of the continuing connected transactions are fair and reasonable and in the interests of our Company and our Shareholders as a whole; and (iii) it is normal business practice for the Contractual Arrangements to be of a term longer than three years.

JOINT SPONSORS' CONFIRMATION

Based on the documentation and data provided by the Company and participation in the due diligence and discussion with the Company, the Joint Sponsors are of the view that: (i) the continuing connected transactions set out above have been and will be entered into in the Company's ordinary and usual course of business on normal commercial terms or better, on terms that are fair and reasonable, and in the interest of the Company and its Shareholders as a whole; (ii) the proposed annual caps (if any) of the continuing connected transactions are fair and reasonable and in the interest of the Company and the Shareholders as a whole; and (iii) it is normal business practice for the Contractual Arrangements to be of a term longer than three years.

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company upon the completion of the Introduction, assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the Listing:

Authorized Share Capital

<u>Number</u>	<u>Description of Shares</u>	<u>Aggregate nominal value of Shares</u>
1,800,000,000	Class A Ordinary Shares of a par value of US\$0.0001 each	US\$180,000.00
200,000,000	Class B Ordinary Shares of a par value of US\$0.0001 each	US\$20,000.00
2,000,000,000	Total Shares	US\$200,000.00

Issued, fully paid or credited to be fully paid

The issued share capital of our Company immediately following the completion of the Introduction (assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the Listing) will be as follows:

<u>Number</u>	<u>Description of Shares</u>	<u>Aggregate nominal value of Shares</u>
749,323,103	Class A Ordinary Share as at the date of this document	US\$74,932.31
140,830,401	Class B Ordinary Share as at the date of this document	US\$14,083.04
890,153,504	Total Shares	US\$89,015.35

SHARE CAPITAL

Issued and outstanding

The issued share capital of our Company immediately following the completion of the Introduction (assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the Listing), excluding the 28,549,000 Class A Ordinary Shares (as of the Latest Practicable Date) issued to the Depositary for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under the Share Incentive Plans, will be as follows:

<u>Number</u>	<u>Description of Shares</u>	<u>Aggregate nominal value of Shares</u>
720,774,103	Class A Ordinary Share issued and outstanding	US\$72,077.41
140,830,401	Class B Ordinary Share in issue	US\$14,083.04
861,604,504	Total Shares	US\$86,160.45

WEIGHTED VOTING RIGHTS STRUCTURE

The Company has adopted a weighted voting rights structure. Under this structure, the Company's share capital comprises Class A Ordinary Shares and Class B Ordinary Shares; each Class A Ordinary Share entitles the holder to exercise one vote, and each Class B Ordinary Share entitles the holder to exercise fifteen votes, on any resolution tabled at the Company's general meetings. In addition, a quorum required for a meeting of shareholders consists of one or more shareholders present and holding shares which represent, in aggregate, not less than one-third of the votes attaching to the issued and outstanding voting shares in our Company entitled to vote at general meeting.

The Company have obtained shareholders' approval to amend its Articles, so that, among other things, each Class A Ordinary Share shall entitle the holder to exercise one vote, and each Class B Ordinary Share shall entitle the holder to exercise ten votes, on any resolution tabled at the Company's general meetings, except for resolutions with respect to the Reserved Matters, in relation to which each Share is entitled to one vote.

SHARE CAPITAL

The Reserved Matters are:

- (i) any amendment to the Memorandum or Articles, including the variation of the rights attached to any class of shares;
- (ii) the appointment, election or removal of any independent non-executive Director;
- (iii) the appointment, election or removal of the Company's auditors; and
- (iv) the voluntary liquidation or winding-up of the Company.

We are subject to: (a) certain shareholder protection measures and governance safeguards under Chapter 8A of the Hong Kong Listing Rules, including Rule 8A.44 of the Hong Kong Listing Rules, which requires our WVR Structure to give force to the requirements of certain rules under Chapter 8A of the Hong Kong Listing Rules by incorporating them into our Articles; and (b) the articles requirements set out in Appendix 3 and Appendix 13 to the Hong Kong Listing Rules (the “**Listing Rules Articles Requirements**”). The amended Articles which complies with the Listing Rules Articles Requirements will take effect upon Listing and a summary of the same is set out in “Summary of the constitution of the Company and Cayman Company Law” in Appendix III.

The table below sets out the ownership and voting rights to be held by the WVR Beneficiary upon the completion of the Introduction:

	Number of Shares	Approximate percentage of issued and outstanding share capital⁽¹⁾	Approximate percentage of voting rights⁽¹⁾⁽²⁾
Class B Ordinary Shares held by the WVR Beneficiary	140,830,401	16.3%	66.1%

Notes:

- (1) Assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the Listing and excluding the 28,549,000 Class A Ordinary Shares (as of the Latest Practicable Date) issued to the Depositary for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under the Share Incentive Plans.
- (2) On the basis that Class A Ordinary Shares entitle the Shareholder to one vote per share and Class B Ordinary Shares entitle the Shareholder to ten votes per share.

SHARE CAPITAL

Class B Ordinary Shares may be converted into Class A Ordinary Shares on a one to one ratio. Upon the conversion of all the issued and outstanding Class B Ordinary Shares into Class A Ordinary Shares, the Company will issue 140,830,401 Class A Ordinary Shares, representing approximately 16.3% of the total number of issued and outstanding Class A Ordinary Shares (as enlarged by such Class A Ordinary Shares and assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the Listing).

The weighted voting rights attached to our Class B Ordinary Shares will cease when the WVR Beneficiary no longer has beneficial ownership of any of our Class B Ordinary Shares, in accordance with Listing Rule 8A.22. This may occur:

- (i) upon the occurrence of any of the circumstances set out in Listing Rule 8A.17, in particular where the WVR Beneficiary is: (1) deceased; (2) no longer a member of our Board; (3) deemed by the Stock Exchange to be incapacitated for the purpose of performing his duties as a director; or (4) deemed by the Stock Exchange to no longer meet the requirements of a director set out in the Listing Rules;
- (ii) when the holders of Class B Ordinary Shares have transferred to another person the beneficial ownership of, or economic interest in, all of the Class B Ordinary Shares or the voting rights attached to them, other than in the circumstances permitted by Listing Rule 8A.18;
- (iii) where a vehicle holding Class B Ordinary Shares on behalf of a WVR Beneficiary no longer complies with Listing Rule 8A.18(2); or
- (iv) when all of the Class B Ordinary Shares have been converted to Class A Ordinary Shares.

Save for the weighted voting rights attached to Class B Ordinary Shares, the rights attached to all classes of Shares are identical. For further information about the rights, preferences, privileges and restrictions of the Class A Ordinary Shares and Class B Ordinary Shares, see “Summary of the Constitution of the Company and Cayman Company Law—Articles of Association” in Appendix III for further details.

WVR Beneficiary

Immediately upon the completion of the Introduction, the WVR Beneficiary will be Mr. Peng Zhao, who will beneficially own an aggregate of 140,830,401 Class B Ordinary Shares. Assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the Listing and excluding the 28,549,000 Class A Ordinary Shares (as of the Latest Practicable Date) issued to the Depository for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under the Share Incentive Plans, Mr. Zhao’s shareholding represents (a) approximately 16.3% of our issued and outstanding Shares; (b) approximately 66.1% of the voting rights in our Company with respect to shareholder resolutions relating to matters other than the Reserved Matters and (c) approximately 16.3% with respect to shareholder resolutions relating to Reserved Matters. Mr. Zhao holds his interests in our Company through TECHWOLF LIMITED. The entire interest in TECHWOLF LIMITED is held by a trust established by Mr. Peng Zhao as the settlor for the benefit of Mr. Zhao and his family.

SHARE CAPITAL

The Company adopted the WVR structure to enable the WVR Beneficiary to exercise voting control over the Company notwithstanding the WVR Beneficiary does not hold a majority economic interest in the share capital of the Company. This will enable the Company to benefit from the continuing vision and leadership of the WVR Beneficiary who will control the Company with a view to its long-term prospects and strategy.

Prospective investors are advised to be aware of the potential risks of investing in companies with weighed voting rights structures, in particular that interests of the WVR Beneficiary may not necessarily always be aligned with those of our Shareholders as a whole, and that the WVR Beneficiary will be in a position to exert significant influence over the affairs of our Company and the outcome of shareholders' resolutions, irrespective of how other shareholders vote. Prospective investors should make the decision to invest in the Company only after due and careful consideration. For further information about the risks associated with the WVR structure adopted by the Company, please refer to sections headed "Risk Factors—Risks Relating to Our Shares and Our ADSs—The dual-class structure of our ordinary shares may adversely affect the trading market for our Class A Ordinary Shares and/or ADSs" and "Risk Factors—Risks Relating to Our Shares and Our ADSs—Our dual-class voting structure will limit your ability to influence corporate matters and could discourage others from pursuing any change of control transactions that holders of our Class A Ordinary Shares or ADSs may view as beneficial."

Undertakings by the WVR Beneficiary

Pursuant to Rule 8A.43 of the Listing Rules, each WVR Beneficiary is required to give a legally enforceable undertaking to the Company that he will comply with the relevant requirements as set out in Rule 8A.43, which is intended to be for the benefit of and enforceable by the Shareholders. On December 5, 2022, Mr. Zhao made an undertaking to the Company (the "**Undertaking**"), that for so long as he is a WVR Beneficiary:

1. he shall comply with (and, if the shares to which the weighted voting rights that he is beneficially interested in are attached are held through a limited partnership, trust, private company or other vehicle, use his best endeavors to procure that such limited partnership, trust, private company or other vehicle complies with) all applicable requirements under Rules 8A.09, 8A.14, 8A.15, 8A.17, 8A.18 and 8A.24 of the Listing Rules from time to time in force (the "**Requirements**"); and
2. he shall use his best endeavors to procure that the Company complies with all applicable Requirements.

For the avoidance of doubt, the Requirements are subject to Rule 2.04 of the Listing Rules. The WVR Beneficiary acknowledged and agreed that the Shareholders rely on the Undertaking in acquiring and holding their shares. The WVR Beneficiary acknowledged and agreed that the Undertaking is intended to confer a benefit on the Company and all Shareholders and may be enforced by the Company and/or any Shareholder against the WVR Beneficiary.

SHARE CAPITAL

The Undertaking shall automatically terminate upon the earlier of (i) the date of delisting of the Company from the Stock Exchange; and (ii) the date on which the WVR Beneficiary ceases to be a beneficiary of weighted voting rights in the Company. For the avoidance of doubt, the termination of the Undertaking shall not affect any rights, remedies, obligations or liabilities of the Company and/or any Shareholder and/or the WVR Beneficiary himself that have accrued up to the date of termination, including the right to claim damages and/or apply for any injunction in respect of any breach of the Undertaking which existed at or before the date of termination.

The Undertaking shall be governed by the laws of Hong Kong and all matters, claims or disputes arising out of the Undertaking shall be subject to the exclusive jurisdiction of the courts of Hong Kong.

RANKING

The Class A Ordinary Shares are Class A Ordinary Shares in the share capital of our Company and rank equally with all Class A Ordinary Shares currently in issue or to be issued, and will qualify and rank equally for all dividends or other distributions declared, made or paid on the Class A Ordinary Shares on a record date which falls after the date of this document.

POTENTIAL CHANGES TO SHARE CAPITAL

Circumstances under which general meeting and class meeting are required

Our Company may by ordinary resolution (i) increase its share capital by new shares of such amount as it thinks expedient; (ii) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares; (iii) subdivide its shares, or any of them, into shares of an amount smaller than that fixed by the Memorandum, provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived; and (iv) cancel any shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. In addition, our Company may by special resolution reduce its share capital and any capital redemption reserve in any manner authorized by the Companies Act.

See “Summary of the constitution of the Company and Cayman Company Law—Articles of Association—Alteration of Capital” in Appendix III for further details.

Share Incentive Plans

We have adopted the 2020 Share Incentive Plan and the 2022 Share Incentive Plan, pursuant to which further Shares may be issued. See the section headed “Statutory and general information—D. Share Incentive Plans” in Appendix IV for further details.

SUBSTANTIAL SHAREHOLDERS

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the Introduction, the following persons (other than a Director or chief executive of the Company) will have interests and/or short positions (as applicable) in the Shares or underlying shares of our Company which would fall to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, will be, directly or indirectly, interested in 10% or more of the nominal value of any class of our share capital carrying rights to vote in all circumstances at general meetings of our Company or any other member of our Group:

Name of substantial shareholder	Capacity/Nature of Interest	Number of Shares	Approximate percentage of shareholding in each class of share of our Company upon the completion of the Introduction ⁽¹⁾
<i>Class A Ordinary Shares</i>			
Image Frame Investment (HK) Limited. ⁽²⁾	Beneficial interest	72,309,691	10.0%
Tencent Holdings Limited ⁽²⁾	Interest in a controlled corporation	72,309,691	10.0%
Banyan Partners Fund II, L.P. ⁽³⁾	Beneficial interest	47,286,435	6.6%
Banyan Partners II Ltd. ⁽³⁾	Interest in a controlled corporation	47,286,435	6.6%
CTG Evergreen Investment X Limited ⁽⁴⁾	Beneficial interest	43,130,535	6.0%
CTG Evergreen Investment R Limited ⁽⁴⁾	Beneficial interest	3,606,665	0.5%
Capital Today Evergreen Fund, L.P. ⁽⁴⁾	Interest in controlled corporations	46,737,200	6.5%
Capital Today Evergreen GenPar LTD. ⁽⁴⁾	Interest in controlled corporations	46,737,200	6.5%
Ms. Xin Xu ⁽⁴⁾	Interest in controlled corporations	46,737,200	6.5%
Ceyuan Ventures III, L.P. ⁽⁵⁾	Beneficial interest	37,122,332	5.2%
Ceyuan Ventures Advisors Fund III, LLC ⁽⁵⁾	Beneficial interest	1,334,450	0.2%

SUBSTANTIAL SHAREHOLDERS

Name of substantial shareholder	Capacity/Nature of Interest	Number of Shares	Approximate percentage of shareholding in each class of share of our Company upon the completion of the Introduction ⁽¹⁾
Ceyuan Ventures Management III, LLC ⁽⁵⁾	Interest in controlled corporations	38,456,782	5.3%
<i>Class B Ordinary Shares</i>			
TECHWOLF LIMITED ⁽⁶⁾	Beneficial interest	140,830,401	100%
Mr. Zhao ⁽⁶⁾	Founder of a trust/beneficiary of a trust	140,830,401	100%

Notes:

- (1) The table assumes (i) no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the completion of the Introduction and (ii) no Class B Ordinary Shares are converted into Class A Ordinary Shares. The table also excludes the 28,549,000 Class A Ordinary Shares (as of the Latest Practicable Date) issued to the Depositary for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under the Share Incentive Plans.
- (2) Image Frame Investment (HK) Limited, a company incorporated in Hong Kong, is a subsidiary of Tencent Holdings Limited, a public company listed on the Hong Kong Stock Exchange (SEHK: 0700).
- (3) Banyan Partners Fund II, L.P. is an exempted limited partnership formed under the law of the Cayman Islands. The general partner of Banyan Partners Fund II, L.P. is Banyan Partners II Ltd., a Cayman Islands company, which is beneficially owned by Mr. Hoi Pong Wong.
- (4) CTG Evergreen Investment X Limited, a British Virgin Islands company, and CTG Evergreen Investment R Limited, a British Virgin Islands company, are controlled by Capital Today Evergreen Fund, L.P., whose general partner is Capital Today Evergreen GenPar LTD., a Cayman Islands company. Capital Today Evergreen GenPar LTD. is controlled by Ms. Xin Xu.
- (5) Ceyuan Ventures III, L.P. is an exempted limited partnership formed under the law of the Cayman Islands. Ceyuan Ventures Advisors Fund III, LLC is company formed under the law of the Cayman Islands. Ceyuan Ventures III, L.P. and Ceyuan Ventures Advisors Fund III, LLC are under the common control of Ceyuan Ventures Management III, LLC, which is the general partner of Ceyuan Ventures III, L.P. and sole voting shareholder of Ceyuan Ventures Advisors Fund III, LLC. Mr. Bo Feng and Mr. Ye Yuan collectively hold 100% of the voting power in Ceyuan Ventures Management III, LLC.
- (6) TECHWOLF LIMITED is a British Virgin Islands company. The entire interest in TECHWOLF LIMITED is held by a trust established by Mr. Peng Zhao as the settlor for the benefit of Mr. Zhao and his family.

SUBSTANTIAL SHAREHOLDERS

Except as disclosed above, our Directors are not aware of any other person who will, immediately following the completion of the Introduction (and assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the completion of the Introduction), have any interest and/or short positions in the Shares or underlying shares of our Company which would fall to be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is, directly or indirectly, interested in 10% or more of the nominal value of any class of our share capital carrying rights to vote in all circumstances at general meetings of our Company. Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company or any other member of our Group.

The below table sets out the shareholding and voting rights at general meetings of our Company (except for resolutions with respect to a limited number of Reserved Matters) of our major shareholders immediately before and following the completion of the Introduction.

Name of major shareholder	Class A Ordinary Shares	Class B Ordinary Shares	Approximate	Approximate	Approximate	Approximate
			percentage of shareholding immediately before the completion of the Introduction ⁽¹⁾	percentage of voting rights immediately before the completion of the Introduction ⁽¹⁾	percentage of shareholding immediately following the completion of the Introduction ⁽¹⁾	percentage of voting rights immediately following the completion of the Introduction ⁽¹⁾
Image Frame Investment (HK) Limited. ⁽²⁾	72,309,691	–	8.4%	3.4%	8.4%	3.4%
Banyan Partners Fund II, L.P. ⁽³⁾	47,286,435	–	5.5%	2.2%	5.5%	2.2%
CTG Evergreen Investment X Limited ⁽⁴⁾	43,130,535	–	5.0%	2.0%	5.0%	2.0%
CTG Evergreen Investment R Limited ⁽⁴⁾	3,606,665	–	0.4%	0.2%	0.4%	0.2%
Ceyuan Ventures III, L.P. ⁽⁵⁾	37,122,332	–	4.3%	1.7%	4.3%	1.7%
Ceyuan Ventures Advisors Fund III, LLC ⁽⁵⁾	1,334,450	–	0.2%	0.1%	0.2%	0.1%
TECHWOLF LIMITED ⁽⁶⁾	–	140,830,401	16.3%	66.1%	16.3%	66.1%

Notes (1)-(6): See Notes (1)-(6) to the above table on the immediately preceding pages.

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board consists of nine Directors, comprising five executive Directors, one non-executive Director, and three independent non-executive Directors. The following table provides certain information about the Directors:

Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Roles and responsibilities
Mr. Peng Zhao (趙鵬)	51	Executive Director, Chairman, Chief Executive Officer and Founder	December 2013	January 16, 2014	Responsible for the overall executive and business direction and overall management of our Group
Mr. Yu Zhang (張宇)	45	Executive Director and Chief Financial Officer	September 2019	May 21, 2021	Responsible for the accounting, legal and internal control functions and the capital markets activities of our Group
Mr. Xu Chen (陳旭)	46	Executive Director and Chief Marketing Officer	December 2016	May 21, 2021	Responsible for the marketing, platform operation and public relations functions of our Group
Mr. Tao Zhang (張濤)	40	Executive Director and Chief Technology Officer	December 2013	May 21, 2021	Responsible for the research and development and information technology infrastructure of our Group
Ms. Xiehua Wang (王燮華)	34	Executive Director	October 2016	April 30, 2022	Responsible for the product management of our Group
Mr. Haiyang Yu (余海洋)	39	Non-executive Director	July 4, 2019	July 4, 2019	Providing professional advice, opinion, and guidance to our Board
Mr. Charles Zhaoxuan Yang (楊昭烜)	39	Independent non-executive Director	June 10, 2021	June 10, 2021	Providing professional advice, opinion, and guidance to our Board
Mr. Yonggang Sun (孫永剛)	52	Independent non-executive Director	June 10, 2021	June 10, 2021	Providing professional advice, opinion, and guidance to our Board
Mr. Yusheng Wang (王渝生)	79	Independent non-executive Director	October 9, 2022	October 9, 2022	Providing professional advice, opinion, and guidance to our Board

DIRECTORS AND SENIOR MANAGEMENT

Save as disclosed below, none of the Directors had held any directorships in listed companies during the three years immediately prior to the Latest Practicable Date, there is no other information in respect of the Directors to be disclosed pursuant to Rules 13.51(2)(a) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of Shareholders or potential investors.

Executive Directors

Mr. Peng Zhao (趙鵬), aged 51, is an executive Director and our Founder, and has served as our chairman of the Board and the Chief Executive Officer since our inception and guided our development and growth. Mr. Zhao has more than 17 years of experience in the internet industry and more than 23 years of experience in human resources services. He was an investor and took on a senior management role of Quickerbuy Inc., a service e-commerce platform, from 2011 to 2013. From May 2005 to July 2010, Mr. Zhao was at Zhaopin Ltd., a leading online recruitment platform, where he eventually became Chief Executive Officer. From July 1994 to May 2005, Mr. Zhao devoted his time to youth development research and volunteer projects in social organizations and took on various roles in those organizations including the China Youth Volunteers Association. Mr. Zhao received his bachelor's degree in law from Peking University in 1994.

Mr. Yu Zhang (張宇), aged 45, has served as our Chief Financial Officer since September 2019. He has served as our Director since May 2021 and was re-designated as an executive Director with the effect from date of this document. He is in charge of the accounting, legal and internal control functions and the capital markets activities of our Group. Mr. Zhang has over 15 years of research and investment experience in the technology, media and telecom industry. Prior to joining us, Mr. Zhang worked at UBS from April 2010 to August 2019, with his last position being the managing director of asset management division. Mr. Zhang worked at BDA from January 2005 to April 2010, with his last position being a director of the company, and an engineer at Ericsson from April 2001 to January 2005. Mr. Zhang graduated from Beijing University of Posts and Telecommunications in 2000.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Xu Chen (陳旭), aged 46, has served as our Chief Marketing Officer since February 2018. He has served as our Director since May 2021 and was re-designated as an executive Director with the effect from date of this document. He is in charge of the marketing, platform operation and public relations functions of our Group. Mr. Chen has over 20 years of experience in marketing in the Greater China region. Prior to joining us, Mr. Chen was the vice president at Jiuxianwang, a China-based e-commerce company, from November 2015 to November 2016. Mr. Chen received his bachelor's degree from Beijing Wuzi University.

Mr. Tao Zhang (張濤), aged 40, has served as our Chief Technology Officer since our inception. He has served as our Director since May 2021 and was re-designated as an executive Director with the effect from date of this document. He is in charge of the research and development and information technology infrastructure of our Group. Mr. Zhang has over 14 years of experience in the software engineering and internet industry. Prior to joining us, Mr. Zhang served in various companies, including group companies of IBM, Renren Inc., a China-based social media platform, and Baidu Inc., one of the leading Chinese language Internet search service providers. Mr. Zhang received his bachelor's degree from Beijing Information Engineering College (which was merged with Beijing Institute of Machinery and renamed Beijing Information Science and Technology University in 2008) and master's degree from Beihang University.

Ms. Xiehua Wang (王燮華), aged 34, is currently our Vice President of Product. She has served as our Director since April 2022 and was re-designated as an executive Director with the effect from date of this document. Ms. Wang has over 10 years of experience in product management in internet companies. Prior to joining us, Ms. Wang was a senior product manager of Lianjia (currently known as KE Holdings Inc.), a leading housing transactions and services platform in China. Ms. Wang worked at a group company of Baidu Inc. from June 2013 to April 2016, with her last position being the senior product designer, and worked at a group company of Renren Inc. from July 2012 to May 2013. Ms. Wang received her bachelor's and master's degrees from Communication University of China.

Non-executive Director

Mr. Haiyang Yu (余海洋), aged 39, has served as our Director since July 2019 and was re-designated as a non-executive Director with the effect from date of this document. Mr. Yu is currently a deputy general manager of the investment and acquisition department at a group company of Tencent, a director of DouYu International Holdings Ltd (Nasdaq: DOYU) and a director of Waterdrop Inc. (NYSE: WDH). Mr. Yu was a non-executive director of Tongcheng Travel Holdings Limited (formerly known as Tongcheng-Elong Holdings Limited) (SEHK: 780) from November 2019 to April 2020. Mr. Yu received his bachelor of engineering degree majoring in civil engineering from Tsinghua University in 2005.

DIRECTORS AND SENIOR MANAGEMENT

Independent Non-executive Directors

Mr. Charles Zhaoxuan Yang (楊昭烜), aged 39, has served as an independent Director since June 2021 and was re-designated as an independent non-executive Director with the effect from date of this document. Mr. Yang is the chief financial officer of NetEase, Inc. (Nasdaq: NTES) and an independent director of So-Young International Inc., a company listed on the Nasdaq Global Market (Nasdaq: SY). Prior to joining NetEase, Inc. in 2017, Mr. Yang was an executive director at global investment banking department of J.P. Morgan Securities (Asia Pacific) Limited based in Hong Kong and worked there for almost a decade. Mr. Yang holds a master's degree in business administration from the University of Hong Kong and a bachelor's degree of arts from Wesleyan University. Mr. Yang is a Certified Public Accountant licensed in the State of Michigan and Hong Kong.

Mr. Yonggang Sun (孫永剛), aged 52, has served as an independent Director since June 2021 and was re-designated as an independent non-executive Director with the effect from date of this document. Mr. Sun currently serves as a partner of Z-Park Fund. Prior to joining Z-Park Fund, Mr. Sun served as the vice president of Capital Steel Group Co., Ltd. and the general counsel of China Tietong Group Co., Ltd.. Mr. Sun received his bachelor's degree in law from Renmin University in 1993 and his LL.M. degree from Temple University in 2003.

Mr. Yusheng Wang (王渝生), aged 79, has served as an independent Director since October 2022 and was re-designated as an independent non-executive Director with the effect from date of this document. Mr. Wang is currently a member of China National Education Advisory Committee and the deputy director of Chinese Alliance of Science Popularization. Mr. Wang served as the director of China Science and Technology Museum from 2000 to 2006, and a deputy director, researcher (professor) and doctoral supervisor of the Institute for the History of Natural Science, Chinese Academy of Sciences from 1993 to 2000. Mr. Wang received a bachelor's degree in mathematics from Sichuan Normal University in 1966, a master's degree from the Graduate School of Chinese Academy of Sciences in 1981, and a PhD degree from Chinese Academy of Sciences in 1987.

Legal proceedings involving certain Directors

We and certain of our officers and directors, namely Mr. Peng Zhao, Mr. Yu Zhang, Mr. Xu Chen, and Mr. Tao Zhang, have been named as defendants in a putative securities class action filed on July 12, 2021 in the U.S. District Court for the District of New Jersey, captioned *Bell v. Kanzhun Limited et al*, No. 2:21-cv-13543. On March 4, 2022, Plaintiff filed the Amended Complaint, purportedly brought on behalf of a class of persons who allegedly suffered damages as a result of their trading in our securities between June 11, 2021 and July 2, 2021, both inclusive. The action alleges that we made false and misleading statements regarding our business, operations and compliance practices in violation of Sections 10(b) and 20(a) of the U.S. Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder. Specifically, the complaint alleges that our Registration Statement failed to inform investors that three weeks before the IPO, the CAC found that one of our apps, Dianzhang Zhipin, allegedly violated PRC laws relating to cybersecurity and personal privacy, including the

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unlawful collection of personal information without consent from users. Plaintiff alleges that the undisclosed “risks” associated with this omission materialized on July 5, 2021, when the CAC suspended new user registrations for the Company’s separate app, BOSS Zhipin, pending a cybersecurity review. The complaint seeks unspecified monetary damages under the Exchange Act for alleged losses suffered by members of the putative class as a result of Defendants’ alleged misstatements or omissions in various public disclosures. In May 2022, the Company filed its motion to dismiss the Amended Complaint. Briefing on the motion to dismiss was completed in July 2022, and a decision remains pending. In September 2022, with the aid of a mediator, the parties reached a tentative agreement in principle to settle the case. As a result of such tentative agreement in principle to settle, we recorded a contingent liability in our consolidated statements of profit or loss and consolidated balance sheets for the six months ended and as of June 30, 2022. See note 17 to our consolidated financial statements included in the Accountant’s Report in Appendix I to this document. On November 10, 2022, the Court granted preliminary approval of the parties’ settlement agreement, pursuant to which, without any admission or finding of any wrongdoing on the part of any of the Defendants, the parties agreed that, in consideration of Kanzhun’s payment of US\$2.25 million, all actual and potential claims and causes of action that have been or could have been alleged against Kanzhun and the individual defendant (including the individuals mentioned above) are resolved and discharged and precluded from being raised again in any future action. Kanzhun’s payment of the settlement amount is due by mid-December 2022 and has been paid. The Court scheduled a fairness hearing for March 2023, after which the Court will decide whether to grant final approval of the settlement. The Company is of the view, with which the Company’s U.S. litigation counsel concurs, that the settlement does not and will not have any material impact on the Company’s financial condition or business operations. The Company is of the view that this action also does not affect the suitability of Mr. Peng Zhao, Mr. Yu Zhang, Mr. Xu Chen and Mr. Tao Zhang to continue to act as the director of the Company, because (i) as mentioned above and as stipulated in the parties’ settlement agreement that was reviewed by the Company’s U.S. litigation counsel, any allegations involving the Company and these directors are mooted by the settlement that will discharge all claims in this action and bar any plaintiffs from bringing them again; (ii) the Company believes the allegations involving the Company and the directors are without merit considering, among other things, (a) the complaint fails to allege with requisite particularity why any of the challenged statements were misleading in light of the Company’s disclosure of the precise risks that later emerged, (b) the complaint fails to plead that defendants acted with the requisite state of mind necessary to state a claim (i.e., the Company knowingly or recklessly made the alleged misstatements or omissions) and (c) the complaint fails to plead a causal relationship between the alleged misstatement and the loss suffered by plaintiffs, i.e., the alleged corrective disclosure (the July 5, 2021 temporary removal of the BOSS Zhipin) did not mean that any of the Company’s prior statements were false at the time they were made.

We were notified by Mr. Haiyang Yu that he was involved in a securities class action filed in the U.S. District Court for the Southern District of New York, *Sidney Sandoz, et al. v. Waterdrop Inc., et al.*, 1:21-cv-07683 (the “**Waterdrop Class Action**”) alleging violations of the Securities Act of 1933 in relation to Waterdrop Inc. (“**Waterdrop**”)’s IPO. Mr. Yu currently serves as a director of Waterdrop and, together with certain other executives and directors of Waterdrop and the underwriters of Waterdrop Inc.’s offering, is named as one of the defendants

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in the case. To the best of the Company's knowledge and according to published court records, Plaintiffs filed the initial complaint in the Waterdrop Class Action in September 2021, purportedly on behalf of all investors that purchased or acquired Waterdrop's ADSs pursuant or traceable to its IPO in the U.S. in May 2021. In February 2022, after the lead plaintiff was appointed, Plaintiffs filed an Amended Complaint. The Amended Complaint alleges that the Defendants made misleading statements and omissions in connection with Waterdrop's IPO, in breach of Sections 11 and 15 of the U.S. Securities Act of 1933. Specifically, the complaint alleges that Waterdrop's Registration Statement for its IPO contained misstatements about: (i) Chinese regulators' increased scrutiny over internet-based insurance companies and its impact on Waterdrop's financials and business operations; (ii) the true reasons for Waterdrop's discontinuance of its mutual aid program; (iii) the significant increase in Waterdrop's costs and expenses in the months leading up to its IPO; and (iv) Waterdrop's true financial condition for the first quarter of 2021. The complaint seeks damages allegedly suffered by Plaintiffs as a result of these misstatements. Waterdrop filed a motion to dismiss in April 2022. As of the Latest Practicable Date, the case remained in its preliminary stage and no court had ruled on the substance of the plaintiffs' claims. The amount of any damages that may be sought by Plaintiffs in this action has yet to be alleged or ascertained.

Besides, Mr. Yu was involved in several putative securities class actions filed in state and federal courts alleging violations of the Securities Act of 1933 in relation to Douyu International Holdings Limited ("**DOYU**")'s IPO. Mr. Yu currently serves as a director of DOYU and, together with certain other executives and directors of DOYU, is named as one of the defendants in the actions. The actions have been transferred and consolidated into the two pending actions: *In re Douyu Int'l Holdings Ltd. Secs. Litig.*, Index No. 651703/2020 (Sup. Ct. N.Y. Cty.) (the "**Consolidated State Court Action**"), and *In re Douyu Int'l Holdings Ltd. Secs. Litig.*, 20-cv-7234 (S.D.N.Y.) (the "**Consolidated Federal Court Action**") (collectively, the "**DOYU U.S. Actions**").

To the best of the Company's knowledge and according to published court records, Plaintiffs in the DOYU U.S. Actions were investors who purchased or acquired DOYU's ADSs between July 16, 2019 and January 21, 2020 and do not submit a request for exclusion prior to November 1, 2022 (the "Class"). The Company is not aware of any requests for exclusion being submitted. The relevant complaints brought claims against DOYU, certain of DOYU's directors and officers (including Mr. Yu), underwriters of DOYU's IPO in the U.S., DOYU's process agent, and Tencent, alleging that these defendants made misstatements and omissions in connection with DOYU's IPO in violation of Section 11 of the Securities Act of 1933 and Section 10(b) of the Exchange Act of 1934, among other provisions of the U.S. federal securities laws. Among other things, Plaintiffs allege that DOYU's Registration Statement and other subsequent public disclosures contained misstatements and/or omissions with respect to the following matters: (i) certain interactive gaming features promoted by the DOYU platform ran afoul of Chinese regulations; (ii) DOYU's revenues were inflated by de facto wash transactions where streamers made purchases of virtual gifts for themselves using funds that DOYU had paid to the streamers, and DOYU kicked back half of the purchase price to the streamers; (iii) DOYU's top streamers were either misrepresenting their identities or leaving the Company for competitors; (iv) DOYU was experiencing adverse financial and operational

DIRECTORS AND SENIOR MANAGEMENT

trends at the time of the IPO; (v) at the time of DOYU's IPO, Tencent was planning to make a substantial investment in an upstart rival of DOYU, Kuaishou, and to facilitate Kuaishou's entrance into the eSports market which would challenge DOYU's leading position in China's live gaming market.

DOYU and other defendants filed motions to dismiss Plaintiffs' complaints in both the Consolidated State Court Action and Consolidated Federal Court Action. In March 2021, the state court in New York issued an order that denied Defendants' motion to dismiss in the Consolidated State Court Action. In March 2022, while briefing on plaintiffs' motion for class certification in the Consolidated State Court Action was pending, the parties executed a binding Memorandum of Understanding that set forth the material terms of a settlement agreement, which would settle and resolve all claims against all defendants in the State Action and the Federal Action. In connection with the proposed settlement, the parties filed a stipulation in the Consolidated Federal Court Action in March 2022 that voluntarily dismissed the Consolidated Federal Court Action, subject to the fulfillment of certain conditions, including final approval of the settlement by the state court. The parties filed the executed settlement agreement on June 8, 2022 in the state court and the court issued an order preliminarily approving the settlement in August 2022. On December 1, 2022, following a fairness hearing, the court granted final approval of the parties' settlement of the action.

The settlement will fully release all defendants (including Mr. Yu) from all claims that have been or could be asserted by members of the Class in these actions against the defendants. The settlement did not include any admission of wrongdoing or liability by any defendants. Mr. Yu does not have any personal liability to fund the settlement.

At this time, the Company has no basis to believe that either of the Waterdrop Class Action or the DOYU U.S. Actions impugn the integrity and suitability of Mr. Yu to act as the Company's director, because it is common for directors of a public company listed in the U.S. to be named as an individual defendant in private securities lawsuits, and the mere naming of an individual director as a defendant in these actions does not form a basis for doubting his integrity or suitability to discharge his duties as a director of a public company. In addition, to the best knowledge of the Company, (i) at this time, there is no evidence showing, or dispositive court ruling on, Mr. Yu's personal involvement in making or directing the defendant companies to make any alleged misstatements in a manner that would raise concerns as to his character, experience, integrity and ability to discharge his duties as a director, including fiduciary duties and duties to exercise skill, care and diligence to a standard that commensurate with his position as a director of a listed company in Hong Kong; (ii) similar class actions can often be resolved by the defendants' settlement with the plaintiffs without any admission of wrongdoing by any defendants; (iii) Mr. Yu's role in each of Waterdrop and DOYU is a non-executive director that is not involved in the day-to-day operations but responsible for providing advice, perspective and judgment to their Board on the strategic development and the industry outlook based on his extensive experience in TMT industry; and (iv) the claims in these class actions are not related in any way to, or have any impact on, Mr. Yu's role in our company as a non-executive director responsible for providing advice, perspective and

DIRECTORS AND SENIOR MANAGEMENT

judgment to the Board on the Company's strategic development and the industry outlook based on his extensive experience in TMT industry. Therefore, the Company is of the view that these class actions do not affect Mr. Yu's suitability under Rules 3.08 or 3.09 of the Listing Rules.

SENIOR MANAGEMENT

The following table provides information about members of the senior management of our Company:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of joining our Group</u>	<u>Roles and responsibilities</u>
Mr. Peng Zhao (趙鵬)	51	Executive Director, Chairman, Chief Executive Officer and Founder	December 2013	Responsible for the overall executive and business direction and overall management of our Group
Mr. Yu Zhang (張宇)	45	Executive Director and Chief Financial Officer	September 2019	Responsible for the accounting, legal and internal control functions and the capital markets activities of our Group
Mr. Xu Chen (陳旭)	46	Executive Director and Chief Marketing Officer	December 2016	Responsible for the marketing, platform operation and public relations functions of our Group
Mr. Tao Zhang (張濤)	40	Executive Director and Chief Technology Officer	December 2013	Responsible for the research and development and information technology infrastructure of our Group

Mr. Peng Zhao (趙鵬) is our Founder, an executive Director, chairman of the Board and the Chief Executive Officer of our Company. For further details, please see the paragraphs headed “—Executive Directors” in this section.

Mr. Yu Zhang (張宇) is an executive Director and the Chief Financial Officer of our Company. For further details, please see the paragraphs headed “—Executive Directors” in this section.

Mr. Xu Chen (陳旭) is an executive Director and the Chief Marketing Officer of our Company. For further details, please see the paragraphs headed “—Executive Directors” in this section.

Mr. Tao Zhang (張濤) is an executive Director and the Chief Technology Officer of our Company. For further details, please see the paragraphs headed “—Executive Directors” in this section.

DIRECTORS AND SENIOR MANAGEMENT

JOINT COMPANY SECRETARIES

Ms. Wenbei Wang (王文蓓) has been appointed as one of our joint company secretaries effective upon the Listing.

Ms. Wang currently serves as our Head of Capital Markets and Investor Relations. Ms. Wang joined us in January 2021 and has over 10 years of experience in the finance industry. Prior to joining us, Ms. Wang was a Director at the investment banking department of UBS from April 2012 to January 2021. Ms. Wang received her bachelor's degree in engineering from Tsinghua University.

Ms. Mei Ying Ko (高美英) has been appointed as the other joint company secretary effective upon the Listing. Ms. Ko is a Senior Manager of Corporate Services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services.

Ms. Ko has over 10 years of experience in corporate secretary, auditing and financial reporting. She is familiar with the listing rules of the Hong Kong Stock Exchange, the Companies Ordinance as well as compliance work for offshore companies.

Ms. Ko is an Australia Institute of Certified Public Accountant, a Chartered Secretary, a Chartered Governance Professional and an Associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

Ms. Ko obtained her bachelor of commerce degree in accounting from the Macquarie University in September 2004 and master of science degree in professional accounting and corporate governance from the City University of Hong Kong in February 2015.

MANAGEMENT AND CORPORATE GOVERNANCE

Board Committees

Audit committee

Our audit committee is in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. However, the charter of our audit committee complies with the rules of Nasdaq and the rules of the SEC. The primary duties of the audit committee are the primary duties of the audit committee are, among other things, to monitor the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters, review the adequacy of our internal control over financial reporting, and review all related party transactions for potential conflict of interest situations and approving all such transactions. The audit committee comprises three members, namely Mr. Charles Zhaoxuan Yang, Mr. Yonggang Sun, and Mr. Yusheng Wang. Mr. Yang, being the chairman of the audit committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT

Compensation committee

Our compensation committee is in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. However, the charter of our compensation committee complies with the rules of Nasdaq and the rules of the SEC. The primary duties of the compensation committee are to review and make recommendations to the Board with respect to director compensation, evaluate the performance of our Chief Executive Officer and review and make recommendations to the Board regarding the terms of his compensation, and review and approve the compensation of our other executive officers and senior management. The compensation committee comprises Mr. Yonggang Sun, Mr. Charles Zhaoxuan Yang and Mr. Peng Zhao, with Mr. Sun as the chairman of the compensation committee.

Nomination committee

We currently have a nominating and corporate governance committee, which will be re-designated and separated into (i) a nomination committee and (ii) a corporate governance committee effective upon the Listing. Our nomination committee will comply with the requirements in respect of nomination committees in the Corporate Governance Code set out in Appendix 14 to the Listing Rules and Chapter 8A of the Listing Rules (with effect from the Listing). The primary duties of the nomination committee are, among other things, to develop and recommend to the Board criteria for board and committee membership and to recommend to the Board the persons to be nominated for election as Directors and to each of the Board's committees. The nomination committee will comprise Mr. Charles Zhaoxuan Yang, Mr. Yonggang Sun and Mr. Peng Zhao, with Mr. Yang as the chairman of the nomination committee, effective upon the Listing.

Corporate governance committee

Our corporate governance committee will comply with the requirements in the Corporate Governance Code set out in Appendix 14 to the Listing Rules and Chapter 8A of the Listing Rules (with effect from the Listing). The primary duties of the corporate governance committee are, among other things, to ensure that the Company is operated and managed for the benefit of all shareholders and to ensure the Company's compliance with the Listing Rules and safeguards relating to the weighted voting rights structures of the Company, and develop and recommend to the Board a set of corporate governance guidelines. Our corporate governance committee will comprise Mr. Yusheng Wang, Mr. Charles Zhaoxuan Yang and Mr. Yonggang Sun with Mr. Wang as the chairman of the corporate governance committee, effective upon the Listing.

DIRECTORS AND SENIOR MANAGEMENT

In accordance with Rule 8A.30 of the Listing Rules and the Corporate Governance Code set out in Appendix 14 of the Listing Rules, the work of our corporate governance committee as set out in its terms of reference includes:

- (a) to develop and review periodically, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the Stock Exchange, and recommend any desirable changes to the Board;
- (b) to advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and making recommendations to the Board on all matters of corporate governance and on any corrective action to be taken;
- (c) to review and monitor the training and continuous professional development of directors and senior management;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- (e) to review the Company's compliance with Appendix 14 to the Listing Rules and disclosure in the corporate governance report under Appendix 14 to the Listing Rules;
- (f) to review and monitor whether the Company is operated and managed for the benefit of all its shareholders;
- (g) to confirm, on an annual basis, that the beneficiaries of weighted voting rights have been members of the Company's board of directors throughout the year and that no matters under Rule 8A.17 of the Listing Rules have occurred during the relevant financial year;
- (h) to confirm, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules throughout the year;
- (i) to review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, its subsidiary or consolidated affiliated entity and/or shareholder on one hand and any beneficiary of weighted voting rights on the other;
- (j) to review and monitor all risks related to the Company's WVR structure, including connected transactions between the Company and/or its subsidiary or consolidated affiliated entity and/or shareholder on one hand and any beneficiary of weighted voting rights on the other and make a recommendation to the Board on any such transaction;

DIRECTORS AND SENIOR MANAGEMENT

- (k) to make a recommendation to the Board as to the appointment or removal of the Compliance Adviser;
- (l) to report on the work of the corporate governance committee on at least a half yearly and annual basis covering all areas of its terms of reference; and
- (m) to disclose, on a comply or explain basis, its recommendations to the Board in respect of the matters in (i), (j) and (k) in its report referred to in sub-paragraph (l) above.

Pursuant to Rule 8A.32 of the Listing Rules, the Corporate Governance Report prepared by our Company for inclusion in our interim and annual reports after Listing will include a summary of the work of the corporate governance committee for the relevant period.

Role of Our Independent Non-executive Directors

Pursuant to Rule 8A.26 of the Listing Rules, the role of the independent non-executive directors of a listed company with WVR structure must include, but is not limited to, the functions described in code provisions A.6.2, A.6.7 and A.6.8 of the Corporate Governance Code. The functions of our independent non-executive Directors include:

- (a) to participate in board meetings to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
- (b) to take the lead where potential conflicts of interests arise;
- (c) to serve on the audit, compensation, nomination, and corporate governance committees and other governance committees, if invited;
- (d) to scrutinize our Company's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting;
- (e) to give the Board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation;
- (f) to make a positive contribution to the development of our Company's strategy and policies through independent, constructive and informed comments; and
- (g) to attend general meetings and developing a balanced understanding of the views of our Shareholders.

DIRECTORS AND SENIOR MANAGEMENT

Corporate Governance Code

We aim to achieve high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. In order to accomplish this, we expect to comply with the Corporate Governance Code set out in Appendix 14 to the Listing Rules save for the below.

Code provision A.2.1 of the Corporate Governance Code and Corporate Governance Report in Appendix 14 to the Listing Rules, recommends, but does not require, that the roles of chairman and chief executive should be separate and should not be performed by the same person. The Company deviates from this provision because Mr. Peng Zhao performs both the roles of the chairman of the Board and the Chief Executive Officer of the Company. Mr. Zhao is the Founder of our Group and has extensive experience in the business operations and management of our Group. Our Board believes that vesting the roles of both chairman of the Board and Chief Executive Officer to Mr. Zhao has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient overall strategic planning for the Group. This structure will enable our Company to make and implement decisions promptly and effectively. Our Board considers that the balance of power and authority will not be impaired due to this arrangement. In addition, all major decisions are made in consultation with members of the Board, including the relevant Board committees and independent non-executive Directors. Our Board will reassess the division of the roles of chairman and the chief executive officer from time-to-time, and may recommend dividing the two roles between different people in the future, taking into account the circumstances of our Group as a whole.

Management Presence

According to Rule 8.12 of the Listing Rules, we must have sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong.

Since the principal business operations of our Group are conducted in the Chinese mainland, members of our senior management are, and are expected to continue to be, based in the Chinese mainland. Further, as our executive Directors have a vital role in our Group's operations, it is crucial for them to remain in close proximity to our Group's central management located in the Chinese mainland. Our Company does not and, for the foreseeable future, will not have a sufficient management presence in Hong Kong. We have applied for, and the Stock Exchange has granted, a waiver from compliance with Rule 8.12 of the Listing Rules. For further details, see "Waivers—Management Presence in Hong Kong."

DIRECTORS AND SENIOR MANAGEMENT

Board Diversity

Our Company has adopted a board diversity policy which sets out the approach to achieve diversity of the Board. Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining our Company's competitive advantage and enhancing its ability to attract, retain, and motivate employees from the widest possible pool of available talent. Pursuant to the board diversity policy, in reviewing and assessing suitable candidates to serve as a director of our Company, the nomination committee will consider a number of factors, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience. Pursuant to the board diversity policy, the nomination committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for formal adoption.

DIRECTORS' REMUNERATION

Our Directors and senior management receive remuneration, including salaries, allowances and benefits in kind, employer's contributions to a retirement benefit scheme, discretionary bonuses and share-based compensation expenses.

The aggregate amount of remuneration (including fees, salaries, allowances and benefits in kind, performance related bonuses, share-based compensation expenses and pension scheme contributions) for our Directors for the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 was approximately RMB0.5 million, RMB533.8 million, RMB1,551.9 million and RMB46.1 million, respectively.

The aggregate amount of remuneration (including salaries, allowances and benefits in kind, performance related bonuses, share-based compensation expenses and pension scheme contributions) for the five highest paid individuals who are not our Directors for the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 was approximately RMB14.3 million, RMB60.6 million, RMB66.6 million and RMB38.7 million, respectively.

Save as disclosed above, no other payments have been paid or are payable, in respect of the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 by our Company to our Directors. No remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Group. No compensation was paid to, or receivable by, our Directors or past directors for the Track Record Period for the loss of office as director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of our Directors waived any emoluments during the same period.

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISER

We have appointed Guotai Junan Capital Limited as our Compliance Adviser pursuant to Rules 3A.19 and 8A.33 of the Listing Rules. The Compliance Adviser will provide us with guidance and advice as to compliance with the requirements under the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 and 8A.34 of the Listing Rules, the Compliance Adviser will advise our Company, among others, in the following circumstances:

- (a) before the publication of any regulatory announcement, circular, or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (c) where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or trading volume of its listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules;
- (d) the WVR structure;
- (e) transactions in which any beneficiary of weighted voting rights in the Company has an interest; and
- (f) where there is a potential conflict of interest between the Company, its subsidiary and/or Shareholders (considered as a group) on one hand and any beneficiary of weighted voting rights in the Company on the other.

The term of appointment of the Compliance Adviser shall commence on the Listing Date and will be on a permanent basis.

COMPETITION

Each of the Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which materially competes or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules.

FUTURE PLANS AND PROSPECTS

FUTURE PLANS AND PROSPECTS

See “Business—Strategies” in this document for a detailed description of our future plans.

REASONS FOR THE INTRODUCTION

Our Directors consider that it would be desirable and beneficial for our Company to apply for a primary listing on the Stock Exchange by way of Introduction as our Directors believe that the stock markets in Hong Kong and the United States attract different investors. Please see “Information about This Document and the Introduction” in this document for further details. The Introduction on the Stock Exchange may enhance our Company’s profile in Hong Kong, facilitate investment by Hong Kong investors, enable our Company to gain access to Hong Kong’s capital markets and benefit our Company by exposing us to a wide range of private and institutional investors. Our Directors consider that this is important for our Company’s future growth and long-term development.

MARKET ARRANGEMENTS TO FACILITATE DEALINGS IN HONG KONG

REGISTRATION, DEALINGS AND SETTLEMENT

Please refer to the section headed “Information about this Document and the Introduction” for further details about: (i) registration and stamp duty; (ii) share certificates in respect of Shares registered in our Hong Kong share register; (iii) converting ADSs to Class A Ordinary Shares registered in Hong Kong; (iv) eligibility of Class A Ordinary Shares for admission into CCASS; (v) dealings in Class A Ordinary Shares on the Hong Kong Stock Exchange; and (vi) settlement information.

ARRANGEMENTS TO FACILITATE TRANSFERS TO HONG KONG AND CONVERSION OF ADSs TO SHARES

Arrangements have been made to facilitate: (a) for holders of our Class A Ordinary Shares, the migration of Shares from our principal share register in the Cayman Islands to our Hong Kong share register; and (b) for holders of ADSs, services for converting ADSs to Class A Ordinary Shares, to ensure that there would be sufficient liquidity immediately upon and shortly after, commencement of dealings in Hong Kong. Please refer to the section headed “Information about this Document and the Introduction – Depository” for further details.

If you do not currently have a broker/CCASS account open through which you can trade Hong Kong listed securities on the Hong Kong Stock Exchange, please contact a broker to open an account.

For holders of our Class A Ordinary Shares who have already submitted the specimen signature(s) to Hong Kong Share Registrar and opened a broker account in Hong Kong or otherwise have a CCASS Investor Participant stock account, such Shareholders shall make necessary arrangements with the broker or arrange personally for deposit of their Class A Ordinary Shares into the relevant CCASS Participant’s stock account or CCASS Investor Participant stock account.

For holders of our ADSs who wish to cancel their ADSs to withdraw the Class A Ordinary Shares they represent, and who have already opened a broker account in Hong Kong or otherwise have a CCASS Investor Participant stock account, such ADS holders shall instruct the broker to arrange, or arrange personally, for surrender of the ADSs to the Depository for cancellation of the ADSs and the transfer of the Class A Ordinary Shares withdrawn from the Depository’s account with the Custodian within the CCASS system to the investor’s Hong Kong stock account.

We have arranged with our principal share registrar in the Cayman Islands and Hong Kong Share Registrar to arrange for the removal of a portion of our Class A Ordinary Shares (which includes all of our Class A Ordinary Shares represented by ADSs) from our Cayman Islands share register to our Hong Kong share register prior to the Listing at no additional cost to the Shareholders.

MARKET ARRANGEMENTS TO FACILITATE DEALINGS IN HONG KONG

BRIDGING ARRANGEMENTS

Intended market arrangements during the Designated Period

Designated Dealers

We have appointed Goldman Sachs (Asia) Securities Limited as the designated securities dealer (designated dealer identity number: 7693) (the “**Designated Dealer**”) and Haitong International Securities Company Limited (designated dealer identity number: 7694) as the alternate designated securities dealer (the “**Alternate Designated Dealer**”), each being a regulated entity approved by the Hong Kong Stock Exchange, to carry out below bridging and other trading arrangements in good faith and on arm’s length terms with a view to contributing towards liquidity to meet demand for our Shares in Hong Kong and to maintain an orderly market. The Designated Dealer and the Alternate Designated Dealer have been appointed for a period of 30 calendar days commencing from the Listing Date.

The designated dealer identity numbers have been set up solely for the purposes of carrying out arbitrage trades, covered short-sales and other trades in Hong Kong as described in this document, in order to ensure identification and enhance transparency of such trades in the Hong Kong market. Any change in a designated dealer identity number will be disclosed as soon as practicable by way of announcement on the websites of our Company and the Hong Kong Stock Exchange as well as our Company’s filings with the SEC published on the SEC’s website on or before the first day of the Designated Period.

Bridging and liquidity arrangements

For a period of 30 calendar days commencing on the Listing Date (the “**Designated Period**”), the Designated Dealer, on its own account, will seek to undertake, or, under the circumstance that the trades cannot be undertaken by the Designated Dealer as a result of technical failures, request the Alternate Designated Dealer to undertake, certain trading activities in circumstances as described below. The Designated Period will end on January 20, 2023 (being the period of 30 calendar days from and including the Listing Date). The Alternate Designated Dealer will only undertake trading activities at the request of the Designated Dealer. The Designated Dealer and the Alternate Designated Dealer envisage undertaking the below activities for the purposes of facilitating the trading of our Class A Ordinary Shares in Hong Kong upon Listing and maintaining an orderly market for our Class A Ordinary Shares on the Hong Kong Stock Exchange:

- (a) *Stock borrowing arrangements.* On December 15, 2022, Goldman Sachs International as borrower, entered into a stock borrowing and lending agreement (the “**Stock Borrowing Agreement**”) with Image Frame Investment (HK) Limited as lender (the “**Lender**”) to ensure that the Designated Dealer and/or the Alternate Designated Dealer will have ready access to appropriate quantities of Class A Ordinary Shares for settlement purposes upon Listing and throughout the Designated Period.

MARKET ARRANGEMENTS TO FACILITATE DEALINGS IN HONG KONG

Pursuant to the Stock Borrowing Agreement, the Lender will make available to the borrower stock lending facilities of up to approximately 18,019,352 Class A Ordinary Shares (the “**Borrowed Shares**”), or approximately 2.5% of the Class A Ordinary Shares in issue immediately upon Listing (assuming no additional Shares are issued under the Share Incentive Plans between the Latest Practicable Date and the Listing and excluding the Class A Ordinary Shares issued to the Depositary for bulk issuance of ADSs reserved for future issuance upon the exercise or vesting of awards granted under the Share Incentive Plans), on one or more occasions, subject to applicable Laws. The Borrowed Shares will be registered on our Hong Kong share register and admitted into CCASS prior to and upon Listing. Under the Stock Borrowing Agreement, the Borrowed Shares shall be returned to the Lender within 15 business days after the expiry of the Designated Period. To close out their borrowed positions, the Designated Dealer and/or the Alternate Designated Dealer may purchase ADSs from Nasdaq and convert such ADSs into Class A Ordinary Shares or purchase Class A Ordinary Shares from the Hong Kong Stock Exchange or use any unutilised Borrowed Shares registered on our Hong Kong share register to transfer to the Lender.

If necessary, the Designated Dealer and/or the Alternate Designated Dealer may repeat the process or alternatively may purchase Class A Ordinary Shares from the Hong Kong market, in order to provide additional liquidity to meet demand for our Class A Ordinary Shares in the Hong Kong market during the Designated Period. In the unlikely event that the Borrowed Shares falls short of what is required, the Designated Dealer and the Alternate Designated Dealer will have the option to purchase additional ADSs from the U.S. market and convert these to Class A Ordinary Shares in Hong Kong in order to further facilitate the liquidity arrangements if necessary.

- (b) during the Designated Period, the Designated Dealer and the Alternate Designated Dealer will closely monitor the trading of our Class A Ordinary Shares and continue to replenish their Share inventory in the U.S. or Hong Kong market when there is a demand while carrying out the liquidity trades. Once the market opens and during the Continuous Trading Period (as defined in the Rules and Regulations of the Exchange and the Options Trading Rules (“**Rules of the Exchange**”)), the Designated Dealer and/or the Alternate Designated Dealer will adopt various pre-determined quantitative and other parameters, including continuous monitoring of bid/ask price, closing price, last recorded price, day high/low price, trading volume, intra-day volatility, availability of sell orders in the market, macro backdrop, sector and company related news, in order to form decisions of liquidity arrangements on a real-time basis and to further provide facilitation services to buyers and sellers, and as such, they may sell more stock out of their inventory. The Designated Dealer and/or the Alternate Designated Dealer will monitor the market closely to ensure on a timely basis such sell orders are placed in the market as necessary to provide and facilitate liquidity while maintaining an orderly and fair market. They will consider increasing sell orders while ensuring that they do not artificially push down share price. On the other hand, should supply exceed demand, they may opt to further build up their inventory by purchasing stock from buyers. The Designated Dealer and/or the Alternate Designated Dealer will also work on the set of parameters to provide liquidity arrangements during the Continuous Trading

MARKET ARRANGEMENTS TO FACILITATE DEALINGS IN HONG KONG

Period (as defined in the Rules of the Exchange). If the Designated Dealer and/or the Alternate Designated Dealer choose to purchase ADSs overnight on Nasdaq, the date of settlement for ADSs is on the second business day following the trade date (T+2). The Designated Dealer and/or the Alternate Designated Dealer can subsequently present ADRs evidencing such ADSs at the office of the Depositary, and send an instruction to cancel such ADSs to the Depositary. Upon payment of fees, expenses, taxes or charges and subject in all cases to the terms of the deposit agreement, the Depositary will instruct its custodian to deliver the Class A Ordinary Shares underlying the cancelled ADSs to Designated Dealer's and/or Alternate Designated Dealer's CCASS participant stock accounts provided in the instruction, in all cases subject to there being a sufficient number of Class A Ordinary Shares on the Hong Kong share register to facilitate a withdrawal from the ADS program directly into the CCASS system. If there is no delay, these Shares will be available the following morning Hong Kong time (T+2) at the earliest for settlement of Shares sold on or after T+2 by the Designated Dealer and/or the Alternate Designated Dealer on the Hong Kong Stock Exchange. While such transfer of Class A Ordinary Shares take place, the Designated Dealer and/or the Alternate Designated Dealer will utilize Class A Ordinary Shares borrowed under the Stock Borrowing Agreement for settlement of the sales made in Hong Kong. Alternatively, the Designated Dealer and/or Alternate Designated Dealer may purchase Class A Ordinary Shares from the Hong Kong market to replenish their Share inventory.

- (c) The Designated Dealer and/or Alternate Designated Dealer will enter into such bridging and liquidity arrangements (including the arbitrage activities) with a view to contributing towards the liquidity of our Class A Ordinary Shares in Hong Kong, and they intend for such bridging arrangements to constitute proprietary transactions. In light of the above bridging and liquidity arrangements, our Company and the Joint Sponsors are of the view that there are adequate and effective precautionary measures in place to facilitate the maintenance of an orderly, informed and fair market in the securities of our Company upon and following its Listing in Hong Kong. Other than the Designated Dealer and the Alternate Designated Dealer, trading activities may be carried out by market participants who have access to our Class A Ordinary Shares. Also, other existing Shareholders who have converted their shareholdings into our Class A Ordinary Shares in Hong Kong upon the commencement of trading can also carry out trades in our Class A Ordinary Shares to facilitate the liquidity of the trading of our Class A Ordinary Shares on the Hong Kong Stock Exchange. Such activities will depend on the number of market participants (other than the Designated Dealer and the Alternate Designated Dealer) who elect to enter into such bridging and liquidity arrangements.

The bridging and liquidity arrangements being implemented in connection with the Listing are not equivalent to the price stabilization activities which may be undertaken in connection with an initial public offering.

MARKET ARRANGEMENTS TO FACILITATE DEALINGS IN HONG KONG

It should be noted that each of the Designated Dealer and the Alternate Designated Dealer and any persons acting for it may, in connection with the proposed liquidity activities, maintain a long position in the Class A Ordinary Shares. There is no certainty regarding the extent, time or the period for which each of the Designated Dealer and the Alternate Designated Dealer and any persons acting for it may maintain such a long position in the Class A Ordinary Shares. The liquidation of any such long position by the Designated Dealer and the Alternate Designated Dealer or any persons acting for it may have an adverse impact on the market price of the Class A Ordinary Shares.

There are no restrictions on existing Shareholders to dispose of their Shares under Hong Kong laws. Under the Hong Kong Listing Rules, apart from the restrictions under Rules 9.09(b) (in which a waiver has been sought and obtained from the Hong Kong Stock Exchange) and 10.07 of the Listing Rules, there are no other restrictions on existing Shareholders in relation to the disposal of Shares. For further details in respect of the waiver from strict compliance with Rule 9.09(b) of the Hong Kong Listing Rules, please refer to the section headed “Waivers – Dealing in Shares prior to Listing” in this document.

Waiver in relation to short selling

Certain trades envisaged to be carried out by the Designated Dealer and the Alternate Designated Dealer during the Designated Period may constitute covered short-selling (or be deemed to constitute short-selling) under Hong Kong laws. The Rules of the Exchange prohibit short-selling other than short selling of Designated Securities (as defined in the Rules of the Exchange) during the Pre-opening Session (as defined in the Rules of the Exchange), the Continuous Trading Period (as defined in the Rules of the Exchange) and the Closing Auction Session (as defined in the Rules of the Exchange).

The Designated Dealer and the Alternate Designated Dealer, have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, an exemption: (i) from the regulation to allow the Designated Dealer and the Alternate Designated Dealer to short sell the Company’s Class A Ordinary Shares which have not yet been admitted as Designated Securities; and (ii) from the regulation that a short sale shall not be made on the Hong Kong Stock Exchange below the POS reference price during the Pre-opening Session, the best current ask price during the Continuous Trading Session or the CAS reference price during the Closing Auction Session, and variation of Rule 563D(1) of the Listing Rules to permit the Designated Dealer and the Alternate Designated Dealer to conduct short selling transactions during the Pre-Opening Session, the Continuous Trading Session and the Closing Auction Session during the Designated Period despite the Shares are not designated as Designated Securities.

No person other than the Designated Dealer and the Alternate Designated Dealer (including their respective affiliates authorized to carry out trading activities) is permitted to enter into short sales of our Class A Ordinary Shares on the Hong Kong Stock Exchange during

MARKET ARRANGEMENTS TO FACILITATE DEALINGS IN HONG KONG

the Designated Period or thereafter unless the Shares are designated for short-selling by the Hong Kong Stock Exchange. Upon the expiry of the Designated Period, the Designated Dealer and the Alternate Designated Dealer will not be able to engage in further bridging and liquidity activities described above in respect of our Class A Ordinary Shares on the Hong Kong Stock Exchange unless our Class A Ordinary Shares are designated for short-selling by the Hong Kong Stock Exchange.

Spread of shareholdings

It is expected that the following measures and factors will assist in creating and/or improving the spread of holdings of our Class A Ordinary Shares available for trading on the Hong Kong Stock Exchange following the Listing.

ADS holders may at their discretion cancel their ADSs and withdraw Class A Ordinary Shares from the ADS program as described in the section headed “Information about this Document and the Introduction” in this document. For further details, please refer to the section headed “Information about this Document and the Introduction”. To the extent that existing ADS holders elect to cancel their ADSs and to receive the corresponding Class A Ordinary Shares tradable on the Hong Kong Stock Exchange shortly after Listing, such converted Class A Ordinary Shares will help contribute to the general liquidity of our Class A Ordinary Shares in the Hong Kong market.

Our Directors consider that, having regard to the arrangements described in “– Intended market arrangements during the Designated Period” and “– Investor education” in this section, all reasonable efforts have been made to facilitate the migration of our Shares to the Hong Kong share register which shall provide sufficient basis for an open market at the time of the Listing.

Benefits of bridging and liquidity arrangements

We believe that the above market arrangements will benefit the Listing in the following ways:

- (a) the above stock borrowing will ensure that the Designated Dealer and the Alternate Designated Dealer have sufficient Class A Ordinary Shares registered on our Hong Kong share register and admitted into CCASS to meet the demands of public investors in Hong Kong from the commencement of Listing and for a reasonable period of time, being the Designated Period, to maintain liquidity in the trading of our Class A Ordinary Shares on the Hong Kong Stock Exchange;
- (b) additionally, trades carried out by the Designated Dealer and the Alternate Designated Dealer during the Designated Period would be according to guidelines for the additional purpose of maintaining an orderly market in which our Class A Ordinary Shares are traded in Hong Kong;

MARKET ARRANGEMENTS TO FACILITATE DEALINGS IN HONG KONG

- (c) the bridging arrangements are perceived to be a mechanism which is fair to all market participants who have access to our Shares, as it is open to all of our Shareholders and other market participants who have such access to carry out trades similar to those to be carried out by the Designated Dealer and the Alternate Designated Dealer to facilitate the liquidity in the trading of our Class A Ordinary Shares in the Hong Kong market; and
- (d) by seeking to minimize the risk of a disorderly market developing from significant demand for Class A Ordinary Shares not fulfilled in Hong Kong upon and during the initial period after Listing.

INVESTOR EDUCATION

Arrangements involving our Company and the Joint Sponsors

Prior to the Listing, our Company and the Joint Sponsors will cooperate to inform the investor community of general information about our Company, as well as developments and/or changes to the market arrangements disclosed in this document.

After Listing, our Company and the Joint Sponsors may continue to take measures to educate the public. The following measures may be taken to enhance transparency of our Company and the market arrangements, as appropriate:

- (a) media briefings and press interviews to inform investors of the arrangements;
- (b) analyst briefings to local brokerages/research houses;
- (c) investor relations activities, such as a non-deal road show, to maintain the interest of investors in our Class A Ordinary Shares and our business;
- (d) details of the available pool of Class A Ordinary shares (with the aggregate number of Class A Ordinary Shares which have been registered on the Hong Kong share register and the inventory held by the Designated Dealer, and the designated dealer identity number(s) for carrying out liquidity activities) at the time of the Listing to meet the demand in the Hong Kong market will be disclosed by way of an announcement on the websites of our Company and the Hong Kong Stock Exchange not later than one business day before the commencement of trading of our Class A Ordinary Shares on the Hong Kong Stock Exchange;
- (e) information, including the previous day closing price of our Company, trading volume and other relevant historical trading data will be disclosed by way of a daily announcement on the websites of our Company and the Hong Kong Stock Exchange during a period of three business days prior to the commencement of dealings in our Class A Ordinary Shares on the Hong Kong Stock Exchange;

MARKET ARRANGEMENTS TO FACILITATE DEALINGS IN HONG KONG

- (f) information on developments and updates of the liquidity arrangements (for example, updates on the accumulated average daily trading volume of our Class A Ordinary Shares on the Hong Kong Stock Exchange at interim periods) will be disclosed by way of announcement on the websites of our Company and the Hong Kong Stock Exchange on a weekly basis during the Designated Period; and
- (g) electronic copies of this document will be available for public download from the websites of our Company and the Hong Kong Stock Exchange.

Historical trading information in respect of our ADSs on Nasdaq

Historical ADSs prices may not be indicative of the prices at which the ADSs will be traded following completion of the Introduction. See “Risk Factors – Risks Relating to our Shares and our ADSs” for further details. The following table summarises the reported highs, lows, month ends and monthly averages of the closing trading prices of our ADSs from June 11, 2021 to the Latest Practicable Date:

	<u>High</u>	<u>Low</u>	<u>Month End</u>	<u>Monthly average</u>
	US\$	US\$	US\$	US\$
2021				
June	42.05	36.31	39.65	38.46
July	37.10	29.46	34.45	34.04
August	36.96	32.14	36.86	34.84
September	39.09	35.47	35.99	37.20
October	38.16	32.83	35.10	35.23
November	39.68	31.98	31.98	35.62
December	40.62	29.50	34.88	34.49
2022				
January	36.92	26.00	30.29	30.98
February	34.38	29.54	32.30	32.37
March	30.54	16.03	24.91	24.80
April	28.25	19.47	23.53	23.17
May	23.72	15.45	20.22	18.94
June	28.16	19.94	26.28	24.56
July	27.78	23.51	23.51	25.02
August	24.37	19.94	23.49	21.95
September	23.75	16.88	16.88	20.91
October	19.16	10.74	10.93	14.90
November	18.82	11.95	18.82	14.76
December 1 to December 6, 2022, the Latest Practicable Date	19.54	17.90	19.51	19.12

MARKET ARRANGEMENTS TO FACILITATE DEALINGS IN HONG KONG

The following table set forth the average daily trading volume and turnover of each month of our ADSs from the commencement of trading of our ADSs on Nasdaq on June 11, 2021 to the Latest Practicable Date:

	Average daily trading volume		Average daily turnover
	(ADSs in millions)	(% of total underlying Shares)	(US\$ in millions)
2021			
June	3.17	0.8%	117.74
July	1.77	0.4%	58.16
August	0.61	0.1%	21.28
September	0.65	0.2%	24.38
October	0.84	0.2%	29.51
November	1.58	0.4%	54.27
December	4.59	1.1%	163.37
2022			
January	4.08	0.9%	125.13
February	2.69	0.6%	87.74
March	6.38	1.5%	152.91
April	2.14	0.5%	50.42
May	2.44	0.6%	46.00
June	5.57	1.3%	139.35
July	2.48	0.6%	62.61
August	3.70	0.8%	82.88
September	1.64	0.4%	33.84
October	2.49	0.6%	33.69
November	2.89	0.7%	43.75
December 1 to December 6, 2022, the Latest Practicable Date	5.37	1.2%	104.16

Inventory of Shares to meet Hong Kong demand

Taking into account the average daily trading volume of our ADSs on Nasdaq in the three months prior to the Latest Practicable Date, the average daily trading volume, within one (1) month and three (3) months immediately after listings, of certain dual-listed companies recently listed in Hong Kong with market capitalization and turnover similar to that of our Company and the investor education measures as stated above, the Joint Sponsors believe that the above arrangements should provide a reasonable basis to facilitate the development of an open and orderly market in Hong Kong for the Shares.

MARKET ARRANGEMENTS TO FACILITATE DEALINGS IN HONG KONG

DISCLOSURE AND OTHER SOURCES OF INFORMATION

Disclosure of market arrangements and investor education

As disclosed in “– Investor education” above, we have, and will continue to, take various measures to keep our Shareholders, investors and the market informed about our market arrangements, including dealing activities under the bridging and liquidity arrangements, and investor education prior to and after Listing. This includes, in addition to those disclosed in “– Investor education” above, the following measures:

- (a) publishing an announcement on the websites of the Company and the Hong Kong Stock Exchange as soon as practicable and in any event before 9:00 a.m., Hong Kong time, on the business day immediately before the Listing Date disclosing the number of Class A Ordinary Shares to be removed from our principal share register in the Cayman Islands and registered on our Hong Kong share register;
- (b) the interests of, and changes in interests from the dealings of, the Designated Dealer and the Alternate Designated Dealer in our Class A Ordinary Shares will be disclosed on the website of the Hong Kong Stock Exchange in accordance with Part XV of the SFO and other applicable Laws; and
- (c) additional information about our Company can be found in our Company’s filings with the SEC published on the SEC’s website.

Sources of information

Source	Designated website
Company	<u>ir.zhipin.com</u>
Hong Kong Stock Exchange	<u>www.hkexnews.hk</u>
U.S. Securities and Exchange Commission	<u>www.sec.gov</u>

The following is the text of a report set out on pages I-1 to I-3, received from the Company's reporting accountant, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document. It is prepared and addressed to the directors of the Company and to the Joint Sponsors pursuant to the requirements of HKSIR 200, Accountants' Reports on Historical Financial Information in Investment Circulars issued by the Hong Kong Institute of Certified Public Accountants.



羅兵咸永道

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF KANZHUN LIMITED AND GOLDMAN SACHS (ASIA) L.L.C. AND MORGAN STANLEY ASIA LIMITED

Introduction

We report on the historical financial information of KANZHUN LIMITED (the "Company") and its subsidiaries (together, the "Group") set out on pages I-4 to I-72, which comprises the consolidated balance sheets as at December 31, 2019, 2020 and 2021 and June 30, 2022, the company balance sheets as at December 31, 2019, 2020, 2021 and June 30, 2022, and the consolidated statements of comprehensive (loss)/income, the consolidated statements of changes in shareholders' (deficit)/equity and the consolidated statements of cash flows for each of the years ended December 31, 2019, 2020 and 2021 and for the six months ended June 30, 2022 (the "Track Record Period") and a summary of significant accounting policies and other explanatory information (together, the "Historical Financial Information"). The Historical Financial Information set out on pages I-4 to I-72 forms an integral part of this report, which has been prepared for inclusion in the listing document of the Company dated December 16, 2022 in connection with the listing of shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited.

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and preparation set out in Note 2.1 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountant's responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200, *Accountants' Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountant's judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountant considers internal control relevant to the entity's preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and preparation set out in Note 2.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountant's report, a true and fair view of the financial position of the Company as at December 31, 2019, 2020, 2021 and June 30, 2022 and the consolidated financial position of the Group as at December 31, 2019, 2020 and 2021 and June 30, 2022 and of its consolidated financial performance and its consolidated cash flows for the Track Record Period in accordance with the basis of presentation and preparation set out in Note 2.1 to the Historical Financial Information.

Review of stub period comparative financial information

We have reviewed the stub period comparative financial information of the Group which comprises the consolidated statements of comprehensive (loss)/income, the consolidated statements of changes in shareholders' (deficit)/equity and the consolidated statements of cash flows for the six months ended June 30, 2021 and other explanatory information (the "Stub Period Comparative Financial Information"). The directors of the Company are responsible for the presentation and preparation of the Stub Period Comparative Financial Information in accordance with the basis of presentation and preparation set out in Note 2.1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Stub Period Comparative Financial Information based on our review. We conducted our review in accordance with International Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the International Auditing and Assurance Standards Board ("IAASB"). A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on

our review, nothing has come to our attention that causes us to believe that the Stub Period Comparative Financial Information, for the purposes of the accountant's report, is not prepared, in all material respects, in accordance with the basis of presentation and preparation set out in Note 2.1 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")

Adjustments

In preparing the Historical Financial Information, no adjustments to the Historical Financial Statements as defined on page I-4 have been made.

Dividends

We refer to Note 20 to the Historical Financial Information which states that no dividends have been paid by KANZHUN LIMITED in respect of the Track Record Period.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong

December 16, 2022

I HISTORICAL FINANCIAL INFORMATION OF THE GROUP**Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountant's report.

The Historical Financial Information in this report was prepared by the directors of the Company based on previously issued consolidated financial statements of the Group for the years ended December 31, 2019, 2020 and 2021, and the management accounts of the Group for the six months ended June 30, 2022 ("Historical Financial Statements"). The previously issued consolidated financial statements of the Group for the years ended December 31, 2019, 2020 and 2021 were audited in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB").

The Historical Financial Information is presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

CONSOLIDATED BALANCE SHEETS

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Note	As of December 31,			As of
		2019	2020	2021	June 30,
		RMB	RMB	RMB	2022
					RMB
ASSETS					
Current assets					
Cash and cash equivalents		407,355	3,998,203	11,341,758	12,174,097
Short-term investments	4, 18	1,142,015	536,401	884,996	812,225
Accounts receivable	2.8	1,798	6,999	1,002	2,013
Amounts due from related parties	11	37,861	40,799	6,615	9,583
Prepayments and other current assets	5	118,764	164,910	724,583	520,589
Total current assets		1,707,793	4,747,312	12,958,954	13,518,507
Non-current assets					
Property, equipment and software, net	6	72,428	191,355	369,126	546,106
Intangible assets, net		640	549	458	413
Right-of-use assets, net	9	98,138	144,063	309,085	303,609
Other non-current assets		–	–	4,000	4,000
Total non-current assets		171,206	335,967	682,669	854,128
Total assets		1,878,999	5,083,279	13,641,623	14,372,635
LIABILITIES, MEZZANINE					
EQUITY AND SHAREHOLDERS'					
(DEFICIT)/EQUITY					
Current liabilities (including amounts of the consolidated VIE and VIE's subsidiaries without recourse to the primary beneficiary of RMB1,002,125, RMB1,717,020, RMB2,762,123 and RMB2,811,310 as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively)					
Accounts payable	7	42,617	41,856	52,963	135,273
Deferred revenue	2.12	614,820	1,200,349	1,958,570	1,979,056
Other payables and accrued liabilities	8	293,202	418,259	645,138	578,981
Operating lease liabilities, current	9	57,216	59,559	127,531	146,134
Total current liabilities		1,007,855	1,720,023	2,784,202	2,839,444
Non-current liabilities (including amounts of the consolidated VIE and VIE's subsidiaries without recourse to the primary beneficiary of RMB37,659, RMB76,373, RMB178,844 and RMB155,954 as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively)					
Operating lease liabilities, non-current	9	37,659	76,373	183,365	166,309
Total non-current liabilities		37,659	76,373	183,365	166,309
Total liabilities		1,045,514	1,796,396	2,967,567	3,005,753
Commitments and contingencies	17				

CONSOLIDATED BALANCE SHEETS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Note	As of December 31,			As of
		2019	2020	2021	June 30,
		RMB	RMB	RMB	2022
				RMB	
Mezzanine equity					
Series A convertible redeemable preferred shares (US\$0.0001 par value; 60,000,000, 60,000,000, nil and nil shares authorized, issued and outstanding as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively)	14	33,434	36,177	–	–
Series B convertible redeemable preferred shares (US\$0.0001 par value; 40,000,000, 40,000,000, nil and nil shares authorized, issued and outstanding as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively)	14	62,785	67,976	–	–
Series C convertible redeemable preferred shares (US\$0.0001 par value; 147,068,133, 147,068,133, nil and nil shares authorized, issued and outstanding as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively)	14	443,367	478,565	–	–
Series D convertible redeemable preferred shares (US\$0.0001 par value; 60,856,049, 60,856,049, nil and nil shares authorized, issued and outstanding as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively)	14	352,586	380,782	–	–
Series E convertible redeemable preferred shares (US\$0.0001 par value; 144,073,367, 144,073,367, nil and nil shares authorized, issued and outstanding as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively)	14	1,711,329	1,845,033	–	–
Series F convertible redeemable preferred shares (US\$0.0001 par value; nil, 99,354,585, nil and nil shares authorized, issued and outstanding as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively)	14	–	2,882,063	–	–
Subscription receivables from shareholders	14	(109,080)	(103,596)	–	–
Total mezzanine equity		2,494,421	5,587,000	–	–

CONSOLIDATED BALANCE SHEETS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Note	As of December 31,			As of
		2019	2020	2021	June 30,
		RMB	RMB	RMB	2022
					RMB
Shareholders' (deficit)/equity					
Ordinary shares (US\$0.0001 par value; 1,500,000,000 shares authorized; 100,080,000 shares issued and outstanding as of December 31, 2019; 11,533,640 Class A ordinary shares issued and 7,875,787 outstanding, 121,108,037 Class B ordinary shares issued and outstanding as of December 31, 2020; 748,953,103 Class A ordinary shares issued and 727,855,233 outstanding, 140,830,401 Class B ordinary shares issued and outstanding as of December 31, 2021; 749,323,103 Class A ordinary shares issued and 730,777,761 outstanding, 140,830,401 Class B ordinary shares issued and outstanding as of June 30, 2022)	13	62	81	554	559
Treasury shares (nil, 3,657,853, 21,097,870 and 18,545,342 shares as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively)	13	–	–	–	(267,982)
Additional paid-in capital		–	452,234	14,624,386	14,965,856
Accumulated other comprehensive income/(loss)		19,152	(130,387)	(257,765)	281,247
Accumulated deficit		(1,680,150)	(2,622,045)	(3,693,119)	(3,612,798)
Total shareholders' (deficit)/equity		(1,660,936)	(2,300,117)	10,674,056	11,366,882
Total liabilities, mezzanine equity and shareholders' (deficit)/equity		1,878,999	5,083,279	13,641,623	14,372,635

CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS)/INCOME

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Note	For the year ended December 31,			For the six months ended June 30,	
		2019	2020	2021	2021	2022
		RMB	RMB	RMB	RMB (Unaudited)	RMB
Revenues						
Online recruitment services						
to enterprise customers	2.12	986,859	1,927,178	4,219,026	1,939,919	2,227,184
Others	2.12	11,861	17,181	40,102	16,798	23,040
Total revenues		998,720	1,944,359	4,259,128	1,956,717	2,250,224
Operating cost and expenses						
Cost of revenues		(137,812)	(240,211)	(554,648)	(250,029)	(351,578)
Sales and marketing expenses		(916,832)	(1,347,532)	(1,942,670)	(1,152,780)	(921,900)
Research and development expenses		(325,569)	(513,362)	(821,984)	(413,728)	(598,425)
General and administrative expenses		(132,999)	(797,008)	(1,991,123)	(1,748,612)	(316,035)
Total operating cost and expenses		(1,513,212)	(2,898,113)	(5,310,425)	(3,565,149)	(2,187,938)
Other operating income, net	10	2,573	8,849	14,977	7,657	10,743
(Loss)/Income from operations		(511,919)	(944,905)	(1,036,320)	(1,600,775)	73,029
Investment income	4	9,718	9,095	24,744	8,629	17,075
Financial income, net		145	3,098	9,735	4,017	24,185
Foreign exchange gain/(loss)		1	(5,074)	(1,961)	(586)	4,694
Other expenses, net		-	(4,109)	(7,745)	(1,597)	(24,539)
(Loss)/Income before income tax expense		(502,055)	(941,895)	(1,011,547)	(1,590,312)	94,444
Income tax expense	12(b)	-	-	(59,527)	-	(14,123)
Net (loss)/income		(502,055)	(941,895)	(1,071,074)	(1,590,312)	80,321
Accretion on convertible redeemable preferred shares to redemption value	14	(232,319)	(283,981)	(164,065)	(164,065)	-
Net (loss)/income attributable to ordinary shareholders		(734,374)	(1,225,876)	(1,235,139)	(1,754,377)	80,321
Net (loss)/income		(502,055)	(941,895)	(1,071,074)	(1,590,312)	80,321
Other comprehensive income/(loss)						
Foreign currency translation adjustments		25,354	(149,539)	(127,378)	7,884	539,012
Total comprehensive (loss)/income		(476,701)	(1,091,434)	(1,198,452)	(1,582,428)	619,333
Weighted average number of ordinary shares used in computing net (loss)/income per share						
- Basic	16	107,114,306	111,172,986	529,343,027	147,308,942	869,427,036
- Diluted	16	107,114,306	111,172,986	529,343,027	147,308,942	917,484,059
Net (loss)/income per share attributable to ordinary shareholders						
- Basic	16	(6.86)	(11.03)	(2.33)	(11.91)	0.09
- Diluted	16	(6.86)	(11.03)	(2.33)	(11.91)	0.09

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' (DEFICIT)/EQUITY

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Ordinary shares		Treasury shares		Additional paid-in capital	Accumulated other comprehensive income/(loss)	Accumulated deficit	Total shareholders' (deficit)/equity
	Number of shares outstanding	Amount RMB	Number of shares	Amount RMB				
Balance as of January 1, 2019	100,080,000	62	9,920,000	-	-	(6,202)	(980,026)	(986,166)
Net loss	-	-	-	-	-	-	(502,055)	(502,055)
Foreign currency translation adjustments	-	-	-	-	-	25,354	-	25,354
Share-based compensation	-	-	-	-	34,250	-	-	34,250
Accretion on convertible redeemable preferred shares to redemption value	-	-	-	-	(34,250)	-	(198,069)	(232,319)
Cancellation of ordinary shares	-	-	(9,920,000)	-	-	-	-	-
Balance as of December 31, 2019	100,080,000	62	-	-	-	19,152	(1,680,150)	(1,660,936)

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' (DEFICIT)/EQUITY (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

Note	Ordinary shares		Treasury shares		Additional paid-in capital	Accumulated other		Accumulated deficit	Total shareholders' (deficit)/equity	
	Number of outstanding	Amount	Number of shares	Amount		RMB	RMB			RMB
Balance as of January 1, 2020	100,080,000	62	-	-	-	19,152	(1,680,150)	(1,660,936)		
Net loss	-	-	-	-	-	-	(94,895)	(94,895)		
Foreign currency translation adjustments	-	-	-	-	-	(149,539)	-	(149,539)		
Share-based compensation	-	-	-	-	124,105	-	-	124,105		
Accretion on convertible redeemable preferred shares to redemption value	-	-	-	-	(283,981)	-	-	(283,981)		
Issuance of Class A ordinary shares	4,122,853	3	-	-	78,995	-	-	78,998		
Issuance of Class B ordinary shares to TECHWOLF LIMITED	24,780,971	16	-	-	533,115	-	-	533,131		
Issuance of Class A ordinary shares to a consolidated VIE	-	-	3,657,853	-	-	-	-	-		
Balance as of December 31, 2020	128,983,824	81	3,657,853	-	452,234	(130,387)	(2,622,045)	(2,300,117)		

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' (DEFICIT)/EQUITY (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

Note	Ordinary shares		Treasury shares		RMB	Additional paid-in capital	Accumulated other comprehensive income/(loss)	RMB	Accumulated deficit	RMB	Total shareholders' (deficit)/equity				
	Number of shares outstanding	Amount	Number of shares	Amount								RMB	RMB	RMB	RMB
		RMB		RMB											
	Balance as of January 1, 2021	128,983,824	81	3,657,853	-	452,234	(130,387)	(2,622,045)	(2,300,117)						
	Net loss	-	-	-	-	-	-	(1,071,074)	(1,071,074)						
	Foreign currency translation adjustments	-	-	-	-	-	(127,378)	-	(127,378)						
	Share-based compensation	-	-	-	-	417,284	-	-	417,284						
	Accretion on convertible redeemable preferred shares to redemption value	-	-	-	-	(164,065)	-	-	(164,065)						
13	Repurchase and cancellation of Class B ordinary shares	(1,181,339)	(1)	-	-	(42,263)	-	-	(42,264)						
13	Issuance of Class A ordinary shares upon initial public offering in the United States of America ("IPO"), net of issuance cost	110,400,000	70	-	-	6,406,802	-	-	6,406,872						
14	Conversion of convertible redeemable preferred shares	551,352,134	353	-	-	5,854,308	-	-	5,854,661						
13	Issuance of Class B ordinary shares to TECHWOLF LIMITED	24,745,531	16	-	-	1,506,346	-	-	1,506,362						
	Issuance of ordinary shares for share award plan	-	-	27,786,070	-	-	-	-	-						
	Exercise of share-based awards	54,385,484	35	(10,346,053)	-	193,740	-	-	193,775						
	Balance as of December 31, 2021	868,685,634	554	21,097,870	-	14,624,386	(257,765)	(3,693,119)	10,674,056						

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' (DEFICIT)/EQUITY (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Ordinary shares		Treasury shares		Additional paid-in capital	Accumulated other comprehensive income/(loss)	Accumulated deficit	Total shareholders' (deficit)/equity			
	Number of outstanding	Amount	Number of shares	Amount					RMB	RMB	RMB
									RMB	RMB	RMB
Balance as of January 1, 2021	128,983,824	81	3,657,853	-	452,234	(130,387)	(2,622,045)	(2,300,117)			
Net loss	-	-	-	-	-	-	(1,590,312)	(1,590,312)			
Foreign currency translation adjustments	-	-	-	-	-	7,884	-	7,884			
Share-based compensation	-	-	-	-	202,887	-	-	202,887			
Accretion on convertible redeemable preferred shares to redemption value	-	-	-	-	(164,065)	-	-	(164,065)			
Repurchase and cancellation of Class B ordinary shares	(1,181,339)	(1)	-	-	(42,263)	-	-	(42,264)			
Issuance of Class A ordinary shares upon IPO, net of issuance cost	110,400,000	70	-	-	6,406,802	-	-	6,406,872			
Conversion of convertible redeemable preferred shares	551,352,134	353	-	-	5,854,308	-	-	5,854,661			
Issuance of Class B ordinary shares to TECHWOLF LIMITED	24,745,531	16	-	-	1,506,346	-	-	1,506,362			
Exercise of share-based awards	3,657,853	2	(3,657,853)	-	-	-	-	2			
Balance as of June 30, 2021 (unaudited)	817,958,003	521	-	-	14,216,249	(122,503)	(4,212,357)	9,881,910			

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' (DEFICIT)/EQUITY (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Ordinary shares		Treasury shares		Additional paid-in capital		Accumulated other comprehensive income/(loss)		Accumulated deficit		Total shareholders' (deficit)/equity
	Number of shares outstanding	Amount	Number of shares	Amount	RMB	RMB	RMB	RMB	RMB	RMB	
Balance as of January 1, 2022	868,685,634	554	21,097,870	-	14,624,386	(257,765)	(3,693,119)	10,674,056			
Net income	-	-	-	-	-	-	80,321	80,321			
Foreign currency translation adjustments	-	-	-	-	-	539,012	-	539,012			
Share-based compensation	-	-	-	-	283,046	-	-	283,046			
Issuance of ordinary shares for share award plan	-	-	370,000	-	-	-	-	-			
Exercise of share-based awards	7,069,594	5	(7,069,594)	-	58,424	-	-	58,424			
Repurchase of ordinary shares	(4,147,066)	-	4,147,066	(267,982)	-	-	-	(267,982)			
Balance as of June 30, 2022	871,608,162	559	18,545,342	(267,982)	14,965,856	281,247	(3,612,798)	11,366,882			

CONSOLIDATED STATEMENTS OF CASH FLOWS

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Note	For the year ended December 31,			For the six months ended	
					June 30,	
		2019	2020	2021	2021	2022
		RMB	RMB	RMB	RMB	RMB
						(Unaudited)
Cash flows from operating activities						
Net (loss)/income		(502,055)	(941,895)	(1,071,074)	(1,590,312)	80,321
Adjustments to reconcile net (loss)/income to net cash (used in)/generated from operating activities:						
Share-based compensation	15	34,250	124,105	417,284	202,887	283,046
Issuance of Class B ordinary shares to TECHWOLF LIMITED	13, 15	–	533,131	1,506,362	1,506,362	–
Depreciation and amortization		18,062	41,095	80,100	35,139	59,748
Loss from disposal of property, equipment and software		27	230	110	42	7
Foreign exchange (gain)/loss		(1)	5,074	1,961	586	(4,694)
Amortization of right-of-use assets		39,487	66,946	109,336	43,453	68,979
Unrealized investment income		–	–	(6,595)	(1,294)	(2,229)
Changes in operating assets and liabilities:						
Accounts receivable		(1,528)	(5,201)	5,997	4,404	(1,011)
Prepayments and other current assets		(66,826)	(46,146)	(403,696)	(98,442)	87,319
Amounts due from related parties		(28,184)	(2,938)	3,503	1,037	(2,968)
Other non-current assets		–	–	(4,000)	–	–
Accounts payable		29,280	(22,746)	13,464	62,080	17,974
Deferred revenue		335,254	585,529	758,221	670,129	20,486
Other payables and accrued liabilities		79,320	130,541	329,802	39,347	(64,074)
Operating lease liabilities		(42,749)	(71,814)	(99,394)	(38,875)	(61,956)
Net cash (used in)/generated from operating activities		(105,663)	395,911	1,641,381	836,543	480,948
Cash flows from investing activities						
Purchase of property, equipment and software		(64,040)	(138,211)	(259,891)	(81,374)	(173,207)
Proceeds from disposal of property, equipment and software		11	36	29	9	298
Purchase of short-term investments		(1,171,894)	(1,834,390)	(3,940,000)	(2,164,000)	(1,450,000)
Proceeds from maturity of short-term investments		12,120	2,439,870	3,598,000	2,078,000	1,525,000
Net cash (used in)/generated from investing activities		(1,223,803)	467,305	(601,862)	(167,365)	(97,909)

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	<i>Note</i>	For the year ended December 31,			For the six months ended June 30,	
		2019	2020	2021	2021	2022
		RMB	RMB	RMB	RMB	RMB
						(Unaudited)
Cash flows from financing activities						
Proceeds from IPO, net of issuance cost		–	–	6,406,872	6,423,798	–
Proceeds from exercise of share options		–	–	35,975	–	180,166
Repurchase of Class A ordinary shares		–	–	–	–	(267,982)
Repurchase of Class B ordinary shares from TECHWOLF LIMITED		–	–	(11,584)	(11,584)	–
Proceeds from issuance of convertible redeemable preferred shares, net of issuance cost		993,475	2,803,114	–	–	–
Proceeds from issuance of Class A ordinary shares		–	78,998	–	–	–
Proceeds from borrowings		30,000	–	–	–	–
Repayments of borrowings		(30,000)	–	–	–	–
Net cash generated from/(used in) financing activities		993,475	2,882,112	6,431,263	6,412,214	(87,816)
Effect of exchange rate changes on cash and cash equivalents		43,113	(154,480)	(127,227)	9,364	537,116
Net (decrease)/increase in cash and cash equivalents		(292,878)	3,590,848	7,343,555	7,090,756	832,339
Cash and cash equivalents at beginning of the year/period		700,233	407,355	3,998,203	3,998,203	11,341,758
Cash and cash equivalents at end of the year/period		407,355	3,998,203	11,341,758	11,088,959	12,174,097
Supplemental cash flow disclosures						
Cash paid for interest		349	–	–	–	–
Cash paid for income tax		–	–	–	–	72,083
Supplemental schedule of non-cash investing and financing activities						
Accretion on convertible redeemable preferred shares to redemption value	14	232,319	283,981	164,065	164,065	–
Changes in payables for purchase of property, equipment and software		359	21,985	(2,357)	(1,895)	64,336

COMPANY BALANCE SHEETS

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Note	As of December 31,			As of
		2019	2020	2021	June 30,
		RMB	RMB	RMB	2022
					RMB
ASSETS					
Cash and cash equivalents		181,646	3,542,052	9,875,153	9,697,593
Short-term investments	2.7	1,125,991	–	–	–
Amounts due from subsidiaries, VIE and VIE's subsidiaries	11	754,256	1,088,812	1,072,514	1,779,686
Amounts due from related parties	11	31,138	31,112	–	–
Prepayments and other current assets	5	18,013	28,134	231,529	52,586
Total assets		2,111,044	4,690,110	11,179,196	11,529,865
LIABILITIES, MEZZANINE EQUITY AND SHAREHOLDERS' (DEFICIT)/EQUITY					
Liabilities					
Other payables and accrued liabilities	8	5,161	3,224	3,897	16,796
Amounts due to subsidiaries, VIE and VIE's subsidiaries	11	61	–	74,043	73,733
Investment deficit in subsidiaries, VIE and VIE's subsidiaries	2.2	1,272,337	1,400,003	427,200	72,454
Total liabilities		1,277,559	1,403,227	505,140	162,983
Mezzanine equity					
Series A convertible redeemable preferred shares	14	33,434	36,177	–	–
Series B convertible redeemable preferred shares	14	62,785	67,976	–	–
Series C convertible redeemable preferred shares	14	443,367	478,565	–	–
Series D convertible redeemable preferred shares	14	352,586	380,782	–	–
Series E convertible redeemable preferred shares	14	1,711,329	1,845,033	–	–
Series F convertible redeemable preferred shares	14	–	2,882,063	–	–
Subscription receivables from shareholders	14	(109,080)	(103,596)	–	–
Total mezzanine equity		2,494,421	5,587,000	–	–
Shareholders' (deficit)/equity					
Ordinary shares	13	62	81	554	559
Treasury shares	13	–	–	–	(267,982)
Additional paid-in capital		–	452,234	14,624,386	14,965,856
Accumulated other comprehensive income/(loss)		19,152	(130,387)	(257,765)	281,247
Accumulated deficit		(1,680,150)	(2,622,045)	(3,693,119)	(3,612,798)
Total shareholders' (deficit)/equity		(1,660,936)	(2,300,117)	10,674,056	11,366,882
Total liabilities, mezzanine equity and shareholders' (deficit)/equity		2,111,044	4,690,110	11,179,196	11,529,865

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION

(a) Principal activities

KANZHUN LIMITED (“Kanzhun” or the “Company”) was incorporated under the laws of the Cayman Islands on January 16, 2014 as an exempted company with limited liability. The Company, its subsidiaries, consolidated variable interest entity (the “VIE”) and VIE’s subsidiaries (collectively referred to as the “Group”) run an online recruitment platform called “BOSS Zhipin” in the People’s Republic of China (“PRC”).

The BOSS Zhipin platform mainly focuses on assisting the recruitment process between job seekers and employers. Through BOSS Zhipin platform, employers, mainly executives or middle-level managers of enterprises, could participate directly in the recruiting process.

(b) Organization of the Group

As of June 30, 2022, the Company’s principal subsidiaries and consolidated VIE are as follows:

Name of subsidiaries	Place of incorporation	Date of incorporation	Registered capital	Attributable equity interest of the Group				Principal activities/ place of operation	Note
				As of December 31,			As of June 30,		
				2019	2020	2021	2022		
Techfish Limited	Hong Kong, China	February 14, 2014	HKD10	100%	100%	100%	100%	Investment holding in Hong Kong Management consultancy and technical services in the PRC	(i)
Beijing Glory Wolf Co., Ltd. (“Glory”, or the “WFOE”)	Beijing, China	May 7, 2014	US\$130,000	100%	100%	100%	100%	PRC	(ii)

Name of VIE	Place of incorporation	Date of incorporation	Registered capital	Economic interest held				Principal activities/ place of operation	Note
				As of December 31,			As of June 30,		
				2019	2020	2021	2022		
Beijing Huapin Borui Network Technology Co., Ltd. (“Huapin”)	Beijing, China	December 25, 2013	RMB10,000	100%	100%	100%	100%	Online recruitment service in the PRC	(ii)

Notes:

- (i) No audited statutory financial statements have been issued for the years ended December 31, 2019, 2020 and 2021.
- (ii) The statutory financial statements of Glory and Huapin for the years ended December 31, 2019, 2020 and 2021 prepared under generally accepted accounting principles in the PRC (“PRC GAAP”) were audited by Beijing Dongshen Dingli International Accounting Firm Co., Ltd. registered in the PRC.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION (CONTINUED)**(c) Consolidated variable interest entity**

In order to comply with the PRC laws and regulations which prohibit or restrict foreign investments into companies involved in restricted businesses, the Group operates its Apps, websites and other restricted businesses in the PRC through a PRC domestic company and its subsidiaries, whose equity interests are held by certain management members of the Company ("Registered Shareholders"). The Company entered into a series of contractual arrangements, which was updated in September 2022, with such PRC domestic company and its respective Registered Shareholders, which enables the Company to have the power to direct activities of the VIE that most significantly affect the economic performance of the VIE and receive substantially all of the economic benefits from the VIE that could be significant to the VIE. Accordingly, the Company is determined to be the primary beneficiary of the VIE for accounting purposes under U.S. GAAP and therefore the Group consolidates the VIE's results of operations, assets and liabilities in the Group's consolidated financial statements for all the periods presented. The principal terms of the agreements entered amongst the VIE, the Registered Shareholders and the WFOE are further described below.

Exclusive technology and service co-operation agreement

Pursuant to the exclusive technology and service co-operation agreement, the VIE has agreed to engage the WFOE as the exclusive provider of technical consultancy, technical support and other services as agreed. The VIE shall pay service fees to the WFOE, which shall be equivalent to the total consolidated profit of the VIE and its subsidiaries, after offsetting the prior-year accumulated loss (if any), operating cost and expenses, taxes and other statutory contributions. Notwithstanding the foregoing, the WFOE shall have the right to adjust the level of the service fees by taking into account such factors as (a) the complexity and difficulty of the services, (b) the time taken for the services, (c) the scope and commercial value of the management, technical consulting and other services, (d) the scope and commercial value of intellectual property licensing and leasing services, and (e) the market reference price for services of similar kinds. The VIE shall pay the service fees to the WFOE within 30 days after the delivering of payment instructions by the WFOE.

The exclusive technology and service co-operation agreement shall remain effective until, among others, the date on which the WFOE or its designated party is formally registered as the shareholder of the VIE, in the case where the WFOE is permitted by the PRC laws to directly hold the VIE's shares and the WFOE and its subsidiaries and branches are allowed to engage in the business being currently operated by the VIE.

Exclusive purchase option agreement

Pursuant to the exclusive purchase option agreement, the Registered Shareholders of the VIE have granted the WFOE, or its offshore parent company or its directly or indirectly owned subsidiaries, the exclusive and irrevocable right to purchase all or any part of the respective equity interests in the VIE from the Registered Shareholders at any time. The VIE and the Registered Shareholders irrevocably covenanted that unless with prior written consent by the WFOE, the VIE shall not sell, transfer, pledge, or otherwise dispose all or any part of its assets, and the Registered Shareholders shall not sell, transfer, pledge, or otherwise dispose all or any part of their equity interest in the VIE, other than the creation of the pledge of the VIE's equity interest pursuant to the contractual arrangements. The purchase price payable by the WFOE or its designee in respect of the transfer of the entire equity interest and/or total assets of the VIE shall be the nominal price, or the minimum price required by competent PRC authorities or PRC laws. However, in any event, subject to the provisions and requirements of PRC laws, the price paid by the WFOE and/or its designee to the VIE and/or Registered Shareholders at any such price shall be returned by the VIE and/or Registered Shareholders to the WFOE at the time and in the form requested by the WFOE.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION (CONTINUED)**(c) Consolidated variable interest entity (continued)**

The exclusive purchase option agreement shall remain effective for ten years with the WFOE having the option to renew it until, among others, all the equity interest in and/or all assets of the VIE has been transferred to the WFOE and/or its designee (registration has been completed for the change of members), and the WFOE and its subsidiaries and branches can legally engage in the business of the VIE.

Equity pledge agreement

Pursuant to the equity pledge agreement, the Registered Shareholders of the VIE have pledged 100% equity interests in the VIE to the WFOE to guarantee performance of their contractual obligations under the contractual arrangements and all liabilities, monetary debts or other payment obligations arising out of or in relation with the contractual arrangements. In the event of a breach by the VIE or any of its Registered Shareholders of contractual obligations under the exclusive technology and service co-operation agreement, and the equity pledge agreement, as the case may be, the WFOE, as pledgee, will have the right to (1) demand all the outstanding payment due according to the exclusive technology and service co-operation agreement, and/or (2) exercise its right of pledge according to the equity pledge agreement, or otherwise dispose of the pledged equity interest in accordance with applicable Laws.

The equity pledge agreement shall remain valid until, among others, the VIE and the Registered Shareholders have recorded the release of such pledged equity interests in the register of members of the VIE and completed relevant deregistration procedure.

Spousal consent letter

Pursuant to the spousal consent letter, the spouse of each Registered Shareholder who is a natural person, unconditionally and irrevocably agreed that the equity interests in the VIE held by such Registered Shareholder will be disposed of pursuant to the equity pledge agreement, the exclusive purchase option agreement and the power of attorney (as the case may be). Each of their spouses agreed not to assert any rights over the equity interests in the VIE held by such Registered Shareholder. In addition, in the event that any spouse obtains any equity interests in VIE held by such Registered Shareholder for any reason, he or she agreed to be bound by the equity pledge agreement, the exclusive purchase option agreement and the power of attorney.

Power of attorney

Pursuant to the power of attorney, each of the Registered Shareholders appointed the WFOE and/or its designee as their sole and exclusive agent to act on their behalf, including but not limited to (1) to propose, convene and attend shareholders meetings and sign minutes and resolutions, (2) to exercise all shareholder rights that they are entitled to under PRC law and the relevant articles of association, including but not limited to, the right to vote and the right to sell, transfer, pledge or disposal of all or part of the equity interests owned by such shareholders; and (3) to elect, designate and appoint the legal representative, chairman, directors, supervisors, general manager and other senior executives of the VIE.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION (CONTINUED)

(d) Risks in relations to the VIE structure

The following table set forth the assets, liabilities, results of operations and changes in cash and cash equivalents of the consolidated VIE and VIE's subsidiaries taken as a whole, which were included in the Group's consolidated financial statements with intercompany transactions eliminated:

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
ASSETS				
Current assets				
Cash and cash equivalents	61,096	183,199	864,851	1,245,088
Short-term investments	10,067	525,506	864,557	802,159
Accounts receivable	1,798	6,999	1,002	1,946
Amounts due from Group companies	36,940	36,859	86,989	100,805
Amounts due from related parties	–	–	6,615	9,583
Prepayments and other current assets	105,661	146,244	487,598	450,841
Total current assets	215,562	898,807	2,311,612	2,610,422
Non-current assets				
Property, equipment and software, net	71,991	191,242	368,381	544,171
Intangible assets, net	640	549	458	413
Right-of-use assets, net	98,138	144,063	301,288	287,032
Other non-current assets	–	–	4,000	4,000
Total non-current assets	170,769	335,854	674,127	835,616
Total assets	386,331	1,234,661	2,985,739	3,446,038
LIABILITIES				
Current liabilities				
Accounts payable	42,600	41,839	52,938	135,098
Deferred revenue	614,820	1,200,349	1,958,570	1,979,019
Other payables and accrued liabilities	287,489	415,273	626,151	557,568
Amounts due to Group companies	97,887	372,427	27,223	37,362
Operating lease liabilities, current	57,216	59,559	124,464	139,625
Total current liabilities	1,100,012	2,089,447	2,789,346	2,848,672
Non-current liabilities				
Operating lease liabilities, non-current	37,659	76,373	178,844	155,954
Total non-current liabilities	37,659	76,373	178,844	155,954
Total liabilities	1,137,671	2,165,820	2,968,190	3,004,626

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION (CONTINUED)

(d) Risks in relations to the VIE structure (continued)

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
				(Unaudited)	
Total revenues	998,720	1,944,359	4,259,128	1,956,717	2,250,118
Cost of revenues	(133,553)	(232,261)	(554,575)	(250,007)	(351,566)
Net (loss)/income	(464,373)	(303,061)	551,133	(41,429)	162,265
	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
				(Unaudited)	
Net cash (used in)/generated from operating activities	(25,658)	494,187	1,717,104	861,135	486,939
Net cash used in investing activities	(66,029)	(632,568)	(591,213)	(167,365)	(106,702)
Net cash generated from/(used in) financing activities	103,596	260,484	(444,239)	(438,586)	–
Net increase in cash and cash equivalents	11,909	122,103	681,652	255,184	380,237
Cash and cash equivalents at beginning of the year/period	49,187	61,096	183,199	183,199	864,851
Cash and cash equivalents at end of the year/period	61,096	183,199	864,851	438,383	1,245,088

Under the contractual arrangements with the VIE, the Company has the power to direct activities of the VIE through the WFOE that most significantly impact the VIE such as having assets transferred out of the VIE at its discretion. Therefore, the Company considers that there is no asset of the VIE that can be used to settle obligations of the VIE except for registered capital and PRC statutory reserves of the VIE amounting to RMB8,992, RMB8,992, RMB9,002 and RMB9,002 as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively. Since the VIE was incorporated as a limited liability company under the PRC Company Law, the creditors do not have recourse to the general credit of the WFOE for all the liabilities of the VIE.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION (CONTINUED)**(d) Risks in relations to the VIE structure (continued)**

The Group believes that the contractual arrangements between or among the WFOE, VIE and the Registered Shareholders are following PRC laws and regulations, as applicable. However, uncertainties in the PRC legal system could limit the Company's ability to enforce these contractual arrangements. On March 15, 2019, the PRC Foreign Investment Law was approved and took effect from January 1, 2020. Since the PRC Foreign Investment Law is relatively new, there are substantial uncertainties exist with respect to its implementation and interpretation and the possibility that the VIE will be deemed as a foreign-invested enterprise and subject to relevant restrictions in the future shall not be excluded. If the contractual arrangements establishing the Company's VIE structure are found to be in violation of any existing law and regulations or future PRC laws and regulations, the relevant PRC government authorities will have broad discretion in dealing with such violation, including, without limitation, levying fines, confiscating the Group's income or the income from the VIE, revoking the Group's business licenses or the business licenses, requiring the Group to restructure its ownership structure or operations and requiring the Group to discontinue any portion or all of the Group's value-added businesses or other prohibited businesses. Any of these actions could cause significant disruption to the Group's business operations and have a severe adverse impact on the Group's cash flows, financial position and operating performance. If the imposing of these penalties causes the WFOE to lose its rights to direct the activities of and receive economic benefits from the VIE, which in turn may restrict the Company's ability to consolidate and reflect in its financial statements the financial position and results of operations of its VIE.

(e) COVID-19 impact and liquidity

The Group's financial performance was impacted by the COVID-19 although the pandemic had been largely contained in China. However, based on the assessment on the Group's liquidity and financial positions, the Group believes that its current cash and cash equivalents will be sufficient to enable it to meet its anticipated working capital requirements and capital expenditures for at least the next twelve months from the date these consolidated financial statements are issued.

2. PRINCIPAL ACCOUNTING POLICIES**2.1 Basis of presentation**

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Significant accounting policies followed by the Group in the preparation of its accompanying consolidated financial statements are summarized below.

2.2 Basis of consolidation

The consolidated financial statements include the financial statements of the Company, its subsidiaries, the consolidated VIE and VIE's subsidiaries for which the Company is the ultimate primary beneficiary.

A subsidiary is an entity in which the Company, directly or indirectly, controls more than one half of the voting power, has the power to appoint or remove the majority of the members of the board of directors, to cast a majority of votes at the meeting of the board of directors or to govern the financial and operating policies of the investee under a statute or agreement among the shareholders or equity holders.

The Company applies the guidance codified in ASC 810, *Consolidations* on accounting for the VIE, which requires certain variable interest entities to be consolidated by the primary beneficiary of the entity in which it has a controlling financial interest. A VIE is an entity with one or more of the following characteristics: (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional financial support; (b) as a group, the holders of the equity investment at risk lack the ability to make certain decisions, the obligation to absorb expected losses or the right to receive expected residual returns; or (c) an equity investor has voting rights that are disproportionate to its economic interest and substantially all of the entity's activities are on behalf of the investor with disproportionately fewer voting rights.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.2 Basis of consolidation (continued)**

All transactions and balances between the Company, its subsidiaries, the consolidated VIE and VIE's subsidiaries have been eliminated upon consolidation.

2.3 Use of estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the balance sheet date, and the reported revenues and expenses during the reporting periods in the consolidated financial statements and accompanying notes. Accounting estimates reflected in the Group's consolidated financial statements include but are not limited to the useful lives of property, equipment and software, impairment of long-lived assets, valuation allowance for deferred tax assets, valuation of ordinary shares and share-based compensation. Management bases the estimates on historical experience, known trends and various other assumptions that are believed to be reasonable under current circumstances. Actual results could differ from those estimates.

2.4 Foreign currency

The Group's reporting currency is RMB. The functional currency of the Company and subsidiaries incorporated in Hong Kong and United States of America, is the United States dollars ("US\$"). The functional currency of the Group's PRC subsidiaries, consolidated VIE and VIE's subsidiaries is RMB. The determination of the respective functional currency is based on the criteria of ASC 830, *Foreign Currency Matters*.

Transactions denominated in currencies other than the functional currency are translated into the functional currency of the entity at the exchange rates quoted by authoritative banks prevailing on the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the applicable exchange rates at the balance sheet dates. Exchange gain or loss resulting from those foreign currency transactions denominated in foreign currencies is recorded in the Consolidated Statements of Comprehensive (Loss)/Income.

The financial statements of the Company and subsidiaries located outside of the PRC are translated from their functional currency into RMB. Their assets and liabilities are translated into RMB using the applicable exchange rates at the balance sheet date. Equity accounts other than earnings generated in current period are translated into RMB at the appropriate historical rates. Revenues, expenses, gain and loss are translated into RMB using the periodic average exchange rates. The resulting foreign currency translation adjustments are recorded in other comprehensive income/(loss) in the consolidated financial statements.

2.5 Fair value measurement

Accounting guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurement for assets and liabilities required or permitted to be recorded at fair value, the Group considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.5 Fair value measurement (continued)**

Accounting guidance establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Accounting guidance establishes three levels of inputs that may be used to measure fair value:

Level 1 – Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 – Unobservable inputs which are supported by little or no market activity.

Accounting guidance also describes three main approaches to measuring the fair value of assets and liabilities: (1) market approach; (2) income approach and (3) cost approach. The market approach uses prices and other relevant information generated from market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to convert future amounts to a single present value amount and the measurement is based on the value indicated by current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace an asset.

Financial assets and liabilities of the Group mainly consist of cash and cash equivalents, short-term investments, accounts receivables, amounts due from related parties, prepayments and other current assets, accounts payable, certain accrued expenses and other current liabilities. Except for short-term investments, the carrying values of other financial assets and liabilities approximate their fair values due to the short-term maturity of these instruments. The Group reports short-term investments at fair value based on Level 2 measurement.

2.6 Cash and cash equivalents

Cash includes cash on hand and deposits held by financial institutions that can be added to or withdrawn without limitation or restriction. Cash equivalents represent short-term, highly liquid investments that are readily convertible to known amounts of cash and with original maturities of three months or less.

2.7 Short-term investments

Short-term investments are wealth management products issued by commercial banks or other financial institutions, which contains fixed or variable interest with original maturities within one year. These investments are stated at fair value. Changes in the fair value are reflected in investment income in the Consolidation Statements of Comprehensive (Loss)/Income.

2.8 Accounts receivable

Accounts receivable are presented net of allowance for doubtful accounts (if any). The Group provides general and specific provisions for bad debts when facts and circumstances indicate that the receivables are unlikely to be collected. If the financial condition of its customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. No allowance for doubtful accounts was recognized for the years ended December 31, 2019, 2020 and 2021 and for the six months ended June 30, 2022.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.8 Accounts receivable (continued)**

The aging analysis of accounts receivable as of December 31, 2019, 2020, 2021 and June 30, 2022, based on invoice date, is as follows:

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Within 3 months	1,545	5,864	710	1,098
Between 3 months and 6 months	100	327	105	195
Between 6 months and 1 year	116	318	90	296
More than 1 year	37	490	97	424
Total accounts receivable	1,798	6,999	1,002	2,013

2.9 Property, equipment and software

Property, equipment and software are stated at cost less accumulated depreciation and impairment, if any. Property, equipment and software are depreciated at rates sufficient to write off their cost less impairment and residual value, if any, over the estimated useful lives on a straight-line basis. The estimated useful lives are as follows:

Category	Estimated useful lives
Electronic equipment	3-5 years
Leasehold improvement	Shorter of lease term or estimated useful life of the assets
Furniture and fixtures	5 years
Motor vehicles	3-5 years
Software	5 years

The majority of electronic equipment includes servers. The Group recognized the gain or loss on the disposal of property, equipment and software in the Consolidated Statements of Comprehensive (Loss)/Income.

2.10 Intangible assets

Intangible assets purchased are recognized and measured at cost less accumulated amortization and impairment, if any. Intangible assets are amortized using the straight-line method over the estimated useful lives as below:

Category	Estimated useful lives
Domains	10 years

The estimated useful lives of domains are the periods over which they are expected to be available for use by the Group, which are mainly determined based on the periods of effective registration of the domains.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.11 Impairment of long-lived assets**

Long-lived assets are evaluated for impairment whenever events or changes in circumstances (such as a significant adverse change to market conditions that will impact the future use of the assets) indicate that the carrying value of an asset may not be fully recoverable or that the useful life is shorter than that the Group had originally estimated. When these events occur, the Group evaluates the impairment for the long-lived assets by comparing the carrying value of the assets to an estimate of future undiscounted cash flows expected to be generated from the use of the asset and its eventual disposition. If the sum of the expected future undiscounted cash flows is less than the carrying value of the asset, the Group recognizes an impairment loss based on the excess of the carrying value of the asset over the fair value of the asset. No impairment of long-lived assets was recognized for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2022.

2.12 Revenue recognition

The Group accounted for revenue under ASC 606, *Revenue from Contracts with Customers*, and all periods have been presented under ASC 606. Consistent with the criteria of ASC 606, the Group recognizes revenue to depict the transfer of promised services to customers in an amount that reflects the consideration to which the Group expects to receive in exchange for those services.

To achieve that core principle, the Group applies the five steps defined under ASC 606: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) a performance obligation is satisfied.

According to ASC 606, revenue is recognized net of value-added tax ("VAT") when or as the control of services is transferred to a customer. Depending on the terms of the contract, control of services may be transferred over time or at a point in time. Control of services is transferred over time if the Group: (i) provides all of the benefits received and consumed simultaneously by the customer; (ii) creates and enhances an asset that the customer controls as the Group performs; or (iii) does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. If control of services is transferred over time, revenue is recognized over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognized at a point in time when the customer obtains control of the services.

Online recruitment services to enterprise customers

The Group provides online recruitment services carrying different kinds of features to enterprise customers, including direct recruitment services such as job postings, and value-added tools such as bulk invite sending, which could be purchased as a part of subscription packages or on a standalone basis.

Based on the pattern by which the Group provides services and how enterprise customers benefit from services, these services can be divided into two categories in terms of revenue recognition: (i) services over a particular subscription period, which provide enterprise customers certain rights during a particular subscription period; for example, paid job postings allow enterprise customers to present certain job positions, receive job seeker recommendations, browse the mini-resume of and chat with a certain number of job seekers in its platform during the subscription period; and (ii) services with definite and limited number of usages within an expiration period, such as bulk invite sending and advanced filer. Accordingly, the Group recognizes its revenues from online recruitment services either over time or at a point in time as following:

- For services over a particular subscription period, the Group has a stand-ready obligation to deliver the corresponding services on a when-and-if-available basis during the subscription period and enterprise customers simultaneously and continuously receive and consume the benefits as the Group provides the services throughout the subscription period. Therefore, a time-based measure of progress best reflects the satisfaction of the performance obligations and the Group recognizes revenues on a straight-line basis over the subscription period. Revenues recognized over time for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022 were RMB717,721, RMB1,527,671, RMB3,043,692, RMB1,338,480 (unaudited) and RMB1,647,892, respectively.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.12 Revenue recognition (continued)

- For services with definite and limited number of usages within an expiration period, upon the delivery of the individual services, the Group satisfies its performance obligations and enterprise customers benefit from its performance obligations, and therefore revenues are recognized at a point in time; and if these services are unused within the expiration period, the Group recognizes the relevant revenues when they expire. Revenues recognized at a point in time for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022 were RMB269,138, RMB399,507, RMB1,175,334, RMB601,439 (unaudited) and RMB579,292, respectively.

Other services

Other services mainly represent paid value-added tools offered to job seekers such as increased exposure of resume and candidate competitive analysis.

The Group defines enterprise customers who contributed revenue of RMB50 or more annually as key accounts, who contributed revenue between RMB5 and RMB50 annually as mid-sized accounts, and who contributed revenue of RMB5 or less annually as small-sized accounts.

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
Online recruitment services to enterprise customers					
– Key accounts	155,819	330,795	928,360	362,763	517,925
– Mid-sized accounts	363,282	696,325	1,513,506	633,685	910,848
– Small-sized accounts	467,758	900,058	1,777,160	943,471	798,411
Others	11,861	17,181	40,102	16,798	23,040
Total	998,720	1,944,359	4,259,128	1,956,717	2,250,224

Arrangements with multiple performance obligations

Multiple performance obligations exist when enterprise customers purchase subscription packages which include an array of services. For those services included in subscription packages, the selling prices are consistently made references to the standalone selling prices when sold separately. The Group allocates the transaction price to each performance obligation based on the relative standalone selling price, considering bulk-sale price discounts offered to certain enterprise customers where applicable.

Deferred revenue

The Group records deferred revenue when the Group receives customers' payments in advance of transferring control of services to customers. Substantially all deferred revenue recorded are expected to be recognized as revenues in the next twelve months.

Remaining performance obligations

Remaining performance obligations represent the amount of contracted future revenues not yet recognized as the amount relate to undelivered performance obligations. Substantially all of the Group's contracts with customers are within one year in duration. As such, the Group has elected to apply the practical expedient which allows an entity to exclude disclosures about its remaining performance obligations if the performance obligation is part of a contract that has an original expected duration of one year or less.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.13 Cost of revenues**

Cost of revenues consist primarily of settlement cost of third-party on-line payment platforms, payroll and other employee-related expenses, server and bandwidth service cost, server depreciation and other expenses incurred by the Group which are directly attributable to the performance of the Group's online recruitment services.

2.14 Sales and marketing expenses

Sales and marketing expenses consist primarily of advertising expenses, payroll and other employee-related expenses for the Group's sales and marketing staff as well as other expenses such as office rental and property management fees for sales functions. Advertising expenses generally represent online traffic acquisition and branding activities cost. For the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022, advertising expenses totaled RMB538,940, RMB812,415, RMB997,650, RMB723,724 (unaudited) and RMB348,594, respectively.

2.15 Research and development expenses

Research and development expenses primarily consist of payroll and other employee-related expenses and other expenses such as office rental and property management fees for research and development functions. All research and development costs are expensed as incurred.

2.16 General and administrative expenses

General and administrative expenses consist primarily of payroll and other employee-related expenses for the Group's managerial and administrative staff and other expenses such as office rental and property management fees.

2.17 Employee benefits

Full time employees of the Group in the PRC participate in a government mandated defined contribution plan, pursuant to which certain pension benefits, medical care, employee housing fund and other welfare benefits are provided to the employees. Chinese labor regulations require that the PRC subsidiaries, VIE and VIE's subsidiaries of the Group make contributions to the government for these benefits based on certain percentages of the employees' salaries, up to a maximum amount specified by the local government. The Group has no legal obligation for the benefits beyond the contributions made. Total amounts of such employee benefit expenses contributed by the Group, including accrued and unpaid amounts, were RMB103,817, RMB135,478, RMB256,533, RMB109,040 (unaudited) and RMB171,116 for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022, respectively.

2.18 Share-based compensation

The Group grants share options and restricted share units ("RSUs") to its management, other key employees and eligible nonemployees. Such compensation is accounted for in accordance with ASC 718, *Compensation-Stock Compensation*. The Group adopted ASU 2018-07, *Improvements to Nonemployee Share-Based Payment Accounting*, for the periods presented. Under ASU 2018-07, the accounting for nonemployees' share-based awards is similar to the model for employee awards. And forfeitures are accounted for when they occur.

Share-based awards with service conditions only are measured at the grant-date fair value of the awards and recognized as expenses using the straight-line method over the requisite service period. Share-based awards that are subject to both service conditions and the occurrence of an IPO or change of control as a performance condition, are measured at the grant-date fair value, and cumulative share-based compensation expenses for the awards that have satisfied the service condition were recorded upon the completion of the Company's IPO in June 2021.

The fair value of share options is estimated using the binomial option-pricing model. The determination of the fair value is affected by the fair value of the ordinary shares as well as assumptions regarding a number of complex and subjective variables, including the expected share price volatility, actual and projected employee and

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.18 Share-based compensation (continued)**

nonemployee share option exercise behavior, risk-free interest rates and expected dividend yield. Binomial option-pricing model incorporates the assumptions about grantees' future exercise patterns. The fair value of these awards was determined by management with the assistance from an independent valuation firm using management's estimates and assumptions. The fair value of the RSUs, which were granted subsequent to the completion of the Company's IPO, is estimated based on the fair value of the underlying ordinary shares of the Company on the grant date.

The assumptions used in share-based compensation expense recognition represent management's best estimates, but these estimates involve inherent uncertainties and application of management judgment. If factors change or different assumptions are used, the share-based compensation expenses could be materially different for any period. Moreover, the estimates of fair value of the awards are not intended to predict actual future events or the value that ultimately will be realized by grantees who receive share-based awards.

2.19 Operating leases

The Group applied ASC 842, *Leases*, on January 1, 2019 on the modified retrospective basis. The Group determines if an arrangement is a lease at inception. Operating leases are primarily for office and are included in operating lease right-of-use assets and operating lease liabilities on the Consolidated Balance Sheets. Operating lease right-of-use assets represent the Group's right to use an underlying asset for the lease term and operating lease liabilities represent obligation to make lease payments arising from the lease. The operating lease right-of-use assets and liabilities are recognized at lease commencement date based on the present value of lease payments over the lease term. As most of the Group's leases do not provide an implicit rate, the Group uses its incremental borrowing rate based on the information available at lease commencement date in determining the present value of lease payments. The Group's lease term may include options to extend or terminate the lease when it is reasonably certain that the Group will exercise that option. Lease expense is recognized on a straight-line basis over the lease term. And the Group has elected the practical expedient to account for lease and non-lease components as a single lease component. Upon the adoption of ASC 842, the Group recognized operating lease assets of RMB50,570 and operating lease liabilities of RMB50,089 on the Consolidated Balance Sheets.

For operating lease with a term of one year or less, the Group has elected to not recognize a lease liability or lease right-of-use asset on its Consolidated Balance Sheets. Instead, it recognizes the lease payments as expenses on a straight-line basis over the lease term. Short-term lease expenses are immaterial to its Consolidated Statements of Comprehensive (Loss)/Income.

2.20 Taxation

Current income taxes are recorded in accordance with the regulations of the relevant tax jurisdiction. The Group accounts for deferred income taxes under the liability method in accordance with ASC 740, *Income Tax*. Under this method, deferred tax assets and liabilities are recognized for the tax consequences attributable to differences between carrying amounts of existing assets and liabilities in the financial statements and their respective tax basis, and operating loss carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred taxes of a change in tax rates is recognized in the Consolidated Statements of Comprehensive (Loss)/Income in the period of change. Valuation allowances are established when necessary to reduce the amount of deferred tax assets if it is considered more likely than not that amount of the deferred tax assets will not be realized.

The Group recognizes in its consolidated financial statements the benefit of a tax position if the tax position is more likely than not to prevail based on the facts and technical merits of the position. Tax positions that meet the more likely than not recognition threshold is measured at the largest amount of tax benefit that has a greater than fifty percent likelihood of being realized upon settlement. The Group estimates its liability for unrecognized tax benefits which are periodically assessed and may be affected by changing interpretations of laws, rulings by tax authorities, changes and/or developments with respect to tax audits, and expiration of the statute of limitations. The ultimate

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.20 Taxation (continued)**

outcome for a particular tax position may not be determined with certainty prior to the conclusion of a tax audit and, in some cases, appeal or litigation process. The actual benefits ultimately realized may differ from the Group's estimates. As each audit is concluded, adjustments, if any, are recorded in the Group's consolidated financial statements in the period in which the audit is concluded. Additionally, in future periods, changes in facts, circumstances and new information may require the Group to adjust the recognition and measurement estimates with regard to individual tax positions. Changes in recognition and measurement estimates are recognized in the period in which the changes occur. As of June 30, 2022, the Group did not have any significant unrecognized uncertain tax positions.

2.21 Statutory reserves

The Company's subsidiaries, consolidated VIE and VIE's subsidiaries established in the PRC are required to make appropriations to certain non-distributable reserve funds.

In accordance with the laws applicable to the foreign investment enterprises established in the PRC, the Group's subsidiaries registered as wholly owned foreign enterprises have to make appropriations from their after-tax profits as determined under the PRC GAAP to reserve funds including general reserve fund, enterprise expansion fund and staff bonus and welfare fund on an annual basis. The appropriation to the general reserve fund must be at least 10% of the after-tax profits calculated in accordance with the PRC GAAP. Appropriation is not required if the general reserve fund has reached 50% of the registered capital of the company. Appropriations to the enterprise expansion fund and staff bonus and welfare fund are made at the respective company's discretion.

In addition, in accordance with the PRC Company Law, the Group's consolidated VIE and VIE's subsidiaries, registered as Chinese domestic companies, must make appropriations from their after-tax profits as determined under the PRC GAAP to non-distributable reserve funds including statutory surplus fund and discretionary surplus fund on an annual basis. The appropriation to the statutory surplus fund must be 10% of the after-tax profits as determined under the PRC GAAP. Appropriation is not required if the statutory surplus fund has reached 50% of the registered capital of the company. Appropriation to the discretionary surplus fund is made at the discretion of the respective company.

The use of the general reserve fund, enterprise expansion fund, statutory surplus fund and discretionary surplus fund are restricted to the offsetting of losses or increasing of the registered capital of the respective company. The staff bonus and welfare fund is a liability in nature and is restricted to fund payments of special bonus to employees and for the collective welfare of employees. None of these reserves are allowed to be transferred to the Company in terms of cash dividends, loans or advances, nor can they be distributed except under liquidation.

No appropriation to any reserve fund was made for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2022.

2.22 Comprehensive income/(loss)

Comprehensive income/(loss) is defined as the change in equity of a company during a period from transactions and other events and circumstances excluding those resulting from investments by shareholders and distributions to shareholders. The Group recognizes foreign currency translation adjustments as other comprehensive income/(loss) in the consolidated financial statements. As such adjustments do not incur income tax obligations, there are no tax adjustments to arrive at other comprehensive income/(loss) on a net-of-tax basis.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.23 Segment reporting**

In accordance with ASC 280, *Segment Reporting*, the Group's chief operating decision maker has been identified as the Chief Executive Officer (the "CEO"), who reviews consolidated results when making decisions about allocating resources and assessing performance of the Group as a whole. Therefore, the Group has only one reportable segment. As the Group's long-lived assets are substantially located in the PRC and substantially all the Group's revenues are derived from entities within the PRC, no geographical segments are presented.

2.24 Net income/(loss) per share

Basic net income/(loss) per share is computed by dividing net income/(loss) attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. The net income/(loss) will be adjusted by deducting (1) dividends declared in the period on preferred shares (if any), (2) cumulative dividends on preferred shares (whether or not declared) and (3) deemed dividends as required by U.S. GAAP. Diluted net income/(loss) per share is calculated by dividing net income/(loss) attributable to ordinary shareholders by the weighted average number of ordinary shares and potential ordinary shares outstanding during the period. Potential ordinary shares consist of shares issuable upon the conversion of the preferred shares using the if-converted method, for periods prior to the completion of the Company's IPO in June 2021, unvested RSUs and shares issuable upon the exercise of share options using the treasury stock method. The computation of diluted net income/(loss) per share does not assume conversion, exercise or contingent issuance of securities that would have an anti-dilutive effect.

The two-class method is used for computing net income per share in the event the Group has net income available for distribution. Using the two-class method, net income is allocated between ordinary shares and other participating securities based on their participating rights, if applicable. Prior to the completion of the Company's IPO in June 2021, the computation of basic net loss per share using the two-class method was not applicable as the Company was in a net loss position and the participating securities did not have contractual obligations to share in the loss of the Company. After the completion of the IPO, net income/(loss) per share is computed on Class A ordinary shares and Class B ordinary shares combined basis, because both classes have the same dividend rights in the Company's undistributed net income.

2.25 Recent accounting pronouncements***Recently adopted accounting pronouncements***

In December 2019, the FASB issued ASU 2019-12, *Simplifying the Accounting for Income Taxes*, to remove specific exceptions to the general principles in Topic 740 and to simplify the accounting for income taxes. The standard is effective for public companies for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. For all other entities, the standard is effective for fiscal years beginning after December 15, 2021 and interim periods within fiscal years beginning after December 15, 2022. Early adoption is permitted. The Group adopted this ASU from January 1, 2022, which didn't have a material impact on the consolidated financial statements.

Recent accounting pronouncements not yet adopted

In June 2016, the FASB amended guidance related to the expected credit loss of financial instruments as part of ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. In November 2019, the FASB issued ASU 2019-10, which amends the effective date for credit losses as follows: for public business entities that meet the definition of an SEC filer, excluding entities eligible to be SRCs as defined by the SEC, the standard is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years; for all other entities, the standard is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The standard is effective for the Group's fiscal year beginning January 1, 2023. The ASU is not expected to have a material impact on the consolidated financial statements.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

3. CONCENTRATION AND RISKS**3.1 Concentration of credit risk**

Financial instruments that potentially expose the Group to the concentration of credit risk primarily consist of cash and cash equivalents and short-term investments. The maximum exposure of such assets to credit risk is their carrying amounts as of the balance sheet dates. The Group places its cash and cash equivalents and short-term investments with financial institutions with high-credit rating and quality. The Group hasn't noted any significant credit risk.

3.2 Concentration of customers

Substantially all revenues were derived from customers located in China. No customer accounted for greater than 10% of total revenues of the Group in any of the periods presented.

3.3 Foreign currency exchange rate risk

In July 2005, the PRC government changed its decades-old policy of pegging the value of the RMB to the US\$, and the RMB appreciated more than 20% against the US\$ over the following three years. Between July 2008 and June 2010, this appreciation halted and the exchange rate between the RMB and the US\$ remained within a narrow band. Since June 2010, the RMB has fluctuated against the US\$, at times significantly and unpredictably. The depreciation of the RMB against the US\$ was approximately 1.7% in 2019. The appreciation of the RMB against the US\$ was approximately 6.5% and 2.3% in 2020 and 2021, respectively. The depreciation of the RMB against the US\$ was approximately 5.3% for the six months ended June 30, 2022. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the RMB and the US\$ in the future.

4. SHORT-TERM INVESTMENTS

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Wealth management products	1,142,015	536,401	884,996	812,225

The investment income from wealth management products for the years ended December 31, 2019, 2020 and 2021 and for the six months ended June 30, 2021 and 2022 was RMB9,718, RMB9,095, RMB24,744, RMB8,629 (unaudited) and RMB17,075, respectively.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

5. PREPAYMENTS AND OTHER CURRENT ASSETS

Group

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Prepaid advertising expenses and service fee	52,165	47,398	234,490	134,821
Receivables related to the exercise of share-based awards*	–	–	289,822	166,202
Receivables from third-party on-line payment platforms	20,714	41,221	63,866	77,608
Deposits	24,455	37,780	63,814	64,646
Staff loans and advances	15,167	32,902	52,695	53,798
Others	6,263	5,609	19,896	23,514
Total	118,764	164,910	724,583	520,589

Company

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Prepaid advertising expenses and service fee	18,013	28,134	15,219	10,352
Receivables related to the exercise of share-based awards*	–	–	216,310	42,234
Total	18,013	28,134	231,529	52,586

* It mainly represented receivables from a third-party share option brokerage platform for the exercise of share-based awards due to the timing of settlement.

6. PROPERTY, EQUIPMENT AND SOFTWARE, NET

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Electronic equipment	70,537	204,805	429,683	642,042
Leasehold improvement	19,945	39,460	65,885	86,129
Furniture and fixtures	5,745	9,486	12,784	15,912
Motor vehicles	2,316	2,316	3,904	3,904
Software	1,101	1,615	3,126	4,055
Total cost	99,644	257,682	515,382	752,042
Less: accumulated depreciation	(27,216)	(66,327)	(146,256)	(205,936)
Total property, equipment and software, net	72,428	191,355	369,126	546,106

Depreciation expenses were RMB17,971, RMB41,004, RMB80,009, RMB35,094 (unaudited) and RMB59,703 for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022, respectively.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

7. ACCOUNTS PAYABLE

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Payables for purchase of property, equipment and software	359	22,344	19,987	84,323
Payables for advertising expenses	40,158	16,831	30,646	39,870
Others	2,100	2,681	2,330	11,080
Total	42,617	41,856	52,963	135,273

An aging analysis of accounts payable as of December 31, 2019, 2020, 2021 and June 30, 2022, based on invoice date, is as follows:

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Within 3 months	40,855	39,417	38,095	108,413
Between 3 months and 6 months	1,559	817	12,600	11,983
Between 6 months and 1 year	186	1,581	2,251	13,836
More than 1 year	17	41	17	1,041
Total	42,617	41,856	52,963	135,273

8. OTHER PAYABLES AND ACCRUED LIABILITIES

Group

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Salary, welfare and bonus payable	148,100	260,123	373,286	359,477
Tax payable ⁽¹⁾	10,287	21,704	218,419	148,783
Virtual accounts used in the Group's platform ⁽²⁾	14,464	24,815	41,070	47,748
Contingent liability (Note 17)	-	-	-	14,882
Payables to shareholders ⁽³⁾	109,080	103,596	-	-
Others	11,271	8,021	12,363	8,091
Total	293,202	418,259	645,138	578,981

(1) Tax payable as of December 31, 2021 and June 30, 2022 mainly included value-added tax, enterprise income tax and individual income tax payable mainly related to the exercise of share-based awards.

(2) It represents the advance payments from customers that were refundable and stored in their own virtual accounts in the Group's platform, which they have rights to exchange for services provided on the online recruitment platform.

(3) It represents the funds received by Huapin from certain preferred shareholders during Series C-3 and Series E financing. However, these funds had not yet been received by the Company level due to certain regulation limitations. Accordingly, the Company recorded the related subscription receivables from shareholders in the mezzanine equity section. All outstanding balance was settled in cash in 2021.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

8. OTHER PAYABLES AND ACCRUED LIABILITIES (CONTINUED)

Company

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Contingent liability (Note 17)	–	–	–	14,882
Others	5,161	3,224	3,897	1,914
Total	5,161	3,224	3,897	16,796

9. OPERATING LEASE

The Group has operating leases primarily for offices. The components of lease expenses are as follows:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
Operating lease expenses	42,508	71,706	116,091	49,357	76,627
Expenses for short-term leases within 12 months	9,245	2,167	2,177	1,104	922
Total lease expenses	51,753	73,873	118,268	50,461	77,549

Supplemental balance sheet information related to operating leases is as follows:

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Right-of-use assets	98,138	144,063	309,085	303,609
Operating lease liabilities, current	57,216	59,559	127,531	146,134
Operating lease liabilities, non-current	37,659	76,373	183,365	166,309
Total operating lease liabilities	94,875	135,932	310,896	312,443

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	Weighted average remaining lease term (in years)	3.48	3.75	3.26
Weighted average discount rate	4.75%	4.75%	4.82%	4.82%

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

9. OPERATING LEASE (CONTINUED)

Supplemental cash flow information related to operating leases is as follows:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB (Unaudited)	RMB
Cash paid for amounts included in the measurement of operating lease liabilities	42,620	72,138	102,154	43,391	68,850
Right-of-use assets obtained in exchange for operating lease liabilities	87,054	112,871	274,358	87,503	63,934

Maturities of operating lease liabilities are as follows:

	As of June 30, 2022
	RMB
Succeeding period in 2022	80,485
2023	124,876
2024	64,381
2025	38,268
2026	25,451
2027	1,834
Thereafter	–
Total undiscounted lease payments	335,295
Less: imputed interest	(22,852)
Total operating lease liabilities	312,443

10. OTHER OPERATING INCOME, NET

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB (Unaudited)	RMB
VAT-in super deduction*	2,412	7,981	12,423	5,552	5,082
Others	161	868	2,554	2,105	5,661
Total	2,573	8,849	14,977	7,657	10,743

* In accordance with the Announcement on Relevant Policies for Deepening the Value-added Tax Reform and relevant government policies announced by the Ministry of Finance, the State Taxation Administration and the General Administration of Customs of China, Huapin, as a consumer service company, is allowed to enjoy additional 10% VAT-in deduction for any services or goods it purchased (“VAT-in super deduction”) from April 1, 2019 to December 31, 2021, which was then extended to December 31, 2022. The VAT-in super deduction obtained is considered as operating given that all VAT-in are derived from the purchases for daily operations, and therefore is presented in other operating income in the Consolidation Statements of Comprehensive (Loss)/Income.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

11. RELATED PARTIES AND INTRAGROUP BALANCES AND TRANSACTIONS

The table below sets forth the major related parties with which the Group had transactions during the periods presented and their relationships with the Group:

Name of related parties	Relationship with the Group
Mr. Peng Zhao and companies controlled by him	Founder, Chairman and CEO of the Group and his controlled companies
Image Frame Investment (HK) Limited (under the control of Tencent Holdings Limited)	Principal shareholder of the Group
Individual executive officer	Executive officer of the Group

(a) Amount due from related parties

Details of major amounts due from related parties for the periods presented are as follows:

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Receivables from Tencent Group's on-line payment platform ⁽¹⁾	1,176	3,018	4,284	6,215
Prepaid cloud service fee to Tencent Group ⁽¹⁾	434	1,556	2,331	3,368
Amounts due from Mr. Peng Zhao and companies controlled by him ⁽²⁾	31,158	31,132	–	–
Advance to individual executive officer ⁽³⁾	5,093	5,093	–	–
Total	37,861	40,799	6,615	9,583

(b) Transactions with related parties

Details of major transactions with related parties for the periods presented are as follows:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB (Unaudited)	RMB
Cloud services from Tencent Group ⁽¹⁾	2,063	6,109	18,119	7,715	11,402
On-line payment platform clearing services from Tencent Group ⁽¹⁾	836	1,886	5,464	2,887	2,355
Cash advance to Mr. Peng Zhao ⁽²⁾	24,930	–	–	–	–
Cash advance to individual executive officer ⁽³⁾	5,093	–	–	–	–
Total	32,922	7,995	23,583	10,602	13,757

(1) Tencent Group represents companies under the control of Tencent Holdings Limited, including Image Frame Investment (HK) Limited. The Group purchases cloud services and on-line payment platform clearing services from Tencent Group, which are trade in nature.

(2) The amount due from Mr. Peng Zhao and companies controlled by him was mainly cash advance from the Company with original one-year term and bearing no interest, which was non-trade in nature and settled through the repurchase of Class B ordinary shares from TECHWOLF LIMITED (Note 13).

(3) It represented the advance granted to Mr. Tao Zhang, Chief Technology Officer of the Group, which was non-trade in nature and settled in cash in March 2021.

(c) Amounts due from/to subsidiaries, VIE and VIE's subsidiaries

Amounts due from/to subsidiaries, VIE and VIE's subsidiaries of the Company are interest free, unsecured and repayable on demand.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

12. TAXATION**(a) Value added tax**

The Group is subject to statutory VAT rate of 6% for revenues from online recruitment service in the PRC.

(b) Income tax***Cayman Islands***

The Company was incorporated in the Cayman Islands. Under the current laws of the Cayman Islands, the Company is not subject to tax on income or capital gain. Additionally, no Cayman Islands withholding tax will be imposed upon payments of dividends to shareholders.

Hong Kong

Under the current Hong Kong Inland Revenue Ordinance, the Group's subsidiary in Hong Kong is subject to 16.5% Hong Kong profit tax on its taxable income generated from operations in Hong Kong. Additionally, payments of dividends by the subsidiary incorporated in Hong Kong to the Company are not subject to any Hong Kong withholding tax.

China

Under the PRC Enterprise Income Tax Law (the "EIT Law"), which is effective from January 1, 2008, domestic enterprises and foreign investment enterprises are subject to a uniform enterprise income tax rate of 25%. In accordance with the implementation rules of EIT Law, a qualified "High and New Technology Enterprise" ("HNTE") is eligible for a preferential tax rate of 15%. The HNTE certificate is effective for a period of three years. An entity could re-apply for the HNTE certificate when the prior certificate expires.

Huapin is qualified as a HNTE and enjoys a preferential income tax rate of 15% for the years presented, which will expire in 2022 and need to be re-applied.

According to relevant laws and regulations promulgated by the State Administration of Tax of the PRC effective from 2018 onwards, enterprises engaging in research and development activities are entitled to claim 175% of their qualified research and development expenses incurred as tax deductible expenses when determining their assessable profits for the year. The additional deduction of 75% of qualified research and development expenses is subject to the approval from the relevant tax authorities.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

12. TAXATION (CONTINUED)

(b) Income tax (continued)

Components of (loss)/income before income tax are as follow:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
(Loss)/income from PRC entities	(483,970)	(311,483)	610,813	(40,300)	177,153
Loss from overseas entities	(18,085)	(630,412)	(1,622,360)	(1,550,012)	(82,709)
Total (loss)/income before income tax	(502,055)	(941,895)	(1,011,547)	(1,590,312)	94,444

Components of income tax expense are as follows:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
Current income tax expense	–	–	59,527	–	14,123

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

12. TAXATION (CONTINUED)

(b) Income tax (continued)

The following table sets forth a reconciliation between the PRC statutory income tax rate of 25% and the Group' effective tax rate:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
PRC statutory income tax rate	25.00%	25.00%	25.00%	25.00%	25.00%
Tax rate difference from statutory rate in other jurisdictions ⁽¹⁾	(0.25)%	(15.82)%	(37.89)%	(23.84)%	5.83%
Permanent difference ⁽²⁾	5.30%	2.22%	1.24%	0.46%	(6.53)%
Effect of preferential tax rates	(10.03)%	(3.36)%	5.15%	(0.41)%	(17.76)%
Changes in valuation allowance	(19.97)%	(7.89)%	(8.38)%	(7.72)%	10.57%
Others	(0.05)%	(0.15)%	9.00%	6.51%	(2.16)%
Effective tax rate	-	-	(5.88)%	-	14.95%

(1) The tax rate difference for the years ended December 31, 2020 and 2021 and for the six months ended June 30, 2021 was mainly attributed to net loss of the Company, which is located in the Cayman Islands and exempted from income tax.

(2) The permanent difference was primarily related to additional tax deductions for qualified research and development expenses offset by non-deductible share-based compensation expenses.

(c) Deferred tax assets

The following table sets forth the significant components of the deferred tax assets:

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Net operating loss carry-forwards	86,628	86,679	70,985	82,028
Deductible advertising expenses	87,639	161,842	262,801	262,797
Others	1,490	1,511	1,062	-
Total deferred tax assets	175,757	250,032	334,848	344,825
Less: valuation allowance	(175,757)	(250,032)	(334,848)	(344,825)
Total deferred tax assets, net of valuation allowance	-	-	-	-

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

12. TAXATION (CONTINUED)**(c) Deferred tax assets (continued)**

As of June 30, 2022, the Group had accumulated tax losses of approximately RMB331.9 million, mainly derived from certain entities incorporated in the PRC and overseas. The tax losses in PRC can be carried forward for five years to offset future taxable profit, and the period is extended to 10 years for entities qualified as HNTE in 2019 and thereafter. The tax losses in Hong Kong can be carried forward with no expiration date. Under the U.S. tax law, majority of the Group's federal tax losses arose in tax years beginning after December 31, 2017 and can be carried forward indefinitely. California state tax losses can be carried forward for up to 20 years.

The Group considers positive and negative evidence to determine whether some portion or all of the deferred tax assets will be more likely than not realized. This assessment considers, among other matters, the nature, frequency and severity of recent losses and forecasts of future profitability. These assumptions require significant judgment and the forecasts of future taxable income are consistent with the plans and estimates the Group is using to manage the underlying business. Valuation allowance is established for deferred tax assets based on a more-likely-than-not threshold. The Group's ability to realize deferred tax assets depends on its ability to generate sufficient taxable income within the carry-forward periods provided for in the tax law. The Group believes that it is more likely than not that these deferred tax assets will not be utilized in the future. Therefore, the Group has provided full valuation allowance for the deferred tax assets as of December 31, 2019, 2020, 2021 and June 30, 2022.

Movements of valuation allowance are as follows:

	As of December 31,			As of June 30,
	2019	2020	2021	2022
	RMB	RMB	RMB	RMB
Balance at beginning of the year/period	75,501	175,757	250,032	334,848
Additions	100,256	74,275	84,816	9,977
Balance at end of the year/period	175,757	250,032	334,848	344,825

13. ORDINARY SHARES

As of January 1, 2019, the Company had 1,500,000,000 shares authorized and 110,000,000 shares issued at a par value of \$0.0001 per share. 9,920,000 ordinary shares were issued on May 20, 2014 to TECHWOLF LIMITED, controlled by Mr. Peng Zhao, Founder, Chairman and CEO of the Group, and these ordinary shares were reserved and held by Mr. Peng Zhao on behalf of the Company solely for the purpose of implementing the Company's share award plan. The Company accounted for these shares as issued but not outstanding and presented as treasury shares in the Consolidated Balance Sheets and Consolidated Statement of Changes in Shareholders' (Deficit)/Equity throughout all the periods until July 4, 2019, when the Company cancelled these ordinary shares. The original commercial intent behind the arrangement regarding such 9,920,000 ordinary shares was later reflected in the Company's share award plan, and the whose pool of available shares for future grants encompassed such 9,920,000 shares.

As of December 31, 2019, 1,500,000,000 shares had been authorized and 100,080,000 ordinary shares were issued and outstanding.

On February 10, 2020, all issued and outstanding ordinary shares of the Company were re-designated as Class B ordinary shares, and each Class B ordinary share was entitled to 10 votes. Mr. Peng Zhao, Founder, Chairman and CEO of the Group was deemed to beneficially own all of the Company's issued Class B ordinary shares.

On August 21, 2020, the Company newly issued a total of 4,122,853 Class A ordinary shares to Coatue PE Asia 26 LLC with a total consideration of US\$11,431. Meanwhile, TECHWOLF LIMITED sold a total of 3,752,934 Class B ordinary shares to Image Frame Investment (HK) Limited, and immediately after the completion of the transfer, the Company re-designated these shares into Class A ordinary shares.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

13. ORDINARY SHARES (CONTINUED)

On September 19, 2020, the Company issued 3,657,853 Class A ordinary shares to TWL Fellows Holding Limited for nominal consideration. TWL Fellows Holding Limited, a consolidated VIE of the Company incorporated on January 14, 2020 in the British Virgin Islands, was established as an employee shareholding vehicle (a "Trust") for the purpose of implementing the Company's share award plan. Therefore, the Company's ordinary shares issued to TWL Fellows Holding Limited were presented as treasury shares in the consolidated financial statements. Other than holding the Company's ordinary shares, the Trust does not have any assets.

On November 27, 2020, the Company issued and granted 24,780,971 Class B ordinary shares to TECHWOLF LIMITED (Note 15). On the same day, the voting rights of a total of 121,108,037 Class B ordinary shares was modified and each Class B ordinary share was entitled to 15 votes.

As of December 31, 2020, 1,500,000,000 shares had been authorized; 11,533,640 Class A ordinary shares were issued, out of which 7,875,787 were outstanding, and 121,108,037 Class B ordinary shares were issued and outstanding.

On March 12, 2021, TECHWOLF LIMITED transferred a total of 1,965,361 and 1,876,467 Class B ordinary shares to two new external investors named Index Capital International Limited and Duckling Fund L.P., respectively, and those shares were automatically converted into Class A ordinary shares upon the closing of share transfer between the shareholders.

In March 2021, the Company repurchased a total of 1,181,339 Class B ordinary shares from TECHWOLF LIMITED at a price of US\$5.33 per share. Immediately after the repurchase, those Class B ordinary shares were cancelled. The difference between the purchase price and the fair value of Class B ordinary shares was recorded as additional paid-in capital in the consolidated financial statements.

In June 2021, the Company completed its IPO and 110,400,000 Class A ordinary shares were issued with total net proceeds of RMB6,406,872. Upon the completion of the IPO, all of the preferred shares were automatically converted to 551,352,134 Class A ordinary shares.

In June 2021, the Company issued and granted 24,745,531 Class B ordinary shares to TECHWOLF LIMITED (Note 15).

As of December 31, 2021, 1,500,000,000 shares had been authorized; 748,953,103 Class A ordinary shares were issued, out of which 727,855,233 Class A ordinary shares were outstanding, and 140,830,401 Class B ordinary shares were issued and outstanding. The treasury shares as of December 31, 2021 represent ordinary shares issued and reserved for future exercise or vesting of share award plan.

In March 2022, the Company's Board of Directors authorized a share repurchase program under which the Company may repurchase up to US\$150 million of its American depositary shares ("ADSs") over the following 12 months. Under this share repurchase program, during the six months ended June 30, 2022, the Company repurchased a total of 2,073,533 ADSs (representing a total of 4,147,066 Class A ordinary shares) for approximately US\$40.0 million (RMB268.0 million) on the open market. The repurchased ordinary shares were accounted for under the cost method and included as treasury shares as a component of the shareholders' equity.

As of June 30, 2022, 1,500,000,000 shares had been authorized; 749,323,103 Class A ordinary shares were issued, out of which 730,777,761 Class A ordinary shares were outstanding, and 140,830,401 Class B ordinary shares were issued and outstanding.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

14. CONVERTIBLE REDEEMABLE PREFERRED SHARES

On May 20, 2014, the Company entered into a shares purchase agreement with certain investors, pursuant to which 60,000,000 Series A Convertible Redeemable Preferred Shares (the "Series A Preferred Shares") were issued on May 20, 2014 for an aggregated consideration of US\$3,000. The Company incurred issuance costs of US\$20 in connection with this offering.

On December 16, 2014, the Company entered into a shares purchase agreement with certain investors, pursuant to which 26,666,667 Series B Convertible Redeemable Preferred Shares (the "Series B Preferred Shares") were issued on December 16, 2014 for an aggregated consideration of US\$4,000. The Company incurred issuance costs of US\$41 in connection with the offering of Series B Preferred Shares. Besides, the Company also issued 13,333,333 Series B Preferred Shares to TECHWOLF LIMITED, controlled by Mr. Peng Zhao, the Company's Founder, Chairman and CEO, with no consideration received. Then the Company repurchased all of the Series B Preferred Shares issued to TECHWOLF LIMITED at par value and sold them to one of previous Series B investor on April 8, 2015 at the original issue price of the Series B Preferred Shares.

On April 8, 2015, the Company entered into a shares purchase agreement with certain investors, pursuant to which 48,000,000 Series C Convertible Redeemable Preferred Shares (the "Series C Preferred Shares") were issued on April 8, 2015 for an aggregated consideration of US\$10,000. The Company incurred issuance costs of US\$40 in connection with this offering.

On July 7, 2016, the Company entered into a shares purchase agreement with certain investors, pursuant to which 45,319,316 Series C-1 Convertible Redeemable Preferred Shares (the "Series C Preferred Shares", "Series C-1 Preferred Shares" or "Series C Preferred Shares Tranche I") were issued on July 7, 2016 for an aggregated consideration of US\$12,508. The Company incurred issuance costs of US\$86 in connection with this offering of Series C-1 Preferred Shares.

On August 15, 2016, the Company entered into a shares purchase agreement with certain investors, pursuant to which 42,251,744 Series C-2 Convertible Redeemable Preferred Shares (the "Series C Preferred Shares", "Series C-2 Preferred Shares" or "Series C Preferred Shares Tranche II") were issued on August 15, 2016 for an aggregated consideration of US\$18,000. The Company incurred issuance costs of US\$100 in connection with this offering.

On February 10, 2017, the Company entered into a shares purchase agreement with certain investors, pursuant to which 11,497,073 Series C-3 Convertible Redeemable Preferred Shares (the "Series C Preferred Shares", "Series C-3 Preferred Shares" or "Series C Preferred Shares Tranche III") were issued on February 10, 2017 for an aggregated consideration of US\$6,001. The Company incurred issuance costs of US\$32 in connection with this offering.

On November 2, 2017, the Company entered into a shares purchase agreement with certain investors, pursuant to which 60,856,049 Series D Convertible Redeemable Preferred Shares (the "Series D Preferred Shares") were issued on November 2, 2017 for an aggregated consideration of US\$43,394. The Company incurred issuance costs of US\$1,132 in connection with this offering.

On December 18, 2018, the Company entered into a shares purchase agreement with certain investors, pursuant to which 83,474,263 Series E Convertible Redeemable Preferred Shares (the "Series E Preferred Shares") were issued on December 18, 2018 for an aggregated consideration of US\$130,000. The Company incurred issuance costs of US\$3,376 in connection with this offering.

On March 8, 2019, the Company entered into a shares purchase agreement with certain investors, pursuant to which 32,373,031 Series E+ Convertible Redeemable Preferred Shares (the "Series E Preferred Shares", "Series E-1 Preferred Shares" or "Series E Preferred Shares Tranche I") were issued on March 8, 2019 for an aggregated consideration of US\$55,000. The Company incurred issuance costs of US\$1,982 in connection with this offering.

On July 4, 2019, the Company entered into a shares purchase agreement with certain investors, pursuant to which 28,226,073 Series E-2 Convertible Redeemable Preferred Shares (the "Series E Preferred Shares", "Series E-2 Preferred Shares" or "Series E Preferred Shares Tranche II") were issued on July 4, 2019 for an aggregated consideration of US\$50,000. The Company incurred issuance costs of US\$1,917 in connection with this offering.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

14. CONVERTIBLE REDEEMABLE PREFERRED SHARES (CONTINUED)

On February 10, 2020, the Company entered into a shares purchase agreement with certain investors, pursuant to which 48,689,976 Series F Convertible Redeemable Preferred Shares (the "Series F Preferred Shares") were issued on February 10, 2020 for an aggregated consideration of US\$150,000. The Company incurred issuance costs of US\$1 in connection with this offering.

On November 27, 2020, the Company entered into a shares purchase agreement with certain investors, pursuant to which 50,664,609 Series F+ Convertible Redeemable Preferred Shares (the "Series F Preferred Shares" or "Series F-plus Preferred Shares") were issued on November 27, 2020 for an aggregated consideration of US\$270,000. The Company incurred issuance costs of US\$3,080 in connection with this offering.

The Series A, B, C, D, E and F Preferred Shares are collectively referred to as the Preferred Shares. The holders of Preferred Shares are collectively referred to as the Preferred Shareholders. The key terms of the Preferred Shares issued by the Company are as follows:

Conversion rights*Optional conversion*

Each Series A, B, C, D, E and F Preferred Share shall be convertible, at the option of the holder thereof, at any time and without the payment of additional consideration by the holder thereof, into such number of Class A ordinary shares as determined by the quotient of the applicable issue price divided by the then effective applicable conversion price with respect to such particular series of Preferred Shares, which shall initially be the applicable issue price for the Series A, B, C, D, E and F Preferred Shares, as the case may be, resulting in an initial conversion ratio for the Preferred Shares of 1:1, and shall be subject to adjustment and readjustment from time to time, including but not limited to additional equity securities issuances, share dividends, distributions, subdivisions, redemptions, combinations, or reorganizations, mergers, consolidations, reclassifications, exchanges or substitutions.

Automatic conversion

Each Preferred Share is convertible, at the option of the holder, at any time after the date of issuance of such Preferred Shares according to a conversion ratio, subject to adjustments for dilution, including but not limited to stock splits, stock dividends and capitalization and certain other events. Each Preferred Share is convertible into a number of ordinary shares determined by dividing the applicable original issue price by the conversion price (initially being 1 to 1 conversion ratio). The conversion price of each Preferred Share is the same as its original issue price and no adjustments to conversion price have occurred so far.

Each Series A, B, C, D, E and F Preferred Share shall automatically be converted into Class A ordinary shares, at the then applicable preferred share conversion price upon (i) closing of a Qualified Initial Public Offering ("Qualified IPO"), or (ii) the written approval of the holders of a majority of each series of Preferred Shares (calculated and voting separately in their respective single class on an as-converted basis).

Prior to the Series D Preferred Shares issuance on November 2, 2017, a "Qualified IPO" was defined as an initial public offering with gross proceeds no less than US\$60 million and capitalization of the Company of no less than US\$350 million prior to such initial public offering. Upon the issuance of Series D Preferred Shares, the gross proceeds and market capitalization criteria for a "Qualified IPO" were increased to US\$90 million and US\$900 million, respectively. Upon the issuance of Series E Preferred Shares, the gross proceeds and market capitalization criteria for a "Qualified IPO" were increased to US\$100 million and US\$2,000 million, respectively. Upon the issuance of Series F Preferred Shares, the gross proceeds and market capitalization criteria for a "Qualified IPO" were increased to US\$100 million and US\$3,300 million, respectively. Upon the issuance of Series F-plus Preferred Shares, the gross proceeds and market capitalization criteria for a "Qualified IPO" were increased to US\$300 million and US\$5,000 million, respectively.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

14. CONVERTIBLE REDEEMABLE PREFERRED SHARES (CONTINUED)**Voting rights**

Each holder of Series A, B, C, D, E and F Preferred Shares is entitled to cast the number of votes equal to the number of Class A ordinary shares such Preferred Shares would be entitled to convert into at the then effective conversion price. There was a modification to the voting rights of the shares controlled by Mr. Peng Zhao when the Series F and Series F-plus Preferred Shares were issued as follows:

- the voting rights of ordinary shares controlled by Mr. Peng Zhao was modified to carry 10 votes in connection with the Series F Preferred Shares financing; and
- the voting rights of shares controlled by Mr. Peng Zhao was modified to carry 15 votes in connection with the Series F-plus Preferred Shares financing.

Dividend rights

Each Preferred Share shall have the right to receive dividends, on an as-converted basis, when, as and if declared by the Board. No dividend shall be paid on the ordinary shares at any time unless and until all dividends on the Preferred Shares have been paid in full. No dividends on preferred and ordinary shares have been declared since the issuance date.

Liquidation preference

In the event of any liquidation (unless waived by the majority of Preferred Shareholders) including deemed liquidation, dissolution or winding up of the Company, Preferred Shareholders shall be entitled to receive a per share amount equal to 100% of the original preferred share issue price of the respective series of Preferred Shares, as adjusted for share dividends, share splits, combinations, recapitalizations or similar events, plus all accrued and declared but unpaid dividends thereon, in the sequence of Series F Preferred Shares, Series E Preferred Shares, Series D Preferred Shares, Series C Preferred Shares, Series B Preferred Shares, and Series A Preferred Shares. After such liquidation amounts have been paid in full, any remaining funds or assets of the Company legally available for distribution to shareholders shall be distributed on a pro rata, pari passu basis among the holders of the Preferred Shares, on an as-converted basis, together with the holders of the ordinary shares.

Redemption rights

At any time commencing on a date specified in the shareholders' agreements (the "Redemption Start Date"), holders of majority (more than 50%) of the then outstanding Series A, B, C, D, E and F Preferred Shares may request a redemption of the Preferred Shares of such series. On receipt of a redemption request from the holders, the Company shall redeem all or part, as requested, of the outstanding Preferred Shares of such series.

The Redemption Start Date of Preferred Shares have been amended for a number of times historically. If any holder of any series of Preferred Shares exercises its redemption right, any holder of other series of Preferred Shares shall have the right to exercise the redemption of its series at the same time.

The redemption prices have been modified historically. Prior to the issuance of Series F Preferred Shares, the price at which each Preferred Share shall be redeemed shall equal to the original Preferred Shares issue price for such series plus 10% compound interest per annum (calculated from the issuance date of the respective series of Preferred Shares), and declared but unpaid dividends. Upon the issuance of Series F Preferred Shares, the price at which each Preferred Share shall be redeemed shall equal to the original Preferred Shares issue price for such series plus 8% simple interest per annum (calculated from the issuance dates of the respective series of Preferred Shares), and declared but unpaid dividends.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

14. CONVERTIBLE REDEEMABLE PREFERRED SHARES (CONTINUED)

If on the redemption date triggered by the occurrence of any redemption event, the Company's assets or funds which are legally available are insufficient to pay in full the aggregate redemption price for Preferred Shares requested to be redeemed, upon the request of a redeeming shareholder, the Company shall execute and deliver a two-year note, bearing an interest of ten percent (10%) per annum and with repayment of the principal and interest to be made on a monthly basis over a period of twenty-four (24) months. Preferred Shares subject to redemption with respect to which the Company has become obligated to pay the redemption price but which it has not paid in full shall continue to have all the rights and privileges which such Preferred Shareholders had prior to such date, until the redemption price has been paid in full with respect to such Preferred Shares.

Conversion upon IPO

In June 2021, upon the completion of IPO, all of the Preferred Shares were automatically converted to 551,352,134 Class A ordinary shares on a one-for-one basis.

Accounting for preferred shares

The Company classified the Preferred Shares in the mezzanine equity section of the Consolidated Balance Sheets because they were redeemable at the holders' option any time after a certain date and were contingently redeemable upon the occurrence of certain liquidation event outside of the Company's control. The Preferred Shares are recorded initially at fair value, net of issuance costs.

The Company records accretion on the Preferred Shares, where applicable, to the redemption value from the issuance dates to the earliest redemption dates. The accretion, calculated using the effective interest method, is recorded against retained earnings, or in the absence of retained earnings, by charging against additional paid-in capital. Once additional paid-in capital has been exhausted, additional charges are recorded by increasing the accumulated deficit. The accretion of Preferred Shares was RMB232,319 (US\$33,529), RMB283,981 (US\$41,546) and RMB164,065 (US\$25,284) for the years ended December 31, 2019, 2020 and 2021, respectively.

The Company has determined that, under the whole instrument approach, host contract of the Preferred Shares is more akin to a debt host, given the Preferred Shares holders have potential creditors' right in the event of insufficient fund upon redemption, along with other debt-like features in the terms of the Preferred Shares, including the redemption rights. However, the Company determined that the embedded feature, including conversion feature, do not require bifurcation as they either are clearly and closely related to the host or do not meet definition of a derivative.

The Company has determined that there was no beneficial conversion feature attributable to all Preferred Shares because the initial effective conversion prices of these Preferred Shares were higher than the fair value of the Company's ordinary shares determined by the Company with the assistance from an independent third-party appraiser.

Modification of preferred shares

The Company assesses whether an amendment to the terms of its convertible redeemable preferred shares is an extinguishment or a modification based on a qualitative evaluation of the amendment. If the amendment adds, removes, significantly changes to a substantive contractual term or to the nature of the overall instrument, the amendment results in an extinguishment of the preferred shares. The Company also assess if the change in terms results in value transfer between Preferred Shareholders or between Preferred Shareholders and ordinary shareholders.

When convertible redeemable preferred shares are extinguished, the difference between the fair value of the consideration transferred to the convertible redeemable Preferred Shareholders and the carrying amount of such preferred shares (net of issuance costs) is treated as a deemed dividend to the Preferred Shareholders. When convertible redeemable preferred shares are modified and such modification results in value transfer between Preferred Shareholders and ordinary shareholders, the change in fair value resulted from the amendment is treated as a deemed dividend to or from the Preferred Shareholders.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

14. CONVERTIBLE REDEEMABLE PREFERRED SHARES (CONTINUED)

Preferred shares modification were mainly included below:

- Starting from the issuance of Series C Preferred Shares, optional redemption date of each pre-existing Preferred Shares was modified and extended to the fifth anniversary of each newly issued series of Preferred Shares applicable closing date; and
- On February 10, 2020, the Redemption Start Date of Series A, B, C, D and E Preferred Shares was extended from July 5, 2024 to February 10, 2025, which is to be in line with the optional redemption date of Series F Preferred Shares. In the meanwhile, redemption price interest rate was lowered from 10% compound interest per annum to 8% simple interest per annum commencing from Series F Preferred Shares original issuance date and ending on the date of redemption.

From both quantitative and qualitative perspectives, the Company assessed the impact of these modifications and concluded that they represented a modification rather than extinguishment of pre-existing preferred shares, and the impact of the modification was immaterial.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

14. CONVERTIBLE REDEEMABLE PREFERRED SHARES (CONTINUED)

The Company's convertible redeemable preferred shares activities for the years ended December 31, 2019, 2020 and 2021 are summarized below:

	Series A Preferred Shares		Series B Preferred Shares		Series C Preferred Shares		Series D Preferred Shares		Series E Preferred Shares		Series F Preferred Shares		Total	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Balance as of January 1, 2019	60,000,000	RMB 30,144	40,000,000	RMB 56,554	147,068,133	RMB 400,950	60,856,049	RMB 317,533	83,474,263	RMB 874,107	-	-	391,398,445	RMB 1,679,288
Issuance of Series E Preferred Shares Tranche I and II, net of issuance cost	-	-	-	-	-	-	-	-	60,599,104	691,894	-	-	60,599,104	691,894
Accretion on convertible redeemable preferred shares to redemption value	-	3,290	-	6,231	-	42,417	-	35,053	-	145,328	-	-	-	232,319
Balance as of December 31, 2019	60,000,000	33,434	40,000,000	62,785	147,068,133	443,367	60,856,049	352,586	144,073,367	1,711,329	-	-	451,997,549	2,603,501
Issuance of Series F Preferred Shares, net of issuance cost	-	-	-	-	-	-	-	-	-	-	99,354,585	2,803,114	99,354,585	2,803,114
Accretion on convertible redeemable preferred shares to redemption value	-	2,743	-	5,191	-	35,198	-	28,196	-	133,704	-	78,949	-	283,981
Balance as of December 31, 2020	60,000,000	36,177	40,000,000	67,976	147,068,133	478,565	60,856,049	380,782	144,073,367	1,845,033	99,354,585	2,882,063	551,352,134	5,690,596
Accretion on convertible redeemable preferred shares to redemption value	-	1,057	-	2,006	-	13,580	-	10,823	-	51,072	-	85,527	-	164,065
Conversion of Preferred Shares to ordinary shares	(60,000,000)	(37,234)	(40,000,000)	(69,982)	(147,068,133)	(492,145)	(60,856,049)	(391,605)	(144,073,367)	(1,896,105)	(99,354,585)	(2,967,590)	(551,352,134)	(5,854,661)
Balance as of December 31, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

15. SHARE-BASED COMPENSATION

(a) Share options

Since 2014, the Company has granted options to certain directors, executive officers and employees. The maximum aggregate number of ordinary shares that are authorized to be issued under the Company's share award plans is 158,726,695 as of June 30, 2022. The share options have a contractual term of ten years.

Share options granted contain service conditions. With respect to the service conditions, there are 3 types of vesting schedule, which are: (i) 25% of the share options shall become vested on each anniversary of the vesting commencement date for 4 years thereafter; (ii) 50% of the share options shall become vested on each anniversary of the vesting commencement date for 2 years thereafter; and (iii) immediately vested upon grant.

For share options with service conditions only, those awards are measured at the grant-date fair value and recognized as expenses over the requisite service period, which is the vesting period. For certain share options granted to employees, even though the service condition might have been satisfied, employees are required to provide continued service through the occurrence of an IPO or change of control ("Trigger Event"). Given the vesting of these share options is contingent upon the occurrence of Trigger Event, no share-based compensation expenses were recognized for these share options until the completion of the IPO in June 2021, when cumulative share-based compensation expenses for the awards that have satisfied the service conditions were recorded.

The following table sets forth the activities of share options for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022, respectively:

	Number of options	Weighted average exercise price US\$	Weighted average remaining contractual life In Years	Aggregate intrinsic value US\$	Weighted average grant-date fair value US\$
Outstanding as of					
January 1, 2019	67,784,739	0.50	7.64	22,714	0.12
Granted	25,679,294	1.45			
Forfeited	(7,242,312)	0.84			
Outstanding as of December 31, 2019	<u>86,221,721</u>	0.76	7.22	65,994	0.27
Granted	26,509,592	2.42			
Forfeited	(5,597,960)	1.00			
Outstanding as of December 31, 2020	<u>107,133,353</u>	1.16	6.84	226,639	0.64
Granted	32,710,153	4.14			
Exercised	(54,385,484)	0.55			
Forfeited	(2,982,054)	1.98			
Outstanding as of December 31, 2021	<u>82,475,968</u>	2.71	8.05	1,214,916	2.82

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

15. SHARE-BASED COMPENSATION (CONTINUED)

(a) Share options (continued)

	Number of options	Weighted average exercise price	Weighted average remaining contractual life	Aggregate intrinsic value	Weighted average grant-date fair value
		US\$	In Years	US\$	US\$
Outstanding as of					
January 1, 2021	107,133,353	1.16	6.84	226,639	0.64
Granted	32,701,729	4.14			
Forfeited	<u>(2,463,934)</u>	1.85			
Outstanding as of June 30, 2021 (unaudited)	<u>137,371,148</u>	1.85	7.45	2,468,589	1.93
Outstanding as of					
January 1, 2022	82,475,968	2.71	8.05	1,214,916	2.82
Granted	8,424	–			
Exercised	(6,812,174)	1.30			
Forfeited	<u>(1,113,600)</u>	2.50			
Outstanding as of June 30, 2022	<u>74,558,618</u>	2.84	7.68	767,897	2.90
Vested and expected to vest as of June 30, 2022	74,558,618	2.84	7.68	767,897	2.90
Exercisable as of June 30, 2022	30,629,972	2.12	6.93	337,665	1.79

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the estimated fair value of the underlying ordinary share at each reporting date.

As of June 30, 2022, there were US\$146,502 of unrecognized compensation expenses related to share options, which are expected to be recognized over a weighted-average period of 2.72 years and may be adjusted for future forfeitures.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

15. SHARE-BASED COMPENSATION (CONTINUED)

(a) Share options (continued)

The Company uses binomial option-pricing model to determine the fair value of the share options as of the grant dates. Key assumptions (or ranges thereof) are set as below:

	For the year ended December 31,			For the six months ended June 30,
	2019	2020	2021	2021
				(Unaudited)
Fair value of ordinary shares on the date of option grant	1.01-1.52	1.84-3.27	6.78-18.09	6.78-18.09
Risk-free interest rate ⁽¹⁾	1.80%-2.76%	0.82%-1.70%	1.6%-2.0%	1.7%-2.0%
Expected term (in years)	10	10	10	10
Expected dividend yield ⁽²⁾	0%	0%	0%	0%
Expected volatility ⁽³⁾	56.1%-57.8%	56.5%-59.0%	58.8%-59.8%	58.8%-59.8%
Expected early exercise multiple	2.2x-2.8x	2.2x-2.8x	2.2x-2.8x	2.2x-2.8x

- (1) The risk-free interest rate of periods within the contractual life of the share option is based on the market yield of U.S. Treasury Strips with a maturity life equal to the expected life to expiration.
- (2) The Company has no history or expectation of paying dividends on its ordinary shares.
- (3) Expected volatility is estimated based on the average of historical volatilities of the comparable companies in the same industry as at the valuation dates.

(b) RSUs

After the completion of the Company's IPO in June 2021, the Company started to grant RSUs to employees. One RSU represents a right relating to one Class A ordinary share of the Company. The RSUs were granted with service conditions. The fair value of the RSUs is estimated based on the market value of the underlying ordinary share of the Company at the grant date.

The following table summarizes activities of the Company's RSUs for the year ended December 31, 2021 and for the six months ended June 30, 2022:

	Number of RSUs	Weighted average grant-date fair value
		US\$
Outstanding as of January 1, 2021	–	–
Granted	3,521,118	
Outstanding as of December 31, 2021	3,521,118	19.05
Granted	8,118,214	
Vested	(257,420)	
Forfeited	(242,012)	
Outstanding as of June 30, 2022	11,139,900	12.81

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

15. SHARE-BASED COMPENSATION (CONTINUED)

(b) RSUs (continued)

As of June 30, 2022, there were US\$128,950 of unrecognized compensation expenses related to RSUs, which are expected to be recognized over a weighted-average period of 3.63 years and may be adjusted for future forfeitures.

(c) Share-based compensation expenses by function

The following table sets forth the amounts of share-based compensation expenses included in each of the relevant financial statement line items:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
Cost of revenues	944	1,920	31,467	13,137	16,113
Sales and marketing expenses	8,443	21,473	73,733	26,922	63,817
Research and development expenses	13,595	30,883	137,820	58,633	115,117
General and administrative expenses*	11,268	602,960	1,680,626	1,610,559	87,999
Total	34,250	657,236	1,923,646	1,709,251	283,046

* In November 2020 and June 2021, the Company granted 24,780,971 and 24,745,531 Class B ordinary shares to TECHWOLF LIMITED, and recorded share-based compensation expenses of RMB533.1 million and RMB1,506.4 million, respectively, in general and administrative expenses upon the grant (Note 13).

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

16. BASIC AND DILUTED NET (LOSS)/INCOME PER SHARE

The computation of basic and diluted net (loss)/income per share for the years ended December 31, 2019, 2020, 2021, and for the six months ended June 30, 2021 and 2022 is as follows:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
Numerator					
Net (loss)/income	(502,055)	(941,895)	(1,071,074)	(1,590,312)	80,321
Accretion on convertible redeemable preferred shares to redemption value	(232,319)	(283,981)	(164,065)	(164,065)	–
Net (loss)/income attributable to ordinary shareholders	(734,374)	(1,225,876)	(1,235,139)	(1,754,377)	80,321
Denominator					
Weighted average number of ordinary shares used in computing net (loss)/income per share, basic	107,114,306	111,172,986	529,343,027	147,308,942	869,427,036
Dilutive effect of share- based awards	–	–	–	–	48,057,023
Weighted average number of ordinary shares used in computing net (loss)/income per share, diluted	107,114,306	111,172,986	529,343,027	147,308,942	917,484,059
Net (loss)/income per share attributable to ordinary shareholders					
– Basic	(6.86)	(11.03)	(2.33)	(11.91)	0.09
– Diluted	(6.86)	(11.03)	(2.33)	(11.91)	0.09

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

16. BASIC AND DILUTED NET (LOSS)/INCOME PER SHARE (CONTINUED)

As the Group incurred loss for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021, the ordinary share equivalents, including preferred shares, share options and RSUs granted, were anti-dilutive and excluded from the computation of diluted net loss per share. The weighted average numbers of these ordinary share equivalents for the periods presented were as follows:

	For the year ended December 31,			For the six months ended June 30,
	2019	2020	2021	2021
	RMB	RMB	RMB	RMB
				(Unaudited)
Preferred shares	431,914,761	500,211,192	251,440,808	502,881,617
Share options and RSUs	38,394,825	60,853,313	78,376,179	94,100,191

17. COMMITMENTS AND CONTINGENCIES**Commitments**

The Group engaged third parties for promoting its brand image through various advertising channels. The amount of advertising commitments relates to the committed advertising services that have not been delivered and paid. As of June 30, 2022, future minimum advertising commitments under non-cancelable agreements were RMB110.3 million.

Contingencies

The Group and certain of the officers and directors have been named as defendants in a putative securities class action filed on July 12, 2021 in the U.S. District Court for the District of New Jersey. On March 4, 2022, plaintiff filed the Amended Complaint, purportedly brought on behalf of a class of persons who allegedly suffered damages as a result of their trading in the securities between June 11, 2021 and July 2, 2021, both inclusive. The action alleges that the Group made false and misleading statements regarding the business, operations and compliance policies in violation of the Sections 10(b) and 20(a) of the U.S. Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder. In May 2022, the Company filed its motion to dismiss the Amended Complaint. Briefing on the motion to dismiss was completed in July 2022, and a decision remains pending. In September 2022, the parties reached a tentative agreement in principle to settle the case. Accordingly, the Group has recorded a contingent liability of RMB14.9 million as of June 30, 2022. On November 10, 2022, the Court granted preliminary approval of the parties' settlement agreement, pursuant to which, without any admission or finding of any wrongdoing on the part of any of the Defendants, the parties agreed that, in consideration of the Company's payment of US\$2.25 million, all actual and potential claims and causes of action that have been or could have been alleged against the Company and the individual defendant (including the individuals mentioned above) are resolved and discharged and precluded from being raised again in any future action. The payment of the settlement amount is due by mid-December 2022 and has been paid. The Court scheduled a fairness hearing for March 2023, after which the Court will decide whether to grant final approval of the settlement.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

18. FAIR VALUE MEASUREMENT

Information about inputs into the fair value measurement of the Group's assets that are measured or disclosed at fair value on a recurring basis in periods subsequent to their initial recognition is as follows:

Description	Fair value	Fair value measurement at reporting date using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
		RMB	RMB	RMB
Short-term investments				
As of December 31, 2019	1,142,015	–	1,142,015	–
As of December 31, 2020	536,401	–	536,401	–
As of December 31, 2021	884,996	–	884,996	–
As of June 30, 2022	812,225	–	812,225	–

When available, the Group uses quoted market prices to determine the fair value of an asset or liability. If quoted market prices are not available, the Group will measure fair value using valuation techniques that use, when possible, current market-based or independently sourced market parameters, such as interest rates and currency rates. For short-term investments, which consists of wealth management products, the Group refers to the quoted rate of return provided by financial institutions at the end of each period using the discounted cash flow method. The Group classifies the valuation techniques as Level 2 of fair value measurement.

19. RESTRICTED NET ASSETS

In accordance with the laws applicable to foreign investment enterprises established in the PRC, the Group's subsidiaries registered as wholly owned foreign enterprises must make appropriations from after-tax profits (as determined under PRC GAAP) to reserve funds including general reserve fund, enterprise expansion fund and staff bonus and welfare fund. The appropriation to the general reserve fund must be at least 10% of the after-tax profits until such reserve fund has reached 50% of the enterprise's registered capital. The appropriation to enterprise expansion fund and staff bonus and welfare fund is at the discretion of the respective company. Additionally, in accordance with the PRC Company Law, the Group's consolidated VIE and VIE's subsidiaries must make appropriations from after-tax profits (as determined under the PRC GAAP) to statutory surplus fund and discretionary surplus fund. The appropriation to the statutory surplus fund is at least 10% of the after-tax profits until such reserve fund has reached 50% of the company's registered capital. The appropriation to discretionary surplus fund is at the discretion of the respective company. The aforementioned reserved funds can only be used for specific purposes and are not distributable as cash dividends.

As a result of these PRC laws and regulations that require annual appropriations of 10% of net after-tax profits to be set aside prior to payment of dividends as general reserve fund or statutory surplus fund, the Company's subsidiaries, the consolidated VIE and VIE's subsidiaries incorporated in PRC are restricted in their ability to transfer a portion of their net assets to the Company.

Amounts restricted include paid-in capital and statutory reserve funds, totaling approximately RMB938.0 million, or 8.25% of the Group's total consolidated net assets as of June 30, 2022; and therefore it was not applicable for the Group to disclose the financial statements of the parent company.

20. DIVIDENDS

No dividend was declared by the Company during the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2022.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

21. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to the Listing Rules, Section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB	RMB
Fees	–	–	573	58	519
Salaries, allowances and benefits in kind	450	599	7,039	959	8,620
Performance related bonuses	63	63	10,072	370	11,664
Share-based compensation expenses	–	533,131	1,534,086	1,510,137	25,239
Pension scheme contributions	36	39	98	33	66
Total	549	533,832	1,551,868	1,511,557	46,108

The remuneration paid to directors during the Track Record Period was as follows:

	For the year ended December 31, 2019					
	Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Share-based compensation expense	Pension scheme contributions	Total remuneration
	RMB	RMB	RMB	RMB	RMB	RMB
Peng Zhao ⁽¹⁾	–	450	63	–	36	549

	For the year ended December 31, 2020					
	Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Share-based compensation expense	Pension scheme contributions	Total remuneration
	RMB	RMB	RMB	RMB	RMB	RMB
Peng Zhao ⁽¹⁾	–	599	63	533,131	39	533,832

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

21. DIRECTORS' REMUNERATION (CONTINUED)

For the year ended December 31, 2021						
	Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Share-based compensation expense	Pension scheme contributions	Total remuneration
	RMB	RMB	RMB	RMB	RMB	RMB
Peng Zhao ⁽¹⁾	–	2,337	370	1,506,362	46	1,509,115
Yu Zhang ⁽⁷⁾	–	1,901	–	11,406	–	13,307
Xu Chen ⁽⁷⁾	–	1,356	–	13,132	31	14,519
Tao Zhang ⁽⁷⁾	–	1,445	9,702	2,204	21	13,372
Charles Zhaoxuan Yang ⁽⁸⁾	287	–	–	491	–	778
Yonggang Sun ⁽⁸⁾	286	–	–	491	–	777
Total	573	7,039	10,072	1,534,086	98	1,551,868

For the six months ended June 30, 2021 (Unaudited)						
	Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Share-based compensation expense	Pension scheme contributions	Total remuneration
	RMB	RMB	RMB	RMB	RMB	RMB
Peng Zhao ⁽¹⁾	–	514	370	1,506,362	26	1,507,272
Yu Zhang ⁽⁷⁾	–	233	–	1,603	–	1,836
Xu Chen ⁽⁷⁾	–	107	–	1,851	4	1,962
Tao Zhang ⁽⁷⁾	–	105	–	321	3	429
Charles Zhaoxuan Yang ⁽⁸⁾	29	–	–	–	–	29
Yonggang Sun ⁽⁸⁾	29	–	–	–	–	29
Total	58	959	370	1,510,137	33	1,511,557

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

21. DIRECTORS' REMUNERATION (CONTINUED)

For the six months ended June 30, 2022						
	Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Share-based compensation expense	Pension scheme contributions	Total remuneration
	RMB	RMB	RMB	RMB	RMB	RMB
Peng Zhao ⁽¹⁾	–	2,865	303	–	19	3,187
Yu Zhang ⁽⁷⁾	–	1,816	1,529	10,281	–	13,626
Xu Chen ⁽⁷⁾	–	1,820	8,399	11,150	19	21,388
Tao Zhang ⁽⁷⁾	–	1,937	1,433	2,348	19	5,737
Charles Zhaoxuan Yang ⁽⁸⁾	259	–	–	331	–	590
Yonggang Sun ⁽⁸⁾	260	–	–	331	–	591
Xiehua Wang ⁽⁹⁾	–	182	–	798	9	989
Total	519	8,620	11,664	25,239	66	46,108

- (1) Peng Zhao is the Founder of the Company and has been the Chairman of the board of directors and CEO since the Company's inception.
- (2) Xin Xu was appointed as the director of the Company since 2015 and resigned in April 2022. No remuneration was paid by the Company for the years ended December 31, 2019, 2020 and 2021, and for the six months ended June 30, 2021 and 2022.
- (3) Haiyang Yu has served as the director of the Company since July 2019. No remuneration was paid by the Company for the years ended December 31, 2019, 2020 and 2021, and for the six months ended June 30, 2021 and 2022.
- (4) Ye Yuan was appointed as the director of the Company since May 2014 and resigned in May 2021. No remuneration was paid by the Company for the years ended December 31, 2019, 2020 and 2021, and for the six months ended June 30, 2021.
- (5) Xiang Gao was appointed as the director of the Company since August 2016 and resigned in February 2020. He also served as the director of the Company since August 2020 and resigned in May 2021. No remuneration was paid by the Company for the years ended December 31, 2019, 2020 and 2021, and for the six months ended June 30, 2021.
- (6) Jixun Foo was appointed as the director of the Company since December 2018 and resigned in May 2021. No remuneration was paid by the Company for the years ended December 31, 2019, 2020 and 2021, and for the six months ended June 30, 2021.
- (7) Yu Zhang, Xu Chen and Tao Zhang have served as the directors of the Company since May 2021.
- (8) Charles Zhaoxuan Yang and Yonggang Sun have served as the independent directors since June 2021.
- (9) Xiehua Wang has served as the director of the Company since April 2022.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

22. FIVE HIGHEST-PAID INDIVIDUALS

The five highest-paid individuals for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022, included the following number of directors and non-directors:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
				(Unaudited)	
Directors	–	1	2	1	2
Non-directors	5	4	3	4	3
Total	5	5	5	5	5

Details of the remuneration for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022 of the five highest-paid individuals who are non-directors (the “Non-director Individuals”) were as follows:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	(Unaudited)	
				RMB	RMB
Salaries, allowances and benefits in kind	5,785	4,495	5,250	856	3,486
Performance related bonuses	2,437	37	646	474	1,734
Share-based compensation expenses	5,865	55,990	60,628	75,553	33,395
Pension scheme contributions	172	39	59	40	73
Total	14,259	60,561	66,583	76,923	38,688

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

22. FIVE HIGHEST-PAID INDIVIDUALS (CONTINUED)

The number of Non-director Individuals whose remuneration fell within the following bands is as follows:

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	RMB	RMB	RMB	RMB (Unaudited)	RMB
HK\$1,500,001 to HK\$2,000,000	3	–	–	–	–
HK\$2,000,001 to HK\$2,500,000	1	–	–	–	–
HK\$4,500,001 to HK\$5,000,000	1	–	–	–	–
HK\$9,000,001 to HK\$9,500,000	–	–	–	–	1
HK\$9,500,001 to HK\$10,000,000	–	–	–	–	1
HK\$11,500,001 to HK\$12,000,000	–	2	–	–	–
HK\$12,000,001 to HK\$12,500,000	–	1	–	1	–
HK\$13,000,001 to HK\$13,500,000	–	–	–	–	1
HK\$16,000,001 to HK\$16,500,000	–	–	–	1	–
HK\$17,000,001 to HK\$17,500,000	–	–	–	1	–
HK\$18,000,001 to HK\$18,500,000	–	1	2	1	–
HK\$18,500,001 to HK\$19,000,000	–	–	1	–	–
Total	5	4	3	4	3

No remuneration was paid by the Group to any directors or Non-director Individuals as an inducement to join the Group or as compensation for loss of office during the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022. No remuneration was waived by any directors or Non-director Individuals during the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022.

23. SUBSEQUENT EVENTS

The Group has evaluated subsequent events through the date the consolidated financial statements are issued, and the Group concluded that no subsequent event has occurred that would require recognition or disclosure in the consolidated financial statements.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Historical Financial Information is prepared in accordance with U.S. GAAP, which differ in certain respects from International Financial Reporting Standards ("IFRS"). The effects of material differences between the Historical Financial Information of the Group prepared under U.S. GAAP and IFRS are as follows:

Consolidated Statements of Comprehensive Loss (Extract)	For the year ended December 31, 2019									
	Amounts as reported under U.S. GAAP	IFRS adjustments					Amounts as reported under IFRS			
		Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss		RMB		
	RMB	RMB	RMB	RMB	RMB	RMB	RMB	RMB	RMB	RMB
Cost of revenues	(137,812)	–	(461)	303	–	–	–	–	–	(137,970)
Sales and marketing expenses	(916,832)	–	(3,224)	495	–	–	–	–	–	(919,561)
Research and development expenses	(325,569)	–	(5,015)	885	–	–	–	–	–	(329,699)
General and administrative expenses	(132,999)	(26,860)	(4,026)	286	–	–	–	–	(105)	(163,704)
Fair value change of financial instruments	–	(1,984,892)	–	–	–	–	–	–	–	(1,984,892)
Financial income, net	145	–	–	(3,021)	–	–	–	–	–	(2,876)
Net loss	(502,055)	(2,011,752)	(12,726)	(1,052)	–	(105)	–	–	(105)	(2,527,690)
Accretion on convertible redeemable preferred shares to redemption value	(232,319)	232,319	–	–	–	–	–	–	–	–
Net loss attributable to ordinary shareholders	(734,374)	(1,779,433)	(12,726)	(1,052)	–	(105)	–	–	(105)	(2,527,690)
Other comprehensive income/(loss)										
Foreign currency translation adjustments	25,354	(83,294)	–	–	–	–	–	–	–	(57,940)
Effects of changes in credit risk for financial liabilities designated as at fair value through profit or loss	–	(26,318)	–	–	–	–	–	–	–	(26,318)

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

For the year ended December 31, 2020

Consolidated Statements of Comprehensive Loss (Extract)	Amounts as reported under		IFRS adjustments				Amounts as reported under IFRS	
	U.S. GAAP	RMB	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	RMB
Cost of revenues	(240,211)		RMB Note (i)	RMB Note (iii)	RMB Note (iii)	RMB Note (iv)	RMB Note (v)	
Sales and marketing expenses	(1,347,532)		-	(697)	527	-	-	(240,381)
Research and development expenses	(513,362)		-	307	1,365	-	-	(1,345,860)
General and administrative expenses	(797,008)		-	(14,747)	1,626	-	-	(526,483)
Fair value change of financial instruments	-		(20,166)	(18,439)	419	-	(142)	(835,336)
Financial income, net	3,098		(8,310,573)	-	-	-	-	(8,310,573)
Net loss	(941,895)		(8,330,739)	(33,576)	(823)	-	(142)	(9,307,175)
Accretion on convertible redeemable preferred shares to redemption value	(283,981)		283,981	-	-	-	-	-
Net loss attributable to ordinary shareholders	(1,225,876)		(8,046,758)	(33,576)	(823)	-	(142)	(9,307,175)
Other comprehensive (loss)/income								
Foreign currency translation adjustments	(149,539)		900,324	-	-	-	-	750,785
Effects of changes in credit risk for financial liabilities designated as at fair value through profit or loss	-		(40,799)	-	-	-	-	(40,799)

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

For the year ended December 31, 2021

Consolidated Statements of Comprehensive Loss (Extract)	Amounts as reported under		IFRS adjustments				Amounts as reported under IFRS	
	U.S. GAAP	RMB	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	RMB
Cost of revenues	(554,648)							(575,752)
Sales and marketing expenses	(1,942,670)							(1,964,828)
Research and development expenses	(821,984)							(871,067)
General and administrative expenses	(1,991,123)							(2,064,727)
Fair value change of financial instruments			(18,098,803)					(18,098,803)
Financial income, net	9,735				(10,469)			(734)
Net loss	(1,071,074)		(18,098,803)	(150,860)	(2,724)	(22,592)	(242)	(19,346,295)
Accretion on convertible redeemable preferred shares to redemption value	(164,065)		164,065					
Net loss attributable to ordinary shareholders	(1,235,139)		(17,934,738)	(150,860)	(2,724)	(22,592)	(242)	(19,346,295)
Other comprehensive (loss)/income								
Foreign currency translation adjustments	(127,378)		588,457					461,079
Effects of changes in credit risk for financial liabilities designated as at fair value through profit or loss			(634)					(634)

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

For six months ended June 30, 2021 (unaudited)

Consolidated Statements of Comprehensive Loss (Extract)	Amounts as reported under		IFRS adjustments				Amounts as reported under IFRS	
	U.S. GAAP	RMB	Preferred Shares	Share-based compensation	Operating leases	Listing Expenses	Expected credit loss	RMB
Cost of revenues	(250,029)			(9,491)	654			(258,866)
Sales and marketing expenses	(1,152,780)			(7,739)	1,917			(1,158,602)
Research and development expenses	(413,728)			(13,014)	607			(426,135)
General and administrative expenses	(1,748,612)			(17,041)	129	(22,592)	(120)	(1,788,236)
Fair value change of financial instruments			(18,098,803)					(18,098,803)
Financial income, net	4,017				(4,204)			(187)
Net loss	(1,590,312)		(18,098,803)	(47,285)	(897)	(22,592)	(120)	(19,760,009)
Accretion on convertible redeemable preferred shares to redemption value	(164,065)		164,065					
Net loss attributable to ordinary shareholders	(1,754,377)		(17,934,738)	(47,285)	(897)	(22,592)	(120)	(19,760,009)
Other comprehensive income/(loss)								
Foreign currency translation adjustments	7,884		588,457					596,341
Effects of changes in credit risk for financial liabilities designated as at fair value through profit or loss			(634)					(634)

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Consolidated Statements of Comprehensive Income/(Loss) (Extract)	For six months ended June 30, 2022						
	Amounts as reported under U.S. GAAP	Preferred Shares	Share-based compensation	IFRS adjustments	Listing expenses	Expected credit loss	Amounts as reported under IFRS
	RMB	RMB	RMB	Operating leases	RMB	RMB	RMB
Cost of revenues	(351,578)	–	(11,743)	Note (iii) 1,011	Note (iv) –	Note (v) –	(362,310)
Sales and marketing expenses	(921,900)	–	(43,206)	2,993	–	–	(962,113)
Research and development expenses	(598,425)	–	(75,707)	908	–	–	(673,224)
General and administrative expenses	(316,035)	–	(42,804)	626	–	(111)	(358,324)
Financial income, net	24,185	–	–	(7,564)	–	–	16,621
Net income/(loss)	80,321	–	(173,460)	(2,026)	–	(111)	(95,276)
Net income/(loss) attributable to ordinary shareholders	80,321	–	(173,460)	(2,026)	–	(111)	(95,276)

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

As of December 31, 2019

Consolidated Balance Sheets (Extract)	Amounts as	IFRS adjustments				Amounts as
	reported under U.S. GAAP	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	reported under IFRS
	RMB	RMB	RMB	RMB	RMB	RMB
Prepayments and other current assets	118,764	109,080	-	-	-	227,621
Right-of-use assets, net	98,138	-	-	(1,052)	-	97,086
Total assets	1,878,999	109,080	-	(1,052)	-	1,986,804
Financial liabilities designated as at fair value through profit or loss	-	5,661,479	-	-	-	5,661,479
Total liabilities	1,045,514	5,661,479	-	-	-	6,706,993
Convertible redeemable preferred shares	2,603,501	(2,603,501)	-	-	-	-
Subscription receivables from shareholders	(109,080)	109,080	-	-	-	-
Total mezzanine equity	2,494,421	(2,494,421)	-	-	-	-
Additional paid-in capital	-	58,337	22,128	-	-	80,465
Accumulated other comprehensive income/(loss)	19,152	(200,552)	-	-	-	(181,400)
Accumulated deficit	(1,680,150)	(2,915,763)	(22,128)	(1,052)	(223)	(4,619,316)
Total shareholders' deficit	(1,660,936)	(3,057,978)	-	(1,052)	(223)	(4,720,189)

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

As of December 31, 2020

Consolidated Balance Sheets (Extract)	Amounts as	IFRS adjustments				Amounts as	
	reported under U.S. GAAP	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	reported under IFRS
	RMB	RMB	RMB	RMB	RMB	RMB	RMB
Prepayments and other current assets	164,910	103,596	-	-	-	(365)	268,141
Right-of-use assets, net	144,063	-	-	(1,875)	-	-	142,188
Total assets	5,083,279	103,596	-	(1,875)	-	(365)	5,184,635
Financial liabilities designated as at fair value through profit or loss	-	15,935,807	-	-	-	-	15,935,807
Total liabilities	1,796,396	15,935,807	-	-	-	-	17,732,203
Convertible redeemable preferred shares	5,690,596	(5,690,596)	-	-	-	-	-
Subscription receivables from shareholders	(103,596)	103,596	-	-	-	-	-
Total mezzanine equity	5,587,000	(5,587,000)	-	-	-	-	-
Additional paid-in capital	452,234	342,318	55,704	-	-	-	850,256
Accumulated other comprehensive (loss)/income	(130,387)	658,973	-	-	-	-	528,586
Accumulated deficit	(2,622,045)	(11,246,502)	(55,704)	(1,875)	-	(365)	(13,926,491)
Total shareholders' deficit	(2,300,117)	(10,245,211)	-	(1,875)	-	(365)	(12,547,568)

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

As of December 31, 2021

Consolidated Balance Sheets (Extract)	Amounts as reported under U.S. GAAP	IFRS adjustments					Amounts as reported under IFRS
		Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	
	RMB	RMB	RMB	RMB	RMB	RMB	
Prepayments and other current assets	724,583	–	–	–	–	(607)	723,976
Right-of-use assets, net	309,085	–	–	(4,599)	–	–	304,486
Total assets	13,641,623	–	–	(4,599)	–	(607)	13,636,417
Additional paid-in capital	14,624,386	28,098,509	206,564	–	22,592	–	42,952,051
Accumulated other comprehensive (loss)/income	(257,765)	1,246,796	–	–	–	–	989,031
Accumulated deficit	(3,693,119)	(29,345,305)	(206,564)	(4,599)	(22,592)	(607)	(33,272,786)
Total shareholders' equity	10,674,056	–	–	(4,599)	–	(607)	10,668,850

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

As of June 30, 2022

Consolidated Balance Sheets (Extract)	Amounts as	IFRS adjustments					Amounts as
	reported under U.S. GAAP	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	reported under IFRS
	RMB	RMB	RMB	RMB	RMB	RMB	RMB
Prepayments and other current assets	520,589	–	–	–	–	(718)	519,871
Right-of-use assets, net	303,609	–	–	(6,625)	–	–	296,984
Total assets	14,372,635	–	–	(6,625)	–	(718)	14,365,292
Additional paid-in capital	14,965,856	28,098,509	380,024	–	22,592	–	43,466,981
Accumulated other comprehensive income	281,247	1,246,796	–	–	–	–	1,528,043
Accumulated deficit	(3,612,798)	(29,345,305)	(380,024)	(6,625)	(22,592)	(718)	(33,368,062)
Total shareholders' equity	11,366,882	–	–	(6,625)	–	(718)	11,359,539

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

*Notes:***(i) Preferred Shares**

Under U.S. GAAP, the Company classified the Preferred Shares as mezzanine equity because they were redeemable at the holders' option upon the occurrence of certain deemed liquidation events and certain events outside of the Company's control. The Preferred Shares were recorded initially at fair value, net of issuance cost. The accretion to the respective redemption value of the Preferred Shares were recognized over the period starting from issuance date to the earliest redemption date.

Under IFRS, the Preferred Shares that were contingently redeemable at the holders' option were designated as financial liabilities at fair value through profit or loss, which were measured at fair value with the issuance cost recorded in general and administrative expenses. The amount of changes in the fair value of the financial liabilities attributable to changes in the credit risk of the financial liabilities was presented in other comprehensive income/(loss) and the remaining amount of changes in the fair value was presented in profit or loss.

Accordingly, the reconciliation includes: (a) increases of RMB1,779,433, RMB8,046,758, RMB17,934,738 and RMB17,934,738 in net loss attributable to ordinary shareholders and increases of RMB26,318, RMB40,799, RMB634 and RMB634 in other comprehensive loss, resulting from fair value changes, for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021, respectively; (b) a decrease of RMB83,294 in other comprehensive income, decreases of RMB900,324, and RMB588,457 in other comprehensive loss, and an increase of RMB588,457 in other comprehensive income related with foreign currency translation adjustments, for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021, respectively; (c) increases of RMB26,860 and RMB20,166 in general and administrative expenses for the years ended December 31, 2019 and 2020, respectively, relating to the issuance cost of Preferred Shares; and (d) increases of RMB3,057,978 and RMB10,245,211 in the carrying value of Preferred Shares as of December 31, 2019 and 2020, respectively.

All the Preferred Shares of the Company were converted into Class A ordinary shares upon the completion of IPO in June 2021. Consequently, there was no such reconciliation item in classification and measurement of Preferred Shares between U.S. GAAP and IFRS subsequently.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)**(ii) Share-based compensation**

Under U.S. GAAP, a performance target that may be met during or after the requisite service period is complete, such as the fulfilment of a qualified successful IPO, is a performance vesting condition. The fair value of the award should not incorporate the vesting probability of the performance condition, but rather should be recognized only if the performance condition is probable of being achieved. The cumulative share-based compensation expenses for the share options that have satisfied the service condition were recorded upon the completion of the Company's IPO in June 2021. Under IFRS, the cumulative share-based compensation expenses for the share options that have satisfied the service condition were recorded when the performance condition related to the successful IPO became more likely than not to be achieved rather than being actually completed. Thus, share-based compensation expenses were recorded earlier under IFRS than under U.S. GAAP.

For share options and RSUs granted with service condition, the share-based compensation expenses were recognized over the vesting period using straight-line method under U.S. GAAP while the graded vesting method must be applied under IFRS.

Additionally, under U.S. GAAP, it is allowed to make an entity-wide accounting policy election to account for award forfeitures as they occur or by estimating expected forfeitures as compensation cost is recognized, and the Group has chosen to account for forfeitures when they occur. Under IFRS, a similar policy election isn't allowed; forfeitures must be estimated and share-based compensation expenses were recognized net of estimated forfeitures.

Accordingly, the reconciliation includes increases in operating cost and expenses of RMB12,726, RMB33,576, RMB150,860, RMB47,285, and RMB173,460 for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022, respectively.

(iii) Operating leases

Under U.S. GAAP, for operating leases, the amortization of the right-of-use assets and interest expenses related to the lease liabilities were recorded together as lease expenses, which resulted in a straight-line recognition effect over the respective lease terms.

Under IFRS, the amortization of the right-of-use assets was recognized on a straight-line basis while interest expenses related to the lease liabilities were recorded on the basis that the lease liabilities were measured at amortized cost with more expenses recognized in earlier years of each lease term. Additionally, the amortization of the right-of use assets and interest expenses related to the lease liabilities were presented in separate line items.

Accordingly, the reconciliation includes increases in net loss of RMB1,052, RMB823, RMB2,724, and RMB897, and a decrease in net income of RMB2,026 for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022, respectively. The reconciliation also includes decreases in right-of-use assets of RMB1,052, RMB1,875, RMB4,599 and RMB6,625 as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

24. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)**(iv) Listing expenses**

Under U.S. GAAP, specific incremental issuance cost directly attributable to the offering of equity securities may be deferred and capitalized against the gross proceeds of the offering and presented in the shareholders' equity as a deduction from the proceeds.

Under IFRS, only those listing expenses considered directly attributable to the issuance of new shares to investors can be capitalized. Those expenses considered directly attributable to the listing of existing shares on a stock exchange were not qualified for capitalization and expensed as incurred instead.

Accordingly, the reconciliation includes an increase in general and administrative expenses of RMB22,592 for the six months ended June 30, 2021 and for the year ended December 31, 2021, and an increase of RMB22,592 in additional paid-in capital as of December 31, 2021 and June 30, 2022, in relation to the listing expenses incurred for the IPO.

(v) Expected credit loss

Under U.S. GAAP, ASC Topic 326 will be adopted by the Group starting from January 1, 2023. Before the adoption of ASC Topic 326, impairment losses for financial assets, mainly including other receivables, are not recognized until it is probable that a loss would be incurred based on events and conditions existing at the date of the financial statements.

Under IFRS, IFRS 9 were required to be adopted by the Group starting from January 1, 2018, which introduced an expected credit loss ("ECL") model for financial assets. Upon initial recognition, only the portion of lifetime ECL that results from default events that were possible within the next 12 months was recorded ("stage 1"). Lifetime expected credit losses were subsequently recorded only if there was a significant increase in the credit risk of the asset ("stage 2"). Once there was objective evidence of impairment ("stage 3"), lifetime ECL continued to be recognized, but interest revenue was calculated on the net carrying amount (that is, amortized cost net of the credit allowance).

Accordingly, the reconciliation includes increases in general and administrative expenses of RMB105, RMB142, RMB242, RMB120 and RMB111 for the years ended December 31, 2019, 2020, 2021 and for the six months ended June 30, 2021 and 2022, respectively, and decreases in prepayments and other current assets of RMB223, RMB365, RMB607 and RMB718 as of December 31, 2019, 2020, 2021 and June 30, 2022, respectively.

III SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company or any of the companies now comprising the Group in respect of any period subsequent to June 30, 2022 and up to the date of this report. No dividend or distribution has been declared or made by the Company or any of the companies now comprising the Group in respect of any period subsequent to June 30, 2022 and up to the date of this report.

APPENDIX IIA UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following information does not form part of the Accountant's Report from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, the Company's reporting accountant, and the Unaudited Interim Condensed Financial Information, as set out in Appendix I and IIB to this document, respectively, and is included for information purposes only. The unaudited pro forma financial information should be read in conjunction with the section headed "Financial information" in this document and the Accountant's Report and the Unaudited Interim Condensed Financial Information set out in Appendix I and IIB to this document.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted net tangible assets prepared in accordance with Rule 4.29 of the Hong Kong Listing Rules are set out below for the purpose of illustrating the effect of the Listing on the unaudited consolidated net tangible assets attributable to the ordinary shareholders of the Company as of September 30, 2022 as if the Listing had taken place on that date.

This unaudited pro forma adjusted net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group, had the Listing been completed as of September 30, 2022 or at any future dates. It is prepared based on the unaudited consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022, as shown in the Unaudited Interim Condensed Financial Information of the Group, the text of which is set out in Appendix IIB to this document, and adjusted as described below.

Unaudited consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022	Estimated listing expenses	Unaudited pro forma adjusted net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022	Unaudited pro forma adjusted net tangible assets per Share	Unaudited pro forma adjusted net tangible assets per ADS	Unaudited pro forma adjusted net tangible assets per Share	Unaudited pro forma adjusted net tangible assets per ADS
RMB'000 (Note 1)	RMB'000 (Note 2)	RMB'000	RMB (Note 3)	RMB (Note 4)	HK\$ (Note 5)	HK\$ (Note 5)

Based on 872,698,966 Shares
(Note 3)

12,308,506	(66,393)	12,242,113	14.03	28.06	15.59	31.19
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APPENDIX IIA UNAUDITED PRO FORMA FINANCIAL INFORMATION

Notes:

- (1) The unaudited consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022 is derived from the Unaudited Interim Condensed Financial Information of the Group as set out in Appendix IIB to this document, which is based on the unaudited consolidated net assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022 of RMB12,308,896,000, with an adjustment for net intangible assets as of September 30, 2022 of RMB390,000.
- (2) In relation to the Listing, the Company expects to incur listing expenses in an aggregate amount of approximately RMB66.4 million, which mainly include professional fees to the Joint Sponsors, legal advisers, the legal advisers to the Joint Sponsors and the Reporting Accountant.
- (3) The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that 872,698,966 Shares were in issue, assuming that the Listing had been completed on September 30, 2022 and without taking into account 17,454,538 Class A Ordinary Shares issued and reserved for future issuance upon the exercising or vesting of awards granted under the Share Incentive Plans and any issuance or repurchase of Shares and/or ADSs by the Company.
- (4) The unaudited pro forma adjusted net tangible assets per ADS is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that one ADS represents two Shares.
- (5) For the purpose of this unaudited pro forma adjusted net tangible assets, the balances stated in Renminbi are converted into Hong Kong dollars at the rate of RMB1.0000 to HK\$1.1116. No representation is made that Renminbi amounts have been, could have been or may be converted into Hong Kong dollars, or vice versa, at that rate.
- (6) No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to September 30, 2022.

B. REPORT FROM THE REPORTING ACCOUNTANT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document.



羅兵咸永道

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of KANZHUN LIMITED

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of KANZHUN LIMITED (the "Company") and its subsidiaries (collectively the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at September 30, 2022, and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages IIA-1 to IIA-2 of the Company's listing document dated December 16, 2022 (the "Listing Document"), in connection with the proposed listing of the shares of the Company (the "Listing"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages IIA-1 to IIA-2 of the Listing Document.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Listing on the Group's financial position as at September 30, 2022 as if the Listing had taken place at September 30, 2022. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial information for the period ended September 30, 2022, on which an accountant's report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7, *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Control 1 issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a listing document is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Listing at September 30, 2022 would have been as presented.

APPENDIX IIA UNAUDITED PRO FORMA FINANCIAL INFORMATION

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the company, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our work has not been carried out in accordance with auditing standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) or standards and practices of any professional body in any other overseas jurisdiction and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, December 16, 2022

The following is the text of a report set out on pages IIB-1 to IIB-2, received from the Company's reporting accountant, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document. The information set out below is the unaudited interim financial information of the Group for the nine months ended September 30, 2022, and does not form part of the Accountant's Report from the reporting accountant, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, as set out in Appendix I, and is included herein for information purpose only.



羅兵咸永道

**REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION
TO THE BOARD OF DIRECTORS OF KANZHUN LIMITED**
(Incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the interim financial information set out on pages IIB-3 to IIB-40, which comprises the interim condensed consolidated balance sheet of KANZHUN LIMITED (the “Company”) and its subsidiaries (together, the “Group”) as at September 30, 2022 and the interim condensed consolidated statement of comprehensive (loss)/income, the interim condensed consolidated statement of changes in shareholders’ equity and the interim condensed consolidated statement of cash flows for the nine-month period then ended, and a summary of significant accounting policies and other explanatory information. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information of the Group is not prepared, in all material respects, in accordance with U.S. GAAP.

Other Matter

The comparative information for the interim condensed consolidated balance sheet is based on the audited financial statements as at December 31, 2021. The comparative information for the interim condensed consolidated statement of comprehensive (loss)/income, the interim condensed consolidated statement of changes in shareholders' equity and the interim condensed consolidated statement of cash flows, and related explanatory notes, for the nine months ended September 30, 2021 has not been audited or reviewed.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong

December 16, 2022

UNAUDITED INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	<i>Note</i>	As of December 31, 2021	As of September 30, 2022
		RMB	RMB
ASSETS			
Current assets			
Cash and cash equivalents		11,341,758	11,158,756
Short-term investments	4, 17	884,996	2,764,368
Accounts receivable		1,002	4,511
Amounts due from related parties	10	6,615	10,050
Prepayments and other current assets	5	724,583	549,174
Total current assets		12,958,954	14,486,859
Non-current assets			
Property, equipment and software, net	6	369,126	550,894
Intangible assets, net		458	390
Right-of-use assets, net	9	309,085	310,445
Other non-current assets		4,000	4,000
Total non-current assets		682,669	865,729
Total assets		13,641,623	15,352,588
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities (including amounts of the consolidated VIE and VIE's subsidiaries without recourse to the primary beneficiary of RMB2,762,123 and RMB2,752,861 as of December 31, 2021 and September 30, 2022, respectively)			
Accounts payable	7	52,963	51,763
Deferred revenue	2.4	1,958,570	2,038,669
Other payables and accrued liabilities	8	645,138	638,947
Operating lease liabilities, current	9	127,531	150,513
Total current liabilities		2,784,202	2,879,892
Non-current liabilities (including amounts of the consolidated VIE and VIE's subsidiaries without recourse to the primary beneficiary of RMB178,844 and RMB154,775 as of December 31, 2021 and September 30, 2022, respectively)			
Operating lease liabilities, non-current	9	183,365	163,800
Total non-current liabilities		183,365	163,800
Total liabilities		2,967,567	3,043,692
Commitments and contingencies			
Shareholders' equity			
Ordinary shares (US\$0.0001 par value; 1,500,000,000 shares authorized; 748,953,103 Class A ordinary shares issued and 727,855,233 outstanding, 140,830,401 Class B ordinary shares issued and outstanding as of December 31, 2021; 749,323,103 Class A ordinary shares issued and 731,868,565 outstanding, 140,830,401 Class B ordinary shares issued and outstanding as of September 30, 2022)	12	554	560
Treasury shares (21,097,870 and 17,454,538 shares as of December 31, 2021 and September 30, 2022, respectively)	12	–	(346,532)
Additional paid-in capital		14,624,386	15,160,206
Accumulated other comprehensive (loss)/income		(257,765)	895,743
Accumulated deficit		(3,693,119)	(3,401,081)
Total shareholders' equity		10,674,056	12,308,896
Total liabilities and shareholders' equity		13,641,623	15,352,588

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS)/INCOME

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	<i>Note</i>	For the nine months ended September 30,	
		2021	2022
		RMB	RMB
Revenues			
Online recruitment services to enterprise customers	2.4	3,137,054	3,391,648
Others	2.4	31,424	37,139
Total revenues		3,168,478	3,428,787
Operating cost and expenses			
Cost of revenues		(404,863)	(552,466)
Sales and marketing expenses		(1,569,199)	(1,318,843)
Research and development expenses		(623,051)	(888,655)
General and administrative expenses		(1,871,950)	(472,099)
Total operating cost and expenses		(4,469,063)	(3,232,063)
Other operating income, net		10,948	14,245
(Loss)/Income from operations		(1,289,637)	210,969
Investment income	4	15,791	31,112
Financial income, net		6,754	78,013
Foreign exchange (loss)/gain		(317)	10,136
Other (expenses)/income, net		(6,669)	3,682
(Loss)/Income before income tax expense		(1,274,078)	333,912
Income tax expense	11(b)	(30,066)	(41,874)
Net (loss)/income		(1,304,144)	292,038
Accretion on convertible redeemable preferred shares to redemption value	13	(164,065)	–
Net (loss)/income attributable to ordinary shareholders		(1,468,209)	292,038
Net (loss)/income		(1,304,144)	292,038
Other comprehensive income			
Foreign currency translation adjustments		48,269	1,153,508
Total comprehensive (loss)/income		(1,255,875)	1,445,546
Weighted average number of ordinary shares used in computing net (loss)/income per share			
– Basic	15	420,605,543	870,385,113
– Diluted	15	420,605,543	916,912,571
Net (loss)/income per share attributable to ordinary shareholders			
– Basic	15	(3.49)	0.34
– Diluted	15	(3.49)	0.32

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Ordinary shares		Treasury shares		Accumulated other			Total shareholders' equity
	Number of shares outstanding	Amount	Number of shares	Amount	Additional paid-in capital	comprehensive (loss)/income	Accumulated deficit	
Balance as of January 1, 2021	128,983,824	81	3,657,853	-	452,234	(130,387)	(2,622,045)	(2,300,117)
Net loss	-	-	-	-	-	-	(1,304,144)	(1,304,144)
Foreign currency translation adjustments	-	-	-	-	-	48,269	-	48,269
Share-based compensation	-	-	-	-	301,812	-	-	301,812
Accretion on convertible redeemable preferred shares to redemption value	-	-	-	-	(164,065)	-	-	(164,065)
Repurchase and cancellation of Class B ordinary shares	(1,181,339)	(1)	-	-	(42,263)	-	-	(42,264)
Issuance of Class A ordinary shares upon IPO, net of issuance cost	110,400,000	70	-	-	6,406,802	-	-	6,406,872
Conversion of convertible redeemable preferred shares	551,352,134	353	-	-	5,854,308	-	-	5,854,661
Issuance of Class B ordinary shares to TECHWOLF LIMITED	24,745,531	16	-	-	1,506,346	-	-	1,506,362
Exercise of share-based awards	47,697,284	30	(3,657,853)	-	167,450	-	-	167,480
Balance as of September 30, 2021	861,997,434	549	-	-	14,482,624	(82,118)	(3,926,189)	10,474,866

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	Ordinary shares		Treasury shares		Accumulated other comprehensive (loss)/income			Total shareholders' equity	
	Number of shares outstanding	Amount	Number of shares	Amount	Additional paid-in capital	RMB	RMB	RMB	RMB
Balance as of January 1, 2022	868,685,634	554	21,097,870	-	14,624,386	(257,765)	(3,693,119)	10,674,056	
Net income	-	-	-	-	-	-	292,038	292,038	
Foreign currency translation adjustments	-	-	-	-	-	1,153,508	-	1,153,508	
Share-based compensation	-	-	-	-	447,961	-	-	447,961	
Issuance of ordinary shares for share award plan	-	-	370,000	-	-	-	-	-	
Exercise of share-based awards	9,384,732	6	(9,384,732)	-	87,859	-	-	87,865	
Repurchase of ordinary shares	(5,371,400)	-	5,371,400	(346,532)	-	-	-	(346,532)	
Balance as of September 30, 2022	872,698,966	560	17,454,538	(346,532)	15,160,206	895,743	(3,401,081)	12,308,896	

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	<i>Note</i>	For the nine months ended	
		September 30,	
		2021	2022
		RMB	RMB
Cash flows from operating activities			
Net (loss)/income		(1,304,144)	292,038
Adjustments to reconcile net (loss)/income to net cash generated from operating activities:			
Share-based compensation	14	301,812	447,961
Issuance of Class B ordinary shares to TECHWOLF LIMITED	12, 14	1,506,362	–
Depreciation and amortization		55,464	98,022
Loss from disposal of property, equipment and software		49	85
Foreign exchange loss/(gain)		317	(10,136)
Amortization of right-of-use assets		68,076	106,479
Unrealized investment income		(6,359)	(14,291)
Changes in operating assets and liabilities:			
Accounts receivable		6,260	(3,509)
Prepayments and other current assets		(278,684)	30,794
Amounts due from related parties		3,131	(3,435)
Other non-current assets		(4,000)	–
Accounts payable		12,651	(663)
Deferred revenue		679,370	80,099
Other payables and accrued liabilities		125,522	(71,523)
Operating lease liabilities		(59,356)	(104,422)
Net cash generated from operating activities		1,106,471	847,499
Cash flows from investing activities			
Purchase of property, equipment and software		(163,765)	(280,672)
Proceeds from disposal of property, equipment and software		14	326
Purchase of short-term investments		(3,390,000)	(3,785,740)
Proceeds from maturity of short-term investments		2,748,000	1,975,000
Net cash used in investing activities		(805,751)	(2,091,086)

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

	<i>Note</i>	For the nine months ended	
		September 30,	
		2021	2022
		RMB	RMB
Cash flows from financing activities			
Proceeds from IPO, net of issuance cost		6,406,872	–
Proceeds from exercise of share options		14,556	238,104
Repurchase of Class A ordinary shares		–	(279,382)
Repurchase of Class B ordinary shares from TECHWOLF LIMITED		(11,584)	–
Net cash generated from/(used in) financing activities		6,409,844	(41,278)
Effect of exchange rate changes on cash and cash equivalents		47,598	1,101,863
Net increase/(decrease) in cash and cash equivalents		6,758,162	(183,002)
Cash and cash equivalents at beginning of the period		3,998,203	11,341,758
Cash and cash equivalents at end of the period		10,756,365	11,158,756
Supplemental cash flow disclosures			
Cash paid for income tax		–	73,536
Supplemental schedule of non-cash investing and financing activities			
Accretion on convertible redeemable preferred shares to redemption value	13	164,065	–
Unpaid consideration for share repurchase		–	67,150
Changes in payables for purchase of property, equipment and software		(21,221)	(537)

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION

(a) Principal activities

KANZHUN LIMITED (“Kanzhun” or the “Company”) was incorporated under the laws of the Cayman Islands on January 16, 2014 as an exempted company with limited liability. The Company, its subsidiaries, consolidated variable interest entity (the “VIE”) and VIE’s subsidiaries (collectively referred to as the “Group”) run an online recruitment platform called “BOSS Zhipin” in the People’s Republic of China (“PRC”).

The BOSS Zhipin platform mainly focuses on assisting the recruitment process between job seekers and employers. Through BOSS Zhipin platform, employers, mainly executives or middle-level managers of enterprises, could participate directly in the recruiting process.

(b) Organization of the Group

As of September 30, 2022, the Company’s principal subsidiaries and consolidated VIE are as follows:

Name of subsidiaries	Place of incorporation	Date of incorporation	Attributable equity interest of the Group	Principal activities
Techfish Limited	Hong Kong, China	February 14, 2014	100%	Investment holding in Hong Kong
Beijing Glory Wolf Co., Ltd. (“Glory”, or the “WFOE”)	Beijing, China	May 7, 2014	100%	Management consultancy and technical service in the PRC
Name of VIE	Place of incorporation	Date of incorporation	Economic interest held	Principal activities
Beijing Huapin Borui Network Technology Co., Ltd. (“Huapin”)	Beijing, China	December 25, 2013	100%	Online recruitment service in the PRC

(c) Consolidated variable interest entity

In order to comply with the PRC laws and regulations which prohibit or restrict foreign investments into companies involved in restricted businesses, the Group operates its Apps, websites and other restricted businesses in the PRC through a PRC domestic company and its subsidiaries, whose equity interests are held by certain management members of the Company (“Registered Shareholders”). The Company entered into a series of contractual arrangements, which was updated in September 2022, with such PRC domestic company and its respective Registered Shareholders, which enables the Company to have the power to direct activities of the VIE that most significantly affect the economic performance of the VIE and receive substantially all of the economic benefits from the VIE that could be significant to the VIE. Accordingly, the Company is determined to be the primary beneficiary of the VIE for accounting purposes under U.S. GAAP and therefore the Group consolidates the VIE’s results of operations, assets and liabilities in the Group’s consolidated financial statements for all the periods presented. The principal terms of the agreements entered amongst the VIE, the Registered Shareholders and the WFOE are further described below.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION (CONTINUED)**(c) Consolidated variable interest entity (continued)*****Exclusive technology and service co-operation agreement***

Pursuant to the exclusive technology and service co-operation agreement, the VIE has agreed to engage the WFOE as the exclusive provider of technical consultancy, technical support and other services as agreed. The VIE shall pay service fees to the WFOE, which shall be equivalent to the total consolidated profit of the VIE and its subsidiaries, after offsetting the prior-year accumulated loss (if any), operating cost and expenses, taxes and other statutory contributions. Notwithstanding the foregoing, the WFOE shall have the right to adjust the level of the service fees by taking into account such factors as (a) the complexity and difficulty of the services, (b) the time taken for the services, (c) the scope and commercial value of the management, technical consulting and other services, (d) the scope and commercial value of intellectual property licensing and leasing services, and (e) the market reference price for services of similar kinds. The VIE shall pay the service fees to the WFOE within 30 days after the delivering of payment instructions by the WFOE.

The exclusive technology and service co-operation agreement shall remain effective until, among others, the date on which the WFOE or its designated party is formally registered as the shareholder of the VIE, in the case where the WFOE is permitted by the PRC laws to directly hold the VIE's shares and the WFOE and its subsidiaries and branches are allowed to engage in the business being currently operated by the VIE.

Exclusive purchase option agreement

Pursuant to the exclusive purchase option agreement, the Registered Shareholders of the VIE have granted the WFOE, or its offshore parent company or its directly or indirectly owned subsidiaries, the exclusive and irrevocable right to purchase all or any part of the respective equity interests in the VIE from the Registered Shareholders at any time. The VIE and the Registered Shareholders irrevocably covenanted that unless with prior written consent by the WFOE, the VIE shall not sell, transfer, pledge, or otherwise dispose all or any part of its assets, and the Registered Shareholders shall not sell, transfer, pledge, or otherwise dispose all or any part of their equity interest in the VIE, other than the creation of the pledge of the VIE's equity interest pursuant to the contractual arrangements. The purchase price payable by the WFOE or its designee in respect of the transfer of the entire equity interest and/or total assets of the VIE shall be the nominal price, or the minimum price required by competent PRC authorities or PRC laws. However, in any event, subject to the provisions and requirements of PRC laws, the price paid by the WFOE and/or its designee to the VIE and/or Registered Shareholders at any such price shall be returned by the VIE and/or Registered Shareholders to the WFOE at the time and in the form requested by the WFOE.

The exclusive purchase option agreement shall remain effective for ten years with the WFOE having the option to renew it until, among others, all the equity interest in and/or all assets of the VIE has been transferred to the WFOE and/or its designee (registration has been completed for the change of members), and the WFOE and its subsidiaries and branches can legally engage in the business of the VIE.

Equity pledge agreement

Pursuant to the equity pledge agreement, the Registered Shareholders of the VIE have pledged 100% equity interests in the VIE to the WFOE to guarantee performance of their contractual obligations under the contractual arrangements and all liabilities, monetary debts or other payment obligations arising out of or in relation with the contractual arrangements. In the event of a breach by the VIE or any of its Registered Shareholders of contractual obligations under the exclusive technology and service co-operation agreement, and the equity pledge agreement, as the case may be, the WFOE, as pledgee, will have the right to (1) demand all the outstanding payment due according to the exclusive technology and service co-operation agreement, and/or (2) exercise its right of pledge according to the equity pledge agreement, or otherwise dispose of the pledged equity interest in accordance with applicable Laws.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION (CONTINUED)

(c) Consolidated variable interest entity (continued)

The equity pledge agreement shall remain valid until, among others, the VIE and the Registered Shareholders have recorded the release of such pledged equity interests in the register of members of the VIE and completed relevant deregistration procedure.

Spousal consent letter

Pursuant to the spousal consent letter, the spouse of each Registered Shareholder who is a natural person, unconditionally and irrevocably agreed that the equity interests in the VIE held by such Registered Shareholder will be disposed of pursuant to the equity pledge agreement, the exclusive purchase option agreement and the power of attorney (as the case may be). Each of their spouses agreed not to assert any rights over the equity interests in the VIE held by such Registered Shareholder. In addition, in the event that any spouse obtains any equity interests in VIE held by such Registered Shareholder for any reason, he or she agreed to be bound by the equity pledge agreement, the exclusive purchase option agreement and the power of attorney.

Power of attorney

Pursuant to the power of attorney, each of the Registered Shareholders appointed the WFOE and/or its designee as their sole and exclusive agent to act on their behalf, including but not limited to (1) to propose, convene and attend shareholders meetings and sign minutes and resolutions, (2) to exercise all shareholder rights that they are entitled to under PRC law and the relevant articles of association, including but not limited to, the right to vote and the right to sell, transfer, pledge or disposal of all or part of the equity interests owned by such shareholders; and (3) to elect, designate and appoint the legal representative, chairman, directors, supervisors, general manager and other senior executives of the VIE.

(d) Risks in relations to the VIE structure

The following table set forth the assets, liabilities, results of operations and changes in cash and cash equivalents of the consolidated VIE and VIE's subsidiaries taken as a whole, which were included in the Group's unaudited interim condensed consolidated financial statements with intercompany transactions eliminated:

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
ASSETS		
Current assets		
Cash and cash equivalents	864,851	873,872
Short-term investments	864,557	1,329,802
Accounts receivable	1,002	3,929
Amounts due from Group companies	86,989	125,745
Amounts due from related parties	6,615	10,050
Prepayments and other current assets	487,598	480,213
Total current assets	2,311,612	2,823,611
Non-current assets		
Property, equipment and software, net	368,381	548,476
Intangible assets, net	458	390
Right-of-use assets, net	301,288	294,905
Other non-current assets	4,000	4,000
Total non-current assets	674,127	847,771
Total assets	2,985,739	3,671,382

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION (CONTINUED)

(d) Risks in relations to the VIE structure (continued)

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
LIABILITIES		
Current liabilities		
Accounts payable	52,938	51,678
Deferred revenue	1,958,570	2,036,728
Other payables and accrued liabilities	626,151	521,066
Amounts due to Group companies	27,223	12,576
Operating lease liabilities, current	124,464	143,389
Total current liabilities	2,789,346	2,765,437
Non-current liabilities		
Operating lease liabilities, non-current	178,844	154,775
Total non-current liabilities	178,844	154,775
Total liabilities	2,968,190	2,920,212
For the nine months ended September 30,		
	2021	2022
	RMB	RMB
Total revenues	3,168,478	3,427,797
Cost of revenues	(404,796)	(552,380)
Net income	274,608	319,165
For the nine months ended September 30,		
	2021	2022
	RMB	RMB
Net cash generated from operating activities	1,158,919	777,516
Net cash used in investing activities	(795,751)	(733,351)
Net cash used in financing activities	(444,239)	(35,144)
Net (decrease)/increase in cash and cash equivalents	(81,071)	9,021
Cash and cash equivalents at beginning of the period	183,199	864,851
Cash and cash equivalents at end of the period	102,128	873,872

Under the contractual arrangements with the VIE, the Company has the power to direct activities of the VIE through the WFOE that most significantly impact the VIE such as having assets transferred out of the VIE at its discretion. Therefore, the Company considers that there is no asset of the VIE that can be used to settle obligations of the VIE except for registered capital and PRC statutory reserves of the VIE amounting to RMB9,002 and RMB9,002 as of December 31, 2021 and September 30, 2022, respectively. Since the VIE was incorporated as a limited liability company under the PRC Company Law, the creditors do not have recourse to the general credit of the WFOE for all the liabilities of the VIE.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

1. PRINCIPAL ACTIVITIES AND ORGANIZATION (CONTINUED)**(d) Risks in relations to the VIE structure (continued)**

The Group believes that the contractual arrangements between or among the WFOE, VIE and the Registered Shareholders are following PRC laws and regulations, as applicable. However, uncertainties in the PRC legal system could limit the Company's ability to enforce these contractual arrangements. On March 15, 2019, the PRC Foreign Investment Law was approved and took effect from January 1, 2020. Since the PRC Foreign Investment Law is relatively new, there are substantial uncertainties exist with respect to its implementation and interpretation and the possibility that the VIE will be deemed as a foreign-invested enterprise and subject to relevant restrictions in the future shall not be excluded. If the contractual arrangements establishing the Company's VIE structure are found to be in violation of any existing law and regulations or future PRC laws and regulations, the relevant PRC government authorities will have broad discretion in dealing with such violation, including, without limitation, levying fines, confiscating the Group's income or the income from the VIE, revoking the Group's business licenses or the business licenses, requiring the Group to restructure its ownership structure or operations and requiring the Group to discontinue any portion or all of the Group's value-added businesses or other prohibited businesses. Any of these actions could cause significant disruption to the Group's business operations and have a severe adverse impact on the Group's cash flows, financial position and operating performance. If the imposing of these penalties causes the WFOE to lose its rights to direct the activities of and receive economic benefits from the VIE, which in turn may restrict the Company's ability to consolidate and reflect in its financial statements the financial position and results of operations of its VIE.

(e) COVID-19 impact and liquidity

The Group's financial performance was impacted by the COVID-19 although the pandemic had been largely contained in China. However, based on the assessment on the Group's liquidity and financial positions, the Group believes that its current cash and cash equivalents will be sufficient to enable it to meet its anticipated working capital requirements and capital expenditures for at least the next twelve months from the date these unaudited interim condensed consolidated financial statements are issued.

2. PRINCIPAL ACCOUNTING POLICIES**2.1 Basis of presentation**

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The interim unaudited condensed consolidated financial statements have been prepared on the same basis as the annual audited consolidated financial statements. The consolidated balance sheet as of December 31, 2021 has been derived from the audited financial statements at that date but does not include all the information and footnotes required by U.S. GAAP. In management's opinion, the Company has made all adjustments (consisting only of normal, recurring adjustments, except as otherwise indicated) necessary to fairly state its consolidated financial condition, results of operations and cash flows. The results of operations of any interim period are not necessarily indicative of the results of operations for the full year or any other interim period. These financial statements and accompanying notes should be read in conjunction with the consolidated financial statements and notes thereto in the Company's audited financial statements for the year ended December 31, 2021 in the Company's Annual Report on Form 20-F.

Significant accounting policies followed by the Group in the preparation of its accompanying unaudited interim condensed consolidated financial statements are summarized below.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.2 Basis of consolidation**

The unaudited interim condensed consolidated financial statements include the financial statements of the Company, its subsidiaries, the consolidated VIE and VIE's subsidiaries for which the Company is the ultimate primary beneficiary.

A subsidiary is an entity in which the Company, directly or indirectly, controls more than one half of the voting power, has the power to appoint or remove the majority of the members of the board of directors, to cast a majority of votes at the meeting of the board of directors or to govern the financial and operating policies of the investee under a statute or agreement among the shareholders or equity holders.

The Company applies the guidance codified in ASC 810, *Consolidations* on accounting for the VIE, which requires certain variable interest entities to be consolidated by the primary beneficiary of the entity in which it has a controlling financial interest. A VIE is an entity with one or more of the following characteristics: (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional financial support; (b) as a group, the holders of the equity investment at risk lack the ability to make certain decisions, the obligation to absorb expected losses or the right to receive expected residual returns; or (c) an equity investor has voting rights that are disproportionate to its economic interest and substantially all of the entity's activities are on behalf of the investor with disproportionately fewer voting rights.

All transactions and balances between the Company, its subsidiaries, the consolidated VIE and VIE's subsidiaries have been eliminated upon consolidation.

2.3 Use of estimates

The preparation of the unaudited interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the balance sheet date, and the reported revenues and expenses during the reporting periods in the unaudited interim condensed consolidated financial statements and accompanying notes. Accounting estimates reflected in the Group's unaudited interim condensed consolidated financial statements include but are not limited to the useful lives of property, equipment and software, impairment of long-lived assets, valuation allowance for deferred tax assets, valuation of ordinary shares and share-based compensation. Management bases the estimates on historical experience, known trends and various other assumptions that are believed to be reasonable under current circumstances. Actual results could differ from those estimates.

2.4 Revenue recognition

The Group accounted for revenue under ASC 606, *Revenue from Contracts with Customers*, and all periods have been presented under ASC 606. Consistent with the criteria of ASC 606, the Group recognizes revenue to depict the transfer of promised services to customers in an amount that reflects the consideration to which the Group expects to receive in exchange for those services.

To achieve that core principle, the Group applies the five steps defined under ASC 606: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) a performance obligation is satisfied.

According to ASC 606, revenue is recognized net of value-added tax ("VAT") when or as the control of services is transferred to a customer. Depending on the terms of the contract, control of services may be transferred over time or at a point in time. Control of services is transferred over time if the Group: (i) provides all of the benefits received and consumed simultaneously by the customer; (ii) creates and enhances an asset that the customer controls as the Group performs; or (iii) does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. If control of services is transferred over time, revenue is recognized over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognized at a point in time when the customer obtains control of the services.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2.4 Revenue recognition (continued)

Online recruitment services to enterprise customers

The Group provides online recruitment services carrying different kinds of features to enterprise customers, including direct recruitment services such as job postings, and value-added tools such as bulk invite sending, which could be purchased as a part of subscription packages or on a standalone basis.

Based on the pattern by which the Group provides services and how enterprise customers benefit from services, these services can be divided into two categories in terms of revenue recognition: (i) services over a particular subscription period, which provide enterprise customers certain rights during a particular subscription period; for example, paid job postings allow enterprise customers to present certain job positions, receive job seeker recommendations, browse the mini-resume of and chat with a certain number of job seekers in its platform during the subscription period; and (ii) services with definite and limited number of usages within an expiration period, such as bulk invite sending and advanced filer. Accordingly, the Group recognizes its revenues from online recruitment services either over time or at a point in time as following:

- For services over a particular subscription period, the Group has a stand-ready obligation to deliver the corresponding services on a when-and-if-available basis during the subscription period and enterprise customers simultaneously and continuously receive and consume the benefits as the Group provides the services throughout the subscription period. Therefore, a time-based measure of progress best reflects the satisfaction of the performance obligations and the Group recognizes revenues on a straight-line basis over the subscription period. Revenues recognized over time for the nine months ended September 30, 2021 and 2022 were RMB2,207,283 and RMB2,509,702, respectively.
- For services with definite and limited number of usages within an expiration period, upon the delivery of the individual services, the Group satisfies its performance obligations and enterprise customers benefit from its performance obligations, and therefore revenues are recognized at a point in time; and if these services are unused within the expiration period, the Group recognizes the relevant revenues when they expire. Revenues recognized at a point in time for the nine months ended September 30, 2021 and 2022 were RMB929,771 and RMB881,946, respectively.

Other services

Other services mainly represent paid value-added tools offered to job seekers such as increased exposure of resume and candidate competitive analysis.

The Group defines enterprise customers who contributed revenue of RMB50 or more annually as key accounts, who contributed revenue between RMB5 and RMB50 annually as mid-sized accounts, and who contributed revenue of RMB5 or less annually as small-sized accounts.

	For the nine months ended September 30,	
	2021	2022
	RMB	RMB
Online recruitment services to enterprise customers		
– Key accounts	643,114	775,037
– Mid-sized accounts	1,080,514	1,375,551
– Small-sized accounts	1,413,426	1,241,060
Others	31,424	37,139
Total	3,168,478	3,428,787

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.4 Revenue recognition (continued)***Arrangements with multiple performance obligations*

Multiple performance obligations exist when enterprise customers purchase subscription packages which include an array of services. For those services included in subscription packages, the selling prices are consistently made references to the standalone selling prices when sold separately. The Group allocates the transaction price to each performance obligation based on the relative standalone selling price, considering bulk-sale price discounts offered to certain enterprise customers where applicable.

Deferred revenue

The Group records deferred revenue when the Group receives customers' payments in advance of transferring control of services to customers. Substantially all deferred revenue recorded are expected to be recognized as revenues in the next twelve months.

Remaining performance obligations

Remaining performance obligations represent the amount of contracted future revenues not yet recognized as the amount relate to undelivered performance obligations. Substantially all of the Group's contracts with customers are within one year in duration. As such, the Group has elected to apply the practical expedient which allows an entity to exclude disclosures about its remaining performance obligations if the performance obligation is part of a contract that has an original expected duration of one year or less.

2.5 Share-based compensation

The Group grants share options and restricted share units ("RSUs") to its management, other key employees and eligible nonemployees. Such compensation is accounted for in accordance with ASC 718, *Compensation-Stock Compensation*. The Group adopted ASU 2018-07, *Improvements to Nonemployee Share-Based Payment Accounting*, for the periods presented. Under ASU 2018-07, the accounting for nonemployees' share-based awards are similar to the model for employee awards. And forfeitures are accounted for when they occur.

Share-based awards with service conditions only are measured at the grant-date fair value of the awards and recognized as expenses using the straight-line method over the requisite service period. Share-based awards that are subject to both service conditions and the occurrence of an IPO or change of control as a performance condition, are measured at the grant-date fair value, and cumulative share-based compensation expenses for the awards that have satisfied the service condition were recorded upon the completion of the Company's IPO in June 2021.

The fair value of share options is estimated using the binomial option-pricing model. The determination of the fair value is affected by the fair value of the ordinary shares as well as assumptions regarding a number of complex and subjective variables, including the expected share price volatility, actual and projected employee and nonemployee share option exercise behavior, risk-free interest rates and expected dividend yield. Binomial option-pricing model incorporates the assumptions about grantees' future exercise patterns. The fair value of these awards was determined by management with the assistance from an independent valuation firm using management's estimates and assumptions. The fair value of the RSUs, which were granted subsequent to the completion of the Company's IPO, is estimated based on the fair value of the underlying ordinary shares of the Company on the grant date.

The assumptions used in share-based compensation expense recognition represent management's best estimates, but these estimates involve inherent uncertainties and application of management judgment. If factors change or different assumptions are used, the share-based compensation expenses could be materially different for any period. Moreover, the estimates of fair value of the awards are not intended to predict actual future events or the value that ultimately will be realized by grantees who receive share-based awards.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**2.6 Recent accounting pronouncements***Recently adopted accounting pronouncements*

In December 2019, the FASB issued ASU 2019-12, *Simplifying the Accounting for Income Taxes*, to remove specific exceptions to the general principles in Topic 740 and to simplify the accounting for income taxes. The standard is effective for public companies for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. For all other entities, the standard is effective for fiscal years beginning after December 15, 2021 and interim periods within fiscal years beginning after December 15, 2022. Early adoption is permitted. The Group adopted this ASU from January 1, 2022, which didn't have a material impact on the consolidated financial statements.

Recent accounting pronouncements not yet adopted

In June 2016, the FASB amended guidance related to the expected credit loss of financial instruments as part of ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. In November 2019, the FASB issued ASU 2019-10, which amends the effective date for credit losses as follows: for public business entities that meet the definition of an SEC filer, excluding entities eligible to be SRCs as defined by the SEC, the standard is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years; for all other entities, the standard is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The standard is effective for the Group's fiscal year beginning January 1, 2023. The ASU is not expected to have a material impact on the consolidated financial statements.

3. CONCENTRATION AND RISKS**3.1 Concentration of credit risk**

Financial instruments that potentially expose the Group to the concentration of credit risk primarily consist of cash and cash equivalents and short-term investments. The maximum exposure of such assets to credit risk is their carrying amounts as of the balance sheet dates. The Group places its cash and cash equivalents and short-term investments with financial institutions with high-credit rating and quality. The Group hasn't noted any significant credit risk.

3.2 Concentration of customers

Substantially all revenues were derived from customers located in China. No customer accounted for greater than 10% of total revenues of the Group in any of the periods presented.

3.3 Foreign currency exchange rate risk

In July 2005, the PRC government changed its decades-old policy of pegging the value of the RMB to the US\$, and the RMB appreciated more than 20% against the US\$ over the following three years. Between July 2008 and June 2010, this appreciation halted and the exchange rate between the RMB and the US\$ remained within a narrow band. Since June 2010, the RMB has fluctuated against the US\$, at times significantly and unpredictably. The depreciation of the RMB against the US\$ was approximately 1.7% in 2019. The appreciation of the RMB against the US\$ was approximately 6.5% and 2.3% in 2020 and 2021, respectively. The depreciation of the RMB against the US\$ was approximately 11.4% for the nine months ended September 30, 2022. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the RMB and the US\$ in the future.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

4. SHORT-TERM INVESTMENTS

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
Wealth management products	884,996	2,764,368

The investment income from wealth management products for the nine months ended September 30, 2021 and 2022 was RMB15,791 and RMB31,112, respectively.

5. PREPAYMENTS AND OTHER CURRENT ASSETS

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
Prepaid advertising expenses and service fee	234,490	233,392
Receivables from third-party on-line payment platforms	63,866	97,493
Deposits	63,814	71,678
Staff loans and advances	52,695	49,693
Receivables related to the exercise of share-based awards*	289,822	39,092
Others	19,896	57,826
Total	724,583	549,174

* It mainly represented receivables from a third-party share option brokerage platform for the exercise of share-based awards due to the timing of settlement.

6. PROPERTY, EQUIPMENT AND SOFTWARE, NET

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
Electronic equipment	429,683	675,696
Leasehold improvement	65,885	94,034
Furniture and fixtures	12,784	16,922
Motor vehicles	3,904	3,904
Software	3,126	4,055
Total cost	515,382	794,611
Less: accumulated depreciation	(146,256)	(243,717)
Total property, equipment and software, net	369,126	550,894

Depreciation expenses were RMB55,396 and RMB97,954 for the nine months ended September 30, 2021 and 2022, respectively.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

7. ACCOUNTS PAYABLE

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
Payables for advertising expenses	30,646	26,777
Payables for purchase of property, equipment and software	19,987	19,450
Others	2,330	5,536
Total	52,963	51,763

An aging analysis of accounts payable as of December 31, 2021 and September 30, 2022, based on invoice date, is as follows:

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
Within 3 months	38,095	33,066
Between 3 months and 6 months	12,600	7,691
Between 6 months and 1 year	2,251	5,558
More than 1 year	17	5,448
Total	52,963	51,763

8. OTHER PAYABLES AND ACCRUED LIABILITIES

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
Salary, welfare and bonus payable	373,286	378,599
Tax payable ⁽¹⁾	218,419	84,864
Virtual accounts used in the Group's platform ⁽²⁾	41,070	53,616
Consideration payable for share repurchase	–	67,443
Contingent liability (<i>Note 16</i>)	–	14,882
Others	12,363	39,543
Total	645,138	638,947

(1) Tax payable as of December 31, 2021 mainly included value-added tax, enterprise income tax and individual income tax payable mainly related to the exercise of share-based awards.

(2) It represents the advance payments from customers that were refundable and stored in their own virtual accounts in the Group's platform, which they have rights to exchange for services provided on the online recruitment platform.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

9. OPERATING LEASE

The Group has operating leases primarily for offices. The components of lease expenses are as follows:

	For the nine months ended September 30,	
	2021	2022
	RMB	RMB
Operating lease expenses	83,318	118,027
Expenses for short-term leases within 12 months	1,776	1,408
Total lease expenses	85,094	119,435

Supplemental balance sheet information related to operating leases is as follows:

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
	Right-of-use assets	309,085
Operating lease liabilities, current	127,531	150,513
Operating lease liabilities, non-current	183,365	163,800
Total operating lease liabilities	310,896	314,313

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
	Weighted average remaining lease term (in years)	3.26
Weighted average discount rate	4.82%	4.81%

Supplemental cash flow information related to operating leases is as follows:

	For the nine months ended September 30,	
	2021	2022
	RMB	RMB
Cash paid for amounts included in the measurement of operating lease liabilities	70,602	113,978
Right-of-use assets obtained in exchange for operating lease liabilities	193,660	107,771

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

9. OPERATING LEASE (CONTINUED)

Maturities of operating lease liabilities are as follows:

	As of September 30, 2022
	RMB
Succeeding period in 2022	38,417
2023	146,455
2024	78,142
2025	46,149
2026	25,451
2027	1,834
Thereafter	–
Total undiscounted lease payments	336,448
Less: imputed interest	(22,135)
Total operating lease liabilities	314,313

10. RELATED PARTY BALANCES AND TRANSACTIONS

The table below sets forth the major related parties with which the Group had transactions during the periods presented and their relationships with the Group:

Name of related parties	Relationship with the Group
Image Frame Investment (HK) Limited (under the control of Tencent Holdings Limited)	Principal shareholder of the Group

Details of major amounts due from related parties for the periods presented are as follows:

	As of December 31, 2021	As of September 30, 2022
	RMB	RMB
Receivables from Tencent Group's on-line payment platform*	4,284	6,698
Prepaid cloud service fee to Tencent Group*	2,331	3,352
Total	6,615	10,050

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

10. RELATED PARTY BALANCES AND TRANSACTIONS (CONTINUED)

Details of major transactions with related parties for the periods presented are as follows:

	For the nine months ended September 30,	
	2021	2022
	RMB	RMB
Cloud services from Tencent Group*	12,445	18,877
On-line payment platform clearing services from Tencent Group*	4,344	3,652
Total	16,789	22,529

* Tencent Group represents companies under the control of Tencent Holdings Limited, including Image Frame Investment (HK) Limited. The Group purchases cloud services and on-line payment platform clearing services from Tencent Group, which are trade in nature.

11. TAXATION

(a) Value added tax

The Group is subject to statutory VAT rate of 6% for revenues from online recruitment service in the PRC.

(b) Income tax

Cayman Islands

The Company was incorporated in the Cayman Islands. Under the current laws of the Cayman Islands, the Company is not subject to tax on income or capital gain. Additionally, no Cayman Islands withholding tax will be imposed upon payments of dividends to shareholders.

Hong Kong

Under the current Hong Kong Inland Revenue Ordinance, the Group's subsidiary in Hong Kong is subject to 16.5% Hong Kong profit tax on its taxable income generated from operations in Hong Kong. Additionally, payments of dividends by the subsidiary incorporated in Hong Kong to the Company are not subject to any Hong Kong withholding tax.

China

Under the PRC Enterprise Income Tax Law (the "EIT Law"), which is effective from January 1, 2008, domestic enterprises and foreign investment enterprises are subject to a uniform enterprise income tax rate of 25%. In accordance with the implementation rules of EIT Law, a qualified "High and New Technology Enterprise" ("HNTE") is eligible for a preferential tax rate of 15%. The HNTE certificate is effective for a period of three years. An entity could re-apply for the HNTE certificate when the prior certificate expires.

Huapin is qualified as a HNTE and enjoys a preferential income tax rate of 15% for the periods presented, which will expire in 2022 and need to be re-applied.

According to relevant laws and regulations promulgated by the State Administration of Tax of the PRC effective from 2018 onwards, enterprises engaging in research and development activities are entitled to claim 175% of their qualified research and development expenses incurred as tax deductible expenses when determining their assessable profits for the year. The additional deduction of 75% of qualified research and development expenses is subject to the approval from the relevant tax authorities.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

12. ORDINARY SHARES

In March 2021, the Company repurchased a total of 1,181,339 Class B ordinary shares from TECHWOLF LIMITED at a price of US\$5.33 per share. Immediately after the repurchase, those Class B ordinary shares were cancelled. The difference between the purchase price and the fair value of Class B ordinary shares was recorded as additional paid-in capital in the consolidated financial statements.

In June 2021, the Company completed its IPO and 110,400,000 Class A ordinary shares were issued with total net proceeds of RMB6,406,872. Upon the completion of the IPO, all of the preferred shares were automatically converted to 551,352,134 Class A ordinary shares.

In June 2021, the Company issued and granted 24,745,531 Class B ordinary shares to TECHWOLF LIMITED (Note 14).

In March 2022, the Company's Board of Directors authorized a share repurchase program under which the Company may repurchase up to US\$150 million of its American depository shares ("ADSs") over the following 12 months. Under this share repurchase program, during the nine months ended September 30, 2022, the Company repurchased a total of 2,685,700 ADSs (representing a total of 5,371,400 Class A ordinary shares) for approximately US\$51.2 million (RMB346.5 million) on the open market. The repurchased ordinary shares were accounted for under the cost method and included as treasury shares as a component of the shareholders' equity.

As of September 30, 2022, 1,500,000,000 shares had been authorized; 749,323,103 Class A ordinary shares were issued, out of which 731,868,565 Class A ordinary shares were outstanding, and 140,830,401 Class B ordinary shares were issued and outstanding.

13. CONVERTIBLE REDEEMABLE PREFERRED SHARES

On May 20, 2014, the Company entered into a shares purchase agreement with certain investors, pursuant to which 60,000,000 Series A Convertible Redeemable Preferred Shares (the "Series A Preferred Shares") were issued on May 20, 2014 for an aggregated consideration of US\$3,000. The Company incurred issuance costs of US\$20 in connection with this offering.

On December 16, 2014, the Company entered into a shares purchase agreement with certain investors, pursuant to which 26,666,667 Series B Convertible Redeemable Preferred Shares (the "Series B Preferred Shares") were issued on December 16, 2014 for an aggregated consideration of US\$4,000. The Company incurred issuance costs of US\$41 in connection with the offering of Series B Preferred Shares. Besides, the Company also issued 13,333,333 Series B Preferred Shares to TECHWOLF LIMITED, controlled by Mr. Peng Zhao, the Company's Founder, Chairman and CEO, with no consideration received. Then the Company repurchased all of the Series B Preferred Shares issued to TECHWOLF LIMITED at par value and sold them to one of previous Series B investor on April 8, 2015 at the original issue price of the Series B Preferred Shares.

On April 8, 2015, the Company entered into a shares purchase agreement with certain investors, pursuant to which 48,000,000 Series C Convertible Redeemable Preferred Shares (the "Series C Preferred Shares") were issued on April 8, 2015 for an aggregated consideration of US\$10,000. The Company incurred issuance costs of US\$40 in connection with this offering.

On July 7, 2016, the Company entered into a shares purchase agreement with certain investors, pursuant to which 45,319,316 Series C-1 Convertible Redeemable Preferred Shares (the "Series C Preferred Shares", "Series C-1 Preferred Shares" or "Series C Preferred Shares Tranche I") were issued on July 7, 2016 for an aggregated consideration of US\$12,508. The Company incurred issuance costs of US\$86 in connection with this offering of Series C-1 Preferred Shares.

On August 15, 2016, the Company entered into a shares purchase agreement with certain investors, pursuant to which 42,251,744 Series C-2 Convertible Redeemable Preferred Shares (the "Series C Preferred Shares", "Series C-2 Preferred Shares" or "Series C Preferred Shares Tranche II") were issued on August 15, 2016 for an aggregated consideration of US\$18,000. The Company incurred issuance costs of US\$100 in connection with this offering.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

13. CONVERTIBLE REDEEMABLE PREFERRED SHARES (CONTINUED)

On February 10, 2017, the Company entered into a shares purchase agreement with certain investors, pursuant to which 11,497,073 Series C-3 Convertible Redeemable Preferred Shares (the “Series C Preferred Shares”, “Series C-3 Preferred Shares” or “Series C Preferred Shares Tranche III”) were issued on February 10, 2017 for an aggregated consideration of US\$6,001. The Company incurred issuance costs of US\$32 in connection with this offering.

On November 2, 2017, the Company entered into a shares purchase agreement with certain investors, pursuant to which 60,856,049 Series D Convertible Redeemable Preferred Shares (the “Series D Preferred Shares”) were issued on November 2, 2017 for an aggregated consideration of US\$43,394. The Company incurred issuance costs of US\$1,132 in connection with this offering.

On December 18, 2018, the Company entered into a shares purchase agreement with certain investors, pursuant to which 83,474,263 Series E Convertible Redeemable Preferred Shares (the “Series E Preferred Shares”) were issued on December 18, 2018 for an aggregated consideration of US\$130,000. The Company incurred issuance costs of US\$3,376 in connection with this offering.

On March 8, 2019, the Company entered into a shares purchase agreement with certain investors, pursuant to which 32,373,031 Series E+ Convertible Redeemable Preferred Shares (the “Series E Preferred Shares”, “Series E-1 Preferred Shares” or “Series E Preferred Shares Tranche I”) were issued on March 8, 2019 for an aggregated consideration of US\$55,000. The Company incurred issuance costs of US\$1,982 in connection with this offering.

On July 4, 2019, the Company entered into a shares purchase agreement with certain investors, pursuant to which 28,226,073 Series E-2 Convertible Redeemable Preferred Shares (the “Series E Preferred Shares”, “Series E-2 Preferred Shares” or “Series E Preferred Shares Tranche II”) were issued on July 4, 2019 for an aggregated consideration of US\$50,000. The Company incurred issuance costs of US\$1,917 in connection with this offering.

On February 10, 2020, the Company entered into a shares purchase agreement with certain investors, pursuant to which 48,689,976 Series F Convertible Redeemable Preferred Shares (the “Series F Preferred Shares”) were issued on February 10, 2020 for an aggregated consideration of US\$150,000. The Company incurred issuance costs of US\$1 in connection with this offering.

On November 27, 2020, the Company entered into a shares purchase agreement with certain investors, pursuant to which 50,664,609 Series F+ Convertible Redeemable Preferred Shares (the “Series F Preferred Shares” or “Series F-plus Preferred Shares”) were issued on November 27, 2020 for an aggregated consideration of US\$270,000. The Company incurred issuance costs of US\$3,080 in connection with this offering.

The Series A, B, C, D, E and F Preferred Shares are collectively referred to as the Preferred Shares. The holders of Preferred Shares are collectively referred to as the Preferred Shareholders. The key terms of the Preferred Shares issued by the Company are as follows:

Conversion rights***Optional conversion***

Each Series A, B, C, D, E and F Preferred Share shall be convertible, at the option of the holder thereof, at any time and without the payment of additional consideration by the holder thereof, into such number of Class A ordinary shares as determined by the quotient of the applicable issue price divided by the then effective applicable conversion price with respect to such particular series of Preferred Shares, which shall initially be the applicable issue price for the Series A, B, C, D, E and F Preferred Shares, as the case may be, resulting in an initial conversion ratio for the Preferred Shares of 1:1, and shall be subject to adjustment and readjustment from time to time, including but not limited to additional equity securities issuances, share dividends, distributions, subdivisions, redemptions, combinations, or reorganizations, mergers, consolidations, reclassifications, exchanges or substitutions.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

13. CONVERTIBLE REDEEMABLE PREFERRED SHARES (CONTINUED)***Automatic conversion***

Each Preferred Share is convertible, at the option of the holder, at any time after the date of issuance of such Preferred Shares according to a conversion ratio, subject to adjustments for dilution, including but not limited to stock splits, stock dividends and capitalization and certain other events. Each Preferred Share is convertible into a number of ordinary shares determined by dividing the applicable original issue price by the conversion price (initially being 1 to 1 conversion ratio). The conversion price of each Preferred Share is the same as its original issue price and no adjustments to conversion price have occurred so far.

Each Series A, B, C, D, E and F Preferred Share shall automatically be converted into Class A ordinary shares, at the then applicable preferred share conversion price upon (i) closing of a Qualified Initial Public Offering (“Qualified IPO”), or (ii) the written approval of the holders of a majority of each series of Preferred Shares (calculated and voting separately in their respective single class on an as-converted basis).

Prior to the Series D Preferred Shares issuance on November 2, 2017, a “Qualified IPO” was defined as an initial public offering with gross proceeds no less than US\$60 million and capitalization of the Company of no less than US\$350 million prior to such initial public offering. Upon the issuance of Series D Preferred Shares, the gross proceeds and market capitalization criteria for a “Qualified IPO” were increased to US\$90 million and US\$900 million, respectively. Upon the issuance of Series E Preferred Shares, the gross proceeds and market capitalization criteria for a “Qualified IPO” were increased to US\$100 million and US\$2,000 million, respectively. Upon the issuance of Series F Preferred Shares, the gross proceeds and market capitalization criteria for a “Qualified IPO” were increased to US\$100 million and US\$3,300 million, respectively. Upon the issuance of Series F-plus Preferred Shares, the gross proceeds and market capitalization criteria for a “Qualified IPO” were increased to US\$300 million and US\$5,000 million, respectively.

Voting rights

Each holder of Series A, B, C, D, E and F Preferred Shares is entitled to cast the number of votes equal to the number of Class A ordinary shares such Preferred Shares would be entitled to convert into at the then effective conversion price. There was a modification to the voting rights of the shares controlled by Mr. Peng Zhao when the Series F and Series F-plus Preferred Shares were issued as follows:

- the voting rights of ordinary shares controlled by Mr. Peng Zhao was modified to carry 10 votes in connection with the Series F Preferred Shares financing; and
- the voting rights of shares controlled by Mr. Peng Zhao was modified to carry 15 votes in connection with the Series F-plus Preferred Shares financing.

Dividend rights

Each Preferred Share shall have the right to receive dividends, on an as-converted basis, when, as and if declared by the Board. No dividend shall be paid on the ordinary shares at any time unless and until all dividends on the Preferred Shares have been paid in full. No dividends on preferred and ordinary shares have been declared since the issuance date.

Liquidation preference

In the event of any liquidation (unless waived by the majority of Preferred Shareholders) including deemed liquidation, dissolution or winding up of the Company, Preferred Shareholders shall be entitled to receive a per share amount equal to 100% of the original preferred share issue price of the respective series of Preferred Shares, as adjusted for share dividends, share splits, combinations, recapitalizations or similar events, plus all accrued and declared but unpaid dividends thereon, in the sequence of Series F Preferred Shares, Series E Preferred Shares, Series D Preferred Shares, Series C Preferred Shares, Series B Preferred Shares, and Series A Preferred Shares. After such liquidation amounts have been paid in full, any remaining funds or assets of the Company legally available for distribution to shareholders shall be distributed on a pro rata, pari passu basis among the holders of the Preferred Shares, on an as-converted basis, together with the holders of the ordinary shares.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

13. CONVERTIBLE REDEEMABLE PREFERRED SHARES (CONTINUED)**Redemption rights**

At any time commencing on a date specified in the shareholders' agreements (the "Redemption Start Date"), holders of majority (more than 50%) of the then outstanding Series A, B, C, D, E and F Preferred Shares may request a redemption of the Preferred Shares of such series. On receipt of a redemption request from the holders, the Company shall redeem all or part, as requested, of the outstanding Preferred Shares of such series.

The Redemption Start Date of Preferred Shares have been amended for a number of times historically. If any holder of any series of Preferred Shares exercises its redemption right, any holder of other series of Preferred Shares shall have the right to exercise the redemption of its series at the same time.

The redemption prices have been modified historically. Prior to the issuance of Series F Preferred Shares, the price at which each Preferred Share shall be redeemed shall equal to the original Preferred Shares issue price for such series plus 10% compound interest per annum (calculated from the issuance date of the respective series of Preferred Shares), and declared but unpaid dividends. Upon the issuance of Series F Preferred Shares, the price at which each Preferred Share shall be redeemed shall equal to the original Preferred Shares issue price for such series plus 8% simple interest per annum (calculated from the issuance dates of the respective series of Preferred Shares), and declared but unpaid dividends.

If on the redemption date triggered by the occurrence of any redemption event, the Company's assets or funds which are legally available are insufficient to pay in full the aggregate redemption price for Preferred Shares requested to be redeemed, upon the request of a redeeming shareholder, the Company shall execute and deliver a two-year note, bearing an interest of ten percent (10%) per annum and with repayment of the principal and interest to be made on a monthly basis over a period of twenty-four (24) months. Preferred Shares subject to redemption with respect to which the Company has become obligated to pay the redemption price but which it has not paid in full shall continue to have all the rights and privileges which such Preferred Shareholders had prior to such date, until the redemption price has been paid in full with respect to such Preferred Shares.

Conversion upon IPO

In June 2021, upon the completion of IPO, all of the Preferred Shares were automatically converted to 551,352,134 Class A ordinary shares on a one-for-one basis.

Accounting for preferred shares

The Company classified the Preferred Shares in the mezzanine equity section of the consolidated balance sheets because they were redeemable at the holders' option any time after a certain date and were contingently redeemable upon the occurrence of certain liquidation event outside of the Company's control. The Preferred Shares are recorded initially at fair value, net of issuance costs.

The Company records accretion on the Preferred Shares, where applicable, to the redemption value from the issuance dates to the earliest redemption dates. The accretion, calculated using the effective interest method, is recorded against retained earnings, or in the absence of retained earnings, by charging against additional paid-in capital. Once additional paid-in capital has been exhausted, additional charges are recorded by increasing the accumulated deficit. The accretion of Preferred Shares was RMB164,065 (US\$25,284) for the nine months ended September 30, 2021, respectively.

The Company has determined that, under the whole instrument approach, host contract of the Preferred Shares is more akin to a debt host, given the Preferred Shares holders have potential creditors' right in the event of insufficient fund upon redemption, along with other debt-like features in the terms of the Preferred Shares, including the redemption rights. However, the Company determined that the embedded feature, including conversion feature, do not require bifurcation as they either are clearly and closely related to the host or do not meet definition of a derivative.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

13. CONVERTIBLE REDEEMABLE PREFERRED SHARES (CONTINUED)

The Company has determined that there was no beneficial conversion feature attributable to all Preferred Shares because the initial effective conversion prices of these Preferred Shares were higher than the fair value of the Company's ordinary shares determined by the Company with the assistance from an independent third-party appraiser.

Modification of preferred shares

The Company assesses whether an amendment to the terms of its convertible redeemable preferred shares is an extinguishment or a modification based on a qualitative evaluation of the amendment. If the amendment adds, removes, significantly changes to a substantive contractual term or to the nature of the overall instrument, the amendment results in an extinguishment of the preferred shares. The Company also assess if the change in terms results in value transfer between Preferred Shareholders or between Preferred Shareholders and ordinary shareholders.

When convertible redeemable preferred shares are extinguished, the difference between the fair value of the consideration transferred to the convertible redeemable Preferred Shareholders and the carrying amount of such preferred shares (net of issuance costs) is treated as a deemed dividend to the Preferred Shareholders. When convertible redeemable preferred shares are modified and such modification results in value transfer between Preferred Shareholders and ordinary shareholders, the change in fair value resulted from the amendment is treated as a deemed dividend to or from the Preferred Shareholders.

Preferred shares modification were mainly included below:

- Starting from the issuance of Series C Preferred Shares, optional redemption date of each pre-existing Preferred Shares was modified and extended to the fifth anniversary of each newly issued series of Preferred Shares applicable closing date; and
- On February 10, 2020, the Redemption Start Date of Series A, B, C, D and E Preferred Shares was extended from July 5, 2024 to February 10, 2025, which is to be in line with the optional redemption date of Series F Preferred Shares. In the meanwhile, redemption price interest rate was lowered from 10% compound interest per annum to 8% simple interest per annum commencing from Series F Preferred Shares original issuance date and ending on the date of redemption.

From both quantitative and qualitative perspectives, the Company assessed the impact of these modifications and concluded that they represented a modification rather than extinguishment of pre-existing preferred shares, and the impact of the modification was immaterial.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

13. CONVERTIBLE REDEEMABLE PREFERRED SHARES (CONTINUED)

The Company's convertible redeemable preferred shares activities for the nine months ended September 30, 2021 are summarized below:

	Series A Preferred Shares		Series B Preferred Shares		Series C Preferred Shares		Series D Preferred Shares		Series E Preferred Shares		Series F Preferred Shares		Total	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Balance as of January 1, 2021	60,000,000	36,177	40,000,000	67,976	147,068,133	478,565	60,856,049	380,782	144,073,367	1,845,033	99,354,585	2,882,063	551,352,134	5,690,596
Accretion on convertible redeemable preferred shares to redemption value	-	1,057	-	2,006	-	13,580	-	10,823	-	51,072	-	85,527	-	164,065
Conversion of Preferred Shares to ordinary shares	(60,000,000)	(37,234)	(40,000,000)	(69,982)	(147,068,133)	(492,145)	(60,856,049)	(391,605)	(144,073,367)	(1,896,105)	(99,354,585)	(2,967,590)	(551,352,134)	(5,854,661)
Balance as of September 30, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

14. SHARE-BASED COMPENSATION

(a) Share options

Since 2014, the Company has granted options to certain directors, executive officers and employees. The maximum aggregate number of ordinary shares that are authorized to be issued under the Company’s share award plans is 158,726,695 as of September 30, 2022. The share options have a contractual term of ten years.

Share options granted contain service conditions. With respect to the service conditions, there are 3 types of vesting schedule, which are: (i) 25% of the share options shall become vested on each anniversary of the vesting commencement date for 4 years thereafter; (ii) 50% of the share options shall become vested on each anniversary of the vesting commencement date for 2 years thereafter; and (iii) immediately vested upon grant.

For share options with service conditions only, those awards are measured at the grant-date fair value and recognized as expenses over the requisite service period, which is the vesting period. For certain share options granted to employees, even though the service condition might have been satisfied, employees are required to provide continued service through the occurrence of an IPO or change of control (“Trigger Event”). Given the vesting of these share options is contingent upon the occurrence of Trigger Event, no share-based compensation expenses were recognized for these share options until the completion of the IPO in June 2021, when cumulative share-based compensation expenses for the awards that have satisfied the service conditions were recorded.

The following table sets forth the activities of share options for the nine months ended September 30, 2021 and 2022, respectively:

	Number of options	Weighted average exercise price	Weighted average remaining contractual life	Aggregate intrinsic value	Weighted average grant-date fair value
		US\$	In Years	US\$	US\$
Outstanding as of January 1, 2021	107,133,353	1.16	6.84	226,639	0.64
Granted	32,710,153	4.08			
Exercised	(47,697,284)	0.54			
Forfeited	(2,924,868)	1.95			
Outstanding as of September 30, 2021	<u>89,221,354</u>	2.53	8.21	1,379,942	2.77
Outstanding as of January 1, 2022	82,475,968	2.71	8.05	1,214,916	2.82
Granted	8,424	–			
Exercised	(9,071,268)	1.45			
Forfeited	(1,356,950)	2.91			
Outstanding as of September 30, 2022	<u>72,056,174</u>	2.86	7.45	401,810	2.93
Vested and expected to vest as of September 30, 2022	72,056,174	2.86	7.45	401,810	2.93
Exercisable as of September 30, 2022	32,174,348	2.07	6.70	204,988	1.71

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the estimated fair value of the underlying ordinary share at each reporting date.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

14. SHARE-BASED COMPENSATION (CONTINUED)

(a) Share options (continued)

As of September 30, 2022, there were US\$130,916 of unrecognized compensation expenses related to share options, which are expected to be recognized over a weighted-average period of 2.48 years and may be adjusted for future forfeitures.

The Company uses binomial option-pricing model to determine the fair value of the share options as of the grant dates. Key assumptions (or ranges thereof) are set as below:

	For the nine months ended September 30, 2021
Fair value of ordinary shares on the date of option grant	6.78-18.09
Risk-free interest rate ⁽¹⁾	1.6%-2.0%
Expected term (in years)	10
Expected dividend yield ⁽²⁾	0%
Expected volatility ⁽³⁾	58.8%-59.8%
Expected early exercise multiple	2.2x-2.8x

- (1) The risk-free interest rate of periods within the contractual life of the share option is based on the market yield of U.S. Treasury Strips with a maturity life equal to the expected life to expiration.
- (2) The Company has no history or expectation of paying dividends on its ordinary shares.
- (3) Expected volatility is estimated based on the average of historical volatilities of the comparable companies in the same industry as at the valuation dates.

(b) RSUs

After the completion of the Company's IPO in June 2021, the Company started to grant RSUs to employees. One RSU represents a right relating to one Class A ordinary share of the Company. The RSUs were granted with service conditions. The fair value of the RSUs is estimated based on the market value of the underlying ordinary share of the Company at the grant date.

The following table summarizes activities of the Company's RSUs for the nine months ended September 30, 2022:

	Number of RSUs	Weighted average grant-date fair value
		US\$
Outstanding as of January 1, 2021	–	–
Granted	202,274	
Vested	–	
Forfeited	–	
Outstanding as of September 30, 2021	202,274	19.40

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

14. SHARE-BASED COMPENSATION (CONTINUED)

(b) RSUs (continued)

	Number of RSUs	Weighted average grant-date fair value
		US\$
Outstanding as of January 1, 2022	3,521,118	19.05
Granted	11,994,570	
Vested	(313,464)	
Forfeited	(334,176)	
Outstanding as of September 30, 2022	14,868,048	12.35

As of September 30, 2022, there were US\$161,259 of unrecognized compensation expenses related to RSUs, which are expected to be recognized over a weighted-average period of 3.54 years and may be adjusted for future forfeitures.

(c) Share-based compensation expenses by function

The following table sets forth the amounts of share-based compensation expenses included in each of the relevant financial statement line items:

	For the nine months ended September 30,	
	2021	2022
	RMB	RMB
Cost of revenues	24,568	25,204
Sales and marketing expenses	44,838	106,613
Research and development expenses	95,321	184,945
General and administrative expenses*	1,643,447	131,199
Total	1,808,174	447,961

* In June 2021, the Company granted 24,745,531 Class B ordinary shares to TECHWOLF LIMITED and recorded share-based compensation expenses of RMB1,506.4 million in general and administrative expenses upon the grant (Note 12).

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

15. BASIC AND DILUTED NET (LOSS)/INCOME PER SHARE

The computation of basic and diluted net (loss)/income per share for the nine months ended September 30, 2021 and 2022 is as follows:

	For the nine months ended September 30,	
	2021	2022
	RMB	RMB
Numerator		
Net (loss)/income	(1,304,144)	292,038
Accretion on convertible redeemable preferred shares to redemption value	(164,065)	–
Net (loss)/income attributable to ordinary shareholders	(1,468,209)	292,038
Denominator		
Weighted average number of ordinary shares used in computing net (loss)/income per share, basic	420,605,543	870,385,113
Dilutive effect of share-based awards	–	46,527,458
Weighted average number of ordinary shares used in computing net (loss)/income per share, diluted	420,605,543	916,912,571
Net (loss)/income per share attributable to ordinary shareholders		
– Basic	(3.49)	0.34
– Diluted	(3.49)	0.32

16. COMMITMENTS AND CONTINGENCIES

Commitments

The Group engaged third parties for promoting its brand image through various advertising channels. The amount of advertising commitments relates to the committed advertising services that have not been delivered and paid. As of September 30, 2022, future minimum advertising commitments under non-cancelable agreements were RMB110.5 million.

Contingencies

The Group and certain of the officers and directors have been named as defendants in a putative securities class action filed on July 12, 2021 in the U.S. District Court for the District of New Jersey. On March 4, 2022, plaintiff filed the Amended Complaint, purportedly brought on behalf of a class of persons who allegedly suffered damages as a result of their trading in the securities between June 11, 2021 and July 2, 2021, both inclusive. The action alleges that the Group made false and misleading statements regarding the business, operations and compliance policies in violation of the Sections 10(b) and 20(a) of the U.S. Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder. In May 2022, the Company filed its motion to dismiss the Amended Complaint. Briefing on the motion to dismiss was completed in July 2022, and a decision remains pending. In September 2022, the parties reached a tentative agreement in principle to settle the case. Accordingly, the Group has recorded a contingent liability of RMB14.9 million as of September 30, 2022. On November 10, 2022, the Court granted preliminary approval of the parties' settlement agreement, pursuant to which, without any admission or finding of any wrongdoing on the part of any of the Defendants, the parties agreed that, in consideration of the Company's payment of US\$2.25 million, all actual and potential claims and causes of action that have been or could have been alleged against the Company and the individual defendant (including the individuals mentioned above) are resolved and discharged and precluded from being raised again in any future action. The payment of the settlement amount is due by mid-December 2022 and has been paid. The Court scheduled a fairness hearing for March 2023, after which the Court will decide whether to grant final approval of the settlement.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

17. FAIR VALUE MEASUREMENT

Information about inputs into the fair value measurement of the Group's assets that are measured or disclosed at fair value on a recurring basis in periods subsequent to their initial recognition is as follows:

Description	Fair value	Fair value measurement at reporting date using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	RMB	RMB	RMB	RMB
Short-term investments				
As of December 31, 2021	884,996	–	884,996	–
As of September 30, 2022	2,764,368	–	2,764,368	–

When available, the Group uses quoted market prices to determine the fair value of an asset or liability. If quoted market prices are not available, the Group will measure fair value using valuation techniques that use, when possible, current market-based or independently sourced market parameters, such as interest rates and currency rates. For short-term investments, which consists of wealth management products, the Group refers to the quoted rate of return provided by financial institutions at the end of each period using the discounted cash flow method. The Group classifies the valuation techniques as Level 2 of fair value measurement.

18. SUBSEQUENT EVENTS

The Group has evaluated subsequent events through the date these consolidated financial statements are issued, and the Group concluded that no subsequent event has occurred that would require recognition or disclosure in the consolidated financial statements.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

19. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Historical Financial Information is prepared in accordance with U.S. GAAP, which differ in certain respects from International Financial Reporting Standards ("IFRS"). The effects of material differences between the Historical Financial Information of the Group prepared under U.S. GAAP and IFRS are as follows:

Unaudited Interim Consolidated Statements of Comprehensive Loss (Extract)	For the nine months ended September 30, 2021									
	Amounts as reported under U.S. GAAP		IFRS adjustments					Amounts as reported under IFRS		
	RMB		Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	RMB		RMB
Cost of revenues	(404,863)		RMB Note (i)	RMB Note (ii)	RMB Note (iii)	RMB Note (iv)	RMB Note (v)			(422,503)
Sales and marketing expenses	(1,569,199)		-	(18,729)	1,089	-	-	-	-	(1,583,101)
Research and development expenses	(623,051)		-	(16,992)	3,090	-	-	-	-	(655,149)
General and administrative expenses	(1,871,950)		-	(33,059)	961	-	-	-	-	(1,930,713)
Fair value change of financial instruments	-		(18,098,803)	(36,198)	205	(22,592)	(178)			(18,098,803)
Financial income, net	6,754		-	-	(6,960)	-	-			(206)
Net loss	(1,304,144)		(18,098,803)	(104,978)	(1,615)	(22,592)	(178)			(19,532,310)

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

19. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Unaudited Interim Condensed Consolidated Statements of Comprehensive Loss (Extract)	For the nine months ended September 30, 2021						Amounts as reported under IFRS
	Amounts as reported under U.S. GAAP	IFRS adjustments				Expected credit loss	
	RMB	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	RMB
		<i>Note (i)</i>	<i>Note (ii)</i>	<i>Note (iii)</i>	<i>Note (iv)</i>	<i>Note (v)</i>	
Accretion on convertible redeemable preferred shares to redemption value	(164,065)	164,065	-	-	-	-	-
Net loss attributable to ordinary shareholders	(1,468,209)	(17,934,738)	(104,978)	(1,615)	(22,592)	(178)	(19,532,310)
Other comprehensive income							
Foreign currency translation adjustments	48,269	588,457	-	-	-	-	636,726
Effects of changes in credit risk for financial liabilities designated as at fair value through profit or loss	-	(634)	-	-	-	-	(634)

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

19. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Unaudited Interim Condensed Consolidated Statements of Comprehensive Income (Extract)	For nine months ended September 30, 2022						Amounts as reported under IFRS
	Amounts as reported under U.S. GAAP	IFRS adjustments				Expected credit loss	
	RMB	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	RMB
		RMB <i>Note (i)</i>	RMB <i>Note (ii)</i>	RMB <i>Note (iii)</i>	RMB <i>Note (iv)</i>	RMB <i>Note (v)</i>	
Cost of revenues	(552,466)	-	(12,051)	1,552	-	-	(562,965)
Sales and marketing expenses	(1,318,843)	-	(53,581)	4,395	-	-	(1,368,029)
Research and development expenses	(888,655)	-	(97,951)	1,450	-	-	(985,156)
General and administrative expenses	(472,099)	-	(50,473)	1,095	-	(260)	(521,737)
Financial income, net	78,013	-	-	(11,390)	-	-	66,623
Net income	292,038	-	(214,056)	(2,898)	-	(260)	74,824
Net income attributable to ordinary shareholders	292,038	-	(214,056)	(2,898)	-	(260)	74,824

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

19. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Unaudited Interim Condensed Consolidated Balance Sheets (Extract)	As of December 31, 2021						
	Amounts as reported under U.S. GAAP	IFRS adjustments				Amounts as reported under IFRS	
	RMB	Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	RMB
		RMB <i>Note (i)</i>	RMB <i>Note (ii)</i>	RMB <i>Note (iii)</i>	RMB <i>Note (iv)</i>	RMB <i>Note (v)</i>	
Prepayments and other current assets	724,583	-	-	-	-	(607)	723,976
Right-of-use assets, net	309,085	-	-	(4,599)	-	-	304,486
Total assets	13,641,623	-	-	(4,599)	-	(607)	13,636,417
Additional paid-in capital	14,624,386	28,098,509	206,564	-	22,592	-	42,952,051
Accumulated other comprehensive (loss)/income	(257,765)	1,246,796	-	-	-	-	989,031
Accumulated deficit	(3,693,119)	(29,345,305)	(206,564)	(4,599)	(22,592)	(607)	(33,272,786)
Total shareholders' equity	10,674,056	-	-	(4,599)	-	(607)	10,668,850

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

19. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Unaudited Interim Condensed Consolidated Balance Sheets (Extract)	Amounts as reported under U.S. GAAP		IFRS adjustments					Amounts as reported under IFRS	
	RMB		Preferred Shares	Share-based compensation	Operating leases	Listing expenses	Expected credit loss	RMB	
Prepayments and other current assets	549,174		–	–	–	–	–	–	548,307
Right-of-use assets, net	310,445		–	–	(7,497)	–	–	(867)	302,948
Total assets	15,352,588		–	–	(7,497)	–	–	(867)	15,344,224
Additional paid-in capital	15,160,206		28,098,509	420,620	–	22,592	–	–	43,701,927
Accumulated other comprehensive income	895,743		1,246,796	–	–	–	–	–	2,142,539
Accumulated deficit	(3,401,081)		(29,345,305)	(420,620)	(7,497)	(22,592)	(867)	(867)	(33,197,962)
Total shareholders' equity	12,308,896		–	–	(7,497)	–	(867)	(867)	12,300,532

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

19. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

*Notes:***(i) Preferred Shares**

Under U.S. GAAP, the Company classified the Preferred Shares as mezzanine equity because they were redeemable at the holders' option upon the occurrence of certain deemed liquidation events and certain events outside of the Company's control. The Preferred Shares were recorded initially at fair value, net of issuance cost. The accretion to the respective redemption value of the Preferred Shares were recognized over the period starting from issuance date to the earliest redemption date.

Under IFRS, the Preferred Shares that were contingently redeemable at the holders' option were designated as financial liabilities at fair value through profit or loss, which were measured at fair value with the issuance cost recorded in general and administrative expenses. The amount of changes in the fair value of the financial liabilities attributable to changes in the credit risk of the financial liabilities was presented in other comprehensive income/(loss) and the remaining amount of changes in the fair value was presented in profit or loss.

Accordingly, the reconciliation includes (a) an increase of RMB17,934,738 in net loss attributable to ordinary shareholders and a decrease of RMB634 in other comprehensive income, resulting from fair value changes for the nine months ended September 30, 2021; and (b) an increase of RMB588,457 in other comprehensive income related with foreign currency translation adjustments for the nine months ended September 30, 2021.

All the Preferred Shares of the Company were converted into Class A ordinary shares upon the completion of IPO in June 2021. Consequently, there was no such reconciliation item in classification and measurement of Preferred Shares between U.S. GAAP and IFRS subsequently.

(ii) Share-based compensation

Under U.S. GAAP, a performance target that may be met during or after the requisite service period is complete, such as the fulfilment of a qualified successful IPO, is a performance vesting condition. The fair value of the award should not incorporate the vesting probability of a performance condition, but rather should be recognized only if the performance condition is probable of being achieved. The cumulative share-based compensation expenses for the share options that have satisfied the service condition were recorded upon the completion of the Company's IPO in June 2021. Under IFRS, the cumulative share-based compensation expenses for the share options that have satisfied the service condition were recorded when the performance condition related to the successful IPO became more likely than not to be achieved rather than being actually completed. Thus, share-based compensation expenses were recorded earlier under IFRS than under U.S. GAAP.

For share options and RSUs granted with service condition, the share-based compensation expenses were recognized over the vesting period using straight-line method under U.S. GAAP while the graded vesting method must be applied under IFRS.

Additionally, under U.S. GAAP, it is allowed to make an entity-wide accounting policy election to account for award forfeitures as they occur or by estimating expected forfeitures as compensation cost is recognized, and the Group has chosen to account for forfeitures when they occur. Under IFRS, a similar policy election isn't allowed; forfeitures must be estimated and share-based compensation expenses were recognized net of estimated forfeitures.

Accordingly, the reconciliation includes increases in operating cost and expenses of RMB104,978 and RMB214,056 for the nine months ended September 30, 2021 and 2022, respectively.

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(All amounts in thousands, except for share and per share data, unless otherwise noted)

19. RECONCILIATION BETWEEN U.S. GAAP AND INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)**(iii) Operating leases**

Under U.S. GAAP, for operating leases, the amortization of the right-of-use assets and interest expenses related to the lease liabilities were recorded together as lease expenses, which resulted in a straight-line recognition effect over the respective lease terms.

Under IFRS, the amortization of the right-of-use assets was recognized on a straight-line basis while interest expenses related to the lease liabilities were recorded on the basis that the lease liabilities were measured at amortized cost with more expenses recognized in earlier years of each lease term. Additionally, the amortization of the right-of-use assets and interest expenses related to the lease liabilities were presented in separate line items.

Accordingly, the reconciliation includes an increase in net loss of RMB1,615 and a decrease in net income of RMB2,898 for the nine months ended September 30, 2021 and 2022, respectively. The reconciliation also includes decreases in right-of-use assets of RMB4,599 and RMB7,497 as of December 31, 2021 and September 30, 2022, respectively.

(iv) Listing expenses

Under U.S. GAAP, specific incremental issuance cost directly attributable to the offering of equity securities may be deferred and capitalized against the gross proceeds of the offering and presented in the shareholders' equity as a deduction from the proceeds.

Under IFRS, only those listing expenses considered directly attributable to the issuance of new shares to investors can be capitalized. Those expenses considered directly attributable to the listing of existing shares on a stock exchange were not qualified for capitalization and expensed as incurred instead.

Accordingly, the reconciliation includes an increase in general and administrative expenses of RMB22,592 for the nine months ended September 30, 2021, and an increase of RMB22,592 in additional paid-in capital as of December 31, 2021 and June 30, 2022, in relation to the listing expenses incurred for the IPO.

(v) Expected credit loss

Under U.S. GAAP, ASC Topic 326 will be adopted by the Group starting from January 1, 2023. Before the adoption of ASC Topic 326, impairment losses for financial assets, mainly including other receivables, are not recognized until it is probable that a loss would be incurred based on events and conditions existing at the date of the financial statements.

Under IFRS, IFRS 9 were required to be adopted by the Group starting from January 1, 2018, which introduced an expected credit loss ("ECL") model for financial assets. Upon initial recognition, only the portion of lifetime ECL that results from default events that were possible within the next 12 months was recorded ("stage 1"). Lifetime expected credit losses were subsequently recorded only if there was a significant increase in the credit risk of the asset ("stage 2"). Once there was objective evidence of impairment ("stage 3"), lifetime ECL continued to be recognized, but interest revenue was calculated on the net carrying amount (that is, amortized cost net of the credit allowance).

Accordingly, the reconciliation includes increases in general and administrative expenses of RMB178 and RMB260 for the nine months ended September 30, 2021 and 2022, respectively, and decreases in prepayments and other current assets of RMB607 and RMB867 as of December 31, 2021 and September 30, 2022, respectively.

SUMMARY OF THE CONSTITUTION OF THE COMPANY**1 Memorandum of Association**

The Memorandum of Association of the Company conditionally adopted at the AGM states, inter alia, that the liability of the members of the Company is limited, that the objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act or any other law of the Cayman Islands.

The Memorandum of Association is on display on the websites of the Stock Exchange and the Company as specified in Appendix V in the section headed “Documents available on display”.

2 Articles of Association

The Articles of Association of the Company conditionally adopted at the AGM include provisions to the following effect:

2.1 Classes of Shares***(a) Share capital***

The share capital of the Company consists of Class A Shares and Class B Shares. The capital of the Company at the date of adoption of the Articles is US\$200,000 divided into 2,000,000,000 shares of a par value of US\$0.0001 each, comprising of (i) 1,800,000,000 Class A Shares of US\$0.0001 each, and (ii) 200,000,000 Class B Shares of US\$0.0001 each.

(b) Weighted voting rights

Subject to the provisions of the Articles of Association, the holders of Class A Shares and Class B Shares shall at all times vote together as one class on all resolutions submitted to a vote by the members. On a poll, each Class A Share shall entitle its holder to one vote and each Class B Share shall entitle its holder to ten votes, provided that each Class A Share and each Class B Share shall entitle its holder to one vote on a poll at a general meeting in respect of a resolution on the following matters:

- (i) any amendment to the Memorandum of Association or the Articles of Association, including the variation of the rights attached to any class of shares;

- (ii) the appointment, election or removal of any independent non-executive Director;
- (iii) the appointment or removal of the auditors; or
- (iv) the voluntary liquidation or winding-up of the Company.

The Company shall not take any action (including the issue or repurchase of shares of any class) that would result in (i) the aggregate number of votes entitled to be cast by all holders of Class A Shares (for the avoidance of doubt, excluding those who are also holders of Class B Shares) present at a general meeting to be less than 10% of the votes entitled to be cast by all members at a general meeting; or (ii) an increase in the proportion of Class B Shares to the total number of shares in issue.

(c) Restrictions on issue of shares with weighted voting rights

No further Class B Shares shall be issued by the Company, except with the approval of the Stock Exchange and pursuant to (i) an offer to subscribe for shares in the Company made to all the members of the Company pro rata (apart from fractional entitlements) to their existing holdings; (ii) a pro rata issue of shares to all the members of the Company by way of scrip dividends; or (iii) a share subdivision or other similar capital reorganisation, provided that each member of the Company shall be entitled to subscribe for or be issued shares in the same class as the shares then held by him, and further provided that the proposed allotment or issuance will not result in an increase in the proportion of Class B Shares in issue, so that:

- (A) if, under a pro rata offer, any holder of Class B Shares does not take up any part of the Class B Shares or the rights thereto offered to him or her, such untaken shares or rights shall only be transferred to another person on the basis that such transferred rights will only entitle the transferee to an equivalent number of Class A Shares; and

- (B) to the extent that rights to Class A Shares in a pro rata offer are not taken up in their entirety, the number of Class B Shares that shall be allotted, issued or granted in such pro rata offer shall be reduced proportionately.

(d) Reduction of shares with weighted voting rights on repurchase of shares

In the event the Company reduces the number of Class A Shares in issue (including, but not limited to, through a purchase of its own shares), the holders of Class B Shares shall reduce their weighted voting rights in the Company proportionately (including, but not limited to, through a conversion of a portion of their Class B Shares or otherwise), if the reduction in the number of Class A Shares in issue would otherwise result in an increase in the proportion of Class B Shares to the total number of shares in issue.

(e) Prohibition on variation of terms of shares with weighted voting rights

The Company shall not vary the rights of the Class B Shares so as to increase the weighted voting rights attached to each Class B Share.

(f) Conversion of Class B Shares

Each Class B Share is convertible into one Class A Share at any time by the holder thereof, such right to be exercisable by the holder of the Class B Share delivering a written notice to the Company that such holder elects to convert a specified number of Class B Shares into Class A Shares.

(g) Qualification of holders of shares with weighted voting rights

Class B Shares shall only be held by the WVR Beneficiary, or (a) a partnership of which the WVR Beneficiary is a partner and the terms of which must expressly specify that the voting rights attached to any and all Class B Shares held by such partnership are solely dictated by the WVR Beneficiary; (b) a trust of which the WVR Beneficiary is a beneficiary and that meets the following conditions: (i) the WVR Beneficiary must in substance retain an element of control of the trust and any immediate holding companies of, and retain a beneficial interest in any and all of the Class B Shares held by such trust; and (ii) the purpose of the trust must be for estate planning and/or tax planning purposes; or (c) a private company or other vehicle

wholly-owned and wholly controlled by the WVR Beneficiary or by a trust referred to in (b) above (a “Founder Holding Vehicle”). Subject to the Listing Rules or other applicable laws and regulations, each Class B Share shall be automatically converted into one Class A Share upon the occurrence of any of the following events:

- (i) the death of the holder of such Class B Share (or, where the holder is a Founder Holding Vehicle, the death of the WVR Beneficiary);
- (ii) the holder of such Class B Share ceasing to be a Director or a Founder Holding Vehicle for any reason;
- (iii) the holder of such Class B Share (or, where the holder is a Founder Holding Vehicle, the WVR Beneficiary) being deemed by the Stock Exchange to be incapacitated for the purpose of performing his duties as a Director;
- (iv) the holder of such Class B Share (or, where the holder is a Founder Holding Vehicle, the WVR Beneficiary) being deemed by the Stock Exchange to no longer meet the requirements of a director set out in the Listing Rules; or
- (v) any direct or indirect sale, transfer, assignment or disposition of the beneficial ownership of, or economic interest in, such Class B Share or the control over the voting rights attached to such Class B Share through voting proxy or otherwise to any person, including by reason that a Founder Holding Vehicle holding such Class B Share no longer complies with Rule 8A.18(2) of the Listing Rules (in which case the Company and such Founder Holding Vehicle or the WVR Beneficiary must notify the Stock Exchange of the details of the non-compliance as soon as practicable), other than a transfer of the legal title to such Class B Share by the WVR Beneficiary to Founder Holding Vehicle, or by a Founder Holding Vehicle to the WVR Beneficiary or another Founder Holding Vehicle.

(h) Cessation of weighted voting rights

All of the Class B Shares in the authorised share capital shall be automatically re-designated into Class A Shares in the event all of the Class B Shares in issue are converted into Class A shares in accordance with the Articles, or that none of the holders of Class B Shares at the time of initial listing of the Company’s shares on the Stock Exchange hold any Class B Shares, and no further Class B Shares shall be issued by the Company.

(i) *Shares to rank pari passu*

Save and except for the voting rights and conversion rights as set out in this paragraph 2.1, the Class A Shares and the Class B Shares shall rank pari passu with one another and shall have the same rights, preferences, privileges and restrictions.

2.2 Directors

(a) *Number of Directors*

Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than three, the exact number of Directors to be determined from time to time by the Board.

(b) *Power to allot and issue shares*

Subject to the provisions of the Memorandum of Association, the Articles of Association, compliance with the Listing Rules and the Code on Takeovers and Mergers and Share Buy-back issued by the Securities and Futures Commission of Hong Kong, and on the conditions that (a) no new class of shares with voting rights superior to those of Class A Shares shall be created, and (b) any variation in the relative rights as between different classes of shares shall not result in the creation of a new class of shares with voting rights superior to those of Class A Shares, the Directors may issue from time to time, out of the authorised share capital of the Company (other than the authorised but unissued Ordinary Shares), series of preferred shares in their absolute discretion.

(c) *Power to dispose of the assets of the Company or any subsidiary*

Subject to the provisions of the Companies Act, the Memorandum and Articles of Association and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.

(d) *Compensation or payment for loss of office*

There are no provisions in the Articles of Association relating to compensation or payment for loss of office of a Director.

(e) *Loans to Directors*

There are no provisions in the Articles of Association relating to making of loans to Directors.

(f) *Financial assistance to purchase shares*

There are no provisions in the Articles of Association relating to the giving of financial assistance by the Company to purchase shares in the Company or its subsidiaries.

(g) *Disclosure of interest in contracts with the Company or any of its subsidiaries*

A Director who is in any way, whether directly or indirectly, interested in a contract or transaction or proposed contract or transaction with the Company shall declare the nature of his or her interest at a meeting of the Directors. Subject to the rules of NASDAQ, the Listing Rules and disqualification by the chairman of the relevant Board meeting, a Director may vote in respect of any contract or transaction or proposed contract or transaction notwithstanding that he or she may be interested therein and if he or she does so his or her vote shall be counted and he or she may be counted in the quorum at any meeting of the Directors at which any such contract or transaction or proposed contract or transaction shall come before the meeting for consideration.

(h) *Remuneration*

The remuneration to be paid to the Directors, if any, shall be such remuneration as the Directors shall determine. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of shares or debentures of the Company, or otherwise in connection with the business of the Company or the discharge of their duties as a Director, or to receive a fixed allowance in respect thereof as may be determined by the Directors, or a combination partly of one such method and partly the other.

(i) *Retirement, appointment and removal*

The Company may by ordinary resolution appoint any person to be a Director, either to fill a vacancy or as an additional Director.

The Company may by ordinary resolution remove any Director (including a managing or other executive Director) before the expiration of such Director's term of office, notwithstanding anything in the Articles of Association or in any agreement between the Company and such Director, and may by ordinary resolution or by the affirmative vote of a simple majority of the remaining Directors present and voting at a Board meeting elect another person in their stead.

The Directors may appoint any person to be a Director, either to fill a vacancy or as an additional Director. Any Director so appointed shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for re-election at that meeting.

There is no shareholding qualification for Directors nor is there any specified age limit for Directors.

The office of a Director shall be vacated if:

- (i) the Director becomes bankrupt or makes any arrangement or composition with his or her creditors;
- (ii) the Director dies or is found to be or becomes of unsound mind;
- (iii) the Director resigns the office of Director by notice in writing to the Company; or
- (iv) the Director is removed from office pursuant to any provision of the Articles of Association.

At every annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation, provided that every Director (including every independent non-executive Director and/or those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he or she retires and shall be eligible for re-election at such meeting. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

(j) *Borrowing powers*

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

2.3 Alteration to constitutional documents

No alteration or amendment to the Memorandum or Articles of Association may be made except by special resolution.

2.4 Variation of rights of existing shares or classes of shares

Whenever the capital of the Company is divided into different classes of shares, the rights attached to any such class for may, subject to any rights or restrictions for the time being attached to any class, only be varied with the consent in writing of the holders shares of that class which carry in aggregate not less than three-fourths of the voting rights of the shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

The rights conferred upon the holders of shares of any class issued with preferred or other rights shall not, shall not, subject to any rights or restrictions for the time being attached to the shares of that class, be deemed to be varied by, inter alia, the creation, allotment or issue of further shares ranking *pari passu* with or subsequent to them or the redemption or purchase of any shares of any class by the Company.

2.5 Alteration of capital

The Company may by ordinary resolution:

- (a) increase its share capital by such sum, to be divided into shares of such classes and amount, as the ordinary resolution shall prescribe;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) subdivide its shares, or any of them, into shares of an amount smaller than that fixed by the Memorandum of Association, provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
- (d) cancel any shares that, at the date of the passing of the ordinary resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

The Company may by special resolution reduce its share capital or any capital redemption reserve fund, subject to the provisions of the Companies Act.

2.6 Special resolution – majority required

A “special resolution” is defined in the Articles of Association to have the same meaning as in the Companies Act, for which purpose, the requisite majority shall be not less than three-fourths of the votes cast by such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given and includes a special resolution approved in writing by all of the members of the Company entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of such members, and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments (if more than one) is executed.

In contrast, an “ordinary resolution” is defined in the Articles of Association to mean a resolution passed by a simple majority of the votes cast by such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting held in accordance with the Articles of Association and includes an ordinary resolution approved in writing by all the members of the Company aforesaid.

2.7 Voting rights

Subject to any rights or restrictions attached to any shares, (a) every member of the Company present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall, at a general meeting of the Company, have the right to speak; and (b) on a show of hands, every shareholder present shall, at a general meeting of the Company, each have one vote and on a poll, every member of the Company present shall have one (1) vote for each Class A Share and ten (10) votes for each Class B Share of which he or she is the holder, except where the Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

No person shall be counted in a quorum or be entitled to vote at any general meeting unless he is registered as a member on the record date for such meeting, nor unless all calls or other monies then payable by him in respect of shares have been paid.

At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the chairperson of the meeting may allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members, and the person so authorised shall be entitled to exercise the same powers as the corporation could exercise if it were an individual member.

If a recognised clearing house (or its nominee(s)) or depositary (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company, provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which that person represents as that recognised clearing house (or its nominee(s)) or depositary (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including, the right to vote individually on a show of hands.

2.8 Annual general meetings and extraordinary general meetings

The Company shall hold a general meeting as its annual general meeting for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Stock Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it.

The chairperson or the Directors (acting by a resolution of the Board) may call general meetings, and they shall on a members' requisition forthwith proceed to convene an extraordinary general meeting of the Company. A members' requisition is a requisition of one or more members holding at the date of deposit of the requisition not less than 10% of the voting rights, on a one vote per share basis, of the issued shares which as at that date carry the right to vote at general meetings of the Company. The members' requisition must state the objects and the resolutions to be added to the agenda of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form each signed by one or more requisitionists. If there are no Directors as at the date of the deposit of the members' requisition or if the Directors do not within 21 days from the date of the deposit of the members' requisition duly proceed to convene a general meeting to be held within a further 21 days, the requisitionists, or any of them representing not less than one-tenth of the total voting rights of all of the requisitionists, on an one vote per share basis, which carry the right to vote at general meetings, may themselves convene a general meeting, but any meeting so convened shall be held no later than the day which falls three months after the expiration of the said 21 day period. A general meeting convened by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.

2.9 Auditors

The Company shall at every annual general meeting by ordinary resolution appoint an auditor of the Company who shall hold office until the next annual general meeting. The Company may by ordinary resolution remove an auditor before the expiration of his period of office. No person may be appointed as an auditor of the Company unless such person is independent of the Company. The remuneration of the auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, or in the manner specified in such resolution.

2.10 Notice of meetings and business to be conducted thereat

An annual general meeting shall be called by not less than 21 days' notice and any extraordinary general meeting shall be called by not less than 14 days' notice, which shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be conducted at the meeting. Notwithstanding the foregoing, a general meeting of the Company shall, whether or not the notice specified has been given and whether or not the provisions of the Articles of Association regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed:

- (a) in the case of an annual general meeting, by all members of the Company entitled to attend and vote at the meeting; and
- (b) in the case of an extraordinary general meeting, by holders of two-thirds of the members having a right to attend and vote at the meeting, present at the meeting.

The Directors may cancel or postpone any duly convened general meeting at any time prior to such meeting, except for general meetings requisitioned by the Shareholders in accordance with the Articles of Association, for any reason or for no reason, upon notice in writing to Shareholders.

2.11 Transfer of shares

Transfers of shares may be effected by an instrument of transfer, which shall be in writing and in any standard form or such other form as the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and if in respect of a nil or partly paid up share, or if so required by the Directors, shall also be executed on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company.

The Directors may decline to register any transfer of any share which is not fully paid up or on which the Company has a lien. The Directors may also decline to register any transfer of any shares unless:

- (a) the instrument of transfer is lodged with the Company accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (b) the instrument of transfer is in respect of only one class of shares;
- (c) the instrument of transfer is properly stamped (if required);
- (d) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four; and
- (e) a fee of such amount not exceeding the maximum amount as the Stock Exchange may from time to time determine to be payable (or such lesser sum as the Directors may from time to time require) is paid to the Company in respect thereof.

If the Directors refuse to register a transfer of any share they shall notify the transferor and the transferee within three months of such refusal.

The registration of transfers may, on 10 calendar days' notice being given by advertisement published in such one or more newspapers, by electronic means or by any other means in accordance with the rules of NASDAQ or the Listing Rules, be suspended and the register of members closed at such times and for such periods as the Directors may, in their absolute discretion, from time to time determine, provided always that such registration of transfer shall not be suspended nor the Register closed for more than thirty (30) calendar days in any calendar year.

2.12 Power of the Company to purchase its own shares

Subject to the provisions of the Companies Act and the Articles, the Company may purchase its own shares provided that (a) the manner of purchase has first been authorised by the Board or by members of the Company by ordinary resolution, and (b) any such purchase shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

2.13 Power of any subsidiary of the Company to own shares

There are no provisions in the Articles of Association relating to the ownership of shares by a subsidiary.

2.14 Dividends and other methods of distribution

The holders of ordinary shares are entitled to such dividends as may be declared by the Board of Directors. In addition, shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by the directors. Under Cayman Islands law, dividends may be declared and paid only out of funds legally available therefor, namely out of either profit or the Company's share premium account, and provided further that a dividend may not be paid if this would result in the Company being unable to pay its debts as they fall due in the ordinary course of business.

Any dividend unclaimed after a period of six calendar years from the date of declaration of such dividend may be forfeited by the Board of Directors and, if so forfeited, shall revert to the Company.

2.15 Proxies

A member of the Company entitled to attend and vote at a general meeting of the Company shall be entitled to appoint another person who must be an individual as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting or at any one class meeting.

The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation or other non-natural person, under the hand of its duly authorised representative.

The instrument appointing a proxy may be in any usual or common form (or such other form as the Directors may approve) and may be expressed to be for a particular meeting or any adjournment thereof or generally until revoked.

2.16 Inspection of register of members

For the purpose of determining those members that are entitled to receive notice of, attend or vote at any meeting of members or any adjournment thereof, or those members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a member for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period which shall not exceed in any case thirty (30) calendar days in any calendar year.

The register of members held in Hong Kong shall during normal business hours be open for inspection by any member of the Company without charge.

2.17 Quorum for meetings and separate class meetings

No business shall be transacted at any general meeting unless a quorum is present. One or more members of the Company holding shares which carry in aggregate (or representing by proxy) not less than 10% of all votes attaching to all shares in issue and entitled to vote at such general meeting present, shall be a quorum.

To every separate class meeting, the necessary quorum shall be one or more persons holding or representing by proxy at least one-third in nominal or par value amount of the issued shares of that relevant class.

2.18 Rights of minorities in relation to fraud or oppression

There are no provisions in the Articles of Association concerning the rights of minority shareholders in relation to fraud or oppression.

2.19 Procedure on liquidation

Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.

Subject to the rights attaching to any shares, in a winding up:

- (a) if the assets available for distribution amongst the members of the Company shall be insufficient to repay the whole of the Company's paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members of the Company in proportion to par value of the shares held by them;

- (b) if the assets available for distribution amongst the members of the Company shall be more than sufficient to repay the whole of the Company's paid up capital at the commencement of the winding up, the surplus shall be distributed amongst the members of the Company in proportion to the par value of the shares held by them at the commencement of the winding up.

If the Company shall be wound up, the liquidator may with the approval of a special resolution of the Company and any other approval required by the Companies Act, divide amongst the members of the Company in kind the whole or any part of the assets of the Company (whether such assets shall consist of property of the same kind or not) and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members of the Company. The liquidator may, with the like approval, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members of the Company as the liquidator, with the like approval, shall think fit, but so that no member of the Company shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.

SUMMARY OF CAYMAN ISLANDS COMPANY LAW AND TAXATION

1 Introduction

The Companies Act is derived, to a large extent, from the older Companies Acts of England, although there are significant differences between the Companies Act and the current Companies Act of England. Set out below is a summary of certain provisions of the Companies Act, although this does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of corporate law and taxation which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar.

2 Incorporation

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 16 January 2014 under the Companies Act. As such, its operations must be conducted mainly outside the Cayman Islands. The Company is required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the size of its authorised share capital.

3 Share Capital

The Companies Act permits a company to issue ordinary shares, preference shares, redeemable shares or any combination thereof.

The Companies Act provides that where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premia on those shares shall be transferred to an account called the “share premium account”. At the option of a company, these provisions may not apply to premia on shares of that company allotted pursuant to any arrangement in consideration of the acquisition or cancellation of shares in any other company and issued at a premium. The Companies Act provides that the share premium account may be applied by a company, subject to the provisions, if any, of its memorandum and articles of association, in such manner as the company may from time to time determine including, but without limitation:

- (a) paying distributions or dividends to members;
- (b) paying up unissued shares of the company to be issued to members as fully paid bonus shares;
- (c) in the redemption and repurchase of shares (subject to the provisions of section 37 of the Companies Act);
- (d) writing-off the preliminary expenses of the company;
- (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company; and
- (f) providing for the premium payable on redemption or purchase of any shares or debentures of the company.

No distribution or dividend may be paid to members out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid the company will be able to pay its debts as they fall due in the ordinary course of business.

The Companies Act provides that, subject to confirmation by the Grand Court of the Cayman Islands, a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, by special resolution reduce its share capital in any way.

Subject to the detailed provisions of the Companies Act, a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a shareholder. In addition, such a company may, if authorised to do so by its articles of association, purchase its own shares, including any redeemable shares. The manner of such a purchase must be authorised either by the articles of association or by an ordinary resolution of the company. The articles of association may provide that the manner of purchase may be determined by the directors of the company. At no time may a company

redeem or purchase its shares unless they are fully paid. A company may not redeem or purchase any of its shares if, as a result of the redemption or purchase, there would no longer be any member of the company holding shares. A payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

There is no statutory restriction in the Cayman Islands on the provision of financial assistance by a company for the purchase of, or subscription for, its own or its holding company's shares. Accordingly, a company may provide financial assistance if the directors of the company consider, in discharging their duties of care and to act in good faith, for a proper purpose and in the interests of the company, that such assistance can properly be given. Such assistance should be on an arm's-length basis.

4 Dividends and Distributions

With the exception of section 34 of the Companies Act, there are no statutory provisions relating to the payment of dividends. Based upon English case law which is likely to be persuasive in the Cayman Islands in this area, dividends may be paid only out of profits. In addition, section 34 of the Companies Act permits, subject to a solvency test and the provisions, if any, of the company's memorandum and articles of association, the payment of dividends and distributions out of the share premium account (see paragraph 3 above for details).

5 Shareholders' Suits

The Cayman Islands courts can be expected to follow English case law precedents. The rule in *Foss v. Harbottle* (and the exceptions thereto which permit a minority shareholder to commence a class action against or derivative actions in the name of the company to challenge (a) an act which is *ultra vires* the company or illegal, (b) an act which constitutes a fraud against the minority where the wrongdoers are themselves in control of the company, and (c) an action which requires a resolution with a qualified (or special) majority which has not been obtained) has been applied and followed by the courts in the Cayman Islands.

6 Protection of Minorities

In the case of a company (not being a bank) having a share capital divided into shares, the Grand Court of the Cayman Islands may, on the application of members holding not less than one-fifth of the shares of the company in issue, appoint an inspector to examine into the affairs of the company and to report thereon in such manner as the Grand Court shall direct.

Any shareholder of a company may petition the Grand Court of the Cayman Islands which may make a winding up order if the court is of the opinion that it is just and equitable that the company should be wound up.

Claims against a company by its shareholders must, as a general rule, be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

The English common law rule that the majority will not be permitted to commit a fraud on the minority has been applied and followed by the courts of the Cayman Islands.

7 Disposal of Assets

The Companies Act contains no specific restrictions on the powers of directors to dispose of assets of a company. As a matter of general law, in the exercise of those powers, the directors must discharge their duties of care and to act in good faith, for a proper purpose and in the interests of the company.

8 Accounting and Auditing Requirements

The Companies Act requires that a company shall cause to be kept proper books of account with respect to:

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

9 Register of Members

An exempted company may, subject to the provisions of its articles of association, maintain its principal register of members and any branch registers at such locations, whether within or without the Cayman Islands, as its directors may from time to time think fit. There is no requirement under the Companies Act for an exempted company to make any returns of members to the Registrar of Companies of the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection.

10 Inspection of Books and Records

Members of a company will have no general right under the Companies Act to inspect or obtain copies of the register of members or corporate records of the company. They will, however, have such rights as may be set out in the company's articles of association.

11 Special Resolutions

The Companies Act provides that a resolution is a special resolution when it has been passed by a majority of at least two-thirds of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, except that a company may in its articles of association specify that the required majority shall be a number greater than two-thirds, and may additionally so provide that such majority (being not less than two-thirds) may differ as between matters required to be approved by a special resolution. Written resolutions signed by all the members entitled to vote for the time being of the company may take effect as special resolutions if this is authorised by the articles of association of the company.

12 Subsidiary Owning Shares in Parent

The Companies Act does not prohibit a Cayman Islands company acquiring and holding shares in its parent company provided its objects so permit. The directors of any subsidiary making such acquisition must discharge their duties of care and to act in good faith, for a proper purpose and in the interests of the subsidiary.

13 Mergers and Consolidations

The Companies Act permits mergers and consolidations between Cayman Islands companies, as well as between Cayman Islands companies and non-Cayman Islands companies. For these purposes, (a) "merger" means the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company, and (b) "consolidation" means the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies to the consolidated company. In order to effect such a merger or consolidation, the directors of each constituent company must approve a written plan of merger or consolidation, which must then be authorised by (a) a special resolution of each constituent company and (b) such other authorisation, if any, as may be specified in such constituent company's articles of association. The written plan of merger or consolidation must be filed with the Registrar of Companies of the Cayman Islands together with a declaration as to the solvency of the consolidated or surviving company, a list of the assets and liabilities of each constituent company and an undertaking that a copy of the certificate of merger or consolidation will be given to the members and creditors of each constituent company and that notification of the merger or consolidation will be published in the Cayman Islands Gazette. Dissenting shareholders have the right to be paid the fair value of their shares (which, if not agreed between the parties, will be determined by the Cayman Islands court) if they follow the required procedures, subject to certain exceptions. Court approval is not required for a merger or consolidation which is effected in compliance with these statutory procedures.

14 Reconstructions

There are statutory provisions which facilitate reconstructions and amalgamations approved by (a) 75% in value of shareholders, or (b) a majority in number representing 75% in value of creditors, depending on the circumstances, as are present at a meeting called for such purpose and thereafter sanctioned by the Grand Court of the Cayman Islands. Whilst a dissenting shareholder would have the right to express to the Grand Court his view that the transaction for which approval is sought would not provide the shareholders with a fair value for their shares, the Grand Court is unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management and if the transaction were approved and consummated the dissenting shareholder would have no rights comparable to the appraisal rights (i.e. the right to receive payment in cash for the judicially determined value of his shares) ordinarily available, for example, to dissenting shareholders of United States corporations.

15 Take-overs

Where an offer is made by a company for the shares of another company and, within four months of the offer, the holders of not less than 90% of the shares which are the subject of the offer accept, the offeror may at any time within two months after the expiration of the said four months, by notice require the dissenting shareholders to transfer their shares on the terms of the offer. A dissenting shareholder may apply to the Grand Court of the Cayman Islands within one month of the notice objecting to the transfer. The burden is on the dissenting shareholder to show that the Grand Court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority shareholders.

16 Indemnification

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy (e.g. for purporting to provide indemnification against the consequences of committing a crime).

17 Restructuring

A company may present a petition to the Grand Court of the Cayman Islands for the appointment of a restructuring officer on the grounds that the company:

- (a) is or is likely to become unable to pay its debts; and
- (b) intends to present a compromise or arrangement to its creditors (or classes thereof) either pursuant to the Companies Act, the law of a foreign country or by way of a consensual restructuring.

The Grand Court may, among other things, make an order appointing a restructuring officer upon hearing of such petition, with such powers and to carry out such function as the court may order. At any time (i) after the presentation of a petition for the appointment of a restructuring officer but before an order for the appointment of a restructuring officer has been made, and (ii) when an order for the appointment of a restructuring officer is made, until such order has been discharged, no suit, action or other proceedings (other than criminal proceedings) shall be proceeded with or commenced against the company, no resolution to wind up the company shall be passed, and no winding up petition may be presented against the company, except with the leave of the court. However, notwithstanding the presentation of a petition for the appointment of a restructuring officer or the appointment of a restructuring officer, a creditor who has security over the whole or part of the assets of the company is entitled to enforce the security without the leave of the court and without reference to the restructuring officer appointed.

18 Liquidation

A company may be placed in liquidation compulsorily by an order of the court, or voluntarily (a) by a special resolution of its members if the company is solvent, or (b) by an ordinary resolution of its members if the company is insolvent. The liquidator's duties are to collect the assets of the company (including the amount (if any) due from the contributories (shareholders)), settle the list of creditors and discharge the company's liability to them, rateably if insufficient assets exist to discharge the liabilities in full, and to settle the list of contributories and divide the surplus assets (if any) amongst them in accordance with the rights attaching to the shares.

19 Stamp Duty on Transfers

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

20 Taxation

Pursuant to section 6 of the Tax Concessions Act (As Revised) of the Cayman Islands, the Company may obtain an undertaking from the Financial Secretary of the Cayman Islands:

- (a) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Company or its operations; and
- (b) in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable:
 - (i) on or in respect of the shares, debentures or other obligations of the Company;
or
 - (ii) by way of the withholding in whole or in part of any relevant payment as defined in section 6(3) of the Tax Concessions Act (As Revised).

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are not party to any double tax treaties that are applicable to any payments made by or to the Company.

21 Exchange Control

There are no exchange control regulations or currency restrictions in the Cayman Islands.

22 General

Maples and Calder (Hong Kong) LLP, the Company's legal advisers on Cayman Islands law, have sent to the Company a letter of advice summarising aspects of Cayman Islands company law. This letter, together with a copy of the Companies Act, is on display on the websites as referred to in the section headed "Documents available on display" in Appendix V. Any person wishing to have a detailed summary of Cayman Islands company law or advice on the differences between it and the laws of any jurisdiction with which he/she is more familiar is recommended to seek independent legal advice.

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation

Our Company was incorporated under the laws of the Cayman Islands as an exempted company with limited liability on January 16, 2014 under the name “KANZHUN LIMITED.”

Our registered office address is at the offices of Maples Corporate Services Limited at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. Accordingly, our Company’s corporate structure and Memorandum and Articles are subject to the relevant laws of the Cayman Islands. A summary of our Memorandum and Articles is set out in Appendix III.

Our registered place of business in Hong Kong is at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong. We were registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on November 23, 2022 with the Registrar of Companies in Hong Kong. Ms. Ko Mei Ying has been appointed as the authorised representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process is 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong.

As at the date of this document, our Company’s head office was located at 18/F, GrandyVic Building, Taiyanggong Middle Road, Chaoyang District, Beijing 100020, People’s Republic of China.

2. Changes in share capital of our Company

Upon incorporation, our Company had an authorized share capital of US\$200,000 divided into 2,000,000,000 shares with a par value of US\$0.0001 each.

The following sets out the changes in our Company’s issued share capital within the two years immediately preceding the date of this document:

- (a) on March 31, 2021, our Company repurchased 1,181,339 Class B Ordinary Shares from TECHWOLF LIMITED, which were deemed to be canceled.
- (b) in June 2021, our Company completed its initial public offering in the United States and listed its American depositary shares (the “ADSs”) on the Nasdaq Global Select Market, pursuant to which our Company issued and sold a total of 110,400,000 Class A Ordinary Shares, represented by ADSs (including 7,200,000 ADSs sold upon the full exercise of the underwriters’ option to purchase additional shares), at a public offering price of US\$19.00 per ADS (with each ADS representing two of Class A Ordinary Shares). Upon completion of the initial public offering, all of the preferred shares were redesignated and converted into Class A Ordinary Shares on a one-for-one basis. The record holder of these Class A Ordinary Shares is CITI (NOMINEES) LIMITED.

- (c) on June 16, 2021, our Company issued 24,745,531 Class B Ordinary Shares to TECHWOLF LIMITED.
- (d) our Company issued 37,356,481 Class A Ordinary Shares to TWL Fellows Holdings Limited on July 2, 2021 and 6,682,950 Class A Ordinary Shares to KZBZ LIMITED on July 8, 2021 in connection with the implementation of the 2020 Share Incentive Plan.
- (e) our Company issued 27,786,070 Class A Ordinary Shares on December 13, 2021 and 370,000 Class A Ordinary Shares on January 28, 2022 to CITI (NOMINEES) LIMITED in connection with the implementation of the 2020 Share Incentive Plan.

Save as disclosed in this section, there has been no alteration in the share capital of our Company within the two years immediately preceding the date of this document.

3. Changes in the share capital of our subsidiaries and Consolidated Affiliated Entities

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountant's Report as set out in Appendix I.

There has been no alteration in the share capital of any of the Principal Entities within the two years immediately preceding the date of this document.

4. Resolutions of Our Shareholders at the AGM

Resolutions of our Shareholders were passed at the AGM, pursuant to which, in summary, among others, conditional upon Listing (as set out in this document):

- (a) the Memorandum and the Articles were adopted in substitution for the then existing memorandum and articles of association of our Company in their entirety, conditional upon and with effect from the Listing;
- (b) a general mandate (the "**Sale Mandate**") was granted to our Directors to allot, issue and deal with any Shares or securities convertible into Shares and to make or grant offers, agreements or options which would or might require Shares to be allotted, issued or dealt with, provided that the number of Shares so allotted, issued or dealt with or agreed to be allotted, issued or dealt with by our Directors, shall not exceed 20% of the total number of Class A Ordinary Shares and Class B Ordinary Shares in issue immediately following the completion of the Listing (but excluding any Class A Ordinary Shares which may be issued pursuant to any share incentive plans of the Company) (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the Class A Ordinary Shares and Class B Ordinary Shares of the Company after the passing of this resolution);

- (c) a general mandate (the “**Repurchase Mandate**”) was granted to our Directors to repurchase our own Shares on the Hong Kong Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Hong Kong Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the total number of Class A Ordinary Shares and Class B Ordinary Shares in issue immediately following completion of the Listing (but excluding any Class A Ordinary Shares which may be issued pursuant to any share incentive plans of the Company) (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the Class A Ordinary Shares and Class B Ordinary Shares of the Company after the passing of this resolution);
- (d) the Sale Mandate was extended by the addition to the total number of Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the total number of the Class A Ordinary Shares purchased by our Company pursuant to the Repurchase Mandate, provided that such extended amount shall not exceed 10% of the total number of Class A Ordinary Shares and Class B Ordinary Shares in issue immediately following completion of the Listing (but excluding any Class A Ordinary Shares which may be issued pursuant to any share incentive plans of the Company);
- (e) all the authorized shares of a par value of US\$0.0001 each of such class or classes (however designated) as the Directors (whether issued or unissued) in the authorized share capital of the Company be re-designated on an one-for-one basis as Class A Ordinary Shares of a par value of US\$0.0001 each, such that following the variation of the Company’s authorized share capital, the authorized share capital of the Company shall be US\$200,000 divided into (i) 1,800,000,000 Class A Ordinary Shares, and (ii) 200,000,000 Class B Ordinary Shares of a par value of US\$0.0001 each, with effect from the Listing;

Each of the general mandates referred to above will remain in effect until the earliest of:

- the conclusion of the next annual general meeting of our Company;
- the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws of the Cayman Islands or the Memorandum and Articles of Association; and
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority.

Explanatory statement on repurchase of our own securities

The following summarises restrictions imposed by the Listing Rules on share repurchases by a company listed on the Hong Kong Stock Exchange and provides further information about the repurchase of our own securities.

Shareholders' approval

A listed company whose primary listing is on the Hong Kong Stock Exchange may only purchase its shares on the Hong Kong Stock Exchange, either directly or indirectly, if: (i) the shares proposed to be purchased are fully-paid up, and (ii) its shareholders have given a specific approval or general mandate by way of an ordinary resolution of shareholders.

Size of mandate

The exercise in full of the Repurchase Mandate could accordingly result in such number of Class A Ordinary Shares being 10% of the Shares in issue on the date of the Listing and rounded down to the nearest integer being repurchased by our Company.

The total number of shares which a listed company may repurchase on the Hong Kong Stock Exchange may not exceed 10% of the number of issued shares as at the date of the shareholder approval.

Reasons for repurchases

Our Directors believe that it is in the best interests of our Company and Shareholders for our Directors to have general authority from the Shareholders to enable our Company to repurchase Class A Ordinary Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where our Directors believe that such repurchases will benefit our Company and Shareholders.

Source of funds

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable Laws of the Cayman Islands.

Our Company shall not purchase its own Class A Ordinary Shares on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

Any purchases by our Company may be made out of profits or out of an issue of new shares made for the purpose of the purchase or, if authorised by the Memorandum and Articles of Association and subject to the Companies Ordinance, out of capital, and, in the case of any

premium payable on the purchase out of profits or from sums standing to the credit of our share premium account or, if authorised by the Memorandum and Articles of Association and subject to the Companies Ordinance, out of capital.

Suspension of repurchase

A listed company shall not repurchase its shares on the Hong Kong Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of: (i) the date of the board meeting (as such date is first notified to the Hong Kong Stock Exchange in accordance with the Listing Rules) for the approval of the company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the issuer to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), until the date of the results announcement, the company may not repurchase its shares on the Hong Kong Stock Exchange unless there are exceptional circumstances.

Trading restrictions

A listed company is prohibited from repurchasing its shares on the Hong Kong Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Hong Kong Stock Exchange.

A listed company may not repurchase its shares if that repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Hong Kong Stock Exchange.

Status of repurchased shares

The listing of all repurchased shares (whether through the Hong Kong Stock Exchange or otherwise) shall be automatically cancelled and the relevant documents of title must be cancelled and destroyed as soon as reasonably practicable.

Close associates and core connected persons

None of our Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates have a present intention, in the event the Repurchase Mandate is approved, to sell any Class A Ordinary Shares to our Company.

No core connected person of our Company has notified our Company that they have a present intention to sell Class A Ordinary Shares to our Company, or have undertaken to do so, if the Repurchase Mandate is approved.

A listed company shall not knowingly purchase its shares on the Hong Kong Stock Exchange from a core connected person (namely a director, chief executive or substantial shareholder of the company or any of its subsidiaries, or a close associate of any of them), and a core connected person shall not knowingly sell their interest in shares of the company to it.

Takeover implications

If, as a result of any repurchase of Class A Ordinary Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

General

If the Repurchase Mandate were to be carried out in full at any time, there may be a material adverse impact on our working capital or gearing position (as compared with the position disclosed in our most recent published audited accounts). However, our Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse effect on our working capital or gearing position.

Our Directors have undertaken to the Hong Kong Stock Exchange to will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of material contracts

The following are contracts (not being contracts entered into in the ordinary course of business) entered into by any member of our Group within the two years immediately preceding the date of this document that are or may be material:

- (a) the exclusive technology and service co-operation agreement dated September 30, 2022 among Beijing Glory Wolf, Beijing Huapin Borui and the Registered Shareholders, pursuant to which Beijing Huapin Borui agreed to engage Beijing Glory Wolf as the exclusive provider to Beijing Huapin Borui of technical consultancy, technical support, and other services;
- (b) the exclusive purchase option agreement dated September 30, 2022 among Beijing Glory Wolf, the Registered Shareholders and Beijing Huapin Borui, pursuant to which Beijing Glory Wolf, or its offshore parent company or its directly or indirectly


owned subsidiaries was granted an irrevocable and exclusive right by the Registered Shareholders to purchase from each of the Registered Shareholders all or any part of their respective equity interest in Beijing Huapin Borui;

- (c) the equity pledge agreement dated September 30, 2022 among Beijing Glory Wolf, the Registered Shareholders and Beijing Huapin Borui, pursuant to which each of the Registered Shareholders agreed to pledge all of their respective equity interests in Beijing Huapin Borui to Beijing Glory Wolf as a security interest to guarantee performance of their contractual obligations under the Contractual Arrangements and all liabilities, monetary debts or other payment obligations arising out of or in relation with the Contractual Arrangements;
- (d) the proxy agreement dated September 30, 2022 among Beijing Huapin Borui, the Registered Shareholders and Beijing Glory Wolf, each of the Registered Shareholders unconditionally and irrevocably agrees to appoint Beijing Glory Wolf and/or its designee as their sole and exclusive agent to act on their behalf on all matters concerning Beijing Huapin Borui and to exercise all of their rights as shareholder of Beijing Huapin Borui, including but not limited to: (1) to propose, convene and attend shareholders' meetings of Beijing Huapin Borui and sign minutes and resolutions of the shareholders' meeting on their behalf; (2) to exercise all shareholder rights that they are entitled to under PRC laws and the articles of association of Beijing Huapin Borui, including, but not limited to, the right to vote as a shareholder, and the right to sell or transfer or pledge or dispose of all or any part of their shareholding; and (3) acting as their authorized representative to elect, designate and appoint the legal representative, chairman, directors, supervisors, general manager and other senior executives of Beijing Huapin Borui; and
- (e) a sponsors agreement relating to the Listing dated December 16, 2022 entered into among the Company and the Joint Sponsors relating to the engagement of the Joint Sponsors by the Company in connection with the Introduction.

2. Intellectual Property Rights

(a) Trademarks

As at the Latest Practicable Date, we had registered the following trademarks that we consider to be or may be material to our business:

<u>No.</u>	<u>Trademark</u>	<u>Registered Owner</u>	<u>Place of Registration</u>	<u>Class</u>	<u>Registration Number</u>	<u>Expiry Date (yyyy/mm/dd)</u>
1.		Beijing Huapin Borui	PRC	42	21239320	2028/01/13

No.	Trademark	Registered Owner	Place of Registration	Class	Registration Number	Expiry Date (yyyy/mm/dd)
2.		Beijing Huapin Borui	PRC	42	21904650	2027/12/27
3.		Beijing Huapin Borui	PRC	35	21904948	2027/12/27
4.		Beijing Huapin Borui	PRC	16	21905062	2027/12/27
5.		Beijing Huapin Borui	PRC	9	29425971	2029/01/06
6.		Beijing Huapin Borui	PRC	45	29432621	2029/01/06
7.		Beijing Huapin Borui	Hongkong	35	303971962AA	2026/11/22
8.		Beijing Huapin Borui	Hongkong	41	303971962AB	2026/11/22
9.		Beijing Huapin Borui	Hongkong	9, 16, 38, 42, 45	303971962AC	2026/11/22
10.		Beijing Huapin Borui	U.S.	9, 35, 42	6209216	2030/12/01
11.	店长直聘	Beijing Huapin Borui	PRC	42	21905195	2027/12/27
12.	店长直聘	Beijing Huapin Borui	PRC	45	21905239	2027/12/27
13.	店长直聘	Beijing Huapin Borui	PRC	41	21905515	2027/12/27
14.	店长直聘	Beijing Huapin Borui	PRC	35	21905608	2027/12/27
15.	店长直聘	Beijing Huapin Borui	PRC	16	21905685	2027/12/27
16.	店长直聘	Beijing Huapin Borui	Hongkong	35	303971980AA	2026/11/22
17.	店长直聘	Beijing Huapin Borui	Hongkong	41	303971980AB	2026/11/22

No.	Trademark	Registered Owner	Place of Registration	Class	Registration Number	Expiry Date (yyyy/mm/dd)
18.	店长直聘	Beijing Huapin Borui	Hongkong	9, 16, 38, 42, 45	303971980AC	2026/11/22
19.		Beijing Huapin Borui	PRC	42	14170581	2025/04/27
20.		Beijing Huapin Borui	PRC	9	15996911	2028/01/13
21.		Beijing Huapin Borui	PRC	35	15996984	2026/02/27
22.		Beijing Huapin Borui	PRC	38	15997022	2026/02/27
23.		Beijing Huapin Borui	PRC	41	15997050	2026/03/06
24.		Beijing Huapin Borui	PRC	45	15997136	2026/02/27
25.		Beijing Huapin Borui	PRC	16	15997162	2026/03/27

(b) Copyrights

As at the Latest Practicable Date, we had registered the following copyrights which we consider to be or may be material to our business:

No.	Application and Description of Copyright	Registered Owner	Category	Registration Number	Registration Date (yyyy/mm/dd)
1.	Logo for BOSS Zhipin, for publicity and demonstration as a trademark	Beijing Huapin Borui	Art works	Guo Zuo Deng Zi-2016-F-00268154	2016/04/14
2.	Logo for Dianzhang Zhipin, for publicity and demonstration as a trademark	Beijing Huapin Borui	Art works	Guo Zuo Deng Zi-2016-F-00268155	2016/04/14
3.	Logo 1 for Kanzhun, for publicity and demonstration as a trademark	Beijing Huapin Borui	Art works	Guo Zuo Deng Zi-2016-F-00264702	2016/04/15
4.	Logo 2 for Kanzhun, for publicity and demonstration as a trademark	Beijing Huapin Borui	Art works	Guo Zuo Deng Zi-2016-F-00264700	2016/04/15
5.	Logo 3 for Kanzhun, for publicity and demonstration as a trademark	Beijing Huapin Borui	Art works	Guo Zuo Deng Zi-2016-F-00264699	2016/04/15
6.	Mascot for BOSS Zhipin – Zhizhi, for publicity and demonstration on Internet, production of peripheral products, etc.	Beijing Huapin Borui	Art works	Guo Zuo Deng Zi-2016-F-00264698	2016/04/15

No.	Application and Description of Copyright	Registered Owner	Category	Registration Number	Registration Date (yyyy/mm/dd)
7.	Zhizhi, for publicity and demonstration on Internet, production of peripheral products, etc.	Beijing Huapin Borui	Art works	Guo Zuo Deng Zi-2020-F-01077676	2020/07/22

Software copyrights

No.	Copyright	Registered Owner	Registration Number	Registration Date (yyyy/mm/dd)
1.	BOSS Zhipin Job Seeker Version APP [Short Name: BOSS Zhipin Job Seeker Version] V1.0.0 (Boss直聘求職版APP[簡稱:Boss直聘求職版]V1.0.0)	Beijing Huapin Borui	2021SR1003003	2021/07/07
2.	BOSS Zhipin Enterprise Version APP [Short Name: BOSS Zhipin Enterprise Version] V1.0.0 (BOSS直聘企業版APP[簡稱:BOSS直聘企業版]V1.0.0)	Beijing Huapin Borui	2021SR0995320	2021/07/06
3.	Zhipin High-paying APP [Short Name: Zhipin High-paying Version] V1.0.0 (直聘高薪版APP[簡稱:直聘高薪版]V1.0.0)	Beijing Huapin Borui	2021SR0971923	2021/06/30
4.	BOSS Zhipin High-paying APP [Short Name: BOSS Zhipin High-paying Version] V1.0.0 (Boss直聘高薪版APP[簡稱:Boss直聘高薪版]V1.0.0)	Beijing Huapin Borui	2021SR0966001	2021/06/29
5.	Comprehensive and Intelligent State Visualization Operation and Maintenance Management System (智慧狀態可視化運維綜合管理系統V1.0)	Beijing Huapin Borui	2021SR0544172	2021/04/15
6.	Mobile Terminal Online Quality Control System V1.2 (移動端線上質量管控系統V1.2)	Beijing Huapin Borui	2021SR0524204	2021/04/12

No.	Copyright	Registered Owner	Registration Number	Registration Date (yyyy/mm/dd)
7.	Converged Media Audio and Video Communication System V1.0 (融合媒體音視頻通信系統V1.0)	Beijing Huapin Borui	2021SR0484984	2021/04/01
8.	Zhipin Recommendation Failover System V1.0 (直聘推薦failover系統V1.0)	Beijing Huapin Borui	2021SR0484066	2021/04/01
9.	BOSS Zhipin Deep Learning Platform V1.0 (BOSS直聘深度學習平台V1.0)	Beijing Huapin Borui	2021SR0147424	2021/01/27
10.	Dianzhang Zhipin Server-side Distributed System V4.37 (店長直聘服務端分佈式系統V4.37)	Beijing Huapin Borui	2021SR0147426	2021/01/27
11.	BOSS Zhipin Chart Data Visualization System V1.0 (Boss直聘圖數據可視化系統V1.0)	Beijing Huapin Borui	2020SR0748717	2020/07/09
12.	Flink-Based Online Real-Time Computing Platform V1.0 (基於Flink的在線實時計算平台V1.0)	Beijing Huapin Borui	2020SR0748297	2020/07/09
13.	Zhipin Api Gateway System V1.129 (直聘Api網關系統V1.129)	Beijing Huapin Borui	2020SR0748304	2020/07/09
14.	Dianzhang Zhipin (iOS Version) Mobile APP Software [Short Name: Dianzhang Zhipin] V1.4 (店長直聘(iOS版)手機APP軟件[簡稱:店長直聘]V1.4)	Beijing Huapin Borui	2020SR0086290	2020/01/16
15.	Dianzhang Zhipin (Android Version) Mobile APP Software [Short Name: Dianzhang Zhipin] V1.4 (店長直聘(安卓版)手機APP軟件[簡稱:店長直聘]V1.4)	Beijing Huapin Borui	2020SR0086298	2020/01/16

No.	Copyright	Registered Owner	Registration Number	Registration Date (yyyy/mm/dd)
16.	BOSS Zhipin (iOS Version) Performance Monitoring System [Short Name: BOSS Zhipin iOS Version] V1.0 (Boss直聘(iOS版)性能監控系統[簡稱:Boss直聘iOS版]V1.0)	Beijing Huapin Borui	2019SR0545964	2019/05/30
17.	BOSS Zhipin User Portrait Platform V1.0 (Boss直聘用戶畫像平台V1.0)	Beijing Huapin Borui	2019SR0547576	2019/05/30
18.	Dianzhang Zhipin Human Resource Outsourcing System V1.0 (店長直聘人力資源外包系統V1.0)	Beijing Huapin Borui	2019SR0546288	2019/05/30
19.	Social Community Operation and Management System V1.1 (社交圈運營管理系統V1.1)	Beijing Huapin Borui	2019SR0545958	2019/05/30
20.	BOSS Zhipin Machine Learning Algorithm Tuning System [Short Name: Eagle] V2.0 (Boss直聘機器學習算法調優系統[簡稱:eagle]V2.0)	Beijing Huapin Borui	2018SR582892	2018/07/25
21.	BOSS Zhipin Intelligent Anti-Fraud Risk Control System [Short Name: Intelligent Anti-Fraud Risk Control System] V1.0 (Boss直聘智能反詐騙風控系統[簡稱:智能反詐騙風控系統]V1.0)	Beijing Huapin Borui	2018SR582878	2018/07/25
22.	Face Recognition Authentication System V1.0 (人臉識別認證系統V1.0)	Beijing Huapin Borui	2018SR582884	2018/07/25
23.	Big Data-Based Intelligent CRM System [Short Name: Intelligent CRM System] V1.0 (基於大數據的智能CRM系統[簡稱:智能CRM系統]V1.0)	Beijing Huapin Borui	2018SR544287	2018/07/12
24.	Refined User Operation System [Short Name: Tianyan] V1.0 (精細化用戶運營系統[簡稱:天眼]V1.0)	Beijing Huapin Borui	2017SR275838	2017/06/16

No.	Copyright	Registered Owner	Registration Number	Registration Date (yyyy/mm/dd)
25.	User Behavior Tracking and Restoration System V1.0 (用戶行為追蹤與還原系統V1.0)	Beijing Huapin Borui	2017SR275848	2017/06/16
26.	Kanzhun APP Software V1.0 (看准APP軟件V1.0)	Beijing Huapin Borui	2017SR241633	2017/06/07
27.	Kanzhun.com Recruitment Software V1.0 (看准網招聘軟件V1.0)	Beijing Huapin Borui	2017SR240504	2017/06/07
28.	BOSS Zhipin Instant Messaging System [Short Name: BOSS Zhipin] V4.7 (Boss直聘即時通訊系統[簡稱:Boss直聘]V4.7)	Beijing Huapin Borui	2016SR190748	2016/07/22
29.	Distributed Data Acquisition and Preprocessing System V1.0 (分佈式數據採集與預處理系統V1.0)	Beijing Huapin Borui	2016SR190000	2016/07/22
30.	Precise and Personalized Recommendation System for Job Hunting and Recruitment [Short Name: Personalized Recommendation] V1.0 (求職招聘精準個性化推薦系統[簡稱:個性化推薦]v1.0)	Beijing Huapin Borui	2016SR190746	2016/07/22
31.	BOSS Zhipin – Internet Job Hunting and Recruitment Software [Short Name: BOSS Zhipin Software] V1.0 (Boss直聘-互聯網求職招聘神器軟件[簡稱:Boss直聘軟件]V1.0)	Beijing Huapin Borui	2016SR040686	2016/03/01
32.	Kanzhun.com Blue-Collar Open Platform V1.0 [Short Name: Blue-Collar Open Platform] (看准網藍領開放平台V1.0[簡稱:藍領開放平台])	Beijing Huapin Borui	2015SR260054	2015/12/15
33.	Kanzhun.com Personal Salary Report Software V1.0 (看准網個人薪酬報告軟件V1.0)	Beijing Huapin Borui	2015SR027628	2015/02/09
34.	Talent Evaluation System V1.0 (人才測評系統V1.0)	Beijing Huapin Borui	2015SR018910	2015/01/31

(c) Patents

As at the Latest Practicable Date, we had registered the following patents which we consider to be or may be material to our business:

No.	Core Technology of the Patent	Patent Category	Registered Owner	Patent Number	Registration Date (yyyy/mm/dd)
1.	Method and system for processing distributed computing job log data (一種分佈式計算作業日誌數據處理方法和系統)	Invention patent	Beijing Huapin Borui	ZL 2022 10120296.5	2022/05/17
2.	System and method for querying user portrait data (一種用戶畫像數據的查詢系統及方法)	Invention patent	Beijing Huapin Borui	ZL 2022 10103737.0	2022/05/17
3.	Method and system for automatically splitting messages based on stream computing (一種基於流計算自動化拆分消息的方法及系統)	Invention patent	Beijing Huapin Borui	ZL 2022 10097067.6	2022/05/17
4.	Method and system for extracting multi-object tag data (一種多對象標籤數據的抽取方法及系統)	Invention patent	Beijing Huapin Borui	ZL 2022 10067620.1	2022/04/05
5.	Machine learning system and method for online feature production (一種機器學習在線特徵生產系統和方法)	Invention patent	Beijing Huapin Borui	ZL 2021 11460791.2	2022/03/01
6.	Machine learning system and method for feature production (一種機器學習特徵生產系統及方法)	Invention patent	Beijing Huapin Borui	ZL 2021 11344564.3	2022/02/15
7.	System and method for persistable Java off-heap caching (一種可持久化的Java堆外緩存系統及方法)	Invention patent	Beijing Huapin Borui	ZL 2021 11183712.8	2022/01/04

No.	Core Technology of the Patent	Patent Category	Registered Owner	Patent Number	Registration Date (yyyy/mm/dd)
8.	System and method for model inferencing service calling (一種模型推理服務調用系統和方法)	Invention patent	Beijing Huapin Borui	ZL 2021 1 0976068.3	2021/11/02
9.	Method and system for instantaneous collection of characteristic samples (一種特徵樣本即時採集方法及系統)	Invention patent	Beijing Huapin Borui	ZL 2021 1 0879518.7	2021/11/02
10.	Online recruitment system based on two-way recommendation (一種基於雙向推薦的在線招聘系統)	Invention patent	Beijing Huapin Borui	ZL 2016 1 0008852.4	2021/09/03
11.	System and method for distributed data storage (一種分佈式數據存儲系統及方法)	Invention patent	Beijing Huapin Borui	ZL 2021 1 0803060.7	2021/10/12
12.	System and method for distributed vector retrieval (一種分佈式向量檢索系統及方法)	Invention patent	Beijing Huapin Borui	ZL 2021 1 0803050.3	2021/10/12
13.	Graphical user interface of recruitment for on-screen panel (selection of recommended qualified candidates) (顯示屏幕面板的招聘圖形用戶界面(推薦牛人之精選))	Design patent	Beijing Huapin Borui	ZL 2021 3 0661303.9	2022/03/01
14.	Graphical user interface of recruitment for on-screen panel (recommended qualified white-collar and blue-collar candidates) (顯示屏幕面板的招聘圖形用戶界面(推薦牛人之白領和藍領))	Design patent	Beijing Huapin Borui	ZL 2021 3 0661270.8	2022/03/01

No.	Core Technology of the Patent	Patent Category	Registered Owner	Patent Number	Registration Date (yyyy/mm/dd)
15.	Graphical user interface for mobile phones (手機的圖形化使用者介面)	Design patent	Beijing Glory Wolf Co., Ltd.	ZL 2017 3 0095797.2	2017/07/18
16.	Mobile phone with graphical user interface (帶有圖形化使用者介面的手機)	Design patent	Beijing Huapin Borui	ZL 2016 3 0468117.2	2017/04/19
17.	Mobile phone with graphical user interface (帶有圖形化使用者介面的手機)	Design patent	Beijing Huapin Borui	ZL 2016 3 0468353.4	2017/04/05
18.	Graphical user interface for mobile phones (手機的圖形化使用者介面)	Design patent	Beijing Glory Wolf Co., Ltd.	ZL 2016 3 0468111.5	2017/03/29
19.	Graphical user interface for mobile phones (手機的圖形化使用者介面)	Design patent	Beijing Glory Wolf Co., Ltd.	ZL 2016 3 0468346.4	2017/03/29
20.	System and method for cross-cluster replication based on bucket granularity (一種基於桶粒度的跨集群複製系統及方法)	Invention patent	Beijing Huapin Borui	ZL 2022 1 0055993.7	2022/06/07
21.	System and method for data processing on business intelligence platform (一種商業智能平台數據處理系統及方法)	Invention patent	Beijing Huapin Borui	ZL 2021 1 1248721.0	2022/06/07

(d) Domain names

As at the Latest Practicable Date, we owned the following domain names which we consider to be or may be material to our business:

<u>No.</u>	<u>Domain name</u>	<u>Registered owner</u>	<u>Registration date</u> <u>(yyyy/mm/dd)</u>	<u>Expiry date</u> <u>(yyyy/mm/dd)</u>
1.	zhipin.com	Beijing Huapin Borui	2003/11/11	2028/11/11
2.	dianzhangzhipin.com	Beijing Huapin Borui	2015/05/10	2027/05/10
3.	kanzhun.com	Beijing Huapin Borui	2007/08/18	2027/08/18
4.	bosszhipin.com	Beijing Huaye Cornerstone Network Technology Co., Ltd	2014/04/16	2027/04/16

Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights which were material in relation to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS**1. Particulars of Letters of Appointment***(a) Executive Directors*

Each of our executive Directors has entered into an amended and restated director agreement with our Company on December 14, 2022. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to re-election as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than 30 days' written notice.

(b) Non-Executive Director and Independent Non-Executive Directors

Our non-executive Director has entered into an amended and restated director agreement with our Company on December 14, 2022. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to re-election as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than 30 days' written notice.

Each of our independent non-executive Directors has entered into an amended and restated director agreement with our Company on December 14, 2022. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to re-election as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than 30 days' written notice.

2. Remuneration of Directors

Remuneration and benefits in kind of approximately RMB0.5 million, RMB533.8 million, RMB1,551.9 million and RMB46.1 million in aggregate were paid and granted by our Group to our Directors in respect of for the fiscal years ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022, respectively.

Under the arrangements currently in force, our Directors will be entitled to receive remuneration and benefits in kind which, for the fiscal year ending December 31, 2022, is expected to be approximately RMB84.7 million in aggregate (excluding discretionary bonus).

None of our Directors has or is proposed to have a service contract with our Company other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

3. Disclosure of interests

(a) Interests and short positions of our Directors in the share capital of our Company or our associated corporations upon Listing

Immediately following completion of the Listing (assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the completion of the Introduction), and other than as disclosed in "Substantial Shareholders", the interests and/or short positions (as applicable) of our Directors and chief executives in the shares, underlying shares and debentures of our Company and its associated corporations, within the meaning of Part XV of the SFO, which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required, pursuant to the 'Model Code for Securities Transactions by Directors of Listed Issuers' contained in the Listing Rules, to be notified to our Company

and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to our Company and the Stock Exchange once our Shares are listed on the Stock Exchange, are set out as follows:

(i) *Interest in Shares of our Company*

Name of Director	Nature of interest	Number and class of Shares	Approximate % interest in each class of Shares of our Company upon Listing ⁽¹⁾
Mr. Peng Zhao ⁽²⁾	Interest through controlled corporations/founder of a discretionary trust/beneficiary of a trust	140,830,401 Class B Ordinary Shares ⁽³⁾	100%
Mr. Yu Zhang	Beneficial interest	9,132,750 Class A Ordinary Shares ⁽⁴⁾	1.3%
Mr. Xu Chen	Beneficial interest	3,225,804 Class A Ordinary Shares ⁽⁵⁾	0.4%
Mr. Tao Zhang	Beneficial interest	4,283,224 Class A Ordinary Shares ⁽⁶⁾	0.6%
Ms. Xiehua Wang	Beneficial interest	1,762,856 Class A Ordinary Shares ⁽⁷⁾	0.2%
Mr. Charles Zhaoxuan Yang	Beneficial interest	8,424 Class A Ordinary Shares ⁽⁸⁾	0.0%
Mr. Yonggang Sun	Beneficial interest	8,424 Class A Ordinary Shares ⁽⁹⁾	0.0%

Notes:

- (1) The calculation is based on the assumptions that no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the Listing. The calculation also excludes the 28,549,000 Class A Ordinary Shares (as of the Latest Practicable Date) issued to the Depository for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under the Share Incentive Plans.
- (2) See “Substantial Shareholders” for interests in our Company held by the WVR Beneficiary over Class B Ordinary Shares.
- (3) Represents 140,830,401 Class B Ordinary Shares held by TECHWOLF LIMITED, a British Virgin Islands company, which is held by a trust established by Mr. Peng Zhao as the settlor for the benefit of Mr. Zhao and his family.
- (4) Represents the beneficial interest in 9,000,000 Shares underlying the outstanding options and 132,750 Shares underlying the outstanding restricted share units granted to Mr. Yu Zhang under the 2020 Share Incentive Plan.
- (5) Represents the beneficial interest in (i) 1,384,522 Shares issued to an employee shareholding trust pursuant to vested options granted to Mr. Xu Chen under the 2020 Share Incentive Plan, under which Mr. Xu Chen is the ultimate beneficiary of these Shares, and (ii) 1,821,000 Shares underlying the outstanding options and 20,282 Shares underlying the outstanding restricted share units granted to Mr. Xu Chen under the 2020 Share Incentive Plan.

- (6) Represents the beneficial interest in (i) 3,198,428 Shares issued to an employee shareholding trust pursuant to vested options granted to Mr. Tao Zhang under the 2020 Share Incentive Plan, under which Mr. Tao Zhang is the ultimate beneficiary of these Shares, and (ii) 975,000 Shares underlying the outstanding options and 109,796 Shares underlying the outstanding restricted share units granted to Mr. Tao Zhang under the 2020 Share Incentive Plan.
- (7) Represents (i) 346,340 Shares held by Ms. Xiehua Wang directly, and (ii) beneficial interests in 810,500 Shares underlying the outstanding options and 606,016 Shares underlying the outstanding restricted share units granted to Ms. Xiehua Wang under the 2020 Share Incentive Plan.
- (8) Represents 8,424 Class A Ordinary Shares held by Mr. Charles Zhaoxuan Yang.
- (9) Represents 8,424 Shares underlying the outstanding options granted to Mr. Yonggang Sun under the 2020 Share Incentive Plan.

(b) Interests and short positions disclosable under Divisions 2 and 3 of Part XV of the SFO

For information on the persons who will, immediately following the completion of the Listing and taking no account of any Shares which may be issued pursuant to the exercise of the options granted under the Share Incentive Plans, having or be deemed or taken to have beneficial interests or short position in our Shares or underlying shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the nominal value of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group, please see the section headed “Substantial Shareholders”.

D. SHARE INCENTIVE PLANS

1. 2020 Share Incentive Plan

Summary

The following is a summary of the principal terms of the 2020 Share Incentive Plan of the Company as adopted in September 2020 and amended and restated in May 2021. The Company and the Administrator of the 2020 Share Incentive Plan have determined that no further share options and other awards will be granted after the Latest Practicable Date.

(a) Purpose

The purpose of the 2020 Share Incentive Plan is to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentives to selected employees, Directors, and consultants and to promote the success of the Company’s business by offering these individuals an opportunity to acquire a proprietary interest in the success of the Company or to increase this interest, by permitting them to acquire Shares of the Company.

(b) *Who may join*

We may grant awards to our employees, directors and consultants.

(c) *Maximum number of Shares*

The maximum aggregate number of ordinary shares that may be issued under the 2020 Share Incentive Plan is 145,696,410, and it will be increased on the first day of each fiscal year by 1.5% of our total number of issued and outstanding shares on an as-converted basis on the last day of the immediately preceding calendar year; after five of such automatic annual increases, our board of directors will determine the amount of annual increases, if any, to the maximum number of ordinary shares issuable under the 2020 Share Incentive Plan. On January 1, 2022, such maximum aggregate number was increased by 13,030,285, totalling 158,726,695. Our Company will not grant any further awards pursuant to the 2020 Share Incentive Plan after the Listing. As such, upon the Listing, the maximum number of ordinary shares pursuant to the awards granted in the form of options and restricted share units that our Company may issue is 93,148,510, being the number of underlying Class A Ordinary Shares pursuant to the outstanding options and restricted share units granted under the 2020 Share Incentive Plan as of the Latest Practicable Date.

(d) *Administration*

Our chairman of the Board or a committee authorized by our Board (the “**Administrator**”) will administer the 2020 Share Incentive Plan. The committee or the full board of directors, as applicable, will determine, among others, the participants to receive awards, the number of shares to be covered by each award, the form of award agreements, and the terms and conditions of each award.

(e) *Grant of Awards*

The 2020 Share Incentive Plan permits the awards of options, restricted share purchase rights, share appreciation rights and restricted shares. Awards granted under the 2020 Share Incentive Plan are evidenced by a stock option agreement, restricted share purchase agreement or share award agreement, as applicable, that sets forth the terms, conditions and limitations for each award, which may include the term of the award, the provisions applicable in the event that the awardee’s employment or service terminates, and our authority to unilaterally or bilaterally modify or amend the award.

(f) *Terms of the 2020 Share Incentive Plan*

Unless terminated earlier, the 2020 Share Incentive Plan has a term of ten years from its date of effectiveness.

Awards may not be transferred in any manner by the participant other than in accordance with the exceptions provided in the 2020 Share Incentive Plan or the relevant award agreement or otherwise determined by the plan administrator, such as transfers by will or the laws of descent and distribution.

(g) Options

- (i) Option Agreement. Each grant of an option to purchase Shares that is granted pursuant to the 2020 Share Incentive Plan (“**Option**”) shall be evidenced by an option agreement between the optionee and the Company. Each Option shall be subject to all applicable terms and conditions of the Plan and may be subject to any other terms and conditions that are not inconsistent with the plan and that the Administrator deems appropriate for inclusion in an option agreement. The provisions of the various option agreements entered into under the Plan need not be identical. Each option agreement shall specify the number of Shares that are subject to the Option and shall provide for the adjustment of such number in accordance with Section 12 of the 2020 Share Incentive Plan.
- (ii) Exercise Price. Each option agreement shall specify the amount for which one Share may be purchased upon exercise of an Option.
- (iii) Term of Option. The option agreement shall specify the term of the Option; provided, however, that the term shall not exceed ten (10) years from the date of grant. Subject to the preceding sentence, the Administrator in its sole discretion shall determine when an Option is to expire.
- (iv) Exercisability. Each option agreement shall specify the date when all or any installment of the Option is to become exercisable. The exercisability provisions of any option agreement shall be determined by the Administrator in its sole discretion.
- (v) Exercise Procedure. Any Option granted shall be exercisable according to the terms hereof at such times and under such conditions as may be determined by the Administrator and as set forth in the Option Agreement; provided, however, that an Option shall not be exercised for a fraction of a Share.
- (vi) Termination of Service (other than by death).

If an Optionee ceases to be a Service Provider (which means an employee, director or consultant of the Company) for any reason other than because of death, then the Optionee’s Options shall expire on the earliest of the following occasions:

- (A) The expiration date determined by the term of Option in the option agreement;
- (B) The last day of the three-month period following the termination of the Optionee’s relationship as a Service Provider for any reason other than Disability (as defined in the 2020 Share Incentive Plan), or such later date as the Administrator may determine and specify in the option agreement,

provided that no Option that is exercised after the expiration of the three-month period immediately following the termination of the Optionee's relationship as an employee shall be treated as an Incentive Stock Option; or

- (C) The last day of the six-month period following the termination of the Optionee's relationship as a Service Provider by reason of Disability, or such later date as the Administrator may determine and specify in the option agreement; provided that no Option that is exercised after the expiration of the twelve-month period immediately following the termination of the Optionee's relationship as an employee shall be treated as an Incentive Stock Option.

Following the termination of the Optionee's relationship as a Service Provider, the Optionee may exercise all or part of the Optionee's Option at any time before the expiration of the Option as set forth above, but only to the extent that the Option was vested and exercisable as of the date of termination of the Optionee's relationship as a Service Provider (or became vested and exercisable as a result of the termination). The balance of the Shares subject to the Option shall be forfeited on the date of termination of the Optionee's relationship as a Service Provider. In the event that the Optionee dies after the termination of the Optionee's relationship as a Service Provider but before the expiration of the Optionee's Option, all or part of the Option may be exercised (prior to expiration) by the executors or administrators of the Optionee's estate or by any person who has acquired the Option directly from the Optionee by beneficiary designation, bequest, or inheritance, but only to the extent that the Option was vested and exercisable as of the termination date of the Optionee's relationship as a Service Provider (or became vested and exercisable as a result of the termination). Any Shares subject to the portion of the Option that are vested as of the termination date of the Optionee's relationship as a Service Provider but that are not purchased prior to the expiration of the Option shall be forfeited immediately following the Option's expiration.

(vii) Death of Optionee.

If an Optionee dies while being a Service Provider, then the Optionee's Option shall expire on the earlier of the following dates:

- (A) The expiration date determined by the term of Option in the option agreement;
- (B) The last day of the six-month period immediately following the Optionee's death, or such later date as the Administrator may determine and specify in the option agreement.

All or part of the Optionee's Option may be exercised at any time before the expiration of the Option by the executors or administrators of the Optionee's estate or by any person who has acquired the Option directly from the Optionee by beneficiary designation, bequest, or inheritance, but only to the extent that the Option was vested and exercisable as of the date of the Optionee's death or had become vested and exercisable as a result of the death. The balance of the Shares subject to the Option shall be forfeited upon the Optionee's death. Any Optioned Shares subject to the portion of the Option that are vested as of the Optionee's death but that are not purchased prior to the expiration of the Option shall be forfeited immediately following the Option's expiration.

- (viii) Restrictions on Transfer of Shares. Shares issued upon exercise of an Option shall be subject to such special forfeiture conditions, rights of repurchase or redemption, rights of first refusal, and other transfer restrictions as the Administrator may determine. The restrictions described in the preceding sentence shall be set forth in the applicable Option Agreement and shall apply in addition to any restrictions that may apply to holders of Shares generally.

(h) Termination and Amendment

Unless terminated earlier, the 2020 Share Incentive Plan has a term of ten years from its date of effectiveness. Our board of directors may at any time amend, alter, suspend, or terminate the 2020 Share Incentive Plan and shall obtain shareholder approval of any plan amendment to the extent necessary to comply with or stock exchange rules, unless we decide to follow home country practice. However, no such action may adversely impair the rights of any awardee with respect to any outstanding award unless mutually agreed otherwise between the awardee and the plan administrator.

Outstanding Awards granted

As of the Latest Practicable Date, the number of underlying Class A Ordinary Shares pursuant to the outstanding options granted under the 2020 Share Incentive Plan amounted to 70,662,300 Shares, representing approximately 8.2% of the issued and outstanding Shares immediately following the completion of the Listing. As of the Latest Practicable Date, the outstanding options are held by 815 grantees under the 2020 Share Incentive Plan. The exercise price of the options granted under the 2020 Share Incentive Plan is between US\$0.0001 and US\$9.0 per share. Assuming full vesting and exercise of all outstanding options granted under the 2020 Share Incentive Plan, the shareholding of our Shareholders immediately following completion of the Listing will be diluted by approximately 8.2%. The dilution effect on our earnings per Share would be approximately 7.6%.

Below is a list of grantees of options who are Directors, senior management and connected persons of our Company under the 2020 Share Incentive Plan:

Name	Position	Address	Date of Grant	Vesting Period	Exercise Price (per Share in US\$)	Number of Class A Ordinary Shares under Options Granted	Approximate Percentage of the Issued and outstanding Shares Immediately after Completion of Listing
Yu Zhang	Director and Chief Financial Officer	Flat B, 6th Floor Envoy Garden 108 Blue Pool Rd Happy Valley Hong Kong	May 18, 2019 to June 1, 2021	Immediately; 4 years	0.7-5.33	9,000,000	1.0%
Xu Chen	Director and Chief Marketing Officer	7-102, Building 19 Longhu Azure Chianti Tongzhou District Beijing, China	August 1, 2018 to February 18, 2021	4 years	0.5-3.0807	1,821,000	0.2%
Tao Zhang	Director and Chief Technology Officer	28-3-201, 3 Dacheng South Fengtai District Beijing, China	December 20, 2018 to October 16, 2020	Immediately; 4 years	1.56-3.0807	975,000	0.1%
Xiehua Wang	Director	1801, Building 28 Guangximen Beili Chaoyang District Beijing, China	May 2, 2018 to December 1, 2020	Immediately; 4 years	0.713-3.0807	810,500	0.1%
Yonggang Sun	Director	Rm 1601, N Wing, Tower C Raycom Info Tech Park 2 Kexuecheng South Road Haidian District 100190, Beijing, China	July 10, 2021 to June 15, 2022	Immediately	0.0001	8,424	0.0%
Total:						12,614,924	1.5%

The table below shows the details of the outstanding options as of the Latest Practicable Date granted to the other 810 grantees, who are neither Directors, senior management nor connected persons of our Company:

Category by Number of Underlying Class A Ordinary Shares	Number of Grantees	Date of Grant	Consideration paid for the grant of Options	Vesting Period	Exercise Price (per Share in US\$)	Number of Class A Ordinary Shares under Options Granted	Approximate Percentage of the Issued and outstanding Shares Immediately after Completion of Listing
500,001 to 2,800,000	17	March 18, 2014 to June 7, 2021	Nil	Immediately to 4 years	0.05~9	17,124,904	2.0%
100,001 to 500,000	86	August 21, 2014 to June 12, 2021	Nil	Immediately; 4 years	0.0001~9	26,589,676	3.1%
50,001 to 100,000	122	February 4, 2015 to June 12, 2021	Nil	Immediately; 4 years	0.0001~9	6,330,800	0.7%
1 to 50,000	585	March 23, 2014 to June 12, 2021	Nil	Immediately; 4 years	0.0001~9	8,001,996	0.9%
Total:	810					58,047,376	6.7%

As of the Latest Practicable Date, the number of outstanding restricted share units granted under the 2020 Share Incentive Plan amounted to 22,486,210 Shares, representing approximately 2.6% of the issued and outstanding Shares immediately following the completion of the Listing. As of the Latest Practicable Date, the outstanding restricted share units are held by 2,304 grantees under the 2020 Share Incentive Plan. The purchase price of the restricted share units granted under the 2020 Share Incentive Plan is nil per Share.

Below is a list of grantees of restricted share units who are Directors, senior management and connected persons of our Company under the 2020 Share Incentive Plan:

Name	Position	Date of Grant	Vesting Period	Purchase Price (per Share in US\$)	Number of Class A Ordinary Shares under Awards Granted	Approximate Percentage of the Issued and outstanding Shares Immediately after Completion of Listing
Yu Zhang	Director and Chief Financial Officer	March 15, 2022 to December 3, 2022	4 years	-	432,750	0.1%
Xu Chen	Director and Chief Marketing Officer	March 15, 2022 to December 3, 2022	4 years	-	420,282	0.0%
Tao Zhang	Director and Chief Technology Officer	March 15, 2022 to December 3, 2022	4 years	-	469,796	0.1%
Xiehua Wang	Director	March 15, 2022 to June 15, 2022	4 years	-	606,016	0.1%
Total:					1,928,844	0.2%

The table below shows the details of the outstanding restricted share units granted to the 2,300 grantees under the 2020 Share Incentive Plan. None of these grantees is a Director, senior management or connected person of our Company.

Category by number of underlying Class A Ordinary Shares	Number of grantees	Date of Grant	Vesting Period	Purchase Price (per Share in US\$)	Number of Class A Ordinary Shares outstanding in aggregate	Approximate percentage of equity interest of the issued and outstanding Shares immediately after completion of Listing
500,001 to 791,952	9	December 15, 2021 to December 3, 2022	Immediately; 4 years	-	5,319,112	0.6%
100,001 to 500,000	30	December 15, 2021 to December 3, 2022	Immediately; 1 year; 4 years	-	6,952,770	0.8%
50,001 to 100,000	24	September 15, 2021 to December 3, 2022	Immediately; 4 years	-	1,784,088	0.2%
1 to 50,000	2,237	September 15, 2021 to December 5, 2022	Immediately; 4 years	-	6,501,396	0.8%
Total:	2,300				20,557,366	2.4%

2. Post-IPO Share Scheme

The following is a summary of the principal terms of the Post-IPO Share Scheme conditionally adopted by our Directors on December 14, 2022 with effect from Listing. The terms of the Post-IPO Share Scheme will be governed by Chapter 17 of the Listing Rules.

Purpose

The purpose of the Post-IPO Share Scheme is to provide selected participants with the opportunity to acquire shareholding interests in the Company so as to align the interests of the selected participants with those of our Company and to encourage selected participants to contribute to enhancing the value of our Company and its Shares for the benefit of our Company and Shareholders as a whole. The Post-IPO Share Scheme will provide our Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to selected participants.

Selected participants

Any individual, who is:

- (a) an employee (whether full-time or part-time), director or officer of any member of our Group, including persons who are granted awards under the Post-IPO Share Scheme as an inducement to enter into employment contracts with any member of our Group; or
- (b) an employee (whether full-time or part-time), director or officer of: (i) a holding company; (ii) subsidiaries of the holding company other than members of our Group; or (iii) any company which is an associate of our Company.

as determined by the chairperson of the Board or the award management committee (provided that such committee is established) of the Company as established and authorised by the Board or person(s) to which the Board has delegated its authority (as applicable) (the “**Scheme Administrator**”) from time to time to be entitled to participate in the Post-IPO Share Scheme.

However, no individual who is resident in a place where the grant, acceptance or exercise of options pursuant to the Post-IPO Share Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, is eligible to be offered or granted options.

Maximum number of Shares

The total number of Shares, being new Shares, which may be issued upon exercise of all awards to be granted under the Post-IPO Share Scheme and options to be granted under any other share schemes of the Company is such number of Class A Ordinary Shares being 10% of the Shares in issue on the date the Class A Ordinary Shares commence trading on the Stock Exchange and rounded down to the nearest integer (the “**Scheme Mandate Limit**”) (assuming no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and the Listing) and the total number of existing Class A Ordinary Shares in issue which may be transferred as Award Shares underlying a grant pursuant to this Scheme is such number of Class A Ordinary Shares being 3% of the Shares in issue on the date the Class A Shares commence trading on the Stock Exchange and rounded down to the nearest integer (the “**Existing Shares Mandate Limit**”). Pursuant to the terms of the Post-IPO Share Scheme, the Company can direct and procure a trustee administering the scheme to make on-market purchases of shares and transfer the relevant number of existing shares to satisfy the grants made thereunder. For the avoidance of doubt, the Existing Shares Mandate Limit shall not count toward the Scheme Mandate Limit. Shares which have lapsed in accordance with the terms of the rules of the Post-IPO Share Scheme (or any other share schemes of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit.

Our Company and the Directors (including the independent non-executive Directors) are of the view that such Scheme Mandate Limit and Existing Shares Mandate Limit is appropriate and reasonable given the nature of the industry and the Company’s business needs, and such limits provide our Group with flexibility to provide equity incentives (instead of expending cash resources in the form of monetary consideration) to reward selected participants that provide valuable services and contribution to our Group, which is in line with the purpose of the Post-IPO Share Scheme.

The Scheme Mandate Limit may be refreshed from the later of three years after the adoption date of the Post-IPO Share Scheme or three years after the date of the previous shareholder approval for refreshment of the Scheme Mandate Limit by obtaining prior approval of our Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time. However, the refreshed Scheme Mandate Limit cannot exceed 10% of the Shares in issue as of the date of such approval. Awards previously granted under the Post-IPO Share Scheme and any other share schemes of our Company (and to which provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, canceled or lapsed in accordance with its terms or exercised) and pursuant to the Existing Shares Scheme Mandate Limit, shall not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.

Our Company may also grant awards in excess of the Scheme Mandate Limit, provided such grant is to specifically identified selected participants and is first approved by Shareholders in general meeting.

Maximum entitlement of a grantee

Unless approved by our Shareholders, the total number of Class A Ordinary Shares issued and to be issued upon exercise of the options granted and to be granted under the Post-IPO Share Scheme and any other share option scheme(s) of the Company to each selected participant (including both exercised and outstanding options) in any 12-month

period shall not exceed 1% of the total number of Shares in issue (the “**Individual Limit**”). Any further grant of options to a selected participant which would result in the aggregate number of Shares issued and to be issued upon exercise of all options granted and to be granted to such selected participant (including exercised, canceled and outstanding options) in the 12 month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to separate approval of our Shareholders (with such selected participant and his associates abstaining from voting). For any options to be granted in such circumstances, the date of the Board meeting for proposing such further grant shall be the date of grant of such options for the purpose of calculating the exercise price of the options.

Performance target

The Post-IPO Share Scheme does not set out any performance targets that must be achieved before the options may be exercised. However, the Board or its delegate(s) may at their sole discretion specify, as part of the terms and conditions of any award, such performance conditions that must be satisfied before the award shall be vested. The Directors consider that it is not practicable nor appropriate to expressly set out a generic set of performance targets in the Post-IPO Share Scheme, as each selected participant will play different roles and contribute in different ways to the Group, and the performance targets should have regard to and reflect these varied contributions. The Scheme Administrator shall have regard to the purpose of the Post-IPO Share Scheme in making such determinations, with any performance targets generally being in line with common key performance indicators in the industry of the Group, and taking into account the different roles and contributions of the selected participants. The Scheme Administrator shall also establish robust mechanisms to ensure impartial evaluation of such indicators.

Exercise price

For awards which take the form of options, the amount payable for each Share to be subscribed for (the “**Exercise Price**”) in the event of the option being exercised shall be determined by the Scheme Administrator but shall in any event be no less than the higher of:

- (i) the closing price of the Shares as quoted on the principal exchange on the date of grant; and
- (ii) the average closing price of the Shares as quoted on the principal exchange for the five business days immediately preceding the date of grant.

Rights are personal to grantee

An award is personal to the grantee and shall not be transferable or assignable except in circumstances where the written consent of the Company has been obtained and a waiver has been granted by the Stock Exchange for such transfer in compliance with the requirements of the Listing Rules and provided that any such transferee shall be bound by the Rules of this Scheme as if the transferee were the grantee.

Options granted to directors or substantial shareholders of the Company

Each grant of options to any director, chief executive or substantial shareholder of our Company (or any of their respective associates) must first be approved by the compensation committee of the Board (excluding any member who is a proposed recipient of the grant of the award) and the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the grant of options).

In addition, in the case where the Shares are to be satisfied by way of issue and allotment of new Shares by the Company:

- (i) where any grant of awards (excluding grant of options) to any Director (other than an independent non-executive Director) or chief executive of the Company would result in the Class A Ordinary Shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the Post-IPO Share Scheme) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue at the date of such grant; or
- (ii) where any grant of awards to an independent non-executive Director or substantial shareholder of the Company (or any of their respective associates) would result in the number of Class A Ordinary Shares issued and to be issued upon exercise of all awards already granted (excluding any awards lapsed in accordance with the terms of the Post-IPO Share Scheme) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% (or such higher percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue,

such further grant of awards must be approved by the Shareholders in general meeting in the manner required, and subject to the requirements set out in, the Listing Rules.

Award letter and notification of grant of options

An offer shall be made to selected participants by a letter which specifies the terms on which the award is to be granted. Such terms may include the number of Class A Ordinary Shares in respect of which the award relates, the issue price or Exercise Price

(as applicable), the vesting criteria and conditions, the vesting date and/or any minimum performance target(s) that must be achieved and may include at the discretion of the Board or its delegate(s) such other terms either on a case basis or generally.

Unless otherwise specified in the award letter, a grantee shall have 20 business days from the date of grant to accept the award. A grantee may accept an award by giving written notice or other form of notice through electronic transmission of their acceptance to our Company or the Scheme Administrator, together with remittance in favour of the Company of any consideration payable upon grant of the award.

Any award may be accepted in whole or in part provided that it is accepted in respect of a board lot for dealing in Class A Ordinary Shares or a multiple thereof. To the extent that the award is not accepted within the time and in the manner indicated above, it shall be deemed to have been irrevocably declined and shall automatically lapse.

Time of exercise of an option

An option may, subject to the terms and conditions upon which such option is granted, be exercised in whole or in part by the grantee giving notice in writing to the Company in such form as the Scheme Administrator may from time to time determine stating that the option is thereby exercised and the number of Class A Ordinary Shares in respect of which it is exercised.

Cancellation of awards

Any awards granted but not exercised may be cancelled by the Scheme Administrator at any time with the prior consent of the grantee. Issuance of new awards to the same grantee whose awards have been cancelled may only be made if there are unissued awards available under the scheme mandate (excluding the awards of the relevant grantee cancelled forementioned) and in compliance with the terms of the Post-IPO Share Scheme.

Lapse of award

Without prejudice to the authority of the Scheme Administrator to provide additional situations when an award shall lapse in the terms of any award letter, an award shall lapse automatically (to the extent not already vested and, where relevant, exercised) on the earliest of:

- (i) the expiry of the applicable period within which an award may be exercised, and shall not expire later than ten years from the date of grant (the “**Exercise Period**”);
- (ii) the expiry of any of the periods for exercising the award as referred to in “Cessation of employment and other events” below;

- (iii) the date on which the Scheme Administrator makes a determination under the clawback mechanism of the Post-IPO Share Scheme, as referred to in “Clawback” below; and
- (iv) the date on which the grantee commits a breach of the rules of the Post-IPO Share Scheme.

Voting and dividend right

Awards do not carry any right to vote at general meetings of the Company, nor any right to dividends, transfer or other rights.

Alterations in the capital structure of the Company

In the event of any alteration in the capital structure of the Company by way of capitalisation of profits or reserves, rights issue, subdivision or consolidation of Shares or reduction of the share capital of the Company (other than any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party) after the adoption date, the Scheme Administrator shall make such corresponding adjustments, if any, as it in its discretion may deem appropriate to reflect such change with respect to:

- (a) the number of Class A Ordinary Shares comprising the Scheme Mandate Limit and the Existing Shares Mandate Limit, provided that in the event of any Share subdivision or consolidation the Scheme Mandate Limit as a percentage of the total issued Shares of the Company at the date immediately before any consolidation or subdivision shall be the same on the date immediately after such consolidation or subdivision;
- (b) the number of Class A Ordinary Shares comprised in each award to the extent any award has not been exercised;
- (c) the Exercise Price of any option or issue price of any share award,

or any combination thereof, as the auditors or a financial advisor engaged by our Company for such purpose have certified satisfy the relevant requirements of the Listing Rules and are, in their opinion, fair and reasonable either generally or as regards any particular grantee, provided always that (i) any such adjustments should give each grantee the same proportion of the equity capital of the Company, rounded to the nearest whole Share, as that to which that grantee was previously entitled prior to such adjustments, and(ii) no such adjustments shall be made which would result in a Share being issued or transferred at less than its nominal value. The capacity of the auditors or financial advisor (as the case maybe) is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the grantees.

Clawback

In the event that:

- (a) a grantee ceases to be a selected participant by reason of the termination of his/her employment or contractual engagement with the Group for cause or without notice or with payment in lieu of notice;
- (b) a grantee has been convicted of a criminal offence involving his/her integrity or honesty; or
- (c) in the reasonable opinion of the Scheme Administrator, a grantee has engaged in serious misconduct or breaches the terms of the Post-IPO Share Scheme in any material respect,

then the Scheme Administrator may make a determination at its absolute discretion that: (A) any awards issued but not yet exercised shall immediately lapse, regardless of whether such awards have vested or not, and (B) with respect to any Shares issued to the grantee pursuant to any awards granted under the Post-IPO Share Scheme, the grantee shall be required to transfer back to the Company or its nominee (1) the equivalent number of Class A Ordinary Shares, (2) an amount in cash equal to the market value of such Class A Ordinary Shares, or (3) a combination of (1) and (2), and/or (C) with respect to any Shares held by a trustee for the benefit of the grantee, those Shares shall no longer be held on trust for nor inure to the benefit of the grantee. The Directors are of the view that such clawback mechanism provides an option for our Company to clawback the equity incentives granted to selected participants culpable of misconduct and is in line with the purpose of the Post-IPO Share Scheme and the interests of our Company and our Shareholders.

Vesting of award or option

The Scheme Administrator may in respect of each award and subject to all applicable laws, rules and regulations, determine the applicable vesting dates and/or any other criteria and conditions for vesting in its sole and absolute discretion. The vesting period for options and awards shall not be less than 12 months from the grant date, except that any options or awards granted to an employee may be subject to a shorter vesting period in the following circumstances:

- (a) grants of “make whole” awards or options to new employees to replace awards or options such employees forfeited when leaving their previous employers;
- (b) grants to an employee whose employment is terminated due to death or disability or event of force majeure;

- (c) grants of awards or options which are subject to the fulfilment of performance targets as determined in the conditions of his/her grant;
- (d) grants of awards or options the timing of which is determined by administrative or compliance requirements not connected with the performance of the relevant employee, in which case the vesting date may be adjusted to take account of the time from which the award or options would have been granted if not for such administrative or compliance requirements;
- (e) grants of awards or options with a mixed vesting schedule such that the awards or options vest evenly over a period of 12 months; or
- (f) grants of awards or options with a total vesting and holding period of more than 12 Months; or
- (g) grants of awards or options under specific circumstances which are subject to an explanation by the Board (or the compensation committee where the arrangements relate to awards or options to directors and/or senior managers) as to why a shorter vesting period is appropriate and aligns with the purpose of the Post-IPO Share Scheme ((a) to (g), collectively, the “**Specific Circumstances**”).

The Directors (including the compensation committee) are of the view that such vesting period is in line with market practice and with the requirements under the Listing Rules, and gives our Company flexibility to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified, which is in line with the purpose of the Post-IPO Share Scheme.

Cessation of employment and other events

If a grantee ceases to be a selected participant by reason of (i) death of the grantee; or (ii) the termination of his/her employment or contractual engagement with any member of the Group by reason of his/her permanent physical or mental disablement:

- (a) in the case of options: any vested option as of the date of the grantee’s death may be exercised before the earlier of (i) the expiration date of the Exercise Period; and (ii) the last day of the six-month period immediately following the grantee’s death, or such later date as the Scheme Administrator may determine and specify in the award letter, by the personal representatives of the grantee. In the case where a grantee no longer has any legal capacity to exercise the option, the vested option may be exercised within that period by the persons charged with the duty of representing the grantee under the relevant laws in Hong Kong. If the vested option is not exercised within the time mentioned above, the option shall lapse; and

- (b) in the case of share awards: the Company shall issue or transfer (as the case may be) the vested Shares as of the date of the grantee's death or had become vested as a result of the death to the legal personal representatives of the grantee or the persons charged with the duty of representing the grantee under the relevant laws in Hong Kong, as the case may be, as soon as practicable following the death of the grantee or, if the vested Shares would otherwise become bona vacantia, the vested Shares shall be forfeited and shall lapse.

If a grantee ceases to be selected participant other than in any of the circumstances described above, subject to the provisions under "Clawback" above, a grantee may exercise any vested share options as of the date that he/she ceases to be a selected participant before the earliest of (i) the expiration date of the Exercise Period; (ii) the last day of the three-month period following the termination of the grantee's status as a selected participant for any reason other than disability, or such later date as the Scheme Administrator may determine and specify in the award letter; or (iii) the last day of the six-month period following the termination of the grantee's status as a selected participant by reason of disability, or such later date as the Scheme Administrator may determine and specify in the award letter, or such other period as the Scheme Administrator may decide in its sole discretion. If an option is not exercised within the time mentioned above, the option shall be forfeited and lapse. Any outstanding share awards not yet vested shall be immediately forfeited and shall lapse, unless the Board or person(s) to which the Board has delegated its authority, determines otherwise at their absolute discretion.

Change of control

If there is an event of change in control of the Company as the result of a merger, scheme of arrangement or general offer, unless the relevant award letter provides otherwise, in the case of a share option, each outstanding share option shall be assumed or an equivalent option shall be substituted by, and in the case of a share award, each outstanding share award shall be assumed or an equivalent award shall be substituted by, the successor corporation or a parent or subsidiary of the successor corporation. If, in the event of a change in control, the share option or share award is not assumed or substituted, in the case of an outstanding share option, the share option shall fully vest immediately and the grantee shall have the right to exercise the share option as to all of the Shares, including Class A Ordinary Shares as to which it would not otherwise be vested or exercisable, and, in the case of share awards, the share award shall fully vest immediately and the grantee shall have the right to receive all the Shares underlying the share award, including Class A Ordinary Shares as to which it would not otherwise be vested or exercisable. If a share option becomes fully vested and exercisable or a share award becomes fully vested, in lieu of assumption or substitution in the event of a change in control, the Scheme Administrator shall notify the grantee in writing or electronically that the share option shall be fully exercisable for a period of fifteen (15) days from the date of such notice, and the share option shall terminate upon the expiration of such period. Notwithstanding the foregoing, the Scheme Administrator has the power to determine

shall at its sole discretion determine whether the vesting dates of any awards will be accelerated and/or the vesting conditions or criteria of any awards will be amended or waived, and notify grantees accordingly.

Ranking of Shares

The Class A Ordinary Shares to be allotted and issued upon the exercise of an option shall be identical to the then existing issued Class A Ordinary Shares of the Company and subject to all the provisions of the memorandum and articles of association of the Company for the time being in force and will rank pari passu with the other fully paid Class A Ordinary Shares in issue on the date the name of the grantee is registered on the register of members of the Company.

Duration

The Post-IPO Share Scheme shall be valid and effective for the period of ten years commencing on the Listing Date and ending on the 10th anniversary of the Listing Date (“**Scheme Period**”) (after which, no further options shall be offered or granted under the Post-IPO Share Scheme), and thereafter for so long as there are any unvested awards granted prior to the expiration of the aforementioned period, in order to give effect to the vesting of such awards or otherwise as may be required in accordance with the provisions of the rules of the Post-IPO Share Scheme.

Alteration of the Post-IPO Share Scheme

The Board may subject to the rules of the Post-IPO Share Scheme amend any of the provisions of the Post-IPO Share Scheme or any awards granted under the Post-IPO Share Scheme at any time and in any respect, provided that the terms of this Scheme or the awards so altered must comply with the relevant requirements of Chapter 17 of the Listing Rules.

Any amendment or alteration to the terms of any award the grant of which was subject to the approval of a particular body (such as the Board or any committee thereof, the independent non-executive Directors, or the Shareholders in general meeting) shall be subject to approval by that same body, provided that such requirement is not applicable where the relevant alteration takes effect automatically under existing terms of the Post-IPO Share Scheme. Without limiting the generality of the foregoing, any change in the terms of awards granted to any grantee who is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the Shareholders in general meeting in the manner required in the Listing Rules if the initial grant of the awards requires such approval (except where the changes take effect automatically under the rules of Post-IPO Share Scheme).

Termination

The Post-IPO Share Scheme shall terminate on the earlier of (a) the expiry of the Scheme Period; and (b) such date of early termination as determined by the Board, following which no further awards will be offered or granted thereunder, provided that notwithstanding such termination, the Post-IPO Share Scheme and rules thereof shall continue to be valid and effective to the extent necessary to give effect to the vesting and exercise of any awards granted prior to the termination of the Post-IPO Share Scheme and such termination shall not affect any subsisting rights already granted to any grantee thereunder. Awards complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the Post-IPO Share Scheme and remaining unexercised and unexpired immediately prior to the termination of the operation of the Post-IPO Share Scheme shall continue to be valid and exercisable in accordance with their terms of issue after the termination of the Post-IPO Share Scheme.

E. OTHER INFORMATION**1. Estate duty**

Our Directors have been advised that no material liability for estate duty is likely to fall upon any member of our Group.

2. Litigation

Save as disclosed in this document, no member of our Group is engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against our Company that would have a material adverse effect on our Company's results of operations or financial condition.

3. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Share Incentive Plans.

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will receive an aggregate fee of US\$1,000,000 for acting as the sponsor for the Listing.

4. Consent of experts

This document contains statements made by the following experts:

Name	Qualification
Morgan Stanley Asia Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO
Goldman Sachs (Asia) L.L.C.	A licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
Tian Yuan Law Firm	Qualified PRC Lawyers
Maples and Calder (Hong Kong) LLP	Cayman Islands attorneys-at-law
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and a Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
China Insights Industry Consultancy Limited	Industry consultant

As at the Latest Practicable Date, none of the experts named above has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

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.

5. Bilingual document

The English language and Chinese language versions of this document are being published separately.

6. Preliminary expenses

We have not incurred any material preliminary expenses in relation to the incorporation of our Company.

7. Disclaimers

- (a) Save as disclosed in “History, Development and Corporate Structure,” “Financial Information,” Appendix I and the section headed “—Share Incentive Plans” in this section, within the two years immediately preceding the date of this document:
- (i) there are no commissions (but not including commission to underwriters) for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company; and
 - (ii) there are no commissions, discounts, brokerages or other special terms granted in connection with the issue or sale of any capital of any member of our Group, and no Directors, promoters or experts named in “—Other information— Consent of experts” received any such payment or benefit.
- (b) Save as disclosed in “History, Development and Corporate Structure,” “Financial Information,” Appendix I, and the section headed “—Share Incentive Plans” in this section:
- (i) there are no founder, management or deferred shares in our Company or any member of our Group;
 - (ii) we do not have any promoter and no cash, securities or other benefit has been paid, allotted or given within the two years immediately preceding the date of this document, or are proposed to be paid, allotted or given to any promoters;
 - (iii) none of the Directors or the experts named in “—Other information— Consent of experts” above has any interest, direct or indirect, in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
 - (iv) there are no bank overdrafts or other similar indebtedness by our Company or any member of our Group;
 - (v) there are no hire purchase commitments, guarantees or other material contingent liabilities of our Company or any member of our Group;

- (vi) there are no outstanding debentures of our Company or any member of our Group;
- (vii) there are no arrangements under which future dividends are waived or agreed to be waived;
- (viii) there were no significant interruptions in the business of our Group which may have or have had a significant effect on our financial position in the last 12 months;
- (ix) and save for the Share Incentive Plans, no capital of any member of our Group is under option, or is agreed conditionally or unconditionally to be put under option;
- (x) there are no restrictions affecting the remittance of profits or repatriation of capital into Hong Kong and from outside Hong Kong; and
- (xi) there are no contracts or arrangements subsisting at the date of this document in which a Director is materially interested or which is significant in relation to the business of our Group.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be published on the Stock Exchange's website at www.hkexnews.hk and our Company's website at ir.zhipin.com during a period of 14 days from the date of this document:

- (a) the Memorandum and the Articles;
- (b) the Accountant's Report and the report on the unaudited pro forma financial information of our Group from PricewaterhouseCoopers, the texts of which are set out in Appendices I and IIA;
- (c) the report on the unaudited interim condensed financial information from PricewaterhouseCoopers, the text of which is set out in Appendix IIB;
- (d) the audited consolidated financial statements of our Company for the financial years ended December 31, 2019, 2020 and 2021;
- (e) the PRC legal opinions issued by Tian Yuan Law Firm, our legal adviser as to PRC law, in respect of certain general corporate matters and property interests in the PRC of our Group;
- (f) the letter of advice prepared by Maples and Calder (Hong Kong) LLP, our legal adviser on Cayman Islands law, summarizing the constitution of the Company and certain aspects of the Cayman Islands law referred to in Appendix III;
- (g) the Cayman Companies Act;
- (h) the industry report issued by China Insights Industry Consultancy Limited, the summary of which is set forth in the section headed "Industry Overview";
- (i) the written consents referred to under the section headed "Statutory and General Information—Other Information—Consent of Experts" in Appendix IV;
- (j) the material contracts referred to in "Statutory and General Information—Further Information about Our Business—Summary of Material Contracts" in Appendix IV;
- (k) the amended and restated director agreements with our Directors referred to in "Statutory and General Information—Further Information about our Directors—Particulars of Letters of Appointment" in Appendix IV; and
- (l) the terms of the Post-IPO Share Scheme.

The logo for BOSS直聘 is centered in the image. It consists of the word "BOSS" in a bold, white, sans-serif font on the top line, and the Chinese characters "直聘" in a bold, white, sans-serif font on the bottom line. The text is contained within a white rounded square.

BOSS
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