

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

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 [●], 2022 with the Registrar of Companies in Hong Kong. Ms. Ko Mei Ying has been appointed as the authorized 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.

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- (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.

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;

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- (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;
- (e) [REDACTED]
- (f) [REDACTED]

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
2.		Beijing Huapin Borui	PRC	42	21904650	2027/12/27
3.		Beijing Huapin Borui	PRC	35	21904948	2027/12/27

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No.	Trademark	Registered Owner	Place of Registration	Class	Registration Number	Expiry Date (yyyy/mm/dd)
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
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

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No.	Trademark	Registered Owner	Place of Registration	Class	Registration Number	Expiry Date (yyyy/mm/dd)
20.	 kanzhun.com	Beijing Huapin Borui	PRC	9	15996911	2028/01/13
21.	 kanzhun.com	Beijing Huapin Borui	PRC	35	15996984	2026/02/27
22.	 kanzhun.com	Beijing Huapin Borui	PRC	38	15997022	2026/02/27
23.	 kanzhun.com	Beijing Huapin Borui	PRC	41	15997050	2026/03/06
24.	 kanzhun.com	Beijing Huapin Borui	PRC	45	15997136	2026/02/27
25.	 kanzhun.com	Beijing Huapin Borui	PRC	16	15997162	2026/03/27

As at the Latest Practicable Date, we had applied for the registration of the following trademarks that we consider to be or may be material to our business:

No.	Trademark	Applicant	Class	Registration Number	Application Date (yyyy/mm/dd)
1.	BOSS直聘	Beijing Huapin Borui	41	62903311	2022/02/28
2.	BOSS直聘	Beijing Huapin Borui	42	56509551	2021/05/31
3.	BOSS直聘	Beijing Huapin Borui	16	56493667	2021/05/31
4.	BOSS直聘	Beijing Huapin Borui	42	50060967	2020/09/25
5.	BOSS直聘	Beijing Huapin Borui	35	50065640	2020/09/25
6.	BOSS直聘	Beijing Huapin Borui	45	50048080	2020/09/25
7.	BOSS直聘	Beijing Huapin Borui	9	50073574	2020/09/25
8.	BOSS直聘	Beijing Huapin Borui	16	50062707	2020/09/25

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(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
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

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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
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

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No.	Copyright	Registered Owner	Registration Number	Registration Date (yyyy/mm/dd)
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
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

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No.	Copyright	Registered Owner	Registration Number	Registration Date (yyyy/mm/dd)
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
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

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No.	Copyright	Registered Owner	Registration Number	Registration Date (yyyy/mm/dd)
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

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(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:

<u>No.</u>	<u>Core Technology of the Patent</u>	<u>Patent Category</u>	<u>Registered Owner</u>	<u>Patent Number</u>	<u>Registration Date (yyyy/mm/dd)</u>
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

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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

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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

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As at the Latest Practicable Date, we applied for the registration of the following patents which we consider to be or may be material to our business:

No.	Core Technology of the Patent	Patent Category	Patent Number	Registration Date (yyyy/mm/dd)	Status
1.	Method and system for real-time data collection and storage (一種數據實時採集入庫方法及系統)	Invention patent	ZL 2021 1 1021500.X	2021/09/01	Entered the substantive examination phase with the State Intellectual Property Office

(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:

No.	Domain name	Registered owner	Registration date (yyyy/mm/dd)	Expiry date (yyyy/mm/dd)
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 a director agreement with our Company on [●], 2022. The term of appointment shall be for an initial term of three years from the [REDACTED] Date or until the third annual general meeting of our Company after the [REDACTED] 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.

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(b) Non-Executive Directors and Independent Non-Executive Directors

Each of our non-executive Directors has entered into a director agreement with our Company on [●], 2022. The term of appointment shall be for an initial term of three years from the [REDACTED] Date or until the third annual general meeting of our Company after the [REDACTED] 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 a director agreement with our Company on [●], 2022. The term of appointment shall be for an initial term of three years from the [REDACTED] Date or until the third annual general meeting of our Company after the [REDACTED] 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 RMB[●] 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 [REDACTED]

Immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the 2020 Share Incentive Plan), 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

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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 [REDACTED] 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 [REDACTED] ⁽¹⁾
Mr. Peng Zhao ⁽²⁾	Interest through controlled corporations/founder of a discretionary trust/beneficiary of a trust	[REDACTED] Class B Ordinary Shares ⁽³⁾	[REDACTED]
Mr. Yu Zhang	Beneficial interest	[REDACTED] Class A Ordinary Shares ⁽⁴⁾	[REDACTED]
Mr. Xu Chen	Beneficial interest	[REDACTED] Class A Ordinary Shares ⁽⁵⁾	[REDACTED]
Mr. Tao Zhang	Beneficial interest	[REDACTED] Class A Ordinary Shares ⁽⁶⁾	[REDACTED]
Ms. Xiehua Wang	Beneficial interest	[REDACTED] Class A Ordinary Shares ⁽⁷⁾	[REDACTED]
Mr. Yonggang Sun	Beneficial interest	[REDACTED] Class A Ordinary Shares ⁽⁸⁾	[REDACTED]

Notes:

- (1) The calculation is based on the [REDACTED] is not exercised and no further Shares are issued under the 2020 Share Incentive Plan.
- (2) See “Substantial Shareholders” for interests in our Company held by the WVR Beneficiary over Class B Ordinary Shares.
- (3) Represents [REDACTED] 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 [REDACTED] Shares underlying the outstanding options and [REDACTED] 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) [REDACTED] 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) [REDACTED] Shares underlying the outstanding options and [REDACTED] Shares underlying the outstanding restricted share units granted to Mr. Xu Chen under the 2020 Share Incentive Plan.

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- (6) Represents the beneficial interest in (i) [REDACTED] 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) [REDACTED] Shares underlying the outstanding options and [REDACTED] Shares underlying the outstanding restricted share units granted to Mr. Tao Zhang under the 2020 Share Incentive Plan.
- (7) Represents (i) [REDACTED] Shares held by Ms. Xiehua Wang directly, and (ii) beneficial interests in [REDACTED] Shares underlying the outstanding options and [REDACTED] Shares underlying the outstanding restricted share units granted to Ms. Xiehua Wang under the 2020 Share Incentive Plan.
- (8) Represents [REDACTED] Shares underlying the outstanding restricted share units 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 [REDACTED] and taking no account of any Shares which may be issued pursuant to the exercise of the options granted under the 2020 Share Incentive Plan, 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 PLAN

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. No further awards will be granted pursuant to the 2020 Share Incentive Plan.

(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.

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(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.

(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.

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(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,

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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.

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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 Shares pursuant to the outstanding options granted under the 2020 Share Incentive Plan amounted to 72,012,674 Shares, representing approximately [REDACTED] of the issued and outstanding Shares immediately following the completion of the [REDACTED]. As of the Latest Practicable Date, the outstanding options are held by 823 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 [REDACTED] will be diluted by approximately [REDACTED]. The dilution effect on our earnings per Share would be approximately [REDACTED].

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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 Shares under Options Granted	Approximate Percentage of the Issued Shares Immediately after Completion of [REDACTED]
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	[REDACTED]
Xu Chen	Director and Chief Marketing Officer	7-102, Building 19 Longhu Azure Chianti Tongzhou District Beijing, China	December 16, 2016 to February 18, 2021	4 years	0.5-3.0807	1,821,000	[REDACTED]
Tao Zhang	Director and Chief Technology Officer	28-3-201, 3 Dacheng South Fengtai District Beijing, China	March 2, 2014 to October 16, 2020	Immediately; 4 years	1.56-3.0807	975,000	[REDACTED]
Xiehua Wang	Director	1801, Building 28 Guangximen Beili Chaoyang District Beijing, China	May 2, 2018 to March 1, 2021	Immediately; 4 years	0.713-3.0807	810,500	[REDACTED]
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	[REDACTED]
Total:						12,614,924	[REDACTED]

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The table below shows the details of the outstanding options as of the Latest Practicable Date granted to the other 818 grantees, who are neither Directors, senior management nor connected persons of our Company:

Category by Number of Underlying Shares	Number of Grantees	Date of Grant	Vesting Period	Exercise Price (per Share in US\$)	Number of Shares under Options Granted	Approximate Percentage of the Issued Shares Immediately after Completion of [REDACTED]
500,001 to 2,800,000	18	March 18, 2014 to June 7, 2021	Immediately to 4 years	0.05-9	17,882,930	[REDACTED]
100,001 to 500,000	124	August 21, 2014 to June 12, 2021	Immediately; 4 years	0.0001-9	26,936,700	[REDACTED]
50,001 to 100,000	86	February 4, 2015 to June 12, 2021	Immediately; 4 years	0.0001- 5.33	6,407,254	[REDACTED]
1 to 50,000	590	March 23, 2014 to June 12, 2021	Immediately; 4 years	0.0001-9	8,170,866	[REDACTED]
Total:	818				59,397,750	[REDACTED]

As of the Latest Practicable Date, the number of outstanding restricted share units granted under the 2020 Share Incentive Plan amounted to 14,867,048 Shares, representing approximately [REDACTED] of the issued and outstanding Shares immediately following the completion of the [REDACTED]. As of the Latest Practicable Date, the outstanding restricted share units are held by 1,120 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.

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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 Shares under Awards Granted	Approximate Percentage of the Issued Shares Immediately after Completion of [REDACTED]
Yu Zhang	Director and Chief Financial Officer	March 15, 2022	4 years	-	132,750	[REDACTED]
Xu Chen	Director and Chief Marketing Officer	March 15, 2022 to June 15, 2022	4 years	-	20,282	[REDACTED]
Tao Zhang	Director and Chief Technology Officer	March 15, 2022	4 years	-	109,796	[REDACTED]
Xiehua Wang	Director	March 15, 2022 to June 15, 2022	4 years	-	606,016	[REDACTED]
Total:					868,844	[REDACTED]

The table below shows the details of the outstanding restricted share units granted to the 1,116 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 Shares	Number of grantees	Date of Grant	Vesting Period	Purchase Price (per Share in US\$)	Number of Shares outstanding in aggregate	Approximate percentage of equity interest of the issued Shares immediately after completion of [REDACTED]
500,001 to 622,920	4	December 15, 2021 to September 15, 2022	4 years	-	2,408,786	[REDACTED]
100,001 to 500,000	23	December 15, 2021 to September 15, 2022	1 year; 4 years	-	5,422,682	[REDACTED]
50,001 to 100,000	18	September 15, 2021 to September 15, 2022	4 years	-	1,331,652	[REDACTED]
1 to 50,000	1,071	September 15, 2021 to September 15, 2022	4 years	-	4,835,084	[REDACTED]
Total:	1,116				13,998,204	[REDACTED]

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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 [REDACTED] of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the [REDACTED] (including any Shares which may fall to be issued pursuant to the exercise of the [REDACTED] and any Shares to be allotted and issued pursuant to the Share Incentive Schemes).

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 [REDACTED].

4. Consent of experts

This document contains statements made by the following experts:

<u>Name</u>	<u>Qualification</u>
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

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Name	Qualification
Tian Yuan Law Firm	Qualified PRC Lawyers
Maples and Calder (Hong Kong) LLP	Cayman Islands attorneys-at-law
PricewaterhouseCoopers	Certified Public Accountants and Registered Public Interest Entity Auditor under the Professional Accountant Ordinance (Chapter 50 of the Laws of Hong Kong) and 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. Binding effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

6. Bilingual document

[REDACTED]

7. Preliminary expenses

We have not incurred any material preliminary expenses in relation to the incorporation of our Company.

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8. Disclaimers

- (a) Save as disclosed in "History, Development and Corporate Structure," "Financial Information," "[REDACTED]," Appendix I and the section headed "—Share Incentive Scheme" in this section, within the two years immediately preceding the date of this document:
 - (i) there are no commissions [(but not including commission to sub-[REDACTED])] 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 Scheme" 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;

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- (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 2020 Share Incentive Plan, 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.