
HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

OVERVIEW

Our history can be traced back to May 2005, when our Onshore Holdco, being one of our major operating entities in the PRC was co-founded by the Co-founders, who are both seasoned veterans in China’s HCM industry. For details relating to Mr. Wang and Mr. Ji’s biographies and working experiences, see “Directors and Senior Management — Directors”. Since the establishment of our Onshore Holdco, we have been dedicated to providing cloud-based HCM solutions for Chinese enterprises to efficiently recruit, evaluate, manage and retain talents.

Our Company was incorporated in the Cayman Island on April 6, 2018. In preparation for the Listing, we also undertook the Reorganization. See “Reorganization” in this section below for details.

OUR BUSINESS MILESTONES

The following sets forth certain key business development milestones of our Group:

<u>Year</u>	<u>Milestone</u>
2005	Established our Onshore Holdco, formerly known as Beijing Beisen Evaluation Technology Co., Ltd* (北京北森測評技術有限公司)
2010	Launched Recruitment Cloud, Succession Cloud and Performance Management Cloud
2015	Launched PaaS infrastructure and Core HCM Solutions
2019	Opened the PaaS infrastructure to certain selected customers and launched a third-party application store
2020	Launched integrated cloud-based HCM solutions and E-learning

OUR MAJOR SUBSIDIARIES AND OPERATING ENTITIES

The following entities are of strategic importance to us or have made material contributions to our results of operations during the Track Record Period:

1. Onshore Holdco

During the Track Record Period, our businesses were primarily operated through our Onshore Holdco. Our Onshore Holdco was established as a limited liability company ultimately held by Mr. Wang and Mr. Ji on May 17, 2005, and is principally engaged in the operation of PaaS infrastructure. The Onshore Holdco was established with an initial registered capital of RMB5 million, contributed as to (i) 90% by the Co-founders in their personal capacities in equal split, through an intellectual property investment comprising a non-patented technology co-developed by the Co-founders and valued by an independent valuer on April 30, 2005 and (ii) 10% in cash by a company owned by the Co-founders in equal split. On September 21, 2015, our Onshore Holdco was converted from a limited liability company to a joint stock company in preparation for its listing on the NEEQ. Between April 5, 2016 and April 27, 2018, our Onshore Holdco was listed on the NEEQ, see “— Listing and Delisting of Our Onshore Holdco on the NEEQ” in this section below for details. At the beginning of Track Record Period, the board of directors of our Onshore Holdco consisted of Mr. Wang, Mr. Ji, Mr. He, Mr. Zhang, Mr. Quan Le (權樂), Mr. Zuo Lingye (左凌燁) and Ms. Wang Zixuan (王子暄). As the Group’s plan to simplify and adjust structure and composition of the board of directors of our Group members following the Reorganization (the “**Board Structure Simplification**”), on June 18, 2021, four out of seven then directors of our Onshore Holdco ceased to be the directors of our Onshore Holdco, among which (i) Mr. Quan Le, Mr. Zuo Lingye and Ms. Wang Zixuan were directors appointed by the relevant Pre-IPO Investors who played non-executive roles and

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were not involved in the day-to-day management of our Onshore Holdco, and (ii) Mr. Zhang, in his then capacity as the chief technology officer of the Onshore Holdco at the relevant time, was considered a key management of the Group, and he ceased to be the director of our Onshore Holdco on June 18, 2021 due to both our Group's plan of Board Structure Simplification and his personal career consideration. On the even date, Ms. Liu and Mr. Sun Jiang (孫江) were appointed as the directors of our Onshore Holdco. On November 30, 2022, Mr. He resigned as a director, the chief operating officer and president of our Onshore Holdco due to health reasons. During the Track Record Period and up to the Latest Practicable Date, each of Mr. Zhang and Mr. He did not have any dispute with the Group or its shareholders.

We have adopted the Contractual Arrangements with our Beijing WFOE, our Onshore Holdco and its Registered Shareholders, pursuant to which our Company is able to exercise effective control over the operations of, and become entitled to all the economic benefits derived from the operation of our Onshore Holdco and our Onshore Holdco's subsidiaries. See "Contractual Arrangements" for details.

2. Chengdu WFOE

On January 3, 2019, Chengdu WFOE was established as a limited liability company in the PRC as a direct wholly-owned subsidiary of Beisen HK and therefore an indirect wholly-owned subsidiary of our Company. Chengdu WFOE is principally engaged in (i) the cloud-based HCM solutions and (ii) professional services business. Mr. Ji served as the sole director of Chengdu WFOE from January 3, 2019 to November 18, 2020. Mr. Wang has served as the sole director of Chengdu WFOE since November 19, 2020.

On August 28, 2021 and October 20, 2021, Chengdu WFOE entered into a series of trademark, software, copyright and intellectual property transfer agreements with our Onshore Holdco, pursuant to which, our Onshore Holdco transferred its material intellectual property assets with respect to the provision of cloud-based HCM solutions and professional services business to Chengdu WFOE. See "— Reorganization — Onshore Reorganization — 8. Restructuring of our non-restricted business" in this section below for details.

MAJOR CORPORATE DEVELOPMENT AND SHAREHOLDING CHANGES OF OUR GROUP

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on April 6, 2018. Upon incorporation, our Company had an authorized share capital of US\$50,000.00 divided into 500,000,000 ordinary Shares of a par value of US\$0.0001 each. On the same day, our Company allotted and issued 8,011,937 ordinary Shares of a par value of US\$0.0001 each to each of Xiasen Limited and Xisen Limited, respectively.

Our Onshore Holdco and the Company have attracted a series of Pre-IPO Investments since their respective establishments. See "Pre-IPO Investments" in this section below for details. See also "Statutory and General Information — A. Further Information about our Group — 2. Changes in share capital of our Company" in Appendix IV to this Prospectus for details of changes in the share capital of our Company during the two years immediately preceding the date of this Prospectus.

On July 26, 2021, Xiasen Limited entered into a share transfer deed with Zhaosen Holding Limited ("**Zhaosen**"), a company incorporated indirectly by a family trust established by Mr. Wang where Mr. Wang served as the sole director. Pursuant to such share transfer deed, Xiasen Limited

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transferred all of its 7,977,937 ordinary Shares, 102,500 Series C Preferred Shares and 25,000 Series D Preferred Shares in our Company to Zhaosen. On the same day, Xisen Limited entered into a share transfer deed with Weisen, a company incorporated indirectly by a family trust established by Mr. Ji where Mr. Ji served as the sole director. Pursuant to such share transfer deed, Xisen Limited transferred all of its 7,961,937 ordinary Shares and 102,500 Series C Preferred Shares in the Company to Weisen. Upon completion of such share transfers, Xiasen Limited and Xisen Limited ceased to be our direct Shareholders while Zhaosen and Weisen became the direct shareholders of our Company.

In addition, we will issue an aggregate of 23,761,790 Shares pursuant to the exercised options under the Pre-IPO Share Option Plan immediately after the completion of the Global Offering and the Share Subdivision, and after taking into account the Share Subdivision, to the Employee Shareholding Platforms. See “Appendix IV — Statutory and General Information — D. Pre-IPO Share Option Plan” for details.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

Saved as disclosed in “— Disposal and deregistration of certain subsidiaries” in this section, we have not conducted any acquisitions, disposals or mergers since our inception that we consider material to us during the Track Record Period.

ACTING IN CONCERT ARRANGEMENTS

To streamline and optimize the shareholding structure and to ensure the stable ownership and business development of our Group, the Co-founders and the relevant Shareholders have entered into certain acting-in-concert agreements before and during the Track Record Period.

Onshore Acting-in-concert Agreement

In September 2015, the Co-founders, Beisen Zongheng and Beisen Investment (collectively, the “**Onshore AIC Parties**”), entered into an acting-in-concert agreement (the “**Onshore Acting-in-concert Agreement**”), pursuant to which, (i) they had and would continue to, for so long as they remain directly interested in the shares of our Onshore Holdco, consult each other and reach a consensus before voting at the board meetings and shareholders’ meetings of our Onshore Holdco; (ii) in case the parties fail to reach a consensus, they shall vote pursuant to the opinion of the party who holds the most voting powers among them; and (iii) in case there are two parties or more hold equal voting powers, they shall vote pursuant to the opinion of Mr. Wang. Since the date of the Onshore Acting-in-concert Agreement, no other party to the Onshore Acting-in-concert Agreement has been holding more voting powers in our Onshore Holdco than that of Mr. Wang. Each of Beisen Zongheng and Beisen Investment is a limited partnership established in the PRC on October 10, 2013 and April 17, 2015 respectively with Beisen Asset, an investment vehicle owned and controlled by Mr. Wang and Mr. Ji as to 50% and 50%, respectively, acted as their general partner and thus ultimately controlled by Mr. Wang and Mr. Ji.

Offshore Acting-in-concert Agreement

The Offshore AIC Parties entered into an acting-in-concert agreement on December 31, 2021 and a supplemental confirmation to such acting-in-concert agreement on January 8, 2022 (collectively, the “**Offshore Acting-in-concert Agreement**”), pursuant to which, among others, the Offshore AIC Parties have acknowledged and confirmed that, to mirror the acting-in-concert arrangement sets out in

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the Onshore Acting-in-concert Agreement, they have been acting-in-concert since the incorporation of our Company, being the holding company of our Group, and they further agreed that each of them shall (i) reach a consensus beforehand and vote at the shareholders' meetings of the members of the Group pursuant to the opinion of Mr. Wang in relation to all matters put before the shareholders of the relevant members of the Group; (ii) reach a consensus beforehand and vote (when any of the Offshore AIC Parties is a director) or cause the director appointed by the Offshore AIC Parties to vote pursuant to the opinion of Mr. Wang in relation to all matters put before the board of directors of the relevant members of the Group. Senyan is an employee shareholding platform incorporated in BVI with limited liability on July 16, 2019 of which Xiasen Limited, which is wholly owned by Mr. Wang, acts as its general partner and controls all of its voting rights.

LISTING AND DELISTING OF OUR ONSHORE HOLDCO ON THE NEEQ

The NEEQ is a popular listing platform in China as evidenced by the substantial increase in the number of companies listed on it. As compared with other stock exchanges or listing platforms in the PRC, the NEEQ offers a more time and cost efficient listing process to applicants, broader coverage of industries and more flexible conditions on disposal and transfer of shares after listing. As such, our Onshore Holdco applied to the NEEQ for the listing of its shares in 2016, and on April 5, 2016, shares of our Onshore Holdco were listed on the NEEQ under the stock code of 836393 (the “**NEEQ Listing**”). The NEEQ Listing helped our Onshore Holdco to gain access to a more active and effective platform of corporate financing and to strengthen corporate governance in pursuit of long-term business development.

During our Onshore Holdco's listing on the NEEQ, Mr. Zhang Jianmin (章健敏), Ms. Gong Yan (貢燕), Mr. Zhang Hao (張浩), Mr. Meng Fanzhong (孟繁忠) and Mr. Tu Yonggang (屠永鋼), all of whom are individual investors, (collectively, the “**NEEQ Shareholders**”) traded the securities of our Onshore Holdco with then shareholders of our Onshore Holdco, which were conducted through the trading system of the NEEQ based on arm's length negotiations between the parties thereof with references to (i) the then publicity available financial information of our Onshore Holdco as disclosed in accordance with the relevant rules of the NEEQ; and (ii) the then trading price of the shares of our Onshore Holdco, and/or (iii) the original purchase price of the shares of our Onshore Holdco, where applicable.

To the best knowledge of the our Directors, (i) saved as Ms. Gong Yan and Mr. Zhang Jianmin, who held 4,000 shares and 19,000 shares, of our Onshore Holdco on behalf of our founders, respectively, each of the NEEQ Shareholders was an Independent Third Party; and (ii) there was no dispute, litigation or legal proceeding between our Group or the Co-founders and the NEEQ Shareholders in relation to their then equity interests in our Onshore Holdco. Ms. Gong and Mr. Zhang were business associates of the Co-founders and the shares held by Ms. Gong and Mr. Zhang as nominees for the Co-founders were originally intended to be transferred to them as incentives for their potential business contribution to the Group which didn't materialize.

Subsequently, in 2018, having considered that the trading activity and brand awareness on the NEEQ may not be able to meet our expectation, in particular, the directors of our Onshore Holdco consider that international investors are relatively more familiar with our Onshore Holdco's industries, business and our HCM solutions, such that the fair value of our Group can be identified and established by seeking the Listing on the Stock Exchange. Having taken into account our long-term business development plan (including to explore potential opportunities for our overseas expansion and

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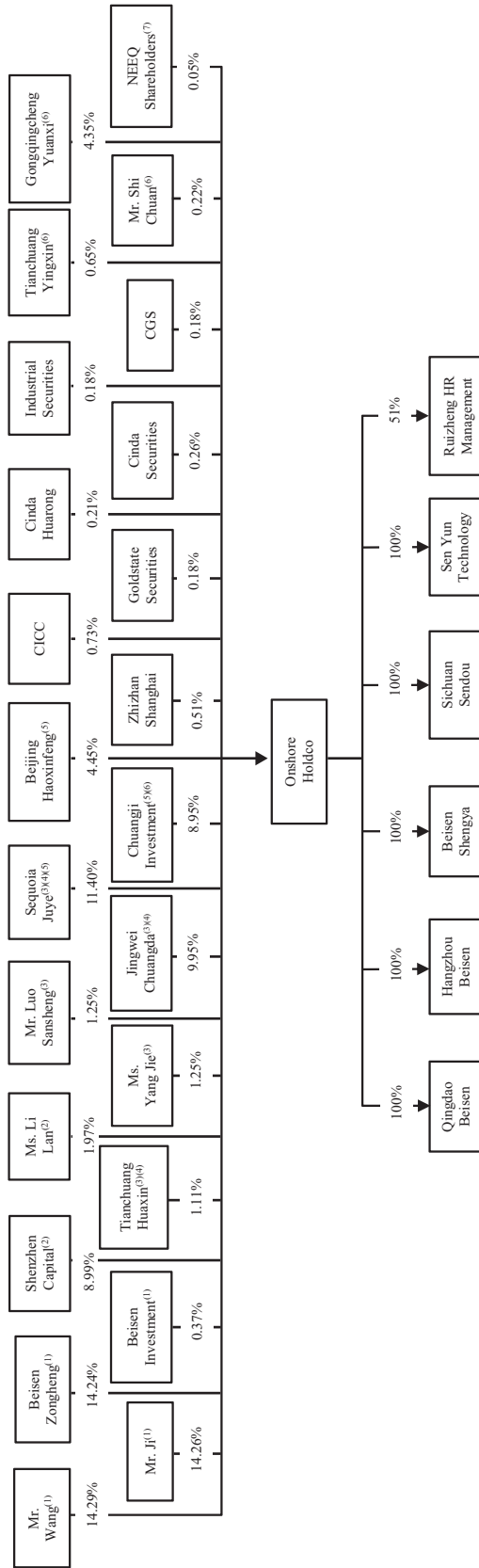
to have greater access to diverse and global investors), necessity to improve our financing efficiency and simplify our corporate structure to decrease capital expenses and improve decision-making efficiencies, our Directors consider the Stock Exchange, as an internationally recognized and reputable stock exchange, to be a more appropriate listing venue that provides us with a good platform to access the international equity market and expand our business. In particular, certain of the comparable companies in our Group's industries are listed on the Stock Exchange, and the Directors believe that listing on the Stock Exchange will enable us to have better access to investors on the international market who are more familiar with our Group's industries and business model. Therefore, as part of the plan, on April 27, 2018, our Onshore Holdco was delisted from NEEQ (the "**NEEQ Delisting**") by way of its voluntary application for delisting.

Our Directors were of the view that the NEEQ Delisting was commercially sensible and in line with our Group's development needs and long term strategic planning in the equity market. Our Directors have confirmed that during the period that our Onshore Holdco was listed on NEEQ, it was in material compliance with all applicable laws, regulations and the listing rules of NEEQ. Our Directors have further confirmed that except with respect to matters set out in a regulatory advice letter issued by the Listing Division of the NEEQ to our Onshore Holdco on January 8, 2018 (the "**NEEQ Regulatory Advice Letter**"), none of our Onshore Holdco, its shareholders or directors has been subject to any investigations or disciplinary actions in connection with our Onshore Holdco by any regulatory authority or committed any material breach in connection with our Onshore Holdco of the relevant rules governing the listing on NEEQ. The NEEQ Regulatory Advice Letter specified a historical advance made by our Onshore Holdco to Mr. Wang and Mr. Ji, who are the ultimate controllers of our Onshore Holdco, which was in breach of certain rules governing the listing on NEEQ. The relevant advance was made in respect of social security payments with an aggregate amount of not more than RMB17,000, and was fully repaid by Mr. Wang and Mr. Ji at the end of 2015 prior to the NEEQ Listing. The NEEQ Regulatory Advice Letter also included reminders and guidance to our Onshore Holdco to fully comply with the relevant rules governing the listing on NEEQ to prevent recurrence of such incident. To the best of the knowledge of our Directors, no further disciplinary action was taken by any competent authorities in relation to the aforesaid incident. The Directors have also confirmed that there is no further matter in relation to the NEEQ Listing and NEEQ Delisting that needs to be brought to the attention of the Stock Exchange or our Shareholders.

Based on the due diligence works conducted by the Joint Sponsors, nothing has come to their attention that would cause them to disagree with the Directors' views mentioned above in relation to the compliance record of our Onshore Holdco, its shareholders and directors during the NEEQ Listing and NEEQ Delisting, or that need to be brought to the attention to the Stock Exchange or our Shareholders.

REORGANIZATION

In preparation for the Listing, we also undertook the Reorganization. The following chart sets forth our Group’s corporate and shareholding structure immediately prior to the commencement of the Reorganization.



Notes:

- (1) Mr. Wang, Mr. Ji, Beisen Zongheng and Beisen Investment, each a party of the Onshore Acting-in-concert Agreement, held in aggregate 43.16% of the registered capital in our Onshore Holdco. For details of the Onshore Acting-in-concert Agreement, see “—Acting in Concert Arrangements—Onshore Acting-in-concert Agreement” in this section above.
- (2) Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司, “**Shenzhen Capital**”) and Ms. Li Lan (李蘭) are Pre-IPO investors, each of which subscribed for certain registered capital of our Onshore Holdco between May 2010 to May 2011, during our Series A investments. See “—Pre-IPO investments” in this section below for details.
- (3) Mr. Luo Sansheng (羅三生), Ms. Yang Jie (楊潔), Jingwei Chuangda (Hangzhou) Venture Capital Investment L.P. (經緯創達 (杭州) 創業投資合夥企業 (有限合夥)), “**Jingwei Chuangda**”, Tianjin Sequoia Juyue Equity Investment Partnership (Limited Partnership) (天津紅杉巔峯股權投資合夥企業 (有限合夥)), “**Sequoia Juyue**” and Tianjing Tianchuang Huaxin Venture Capital Partnership Enterprise (Limited Partnership) (天津天創華鑫現代服務產業創業投資合夥企業 (有限合夥)), “**Tianchuang Huaxin**” are Series B Investors of our Onshore Holdco, each of which subscribed for or acquired certain registered capital of our Onshore Holdco between December 2011 and February 2013. See “—Pre-IPO investments” in this section below for details. Mr. Luo Sansheng held 1.25% of the registered capital in our Onshore Holdco on behalf of Mr. Guo Fei (郭斐), an Independent Third Party, as his nominee.
- (4) Jingwei Chuangda, Sequoia Juyue and Tianchuang Huaxin are Series B-1 Investors of our Onshore Holdco, each of which subscribed for certain registered capital of our Onshore Holdco in December 2014. See “—Pre-IPO investments” in this section below for details.
- (5) Shanghai Chuangji Investment Center L.P. (上海創機投資中心 (有限合夥)), “**Chuangji Investment**”, Beijing Haoxinfeng Asset Management Co., Ltd. (北京浩鑫峰資產管理有限公司, “**Beijing Haoxinfeng**”) and Sequoia Juyue are Series C Investors of our Onshore Holdco, each of which subscribed for or acquired certain registered capital of our Onshore Holdco in July 2015. See “—Pre-IPO investments” in this section below for details.
- (6) Tianjin Tianchuang Yingxin Venture Investment Partnership (Limited Partnership) (天津天創盈鑫創業投資合夥企業 (有限合夥)), “**Tianchuang Yingxin**”, Mr. Shi Chuan (史船), Chuangji Investment and Gongqingcheng Yuanxi Investment Management Partnership (LLP) (共青城元熙投資管理合夥企業 (有限合夥)), “**Gongqingcheng Yuanxi**” are Series D Investors of our Onshore Holdco, which entered into the share purchase agreements between January 2017 to June 2017 with the then shareholders of our Onshore Holdco. See “—Pre-IPO investments” in this section below for details.
- (7) Mr. Zhang Jianmin, Ms. Gong Yan, Mr. Zhang Hao, Mr. Meng Fanzhong and Mr. Tu Yonggang, who traded the securities of our Onshore Holdco with then shareholders of our Onshore Holdco, held 0.0338%, 0.0071%, 0.0036%, 0.0018% and 0.0018% of the share capital of our Onshore Holdco respectively, prior to the commencement of the Reorganization. See “—Listing and Delisting of Our Onshore Holdco on the NEEQ”. On January 2, 2019, Mr. Zhang Jianmin and Ms. Gong Yan, each holding shares on behalf of Mr. Wang and Mr. Ji, transferred all of their shares of our Onshore Holdco to Mr. Wang and Mr. Ji at a nominal price.

Onshore Reorganization

1. Transfer of shares in Onshore Holdco prior to the NEEQ Delisting

Prior to the NEEQ Delisting, between March 21, 2018 and May 17, 2018, Mr. Zhang Hao, Cinda Securities Co., Ltd. (信達證券股份有限公司, “**Cinda Securities**”), Huarong Securities Co., Ltd. (華融證券股份有限公司, “**Cinda Huarong**”), Goldstate Securities Co., Ltd. (金元證券股份有限公司, “**Goldstate Securities**”), China Galaxy Securities Co., Ltd. (中國銀河證券股份有限公司, “**CGS**”) and Industrial Securities Co., Ltd. (興業證券股份有限公司, “**Industrial Securities**”), together with Cinda Securities, Cinda Huarong, Goldstate Securities and CGS, the “**NEEQ Market Makers**”) transferred all their 565,000 shares in our Onshore Holdco to Mr. Wang, at a total consideration of RMB26,217,480. Such considerations were determined based on the then trading prices of the shares of our Onshore Holdco on the NEEQ and was fully settled on May 24, 2018.

In order to finance such share transfers and attract more investments from professional international institutional investors, on May 2, 2018, Mr. Wang entered into a convertible note purchase agreement (“**Note Purchase Agreement**”) with Genesis Capital I LP (“**Genesis Capital**”), a professional institution investor and an Independent Third Party, pursuant to which (i) Genesis Capital purchased a promissory note from Mr. Wang agreeing to provide a bridge loan of US\$4.5 million, which was later amended to US\$4,140,056.79 according to a loan assignment and assumption agreement dated September 25, 2018, for Mr. Wang to purchase all Onshore Holdco’s shares held by the NEEQ Market Makers; and (ii) Mr. Wang agreed to assign such bridge loan to the Company upon the establishment of the Company in the Cayman Islands. The bridge loan was drawn down by Mr. Wang and the abovementioned share transfers were completed on September 25, 2018. Upon completion of such share transfers, Mr. Zhang Hao and the NEEQ Market Makers ceased to be the shareholders of our Onshore Holdco.

2. Delisting of our Onshore Holdco from the NEEQ

On April 27, 2018, our Onshore Holdco was delisted from the NEEQ. See “—Listing and Delisting of Our Onshore Holdco on the NEEQ” in this section above for details.

3. Establishment of Beijing WFOE

On May 30, 2018, Beijing WFOE was established as a limited liability company in the PRC as a direct wholly-owned subsidiary of Beisen HK and therefore an indirect wholly-owned subsidiary of our Company. Beijing WFOE does not qualify as a “high and new technology enterprise”. As such, according to our PRC Legal Advisor, Beijing WFOE is not otherwise entitled to a favorable enterprise income tax rate of 15%, which is applicable to the Onshore Holdco.

4. Establishment of Chengdu WFOE

On January 3, 2019, Chengdu WFOE was established as a limited liability company in the PRC as a direct wholly-owned subsidiary of Beisen HK and therefore an indirect wholly-owned subsidiary of our Company.

5. Share Transfers in our Onshore Holdco

From January 2, 2019 to May 17, 2021, certain then shareholders of our Onshore Holdco transferred all of their shares in our Onshore Holdco to Mr. Wang and Mr. Ji, details of which are set out below:

- On January 2, 2019, Ms. Li Lan, Ms. Yang Jie, Mr. Luo Sansheng, Mr. Shi Chuan, Tianchuang Huaxin and Beijing Haoxinfeng transferred all of their shares in our Onshore Holdco to Mr. Wang and Mr. Ji at a nominal price, which was determined based on arm's length negotiations among relevant parties in order that the aforementioned investors or their nominees could subscribe for our Shares at a nominal price at the offshore level;
- On January 2, 2019, Mr. Zhang Jianmin and Ms. Gong Yan, each holding shares on behalf of Mr. Wang and Mr. Ji, transferred all of their shares of our Onshore Holdco to Mr. Wang and Mr. Ji at a nominal price;
- From November 2019 to June 2020, Sequoia Juye, Jingwei Chuangda, Chuangji Investment, Gongqingcheng Yuanxi, China International Capital Corporation Limited (中國國際金融股份有限公司, "CICC"), Zhizhan (Shanghai) Venture Capital Center (Limited Partnership) (置展(上海)創業投資中心(有限合夥)), "Zhizhan Shanghai", transferred all of their shares in our Onshore Holdco to Mr. Wang and Mr. Ji at a price equal to the total amount of their investments in our Onshore Holdco, which was determined based on arm's length negotiations among relevant parties in order that the affiliates of the aforementioned investors could subscribe for our Shares at the same price at the offshore level; and
- On May 14, 2021 and May 17, 2021 respectively, Mr. Tu Yonggang and Mr. Meng Fanzhong transferred all of their shares in our Onshore Holdco to Mr. Wang, each at a cash consideration of RMB142,350, which was determined based on arm's length negotiation among relevant parties and with reference to the share repurchase price of the Series F Preferred Shares during the same period as neither of them would become our Shareholders at the offshore level.

Upon completion of such share transfers, those shareholders ceased to be the shareholders of our Onshore Holdco.

6. Reduction of registered capital of our Onshore Holdco

As to reflect the corresponding change in the shareholding structure of our Company, our Onshore Holdco and Tianchuang Yingxin entered into a capital reduction agreement ("**Onshore Holdco Capital Reduction Agreement**") on April 9, 2021, the same date on which TJVCM Limited, the offshore shareholding platform of Tianchuang Yingxin, entered into a share repurchase agreement with our Company and ceased to be the shareholder of our Company, details of which are set out in "Reorganization — Offshore Reorganization — 4. Allotment of Shares to the Shareholders" below. Pursuant to the Onshore Holdco Capital Reduction Agreement, Tianchuang Yingxin agreed to reduce its shares in our Onshore Holdco from 366,300 shares to nil at a consideration in RMB equivalent to US\$8,021,970. Such consideration, which was settled on June 18, 2021, was determined based on arm's length negotiations among relevant parties with reference to the then cost per share of Series F Investment (as defined below) of our Company. Upon completion of such capital reduction, Tianchuang Yingxin ceased to be a shareholder of our Onshore Holdco and the total registered capital of the Onshore Holdco reduced from RMB56,171,503 to RMB55,805,203.

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7. Disposal and deregistration of certain subsidiaries of our Onshore Holdco

In order to streamline our business, we also disposed and deregister certain subsidiaries certain of our subsidiaries. See “—— Disposal and Deregistration of Certain Subsidiaries” below in this section for details.

8. Restructuring of our non-restricted business

For the purpose of consummating the Contractual Arrangements which shall be narrowly tailored in accordance with applicable requirements under HKEx-LD43-3, the Group has been gradually transferring the cloud-based SaaS business, or the non-restricted businesses (e.g., employment contracts, staff accommodations arrangements, etc), to Chengdu WFOE since its establishment in 2019. Chengdu WFOE, among others, entered into a series of trademark, software, copyright and intellectual property transfer agreements with our Onshore Holdco on August 28, 2021, and October 20, 2021, pursuant to which, our Onshore Holdco transferred all their material intellectual property assets (including all corresponding trademarks, softwares, copyrights and other intellectual properties) with respect to its principal business (the “**Material SaaS Assets and Business**”), to Chengdu WFOE at a total consideration of RMB39,117,200, with references to the total value of the Material SaaS Assets and Business provided by an independent third party valuer. Such transaction was completed in November 2021.

Prior to the restructuring of our non-restricted business, our Onshore Holdco already entered into annual service agreements with some customers to provide the cloud-based HCM solutions (inclusive of professional services as applicable) and collect corresponding service fees from these customers. In order to ensure the smooth delivery of the corresponding services and maintain sound client relationship, from July 2021 to November 2021, our Onshore Holdco and Chengdu WFOE also entered into supplemental service agreements with these customers with respect to these existing contracts, pursuant to which Chengdu WFOE replaced our Onshore Holdco to provide the cloud-based HCM solutions (inclusive of professional services as applicable) to these customers, while our Onshore Holdco received the corresponding service fees on behalf of Chengdu WFOE during the remaining contract period of the relevant existing service agreements.

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The annual service agreements (including their respective supplemental agreements) typically contain the following salient terms:-

Duration:	one-year from the date of activation of the cloud-based HCM solutions for the customer which, in practice, is normally a few days after date of the agreement.
Parties:	the customer, the Onshore Holdco, Chengdu WFOE as applicable.
Service scope:	provision of the cloud-based HCM solutions (inclusive of professional services as applicable) to the customer.
Settlement terms:	Services fees to be settled in whole within three business days from date of invoice.
Inspection:	The customer will inspect and approve the purchased services pursuant to the terms of the agreement.
After-sales services:	distant and online training and technical support in respect of the use of cloud-based HCM solutions.

As of July 1, 2021, there were a total of 1,097 customers who entered into the service agreements with our Onshore Holdco to receive the cloud-based HCM solutions (inclusive of professional services as applicable), with a total contract value amounted to approximately RMB226.40 million, of which RMB68.88 million and RMB11.07 million remained outstanding as of July 1, 2021 and the Latest Practicable Date, respectively. The Company expects that, such outstanding contract values will be gradually settled by the customers in each of the fiscal years ended March 31, 2023 (RMB7.49 million), 2024 (RMB3.23 million), 2025 (RMB0.33 million) and 2026 (RMB24,000), and subsequently be recognized as revenue of the Group in the relevant year in accordance with its accounting policies. Since July 1, 2021, all new contracts in respect of the cloud-based HCM solutions (inclusive of professional services as applicable) were signed directly between the customers and Chengdu WFOE.

The then shareholding structure of our Onshore Holdco upon completion of above Reorganization steps is set out as below:

<u>Shareholder</u>	<u>Number of shares</u>	<u>Approximate percentage of shareholding (%)</u>
Mr. Wang ⁽¹⁾	21,274,997	38.12
Mr. Ji ⁽¹⁾	21,272,996	38.12
Beisen Zongheng ⁽¹⁾	8,000,658	14.34
Beisen Investment ⁽¹⁾	205,000	0.37
Shenzhen Capital	5,051,552	9.05
Total	<u>55,805,203</u>	<u>100.00</u>

(1) After completion of these transfers, Mr. Wang, Mr. Ji, Beisen Zongheng and Beisen Investment, each a party of Onshore Acting-in-concert Agreement, held in aggregate 90.95% in the registered capital in our Onshore Holdco. For details of the Onshore Acting-in-concert Agreement, see “— Acting in Concert Arrangements — Onshore Acting-in-concert Agreement” in this section.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Offshore Reorganization

1. Incorporation of BVI Entities

As part of the offshore Reorganization, the Co-founders and certain shareholders of the Onshore Holdco prior to the Reorganization, set up their BVI entities to hold shares in our Company, details of which are set out as below:

<u>Company Name</u>	<u>Date of incorporation</u>	<u>Shareholders</u>	<u>Equity Interests</u>
Xiasen Limited	April 4, 2018	Mr. Wang	100%
Xisen Limited	April 4, 2018	Mr. Ji	100%
Lotusleaf Limited	September 7, 2018	Ms. Li Lan	100%
Oakridge Beisen Limited . .	September 7, 2018	Ms. Yang Jie	100%
Healthy GHY Limited	September 7, 2018	Mr. Guo Fei	100%
Uohope Limited	September 7, 2018	Mr. Shi Chuan	100%
TJ Huaxin Limited ⁽¹⁾	September 7, 2018	Ms. Song Ci (宋慈) ⁽¹⁾	100%
Xinyin Holdings Limited ⁽²⁾	September 7, 2018	Ms. Du Yao (杜瑤) ⁽²⁾	100%
TJVCM Limited ⁽¹⁾	September 7, 2018	Mr. Hong Lei (洪雷) ⁽¹⁾	100%

(1) Ms. Song Ci and Mr. Hong Lei, through their shareholding platforms, held shares in our Company on behalf of Tianchuang Huaxin and Tianchuang Yingxin, the then shareholders of our Onshore Holdco immediately prior to the Reorganization, as their respective nominees.

(2) Prior to the Reorganization, Ms. Du Yao held equity interests in our Onshore Holdco through Beijing Haoxfeng, one of the Series C Investors of our Onshore Holdco and is ultimately controlled by Ms. Du Yao.

2. Incorporation of Our Company

On April 6, 2018, our Company was incorporated in the Cayman Islands as an exempted company with limited liability and became the ultimate holding company of our Group. Upon incorporation, our Company had an authorized share capital of US\$50,000.00 divided into 500,000,000 ordinary Shares of a par value of US\$0.0001 each. On the same day, our Company allotted and issued 8,011,937 ordinary Shares of a par value of US\$0.0001 each to each of Xiasen Limited and Xisen Limited, respectively.

3. Incorporation of Beisen HK

On April 10, 2018, Beisen HK was incorporated as a limited company in Hong Kong as a direct wholly-owned subsidiary of our Company.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

4. Allotment of Shares to the Shareholders

In order to reflect the shareholding structure of our Onshore Holdco prior to the Reorganization, the Company entered into a series of investment agreements with the Shareholders, pursuant to which, a total of 48,170,845 Shares were issued and allotted by the Company to the Shareholders. Upon completion of the allotment of such Shares, the percentage of the shareholding held by each Shareholder was equivalent to the percentage of shares held by their corresponding onshore entities in our Onshore Holdco prior to the Reorganization, details of which are set out as below:

Shareholders	Class of Shares	Number of Issued Shares	Approximate percentage of shareholding upon the completion of the Reorganization ⁽¹⁾ (%)
Xiasen Limited ⁽²⁾	Ordinary Shares	8,027,937	16.67
	Series C Preferred Shares	102,500	0.21
	Series D Preferred Shares	25,000	0.05
Xisen Limited ⁽³⁾	Ordinary Shares	8,011,937	16.63
	Series C Preferred Shares	102,500	0.21
Jingwei Chuangda ⁽⁴⁾	Series B Preferred Shares	4,789,994	9.94
	Series B-1 Preferred Shares	801,405	1.66
	Series B Preferred Shares	4,195,734	8.71
Max Woods Limited ⁽⁵⁾	Series B-1 Preferred Shares	696,737	1.45
	Series C Preferred Shares	1,511,519	3.14
	Series C Preferred Shares	3,075,066	6.38
Chuangji Investment ⁽⁶⁾	Series D Preferred Shares	1,953,601	4.06
	Series D Preferred Shares	2,442,002	5.07
Beis Investment (BVI) Ltd. ⁽⁷⁾	Series D Preferred Shares	2,442,002	5.07
Zhide One Investment Co. Limited (“Zhide One”) ⁽⁸⁾	Series D Preferred Shares	699,500	1.45
Lotusleaf Limited ⁽⁹⁾	Ordinary Shares	1,104,567	2.29
Oakridge Beisen Limited ⁽¹⁰⁾	Ordinary Shares	701,604	1.46
Healthy GHY Limited ⁽¹¹⁾	Ordinary Shares	701,604	1.46
Uohope Limited ⁽¹²⁾	Series D Preferred Shares	122,100	0.25
TJ Huaxin Limited ⁽¹³⁾	Series B-1 Preferred Shares	622,688	1.29
Xinyin Holdings Limited ⁽¹⁴⁾	Series C Preferred Shares	2,499,998	5.19
TJVCMLimited ⁽¹⁵⁾	Series D Preferred Shares	366,300	0.76
SCGC Holding Company Limited (“SCGC”) ⁽¹⁶⁾	Series A Preferred Shares	5,051,552	10.49
Genesis Capital ⁽¹⁷⁾	Series D Preferred Shares	565,000	1.17
Total		48,170,845	100.00

- (1) The approximate percentage of shareholding upon completion of the Reorganization does not take account of the additional 8,000,658 Shares reserved for ESOP purposes, pursuant to a shareholder resolution of our Company dated September 25, 2018.
- (2) Our Company issued and allotted 16,000 ordinary Shares, 102,500 Series C Preferred Shares and 25,000 Series D Preferred Shares on September 25, 2018 and 8,011,937 ordinary Shares on April 6, 2018, respectively, to Xiasen Limited. Upon completion of the allotment of Shares, the approximate percentages of different classes of Shares held by Xiasen Limited in our Company were equivalent to the aggregated percentages of (i) the shares directly held by Mr. Wang in our Onshore Holdco; (ii) the shares indirectly held by Mr. Wang in our Onshore Holdco through Beisen Investment; and (iii) the total shares transferred to Mr. Wang by Mr. Zhang Jianmin, Ms. Gong Yan, Mr. Meng Fanzhong and Mr. Tu Yonggang during the onshore Reorganization.
- (3) Our Company issued and allotted 102,500 Series C Preferred Shares on September 25, 2018 and 8,011,937 ordinary Shares on April 6, 2018, respectively, to Xisen Limited. Upon completion of the allotment of Shares, the approximate percentages of different classes of Shares held by Xisen Limited in our Company were equivalent to the corresponding percentages of the shares indirectly held by Mr. Ji in our Onshore Holdco through Beisen Investment.
- (4) On September 25, 2018, our Company issued and allotted 4,789,994 Series B Preferred Shares and 801,405 Series B-1 Preferred Shares to Tembusu HZ II Limited, which was incorporated in BVI on March 25, 2015 and is an affiliate of Jingwei Chuangda. On December 6, 2019, Tembusu HZ II Limited transferred all such Shares to Jingwei Chuangda at a cash consideration of RMB32,031,411, which is equivalent to the total amount of investment in our Onshore Holdco by Jingwei Chuangda prior to the Reorganization.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

- (5) On September 25, 2018, our Company issued and allotted 4,195,734 Series B Preferred Shares, 696,737 Series B-1 Preferred Shares and 1,511,519 Series C Preferred Shares to Max Woods Limited, which was incorporated in the Cayman Islands on July 26, 2018 and wholly owned by Beijing Sequoia Huansen Management Consulting Center (Limited Partnership) (北京紅杉樞森管理諮詢中心(有限合夥)), “**Sequoia Huansen**”) and ultimately controlled by Sequoia Huansen’s general partner, Sequoia Capital Equity Investment Management (Tianjin) Co., Ltd. (紅杉資本股權投資管理(天津)有限公司, “**Sequoia Tianjin**”), which also holds controlling position in Sequoia Juye.
- (6) On September 25, 2018, our Company issued and allotted 3,075,066 Series C Preferred Shares and 1,953,601 Series D Preferred Shares to Tembusu Holdings (HK) Limited, which was incorporated in BVI on November 27, 2017 and is an affiliate of Chuangji Investment. On February 28, 2020, Tembusu Holdings (HK) Limited transferred all 3,075,066 Series C Preferred Shares and 1,953,601 Series D Preferred Shares to Chuangji Investment at a cash consideration of RMB129,200,470, which is equivalent to the total amount of investment in our Onshore Holdco by Chuangji Investment prior to the Reorganization.
- (7) On June 1, 2020, our Company issued and allotted 2,442,002 Series D Preferred Shares to Beis Investment (BVI) Ltd., which was incorporated in BVI on August 29, 2018 and wholly owned by Gongqingcheng Yuanxi.
- (8) On September 25, 2018, our Company issued and allotted 699,500 Series D Preferred Shares to Zhide One, which was incorporated in BVI on January 19, 2017 and wholly owned by CICC. Upon completion of the allotment of the Shares, the approximate percentage of the Shares held by Zhide One was equivalent to the percentage of aggregated shares held by CICC and Zhizhan Shanghai in our Onshore Holdco immediately before CICC and Zhizhan Shanghai ceased to be the shareholders of our Onshore Holdco. On April 26, 2021, our Company repurchased 412,000 Series D Preferred Shares from Zhide One at a cash consideration of US\$9,022,800, which was determined based on arm’s length negotiations and fully settled by April 28, 2021, so as to reserve certain Shares for ESOP purposes.
- (9) On November 23, 2018, our Company issued and allotted 1,104,567 ordinary Shares to Lotusleaf Limited, which was incorporated and wholly owned by Ms. Li Lan. On April 4, 2021, our Company repurchased 140,000 ordinary Shares from Lotusleaf Limited at a cash consideration of US\$3,066,000, which was determined based on arm’s length negotiations and fully settled by April 28, 2021, so as to reserve certain Shares for ESOP purposes.
- (10) On November 23, 2018, our Company issued and allotted 701,604 ordinary Shares to Oakridge Beisen Limited, which was incorporated and wholly owned by Ms. Yang Jie.
- (11) On November 23, 2018, our Company issued and allotted 701,604 ordinary Shares to Healthy GHY Limited, which was incorporated and indirectly wholly owned by Mr. Luo Sansheng. On April 4, 2021, our Company repurchased 100,642 ordinary Shares from Healthy GHY Limited at a cash consideration of US\$2,204,059.8, which was determined based on arm’s length negotiations and fully settled by April 28, 2021, so as to reserve certain Shares for ESOP purposes.
- (12) On November 23, 2018, our Company issued and allotted 122,100 Series D Preferred Shares to Uohope Limited, which was incorporated and wholly owned by Mr. Shi Chuan. On April 4, 2021, our Company repurchased 122,100 Series D Preferred Shares from Uohope Limited at a cash consideration of US\$2,673,990, which was determined based on arm’s length negotiations and fully settled by April 28, 2021, so as to reserve certain Shares for ESOP purposes. Since then, Uohope Limited ceased to be a shareholder of the Company.
- (13) On November 23, 2018, our Company issued and allotted 622,688 Series B-1 Preferred Shares to TJ Huaxin Limited, which was incorporated and wholly owned by Tianchuang Huaxin. From September to November 2018, SCC Venture VII Holdco, Ltd. (“**SCC VII**”) and Genesis Capital agreed to acquire 122,331 and 500,357 Series B-1 Preferred Shares held by TJ Huaxin Limited, respectively, and TJ Huaxin Limited ceased to be our shareholders since then, details of which are set out in “—Pre-IPO investments” below.
- (14) On November 23, 2018, our Company issued and allotted 2,499,998 Series C Preferred Shares to Xinyin Holdings Limited, which was incorporated and wholly owned by Ms. Du Yao, a private investor and an Independent Third Party.
- (15) On November 23, 2018, our Company issued and allotted 366,300 Series D Preferred Shares to TJVCM Limited, which was incorporated and wholly owned by Tianchuang Yingxin. On April 9, 2021, Tianchuang Yingxin entered into a capital reduction agreement with our Onshore Holdco and ceased to be the shareholder of our Onshore Holdco, see “—Onshore Reorganization — Reduction of registered capital of our Onshore Holdco” in this section above. On the same date, TJVCM Limited entered into a share repurchase agreement with the Company, pursuant to which, the Company repurchased all shares held by TJVCM Limited at nil consideration. Since then, TJVCM Limited ceased to be a shareholder of the Company.
- (16) On September 25, 2018, our Company issued and allotted 5,051,552 Series A Preferred Shares to SCGC, which was incorporated in BVI on November 16, 2006 and wholly owned by Shenzhen Capital.
- (17) Pursuant to a loan assignment and assumption agreement dated September 25, 2018 among Genesis Capital, Mr. Wang and our Company, Mr. Wang agreed to, among others, assign all of his rights and obligations under the Note Purchase Agreement to our Company and our Company agreed to assume all Mr. Wang’s rights and obligations under the Note Purchase Agreement. As such, on the same day, the Company issued and allotted an aggregate of 565,000 Series D Preferred Shares to Genesis Capital. Upon completion of the allotment of the Shares, the approximate percentage of the Shares held by Genesis Capital was equivalent to the percentage of aggregated shares held by the NEEQ Market Makers in our Onshore Holdco immediately before they ceased to be the shareholders of our Onshore Holdco.

5. Contractual Arrangements

In order to comply with PRC laws and regulations while availing ourselves of capital markets and maintaining effective control over all of our PRC operations, on September 25, 2018, Beijing WFOE entered into the Contractual Arrangements with our Onshore Holdco, its respective registered shareholders, which were restated and amended on August 13, 2020, April 9, 2021 and December 27, 2021. Through the Contractual Arrangements, Beijing WFOE is able to exercise effective control over the operations of, and become entitled to all the economic benefits derived from the operation of our Onshore Holdco and our Onshore Holdco’s subsidiaries. See “Contractual Arrangements” for details.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Our PRC Legal Advisor has confirmed that the share transfers, reorganizations and changes in registered capital as part of the Reorganization in respect of the PRC companies in our Group as described above have been properly and legally completed in all material aspects in accordance with PRC laws and regulations and all material regulatory approvals in relation to the Reorganization have been obtained in accordance with PRC laws and regulations.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

PRE-IPO INVESTMENTS

Principal Terms of the Pre-IPO Investments

The below table summarizes the principal terms of the Pre-IPO Investments:

	Series Angel	Series A	Series B	Series B-1	Series C	Series D	Series E ⁽⁸⁾	Series F ⁽¹⁰⁾
Cost per Preferred Share paid	RMB8.00	RMB8.00 ⁽²⁾	RMB9.60 ⁽²⁾⁽³⁾ or RMB22.50 ⁽³⁾⁽⁴⁾	RMB45.00 ⁽⁴⁾⁽⁵⁾	RMB71.84 ⁽⁵⁾⁽⁶⁾	RMB40.95 ⁽⁶⁾⁽⁷⁾	US\$9.59 ⁽⁷⁾⁽⁹⁾	US\$24.3658 ⁽⁹⁾⁽¹¹⁾
Corresponding post-money valuation of Onshore Holdco (in the case of the Series A to Series D investment) or our Company (in the case of the Series E and Series F Investment)								
Date of the agreements	January 2010	March 2010 and December 2010	December 2012 and March 2013	December 2014	July 2015	March 2017 and June 2017	September 2018 and November 2018	April 2021
Funds raised by our Group/ amount of consideration paid (approximation)		RMB57,000,000.00	RMB187,000,000.00	RMB410,000,000.00	RMB800,000,000.00 ⁽⁶⁾	RMB2,300,000,000.00 ⁽⁶⁾	US\$611,138,913.27	US\$1,860,000,000.00
Date on which the investment was fully settled	February 2010	May 2011	April 2014	February 2015	July 2015	August 2017	November 2018	April 2021
Basis of determination of the consideration								
Lock-up								
Discount to the Offer Price (approximation) ⁽¹⁾	99.39%	99.39%	99.27% or 98.28%	96.56%	94.52%	84.34%	74.65%	35.60%
Use of proceeds from the Pre-IPO Investments								

The consideration for each round of Pre-IPO Investments was determined based on arm's length negotiation between the respective Pre-IPO Investors and our Group after taking into consideration the timing of the Pre-IPO Investments and the status of our business operations.

Each of Lotusleaf Limited, Oakridge Beisen Limited, Healthy GHY Limited, Xinyin Holdings Limited, Matrix V, Matrix V-A, Jingwei Chuangda, Chuangji Investment, Space Trek L.P., Max Woods Limited, SCC VII, SCC VI, Genesis Capital, Beis Investment (BVI) Ltd., Zhide One and SCGC (individually and collectively, the "Lock-up Investor(s)"), has entered into a deed of lock-up undertaking in favor of the Joint Sponsors, the Overall Coordinators and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) respectively, pursuant to which each of the Lock-up Investors agrees whether directly or indirectly, at any time during the period of six months from the Listing Date, not to dispose of any of the Shares it held. For further information about the aforementioned lock-up arrangements, see "Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering—Undertakings by Matrix V, Matrix V-A, Jingwei Chuangda, Chuangji Investment and Space Trek L.P."; "Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering—Undertakings by Max Woods Limited, SCC VII and SCC VI"; "Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering—Undertakings by Certain of Our Shareholders"; "Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering—Undertakings by Genesis Capital and Beis Investment (BVI) Ltd."; "Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering—Undertakings by Zhide One" and "Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering—Undertakings by SCGC".

We utilized the proceeds for the principal business of our Group as approved by the Board, including, but not limited to, research and development activities, the growth and expansion of our Company's business and general working capital purposes/upgrading our integrated cloud-based HCM solutions, enhancing our customer success and service, enhancing capabilities, product and technology development capabilities, sales and marketing and working capital and other general corporate purposes in accordance with the budget approved by the Board. As of the Latest Practicable Date, approximately 100% of the net proceeds from the Pre-IPO Investments has been utilized.

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	Series Angel	Series A	Series B	Series B-1	Series C	Series D	Series E ⁽⁸⁾	Series F ⁽¹⁰⁾
Strategic benefit from the Pre-IPO Investments to our Group	At the time of the Pre-IPO Investments, our Directors were of the view that our Group could benefit from the additional capital that would be provided by the Pre-IPO Investors' investments in our Group and the Pre-IPO Investors' knowledge and experience. Our Pre-IPO Investors include well-known investors covering various industries, some of which are especially experienced in information technology industry. Our Pre-IPO Investors who can share their experience on brand building and market expansion as well as their insight on business strategies workplace operations, along with professional institutional investors who can provide us with professional advice on our Group's corporate governance, financial reporting and internal control. Moreover, our Directors were also of the view that our Company could benefit from the Pre-IPO Investments as the Pre-IPO Investors' investments demonstrated their confidence in the operations of our Company and served as an endorsement of our Company's performance, strengths and prospects.							
Conversion rights	Each Preferred Share shall be automatically converted into Shares at the then effective applicable conversion price immediately before completion of the Global Offering.							
Dividends rights	Prior and in preference to any declaration or payment of any dividend on the Ordinary Shares, each holder of the Preferred Shares shall be entitled to receive dividends in proportion to the shareholding percentage of such holder in respect of Preferred Shares held by it (calculated on a fully-diluted and as-converted basis) in all the then outstanding Shares of the Company. See Note 31 of the Accountant's Report set out in the Appendix I to this Prospectus for details.							
Redemption rights	In certain event, each Preferred Shares shall be redeemable at the option of each holder of the Preferred Shares, unless such redemption right is suspended or terminated. See "—Special Rights of the Pre-IPO Investors" below in this section and Note 31 of the Accountant's Report set out in the Appendix I to this Prospectus for details.							
Liquidation preferences	Upon any liquidation (including deemed liquidation), dissolution or winding up of the Company and/or any Group member, either voluntary or involuntary, holders of the Preferred Shares shall be entitled to receive distributions in the manner depending on which kind of Preferred Shares they hold. See Note 31 of the Accountant's Report set out in the Appendix I to this Prospectus for details.							
Voting rights	Subject to the memorandum and articles of association of our Company, each Preferred Shares shall carry such number of votes as is equal to the number of votes or Ordinary Shares into which such series of Preferred Shares could be converted. Holders of the Ordinary Shares and Preferred Shares shall vote together and not as separate classes. See Note 31 of the Accountant's Report set out in the Appendix I to this Prospectus for details.							
<i>Notes:</i>								
(1)	The discount to the Offer Price is calculated based on the assumption that the Offer Price is HK\$29.7 per Share, assuming that the Share Subdivision and the conversion of the Preferred Shares into Shares on a one-to-one basis have been completed prior to the Listing.							
(2)	The difference between the cost per Preferred Share paid for the Series A Investments and Series B Investments is primarily due to the commencement of our SaaS business by (i) successful releasing of and integrated information transformation between the Recruitment Cloud, Succession Cloud and Performance Management Cloud and (ii) our commencement of the construction of an integrated software for management.							
(3)	The difference between the cost per Preferred Share paid for the Series B Investments is primarily due to our successful release of an integrated talent management cloud platform.							
(4)	In 2011, each of Mr. Wang and Mr. Ji, transferred registered capital of RMB156,250 at a cash consideration of RMB1,500,000 to Ms. Yangjie and Mr. Luo Sansheng, each an Independent Third Party, respectively. The difference between the cost per Preferred Share paid for the Series B Investments and Series B-1 Investments is primarily due to the launch of Recruitment Cloud and our rapid growth to become one of the leading companies in the industry.							
(5)	The difference between the cost per Preferred Share paid for the Series B-1 Investments and Series C Investments is primarily due to (i) the investment in PaaS Core HCM and (ii) the Group's revenue exceeding RMB100 million for the relevant period.							
(6)	As the registered share capital of the Onshore Holdco increased from RMB11,135,191 to RMB50,000,000 (50,000,000 shares with a nominal value of RMB1 per share) upon the completion of its conversion into joint stock limited company (the "Conversion"), each of its then shareholders subscribed for certain registered share capital in proportion to their then respective interests held in the registered capital of the Onshore Holdco before the Conversion, leading to a notional decline of price per share. In fact, and to the contrary of the notional decline, the post money valuation of our Onshore Holdco increased from RMB800 million after Series C Investments to RMB2,300 million after Series D Investments, mainly attributable to the (i) successful launch of the Core HCM Solutions after Series C round of Pre-IPO Investments, (ii) the Group's revenue exceeding RMB200 million for the relevant period and (iii) the listing of the Company's shares on the NEEQ in April 2016.							
(7)	The difference between the cost per Preferred Share paid for the Series D Investments and Series E Investments is primarily due to the (i) improvement of integrity of cloud-based HCM solutions and (ii) the Group's revenue exceeding RMB300 million.							
(8)	From September to November 2018, our Company attracted Series E investments from several professional investment institutions ("Series E Investments"), among which (i) SCC VII, an Independent Third Party, agreed to subscribe for 987,129 Series E Preferred Shares, representing 1.61% of the enlarged share capital, by way of capital injection for an aggregate cash consideration of US\$9,462,648.17, and agreed to acquire 133,983 ordinary Shares and 122,331 Series B-1 Preferred Shares from Lotusleaf Limited and TJ Huaxin Limited respectively at a cash consideration of							

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

US\$956,432.08 and US\$873,257.98 respectively; (ii) Genesis Capital, agreed to subscribe for 4,037,530 Series E Preferred Shares, representing 6.60% of the enlarged share capital, by way of capital injection for an aggregate cash consideration of US\$38,703,869.38, and agreed to acquire 326,454 ordinary Shares and 500,357 Series B-1 Preferred Shares from Lotusleaf Limited, Healthy GHY Limited and TJ Huaxin Limited respectively at a cash consideration of US\$2,330,382.17, US\$1,581,590.40 and US\$3,571,776.35 respectively; and (iii) Matrix Partners China V Hong Kong Limited (“**Matrix HK**”), an Independent Third Party, agreed to subscribe for 2,556,936 Series E Preferred Shares, representing 4.80% of the enlarged share capital, by way of capital injection for an aggregate cash consideration of US\$24,510,857.26, and agreed to acquire 364,521 ordinary Shares, 50,000 ordinary Shares and 50,000 ordinary Shares from Lotusleaf Limited, Healthy GHY Limited, Xiasen Limited and Xisen Limited respectively at a cash consideration of US\$2,602,119.14, US\$1,423,430.65, US\$356,923.08 and US\$356,923.08 respectively. The consideration of Series E investments was determined after arm’s length negotiations among relevant parties with reference to the timing of the investments and the prospect of the business of our Company and was fully settled by December 7, 2018.

- (9) The difference between the cost per Preferred Share paid for the Series E Investments and Series F Investments is primarily due to (i) the official openness of our the PaaS infrastructure to certain selected customers, (ii) the launch of our third-party application store, (iii) the completion of the construction of an integrated product system, (iv) the launch of iTalentX, and (v) the increase in revenues of the Group and the increase in the portion of subscriptions to our cloud-based HCM solutions accounted for therein, for the relevant financial period. For details, see “Financial Information”.
- (10) In April, 2021, our Company attracted Series F investments from several professional investment institutions (“**Series F Investments**”), among which SCGC, SVF II Cortex Subco (DE) LLC (“**SVF Subco**”), Mercer Investment (Singapore) Pte. Ltd. (“**Mercer**”), Bargate Investment Holdings One Limited (“**Bargate**”), Fidelity China Special Situations PLC (“**FCSSP**”), Fidelity Funds, Fidelity Investment Funds, Space Trek L.P., Matrix HK, GC HCM (BVI) Limited (“**GC BVI**”), GC HCM Holdings Limited (“**GC Holdings**”) and SCC Growth VI Holdco E, Ltd. (“**SCC VI**”), each an Independent Third Party, (“**Series F investors**”) agreed to subscribe for, in aggregate, approximately 15.50% of the equity interest in our Company by way of capital injection for an aggregate cash consideration of US\$260,000,000. SCGC, SVF Subco, Mercer, Bargate, FCSSP, Fidelity Funds, Space Trek L.P., Matrix HK, GC BVI, GC Holdings and SCC VI paid a consideration of US\$10,000,000, US\$100,000,000, US\$30,000,000, US\$16,174,219, US\$13,451,629, US\$374,152, US\$20,000,000, US\$10,000,000, US\$8,000,000, US\$5,000,000 and US\$17,000,000 respectively, to subscribe for approximately 0.60%, 5.96%, 1.79%, 0.96%, 1.79%, 0.80%, 0.02%, 1.19%, 0.60%, 0.48%, 0.30% and 1.02% of the equity interest in our Company. The consideration of Series F Investments was determined after arm’s length negotiations among relevant parties with reference to the timing of the investments and the prospect of the business of our Company and was fully settled on April 26, 2021.

Special Rights of the Pre-IPO Investors

Our Company and, among others, the Pre-IPO Investors entered into a shareholder agreement dated April 9, 2021 and the amendment agreement to the shareholder agreement, dated December 31, 2021 (together, the “**Latest Shareholders Agreement**”), pursuant to which certain shareholder rights were agreed among the parties. Pursuant to the Latest Shareholders Agreement, including relevant amendments, and the then memorandum and articles of association of our Company, certain Pre-IPO Investors have, among other rights, (i) information rights; (ii) the right to elect directors; (iii) redemption rights; (iv) right of first-refusal; (v) right of co-sale; and (vi) prior consent to corporate actions.

The redemption rights under the Latest Shareholders Agreement and the then memorandum and articles of association of our Company have been suspended immediately prior to the date of the Company’s submission of our application for the Listing. The timeline for the redemption is that any divestment is suspended before the listing application and it only becomes exercisable if the listing does not take place and will be terminated upon Listing. The redemption rights shall be automatically restored and immediately resume to be exercisable upon the earliest of, among other scenarios, (i) the withdrawal, rejection, return or lapse of the listing application by our Company; or (ii) occurrence of any event which would render the Company unable to comply with the requirements for Listing; or (iii) the occurrence of any other events which result in the Listing not taking place; or (iv) the expiry of 12 months from the day of the application for the Listing. All other special rights of the Pre-IPO Investors granted under the foregoing documents will be automatically terminated upon the completion of the Listing. No special rights granted to the Pre-IPO Investors will survive after the Listing.

Under the Latest Shareholders Agreement and other effective constitutional documents of the Company, it has also been agreed among the Pre-IPO Investors and the Company that the Global Offering must give an implied pre-money valuation of the Company of US\$3.0 billion or more. Based on the information disclosed in the section headed “Structure of the Global Offering” in this Prospectus, the Directors of the Company confirm that this Global Offering meets the aforesaid criterion.

Information about Our Pre-IPO Investors

The background information of our Pre-IPO Investors is set out below.

Jingwei Chuangda is a limited liability partnership established in the PRC with Hangzhou Jingwei Tengchuang Investment Management Partnership (Limited Partnership) (杭州經緯騰創投資管理合夥企業(有限合夥)), whose general partner is Shanghai Jingwei Equity Investment Management Co., Ltd. (上海經為股權投資管理有限公司, “**Shanghai Jingwei**”), acting as its general partner. Jingwei Chuangda has 17 limited partners, none of whom holds more than one third of the partnership interest of Jingwei Chuangda. **Chuangji Investment** is a limited liability partnership established in the PRC with Shanghai Changchuang Investment Management Partnership (Limited Partnership) (上海昶創投資管理合夥企業(有限合夥)), whose general partner is Shanghai Jingsheng Investment Management Co., Ltd. (上海經勝投資管理有限公司, “**Shanghai Jingsheng**”), acting as its general partner. Chuangji Investment has 42 limited partners, none of whom holds more than one third of the partnership interest of Chuangji Investment. Both Shanghai Jingwei and Shanghai Jingsheng are investment companies ultimately controlled by Mr. Zuo Lingye. Jingwei Chuangda and Chuangji Investment will collectively hold more than 10% of the total issued Shares upon the Listing. Jingwei Chuangda is a venture capital fund with a primary purpose of making investments in the PRC, mainly focusing on companies in

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SAAS, B2B platforms, advanced technology, mobile internet and healthcare sectors. Chuangji Investment is a venture capital fund with a primary purpose of making investments in the PRC, mainly focusing on companies in SAAS, B2B platforms, advanced technology, mobile internet and healthcare sectors.

Matrix Partners China V, L.P. (“**Matrix V**”) and **Matrix Partners China V-A, L.P.** (“**Matrix V-A**”), each an exempted limited partnership incorporated under the laws of the Cayman Islands, of which the general partner is Matrix China Management V, L.P., whose general partner is Matrix China V GP GP, Ltd. Matrix V has 52 limited partners, none of whom holds more than one third of the partnership interest of Matrix V. Matrix V-A has 72 limited partners, none of whom holds more than one third of the partnership interest of Matrix V-A. Timothy A. Barrows, David Ying Zhang, David Su and Ho Kee Harry Man are directors of Matrix China V GP GP, Ltd. and are deemed to have shared investment voting power over the shares held by Matrix V and Matrix V-A. To the best knowledge of our Directors, each of Matrix V and its limited partners, Matrix V-A and its limited partners, Timothy A. Barrows, David Ying Zhang, David Su and Ho Kee Harry Man is an Independent Third Party. Matrix V and Matrix V-A are venture capital funds with a primary purpose of making investments in the PRC, mainly focusing on companies in the advanced technology, mobile Internet, healthcare and consumer sectors.

Space Trek L.P., an exempted limited partnership incorporated under the laws of the Cayman Islands, of which the general partner is Space Trek Management, L.P., whose general partner is Space Trek GP GP, Ltd. Space Trek L.P. has 5 limited partners, among whom Anatole Partners Master Fund, L.P. holds 54.90% of the partnership interest of Space Trek L.P. and none of the other limited partners holds more than one third of the partnership interest of Space Trek L.P. Ms. Liu Xiaoning and Mr. Yan Xubin are directors of Space Trek GP GP, Ltd. and are deemed to have shared investment voting power over the shares held by Space Trek L.P. To the best knowledge of our Directors, each of Space Trek L.P. and its limited partners, Ms. Liu Xiaoning, Mr. Yan Xubin, Space Trek Management, L.P. and Space Trek GP GP, Ltd. is an Independent Third Party. Space Trek L.P. is a venture capital fund making investment in SAAS sector.

Genesis Capital is an exempted limited partnership established in the Cayman Islands in July 2015, whose general partner is Genesis Capital Ltd. Genesis Capital has 42 limited partners, none of whom holds more than one third of the partnership interest of Genesis Capital. Genesis Capital Ltd. is wholly owned by Yuan Capital Ltd. and thus in turn wholly owned by Mr. Peng Zhijian. To the best knowledge of our Directors, each of Genesis Capital and its limited partners, Genesis Capital Ltd., Yuan Capital and Mr. Peng Zhijian is an Independent Third Party. Genesis Capital is primarily engaging in investing in equity and equity-related securities of growth and late stage entities in China.

Beis Investment (BVI) Ltd., a company incorporated in BVI on August 29, 2018 with limited liability, is wholly-owned by Gongqingcheng Yuanxi. The general partner of Gongqingcheng Yuanxi is Gongqingcheng Yuande Investment Management Partnership (Limited Partnership) (共青城元德投資管理合夥企業 (有限合夥), “**Gongqingcheng Yuande**”), with Gongqingcheng Yuansheng Investment Management Co., Ltd. (共青城元生投資管理有限公司) acting as its general partner, is ultimately controlled by Mr. Peng Xueqin and Mr. Peng Honghong. Gongqingcheng Yuanxi has 21 limited partners, none of which holds more than one third of the partnership interest of Gongqingcheng Yuande. To the best knowledge of our Directors, each of Beis Investment (BVI) Ltd., Gongqingcheng Yuanxi and its limited partners, Gongqingcheng Yuande, Gongqingcheng Yuansheng Investment Management Co., Ltd., Mr. Peng Xueqin and Mr. Peng Honghong is an Independent Third Party. Beis

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Investment (BVI) Ltd. is primarily engaging in investing in equity and equity-related securities of growth and late stage entities in China.

Max Woods Limited, an investment fund incorporated in the Cayman Islands on July 26, 2018, is wholly owned by Beijing Sequoia Huansen Management Consulting Center (Limited Partnership) (北京紅杉桓森管理諮詢中心 (有限合夥), “**Sequoia Huansen**”) The general partner of Sequoia Huansen is Tianjin Sequoia Juye Equity Investment Partnership (Limited Partnership) (天津紅杉聚業股權投資合夥企業 (有限合夥)), which is ultimately controlled by Sequoia Capital Equity Investment Management (Tianjin) Co., Ltd. (紅杉資本股權投資管理 (天津) 有限公司, “**Sequoia Tianjin**”), which is the sole limited partner of Sequoia Huansen. Sequoia Tianjin is owned as to 70% by Mr. Zhou Kui and 30% by Mr. Zhang Lianqing, each of whom is the ultimate beneficial owner of Max Woods Limited. To the best knowledge of our Directors, each of Max Woods Limited, Sequoia Huansen, Tianjin Sequoia Juye Equity Investment Partnership (Limited Partnership), Mr. Zhou Kui and Mr. Zhang Lianqing is an Independent Third Party.

SCC VII, an exempted company with limited liability incorporated in the Cayman Islands, is wholly owned by Sequoia Capital China Venture Fund VII, L.P. (“**Sequoia Venture VII**”), whose general partner is SC China Venture VII Management, L.P. (“**SC Venture VII**”). **SCC VI**, an exempted company with limited liability incorporated in the Cayman Islands, is wholly owned by Sequoia Capital China Growth Fund VI, L.P. (“**Sequoia Growth VI**”), whose general partner is SC China Growth VI Management, L.P. (“**SC Growth VI**”). The general partner of SC Venture VII and SC Growth VI is SC China Holding Limited (“**SC Holding**”), a wholly-owned subsidiary of SNP China Enterprises Limited (“**SNP**”), whose sole shareholder is Mr. Neil Nanpeng Shen. To the best knowledge of our Directors, each of Sequoia Venture VII, SC Venture VII, Sequoia Growth VI, SC Growth VI, SC Holding, SNP and Mr. Neil Nanpeng Shen is an Independent Third Party.

SCGC, a company incorporated under the laws of the BVI, is a wholly-owned subsidiary of Shenzhen Capital by holding shares indirectly through Shenzhen Capital (Hong Kong) Company Limited. Shenzhen Capital, one of the registered shareholders of our Onshore Holdco holding 9.05% of equity interests, is a limited liability company established by the Shenzhen Municipal Government with a focus on venture capital investment to nurture entrepreneurship and innovation. The ultimate beneficial owner of SCGC is Shenzhen Municipal Government. To the best knowledge of our Directors, each of SCGC, Shenzhen Capital, Shenzhen Capital (Hong Kong) Company Limited and Shenzhen Municipal Government is an Independent Third Party. SCGC is primarily engaging in venture capital investment in several sectors, such as information technology, intelligence manufacture, internet and biotech.

Zhide One is a limited company incorporated in Hong Kong on January 19, 2017 and wholly owned by CICC, a public company listed on both Shanghai Stock Exchange (601995.SH) and Hong Kong Stock Exchange (3908.HK), which, to the best knowledge of our Directors, is an Independent Third Party.

West Street Global Growth Partners (Singapore) Pte. Ltd. (“**WS Growth**”), **West Street Global Growth Partners Emp (Singapore) Pte. Ltd.** (“**WS Emp**”) and **Goldman Sachs Asia Strategic II Pte. Ltd.** (“**GS II**”) are private companies limited by shares incorporated in the Republic of Singapore on March 31, 2021, May 20, 2021, and April 4, 2019, respectively. WS Growth, WS Emp and GS II are affiliates of The Goldman Sachs Group, Inc., a company incorporated under the laws of Delaware and whose shares are listed on the NYSE (stock symbol: GS), which, to the best knowledge of our Directors, is an Independent Third Party.

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FCSSP, a closed-ended investment company incorporated in England and Wales, **Fidelity Investment Funds**, an open-ended investment company with variable capital incorporated in England and Wales, and **Fidelity Funds**, an open-ended investment company established in Luxembourg as a SICAV (société d'investissement à capital variable), are advised or sub-advised by FIL Investment Management (Hong Kong) Limited, which are ultimately controlled by FIL Limited. FIL Limited is controlled by Pandanus Partners L.P., whose general partner is Pandanus Associates Inc. To the best knowledge of our Directors, each of FIL Investment Management (Hong Kong) Limited, FIL Limited, Pandanus Partners L.P. and Pandanus Associates Inc. is an Independent Third Party. FCSSP invests primarily in securities issued by companies listed in China and Chinese companies listed elsewhere with the investment objective of long-term capital growth. Fidelity Funds invests in securities in different geographical areas and currencies, with the investment objective of capital growth and/or income. Fidelity Investment Funds invests in securities in a wide range of markets with the investment objective of revenue and/or capital growth over the medium to long term.

SVF II Bandicoot (DE) LLC (“SVF Bandicoot”), a company incorporated in Delaware, United States, is directly owned by SVF II Investment Holdings (Subco) LLC. The sole member of SVF II Investment Holdings (Subco) LLC is SVF II Investment Holdings LLC, which is controlled by SVF II Holdings (DE) LLC. The sole member of SVF II Holdings (DE) LLC is SVF II Aggregator (Jersey) L.P., whose general partner is SVF II GP (Jersey) Limited and sole limited partner is SoftBank Vision Fund II-2 L.P., both of which are in turn ultimately wholly owned by SoftBank Group Corp., a company listed on Tokyo Stock Exchange (stock code: 9984). To the best knowledge of our Directors, each of SVF II Investment Holdings (Subco) LLC, SVF II Investment Holdings LLC, SVF II Holdings (DE) LLC, SVF II Aggregator (Jersey) L.P., SVF II GP (Jersey) Limited, SoftBank Vision Fund II-2 L.P. and SoftBank Group Corp. is an Independent Third Party.

Bargate is an investment holding company incorporated under the laws of the BVI in March 2021. As of the Latest Practicable Date, Bargate is wholly-owned by Primavera Capital Fund III L.P., which is controlled by its general partner, Primavera Capital GP III Ltd. Primavera Capital GP III Ltd. (together with its affiliated companies, “**Primavera Capital Group**”) is controlled by Fred Zulu Hu, Richard Alvah Ruffer Jr. and Leon Dwayne Rhule. Primavera Capital Group mainly engages in equity investment focusing on high-tech, healthcare, and consumer companies. To the best knowledge of our Directors, each of Bargate, Primavera Capital Fund III L.P., Primavera Capital GP III Ltd., Fred Zulu Hu, Richard Alvah Ruffer Jr. and Leon Dwayne Rhule is an Independent Third Party.

GC HCM (BVI) Limited is a company incorporated in the BVI on March 25, 2021 with limited liability. Quick Idea Investments Limited, a wholly-owned subsidiary of G-Resources Group Limited, owns 100% of the equity interest in GC HCM (BVI) Limited. G-Resources Group Limited is a company with limited liability incorporated under the laws of Bermuda principally engaging in financial services business, principal investment business and real property business, whose shares are listed on the Main Board of the Stock Exchange (stock code: 1051). To the best knowledge of our Directors, each of the GC HCM (BVI) Limited, Quick Idea Investments Limited and G-Resources Group Limited is an Independent Third Party.

GC HCM Holdings Limited is an exempted company with limited liability incorporated in the Cayman Islands on March 25, 2021 and wholly-owned by Gaocheng Fund I, L.P. The general partner of Gaocheng Fund I, L.P. is Gaocheng Holdings GP, Ltd, which is ultimately controlled by Ms. Hong Jing. Gaocheng Fund I, L.P. has 56 limited partners, none of whom holds more than one third of the partnership interest of Gaocheng Fund I, L.P. To the best knowledge of our Directors, each of GC

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HCM Holdings Limited, Gaocheng Fund I, L.P. and its limited partners, Gaocheng Holdings GP, Ltd and Ms. Hong Jing is an Independent Third Party. GC HCM Holdings Limited is primarily engaging in equity investment in enterprise service and technology innovation.

COMPLIANCE WITH INTERIM GUIDANCE AND GUIDANCE LETTERS

On the basis that (i) the consideration for the Pre-IPO Investments was settled more than 28 clear days before the date of our first submission of the listing application in relation to the Listing to the Stock Exchange; and (ii) the customary special rights granted to the Pre-IPO Investors shall be suspended upon submission of a listing application and/or will be terminated upon Listing, as the case may be, the Joint Sponsors have confirmed that the Pre-IPO Investments are in compliance with the Interim Guidance (HKEx-GL29-12) and the Guidance Letters HKEx-GL43-12 and HKEx-GL44-12 issued by the Stock Exchange.

DISPOSAL AND DEREGISTRATION OF CERTAIN SUBSIDIARIES

In order to streamline our business, we also disposed and deregister certain subsidiaries, and details of which are summarized as below. Our Directors confirmed that there were not any material non-compliance, administrative fines or penalty against the following subsidiaries before the disposals and deregistration. Other than Ruizheng HR Management and Beisen Shengya, none of the subsidiaries that were disposed of or deregistered by us during the Track Record Period contributed to more than 5% of our Group's total revenues in each fiscal year throughout the Track Record Period.

Sen Yun Technology

Sen Yun Technology was established in May 2017 in the PRC, which is primarily engaged in the provision of OKR software and related services. Sen Yun Technology was a wholly-owned subsidiary of our Onshore Holdco. In July 2018, as part of business reorganization plan to streamline its business, our Onshore Holdco transferred all its equity interests in Sen Yun Technology to Beijing Black Mirror, of which our Onshore Holdco and Mr. Zhang, who served as the director of our Onshore Holdco from April 2013 to June 2021 and the chief technology officer of our Onshore Holdco from November 2009 to May 2018, were then interested in approximately 18% and 82% of its registered capital respectively, at the consideration of RMB1 million. Our Onshore Holdco acquired the said 18% equity interests in Beijing Black Mirror with a cash consideration of RMB2 million. The consideration, which was settled on June 7, 2018, was negotiated on an arm's length basis with reference to the then registered capital of Sen Yun Technology. Upon completion of the transfer of equity interests, Sen Yun Technology ceased to be a consolidated subsidiary of our Onshore Holdco. As of the Latest Practicable Date, our Onshore Holdco holds approximately 10.2% equity interests of Beijing Black Mirror, which operates OKR software and related services business through Sen Yun Technology. We decided to invest in Beijing Black Mirror primarily because we believed it offers products and services and has developed proprietary technologies that are complementary to ours, allowing us to better serve customers and more efficiently tap into our target markets. For details, see "Financial Information—Discussion of Certain Key Balance Sheet Items—Financial Assets at Fair Value through Profit or Loss."

Our Onshore Holdco designated the remaining 18% equity interests in Beijing Black Mirror as its financial assets measured at fair value through profit or loss.

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Our Directors are of the view that Sen Yun Technology did not suffer from any material fluctuation of its financial performance before its disposal, and the disposal of Sen Yun Technology does not have material adverse impact on our business or financial performance.

Ruizheng HR Management

Ruizheng HR Management was established in October 2009 in the PRC, which is primarily engaged in human resources consulting services. Upon commencement of the Track Record Period, Ruizheng HR Management was interested as to 51% by our Onshore Holdco as its consolidated subsidiary. On August 15, 2019 and May 20, 2020, as part of business reorganization plan to focus on its main cloud-based human capital management solutions business, our Onshore Holdco entered into two equity interests transfer agreements with Tianjin Lingrui Zhengxing Enterprise Management Consulting Center (Limited Partnership) (天津領睿正行企業管理諮詢中心(有限合夥)), “**Tianjin Lingrui**”), a minority shareholder of Ruizheng HR Management which held approximately 6.2% of the shares in Ruizheng HR Management prior to the transfer of equity interests, pursuant to which, Onshore Holdco first transferred its 33% equity interests and then the rest 18% equity interests in Ruizheng HR Management to Tianjin Lingrui at the considerations of RMB4.95 million and RMB2.7 million, respectively. The considerations, which were settled on July 20, 2020, were negotiated on an arm’s length basis with references to the net asset value of Ruizheng HR Management as of October 31, 2019 prepared by an independent valuer. Upon completion of the transfer of equity interests, Ruizheng HR Management ceased to be a subsidiary of our Onshore Holdco. See Note 8(a) of the Accountant’s Report attached in the Appendix I to this Prospectus for details.

Our Directors are of the view that Ruizheng HR Management did not suffer from any material fluctuation of its financial performance before its disposal, and the disposal does not have material adverse impact on our business or financial performance.

Beisen Shengya

Beisen Shengya was established in April 2009 in the PRC, which was primarily engaged in the provision of career planning services. Beisen Shengya was a wholly-owned subsidiary of our Onshore Holdco. On September 6, 2021, as part of business reorganization plan to focus on its main cloud-based human capital management solutions business, our Onshore Holdco transferred 42% and 42% of its equity interests in Beisen Shengya to Hainan Shengya Enterprise Information Consulting Center Limited Partnership (海南笙芽企業信息諮詢中心合夥企業(有限合夥)), “**Hainan Shengya**”) and Hainan Senya Investment Co., Ltd. (海南森涯投資有限公司, “**Hainan Senya**”), both of which are Independent Third Parties, respectively, at a consideration of RMB3,973,158 respectively, RMB7,946,316 in total. The considerations, which were fully settled on January 4, 2022, were negotiated on an arm’s length basis with reference to the then registered capital of Beisen Shengya. Upon completion of the transfer of equity interests, Beisen Shengya ceased to be a consolidated subsidiary of our Onshore Holdco. On June 30, 2022, our Onshore Holdco further transferred its remaining 16% equity interests in Beisen Shengya to Hainan Senya at a consideration of RMB1,520,000, which was negotiated on arm’s length basis with reference to the then registered capital of Beisen Shengya. The relevant registration formalities was completed on July 6, 2022. Since then, our Group ceased to hold any equity interest in Beisen Shengya.

Our Directors are of the view that Beisen Shengya did not suffer from any material fluctuation of its financial performance from the beginning of the Track Record Period and up to the completion of

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its disposal, and the disposal does not have material adverse impact on our business or financial performance. For details of the impacts on our financial performance as a results of the disposal of Beisen Shengya, see “Financial information—Description of major components of our results of operations”.

Sichuan Sendou

Sichuan Sendou Traveling Agency Co., Ltd. (四川森豆旅行社有限公司, “**Sichuan Sendou**”) was established in June 2017 in the PRC and was intended to be engaged in the provision of employee benefits services. Sichuan Sendou was a wholly-owned subsidiary of our Onshore Holdco. As part of business reorganization plan to streamline its business, our Onshore Holdco filed the application to deregister Sichuan Sendou with local regulatory authorities, which was approved and completed on January 19, 2021.

Given that Sichuan Sendou had not operated any business since its establishment and up to its deregistration. Accordingly, our Directors are of the view that the deregistration of Sichuan Sendou does not have any adverse impact on our business or financial performance.

Zhenjiang Sendou

Zhenjiang Sendou Traveling Agency Co., Ltd. (鎮江森豆旅行社有限公司, “**Zhenjiang Sendou**”) was established in July 2019 in the PRC and was primarily engaged in the provision of employee benefits services within the Group. Zhenjiang Sendou was a wholly-owned subsidiary of our Onshore Holdco. As part of business reorganization plan to streamline its business, our Onshore Holdco filed the application to deregister Zhenjiang Sendou with local regulatory authorities, which was approved and completed on March 30, 2021.

During the Track Record Period and up to the deregistration of Zhenjiang Sendou, our Group had not recognized any revenue from its business operation. Thus, our Directors are of the view that the deregistration of Zhenjiang Sendou was conducted in order to streamline our business and does not have material adverse impact on our business or financial performance.

Hangzhou Beisen

Hangzhou Beisen was established in July 2014 in the PRC and was primarily engaged in the sales of SaaS products and provision of cloud computing and related technology services. Hangzhou Beisen was a wholly-owned subsidiary of our Onshore Holdco. As part of business reorganization plan to optimize its business, the business and staffs of Hangzhou Beisen were moved to the newly established local branches of our Onshore Holdco and our Onshore Holdco filed the application to deregister Hangzhou Beisen with local regulatory authorities, which was approved and completed on December 8, 2021.

During the Track Record Period and up to the deregistration of Hangzhou Beisen, our Directors noted that there was a trend of decline in the revenue contribution of Hangzhou Beisen to that of the Group, which was primarily attributable to the gradual shifting of business from Hangzhou Beisen to Chengdu WFOE as part of our business reorganization plan to streamline our business structure. Thus, our Directors are of the view that such does not have material adverse impact on our business or financial performance.

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Qingdao Beisen

Qingdao Beisen was established in March 2016 in the PRC and was primarily engaged in the sales and provision of cloud computing and related technology services. Qingdao Beisen was a consolidated and wholly-owned subsidiary of our Onshore Holdco. As part of business reorganization plan to optimize its business, the business and staffs of Qingdao Beisen were moved to the Chengdu WFOE and our Onshore Holdco filed the application to deregister Qingdao Beisen with local regulatory authorities, which was approved and completed on December 23, 2021.

Our Directors are of the view that Qingdao Beisen did not suffer from any material fluctuation of its financial performance from the beginning of the Track Record Period and up to the completion of its disposal, prior to which the Group has completed shifting Qingdao Beisen's business to Chengdu WFOE, and the disposal thereof does not have a material adverse impact on our business or financial performance.

EMPLOYEE INCENTIVE PLANS

During the Track Record Period, we have adopted the Pre-IPO Share Option Plan on July 15, 2019 and amended it on April 23, 2020, September 26, 2021 and December 31, 2021. We have also adopted the RSU Plan on December 31, 2021 and amended it on March 23, 2023. The principal terms of the Pre-IPO Share Option Plan and the RSU Plan are summarized in “Appendix IV—Statutory and General Information—D. Pre-IPO Share Option Plan” and “Appendix IV—Statutory and General Information—E. RSU Plan”. The Company will comply with Chapter 14A of, and other applicable rules under the Listing Rules, for Shares to be granted to connected persons under the RSU Plan after Listing.

SHARE SUBDIVISION AND REDESIGNATION

On March 23, 2023, our Shareholders resolved to, among other things, conduct the Share Subdivision pursuant to which each share in our then issued and unissued share capital was split into 10 shares of the corresponding class with nominal of US\$0.00001 each effective upon the conditions of the Global Offering being fulfilled. Our Shareholders also resolved to, immediately upon completion of the Share Subdivision, conduct the Conversion, pursuant to which each Preferred Share shall be converted into Ordinary Share on a one-to-one basis by way of redesignation. For details, please refer to the section headed “Share Capital” in this Prospectus.

PUBLIC FLOAT

Upon completion of the Global Offering and the Share Subdivision (assuming (i) Over-allotment Option is not exercised, (ii) 23,761,790 Shares will be issued pursuant to the exercised options under the Pre-IPO Share Option Plan immediately after the completion of the Global Offering and the Share Subdivision, and (iii) no other Shares are issued pursuant to the Pre-IPO Share Option Plan), shares held by certain of our Shareholders who are, or are indirectly controlled by, our core connected persons, will not be counted towards the public float. Details of these Shareholders and their controllers are set out below:

- Zhaosen, ultimately controlled by Mr. Wang, our executive Director and chairman of the Board, holding 11.33% of the total issued Shares;
- Weisen, ultimately controlled by Mr. Ji, our executive Director and chief executive officer, holding 11.27% of the total issued Shares;

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- Senyan, ultimately controlled by Mr. Wang, our executive Director and chairman of the Board, holding 4.29% of the total issued Shares;
- Jingwei Chuangda and Chuangji Investment, our Pre-IPO investors, ultimately controlled by Mr. Zuo Lingye, collectively holding 14.85% of the total issued Shares; and
- Chunsen Holding Limited, one of the Employee Shareholding Platforms, a company incorporated in the BVI wholly owned by Futu Trustee Limited under the Sen Talent Trust, of which the beneficiaries are (i) Ms. Liu, who is our executive Director and the chief financial officer of our Company, (ii) Mr. He, who was a Director in the last 12 months and (iii) Ms. Zhou Dan, who is the spouse of Mr. Wang, our executive Director and chairman of the Board, holding 0.98% of the total issued Shares.

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Save as disclosed above in this section and the section headed “Substantial Shareholders” in this Prospectus, to the best of the Directors’ knowledge, all other Shareholders are not connected persons of our Company. In the view of (i) all other Shareholders are not core connected persons; (ii) all other Shareholders and their respective beneficial owner(s) are independent of and not acting upon or accustomed to take instructions from any core connected persons of our Company in relation to the acquisition, disposal, voting or other disposition of securities of our Company registered in its/their name or otherwise held by it/them, nor directly or indirectly, financed by any core connected persons of our Company; and (iii) none of the other Shareholders will become a substantial Shareholder upon Listing, such Shares held by them will constitute part of the public float for the purposes of Rule 8.08 of the Listing Rules. Details of the Company’s public float upon Listing are listed below:

<u>Shareholder</u>	<u>Shareholding immediately prior to the Global Offering</u>	<u>Shareholding immediately following the completion of the Global Offering and the Share Subdivision⁽¹⁾</u>
	(%)	(%)
Max Woods Limited	9.37	8.95
Genesis Capital	8.27	7.90
SCGC	7.99	7.64
SVF Bandicoot	6.00	5.74
Matrix V	4.81	4.60
Xinyin Holdings Limited	3.66	3.50
Beis Investment (BVI) Ltd.	3.57	3.41
SCC VII	1.82	1.72
Bargate	1.80	1.72
WS Growth	1.40	1.34
Space Trek L.P.	1.20	1.15
Oakridge Beisen Limited	1.03	0.98
SCC VI	1.02	0.98
FCSSP	0.97	0.93
Fidelity Funds	0.81	0.77
Matrix V-A	0.50	0.48
GC BVI	0.48	0.46
Zhide One	0.42	0.40
GC Holdings	0.30	0.29
GS II	0.27	0.26
Healthy GHY Limited	0.26	0.25
Lotusleaf Limited	0.20	0.20
WS Emp	0.13	0.12
Fidelity Investment Funds	0.02	0.02
Qiusen Holding Limited	—	2.35
Other Public Shareholders	—	1.12
Total	56.32	57.28

(1) Assuming (i) the Over-allotment Option is not exercised, (ii) 23,761,790 Shares will be issued pursuant to the exercised options under the Pre-IPO Share Option Plan immediately after the completion of the Global Offering and the Share Subdivision, and (iii) no other Shares are issued pursuant to the Pre-IPO Share Option Plan.

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CAPITALIZATION OF OUR COMPANY

The following table sets out the shareholding structure of our Company as of the Latest Practicable Date and immediately upon completion of the Global Offering and the Share Subdivision, assuming (i) the Over-allotment Option is not exercised, (ii) 23,761,790 Shares will be issued pursuant to the exercised options under the Pre-IPO Share Option Plan immediately after the completion of the Global Offering and the Share Subdivision, and (iii) no other Shares are issued pursuant to the Pre-IPO Share Option Plan:

Shareholder ⁽¹⁾	Ordinary Shares	Series A Preferred Shares	Series B Preferred Shares	Series B- Preferred Shares	Series C Preferred Shares	Series D Preferred Shares	Series E Preferred Shares	Series F Preferred Shares	Shareholding in our Company as of the Latest Practical Date ⁽²⁾	Shareholding in our Company upon completion of the Global Offering and the Share Subdivision ⁽³⁾
Zhaosen	7,977,937	—	—	—	102,500	25,000	—	—	11.86%	11.33%
Weisen	7,961,937	—	—	—	102,500	—	—	—	11.80%	11.27%
Senyan	3,067,035	—	—	—	—	—	—	—	4.49%	4.29%
Lotusleaf Limited	139,609	—	—	—	—	—	—	—	0.20%	0.20%
Oakridge Beisen Limited	701,604	—	—	—	—	—	—	—	1.03%	0.98%
Healthy GHY Limited	180,000	—	—	—	—	—	—	—	0.26%	0.25%
Genesis Capital	548,013	—	—	500,357	—	565,000	4,037,530	—	8.27%	7.90%
SCC VII	133,983	—	—	122,331	—	—	987,129	—	1.82%	1.72%
Matrix V	601,382	—	—	—	—	—	2,316,073	371,750	4.81%	4.60%
Matrix V-A	62,542	—	—	—	—	—	240,863	38,661	0.50%	0.48%
SCGC	—	5,051,552	—	—	—	—	—	410,411	7.99%	7.64%
Jingwei Chuangda	—	—	4,789,994	801,405	—	—	—	—	8.18%	7.82%
Max Woods Limited	—	—	4,195,734	696,737	1,511,519	—	—	—	9.37%	8.95%
Chuangji Investment	—	—	—	—	3,075,066	1,953,601	—	—	7.36%	7.03%
Xinyin Holdings Limited	—	—	—	—	2,499,998	—	—	—	3.66%	3.50%
Beis Investment (BVI) Ltd.	—	—	—	—	—	2,442,002	—	—	3.57%	3.41%
Zhide One	—	—	—	—	—	287,500	—	—	0.42%	0.40%
SVF Bandicoot	—	—	—	—	—	—	—	—	6.00%	5.74%
Bargate	—	—	—	—	—	—	—	4,104,113	1.80%	1.72%
Space Trek L.P.	—	—	—	—	—	—	—	1,231,234	1.20%	1.15%
SCC VI	—	—	—	—	—	—	—	820,823	1.02%	0.98%
FCSSP	—	—	—	—	—	—	—	697,699	0.97%	0.93%
Fidelity Funds	—	—	—	—	—	—	—	663,808	0.81%	0.77%
Fidelity Investment Funds	—	—	—	—	—	—	—	552,070	0.02%	0.02%
WS Growth	—	—	—	—	—	—	—	15,356	1.40%	1.34%
WS Emp	—	—	—	—	—	—	—	957,157	0.13%	0.12%
GS II	—	—	—	—	—	—	—	89,392	0.13%	0.12%
GC BVI	—	—	—	—	—	—	—	184,685	0.27%	0.26%
GC Holdings	—	—	—	—	—	—	—	328,329	0.48%	0.46%
Employee Shareholding Platforms ⁽⁴⁾	—	—	—	—	—	—	—	205,206	0.30%	0.29%
Other Public Shareholders	—	—	—	—	—	—	—	—	—	3.32%
Total	21,374,042	5,051,552	8,985,728	2,120,830	7,291,583	5,273,103	7,581,595	10,670,694	100.00%	100.00%

- (1) For further details about these Shareholders, see “—Reorganization” and “—Pre-IPO Investments” in this section.
- (2) Based on the assumption that each of the Preferred Shares will be converted into one Share upon the Global Offering becoming unconditional.
- (3) Assuming (i) the Over-allotment Option is not exercised, (ii) 23,761,790 Shares will be issued pursuant to the exercised options under the Pre-IPO Share Option Plan immediately after the completion of the Global Offering and the Share Subdivision, and (iii) no other Shares are issued pursuant to the Pre-IPO Share Option Plan.
- (4) An aggregate of 23,761,790 Shares will be issued pursuant to the exercised options under the Pre-IPO Share Option Plan immediately after the completion of the Global Offering and the Share Subdivision to the Employee Shareholding Platforms. For details of the Pre-IPO Share Option Plan, see “Statutory and General Information — D. Pre-IPO Share Option Plan” in Appendix IV to this Prospectus.

M&A RULES

According to the Regulations on Merger and Acquisition 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 State-owned Assets Supervision and Administration Commission of the State Council, the State Taxation Administration, the China Securities Regulatory Commission, the State Administration of Industry and Commerce (currently the SAMR) and SAFE on August 8, 2006, effective as of September 8, 2006 and amended on June 22, 2009, 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.

As advised by our PRC Legal Advisor, prior CSRC approval under the M&A Rules for this offering is not required because (i) the CSRC currently has not issued any definitive rule or interpretation concerning whether the Global Offering of our Company is subject to the M&A Rules; (ii) our wholly-owned PRC subsidiaries were not established through mergers or acquisitions of domestic companies owned by PRC companies or individuals as defined under the M&A Rules that are the beneficial owners of our Company; 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 Advisor further advises that there is uncertainty as to how the M&A Rules will be interpreted or implemented.

SAFE Circular 37

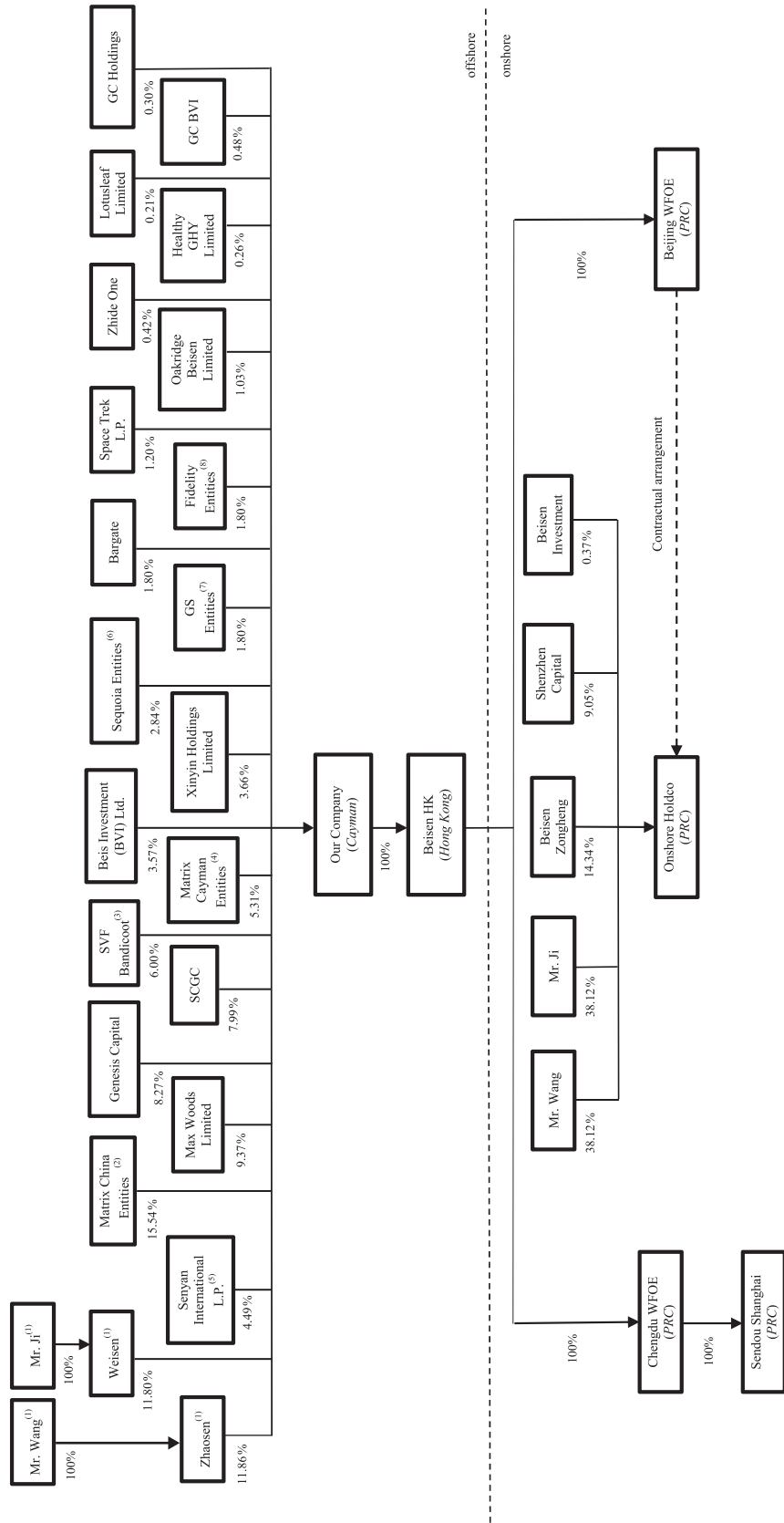
In 2014, SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Administration on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37. Pursuant to SAFE Circular 37, (i) a PRC resident must register with the local SAFE branch 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 (ii) following the initial registration, the PRC resident is also required to register with the local SAFE branch for 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, or SAFE Circular 13, issued by SAFE and became effective on June 1, 2015, the power to accept SAFE registration was delegated from local SAFE to local banks where the assets or interest in the domestic entity was located.

As advised by our PRC Legal Advisor, Mr. Wang and Mr. Ji, who are PRC residents, have completed their foreign exchange registration of overseas investments as required under SAFE Circular No. 37 in May 2018.

OUR STRUCTURE IMMEDIATELY PRIOR TO THE GLOBAL OFFERING

The following chart sets forth our corporate and shareholding structure immediately prior to the Global Offering, assuming that all of the Preferred Shares have been converted into the Shares on a one-to-one basis.



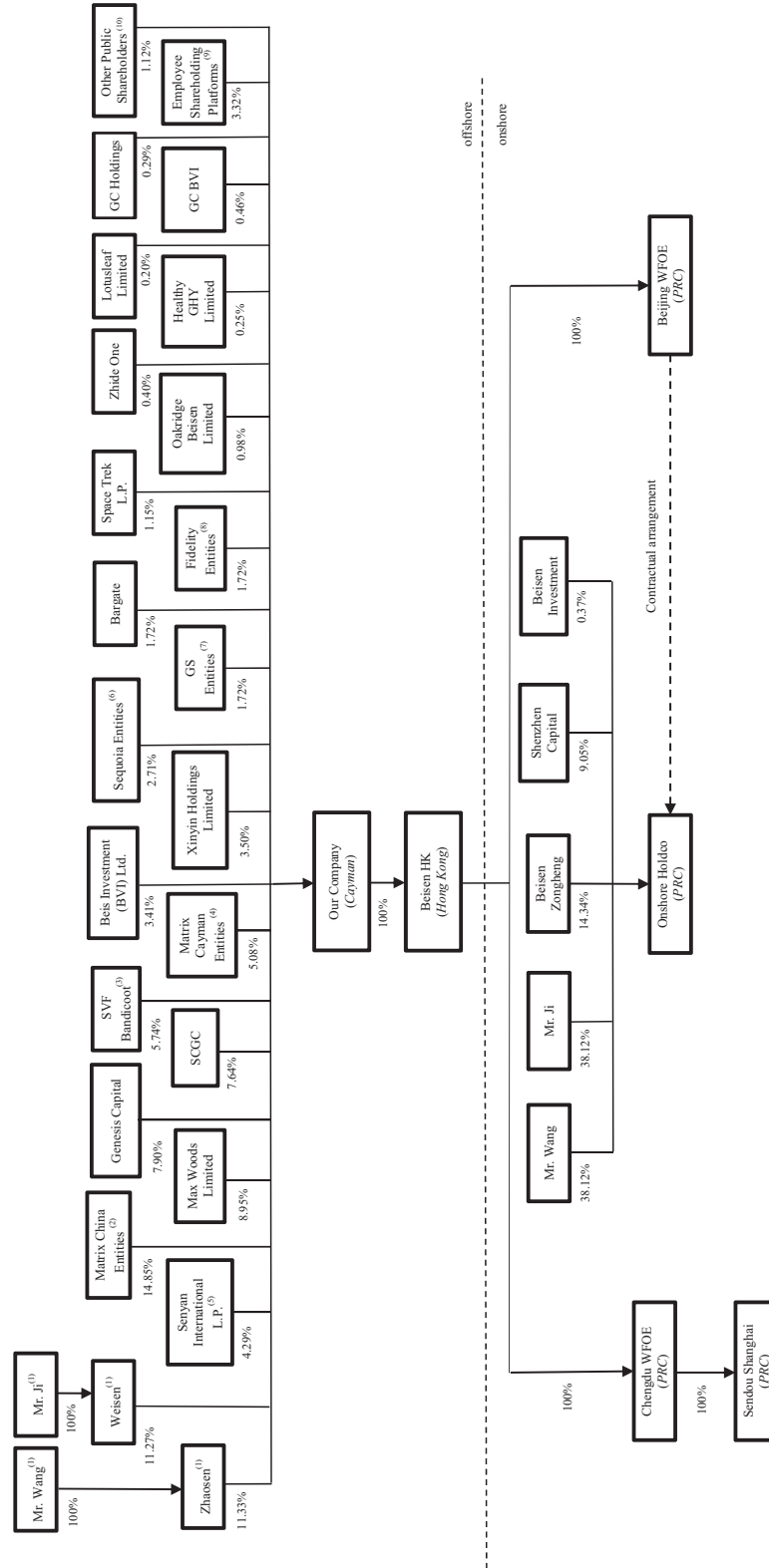
Notes:

(1) On August 18, 2021, Zhaosen issued and allotted 19,800 shares to Huisen Holding Limited, a company incorporated in the BVI on July 20, 2021 and wholly owned by Sen Talent Holdings Limited, which is in turn wholly owned by Ark Trust (Singapore) Ltd. as the trustee for a trust established by Mr. Wang (as the settlor and protector) for the benefit of Mr. Wang and his family. Upon completion of such share allotment, Zhaosen is interested as to 99% by Huisen Holding Limited and 1% by Xiasen Limited, respectively. On the same day, Weisen issued and allotted 19,800 shares to Guosen Holding Limited, a company incorporated in the BVI on July 19, 2021 and wholly owned by Sen Platform Holdings Limited, which is in turn wholly owned by Ark Trust (Singapore) Ltd. as the trustee for a trust established by Mr. Ji (as the settlor and protector) for the benefit of Mr. Ji and his family. Upon completion of such share allotment, Weisen is interested as to 99% by Guosen Holding Limited and 1% by Xiasen Limited, respectively.

- Additionally, Mr. Wang, Mr. Ji, Zhaosen, Weisen and Senyan, each a party of Offshore Acting-in-concert Agreement dated December 31, 2021, held in aggregate 28.15% equity interest in our Company. For details of the Offshore Acting-in-concert Agreement, see “—Acting in Concert Arrangements—Offshore Acting-in-concert Agreement” in this section above.
- (2) Matrix China Entities refers to the entities ultimately controlled by Mr. Zuo Lingye, including: (i) Jingwei Chuangda, a limited liability partnership established in the PRC, which holds 8.1806% equity interest in our Company; and (ii) Chuangji Investment, a limited liability partnership established in the PRC, which holds 7.3574% equity interest in our Company. See “—Pre-IPO Investments—Information about our Pre-IPO Investors” for details of our investors.
 - (3) On October 22, 2021, SVF Subco transferred 4,104,113 Series F Preferred Shares of our Company to SVF Bandicoot via SVF II Cortex Interim (DE) LLC. Both of SVF Subco and SVF Bandicoot are affiliates of SVF II-2. See “—Pre-IPO Investments—Information about our Pre-IPO Investors” for details of our investors.
 - (4) Matrix Cayman Entities refers to the entities ultimately controlled by Matrix China V GP GP, Ltd., including Matrix V and Matrix V-A, each of which is an exempted limited partnership incorporated under the laws of the Cayman Islands. See “—Pre-IPO Investments—Information about our Pre-IPO Investors” for details of our investors. On October 22, 2021, Matrix HK transferred 601,382 ordinary Shares, 2,316,073 Series E Preferred Shares and 371,750 Series F Preferred Shares of our Company to Matrix V, which holds 90.58% of the equity interest in Matrix HK, and transferred 62,542 ordinary Shares, 240,863 Series E Preferred Shares and 38,661 Series F Preferred Shares to Matrix V-A, which holds 9.42% of the equity interest in Matrix HK. Upon the completion of such share transfers, Matrix V and Matrix V-A holds 4.81% and 0.50% equity interest in our Company, respectively.
 - (5) Senyan was established as a platform for the purpose of holding Shares in the Company for and on behalf of certain employees of the Company, to reflect their then employee’s onshore interests prior to the Reorganization. In October 2019, our Company issued and allotted 3,127,999 ordinary Shares to Senyan. On September 26, 2021, our Company forfeited 60,964 ordinary Shares held by Senyan as a result of the resignation of certain employees, which contributed to our share capital decrease from US\$68,410,091 to US\$68,349,127. On the same date, such 60,964 ordinary Shares have been authorized and reserved for issuance pursuant to the Pre-IPO Share Option Plan, as a result of which an aggregate of 7,972,883 ordinary Shares have been authorized and reserved for issuance pursuant to the Pre-IPO Share Option Plan as of September 26, 2021. Xiasen Limited, which is wholly owned by Mr. Wang, acts as the general partner of Senyan and controls all of its voting rights.
 - (6) Sequoia Entities refer to the entities ultimately controlled by Mr. Neil Nampeng Shen, including: (i) SCC VII, a company with limited liabilities incorporated in the Cayman Islands, which holds 1.8192% equity interest in our Company; and (ii) SCC VI, a company with limited liabilities incorporated in the Cayman Islands, which holds 1.0208% equity interest in our Company. See “—Pre-IPO Investments—Information about our Pre-IPO Investors” for details of our investors.
 - (7) GS Entities refer to the entities ultimately controlled by The Goldman Sachs Group, Inc., including WS Growth, WS Emp and GS II. See “—Pre-IPO Investments—Information about our Pre-IPO Investors” for details of our investors. On June 21, 2021, Mercer Investments (Singapore) Pte. Ltd. transferred 957,157, 89,392 and 184,685 Series F Preferred Shares, respectively, to WS Growth, WS Emp and GS II. Upon the completion of such share transfers, WS Growth, WS Emp and GS II holds 1.40%, 0.13% and 0.27% equity interest in our Company, respectively.
 - (8) Fidelity Entities refer to the entities ultimately controlled by FIL Limited, including: (i) FCSSP, an investment fund incorporated in the United Kingdom, which holds 0.97% equity interest in our Company; (ii) Fidelity Funds, an investment fund incorporated in Luxembourg, which holds 0.81% equity interest in our Company; and (iii) Fidelity Investment Funds, an investment fund incorporated in the United Kingdom, which holds 0.02% equity interest in our Company. See “—Pre-IPO Investments—Information about our Pre-IPO Investors” for details of our investors.

OUR STRUCTURE IMMEDIATELY FOLLOWING THE GLOBAL OFFERING

The following chart sets forth our corporate and shareholding structure immediately following completion of the Global Offering and the Share Subdivision, assuming that all of the Preferred Shares have been converted into the Shares on a one-to-one basis and (i) the Over-allotment Option is not exercised, (ii) 23,761,790 Shares will be issued pursuant to the exercised options under the Pre-IPO Share Option Plan immediately after the completion of the Global Offering and the Share Subdivision, and (iii) no other Shares are issued pursuant to the Pre-IPO Share Option Plan.



Notes (1) to (8): Please refer to the diagram contained under "Our Structure Immediately Prior to the Global Offering" in this section above.
 Note (9): An aggregate of 23,761,790 Shares will be issued pursuant to the exercised options under the Pre-IPO Share Option Plan immediately after the completion of the Global Offering and the Share Subdivision, to the Employee Shareholding Platforms. Futu Trustee Limited, the trustee under the Pre-IPO Share Option Plan, holds the voting rights of each of the Employee Shareholding Platforms, but undertakes that it shall not exercise the voting rights attached to the Shares held by the Employee Shareholding Platforms. For details of the Pre-IPO Share Option Plan, see "Statutory and General Information — D. Pre-IPO Share Option Plan" in Appendix IV to this Prospectus.

Note (11): The expected public float immediately following the completion of the Global Offering and the Share Subdivision is approximately 57.28%, assuming (i) the Over-allotment Option is not exercised, (ii) 23,761,790 Shares will be issued pursuant to the exercised options under the Pre-IPO Share Option Plan immediately after the completion of the Global Offering and the Share Subdivision, and (iii) no other Shares are issued pursuant to the Pre-IPO Share Option Plan, which comprises the shares to be held by the other public Shareholders and the other Pre-IPO Investors who are not core connected persons of the Company.