

APPENDIX IV

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FURTHER INFORMATION ABOUT OUR GROUP

Incorporation

Our Company was incorporated under the laws of the Cayman Islands on April 21, 2015 as an exempted company with limited liability. Our registered office address is at ICS Corporate Services (Cayman) Limited, 3-212 Governors Square, 23 Lime Tree Bay Avenue, P.O. Box 30746, Seven Mile Beach, Grand Cayman KY1-1203, Cayman Islands. Accordingly, our Company’s corporate structure and Memorandum and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of our Memorandum and Articles of Association is set out in Appendix III.

Our registered place of business in Hong Kong is at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong. We were registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on January 17, 2022 with the Registrar of Companies in Hong Kong. Ms. Lai Siu Kuen has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process is 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong.

Changes in share capital of our Company

The following sets out the changes in our Company’s issued share capital within the two years immediately preceding the date of this document:

We issued the following fully paid-up shares with a par value of US\$0.00005 each to the following shareholders:

Shareholder	Number of share	Class of share	Issuance Date
Persistent Courage Holdings Limited	78,469,806	Ordinary	March 4, 2021
Metropolis Olympia Holdings Limited	10,621,480	Ordinary	March 4, 2021
BW Ventures Limited	20,471,906	Ordinary	March 4, 2021
Impressive Appearance Holdings Limited	5,469,740	Ordinary	March 4, 2021
Bulldog Group Ltd	5,561,499 ⁽¹⁾	Ordinary	March 4, 2021
NVMB XII Holdings Limited	3,853,327	Ordinary	April 20, 2021
CANDIAC LIMITED	3,853,327	Ordinary	April 20, 2021
Calorie Fortune Limited	14,440,000 ⁽²⁾	Ordinary	June 4, 2021
Lightmap Limited	8,909,312	Ordinary	June 24, 2021
Sky Royal Trading Limited	2,142,503	Ordinary	December 3, 2021
BAI GmbH	9,978,440	Series A	March 4, 2021
VENTECH CHINA III SICAR	12,626,440	Series A	March 4, 2021
Morningside China TMT Fund IV, L.P.	8,152,400	Series A	March 4, 2021
Morningside China TMT Fund IV Co-Investment, L.P.	815,240	Series A	March 4, 2021
GGV Capital Select L.P.	8,427,480	Series A	March 4, 2021
BAI GmbH	12,352,860	Series B	March 4, 2021
GGV Capital V L.P.	18,724,460	Series B	March 4, 2021
GGV Capital V Entrepreneurs Fund L.P.	687,180	Series B	March 4, 2021
GGV Capital Select L.P.	3,529,380	Series B	March 4, 2021
BAI GmbH	3,245,440	Series C	March 4, 2021
GGV Capital V L.P.	23,479,080	Series C	March 4, 2021
GGV Capital V Entrepreneurs Fund L.P.	861,680	Series C	March 4, 2021
Morningside China TMT Fund IV, L.P.	22,127,960	Series C	March 4, 2021
Morningside China TMT Fund IV Co-Investment, L.P.	2,212,800	Series C	March 4, 2021
MORESPARK LIMITED	14,946,080	Series C-1	March 4, 2021
MORESPARK LIMITED	9,725,120	Series D	March 4 2021
Goldman Sachs Capital Holdings II Pte. Ltd.	24,312,800	Series D	December 3, 2021

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Shareholder	Number of share	Class of share	Issuance Date
GGV Capital Select L.P.	5,835,080	Series D	March 4, 2021
BAI GmbH	1,241,640	Series E	March 4, 2021
Morningside China TMT Fund IV Co-Investment, L.P.	112,880	Series E	March 4, 2021
MORESPARK LIMITED	827,760	Series E	March 4, 2021
GGV Capital Select L.P.	2,069,420	Series E	March 4, 2021
JenCap Squad	24,832,980	Series E	March 4, 2021
Morningside China TMT Special Opportunity Fund II, L.P.	1,128,780	Series E	March 4, 2021
JenCap Squad I L.P.	3,455,920	Series E	March 4, 2021
BAI GmbH	1,220,120	Series F	March 4, 2021
GGV Capital V L.P.	2,353,840	Series F	March 4, 2021
GGV Capital V Entrepreneurs Fund L.P.	86,380	Series F	March 4, 2021
MORESPARK LIMITED	7,320,680	Series F	March 4, 2021
GGV Capital Select L.P.	2,440,220	Series F	March 4, 2021
JenCap Squad	1,220,120	Series F	March 4, 2021
GGV VII Investments Pte. Ltd.	7,320,700	Series F	March 4, 2021
Evolution Special Opportunity Fund I, L.P.	4,243,880	Series F	March 4, 2021
Evolution Fund I Co-investment, L.P.	636,580	Series F	March 4, 2021
Coatue PE Asia 43 LLC	3,660,340	Series F	March 4, 2021
NVMB XII Holdings Limited	7,320,680	Series F	March 4, 2021
SVF II Calorie Subco (DE) LLC	48,804,580	Series F	March 4, 2021
Sky Royal Trading Limited	13,497,767	Series F-1	December 3, 2021
Calorie Partner Limited ⁽³⁾	45,205,300	Ordinary	March 31, 2022

Note:

- (1) Includes 990,000 restricted shares that are subject to voting, transfer and dividend restrictions.
- (2) The 14,440,000 shares are restricted shares that are subject to voting, transfer and dividend restrictions.
- (3) The 45,205,300 shares are restricted shares that are subject to voting, transfer and dividend restrictions.

Save as disclosed above and in “—Resolutions of our Shareholders dated June 12, 2023” below, there has been no alteration in the share capital of our Company within the two years immediately preceding the date of this document.

Changes in the share capital of members of our Group

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 12 to the Accountant’s Report as set out in Appendix I.

The following sets out the changes in the share or registered capital of members of our Group within the two years immediately preceding the date of this document:

- (a) On January 25, 2021, the registered capital of Beijing Calorie Information Technology Co., Ltd. was increased from US\$300,000,000 to US\$400,000,000.

Save as disclosed above, there has been no alteration in the share capital of any member of our Group within the two years immediately preceding the date of this document.

Resolutions of our Shareholders dated June 12, 2023

Resolutions of our Shareholders were passed on June 12, 2023, pursuant to which, in summary, among others, conditional upon Listing (as set out in this document):

- (a) the Memorandum and the Articles were approved and adopted conditional on and effective upon [REDACTED];
- (b) the [REDACTED], Listing and [REDACTED] were approved, and our Directors were authorized to negotiate and agree the [REDACTED] and to allot and issue the [REDACTED] (including pursuant to the [REDACTED]);
- (c) a general mandate (the “**Sale Mandate**”) was granted to our Directors to allot, issue and deal with any Shares or securities convertible into Shares and to make or grant offers, agreements or options which would or might require Shares to be allotted, issued or dealt with, provided that the number of Shares so allotted, issued or dealt with or agreed to be allotted, issued or dealt with by our Directors, shall not exceed 20% of the total number of Shares in issue immediately following the completion of [REDACTED];
- (d) a general mandate (the “**Repurchase Mandate**”) was granted to our Directors to repurchase our own Shares on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the total number of Shares in issue immediately following completion of the [REDACTED];
- (e) the Sale Mandate was extended by the addition to the total number of Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the total number of the Shares purchased by our Company pursuant to the Repurchase Mandate, provided that such extended amount shall not exceed 10% of the total number of the Shares in issue immediately following completion of the [REDACTED]; and
- (f) each issued preferred share be converted into one ordinary share of par value US\$0.00005 each, in each case upon Listing.

Each of the general mandates referred to above will remain in effect until the earliest of:

- the conclusion of the next annual general meeting of our Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition;
- the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws of the Cayman Islands or the Memorandum and Articles of Association; and
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority.

Explanatory statement on repurchase of our own securities

The following summarizes restrictions imposed by the Listing Rules on share repurchases by a company listed on the Stock Exchange and provides further information about the repurchase of our own securities.

Shareholders' approval

A listed company whose primary listing is on the Stock Exchange may only purchase its shares on the Stock Exchange, either directly or indirectly, if: (i) the shares proposed to be purchased are fully-paid up, and (ii) its shareholders have given a specific approval or general mandate by way of an ordinary resolution of shareholders.

Size of mandate

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately following completion of the [REDACTED] (assuming the Presumptions), could accordingly result in up to approximately [REDACTED] Shares being repurchased by our Company.

The total number of shares which a listed company may repurchase on the Stock Exchange may not exceed 10% of the number of issued shares as at the date of the shareholder approval.

Reasons for repurchases

Our Directors believe that it is in the best interests of our Company and Shareholders for our Directors to have general authority from the Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where our Directors believe that such repurchases will benefit our Company and Shareholders.

Source of funds

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the applicable Laws of the Cayman Islands.

Our Company shall not purchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Any purchases by our Company may be made out of profits or out of an issue of new shares made for the purpose of the purchase or, if authorized by the Memorandum and Articles of Association and subject to the Companies Ordinance, out of capital, and, in the case of any premium payable on the purchase out of profits or from sums standing to the credit of our share premium account or, if authorized by the Memorandum and Articles of Association and subject to the Companies Ordinance, out of capital.

Suspension of repurchase

A listed company shall not repurchase its shares on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of: (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the issuer to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period

(whether or not required under the Listing Rules), until the date of the results announcement, the company may not repurchase its shares on the Stock Exchange unless there are exceptional circumstances.

Trading restrictions

A listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

A listed company may not repurchase its shares if that repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange.

Status of repurchased shares

The listing of all repurchased shares (whether through the Stock Exchange or otherwise) shall be automatically canceled and the relevant documents of title must be canceled and destroyed as soon as reasonably practicable.

Close associates and core connected persons

None of our Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates have a present intention, in the event the Repurchase Mandate is approved, to sell any Shares to our Company.

No core connected person of our Company has notified our Company that they have a present intention to sell Shares to our Company, or have undertaken to do so, if the Repurchase Mandate is approved.

A listed company shall not knowingly purchase its shares on the Stock Exchange from a core connected person (namely a director, chief executive or substantial shareholder of the company or any of its subsidiaries, or a close associate of any of them), and a core connected person shall not knowingly sell their interest in shares of the company to it.

Takeover implications

If, as a result of any repurchase of Shares, a Shareholder’s proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

General

If the Repurchase Mandate were to be carried out in full at any time, there may be a material adverse impact on our working capital or gearing position (as compared with the position disclosed in

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our most recent published audited accounts). However, our Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse effect on our working capital or gearing position.

Our Directors have undertaken to the Stock Exchange to will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

We have not made any repurchases of our Shares in the previous six months.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of material contracts

The following are contracts (not being contracts entered into in the ordinary course of business) entered into by any member of our Group within the two years immediately preceding the date of this document that are or may be material:

- (a) an amended and restated exclusive consulting and services framework agreement (修訂與重述的獨家諮詢與服務框架協議) (the “**Consulting and Services Agreement**”) dated December 27, 2021 entered into between the Beijing Calorie Information Technology Co., Ltd. (北京卡路里信息技術有限公司) (“**WFOE**”) and Beijing Calorie Technology Co., Ltd. (北京卡路里科技有限公司) (“**Onshore Holdco**”), pursuant to which the Onshore Holdco agreed to engage the WFOE as the exclusive provider of, among other things, services ancillary to the Onshore Holdco’s membership subscriptions, advertising and e-commerce businesses and administrative services relating to financial, legal and human resources matters in return for service fees;
- (b) an amended and restated exclusive business cooperation agreement (修訂與重述的獨家業務合作協定) (the “**Business Cooperation Agreement**”) dated December 27, 2021 entered into between the WFOE, Onshore Holdco and the registered shareholders of Onshore Holdco (“**Registered Shareholders**”, being Mr. Wang Ning (王寧) (“**Mr. Wang**”), Mr. Peng Wei (彭唯) (“**Mr. Peng**”), Mr. Wen Chunpeng (文春鵬) (“**Mr. Wen**”), and Mr. Liu Dong (劉冬) (“**Mr. Liu**”)), pursuant to which (i) the Registered Shareholders agreed not to, and to cause the Onshore Holdco not to, enter into any transaction that may materially affect the Onshore Holdco’s assets, business, personnel, rights, obligations or operations without the prior written consent of the WFOE or its designated person; (ii) the Onshore Holdco and Registered Shareholders agreed to accept and strictly follow the WFOE’s advice from time to time on matters relating to, among others, the Onshore Holdco’s day-to-day operations and management, appointment and removal of employees and financial management system; (iii) the Onshore Holdco and Registered Shareholders agreed to appoint persons designated by the WFOE as Directors, including as chairperson of the Board and executive Directors, and senior management, including as chief financial officer or general manager; and (iv) each of the Registered Shareholders agreed to enter into an irrevocable power of attorney in favor of the WFOE or its designated person from time to time to exercise on their behalf all shareholders’ voting rights and other shareholders’ rights at the shareholders’ meeting of the Onshore Holdco;
- (c) an amended and restated exclusive transfer option agreement (修訂與重述的獨家轉股期權協議) (the “**Option Agreement**”) dated December 27, 2021 entered into among the WFOE, Onshore Holdco and Registered Shareholders, pursuant to which each of the Registered Shareholders granted to the WFOE an irrevocable and exclusive option to purchase (or cause a person or persons designated by the WFOE to purchase) part or all of their equity interests in the Onshore Holdco at the lowest consideration permitted under the PRC Laws;

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- (d) an amended and restated share pledge agreement dated December 27, 2021 entered into between the WFOE, Onshore Holdco and Mr. Wang, pursuant to which Mr. Wang pledged to the WFOE all of Mr. Wang's equity interests in the Onshore Holdco, as guarantee for Mr. Wang's and the Onshore Holdco's performance of their obligations under the Consulting and Services Agreement, Business Cooperation Agreement, Option Agreement and the power of attorney granted by Mr. Wang in favor of the WFOE dated December 27, 2021;
- (e) an amended and restated share pledge agreement dated December 27, 2021 entered into between the WFOE, Onshore Holdco and Mr. Peng, pursuant to which Mr. Peng pledged to the WFOE all of Mr. Peng's equity interests in the Onshore Holdco, as guarantee for Mr. Peng's and the Onshore Holdco's performance of their obligations under the Consulting and Services Agreement, Business Cooperation Agreement, Option Agreement and the power of attorney granted by Mr. Peng in favor of the WFOE dated December 27, 2021;
- (f) an amended and restated share pledge agreement dated December 27, 2021 entered into between the WFOE, Onshore Holdco and Mr. Wen, pursuant to which Mr. Wen pledged to the WFOE all of Mr. Wen's equity interests in the Onshore Holdco, as guarantee for Mr. Wen's and the Onshore Holdco's performance of their obligations under the Consulting and Services Agreement, Business Cooperation Agreement, Option Agreement and the power of attorney granted by Mr. Wen in favor of the WFOE dated December 27, 2021;
- (g) an amended and restated share pledge agreement dated December 27, 2021 entered into between the WFOE, Onshore Holdco and Mr. Liu, pursuant to which Mr. Liu pledged to the WFOE all of Mr. Liu's equity interests in the Onshore Holdco, as guarantee for Mr. Liu's and the Onshore Holdco's performance of their obligations under the Consulting and Services Agreement, Business Cooperation Agreement, Option Agreement and the power of attorney granted by Mr. Liu in favor of the WFOE dated December 27, 2021; and
- (h) **[REDACTED]**.



Intellectual property rights

Save as disclosed below, as of the Latest Practicable Date, there were no other trademarks, service marks, patents, intellectual property rights, or industrial property rights which are or may be material in relation to our business.

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Trademarks registered in China and overseas

As at the Latest Practicable Date, we had registered the followings trademarks in China and overseas which we consider to be or may be material to our business:

<u>No.</u>	<u>Trademark</u>	<u>Registered Owner</u>	<u>Class</u>	<u>Place of Registration</u>	<u>Registration Number</u>	<u>Registration Date</u>
1.		WFOE	41	PRC	33775442	2020-12-14
			9	PRC	23889966	2019-04-14
			9	PRC	37423625	2020-10-07
			28	PRC	17744980	2017-12-14
			28	PRC	37460275	2020-05-14
			28	PRC	30582074	2020-10-28
			28	PRC	23889973	2021-06-07
			27	PRC	41448813	2020-06-07
			25	PRC	23889972	2020-05-28
			25	PRC	32052377	2020-12-14
			25	PRC	45516328	2021-05-07
			25	PRC	41430768	2021-05-21
			29	PRC	24468841	2018-11-21
			29	PRC	45422216A	2021-03-07
			29	PRC	45393936	2022-03-28
			30	PRC	45388812	2021-04-14
			30	PRC	45430694	2021-04-21
			32	PRC	45407342	2021-02-21
			33	PRC	41421454	2020-07-28
			35	PRC	17744973	2017-05-07
			35	PRC	41412432	2020-08-28
			38	PRC	17744970	2017-09-21
			38	PRC	23889975	2018-04-21
			43	PRC	41427251	2020-10-07
			43	PRC	34195683	2020-11-28
			44	PRC	23889976	2020-12-28
			44	PRC	41418101	2020-10-21
			9	Europe Union	1437482	2019-5-30
			28	Europe Union	1443578	2019-07-04
			35	Europe Union	1459242	2019-09-26
			36	Europe Union	1448310	2019-08-01
			38	Europe Union	1448736	2019-07-25
			41	Europe Union	1444012	2019-06-27
			9	United States	1437482	2019-12-19
			28	United States	1443578	2019-12-05
			35	United States	1459242	2019-04-04
			38	United States	1448736	2020-07-23
			41	United States	1444012	2019-08-15
			25	HKSAR	305750163AB	2022-04-06
			28	HKSAR	305750163AB	2022-04-06
			29	HKSAR	305750163AB	2022-04-06
30	HKSAR	305750163AB	2022-04-06			
32	HKSAR	305750163AB	2022-04-06			
2.			9	PRC	17745044	2017-09-21
			9	PRC	33775439A	2019-10-28
			9	PRC	33775439	2020-11-28
			41	PRC	17745012	2016-10-07



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No.	Trademark	Registered Owner	Class	Place of Registration	Registration Number	Registration Date
			41	PRC	23889965	2018-04-21
			41	PRC	41437104	2020-10-21
			28	PRC	39500915	2020-06-07
			28	PRC	43895788A	2020-11-21
			27	PRC	17745026	2016-10-07
			27	PRC	23889961	2018-04-21
			27	PRC	41417682	2020-06-07
			29	PRC	41441074	2020-08-14
			29	PRC	49875941	2021-06-21
			30	PRC	17745023	2016-10-07
			30	PRC	23889962	2018-04-21
			30	PRC	41431010	2020-06-07
			32	PRC	17745021	2018-02-21
			32	PRC	41428532	2020-06-28
			35	PRC	17745018	2017-10-28
			35	PRC	41440142	2020-10-21
			36	PRC	17745017	2016-10-07
			38	PRC	17745015	2016-10-07
			38	PRC	23889964	2018-04-21
			43	PRC	17745010	2016-10-07
			43	PRC	41438673	2020-06-21
			44	PRC	17745009	2016-10-07
			44	PRC	41421733	2020-06-07
			9	HKSAR	305750172	2022-02-15
			25	HKSAR	305750172	2022-02-15
			28	HKSAR	305750172	2022-02-15
			29	HKSAR	305750172	2022-02-15
			30	HKSAR	305750172	2022-02-15
			32	HKSAR	305750172	2022-02-15
			35	HKSAR	305750172	2022-02-15
			38	HKSAR	305750172	2022-02-15
			41	HKSAR	305750172	2022-02-15
			42	HKSAR	305750172	2022-02-15
			9	Europe Union	1461962	2019-10-10
			28	Europe Union	1474580	2019-12-26
			35	Europe Union	1451406	2019-08-15
			36	Europe Union	1448705	2019-08-01
			38	Europe Union	1446765	2019-07-25
			41	Europe Union	1460226	2019-10-03
			28	United States	1474580	2020-01-30
			35	United States	1451406	2019-09-19
			36	United States	1448705	2019-08-29
			38	United States	1446765	2019-10-31
			41	United States	1460226	2019-11-14
3.			9	PRC	34221789	2019-10-07
			9	PRC	37892073	2020-06-07
			9	PRC	52885352A	2022-08-07
			28	PRC	49783779	2022-09-14
			28	PRC	34225740A	2019-08-28
			29	PRC	34222617	2020-08-21
			30	PRC	34184000	2019-06-21
			35	PRC	34213184	2019-10-07
			38	PRC	34203759	2019-09-07
4.			28	PRC	50065891	2021-06-14
			41	PRC	50072676A	2021-06-14

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No.	Trademark	Registered Owner	Class	Place of Registration	Registration Number	Registration Date			
5.	keepkit		41	PRC	32556814	2019-04-14			
			9	PRC	36266752	2020-08-28			
			28	PRC	29693263	2019-02-07			
			35	PRC	32556817	2019-04-14			
			38	PRC	32556815	2019-04-14			
			9	Europe Union	1444971	2019-07-11			
			28	Europe Union	1483128	2020-02-06			
			35	Europe Union	1455410	2019-09-05			
			36	Europe Union	1450787	2019-08-08			
			38	Europe Union	1506236	2020-07-16			
			41	Europe Union	1450655	2019-08-15			
			9	United States	1444971	2019-12-12			
			28	United States	1483128	2020-08-06			
			35	United States	1455410	2019-10-10			
			36	United States	1450787	2019-10-03			
			38	United States	1506236	2020-07-23			
			41	United States	1450655	2019-10-03			
			6.	keepland		41	PRC	27151804	2018-10-07
						9	PRC	33909410	2020-08-07
						28	PRC	27151805	2018-10-07
36	PRC	33909413				2019-06-07			
43	PRC	53948009				2021-09-21			
7.	keeplife		25	HKSAR	305750154	2022-02-15			
			35	HKSAR	305750154	2022-02-15			
			25	PRC	36774773	2019-11-14			
8.	keepup		25	PRC	19638054	2018-07-28			
9.	gotokeep		41	PRC	19971776	2017-07-07			
10.			41	PRC	19972384	2017-07-07			
11.			35	PRC	34218097	2020-03-28			
			30	PRC	51583509A	2021-07-21			
12.	氣質芭蕾ballet		41	PRC	45551821	2021-04-14			
13.	Power wave燃動戰繩		41	PRC	37443429	2020-01-28			
14.	Sun Salute 流動伸展		41	PRC	37440261	2020-01-28			
15.	Ultra Burn		41	PRC	37411105	2020-02-07			
16.	Power Link 核心轟炸		41	PRC	37461415	2020-01-28			
17.	Air Sling		41	PRC	37450577	2020-01-28			
18.	Dyna-balance		41	PRC	37458783	2020-01-28			
19.	Energy Boost		41	PRC	37445510	2020-01-28			
20.	KEEP BURNING		32	PRC	43680593	2020-09-28			
21.	輕燃計劃		32	PRC	42621178	2020-09-07			
22.	小腰		32	PRC	48952748	2021-03-21			
23.	塑燃		32	PRC	48119644	2021-04-28			

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No.	Trademark	Registered Owner	Class	Place of Registration	Registration Number	Registration Date
24.	KEEP		41	PRC	16365365	2016-05-21
25.			25	PRC	6558194	2020-07-07

Trademark applications pending in China

As at the Latest Practicable Date, we had no trademark applications pending in China which we consider to be or may be material to our business.

Trademark applications pending in Hong Kong

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

No.	Trademark	Applicant	Class	Application number	Application date
1.	keep	WFOE	9, 35, 38, 41, 42	305750163AA	2021/9/18
2.	 keep	WFOE	9, 25, 28, 29, 30, 32, 35, 38, 41, 42	305894001	2022/3/1

Copyrights

As at the Latest Practicable Date, we had registered the following computer software copyrights which we consider to be or may be material to our business:

No.	Copyright	Version	Registration Number	Registration Date
1.	Keep-Mobile Fitness Instructor Software (Android)(Keep-移動健身教練軟件 (安卓版))	V1.0.0	2016SR326466	2016/11/11
2.	Keep-Mobile Fitness Instructor Software (IOS)(Keep-移動健身教練軟件 (IOS版))	V1.0.0	2016SR326456	2016/11/11
3.	Keep-Mobile Fitness Instructor Software (IOS)(Keep-移動健身教練軟件 (IOS版))	V7.8	2021SR1227494	2021/08/18
4.	Keep-Mobile Fitness Instructor Software (Android) (Keep-移動健身教練軟件 (Android版))	V7.8	2021SR1227495	2021/08/18
5.	Keep Pangu E-commerce Backend Management System (Keep 盤古電商後台管理系統)	V2.0	2021SR0872260	2021/06/10
6.	Smart Body Fat Scale Software(IOS) (智能體脂秤軟件 (IOS版))	V1.0	2020SR0582240	2020/06/08
7.	Smart Body Fat Scale Software (Android) (智能體脂秤軟件 (Android版))	V1.0	2020SR0582209	2020/06/08
8.	Smart Spinning Riding Software (IOS) (智能動感單車騎行軟件 (IOS版))	V1.0	2020SR0582137	2020/06/08
9.	Smart Spinning Riding Software (Android) (智能動感單車騎行軟件 (Android版))	V1.0	2020SR0582201	2020/06/08

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As at the Latest Practicable Date, we had registered the following copyrights which we consider to be or may be material to our business:

<u>No.</u>	<u>Category</u>	<u>Copyright</u>	<u>Registration number</u>	<u>Registration Date</u>
1.	Fine Art Works (美術作品)	Freedom from self-discipline (自律給我自由)	國作登字-2018-F-00445249	2018/1/31
2.	Fine Art Works (美術作品)	K logo brand design sketch (K logo 品牌設計圖)	國作登字-2019-F-00739570	2019/6/12
3.	Fine Art Works (美術作品)	Keep logo brand design sketch (Keep logo品牌設計圖)	國作登字-2019-F-00739548	2019/6/12
4.	Fine Art Works (美術作品)	Keep main logo deformation Logo (Keep主標變形Logo)	國作登字-2021-F-00129242	2021/6/10
5.	Fine Art Works (美術作品)	Keep auxiliary graphics Logo (Keep 輔助圖形 Logo)	國作登字-2021-F-00084243	2021/4/14
6.	Fine Art Works (美術作品)	Keep ballet class name Logo (Keep氣質芭蕾舞課程名稱Logo)	國作登字-2020-F-01167556	2020/11/17
7.	Fine Art Works (美術作品)	Keep hot yoga class Logo (Keep熱汗瑜伽課程Logo)	國作登字-2021-F-00129243	2021/6/10
8.	Fine Art Works (美術作品)	Keep fat burning party class Logo (Keep 燃脂派對課程Logo)	國作登字-2021-F-00129241	2021/6/10
9.	Fine Art Works (美術作品)	Keep championship coach class Logo (Keep 冠軍教練課程Logo)	國作登字-2021-F-00129240	2021/6/10
10.	Fine Art Works (美術作品)	Keep live class background Logo (Keep 直播課背景Logo)	國作登字-2021-F-00129239	2021/6/10
11.	Fine Art Works (美術作品)	keep sticker-paper man (keep貼紙-有型人)	國作登字-2016-F-00298727	2016/8/12
12.	Fine Art Works (美術作品)	Keep blind box series artwork (Keep 盲盒系列作品圖)	國作登字-2021-F-00084249	2021/4/14
13.	Films And Works Created By Similar Filming Methods (電影和類似攝製電影方法創作的作品)	Freedom from self-discipline (自律給我自由)	國作登記-2017-I-00366531	2017/4/5
14.	Films And Works Created By Similar Filming Methods (電影和類似攝製電影方法創作的作品)	Flexible and elegant woman yoga class (柔韌氣質女神瑜伽課)	國作登記-2018-I-00590661	2018/8/3
15.	Films And Works Created By Similar Filming Methods (電影和類似攝製電影方法創作的作品)	KeepKit fat burning running class (KeepKit燃脂悅動跑課程)	國作登字-2019-I-00737854	2019/5/9

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<u>No.</u>	<u>Category</u>	<u>Copyright</u>	<u>Registration number</u>	<u>Registration Date</u>
16.	Films And Works Created By Similar Filming Methods (電影和類似攝製電影方法創作的作品)	Forming slender and long neck like a swan; eliminating cervical traction (天鵝頸養成：消滅頭牽引)	國作登字-2019-I-00846547	2019/9/23

Patents

As at the Latest Practicable Date, we had registered the following invention related patents which we consider to be or may be material to our business:

<u>No.</u>	<u>Patent Category</u>	<u>Patent</u>	<u>Patent Owner</u>	<u>Patent Number</u>	<u>Grant Date</u>	<u>Expiry Date</u>
Smart Hardwares						
1.	Invention	Method, device, terminal and storage medium for counting steps (計步方法、裝置、終端和存儲介質)	WFOE	201910364327X	2021/7/27	2039/4/30
2.	Invention	Feet-on-the-ground Determination method and device based on six-axis sensor (基於六軸傳感器的腳著地確定方法及裝置)	WFOE	2019104313421	2021/7/9	2039/5/22
3.	Invention	Method, device, equipment and storage medium of determining swimming laps (一種游泳圈數確定方法、裝置、設備及存儲介質)	WFOE	2020100803956	2021/7/27	2040/2/5

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<u>No.</u>	<u>Patent Category</u>	<u>Patent</u>	<u>Patent Owner</u>	<u>Patent Number</u>	<u>Grant Date</u>	<u>Expiry Date</u>
4.	Invention	Method, device, wearable equipment and storage medium for counting rope skipping (跳繩計數方法、裝置、可穿戴設備及存儲介質)	WFOE	201910005350X	2020/8/7	2039/1/3
5.	Invention	Method, device, electronic equipment and storage medium for adjusting resistance (一種健身設備的調阻方法、裝置、電子設備及存儲介質)	Shenzhen Calorie WFOE	2019109902278	2021/7/6	2039/10/17
6.	Utility model	Transmission resistance control device and exercise bike (一種傳動阻力控制裝置及健身車)	Shenzhen Calorie WFOE	2019217986798	2020/7/10	2029/10/24
7.	Utility model	Mechanism for adjusting exercise bike cushion and exercise bike (一種健身車坐墊調節機構及健身車)	Shenzhen Calorie WFOE	2019216310716	2020/6/23	2029/9/27
8.	Utility model	Braking device and exercise bike (一種剎車裝置及健身車)	Shenzhen Calorie WFOE	2019217449124	2020/7/3	2029/10/17

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<u>No.</u>	<u>Patent Category</u>	<u>Patent</u>	<u>Patent Owner</u>	<u>Patent Number</u>	<u>Grant Date</u>	<u>Expiry Date</u>
9.	Utility model	Control knob, running machine, rowing machines, exercise bike, elliptical machine and strength equipment (控制旋鈕、跑步機、划船機、健身車、橢圓機及力量器械)	Shenzhen Calorie	2018216336459	2019/7/19	2028/10/9
10.	Utility model	Running machine (跑步機)	Shenzhen Calorie	2018216366755	2019/7/19	2028/10/9
11.	Invention	Method, device, wearable equipment and storage medium for identifying movement trajectory (動作軌迹識別方法、裝置、可穿戴設備及存儲介質)	WFOE	2019100080808	2021/11/5	2039/1/4
12.	Invention	Method, device, equipment and storage medium for determining motion state (一種運動狀態確定方法、裝置、設備及存儲介質)	WFOE	2019100196626	2022/02/25	2039/01/09
13.	Invention	Method, device, wearable equipment and storage medium for identifying swimming stroke (泳姿識別方法、裝置、可穿戴設備及存儲介質)	WFOE	2019102846436	2022/08/12	2039/04/10

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<u>No.</u>	<u>Patent Category</u>	<u>Patent</u>	<u>Patent Owner</u>	<u>Patent Number</u>	<u>Grant Date</u>	<u>Expiry Date</u>
14.	Invention	Method, device and wearable equipment for triggering information (信息觸發方法及裝置、可穿戴設備)	WFOE	2019109445573	2022/05/03	2039/09/30
15.	Invention	Method and device for acquiring swimming data and method for controlling swimming data collection equipment (游泳數據獲取方法及裝置、游泳數據採集設備的控制方法)	Shenzhen Calorie WFOE	2020111128076	2022/06/10	2040/10/16
16.	Invention	Display method, device, terminal equipment and storage medium for (一種顯示方法、裝置、終端設備及存儲介質)	WFOE	2018115805942	2022/05/03	2038/12/24
17.	Invention	Method, device, storage medium and processor for generating music (音樂生成方法、裝置、存儲介質及處理器)	WFOE	2019102096919	2022/03/15	2039/03/19
18.	Invention	Method, device, terminal equipment and storage medium for determining sport tracks (一種運動軌迹確定方法、裝置、終端設備和存儲介質)	WFOE	2020107072928	2022/08/16	2040/07/21

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<u>No.</u>	<u>Patent Category</u>	<u>Patent</u>	<u>Patent Owner</u>	<u>Patent Number</u>	<u>Grant Date</u>	<u>Expiry Date</u>
19.	Invention	Method, device and system for processing data during exercise (運動過程中的數據處理方法及裝置、系統)	WFOE	2019102088611	2022/04/26	2039/03/19
20.	Invention	Method, device, equipment and storage medium for evaluating running posture (一種跑姿評估方法、裝置、設備和存儲介質)	WFOE	201911014229X	2022/07/29	2039/10/23
Others						
21.	Invention	Method, device, wearable equipment and storage medium for recommending course (一種課程推薦方法、裝置、可穿戴設備及存儲介質)	WFOE	2019100980854	2021/5/28	2039/1/31
22.	Invention	Method, push method, device, medium and server for maintaining push content pool (維護推送內容池的方法、推送方法、裝置、介質及服務器)	WFOE	2019104784701	2021/1/15	2039/6/3

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<u>No.</u>	<u>Patent Category</u>	<u>Patent</u>	<u>Patent Owner</u>	<u>Patent Number</u>	<u>Grant Date</u>	<u>Expiry Date</u>
23.	Invention	Method, device, equipment and storage medium for determining atlas of human limb joints (關節圖確定方法、裝置、設備和存儲介質)	WFOE	2019103378931	2021/7/6	2039/4/25
24.	Invention	Method and device for playing stage running voice (分段跑的語音播放方法及裝置)	Calorie Technology	2018104564783	2020/7/24	2038/5/14
25.	Invention	Method and device for displaying data (顯示數據的方法和裝置)	WFOE	2017105005325	2020/11/20	2037/6/27
26.	Invention	Method, device, storage medium and processor for generating sport video (運動視頻的生成方法、裝置、存儲介質及處理器)	WFOE	2018111106845	2020/10/27	2038/9/21
27.	Invention	Method, device, terminal equipment and storage medium for extracting characteristics (特徵提取方法、裝置、終端設備及存儲介質)	WFOE	2019104784684	2021/11/19	2039/6/3
28.	Invention	Method and device for processing sport tracks video (運動軌跡視頻的處理方法及裝置)	WFOE	2019102088575	2022/02/22	2039/03/19

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

<u>No.</u>	<u>Patent Category</u>	<u>Patent</u>	<u>Patent Owner</u>	<u>Patent Number</u>	<u>Application Date</u>
<i>Smart Hardware</i>					
1.	Invention	Method, device, equipment and storage medium for estimating calories (一種卡路里估算方法、裝置、設備及存儲介質)	WFOE	2020115898060	2020/12/29
2.	Invention	Method, device, smart bracelet for evaluating sport movement (運動動作的評估方法及裝置、智能手環)	Shenzhen Calorie WFOE	2018113554259	2018/11/14
3.	Invention	Method, device and wearable equipment for identifying badminton stroke action (羽毛球擊球動作的識別方法、裝置和可穿戴設備)	WFOE	2019103566856	2019/4/29
4.	Invention	Method and wearable equipment for identifying gesture and gesture control system (手勢識別方法、可穿戴設備及手勢控制系統)	WFOE	2019105282929	2019/6/18
5.	Invention	Method and device for scoring action (動作評分方法及裝置)	WFOE	2019107255451	2019/8/7
6.	Invention	Method and device for detecting sleep state (睡眠狀態檢測方法及裝置)	WFOE	2019110896846	2019/11/8
7.	Invention	Method, device and processor for transferring data (數據傳輸方法及裝置、處理器)	Shenzhen Calorie WFOE	2020111116454	2020/10/16
8.	Invention	Method and device based on action identification (基於動作識別的方法及裝置)	WFOE	2021102986208	2021/3/19
9.	Invention	Method and device for sports gaming (運動遊戲的交互方法及裝置)	WFOE	2021113509734	2021/11/15
10.	Invention	Method and device for interacting boxing game (拳擊遊戲的交互方法及裝置)	WFOE	2021103972819	2021/4/13
11.	Invention	Method and device for interacting fitness training (健身訓練的交互方法及裝置)	WFOE	2021103963858	2021/4/13

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<u>No.</u>	<u>Patent Category</u>	<u>Patent</u>	<u>Patent Owner</u>	<u>Patent Number</u>	<u>Application Date</u>
12.	Invention	Method for displaying effect based on movement frequency and device and electronic equipment for displaying effect (基於運動頻率的效果展示方法及效果展示裝置、電子設備)	Shenzhen Calorie WFOE	202110887215X	2021/8/3
13.	Invention	Method, device and wearable system for determining fitness plan (健身計劃的確定方法及確定裝置、可穿戴系統)	WFOE	2020112575109	2020/11/11
14.	Invention	Method, device, storage medium and processor for determining fitness equipment parameters (健身設備參數的確定方法、裝置、存儲介質及處理器)	Calorie Technology WFOE	2021102812136	2021/3/16
15.	Invention	Method, device, storage medium and processor for controlling fitness equipment (健身設備的控制方法、裝置、存儲介質及處理器)	Calorie Technology WFOE	2021102830670	2021/3/16
16.	Invention	Method, device, storage medium and processor for adjusting fitness equipment (健身設備的調節方法和裝置，以及存儲介質和處理器)	Calorie Technology WFOE	2021102811839	2021/3/16
17.	Invention	Method, device, storage medium and processor for adjusting resistance of fitness equipment (健身設備的調阻方法、裝置、存儲介質及處理器)	Calorie Technology WFOE	2021102811792	2021/3/16
18.	Invention	Method and device for displaying page (頁面展示方法及裝置)	WFOE	2021102986195	2021/3/19
19.	Invention	Method and device for displaying comments (展示評論內容的方法及裝置)	WFOE	2021103044726	2021/3/22
20.	Invention	Grouping method, device, storage medium and processor (分組方法、裝置、存儲介質及處理器)	WFOE	2021104211976	2021/4/19

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<u>No.</u>	<u>Patent Category</u>	<u>Patent</u>	<u>Patent Owner</u>	<u>Patent Number</u>	<u>Application Date</u>
Others					
21.	Invention	Method, device, storage medium and processor for detecting athletic ability (運動能力檢測的方法及裝置、存儲介質、處理器)	WFOE	2018110062248	2018/8/30
22.	Invention	Method, device and electronic equipment for measuring action difficulty (動作難度計算方法及裝置、電子設備)	WFOE	2019114254186	2019/12/31
23.	Invention	Method, device, storage medium and electronic equipment for determining fitness course (健身課程的確定方法、裝置、存儲介質及電子裝置)	WFOE	2021108020268	2021/7/15
24.	Invention	Method, device, storage medium and electronic equipment for determining fitness course (健身課程的確定方法、裝置、存儲介質及電子裝置)	WFOE	2021108020183	2021/7/15
25.	Invention	Method, device, storage medium and electronic equipment for adjusting fitness course (健身課程的調整方法、裝置、存儲介質及電子裝置)	WFOE	2021108032388	2021/7/15
26.	Invention	Method, device, storage medium and electronic equipment for adjusting fitness course (健身課程的調整方法、裝置、存儲介質及電子裝置)	WFOE	2021108032301	2021/7/15
27.	Invention	Method, device, storage medium and electronic equipment for recommending fitness course (健身課程的推薦方法、裝置、存儲介質及電子裝置)	WFOE	2021108032373	2021/7/15
28.	Invention	Method, device, equipment and storage medium for generating 3D human body model (三維人體模型的生成方法、裝置、設備和存儲介質)	WFOE	2018116385021	2018/12/29

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<u>No.</u>	<u>Patent Category</u>	<u>Patent</u>	<u>Patent Owner</u>	<u>Patent Number</u>	<u>Application Date</u>
29.	Invention	Method, device, and electronic equipment for generating image (圖像生成方法及裝置、電子設備)	WFOE	2019109512421	2019/10/8
30.	Invention	Method, device and electronic equipment for processing tracks data (軌迹數據的處理方法及裝置、電子設備)	WFOE	2019110084294	2019/10/22
31.	Invention	Method, device and system for processing track data (運動軌迹的處理方法及裝置、運動軌迹處理系統)	WFOE	2020105250460	2020/6/10
32.	Invention	Method, device, equipment and storage medium for restoring sports tracks (一種運動軌迹的修復方法、裝置、設備及存儲介質)	WFOE	2020107073047	2020/7/21
33.	Invention	Method, device, equipment and storage medium for correcting tracks (軌迹糾偏方法、裝置、設備及存儲介質)	WFOE	202010987637X	2020/9/18
34.	Invention	Method, device, wearable equipment and storage medium for restoring tracks (一種軌迹修復方法、裝置、可穿戴設備及存儲介質)	WFOE	2021105020444	2021/5/8
35.	Invention	Method and device for processing data for running applications (一種運行應用程序的數據處理方法和裝置)	WFOE	2017109723635	2017/10/18
36.	Invention	Method and device for determining sport goals (運動目標確定方法及裝置)	WFOE	2019107852734	2019/8/23

Domain names

As at the Latest Practicable Date, we owned the following domain names which we consider to be or may be material to our business:

<u>No.</u>	<u>Domain Name</u>	<u>Registered Owner</u>	<u>Registration Date</u>	<u>Expiry Date</u>
1.	keep.com	Calorie Technology	1995-8-29	2028/9/17

FURTHER INFORMATION ABOUT OUR DIRECTORS

Particulars of Directors’ service contracts and appointment letters

Executive Directors

Each of our executive Directors entered into a service contract with our Company on [●]. The term of appointment shall be for an initial term of three years from the [REDACTED] or until the third annual general meeting of our Company after the [REDACTED], whichever is sooner (subject to retirement as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than three months’ written notice.

Non-executive Director

Our non-executive Director entered into an appointment letter with our Company on [●]. The term of appointment shall be for an initial term of three years from the [REDACTED] or until the third annual general meeting of our Company after the [REDACTED], whichever is sooner (subject to retirement as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than three months’ written notice.

Independent non-executive Directors

Each of our independent non-executive Directors entered into an appointment letter with our Company on [●]. The term of appointment shall be for an initial term of three years from the [REDACTED] or until the third annual general meeting of our Company after the [REDACTED], whichever is sooner (subject to retirement as and when required under the Articles of Association). Either party may terminate the agreement by giving not less than three months’ written notice.

Remuneration of Directors

- (a) Save as disclosed above, none of our Directors has or is proposed to have a service contract with any member of our Group other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).
- (b) The aggregate amount of remuneration paid and benefits in kind granted to our Directors by our Group in respect of the year ended December 31, 2022 was approximately RMB17.8 million.
- (c) Under the arrangements currently in force, we estimate that the aggregate remuneration payable to, and benefits in kind receivable by, our Directors by any member of our Group in respect of the year ending December 31, 2023 is approximately RMB17.9 million.

Disclosure of interests

Interests and short positions of our Directors in the share capital of our Company or our associated corporations following completion of the [REDACTED]

Immediately following completion of the [REDACTED] (assuming the Presumptions), and other than as disclosed in “Substantial Shareholders”, the interests or short positions of our Directors and chief executives in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO), which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the

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SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the ‘Model Code for Securities Transactions by Directors of Listed Issuers’ contained in the Listing Rules, to be notified to our Company and the Stock Exchange once our Company’s Shares are listed on the Stock Exchange, are set out below:

Name of director	Nature of interest	Number of issued Shares	Number of Shares underlying outstanding options granted	Approximate % interest in Shares of our Company immediately after the [REDACTED] ⁽¹⁾
Mr. Peng Wei ⁽²⁾	Interest in controlled corporation	10,621,480 Shares	—	[REDACTED]
Mr. Liu Dong ⁽³⁾	Interest in controlled corporation	5,561,499 Shares	—	[REDACTED]
	Beneficial interest in Restricted Shares granted under the Pre-[REDACTED] Share Incentive Plans	—	10,000 Shares	[REDACTED]

Notes:

- (1) The calculations are made assuming the [REDACTED] is not exercised and no Shares are issued under the Share Incentive Plans.
- (2) Mr. Peng holds his interests in our Company through his controlled corporation, Metropolis Olympia Holdings Limited, which holds 10,621,480 Shares. Metropolis Olympia Holdings Limited is wholly-owned by Pacinson Limited, which in turn is controlled by a trust that is controlled by Mr. Peng and in which Mr. Peng is the settlor and sole beneficiary. Under the SFO, Mr. Peng Wei is deemed to be interested in all the interests in our company held by Metropolis Olympia Holdings Limited.
- (3) Mr. Liu is beneficially interested in 10,000 Shares, which underlines the outstanding options granted to him under the 2016 Plan. Mr. Liu holds additional interests in our Company through his controlled corporation, Bulldog Group Ltd, which holds 5,561,499 Shares, of which 990,000 of the Shares were awarded to Mr. Liu Dong pursuant to the Pre-[REDACTED] Share Incentive Plans and are held by Bulldog Group Ltd as Restricted Shares (with restrictions on transfer, voting and income) until the relevant vesting and exercise conditions are fulfilled. Bulldog Group Ltd is ultimately wholly controlled by a trust in which Mr. Liu is the settlor and sole beneficiary. Under the SFO, Mr. Liu Dong is deemed to be interested in all the interest in our Company held by Bulldog Group Ltd.
- (4) For details of Mr. Wang’s interest in our Company, please see “Substantial Shareholders”.

Interests and short positions disclosable under Divisions 2 and 3 of Part XV of the SFO

For information, so far as is known to our Directors or chief executive, of each person, other than our Directors or chief executive, who immediately following completion of the [REDACTED] (assuming the Presumptions) who will have an interest or short position in the Shares or underlying shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, is, directly or indirectly, interested in 10% or more of the issued voting shares of any class of shares of our Company or any other member of our Group, see “Substantial Shareholders”.

PRE-[REDACTED] SHARE INCENTIVE PLANS

Summary of material terms of the Pre-[REDACTED] Share Incentive Plans

Overview

The following is a summary of the principal terms of the 2016 Plan and the 2021 Plan (collectively the Pre-[REDACTED] Share Incentive Plans) of our Company as approved and adopted by the Board, as amended from time to time. The plans are not subject to Chapter 17 of the Listing Rules and will not involve the grant of options by our Company to subscribe for new shares after Listing. Upon Listing, we will not make any new grants of awards under the Pre-[REDACTED] Share Incentive Schemes and we will be subject to, and will comply with, Amended Chapter 17 of the Listing Rules.

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Purpose

The Pre-[REDACTED] Share Incentive Plans are adopted with a view to attracting and retaining the best available personnel for positions of substantial responsibility, to provide additional incentives to selected employees, directors, and consultants and to promote the success of our business by offering these individuals an opportunity to acquire a proprietary interest in the success of our Company or to increase their interest, by issuing them Shares or by permitting them to purchase Shares.

Eligibility

Persons eligible to participate in the Pre-[REDACTED] Share Incentive Plans include employees of our Company or any parent or subsidiary of our Company, a member of the board of directors of the Company, or any consultant who is engaged by the Company or its parent or subsidiary to render consulting or advisory services to such entity (the “**Service Providers**”).

Maximum number of Shares

The maximum aggregate number of Shares which may be issued pursuant to all awards pursuant to the 2016 Plan is 35,536,640 ordinary Shares, and the maximum aggregate number of Shares which may be issued pursuant to all awards pursuant to the 2021 Plan is 25,108,660 ordinary Shares.

As at [June 12], 2023, an aggregate of 45,215,300 Shares underlie awards that remain unexercised, unvested or ungranted under the Pre-[REDACTED] Share Incentive Plans, of which (a) 45,205,300 ordinary shares were issued to Calorie Partner Limited, which are reserved for satisfying awards granted or to be granted to participants of our Pre-[REDACTED] Share Incentive Plans. Calorie Partner Limited is a trust company wholly-owned by a trust in which our Company is the settlor, Futu Trustee Limited acts as the trustee, and the beneficiaries are participants of our Company’s share incentive plans who are not close associates of our Company; and (b) 10,000 Shares remain to be issued and which underlie the options granted to our Director, Mr. Liu Dong. The ordinary Shares issued to and held by Calorie Partner Limited and that are unvested will not be used to vote at general meetings of our Company by the trustee, in accordance with Amended Chapter 17 of the Listing Rules.

A breakdown of the ordinary Shares underlying the Pre-[REDACTED] Share Incentive Plans as at [June 12], 2023 are set out below:

	<u>2016 Plan</u>	<u>2021 Plan</u>	<u>Total</u>
Shares issued pursuant to exercised options	15,430,000	—	15,430,000 ⁽¹⁾
Shares issued and underlying granted outstanding options	[18,389,250]	[4,701,825]	[23,091,075] ⁽²⁾
Shares issued and underlying ungranted awards	[1,707,390]	[20,406,835]	[22,114,225] ⁽²⁾⁽³⁾
Shares remaining to be issued and underlying granted and outstanding options	10,000	—	10,000 ⁽⁴⁾
Scheme limit	35,536,640	25,108,660	60,645,300

Notes:

- (1) These Shares are held by Bulldog Group Ltd (as to 990,000) and Calorie Fortune Limited (as to 14,440,000). See “History, Reorganization, and corporate Structure—Major Shareholding Changes of our Company”.
- (2) These Shares are held by Calorie Partner Limited, see “History, Reorganization, and corporate Structure—Major Shareholding Changes of our Company” and “—Pre-[REDACTED] Share Incentive Plans—Summary of material terms of the Pre-[REDACTED] Share Incentive Plans—Maximum number of Shares”.
- (3) These Shares represent [4.30]% and [4.21]% of our Company’s total issued share number immediately before and after the [REDACTED] (assuming the Presumptions). After Listing, these Shares will be used to fund share options and share awards granted under the Post-[REDACTED] Share Incentive Scheme, and the Company will treat a share option or share award funded by these Shares as a share option or share award funded by these Shares.

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share award funded by new shares of the Company and such grant will comply with Amended Chapter 17 of the Listing Rules, including the requirements that relate to grants of awards funded by new shares, and will be granted under the Post-[REDACTED] Share Incentive Scheme, which will be a share scheme with terms that comply with the Amended Chapter 17. Accordingly, these Shares (representing [REDACTED] of our total issued share number immediately upon Listing) will form part of the 10% total scheme limit under the Post-[REDACTED] Share Incentive Scheme, the terms of which are further detailed in this section below.

- (4) These Shares underlie outstanding options granted to Mr. Liu Dong, our Director, and have not been issued. See “—Further information about our Directors—Disclosure of interests”.

Administration

The Pre-[REDACTED] Share Incentive Plans are administered by the Board acting as the administrator. The Board shall, subject to the terms of the plans, have the authority in its discretion to:

- (a) to determine the fair market value of the Shares;
- (b) to select the Service Providers to whom awards may from time to time be granted;
- (c) to determine the number of Shares to be covered by each award granted;
- (d) to approve forms of agreement for use under the plans;
- (e) to determine the terms and conditions, of any award granted. Such terms and conditions include, but are not limited to, the exercise price, the time or times when award may be exercised (which may be based on performance criteria), any vesting acceleration or waiver of forfeiture restrictions, and any restriction or limitation regarding any award or the Shares relating thereto, based in each case on such factors as the administrator, in its sole discretion, shall determine;
- (f) to determine whether and under what circumstances an option may be settled in cash instead of Shares;
- (g) to reduce the exercise price of any option to the then current fair market value if the fair market value of the Shares covered by such option has declined since the date the option was granted;
- (h) to initiate an option exchange program;
- (i) to prescribe, amend and rescind rules and regulations relating to the plans, including rules and regulations relating to sub-plans established for the purpose of qualifying for preferred tax treatment under foreign tax law;
- (j) to allow optionees to satisfy withholding tax obligations by electing to have the Company withhold from the Shares to be issued upon exercise of an award that number of Shares having a fair market value equal to the amount required to be withheld. The fair market value of the Shares to be withheld shall be determined on the date that the amount of tax to be withheld is to be determined. All elections by optionees to have Shares withheld for this purpose shall be made in such form and under such conditions as the administrator may deem necessary or advisable;
- (k) to construe and interpret the terms of the plans and awards granted pursuant to the plans;
- (l) to make all other determinations that as the administrator may deem necessary or advisable to administrate the plans; and
- (m) to delegate any of the powers above.

Grant of Awards

Awards include any option, award of stock purchase right, award of restricted share unit, award of restricted shares, or other share-based award as determined by the Board granted under the plans.

Options

The Board is authorized to grant options to participants on the terms and conditions as set out in the 2016 Plan and the 2021 Plan. The option agreement evidencing the options shall include such additional provisions as may be specified by the Board.

The term of each option shall be stated in the option agreement; provided, however, that the term shall be no more than ten years from the date of grant thereof. The per share exercise price for the Shares to be issued upon exercise of an option shall be such price as is determined by the administrator. The consideration to be paid for the Shares to be issued upon exercise of an Option, including the method of payment, shall be determined by the administrator. Such consideration may consist of (i) cash; (ii) check; (iii) promissory note; (iv) other Shares which (x) in the case of Shares acquired upon exercise of an Option, have been owned by the optionee for more than six (6) months on the date of surrender, and (y) have a fair market value on the date of surrender equal to the aggregate exercise price of the Shares as to which such Option shall be exercised, (v) consideration received by the Company under a cashless exercise program implemented by the Company in connection with the plans; or (vi) any combination of the foregoing methods of payment. No new options may be granted under the Pre-[REDACTED] Share Incentive Plans after Listing.

Restricted Share Units

The Board may grant restricted share units to participants as the Board in its sole discretion shall determine at any time and from time to time. The award agreement evidencing the restricted share units shall specify such other terms and conditions as the Board, in its sole discretion, shall determine. The Company may continue to grant restricted share units after Listing in accordance with the terms of the respective Pre-[REDACTED] Share Incentive Plan.

Limits on transfer

Unless otherwise approved by the Board, the awards may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of succession and may be exercised, during the lifetime of the optionee, only by the optionee and in the event of death of the optionee, in accordance with the relevant provision in the plans.

Adjustments

Subject to any required action by Shareholders, the number of Shares covered by each outstanding Award, and the number of Shares which have been authorized for issuance under the plans but as to which no awards have yet been granted or which have been returned to the plans upon cancelation or expiration of an award, as well as the price per Share covered by each such outstanding award, shall be proportionately adjusted for any increase or decrease in the number of Shares resulting from a reclassification of the Shares, or any other increase or decrease in the number of Shares effected without receipt of consideration by the Company. The conversion of any convertible securities of the Company shall not be deemed to have been “effected without receipt of consideration”. No issuance by

the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of Shares subject to an award. If the Company shall at any time increase or decrease the number of its outstanding Shares, or change in any way the rights and privileges of such Shares by means of the payment of a stock dividend or any other distribution upon such Shares, or through a stock split, subdivision, consolidation, combination, reclassification or recapitalization involving the stock, then in relation to the Shares that is affected by one or more of the above events, the numbers, rights and privileges of the following shall be increased, decreased or changed in like manner as if such Shares had been issued and outstanding, fully paid and nonassessable at the time of such occurrence: (i) the number of shares of Shares as to which options may be granted under the plans; and (ii) the Shares included in each outstanding option granted.

Amendment and termination

The Board may at any time amend, alter, suspend or terminate Pre-[REDACTED] Share Incentive Plan. The Board shall obtain Shareholders’ approval of any amendment to the extent necessary and desirable to comply with applicable laws. No amendment, alternation, suspension or termination of the plans shall impair the rights of any optionee in any material way any optionee previously granted pursuant to the plans, unless mutually agreed otherwise in meeting between the optionee and the administrator. Termination of the plans shall not affect the administrator’s ability to exercise the powers granted to it with respect to options granted under the plans prior to the date of such termination.

Term of the Pre-[REDACTED] Share Incentive Plans

Unless terminated earlier by the Board, the 2016 Plan and the 2021 Plan will terminate ten years after their respective adoption date.

Details about the outstanding options granted under the Pre-[REDACTED] Share Incentive Plans

General

The below table sets out the key details of outstanding options granted under the Pre-[REDACTED] Share Incentive Plans as of [June 12], 2023:

(a) Total grantees with outstanding options:	
- under the 2016 Plan	[199]
- under the 2021 Plan	[251]
(b) Total number of outstanding options:	
- under the 2016 Plan	[18,399,250]
- under the 2021 Plan	[4,701,825]
(c) Total Shares underlying the outstanding options:	
- under the 2016 Plan	[18,399,250]
- under the 2021 Plan	[4,701,825]
(d) Dates between which outstanding options were granted:	
- for the 2016 Plan	[March 7, 2016 - September 1, 2022]
- for the 2021 Plan	[June 8, 2021 - February 14, 2023]

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- (e) Range of exercise price for outstanding options:
- for the 2016 Plan [US\$0.005 to US\$4.098]
 - for the 2021 Plan [US\$2.3356 to US\$2.956]
- (f) Consideration for accepting the outstanding options granted: No cash consideration was paid by the grantees for the outstanding options granted.

As our Group incurred losses for the year ended December 31, 2022, the dilutive potential of the ordinary shares arising from any options from the Share Incentive Plans are not included in the calculation of diluted loss per share as their inclusion would be anti-dilutive. Accordingly, diluted loss per share for the year ended December 31, 2022 was the same as basic loss per share for the corresponding periods. As at the date of this document, 10,000 Shares remain to be issued under the Pre-[REDACTED] Share Incentive Plans, which, if fully issued, would have a nominal dilutive effect on our total issued share capital.

Details of outstanding options held by Directors, senior management and other connected persons

The table below sets out the details of the outstanding options granted to (i) our Director, (ii) consultants, and (iii) other grantees with options representing at least [340,000] Shares each (“**Significant Other Grantees**”). No other outstanding options that remain outstanding were granted to any other Directors, senior management or connected persons of our Company.

<u>Name</u>	<u>Role</u>	<u>Address</u>	<u>Plan</u>	<u>Date of grant</u>	<u>Vesting period⁽³⁾</u>	<u>Exercise price (per Share)</u>	<u>Number of Shares underlying the outstanding options granted</u>	<u>Approximate percentage of issued shares immediately after completion of the [REDACTED]⁽¹⁾</u>
<i>Directors</i>								
Mr. Liu Dong	Executive Director	No. 304, Building 1, Jiuzhoujiayuan Longyuan Road Longgang District Shenzhen City Guangdong Province China	2016 Plan	April 22, 2021	See note 2.	US\$0.80	10,000	[REDACTED]
<i>Consultants</i>								
Zhu Liang	Consultant	Room 6-111, Yinlu, No. 9, Xianlin West Road, Yuhang District, Hangzhou, Zhejiang, China	2016 Plan	April 1, 2019 – March 1, 2021	January 1, 2020 – December 1, 2022	US\$1.03 – US\$2.41	1,200,000	[REDACTED]

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<u>Name</u>	<u>Role</u>	<u>Address</u>	<u>Plan</u>	<u>Date of grant</u>	<u>Vesting period⁽³⁾</u>	<u>Exercise price (per Share)</u>	<u>Number of Shares underlying the outstanding options granted</u>	<u>Approximate percentage of issued shares immediately after completion of the [REDACTED]⁽¹⁾</u>
Yu Xianghai	Consultant	Wanke Gongwang Yueshan Liyuan, Dongzhou Street, Fuyang District, Hangzhou, Zhejiang, China	2016 Plan	March 1, 2021	January 1, 2021 – December 1, 2022	US\$2.42	600,000	[REDACTED]
Wei Huaning	Consultant	47-1 Yanlan Mountain, Longhu, Houshayu, Shunyi District, Beijing, China	2016 Plan	June 8, 2021	January 1, 2021 – December 1, 2022	US\$2.42	600,000	[REDACTED]
Weng Tao	Consultant	Room 809, Building 16, Post Modern City, Baiziwan, Chaoyang District, Beijing, China	2016 Plan	June 8, 2021	June 1, 2022 – June 1, 2023	US\$2.34	120,000	[REDACTED]

Significant Other Grantees

Huang Jingjing	Vice President of Fitness and Content Center	No. 8, Shadi Street, Shadi Township, Enshi City, Hubei Province, China	2016 Plan	August 1, 2019	January 1, 2021 – January 1, 2023	US\$2.06	800,000	[REDACTED]
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Name	Role	Address	Plan	Date of grant	Vesting period ⁽³⁾	Exercise price (per Share)	Number of Shares underlying the outstanding options granted	Approximate percentage of issued shares immediately after completion of the [REDACTED] ⁽¹⁾
Wang Liang	Senior Product Managing Director of Artificial Intelligence of Things Business Unit	Room 3108, Block A, Fengye Apartment, Nanyuan, No. 1040, Nanshan Boulevard, Nanshan District, Shenzhen, China	2016 Plan	October 1, 2017 – June 8, 2021	July 17, 2019 – April 1, 2025	US\$0.125 – US\$2.34	690,000	[REDACTED]
Su Jinyuan	Vice President of the Chief Finance Office	302, Unit 4, Building 1, Jinshangjiayuan, A2 Huayuan Road, Haidian District, Beijing, China	2016 Plan	September 19, 2018	June 19, 2020 – June 19, 2022	US\$2.06	600,000	[REDACTED]
Li Chongxin	Senior Product Technical Director of Online Platform Business Unit	201, Unit 2, Building 911, Runze Yuexi, Beiyuan, Chaoyang District, Beijing, China	2016 Plan	November 11, 2016 – June 8, 2021	July 14, 2017 to April 1, 2022	US\$0.45 – US\$2.34	420,000	[REDACTED]
Dai Chunping	Project Director of Artificial Intelligence of Things Business Unit	2407, Block C, Building 1, Tianxia Feicui Mingzhu, Nantou Street, Nanshan District, Shenzhen, China	2016 Plan	October 17, 2017 – June 8, 2021	July 17, 2019 – April 1, 2025	US\$0.13 – US\$2.34	380,000	[REDACTED]
An Ran	Product Manager of Artificial Intelligence of Things Business Unit	Room 1321, Unit 2, Building 13, Hujialou North Street, Chaoyang North Road, Chaoyang District, Beijing, China	2016 Plan and 2021 Plan	March 7, 2016 – June 8, 2021	May 18, 2016 – April 1, 2025	US\$0.13 – US\$2.34	350,000	[REDACTED]

Notes:

(1) The calculations are made assuming the Presumptions.

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- (2) 50% of the Shares underlying the option shall vest upon the second anniversary of the vesting commencement date. Another 25% of the Shares subject to the option shall vest upon the third and fourth anniversary of the vesting commencement date respectively or at such time that the plan administrator may designate at its sole discretion.
- (3) The exercise period of these options commence from the vesting date of the relevant options and end on the tenth anniversary of the grant date thereof. If requested by the Company or any representative of the Company’s [REDACTED] in connection with an [REDACTED], the grantee will not be permitted to sell or otherwise transfer any of the Shares or securities of the Company during the 180-day period following the closing date of such [REDACTED].

Details of outstanding options granted to other grantees

The table below sets out the details of the outstanding options granted to the remaining [365] grantees under the Pre-[REDACTED] Share Incentive Plans, as of [June 12], 2023, who are not (i) Directors, members of the senior management or connected persons of our Company, (ii) consultants, or (iii) Significant Other Grantees:

Range of Shares Underlying outstanding Options	Total number of grantees	Date of grant	Vesting period ⁽²⁾	Exercise price (US\$)	Number of Shares underlying the outstanding options granted	Approximate percentage of issued shares immediately after completion of the [REDACTED] ⁽¹⁾
Under the 2016 Plan:						
0 to 27,999 Shares	[69]	March 7, 2016 - August 23, 2022	see note 2	0.125 - 2.956	[952,750]	[REDACTED]
28,000 Shares or above	[119]	March 7, 2016 - September 1, 2022	see note 2	0.005 - 4.098	[11,836,500]	[REDACTED]
Sub-total:	[188] grantees				[12,789,250]	[REDACTED]
Under the 2021 Plan:						
0 to 27,999 Shares	[205]	June 8, 2021 - February 14, 2023	see note 2	2.3356 - 2.956	[1,821,825]	[REDACTED]
28,000 Shares or above	[45]	June 8, 2021 - February 14, 2023	see note 2	2.3356 - 2.956	[2,720,000]	[REDACTED]
Sub-total:	[250] grantees				[4,541,825]	[REDACTED]
Under both the 2016 Plan and 2021 Plan:						
0 to 27,999 Shares	[203]	March 7, 2016 - February 14, 2023	see note 2	0.125 - 2.956	[3,494,575]	[REDACTED]
28,000 Shares or above	[163]	March 7, 2016 - February 14, 2023	see note 2	0.005 - 4.098	[13,836,500]	[REDACTED]
Total:	[365] grantees				[17,331,075]	[REDACTED]

Notes:

- (1) The calculations are made assuming the [REDACTED] is not exercised and no Shares are issued under the [REDACTED].
- (2) Please refer to Note 29(b) of the Accountant’s Report in Appendix I for the vesting schedule. The exercise period of these options commence from the vesting date of the relevant options and end on the tenth anniversary of the grant date thereof. If requested by the Company or any representative of the Company’s [REDACTED] in connection with an [REDACTED], the grantee will not be permitted to sell or otherwise transfer any of the Shares or securities of the Company during the 180-day period following the closing date of such [REDACTED].

[POST-[REDACTED] SHARE INCENTIVE PLAN

Overview

The following is a summary of the principal terms of the 2023 Plan approved by our Company in [●] 2023, which will be adopted immediately prior to Listing. This plan will constitute a share scheme governed by Amended Chapter 17.

Purpose

The purpose of this plan is to: (a) provide our Company with a flexible means of attracting, remunerating, incentivising, retaining, rewarding, compensating and/or providing benefits to Eligible Participants (defined below); (b) align the interests of Eligible Participants with those of our Company and Shareholders by providing such Eligible Participants with the opportunity to acquire proprietary interests in our Company and become Shareholders; and (c) encourage Eligible Participants to contribute to the long-term growth, performance and profits of the Company and to enhance the value of our Company and our Shares for the benefit of our Company and Shareholders as a whole.

Eligibility

The following participants are eligible to participate in this plan (“**Eligible Participants**”):

<i>Employee Participants</i>	A director, officer or employee of our Group on the grant date.
<i>Related Entity Participant</i>	A director, officer or employee of (i) our holding company (if any); (ii) subsidiaries of our holding company other than our Group (if any); and (iii) associate companies of our Company.
<i>Service Provider Participant</i>	Persons providing services to our Group on a continuing basis in its ordinary and usual course of business that are in the interests of the long term growth of our Group, as determined by the scheme administrator, pursuant to the criteria set out in this plan, and: (a) includes (i) content creators that provide significantly contributes to our Group and business; (ii) third-party platforms that is, or is anticipated to be going forward, a significant business partner or otherwise significant to our business; and (iii) consultants, suppliers and service providers that is, or is anticipated to be going forward, a significant business partner or otherwise significant to our business; but (b) does not include (i) placing agents or financial advisors providing advisory services for fundraising, mergers or acquisitions; or (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity.

Awards and Scheme Limits

We may grant share options and share awards (collectively, “**awards**”) funded by new ordinary shares of our Company (or shares treated as new shares of our Company, including the Rollover Award Shares), or an equivalent value determined at the prevailing market rate, under this plan.

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The 2023 Plan shall have the following scheme:

<i>Total scheme limit</i>	The total number of Shares which may be issued pursuant to all awards to be granted under this plan and under any other share schemes of our Company is 10% of the Shares in issue on the [REDACTED].
<i>Service Provider Participants sub-limit</i>	The total number of Shares which may be issued pursuant to all awards to be granted to Service Provider Participants under this plan is 2,500,000 Shares.

The above limits may be refreshed by Shareholders at general meeting in accordance with Rule 17.03C of Amended Chapter 17.

Additionally, each Eligible Participant shall be subject to an individual grant limit and additional approval requirements, (a) with respect to a Director, chief executive or substantial shareholder of our Company, or their respective associates, as specified in Rule 17.04 of Amended Chapter 17; and (b) with respect to any Eligible Participant, as specified in Rule 17.03D of Amended Chapter 17.

Administration

This plan shall be administered by our Board, which may establish a committee and appoint person(s) to administer and implement this plan (collectively, the “**scheme administrator**”). The scheme administrator’s powers are subject to applicable laws, rules and regulations, and include the power to: (a) interpret the plan rules; (b) make grants and determine conditions of the awards granted (e.g., grant date, vesting period, vesting schedule and conditions such as performance targets, clawback arrangements, exercise price and period, exercise method and how to settle vested awards, and other conditions and restrictions); (c) approve award letters; and (d) take any other actions deemed necessary or prudent to give effect to the terms and intent of the plan rules or awards.

Notwithstanding these powers, the administration of this plan shall comply with all applicable shareholder approval, announcement, circular, and reporting requirements imposed by the Listing Rules (as amended from time to time) and shall be subject to applicable laws, rules and regulations.

Grants

Grants of awards shall be determined by the scheme administrator and shall be made to Eligible Participants only.

Grants shall not be made in contravention of the Model Code set out in Appendix 10 to the Listing Rules and where our Company is in possession of inside information and until (and including) one full trading day after the date that such information is announced, including within the one month prior to the earlier of our Board approving any annual, half-year or quarterly results, or the deadline for our Company announcing such results under the Listing Rules.

Acceptance

The scheme administrator shall determine the period within which a grant may be valid for acceptance by the grantee, and the method of and purchase price (if any) payable with acceptance,

which shall be set out in the award letter. However, if not otherwise specified in the award letter, a grantee shall have 10 Business Days from the grant date to accept the award. Any awards not accepted by the grantee within the acceptance period (in the manner specified) shall be deemed as declined and automatically lapse.

Vesting period

The scheme administrator shall determine the vesting period and specify this in the award letter. However, the vesting period may not be for a period less than 12 months from the grant date, except in limited circumstances set out in this plan. These circumstances may only apply to Employee Participants and are consistent with the scenarios contemplated in FAQ 092-2022 issued by the Stock Exchange.

Vesting conditions

The scheme administrator may set vesting conditions on awards, which shall be specified in the award letter. These include performance targets, criteria or conditions to be satisfied in order for the relevant award to vest and be settled by the Company, and may be based on, among other criteria, performance appraisals within a specified period, business/financial/transactional/performance milestones, current and anticipated future contribution to our Group and business, minimum service period, upon reaching other specified targets.

Voting and dividend rights

Awards do not carry any right to vote at general meetings of our Company, nor any right to dividends, transfer or other rights. No grantee shall enjoy any of the rights of a Shareholder by virtue of being granted an award unless and until the Shares underlying an award are delivered to the grantee pursuant to the vesting and exercise of such award.

Transferability

Awards are personal to the grantee and shall not be assignable or transferrable, except where a waiver has been granted by the Stock Exchange with respect to the proposed transfer, and such transfer has been made in compliance with the Listing Rules and with the consent of our Company. Following such transfer, the transferee shall be bound by the plan rules and award letter as if the transferee were the grantee.

Clawback

Where certain events specified in the plan arise, our Board may determine that, with respect to a grantee, awards granted but not yet exercised shall immediately lapse, and with respect to any Shares delivered or amount paid to the grantee, the grantee be required to transfer the same value, whether in Shares and/or cash, back to our Company (or nominee). These circumstances are:

- (a) the grantee ceasing to be an Eligible Participant by reason of termination for cause or without notice, or the result of being charged/penalized/convicted of an offense involving the grantee’s integrity or honesty;
- (b) the grantee commits a serious misconduct or breach, including with respect to a policy or code of or other agreement with our Group, which is considered to be material; or
- (c) the award is no longer determined to be appropriate and aligned with the purpose of this plan.

Lapsed and canceled awards

The scheme administrator may cancel an award with the prior consent of the grantee. Award shares underlying canceled awards shall be treated in the manner required under the Listing Rules.

Awards shall automatically lapse upon the following events:

- (a) the award has not been accepted by the grantee (in the manner specified) within the acceptance period;
- (b) expiry of the exercise price;
- (c) the clawback mechanism being triggered;
- (d) following the grantee's death or permanent incapacity, bankruptcy, or where the grantee ceases to be an Eligible Participant or terminates their employment or contractual engagement with our Group for reasons other than as already provided for in this plan, or where the grantee's employment or contractual engagement has been suspended, or the grantee's position in or with respect to our Group has been vacated, for more than six months;
- (e) forfeiture of the award by the grantee; or
- (f) the grantee transfers the award in breach of the transferability provisions specified in the plan.

Term of this plan and termination

Subject to any early termination as determined by our Board, this plan shall have a plan life of ten years from the adoption date.

No grants may be made after termination of this plan. Notwithstanding termination of this plan, this plan and its rules shall continue to be valid and effective to the extent necessary to give effect to the vesting and exercise of awards granted prior to termination, and the termination shall not affect any subsisting rights already granted to a grantee. For the avoidance of doubt, awards granted during the plan life but that remain unexercised or unexpired prior to the termination shall continue to be valid and exercisable in accordance with this plan and the relevant award letter.

Amendment and termination

The scheme administrator may, in their sole discretion, amend this plan or an award provided that:

- (a) the amendment, and the amended plan or award, shall comply with the relevant requirements under Amended Chapter 17; and
- (b) additional approvals (e.g., from the relevant grantee, Shareholders at general meeting, or another body) are obtained as, and in the manner, required under the Notes to Rule 17.03(18) of Amended Chapter 17.

Award letter

A grant shall be accompanied by an award letter, which shall set out the particulars, terms and conditions of the grant, including particulars of the grant/award, vesting conditions, method of settlement, and other rights or restrictions attached to or in respect of the award (or underlying award shares).]

OTHER INFORMATION

Estate duty

Our Directors have been advised that no material liability for estate duty is likely to fall upon any member of our Group.

Litigation

Save as disclosed in this document, no member of our Group is engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against our Company that would have a material adverse effect on our Company’s results of operations or financial condition.

The Sole Sponsor

The listing of our Shares on the Hong Kong Stock Exchange is solely sponsored by China International Capital Corporation Hong Kong Securities Limited which is an independent sponsor under Rule 3A.07 of the Listing Rules.

The Sole Sponsor will receive an aggregate of US\$500,000 for acting as the Company’s sponsor for the Listing.

Consent of experts

This document contains statements made by the following experts:

<u>Name</u>	<u>Qualification</u>
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO for Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Commerce & Finance Law Offices	Qualified PRC lawyers
Harney Westwood & Riegels	Cayman Islands attorneys-at-law
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountants Ordinance (Cap. 50) Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Cap. 588)
China Insights Industry Consultancy Limited	Industry consultant
Global Law Office	Qualified PRC lawyers

As at the Latest Practicable Date, none of the experts named above has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Each of the experts named above have given and have not withdrawn their respective written consent to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Binding effect

[REDACTED]

Bilingual document

[REDACTED]

The English version of this document is the official version, and where are inconsistencies between the English version and translations thereof, the English version of this document shall prevail.

Preliminary expenses

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

Disclaimers

- (a) Save as disclosed in this document and in the section “[REDACTED]”, within the two years immediately preceding the date of this document:
 - (i) there are no commissions [(but not including commission to sub-[REDACTED])] for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company; and
 - (ii) there are no commissions, discounts, brokerages or other special terms granted in connection with the issue or sale of any capital of any member of our Group, and no Directors, promoters or experts named in “—Other information—Consent of experts” received any such payment or benefit.
- (b) Save as disclosed in this document:
 - (i) there are no founder, management or deferred shares in our Company or any member of our Group (other than the 990,000 Restricted Shares held by Bulldog Group Ltd and the 14,440,000 Restricted Shares held by Calorie Fortune Limited);
 - (ii) we do not have any promoter and no cash, securities or other benefit has been paid, allotted or given within the two years immediately preceding the date of this document, or are proposed to be paid, allotted or given to any promoters;
 - (iii) none of the Directors or the experts named in “—Other information—Consent of experts” above has any interest, direct or indirect, in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group; and
 - (iv) there are no bank overdrafts or other similar indebtedness by our Company or any member of our Group;

- (v) there are no hire purchase commitments, guarantees or other material contingent liabilities of our Company or any member of our Group;
- (vi) there are no outstanding debentures of our Company or any member of our Group;
- (vii) there are no other stock exchange on which any part of the equity or debt securities of our Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought;
- (viii) there are no arrangements under which future dividends are waived or agreed to be waived;
- (ix) there were no significant interruptions in the business of the Group which may have or have had a significant effect on our financial position in the last 12 months;
- (x) and save for the Share Incentive Plans, no capital of any member of our Group is under option, or is agreed conditionally or unconditionally to be put under option;
- (xi) there are no restrictions affecting the remittance of profits or repatriation of capital into Hong Kong and from outside Hong Kong;
- (xii) there are no contracts or arrangements subsisting at the date of this document in which a Director is materially interested or which is significant in relation to the business of our Group.