



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 May 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Keep Inc. (Incorporated in the Cayman Islands with limited liability)

Date Submitted: 05 June 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	03650	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	1,000,000,000	USD	0.00005	USD	50,000	
Increase / decrease (-)	0			USD	0	
Balance at close of the month	1,000,000,000	USD	0.00005	USD	50,000	

Total authorised/registered share capital at the end of the month: USD 50,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	03650	Description				
Balance at close of preceding month			525,671,987			
Increase / decrease (-)			0			
Balance at close of the month			525,671,987			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				03650					
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	The amended and restated 2016 employee's stock option plan adopted in June 2021 (the "2016 Plan")	15,266,702	Exercised	-89,000	15,027,702	0	10,000	0	
			Lapsed	-150,000					
General Meeting approval date (if applicable) _____									
2).	The amended and restated 2021 employee's stock option plan adopted in June 2021 (the "2021 Plan")	4,055,425	Lapsed	-8,500	4,046,925	0	0	0	
General Meeting approval date (if applicable) _____									
3).	The post-IPO share incentive plan adopted in June 2023 (the "Post-IPO Share Incentive Plan")	0			0	0	0	30,354,474	
General Meeting approval date (if applicable) <u>12 June 2023</u>									

Total A (Ordinary shares): _____ 0

Total funds raised during the month from exercise of options: HKD _____ 161,280

Remarks:

The ordinary shares (the "Shares") of Keep Inc. (the "Company") were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 12 July 2023 (the "Listing Date").

Save for the 10,000 Shares underlie the options granted to a director of the Company remain to be issued, the Shares underlie the options granted under the 2016 Plan and 2021 Plan (together, "Pre-IPO Share Incentive Plans") has been issued to Calorie Partner Limited. Calorie Partner Limited is a trust company wholly-owned by a trust in which the Company is the settlor, Futu Trustee Limited acts as the trustee, and the beneficiaries are participants of the Pre-IPO Share Incentive Plans.

Shares that were issued to Calorie Partner Limited before the Listing Date and without any underlying grants under the Pre-IPO Share Incentive Plans will be used to fund share options and share awards granted under the Post-IPO 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 new shares of the Company and such grant will comply with Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

For details of the Pre-IPO Share Incentive Plans and the Post-IPO Share Incentive Plan, please refer to Appendix IV of the Prospectus (the "Prospectus").

In respect of Item III(A)(1)(3): The Company may grant share options or share awards under the Post-IPO Share Incentive Plan. The figures in this box represent the grants of share options to be settled by issued Shares. See also Item III(D)(1) below in relation to the grant of restricted share units under the Post-IPO Share Incentive Plan for additional information. The total number of Shares which may be issued upon exercise of all options and/or vesting share awards to be granted under the Post-IPO Share Incentive Plan at the close of this month is 30,354,474 Shares.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		03650				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	Post- IPO Share Incentive Plan		12 June 2023	0	0	

Total D (Ordinary shares): 0

Remarks:

On 12 October 2023, a total of 337,200 restricted share units ("RSUs") representing 337,200 Shares under the Post-IPO Share Incentive Plan were granted to the employees of the Company. Upon fulfilment of the respective vesting schedules of the grant, the 337,200 RSUs granted to the grantees will be satisfied through the Shares previously issued pursuant to the Pre-IPO Share Incentive Plans. No new Shares were issued in connection of the grant of 337,200 RSUs.

On 12 April 2024, a total of 729,500 RSUs representing 729,500 Shares under the Post-IPO Share Incentive Plan were granted to the employees of the Company. Upon fulfilment of the respective vesting schedules of the grant, the 729,500 RSUs granted to the grantees will be satisfied through the Shares previously issued pursuant to the Pre-IPO Share Incentive Plans. No new

Shares were issued in connection of the grant of 729,500 RSUs.

On 21 May 2024, a total of 17,697,700 RSUs representing 17,697,700 Shares under the Post-IPO Share Incentive Plan were granted, among which (i) 13,197,700 RSUs to 417 employee of the Company and (ii) 4,500,000 RSUs to three directors of the Company (i.e., 1,500,000 RSUs to each of Mr. Wang Ning, Mr. Peng Wei and Mr. Liu Dong respectively, subject to and conditional on the approval by the independent shareholders at the annual general meeting of the Company to be held on 19 June 2024). Upon fulfilment of the respective vesting schedules of the grant, the 17,697,700 RSUs granted to the grantees will be satisfied through the Shares previously issued pursuant to the Pre-IPO Share Incentive Plans. No new Shares were issued in connection of the grant of 17,697,700 RSUs.

The total number of Shares which may be issued upon exercise of all options and/or vesting of share awards to be granted under the Post-IPO Share Incentive Plan at the close of this month is 30,354,474 Shares.

For more details, please refer to the Company's announcements dated 12 October 2023, 12 April 2024 and 21 May 2024, respectively and its circular dated 28 May 2024.

At close of this month, a total of 10,000 RSUs granted under the Post-IPO Share Incentive Plan had lapsed due to the cessation of the Company's employment of certain grantees.

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		03650				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Repurchase of shares				12 June 2023		-3,167,600

Total E (Ordinary shares): _____

Remarks:

Repurchases of a total of 1,599,500 Ordinary Shares were made from 2 April 2024 to 30 April 2024 but not yet cancelled as at 31 May 2024.

Repurchase of a total of 1,568,100 Ordinary Shares were made from 2 May 2024 to 31 May 2024 but note yet cancelled as at 31 May 2024.

Pursuant to the extraordinary general meeting of shareholders held on 12 June 2023, the Company adopted the Post-IPO Share Incentive Plan which the Board of Directors of the Company may grant an award to a grantee in the form of a share option or a share award. For details, please refer to Appendix IV of the Prospectus.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____ 0

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Not applicable

Submitted by: Wang Ning

Title: Chairman, executive director and chief executive officer

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and

- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
- . “class of shares issuable” should be construed as “class of shares redeemed”; and
- . “issue and allotment date” should be construed as “redemption date”