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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kuaishou Technology, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Kuaishou Technology
快手科技

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

(Stock Code: 1024)

**PROPOSED GRANTING OF OPTIONS TO A DIRECTOR
AND
PROPOSED ADOPTION OF THE 2023 SHARE INCENTIVE SCHEME
AND
PROPOSED ADOPTION OF AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the AGM of Kuaishou Technology (快手科技) to be held at Building W, West Gate of Kuaishou Technology Beijing Head Office, No. 6 Shangdi West Road, Haidian District, Beijing, the PRC on Friday, June 16, 2023 at 3:00 p.m. is set out on pages 65 to 71 of this circular. A form of proxy for use at the AGM is also enclosed, and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.kuaishou.com).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible, but in any event not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 3:00 p.m. on Wednesday, June 14, 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish. If you attend and vote at the AGM, the form of proxy that you have completed and returned will be revoked.

Reference to time and dates in this circular are to Hong Kong time and dates.

April 28, 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2023 Share Incentive Scheme” or “Scheme”	the new share incentive scheme of the Company proposed to be considered and adopted at the AGM, the principal terms of which are set out in the Appendix I
“Adoption Date”	means the date on which the 2023 Share Incentive Scheme is approved by the Shareholders of the Company
“AGM”	the annual general meeting of the Company to be held at Building W, West Gate of Kuaishou Technology Beijing Head Office, No. 6 Shangdi West Road, Haidian District, Beijing, the PRC on Friday, June 16, 2023 at 3:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Award(s)”	an award of any Options or RSUs as determined by the Board or its delegate(s) and granted to an Eligible Participant pursuant to the 2023 Share Incentive Scheme
“Award Letter”	the award letter as set out and defined in the 2023 Share Incentive Scheme
“Board”	the board of Directors
“Board or its delegate(s)”	for the purpose of the 2023 Share Incentive Scheme, means the Board, or a committee of the Board, and/or person(s) to which the Board has delegated its authority
“Business Day”	means any day (excluding Saturday) on which banks in Hong Kong are generally open for business and the Stock Exchange is open for business of dealing securities

DEFINITIONS

“Cause”	for the purpose of the 2023 Share Incentive Scheme, means, with respect to a Grantee, the summary termination of employment or office on any one or more of the following grounds: the Grantee has been guilty of misconduct, or has been convicted of any criminal offence involving his integrity or honesty or (if so determined by the Board or its delegate(s) in its absolute discretion) on any other grounds on which the relevant company in the Group would be entitled to terminate his employment or office summarily at common law or pursuant to any applicable laws or under the Grantee’s service contract with the relevant company in the Group. Notwithstanding the foregoing, a resolution and/or decision of the Board or its delegate(s), or the board of directors of the relevant Subsidiary or the Consolidated Affiliated Entity to the effect that the employment or office of a Grantee has or has not been terminated on one or more of the grounds specified herein shall be conclusive
“Class A Share(s)”	class A ordinary share(s) of the share capital of the Company with a par value of US\$0.0000053 each, conferring weighted voting rights in the Company such that a holder of a Class A Share is entitled to 10 votes per share on any resolution tabled at the Company’s general meetings, save for resolutions with respect to any Reserved Matters, in which case they shall be entitled to one vote per share
“Class B Share(s)”	class B ordinary share(s) of the share capital of the Company with a par value of US\$0.0000053 each, conferring a holder of a Class B Share one vote per share on any resolution tabled at the Company’s general meetings
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Kuaishou Technology (快手科技), an exempted company incorporated in the Cayman Islands with limited liability on February 11, 2014 and whose Class B Shares are listed on the Stock Exchange
“Companies Act”	the Companies Law of Cayman Islands (as amended from time to time)

DEFINITIONS

“Competitor”	for the purpose of the 2023 Share Incentive Scheme, means any governmental unit, corporation, partnership, joint venture, trust, individual proprietorship, firm or other enterprise, as the Board or its delegate(s) may at its absolute discretion identifies and determines, that carries on activities for profit, and shall be deemed to include any affiliates of the aforementioned, that is engaged in or about to become engaged in any activity of any nature that competes with a product, process, technique, procedure, device or service of the Company, any of its respective Subsidiaries or Consolidated Affiliated Entities
“connected person(s)”	have the meaning ascribed thereto under the Listing Rules
“Consolidated Affiliated Entities”	the entities the Company controls through the contractual arrangements, namely the PRC Holdcos and their respective subsidiaries
“control”	has the meaning ascribed thereto under the Takeovers Code
“core connected person(s)”	have the meaning ascribed thereto under the Listing Rules
“Corporate Governance Committee”	the corporate governance committee of the Board
“Director(s)”	the director(s) of the Company
“Disability”	for the purpose of the 2023 Share Incentive Scheme, means a disability, whether temporary or permanent, partial or total as determined by the Board or its delegate(s)
“Eligible Participant(s)”	eligible participant(s) under the 2023 Share Incentive Scheme, including Employee Participant(s), Service Provider(s) and Related Entity Participant(s)
“Employee Participant(s)”	for the purpose of the 2023 Share Incentive Scheme, means Director(s) and employee(s) of any member of the Group (including persons who are granted Options and/or RSUs under the 2023 Share Incentive Scheme as an inducement to enter into employment contracts with the Group)

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“Exercise Period”	for the purpose of the 2023 Share Incentive Scheme, means, in respect of any particular Option, the period to be determined and notified by the Board or its delegate(s) to each Grantee during which the Grantee may exercise such Option. Such period may commence on a day after the Grant Date and in any event shall end not later than 10 years from the Grant Date but subject to the provisions for early termination thereof contained herein
“Exercise Price”	for the purpose of the 2023 Share Incentive Scheme, means the price per Class B Share at which a Grantee may subscribe for Class B Shares on the exercise of an Option as described in the Scheme Rules
“financial year”	a year or other period for which the Company’s consolidated accounts are made up
“Further Shares”	for the purpose of the 2023 Share Incentive Scheme, means Class B Shares purchased by the Trustee out of cash income or net proceeds of sale of non-cash or non-scrip distributions declared and distributed by the Company in respect of the Class B Shares held upon the Trust
“Grant”	the offer of the grant of an Award made in accordance with the 2023 Share Incentive Scheme
“Grant Date”	for the purpose of the 2023 Share Incentive Scheme, means the date on which the Grant is offered to an Eligible Participant, and shall be a Business Day if the Grant contains any Options
“Grantee(s)”	any Eligible Participant(s) who accept(s) or is/(are) deemed to have accepted a Grant in accordance with the terms of the 2023 Share Incentive Scheme (where applicable), or (where the context so permits) any person who is entitled to any Award in consequence of the death of the original Grantee
“Group”	the Company, its Subsidiaries and the Consolidated Affiliated Entities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Independent Shareholders”	in respect of the proposed grant of Options to Mr. CHENG according to the Post-IPO Share Option Scheme, the Shareholders other than Mr. CHENG, his associates and all core connected persons of the Company
“Industry Research Consultants”	persons who provide industry research and strategic consulting services to the Group in relation to product, professional technology, research and development, operations, marketing, capital market, experience and other professional areas, and in the opinion of the Directors, the continuity and frequency of those services are akin to those of employees of the Group
“Latest Practicable Date”	April 21, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	February 5, 2021, the date on which the Class B Shares were listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Memorandum and Articles of Association”	Memorandum of Association and Articles of Association, as amended from time to time
“Memorandum of Association”	memorandum of association of the Company, as amended from time to time
“Mr. CHENG”	Mr. CHENG Yixiao, the co-founder, an executive Director, the chief executive officer and a substantial shareholder of the Company
“Nomination Committee”	the nomination committee of the Board
“Option”	an option to subscribe for Class B Shares granted pursuant to the terms of the 2023 Share Incentive Scheme or the Post-IPO Share Option Scheme, as the case may be

DEFINITIONS

“Other Service Providers”	independent contractors, consultants and/or advisors who provide services to the Group in relation to research and development, product commercialization, marketing, innovation upgrading, strategic/commercial planning, investor relations, human resources, business development and corporate governance areas on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group
“Post-IPO RSU Scheme”	the post-IPO restricted share unit scheme adopted by the Company on January 18, 2021
“Post-IPO Share Option Scheme”	the post-IPO share option scheme adopted by the Company on January 18, 2021
“PRC”	the People’s Republic of China, but for the purposes of this circular only (unless otherwise indicated), excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC Holdcos”	as at the Latest Practicable Date, means (i) Hangzhou Youqu Network Co., Ltd., (ii) Beijing Huayi Huilong Network Technology Co., Ltd., (iii) Beijing One Smile Technology and Development Co., Ltd., (iv) Beijing Mufei Technology Co., Ltd., (v) Beijing Hanyu Internet Technology Co., Ltd., (vi) Beijing Murong Technology Co., Ltd., (vii) Guizhou Fankuai Culture Communication Co., Ltd., (viii) Beijing Zhongbo Keyuan Technology Co., Ltd., (ix) Guizhou Fanxin Lingzhi Information Technology Co., Ltd., (x) Huai’an Shuangxin Culture Communication Co., Ltd., (xi) Beijing Qingque Technology Co., Ltd., (xii) Yunshitai (Beijing) Network Technology Co., Ltd., and (xiii) Shandong Yixiang Culture Communication Co., Ltd.
“Purchase Price”	for the purpose of the 2023 Share Incentive Scheme, means the consideration, if any, payable by a Grantee to purchase an Award, which shall be determined at the sole and absolute discretion of the Board or its delegate(s)
“Related Entity Participant(s)”	for the purpose of the 2023 Share Incentive Scheme, includes director(s) and employee(s) of the holding companies, fellow subsidiaries or associated companies of the Company

DEFINITIONS

“Related Income”	for the purpose of the 2023 Share Incentive Scheme, means all income derived from a Class B Share held upon the Trust in the form of shares (including but not limited to, the Further Shares, and any bonus shares and scrip shares received in respect of the Class B Share)
“Remuneration Committee”	the remuneration committee of the Board
“Reserved Matters”	those matters or resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the Articles of Association, being (i) any amendment to the Memorandum of Association (as amended from time to time) or Articles of Association, including the variation of the rights attached to any class of Shares, (ii) the appointment, election or removal of any independent non-executive Director, (iii) the appointment or removal of the Company’s auditors, and (iv) the voluntary liquidation or winding-up of the Company
“Returned Shares”	for the purpose of the 2023 Share Incentive Scheme, means Class B Shares underlying an Award and Related Income of the relevant Class B Shares underlying an Award which are referable to a Grantee and which are not vested in accordance with the terms of the 2023 Share Incentive Scheme, or returned in accordance with the clawback mechanism of the 2023 Share Incentive Scheme, or such Class B Shares that are deemed to be Returned Shares
“RSU”	a restricted share unit conferring the Grantee a conditional right to obtain either Class B Shares or an equivalent value in cash with reference to the market value of the Class B Shares on or about the date of vesting, as determined by the Board or its delegate(s) in its absolute discretion, less any tax, fees, levies, stamp duty and other charges applicable pursuant to the terms of the 2023 Share Incentive Scheme or the Post-IPO RSU Scheme, as the case may be
“Scheme Rules”	the rules of the 2023 Share Incentive Scheme

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“Service Provider(s)”	for the purpose of the 2023 Share Incentive Scheme, means person(s) and/or corporate entity(ies) who provide(s) services to the Group on a continuing and recurring basis in its/their ordinary and usual course of business which are in the interests of the long term growth of the Group, namely the Strategic Consulting Consultants, Industry Research Consultants, and Other Service Providers, but excluding (for the avoidance of doubt) (i) placing agents or financial advisers providing advisory services for fund-raising, mergers or acquisitions, and (ii) professional service providers (such as auditors or valuers) who provide assurance, or are required to perform their services with impartiality and objectivity
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the Class A Shares and/or Class B Shares in the share capital of the Company, as the context so requires
“Share Issue Mandate”	the general mandate to the Board and/or its authorized person(s) to exercise the power of the Company to allot, issue and deal with new Class B Shares not exceeding 20% of the total number of the issued Shares as at the date of passing the ordinary resolution approving such mandate
“Share Repurchase Mandate”	the general mandate to the Board and/or its authorized person(s) to exercise the power of the Company to repurchase Class B Shares not exceeding 10% of the total number of the issued Shares as at the date of passing the ordinary resolution approving such mandate
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Consulting Consultants”	persons who provide strategic consulting services to the Group whose services will lead, collaborate with or optimize the businesses operated by the Group from time to time, and in the opinion of the Directors, the continuity and frequency of those services are akin to those of employees of the Group

DEFINITIONS

“Subsidiary(ies)”	a company or companies which is/are for the time being and from time to time a subsidiary/subsidiaries (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Trust”	the trust constituted by the Trust Deed to service the 2023 Share Incentive Scheme
“Trust Deed”	the trust deed to be entered into between the Company and the Trustee (as may be restated, supplemented and amended from time to time) in relation to the 2023 Share Incentive Scheme
“Trustee”	a trustee or trustees as shall be appointed pursuant to the terms of the Trust Deed, which is independent and not connected with the Group
“US\$”	United States dollars, the lawful currency of the United States of America
“vest”	for the purpose of the 2023 Share Incentive Scheme, means (a) in respect of Class B Shares underlying an Option, the Grantee becoming entitled to exercise the Option to subscribe for or acquire such Class B Shares, and (b) in respect of Class B Shares underlying an RSU, the Grantee becoming entitled to receive such Class B Shares or an equivalent value in cash
“Vesting Date”	for the purpose of the 2023 Share Incentive Scheme, means the date to be determined by the Board or its delegate(s) and notified to the relevant Grantee in the Award Letter on which the Class B Shares underlying an Award shall vest
“vesting period”	for the purpose of the 2023 Share Incentive Scheme, means the period commencing on the Grant Date and ending on the Vesting Date
“weighted voting rights”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“WVR Beneficiary(ies)”

has the meaning ascribed thereto under the Listing Rules and unless the context otherwise requires, refers to Mr. SU Hua and Mr. CHENG, being the holders of Class A Shares

“%”

per cent

LETTER FROM THE BOARD



Kuaishou Technology
快手科技

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

(Stock Code: 1024)

Executive Directors:

Mr. SU Hua (*Chairman of the Board*)
Mr. CHENG Yixiao (*Chief Executive Officer*)

Non-executive Directors:

Mr. LI Zhaohui
Mr. ZHANG Fei
Dr. SHEN Dou
Mr. LIN Frank (*alias LIN Frank Hurst*)

Independent Non-executive Directors:

Mr. WANG Huiwen
Mr. HUANG Sidney Xuande
Mr. MA Yin

Registered Office:

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head Office and Principal Place of
Business in the PRC:*

Building 1, No. 6, Shangdi West Road
Haidian District
Beijing
the PRC

Principal Place of Business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

April 28, 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF OPTIONS TO A DIRECTOR
AND
PROPOSED ADOPTION OF THE 2023 SHARE INCENTIVE SCHEME
AND
PROPOSED ADOPTION OF AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the following resolutions to be proposed at the AGM to consider and, if thought fit, approve:

- 1.1. the proposed granting of Options to a Director;
- 1.2. the proposed adoption of the 2023 Share Incentive Scheme;
- 1.3. the proposed adoption of amended and restated Memorandum and Articles of Association;
- 1.4. the proposed granting of the Share Repurchase Mandate;
- 1.5. the proposed granting of the Share Issue Mandate (including the extended Share Issue Mandate);
- 1.6. the proposed re-election of the retiring Directors; and
- 1.7. the proposed re-appointment of auditor.

2. PROPOSED GRANTING OF OPTIONS TO A DIRECTOR

Reference is made to the announcement of the Company dated March 30, 2023 in relation to the proposed granting of 12,999,986 Options to Mr. CHENG under the Post-IPO Share Option Scheme, subject to (i) acceptance of such Options by Mr. CHENG, and (ii) approval by the Independent Shareholders at the AGM.

2.1. Further Details of the Proposed Granting of Options to Mr. CHENG

The details of the proposed granting of Options to Mr. CHENG are as follows:

Date of grant:	March 30, 2023
Exercise price of the Options granted:	HK\$59.40 per Class B Share, represents the higher of: <ol style="list-style-type: none">(i) the closing price of HK\$59.40 per Class B Share as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; and(ii) the average closing price of HK\$56.11 per Class B Share as stated in the daily quotation sheets issued by the Stock Exchange for the five trading days immediately preceding the date of grant

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Number of Options granted:	12,999,986
Closing price of the Shares on the date of grant:	HK\$59.40 per Class B Share
Exercise period of the Options:	Seven years from the date of grant of the Options
Vesting period of the Options:	The Options granted shall be vested over one to three years from the date of grant, and subject to the achievement of the performance targets
Performance targets:	The vesting and exercise of the Options are conditional upon the achievement by Mr. CHENG, during the respective exercise periods, of the performance targets as determined by the Board at its absolute discretion. The performance targets are based on the medium-term planning of the Group with reference to certain key performance indicators, such as revenue and profits of the Group, as determined by the Board. The achievement of the performance targets will be assessed annually on an absolute basis or a relative basis by the Board at its absolute discretion
Clawback mechanism:	<p>In the event that the grantee breaches any covenant in the grant letter:</p> <ul style="list-style-type: none">(i) the Company may forfeit any unvested Options previously granted;(ii) Options previously granted (to the extent not already exercised) shall lapse immediately; and(iii) the Company shall have the right to request the grantee to return the vested Options no matter exercised or not at no cost, or transfer to the Company all proceeds from the sale of the exercised Option Shares
Amount payable on application or acceptance of the Options:	HK\$1.00 (or such equivalent in Renminbi), payable within 20 Business Days after the date of grant

LETTER FROM THE BOARD

**Ranking of Class B Shares
underlying the Options:**

The Class B Shares to be allotted upon exercise of the Options shall carry the same rights in all respects with and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation of the Company as attached to the fully-paid Class B Shares in issue on the date of issue and rights in respect of any dividend or other distributions paid or made on or after the date of issue

**Arrangement for the Group to
provide financial assistance to
Mr. CHENG to facilitate the
purchase of Shares:**

None

To the best knowledge of the Directors, as at the date of this circular, Mr. CHENG is not a participant with Options and RSUs granted and to be granted exceeding the 1% individual limit under the Listing Rules, and no financial assistance has been provided by the Group to Mr. CHENG for the purchase of Class B Shares under the Post-IPO Share Option Scheme. In addition, none of the Directors is the trustee of the Post-IPO Share Option Scheme, nor do they have any direct or indirect interest in the trustee of the Post-IPO Share Option Scheme.

2.2 Number of Shares Available for Future Grant under the Existing Share Schemes

As of the Latest Practicable Date, the Company maintained two valid share incentive schemes, i.e. the Post-IPO Share Option Scheme and Post-IPO RSU Scheme, under which the Company could grant further Options and/or RSUs to the eligible participants.

After the proposed grant of Options to Mr. CHENG becoming unconditional and effective after the approval by the Independent Shareholders at the AGM, 238,705,103 Class B Shares underlying the Options pursuant to the Post-IPO Share Option Scheme will be available for future grant, representing approximately 5.51% of the Shares (including the Class A Shares and Class B Shares) in issue as at the Latest Practicable Date. In addition, 25,325,276 Class B Shares underlying the RSUs pursuant to the Post-IPO RSU Scheme will be available for future grant, representing approximately 0.58% of the Shares (including the Class A Shares and Class B Shares) in issue as at the Latest Practicable Date.

For the avoidance of doubt, upon the 2023 Share Incentive Scheme is adopted by the Shareholders at the AGM, the Post-IPO Share Option Scheme and Post-IPO RSU Scheme will be terminated and the number of Class B Shares underlying the Options and RSUs available for future grant thereunder will be nil.

2.3. Listing Rules Implications

Pursuant to Rule 17.04(1) of the Listing Rules and the terms of the Post-IPO Share Option Scheme, the grant of Options to any Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive

LETTER FROM THE BOARD

Directors (excluding any independent non-executive Director who is the grantee of the Options). Accordingly, the Options conditionally granted to Mr. CHENG has been reviewed and approved by the independent non-executive Directors. Mr. CHENG had abstained from voting on the Board resolution approving the proposed grant of Options to himself.

In addition, pursuant to Chapter 17 of the Listing Rules and the terms of the Post-IPO Share Option Scheme, if Options granted to a substantial shareholder or an independent non-executive Director of the Company (or any of their respective associates) would result in the Class B Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person under the Post-IPO Share Option Scheme or any other schemes of the Company in the 12-month period up to and including the date of grant (i) representing in aggregate over 0.1% of the Class B Shares in issue; and (ii) having an aggregate value, based on the closing price of the Class B Shares as stated in the daily quotation sheets of the Stock Exchange on the date of grant, in excess of HK\$5 million, such further grant of Options must be approved by the Independent Shareholders at general meeting.

Upon the exercise of the Options proposed to be granted to Mr. CHENG under the Post-IPO Share Option Scheme, Mr. CHENG will be entitled to subscribe for 12,999,986 Class B Shares, representing approximately 0.3% of the Shares (including the Class A Shares and Class B Shares) in issue as at the Latest Practicable Date and exceeding 0.1% of the Shares in issue on the date of grant. In addition, the Options proposed to be granted to Mr. CHENG would have an aggregate value, based on the closing price of Class B Shares on the date of grant, in excess of HK\$5 million.

Accordingly, the proposed granting of Options to Mr. CHENG is subject to the Independent Shareholders' approval at the AGM, while Mr. CHENG and his associates and all core connected persons of the Company shall abstain from voting in favour of the relevant resolution at the AGM. To the extent that it is aware by the Board having made all reasonable enquiries, Mr. CHENG and his associates as well as the following core connected persons of the Company are required to abstain from voting in favour at the AGM:

LETTER FROM THE BOARD

	Number of Shares held as at the Latest Practicable Date	Approximate percentage of shareholding in the issued and outstanding share capital of the Company as at the Latest Practicable Date ⁽¹⁾
Grantee and his associates		
Mr. CHENG and his associates	382,538,353	8.82%
Core Connected Persons of the Company		
Mr. SU Hua and his close associates	427,469,521	9.86%
Mr. ZHANG Fei and his close associates	17,925,873	0.41%
Tencent Shareholders ⁽²⁾ and their respective close associates	678,583,107	15.65%
Total	1,506,516,854	34.75%

Notes:

1. The calculation is based on the total number of 4,334,798,959 Shares in issue as at the Latest Practicable Date, comprising 766,237,001 Class A Shares and 3,568,561,958 Class B Shares, and on a one-vote-one-share basis.
2. THL A6 Limited, THL A25 Limited, TPP Follow-on I Holding F Limited, Image Frame Investment (HK) Limited, Parallel Nebula Investment Limited, Morespark Limited and Tencent Mobility Limited (the “**Tencent Shareholders**”) directly own beneficial interests in the Class B Shares, and are ultimately controlled by Tencent Holdings Limited, a company listed on the Stock Exchange (stock code: 700).
3. On April 14, 2022, Mr. CHENG has been granted 3,246,770 Options to subscribe for 3,246,770 Class B Shares under the Post-IPO Share Option Scheme. None of the forgoing Options have been exercised as at the Latest Practicable Date.

As at the Latest Practicable Date, none of the Shareholders who were required to abstain from voting in favour of the resolution approving the proposed granting of Options to Mr. CHENG have given to the Company notice of their intention to vote against the resolution at the AGM.

Assuming the fully vesting and exercise of the 12,999,986 Options proposed to be granted to Mr. CHENG and the 3,246,770 Options granted to Mr. CHENG on April 14, 2022, Mr. CHENG will hold 398,785,109 Shares (comprising 338,767,480 Class A Shares and 60,017,629 Class B Shares) of the Company immediately after the allotment and issuance of the relevant new Class B Shares, representing approximately 9.17% of the total issued and outstanding share capital of the Company based on the total number of 4,351,045,715 Shares as enlarged by the allotment and issuance of such new Class B Shares, assuming there being no other changes in the share capital of the Company from the Latest Practicable Date to the date of such allotment and issuance of the relevant new Class B Shares.

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2.4. Reasons and Benefits of the Proposed Granting of Options to Mr. CHENG

The purpose of the Post-IPO Share Option Scheme is to reward eligible participants who have contributed or will contribute to the Group, and to encourage eligible participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

Mr. CHENG has been integral to, and has been materially responsible for, the founding, development and success of the Group. He is one of the founders of the Group, and has led the Group to evolve from a tool-based business into a full-spectrum content-based social platform generating revenues from multiple sources including live streaming, online marketing services, e-commerce and other value-added services, which has contributed to the rapid growth and success of the Group.

Since his appointment as the chief executive officer of the Company in October 2021, Mr. CHENG has been leading the day-to-day operations and business development of the Group. The upcoming years of the strategic development of the Group would require a strong leader who is committed to guiding the Group in overall strategic planning and development, and leading the management in implementing medium and long-term business strategies while achieving various corporate objectives of the Group. The leadership of Mr. CHENG is expected to enhance the Group's enterprise value for the benefit of the Company and its shareholders as a whole.

The proposed granting of Options to Mr. CHENG is to provide incentive for his persistent devotions and leadership in the development of the Group's business by further aligning the interests of the Group with him.

2.5. Recommendations of the Independent Non-Executive Directors

An ordinary resolution in respect of the granting of Options to Mr. CHENG will be proposed at the AGM for consideration and approval by the Independent Shareholders. The independent non-executive Directors are of the view that the terms of the proposed granting of Options to Mr. CHENG is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and its Shareholders as a whole. Accordingly, the independent non-executive Directors recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the AGM to approve the proposed granting of Options to Mr. CHENG.

3. PROPOSED ADOPTION OF THE 2023 SHARE INCENTIVE SCHEME

3.1. Introduction

The Post-IPO Share Option Scheme and Post-IPO RSU Scheme were adopted by the Company on January 18, 2021, respectively, and are valid and effective for a period of 10 years from the date of adoption. As Chapter 17 of the Listing Rules has been amended with effect from January 1, 2023, the Company proposes to terminate the Post-IPO Share Option Scheme and Post-IPO RSU Scheme, and adopt the 2023 Share Incentive Scheme in compliance with the new rule requirements.

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The purpose of the 2023 Share Incentive Scheme is to recognize and reward the Eligible Participants for their contribution to the Group, to attract and retain best available personnel, and provide them with the opportunity to acquire proprietary interests in the Company. The 2023 Share Incentive Scheme will provide the Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to the Eligible Participants.

3.2. Conditions

The 2023 Share Incentive Scheme is conditional on:

- (a) the passing by the Shareholders of an ordinary resolution to approve the adoption of the 2023 Share Incentive Scheme, to authorize the Board or its delegate(s) to grant Awards under the 2023 Share Incentive Scheme, and to allot and issue Class B Shares in respect of any Awards; and
- (b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Class B Shares to be allotted and issued in respect of any Awards which may be granted under the 2023 Share Incentive Scheme.

An application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Class B Shares to be allotted and issued in respect of any Awards which may be granted under the 2023 Share Incentive Scheme.

3.3. Eligibility

The Eligible Participants who may be selected to become a Grantee of the 2023 Share Incentive Scheme are any individuals or corporate entities (where applicable) being an Employee Participant, a Related Entity Participant or a Service Provider.

The Directors (including the independent non-executive Directors) are of the view that the inclusion of Related Entity Participants and Service Providers as Eligible Participants under the 2023 Share Incentive Scheme is appropriate and in the long term interests of the Company and the Shareholders as a whole, given that the success of the Group requires the co-operation and contribution not only from Employee Participants, but also from:

- (i) Related Entity Participants who have a sufficiently close relationship with the Group and would be in a position to influence the Group's business, reputation, operations and performance;
- (ii) Strategic Consulting Consultants, a category of Service Providers, who have extensive expertise and experience in providing strategic consulting services to the Group and whose services will lead, collaborate with or optimize the businesses operated by the Group;

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- (iii) Industry Research Consultants, a category of Service Providers, who optimize the operation of the Group by providing high-quality industry research and strategic consulting services to the Group in relation to various professional fields in product, professional technology, research and development, operations, marketing, capital market, experience and other professional areas; and
- (iv) Other Service Providers, a category of Service Providers, in the capacity of independent contractors, consultants and/or advisors who provide services to the Group in relation to research and development, product commercialization, marketing, innovation upgrading, strategic/commercial planning, investor relations, human resources, business development and corporate governance areas on a continuing and recurring basis in its ordinary and usual course of business.

The Group is committed to becoming the most customer-obsessed company in the world, and relies on the Related Entity Participants and Service Providers to provide support and services, including consulting, research and other services which are also important to the business development of the Group. Historically, the Group also provide share incentives to these Eligible Participants under the Post-IPO Share Option Scheme and Post-IPO RSU Scheme. As such, the Directors (including the independent non-executive Directors) are of the view that the Related Entity Participants and each category of Service Providers are in line with the Company's business needs and industry norm, and granting Awards to these Eligible Participants will further incentivize them to contribute towards the long-term value and growth of the Group while aligning their interests with the sustainable development of the Group.

Please refer to Appendix I to this circular for the basis of determining the eligibility of the Eligible Participants.

3.4. Vesting Period

The Board or its delegate(s) may from time to time while the 2023 Share Incentive Scheme is in force and subject to all applicable laws, determine such vesting period, vesting criteria and conditions or periods for the Award to be vested hereunder, provided however that the vesting period for Awards shall not be less than 12 months, unless the Board or its delegate(s) determines that the Awards granted to Employee Participants may be subject to a vesting period of less than 12 months pursuant to circumstances specified in the Scheme Rules. Please refer to Appendix I to this circular for the detailed circumstances allowed for a vesting period of less than 12 months.

The discretion of the Board or its delegate(s) on the vesting period will provide flexibility in imposing appropriate terms and conditions when granting Awards, which is in line with the market practice and is appropriate and aligns with the purpose of the 2023 Share Incentive Scheme, given that (i) there are certain instances where a strict minimum 12-month vesting period would not work or be fair to the Eligible Participants, such as those set out in paragraphs 10.1(a), (b) and (d) in Appendix I to this circular, (ii) there is a need for the Company to retain flexibility to reward exceptional Eligible Participants with accelerated vesting schedule in certain circumstances where

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justified, and (iii) the Company should be allowed discretions to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition.

3.5. Performance Targets and Clawback Mechanism

Unless the Board or its delegate(s) otherwise determined and stated in the Award Letter, a Grantee is not required to achieve any performance target before the vesting of an Award granted to him/her nor be subject to any clawback mechanism.

The Board or its delegate(s) may, in its absolute discretion, specify in the Award Letter the performance targets attached to an Award, which will be imposed on a case-by-case basis. The performance targets mean any one or more performance measures, or derivations of such performance measures that may be related to the individual Grantee or the Group as a whole or to a subsidiary, division, department, region, function or business unit of the Company or the relevant Related Entity Participant or the relevant Service Provider. The following general factors will be taken into account when deciding the performance targets to be attached to an Award, including but not limited to (i) the financial results, operation performance, business growth or other indicators of the Group (or any of its segments), the relevant Related Entity Participant or the relevant Service Provider; and (ii) the contribution, work performance as well as other specific personal factors of the individual Grantee that the Board or its delegate(s) may consider relevant. The performance targets will be assessed periodically, on an absolute basis or a relative basis (such as relative to a pre-established target, to previous year's results or to a designated comparison group), in each case as specified by the Board or its delegate(s) in their sole discretion.

The Board or its delegate(s) may, in its absolute discretion, specify in the Award Letter the clawback mechanism for the Company to recover or withhold an Award granted to an Eligible Participant, which will be imposed on a case-by-case basis in circumstances including but not limited to: (i) any Cause of a Grantee; (ii) any violation of a Grantee to obligations of confidentiality or non-competition to the Group, or any leakage by such Grantee of the Group's trade secrets, intellectual property or proprietary information within a specified period after such Grantee ceasing to be an Eligible Participant; (iii) any conduct of a Grantee that has materially adverse effect to the reputation or interests of any member of the Group within a specified period after such Grantee ceasing to be an Eligible Participant; or (iv) in respect of any Award which is performance linked, any material misstatement in the audited financial statements of the Company that requires a restatement, or any circumstances that show or lead to any of the prescribed performance targets having been assessed or calculated in a materially inaccurate manner.

The discretion of the Board or its delegate(s) on the performance targets and clawback mechanism will place the Group in a better position to assess the contribution of a Grantee in light of the particular circumstances of the relevant Grantee, and facilitate the achievement of the aim to offer meaningful incentives to attract and retain Eligible Participants that are valuable to the development of the Group, which is in line with the purpose of the 2023 Share Incentive Scheme.

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3.6. Exercise Price and Purchase Price

The Exercise Price in respect of any Options shall be a price determined by the Board or its delegate(s) in its absolute discretion and notified to a Grantee (subject to any adjustments made pursuant to the Scheme Rules) which shall be at least the highest of: (i) the closing price of the Class B Shares as stated in the Stock Exchange's daily quotations sheet on the Grant Date, which must be a Business Day; (ii) the average closing price of the Class B Shares as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the Grant Date; and (iii) the nominal value of a Class B Share. Such basis will serve to preserve the value of the Company and align the interests of the Grantee with the continuous growth of the Company.

The Purchase Price of RSUs, if any, will be set out in the Award Letter and will be determined by the Board or its delegate(s) in its absolute discretion, taking into account the purpose of the Scheme, the interests of the Company and the individual circumstances of the Grantee. The discretion of the Board or its delegate(s) on stipulating the Purchase Price of RSUs will provide flexibility to impose appropriate terms and conditions in light of the particular circumstances of the relevant Grantee, which is in line with the purpose of the 2023 Share Incentive Scheme.

3.7. Scheme Limits

The total number of Class B Shares which may be issued in respect of all Awards to be granted under the 2023 Share Incentive Scheme and any other share schemes of the Company must not in aggregate exceed 10% of the total number of Shares (including the Class A Shares and Class B Shares) in issue as at the Adoption Date (the "**Scheme Mandate Limit**"). As at the Latest Practicable Date, there were 4,334,798,959 Shares (including the Class A Shares and Class B Shares) in issue. Assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date, the maximum number of Class B Shares issuable pursuant to the 2023 Share Incentive Scheme and any other schemes of the Company (if any) in aggregate will be 433,479,895 Class B Shares.

Subject to the above paragraph, the total number of Class B Shares which may be issued in respect of all Awards to be granted to Service Providers under the 2023 Share Incentive Scheme and any other share schemes of the Company must not in aggregate exceed 0.5% of the total number of Shares (including the Class A Shares and Class B Shares) in issue as at the Adoption Date or 5% of the Scheme Mandate Limit (the "**Service Provider Sublimit**"). For the avoidance of doubt, the Service Provider Sublimit is set within the Scheme Mandate Limit. Assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date, the maximum number of Class B Shares issuable pursuant to the 2023 Share Incentive Scheme and any other schemes of the Company (if any) to the Service Providers in aggregate will be 21,673,994 Class B Shares.

The Directors (including the independent non-executive Directors) are of the view that the Service Provider Sublimit of 0.5% is appropriate and reasonable given the nature of the industries in which the Group operates and the Group's current and future business needs, and take into account (i) the rationale behind the scope and eligibility criteria of Service Providers as detailed

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above and in the Appendix I to this circular, (ii) that this sublimit provides the Group with flexibility to provide equity incentives (instead of expending cash resources in the form of monetary consideration) to reward and collaborate with persons who are not employees or directors of the Group, but who may have exceptional expertise in their field or who may be able to provide valuable expertise and services to the Group, which is in line with the purpose of the 2023 Share Incentive Scheme, (iii) the fact that this sublimit represents a maximum limit and that the Company retains the flexibility to allocate Awards from this sublimit to satisfy Awards to other Eligible Participants depending on business growth and needs in the future as and when appropriate, (iv) the historical amount of Awards granted to the Service Providers and the expected needs for their services in the future, and (v) the minimal dilution effect arising from the potential grant of Awards to the Service Providers.

3.8. Termination of Existing Share Schemes

The Board has resolved that upon the 2023 Share Incentive Scheme becoming unconditional and effective, the Post-IPO Share Option Scheme and the Post-IPO RSU Scheme will be terminated such that thereafter no further Options or RSUs will be granted thereunder, but in all other respects the provisions of the Post-IPO Share Option Scheme and the Post-IPO RSU Scheme shall remain in full force and effect in respect of Options and RSUs which are granted prior to their termination.

As at the Latest Practicable Date, an aggregate of 93,756,738 Options (pursuant to which a maximum of 93,756,738 Class B Shares may be issued by the Company if fully exercised) remain outstanding under the Post-IPO Share Option Scheme, an aggregate of 147,461,608 RSUs (pursuant to which a maximum of 147,461,608 Class B Shares may be issued by the Company if fully vested) remain outstanding under the Post-IPO RSU Scheme.

3.9. Appointment of Trustee

The Company, acting by the Board or its delegate(s), may appoint one or more Trustees to assist with the administration, exercise and vesting of Awards granted under the 2023 Share Incentive Scheme.

The Trustee shall abstain from voting or exercising any voting rights in respect of any Class B Shares held, whether directly or indirectly, on matters that require approval of the Shareholders under the Listing Rules, unless otherwise required by applicable laws to vote in accordance with the beneficial owner's direction and such a direction is given.

As at the Latest Practicable Date, the Company has not appointed a Trustee under the 2023 Share Incentive Scheme.

3.10. Others

None of the Directors is a trustee of the 2023 Share Incentive Scheme or has any direct or indirect interest in the trustees of the 2023 Share Incentive Scheme, if any.

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Pursuant to the note to Rule 17.03(2) of the Listing Rules, the Board has sought legal advice on the prospectus requirements of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) in relation to the 2023 Share Incentive Scheme proposed to be adopted, and will comply with the relevant requirements when granting Awards to the Eligible Participants.

A summary of the principal terms of the 2023 Share Incentive Scheme is set out in the Appendix I to this circular. A copy of the Scheme Rules will be published on the websites of the Stock Exchange and the Company for display for a period of not less than 14 days before the date of the AGM and the Scheme Rules will be made available for inspection at the AGM.

An ordinary resolution in respect of the adoption of the 2023 Share Incentive Scheme will be proposed at the AGM for consideration and approval by the Shareholders.

4. PROPOSED ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated March 29, 2023 in relation to the proposed adoption of the amended and restated Memorandum and Articles of Association. Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from January 1, 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposed to amend the Memorandum and Articles of Association for the purposes of, among others, (i) bringing the Articles of Association in line with amendments made to Appendix 3 to the Listing Rules and applicable laws of the Cayman Islands; (ii) providing flexibility to the Company in relation to the conduct of general meetings; and (iii) making other consequential and housekeeping changes.

Details of the proposed amendments to the existing Memorandum and Articles of Association to be brought about by the adoption of amended and restated Memorandum and Articles of Association (marked-up against the existing Memorandum and Articles of Association) are set out in Appendix II to this circular. The amended and restated Memorandum and Articles of Association is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the amended and restated Memorandum and Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The Company has been advised by its legal advisers that the proposed amendments to the Memorandum and Articles of Association conform to the requirements of Appendix 3 to the Listing Rules and do not contravene the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for a company listed on the Stock Exchange.

A special resolution in respect of the adoption of the amended and restated Memorandum and Articles of Association will be proposed at the AGM for consideration and approval by the Shareholders.

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5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

On June 17, 2022, a resolution was passed by the then Shareholders to grant a general unconditional mandate to the Board and/or its authorized person(s) to exercise the powers of the Company to repurchase its own Shares. Such mandate, to the extent not renewed, revoked or varied by the date of the AGM, will lapse at the conclusion of the AGM.

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant to the Board and/or its authorized person(s) the Share Repurchase Mandate, details of which are set out in the proposed ordinary resolution no. 8 in the notice of the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 766,237,001 Class A Shares and 3,568,561,958 Class B Shares. Subject to the passing of the ordinary resolution for the approval of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Repurchase Mandate to purchase a maximum of 433,479,895 Shares.

The Share Repurchase Mandate shall continue to be in force during the period from the date of passing the resolution for the approval of the Share Repurchase Mandate until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by any applicable laws to be held; or (c) the date on which the authority given under the ordinary resolution approving the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Share Repurchase Mandate is set out in Appendix III to this circular.

6. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

On June 17, 2022, a resolution was passed by the then Shareholders to grant a general unconditional mandate to the Board and/or its authorized person(s) to allot, issue and deal with Class B Shares. Such mandate, to the extent not renewed, revoked or varied by the date of the AGM, will lapse at the conclusion of the AGM.

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant to the Board and/or its authorized person(s) the Share Issue Mandate, details of which are set out in the proposed ordinary resolution no. 9 in the notice of the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 766,237,001 Class A Shares and 3,568,561,958 Class B Shares. Subject to the passing of the ordinary resolution for the

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approval of the Share Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with a maximum of 866,959,791 Class B Shares.

In addition, a separate ordinary resolution no. 10 will also be proposed to approve the extension of the Share Issue Mandate by adding the number of repurchased Shares under the Share Repurchase Mandate to the total number of Class B Shares which may be allotted and issued by the Board and/or its authorized person(s) pursuant to the Share Issue Mandate.

The Share Issue Mandate (including the extended Share Issue Mandate) shall continue to be in force during the period from the date of passing the resolution for the approval of the Share Issue Mandate (including the extended Share Issue Mandate) until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by applicable laws to be held; or (c) the date on which the authority given under the ordinary resolution approving the Share Issue Mandate (including the extended Share Issue Mandate) is revoked or varied by an ordinary resolution of the Shareholders.

7. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to the Articles of Association, at every general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. WANG Huiwen, Mr. HUANG Sidney Xuande and Mr. MA Yin, each an independent non-executive Director, shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, contribution and independence of the retiring Directors with reference to the Company's Board Diversity Policy and the Company's corporate strategies. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors at the AGM. The Board has considered the perspectives, skills, experience, independence and diversity of the above retiring Directors and believed that their professional knowledge and general business acumen will continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

Each of Mr. WANG Huiwen, Mr. HUANG Sidney Xuande and Mr. MA Yin has been serving as an independent non-executive Director of the Company since February 5, 2021. During their term of office, each of them has actively participated in the meetings of the Board and the Board committees, and provided independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole. Mr. WANG Huiwen, Mr.

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HUANG Sidney Xuande and Mr. MA Yin have not involved in any management role in the Company nor in any relationships which would interfere with the exercise of their independent judgment. The Board considers that the continuous appointment of Mr. WANG Huiwen, Mr. HUANG Sidney Xuande and Mr. MA Yin as independent non-executive Directors of the Company will help maintain the stability of the Board as they will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. In addition, each of Mr. WANG Huiwen, Mr. HUANG Sidney Xuande and Mr. MA Yin has declared his independence by submitting an annual written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that each of Mr. WANG Huiwen, Mr. HUANG Sidney Xuande and Mr. MA Yin is independent from the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

Mr. WANG Huiwen has over 10 years of managerial and operational experience in the internet industry, and co-founded several internet companies, including xiaonei.com (later renamed as Renren Inc.), taofang.com and Meituan. Mr. HUANG Sidney Xuande has in-depth knowledge in accounting and finance, and has accumulated extensive experience in corporate management through his directorships and other senior positions including chief financial officer in various listed companies in the technology and internet industry. Mr. MA Yin also held senior managerial roles in various companies and has extensive corporate governance experience. The re-election of Mr. WANG Huiwen, Mr. HUANG Sidney Xuande and Mr. MA Yin may provide valuable guidance to the Board in the technology and internet industry, replenish the professional knowledge of the Board in accounting field, promote the diversity of the Board in terms of skills and experience, and improve the internal control and corporate governance of the Company.

Biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix IV to this circular.

The Board recommended the above retiring Directors to be re-elected as independent non-executive Directors at the AGM and to authorize the Board to fix the respective remuneration for such Directors. An ordinary resolution in respect of the re-election of each of the retiring Director will be proposed at the AGM for consideration and approval by the Shareholders.

8. PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the Audit Committee, the Board proposed to re-appoint PricewaterhouseCoopers as the auditor of the Company with a term expiring upon the next annual general meeting of the Company, and the Board proposed it be authorized to fix the remuneration of the auditor for the year ending December 31, 2023.

An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

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9. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 65 to 71 of this circular. At the AGM, resolutions will be proposed to approve, among others, (i) the proposed granting of Options to a Director; (ii) the proposed adoption of the 2023 Share Incentive Scheme; (iii) the proposed adoption of the amended and restated Memorandum and Articles of Association; (iv) the proposed granting of the Share Repurchase Mandate; (v) the proposed granting of the Share Issue Mandate (including the extended Share Issue Mandate); (vi) the proposed re-election of the retiring Directors; and (vii) the proposed re-appointment of auditor.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

The Company is controlled through weighted voting rights. Holders of Class B Shares present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote per Share. Holders of Class A Shares present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have 10 votes per Share (i.e. resolutions nos. 1 to 3, and 7 to 10 in the notice of the AGM), save for resolutions with respect to any Reserved Matters, in which case they shall have one vote per Share (i.e. resolution nos. 4 to 6, and 11 to 12, regarding the proposed re-election of the retiring independent non-executive Directors, the proposed re-appointment of auditor and the proposed adoption of the amended and restated Memorandum and Articles of Association, in the notice of the AGM). In addition, only Independent Shareholders are entitled to vote for resolution no. 2 in the notice of the AGM. Holders of Class B Shares and Class A Shares shall at all times vote together as one class.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.kuaishou.com). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:00 p.m. on Wednesday, June 14, 2023) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

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10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular or this circular as a whole misleading.

11. RECOMMENDATION

The Directors (including independent non-executive Directors) are of the opinion that all the proposed resolutions are in the interests of the Company and the Shareholders as a whole and so recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
Kuaishou Technology
Mr. SU Hua
Chairman

APPENDIX I SUMMARY OF THE 2023 SHARE INCENTIVE SCHEME

The following is a summary of the rules of the 2023 Share Incentive Scheme to be adopted at the AGM. It does not form part of, nor is it intended to be part of the 2023 Share Incentive Scheme. The Directors reserve the right at any time prior to the AGM to make such amendments to the 2023 Share Incentive Scheme as they may consider necessary or appropriate provided that such amendments do not conflict with any material aspects of the summary in this Appendix I.

1. PURPOSE

1.1 The purpose of the 2023 Share Incentive Scheme includes:

- (a) recognize and reward Eligible Participants for their contribution to the Group;
- (b) attract and retain best available personnel, and provide them with the opportunity to acquire proprietary interests in the Company; and
- (c) encourage Eligible Participants to work towards enhancing the value of the Company and its shares, align the interests of these Eligible Participants with those of the Group and further promote the success of the Group's business.

1.2 The Scheme will provide the Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensation and/or providing benefits to Eligible Participants.

2. DURATION

2.1. Subject to any early termination as may be determined by the Board or its delegate(s) pursuant to the Scheme Rules, the Scheme shall be valid and effective for a period of 10 years commencing the Adoption Date, after which no further Awards will be granted, but the provisions of the Scheme shall in all other respects remain in full force and effect and the Awards granted during the term of the Scheme may continue to be valid and exercisable in accordance with their terms of grant.

3. APPOINTMENT OF TRUSTEE

3.1. The Company, acting by the Board or its delegate(s) may appoint one or more Trustees to assist with the administration, exercise and vesting of Awards granted under the Scheme. The Company, acting by the Board or its delegate(s) (if so authorized by the Shareholders), may, to the extent permitted by the Companies Act and the Listing Rules, (a) subject to the Scheme Mandate Limit and Service Provider Sublimit, allot and issue new Class B Shares to the Trustee, and direct and procure the Trustee to transfer the same to the Grantees; and/or (b) direct and procure the Trustee to transfer existing Class B Shares to the Grantees, either by utilizing Returned Shares or Further Shares, or by making on-market purchases of existing Class B Shares at the prevailing market price, in either case to satisfy the Awards upon vesting or exercise. The Company, acting by the Board or its delegate(s) shall, to the extent

permitted by the Companies Act, provide sufficient funds to the Trustee by whatever means as the Board or its delegate(s) may in its absolute discretion determine to enable the Trustee to satisfy its obligations in connection with the administration, vesting and exercise of Awards.

4. ELIGIBLE PARTICIPANTS

- 4.1. The Eligible Participants who may be selected to become a Grantee of the Scheme are any individuals or corporate entities (where applicable) being an Employee Participant, a Related Entity Participant or a Service Provider.
- 4.2. The eligibility of any of the Eligible Participants shall be determined by the Board or its delegate(s) from time to time on the basis of the Board's or its delegate(s)' opinion as to the Eligible Participants' contribution to the development and growth of the Group. In assessing whether Awards are to be granted to any Eligible Participants, the Board or its delegate(s) shall take into account various factors, including but not limited to, the nature and extent of contributions provided by such Eligible Participants to the Group, the special skills or technical knowledge possessed by such Eligible Participants which is beneficial to the continuing development of the Group, the positive impacts which such Eligible Participant has brought to the Group's business and development and whether granting Award to such Eligible Participant is an appropriate incentive to motivate, retain and attract such Eligible Participants to continue to contribute towards the betterment of the Group.
- 4.3. In assessing the eligibility of Employee Participant(s), the Board or its delegate(s) will consider all relevant factors as appropriate, including the individual performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard, the length of engagement with the Group and the individual contribution or potential contribution the Employee Participant(s) made or is likely to make to the development and growth of the Group.
- 4.4. In assessing the eligibility of Related Entity Participant(s), the Board or its delegate(s) will consider all relevant factors as appropriate, including the experience of the Related Entity Participant(s) on the Group's business, the actual degree of involvement in and/or cooperation with the Group, the length of engagement with the Group, the amount of support, assistance, guidance, advice, efforts and contributions the Related Entity Participant(s) gave or is likely to give or make towards the success of the Group in the future.
- 4.5. In assessing the eligibility of Service Provider(s), the Board or its delegate(s) will consider all relevant factors as appropriate, including the individual performance of relevant Service Provider(s), the length of business relationship with the Group, the materiality and nature of the business relationship with the Group (such as whether they relate to the core business of the Group and whether such business dealings could be readily replaced by third parties), track record in the quality of services provided to and/or cooperation with the Group and the scale of business dealings with the Group with regard to factors such as the actual or expected change in the Group's revenue or profits which is or may be attributable to the Service Provider(s).

5. SCHEME MANDATE LIMIT AND SERVICE PROVIDER SUBLIMIT

- 5.1. The total number of Class B Shares which may be issued in respect of all Awards to be granted under the Scheme and any other share schemes of the Company must not in aggregate exceed 10% of the total number of Shares (including the Class A Shares and Class B Shares) in issue as at the Adoption Date (the “**Scheme Mandate Limit**”) unless the Company obtains an approval from the Shareholders pursuant to paragraphs 5.4 and 5.5 below.
- 5.2. Subject to paragraph 5.1, the total number of Class B Shares which may be issued in respect of all Awards to be granted to Service Providers under the Scheme and any other share schemes of the Company must not in aggregate exceed 0.5% of the total number of Shares (including the Class A Shares and Class B Shares) in issue as at the Adoption Date or 5% of the Scheme Mandate Limit (the “**Service Provider Sublimit**”) unless the Company obtains an approval from the Shareholders pursuant to paragraphs 5.4 and 5.5 below. For the avoidance of doubt, the Service Provider Sublimit is set within the Scheme Mandate Limit.
- 5.3. For the avoidance of doubt, the Class B Shares underlying any Awards granted under the Scheme or any other share schemes of the Company which have been cancelled will be regarded as utilized for the purpose of calculating the Scheme Mandate Limit and Service Provider Sublimit. Where the Company has reissued such cancelled Awards, the Class B Shares underlying both the cancelled Awards and the re-issued Awards will be counted as part of the total number of Class B Shares subject to paragraphs 5.1 and 5.2 above. However, (i) the Awards lapsed (including those clawed back) in accordance with the terms of the Scheme or (as the case may be) any other share schemes of the Company, and (ii) the Class B Shares underlying any Awards granted under the Scheme or any other share schemes of the Company which involve existing Class B Shares (including Returned Shares and/or Further Shares), will not be regarded as utilized for the purpose of calculating the Scheme Mandate Limit and Service Provider Sublimit.
- 5.4. The Scheme Mandate Limit (and the Service Provider Sublimit) may be refreshed at any time by obtaining approval of the Shareholders in general meeting after three years from Adoption Date or the date of Shareholders’ approval for the last refreshment, provided that:
- (a) the total number of Class B Shares which may be issued in respect of all Awards to be granted under the Scheme and any other share schemes of the Company under the Scheme Mandate Limit as refreshed (the “**New Scheme Mandate Limit**”) must not exceed 10% (and the Service Provider Sublimit as refreshed (the “**New Service Provider Sublimit**”) must not exceed 0.5%) of the total number of Shares (including the Class A Shares and Class B Shares) in issue at the date of the Shareholders’ approval of such New Scheme Mandate Limit (and New Service Provider Sublimit). Awards previously granted under the Scheme or any other share schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the Scheme or any other share schemes of the Company) will not be regarded as utilized for the purpose of calculating the total number of Class B Shares subject to the New Scheme Mandate Limit (and New Service Provider Sublimit).

- (b) any refreshment to the Scheme Mandate Limit (and the Service Provider Sublimit) within any three-year period must be approved by the Shareholders, where any controlling shareholders and their associates (or if there is no controlling shareholder, Directors (excluding independent non-executive Directors) and the chief executive of Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting and in accordance with the requirements under the Listing Rules.
- (c) the requirements under paragraphs 5.4(a) and (b) do not apply if the refreshment is made immediately after an issue of securities by the Company to the Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the total number of Shares (including the Class A Shares and Class B Shares) in issue) upon refreshment is the same as the unused part of the New Scheme Mandate Limit immediately before the issue of securities, rounded to the nearest whole Class B Share.

5.5. Without prejudice to paragraph 5.4, the Company may seek separate Shareholders' approval in general meeting to grant Awards under the Scheme or any other share schemes of the Company beyond the Scheme Mandate Limit (or the Service Provider Sublimit) or, if applicable, the extended limits referred to in paragraph 5.4, provided the Awards in excess of the Scheme Mandate Limit (or the Service Provider Sublimit) are granted only to Eligible Participants specifically identified by the Company before such approval is sought. The Company must send a circular to the Shareholders containing the name of each specified Eligible Participant who may be granted such Awards, the number and terms of the Awards to be granted to each Eligible Participant, and the purpose of granting Awards to the specified Eligible Participants with an explanation as to how the terms of the Awards serve such purpose. The number and terms of Awards to be granted to such Eligible Participant must be fixed before Shareholders' approval.

6. GRANT OF AWARDS

- 6.1. On and subject to the terms of the Scheme and the terms and conditions that the Board or its delegate(s) imposes pursuant to the Scheme, the Board or its delegate(s) shall be entitled at any time during the term of the Scheme to make a Grant to any Eligible Participant, as the Board or its delegate(s) may in its absolute discretion determine.
- 6.2. An Award shall be made to an Eligible Participant by an award letter in such form as the Board or its delegate(s) may from time to time determine requiring the Eligible Participant to undertake to hold the Award on the terms on which it is to be granted and to be bound by the terms of the Scheme (the "**Award Letter**"). The Award Letter shall specify the terms on which the Award is to be granted, including: (a) whether the Award is in the form of an Option and/or an RSU; (b) the number of Class B Shares underlying the Award; (c) the Vesting Date and any conditions, restrictions or limitations that must be satisfied in order for the Award to vest in whole or in part (including, without limitation, as to the performance targets and clawback mechanism attached to the Award); (d) in the case of an Award of an Option, the Exercise Price and the Exercise Period, and in the case of an Award of an RSU,

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the Purchase Price (if any); and (e) any other terms which may be imposed either on a specific Award or generally, provided such terms shall not be inconsistent with any other terms and conditions of the Scheme.

- 6.3. Unless the Board or its delegate(s) otherwise determines and states in the Award Letter, a Grantee is not required to pay any amount on application or acceptance of an Award. Unless the Board or its delegate(s) determines otherwise, the Award shall remain open for acceptance by the Eligible Participant for a period of 20 Business Days after (i) the Grant Date, or (ii) the date on which the conditions (if any) for the Grant are satisfied, whichever is later, provided that no such Award shall be open for acceptance after the expiry of the term of the Scheme or after the Eligible Participant to whom the Award is made has ceased to be an Eligible Participant. To the extent that the Award is not accepted within the time period and in the manner specified in the Award Letter, the Award will be deemed to have been irrevocably declined and will lapse.
- 6.4. An Award shall be deemed to have been accepted and to have taken effect when the Company receives a written notice (in electronic or hard copy form or such other form as the Board or its delegate(s) may accept) of the Eligible Participant's acceptance of the Award.
- 6.5. The Exercise Price in respect of any Options shall be a price determined by the Board or its delegate(s) in its absolute discretion and notified to a Grantee (subject to any adjustments made pursuant to the Scheme) which shall be at least the highest of:
 - (a) the closing price of the Class B Shares as stated in the Stock Exchange's daily quotations sheet on the Grant Date, which must be a Business Day;
 - (b) the average closing price of the Class B Shares as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the Grant Date; and
 - (c) the nominal value of a Class B Share.
- 6.6. The Exercise Period during which the Grantee may exercise an Option shall be determined and notified by the Board or its delegate(s) to each Grantee. Such period may commence on a day after the Grant Date and in any event shall end not later than 10 years from the Grant Date but subject to the provisions for early termination thereof contained herein.
- 6.7. The Purchase Price, if any, will be set out in the Award Letter and will be determined by the Board or its delegate(s) in its absolute discretion, taking into account the purpose of the Scheme, the interests of the Company and the individual circumstances of the Grantee.

7. RESTRICTIONS ON TIME OF GRANT

7.1. No Grant shall be made to, nor shall any Grant be capable of acceptance by, any Eligible Participant, and no directions or recommendation shall be given to the Trustee under the Scheme at a time when the Eligible Participant would or might be prohibited from dealing in the Class B Shares by the Listing Rules (where applicable) or by any other applicable rules, regulations or laws.

7.2. For as long as the Class B Shares are listed on the Stock Exchange, a Grant must not be made after inside information has come to the knowledge of the Company until such inside information has been announced in accordance with the requirements of the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of:

- (a) the date of the meeting of the Board (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
- (b) the deadline for the Company to publish an announcement of 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), and ending on the date of the results announcement,

no Award may be granted. Such period will cover any period of delay in the publication of a results announcement.

7.3 For as long as the Class B Shares are listed on the Stock Exchange, where any Award is proposed to be granted to a Director, it shall not be granted on any day on which the financial results of the Company are published and during the period of:

- (a) 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (b) 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

8. LIMIT ON GRANTING AWARDS TO INDIVIDUALS

8.1. Where any grant of Awards to an Eligible Participant would result in the Class B Shares issued and to be issued in respect of all Awards granted to such person (excluding any Awards lapsed or clawed back in accordance with the terms of the Scheme) in the 12-month period up to and including the Grant Date representing in aggregate over 1% of the total number of Shares (including the Class A Shares and Class B Shares) in issue, such grant must

be separately approved by the Shareholders in general meeting in accordance with the Listing Rules, with such Eligible Participant and his/her close associates (or associates if the Eligible Participant is a connected person) abstaining from voting.

9. GRANTING AWARDS TO CONNECTED PERSONS

- 9.1. Any grant of Awards to a Director, chief executive of the Company or substantial Shareholder (or any of their respective associates) must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the Grantee of the Awards) and shall otherwise be subject to compliance with the requirements of the Listing Rules.
- 9.2. The Corporate Governance Committee must make a recommendation on any grants of Awards to a Director who is a beneficiary of weighted voting rights under 8A.30(4) of the Listing Rules.
- 9.3. Where any grant of RSUs to a Director (other than an independent non-executive Director) or chief executive (or any of their respective associates) would result in the Class B Shares issued and to be issued in respect of all RSUs granted (excluding any RSUs lapsed or clawed back in accordance with the terms of the Scheme) to such person in the 12 month period up to and including the Grant Date representing in aggregate over 0.1% of the total number of Shares (including the Class A Shares and Class B Shares) in issue, such further grant of RSUs must be separately approved by the Shareholders in general meeting in accordance with the Listing Rules, with such Grantee, his/her associates and all core connected persons of the Company abstaining from voting in favour at such general meeting.
- 9.4. Where any grant of Awards to an independent non-executive Director or a substantial Shareholder (or any of their respective associates) would result in the Class B Shares issued and to be issued in respect of all Awards granted (excluding any Awards lapsed or clawed back in accordance with the terms of the Scheme) to such person in the 12-month period up to and including the Grant Date representing in aggregate over 0.1% of the total number of Shares (including the Class A Shares and Class B Shares) in issue, such further grant of Awards must be separately approved by the Shareholders in general meeting in accordance with the Listing Rules, with such Grantee, his/her associates and all core connected persons of the Company abstaining from voting in favour at such general meeting.

10. VESTING OF AWARDS

- 10.1. The Board or its delegate(s) may from time to time while the Scheme is in force and subject to all applicable laws, determine such vesting period, vesting criteria and conditions or periods for the Award to be vested hereunder, provided however that the vesting period for Awards shall not be less than 12 months, unless the Board or its delegate(s) determines that the Awards granted to Employee Participants may be subject to a vesting period of less than 12 months in the following circumstances:

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- (a) grants of “make whole” Awards to new employees to replace the awards or options such employees forfeited when leaving their previous employers;
- (b) grants to an Employee Participant whose employment is terminated due to death or Disability or occurrence of any out of control event;
- (c) grants of Awards with performance-based vesting conditions in lieu of time-based vesting criteria;
- (d) grants of Awards that are made in batches during a year for administrative and compliance reasons, which include Awards that should have been granted earlier if not for such administrative or compliance reasons but had to wait for a subsequent batch. In such case, the vesting period may be shorter to reflect the time from which the Awards would have been granted;
- (e) grants of Awards with a mixed or accelerated vesting schedule such as where the Awards may vest evenly over a period of 12 months; or
- (f) grants of Awards with a total vesting and holding period of more than 12 months.

10.2. Subject to paragraph 10.1 above, the Board or its delegate(s) may, in its sole discretion and subject to whatever terms and conditions it selects, accelerate the period during which an Award vests, to the extent set forth in the terms of the Award Letter or otherwise.

11. PERFORMANCE TARGETS AND CLAWBACK MECHANISM

11.1. Unless the Board or its delegate(s) otherwise determined and stated in the Award Letter, a Grantee is not required to achieve any performance target before the vesting of an Award granted to him/her nor be subject to any clawback mechanism.

11.2. The Board or its delegate(s) may, in its absolute discretion, specify in the Award Letter the performance targets attached to an Award, which will be imposed on a case-by-case basis. The performance targets mean any one or more performance measures, or derivations of such performance measures that may be related to the individual Grantee or the Group as a whole or to a subsidiary, division, department, region, function or business unit of the Company or the relevant Related Entity Participant or the relevant Service Provider, and assessed periodically, on an absolute basis or a relative basis (such as relative to a pre-established target, to previous year’s results or to a designated comparison group), in each case as specified by the Board or its delegate(s) in their sole discretion.

11.3. The Board or its delegate(s) may, in its absolute discretion, specify in the Award Letter the clawback mechanism for the Company to recover or withhold an Award granted to a Grantee, which will be imposed on a case-by-case basis in circumstances including but not limited to:

- (a) any Cause of a Grantee; or

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- (b) any violation of a Grantee to obligations of confidentiality or non-competition to the Group, or any leakage by such Grantee of the Group's trade secrets, intellectual property or proprietary information within a specified period after such Grantee ceasing to be an Eligible Participant; or
- (c) any conduct of a Grantee that has materially adverse effect to the reputation or interests of any member of the Group within a specified period after such Grantee ceasing to be an Eligible Participant; or
- (d) in respect of any Award which is performance linked, any material misstatement in the audited financial statements of the Company that requires a restatement, or any circumstances that show or lead to any of the prescribed performance targets having been assessed or calculated in a materially inaccurate manner.

11.4. The Awards that are clawed back pursuant to paragraph 11.3 will be regarded as lapsed and the Awards so lapsed will be regarded as unutilized for the purpose of calculating the Scheme Mandate Limit and Service Provider Sublimit. The Shares underlying the Awards that are clawed back pursuant to paragraph 11.3 shall become Returned Shares for the purpose of the Scheme.

12. TRANSFERABILITY

12.1. Subject to paragraph 12.2 below, an Award shall be personal to the Grantee and shall not be transferable or assignable.

12.2. Where (i) the Board or its delegate(s) gives their express consent in writing (which consent may or may not be given by the Board or its delegate(s) at their absolute discretion), and (ii) the Stock Exchange gives any express waiver, the Awards held by a Grantee may be allowed to be transferred to a vehicle (such as a trust or a private company, "**Participant Vehicle**") for the benefit of the Grantee and any family members of such Grantee (for the purposes of estate planning or tax planning or such other reasons as the Board or its delegate(s) and the Stock Exchange consider to be justifiable) that would continue to meet the purpose of the Scheme and comply with the requirements of Chapter 17 of the Listing Rules. The Participant Vehicle shall comply with paragraph 12.1 above and other provisions of the Scheme shall apply, *mutatis mutandis*, to the Participant Vehicle.

12.3. The Awards transferred to the Participant Vehicle shall lapse automatically on the date the Participant Vehicle ceases to be wholly-owned by the relevant individual Grantee (or, where the Participant Vehicle is originally a trust of which the relevant individual Grantee is a beneficiary or discretionary object, on the date the relevant individual Grantee ceases to be a beneficiary or discretionary object) provided that, subject to the Scheme Rules and the applicable rules and regulations, the Board or its delegate(s) may in their absolute discretion decide that such Awards or any part thereof shall not so lapse or determine that such Awards are subject to such conditions or limitations as they may impose.

13. LAPSE OF AWARDS

13.1. An Award or any part thereof which has not yet vested or which, in the case of an Option, has vested but not yet been exercised shall lapse automatically and not be exercisable on the earliest of:

- (a) in the case of an Option, the expiry of the Exercise Period (subject to the Scheme Rules);
- (b) subject to paragraph 13.2, the date of the termination of a Grantee's employment or service by the Company, any member of the Group, the holding companies, fellow subsidiaries or associated companies of the Company;
- (c) the date on which the Grantee ceases to be an Eligible Participant due to any Cause;
- (d) the date on which the Grantee:
 - (i) becomes an officer, director, employee, consultant, adviser, partner of, or a shareholder or other proprietor owning an interest of 5% or more in, any Competitor; or
 - (ii) knowingly performs any act that may confer any competitive benefit or advantage upon any Competitor;
- (e) the date of the commencement of the winding-up of the Company;
- (f) the date on which the Grantee (whether intentionally or otherwise) commits a breach of paragraph 12 above;
- (g) the date on which the Grantee is declared bankrupt or enters into any arrangement or compromise with his/her creditors generally;
- (h) in respect of Class B Shares underlying an Award which are subject to performance or other vesting condition(s), the date on which the condition(s) to vesting are not or no longer possible to be satisfied; or
- (i) the date on which the Board or its delegate(s) has decided that the unvested Award shall not be vested for the Grantee in accordance with the Scheme Rules and the terms and conditions as set out in the Award Letter.

13.2. If the Grantee's employment or service with the Company, any member of the Group, the holding companies, fellow subsidiaries or associated companies of the Company is terminated for any reason other than for Cause (including by reason of resignation, retirement, death, Disability, redundancy, non-renewal of the employment or service agreement upon its expiration for any reason other than for Cause), the Board or its delegate(s) shall determine at its sole and absolute discretion and shall notify the Grantee (i) whether any unvested Award

granted to such Grantee shall vest and the period within which such Award shall vest, and (ii) in the case of an Option which has vested but not yet been exercised, whether any part thereof is entitled to extended period for exercise. If the Board or its delegate(s) determines that such Award shall not vest or not be entitled to extended exercise period, such Award shall automatically lapse with effect from the date on which the Grantee's employment or service is terminated.

13.3. The Board or its delegate(s) shall have the sole and absolute discretion to interpret and implement upon the occurrence of events specified in paragraph 13.1, including but not limited to determining whether the Grantee's employment or service has been terminated for Cause, the effective date of such termination for Cause and the identity of a Competitor, and such determination by the Board or its delegate(s) shall be final and conclusive.

13.4. Notwithstanding any other provisions of the Scheme, the Board or its delegate(s) may in its sole and absolute discretion decide any Award shall not lapse or shall be subject to such conditions or limitations as the Board or its delegate(s) may decide.

13.5. The Awards lapsed in accordance with paragraph 13.1 will not be regarded as utilized for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit. In the case of RSU, the Shares underlying the Awards referred to in paragraph 13.1 shall become Returned Shares for the purpose of the Scheme.

14. CANCELLATION

14.1. The Board or its delegate(s) may at its discretion cancel an Award granted, provided that:

- (a) the Company, any member of the Group, the holding companies, fellow subsidiaries or associated companies of the Company, pay to the Grantee an amount equal to the Purchase Price (if any); or
- (b) the Board or its delegate(s) makes any arrangement as the Board or its delegate(s) and Grantee may mutually agree in order to compensate him/her for the cancellation of the Awards.

14.2. Notwithstanding the provisions of paragraph 14.1, in order to comply with the laws and regulations in the jurisdictions in which the Group operates or have Eligible Participants, or in order to comply with the requirements of any securities exchange, the Board or its delegate(s), in its sole discretion, shall have the power and authority to cancel Awards that has not vested or lapsed.

14.3. No new Awards may be granted to an Eligible Participant in place of his/her cancelled Awards unless there are available Scheme Mandate Limit and Service Provider Sublimit (if applicable) from time to time.

14.4. For the purpose of paragraph 14, the Awards cancelled will be regarded as utilized in calculating the Scheme Mandate Limit and the Service Provider Sublimit.

15. CHANGE OF CONTROL, REORGANIZATION OF CAPITAL STRUCTURE

15.1. If there is an event of change of control, a privatization of the Company by way of a scheme or by way of an offer, subject to paragraph 10.1, the Board or its delegate(s) shall at their sole discretion determine whether the Vesting Dates of any Awards will be accelerated. If the Vesting Dates of any Awards are accelerated, the procedures as set out in the Scheme Rules shall apply. Where applicable, the Trustee shall transfer the Class B Shares in respect of the Awards or pay the consideration receivable under the related scheme or offer in cash, as the case may be, to the Grantee in accordance with the instruction provided by the Board or its delegate(s).

15.2. In the event of an alteration in the capital structure of the Company by way of a capitalization issue, rights issue, subdivision or consolidation of shares or reduction of the share capital of the Company in accordance with applicable laws and the Listing Rules (other than any alteration in the capital structure of the Company as a result of an issue of Class B Shares as consideration in a transaction to which any member of the Group is a party or in connection with any share award schemes of the Company) during the term of the Scheme, such corresponding adjustments (if any) shall be made to:

- (a) the Scheme Mandate Limit and the Service Provider Sublimit;
- (b) the number and/or nominal value of Class B Shares underlying any RSU or part thereof which has not yet vested and/or been satisfied;
- (c) the number and/or nominal value of underlying Class B Shares and the Exercise Price of any Option which has not yet vested or has vested but not yet been exercised and/or satisfied; and/or
- (d) the Purchase Price in respect of any Awards, if any,

or any combination thereof, as the auditors of the Company or an independent financial adviser shall confirm in writing to the Board or its delegate(s) that the adjustments satisfy the requirements set out in Rule 17.03(13) of the Listing Rules or otherwise comply with the Listing Rules or other rules, practices or directions of the Stock Exchange in effect from time to time (other than any adjustment made on a capitalization issue, in which case such adjustment shall be made as the Board or its delegate(s) shall consider to be in its opinion fair and reasonable). The capacity of the auditors or the independent financial adviser (as the case may be) in this paragraph 15.2 is that of experts and not of arbitrators and their certification shall be final and conclusive and binding on the Company and the Grantees. The costs of the auditors or the independent financial adviser shall be borne by the Company.

15.3. Any adjustment required under paragraph 15.2 shall be made on the basis that the Grantee shall have the same proportion of the issued share capital of the Company, rounded to the nearest whole Class B Share, for which any Grantee would have been entitled to immediately prior to such adjustments, but no such adjustment shall be made the effect of which would be to enable any Class B Shares to be issued at less than its nominal value.

16. RIGHTS ATTACHED TO THE AWARDS AND CLASS B SHARES

- 16.1. Neither the Grantees nor the Trustee may exercise any of the voting rights in respect of any Awards that have not yet vested or has vested but not yet been exercised and/or satisfied. No Grantee shall enjoy any of the rights of a Shareholder by virtue of the grant of an Award pursuant to the Scheme, unless and until such Class B Shares underlying the Award are actually allotted and issued or transferred (as the case may be) to the Grantee upon the vesting of the Award. Unless otherwise specified by the Board or its delegate(s) in its entire discretion in the Award Letter, the Grantees do not have any rights to any cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions from any Class B Shares underlying an Award.
- 16.2. Subject to paragraph 16.1, the Class B Shares to be allotted and issued or transferred upon the vesting of the Awards shall be subject to all the provisions of the Articles of Association of the Company for the time being in force and shall rank *pari passu* in all respects with, and shall have the same voting, dividend, transfer and other rights (including those rights arising on a winding-up of the Company) as the existing fully paid Class B Shares in issue on the date on which those Class B Shares are allotted and issued or transferred pursuant to the vesting of the Awards and, without prejudice to the generality of the foregoing, shall entitle the holders to participate in all dividends or other distributions paid or made on or after the date on which Class B Shares are allotted and issued or transferred, other than any dividends or distributions previously declared or recommended or resolved to be paid or made if the record date thereof shall be before the date on which the Class B Shares are allotted and issued or transferred.

17. ALTERATION OF THE SCHEME

- 17.1. Save as provided in paragraphs 17.2 to 17.4, the Board may alter any of the terms of the Scheme to benefit the administration of the Scheme at any time.
- 17.2. Any alterations to the terms and conditions of the Scheme which are of a material nature, or any alterations to the specific provisions of the Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules to the advantage of Eligible Participants, or any changes to the authority of the Directors or the Board in relation to any alteration of the terms of the Scheme, in each case, must be approved by the Shareholders in general meeting.
- 17.3. Any changes to the terms of the Awards granted must be approved by the Board or its delegate(s), the independent non-executive Directors and/or the Shareholders in general meeting (as the case may be) if the initial grant of such Awards was approved by the Board or its delegate(s), the independent non-executive Directors and/or Shareholders in general meeting (as the case may be), except where the alterations or changes take effect automatically under the existing terms of the Scheme. The Board's determination as to whether any proposed alteration to the terms and conditions of the Scheme is material shall be conclusive.

17.4. The Scheme so altered must comply with the requirements of Companies Act and the Listing Rules.

18. TERMINATION

18.1. The Shareholders in general meeting by ordinary resolution or the Board may at any time terminate the Scheme and, in such event, no further Awards may be offered or granted but in all other respects the terms of the Scheme shall remain in full force and effect in respect of Awards which are granted during the term of the Scheme and which remain unvested or which have vested but have not yet been exercised and/or satisfied immediately prior to the termination of the Scheme.

**APPENDIX II PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION**

Details of the proposed amendments to the Memorandum and Articles of Association are set out as follows:

Clause No. Proposed amendments (showing changes to the existing Memorandum of Association)

Cover page **THE COMPANIES ACT (~~2021 REVISION~~AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**THE ~~ELEVENTH~~TWELFTH AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
KUAISHOU TECHNOLOGY 快手科技**

~~(conditionally adopted by special resolution passed on [•]January 18, 2021 and effective on the date on which the Class B Ordinary Shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited)~~

Heading **THE COMPANIES ACT (~~2021 REVISION~~AS REVISED)
OF THE CAYMAN ISLANDS
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**THE ~~ELEVENTH~~TWELFTH AMENDED AND RESTATED
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**APPENDIX II PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION**

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2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:

“Communication Facilities” shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communications, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other.

“Companies Act” shall mean the Companies Act (~~2021 Revision~~As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

“Electronic Transactions Act” shall mean the Electronic Transactions Act (~~2003 Revision~~As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

“ordinary resolution” shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article ~~14.10~~14.11.

“Person” shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.

“Present”

shall means, in respect of any Person, such Person’s presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being:

- (a) physically present at the meeting; or
- (b) in the case of any meeting at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.

“special resolution”

shall have the same meaning as ascribed thereto in the Companies Act and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article ~~14.10~~14.11.

“Virtual Meeting”

shall mean any general meeting of the members at which the members (and any other permitted participants of such meeting, including, without limitation, the Chairman of the meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.

- 13.1 ~~The Company shall hold a general meeting as its annual general meeting in each financial year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.~~
- 13.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members, which shall include a recognised clearing house (or their respective nominee(s)), holding together, as at the date of deposit of the requisition, in aggregate shares representing not less than one-tenth of the paid up capital of voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company, provided that, in the case of a recognised clearing house (or their respective nominee(s)), it has received instructions to deposit such requisition from account holders holding in aggregate the beneficial interests in shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company. ~~The~~^A written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office ~~of the Company~~ specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.
- 13.4 The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.

- 13.45 An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 13.12) at which Communication Facilities will be utilised (including any Virtual Meeting) shall disclose the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
- 13.56 Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 13.45, it shall be deemed to have been duly called if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.
- 13.67 There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.
- 13.78 The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.
- 13.89 In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

- 13.910 If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place in accordance with Article ~~13.11~~13.12.
- 13.1011 The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article ~~13.11~~13.12. Where a general meeting is so postponed in accordance with this Article, the Company shall endeavour to cause a notice of such postponement to be placed on the Company's Website and published on the Exchange's website as soon as practicable (provided that failure to place or publish such notice shall not affect the automatic postponement of such meeting).
- 13.1112 Where a general meeting is postponed in accordance with Article ~~13.9~~13.10 or Article ~~13.10~~13.11:
- (a) the Company ~~will issue an announcement in compliance with the Listing Rules, to inform the Shareholders about the reason for postponing such~~ shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 13.11;
 - (b) the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 35.1; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and

(c) ~~notice of~~only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting ~~shall not be required~~, nor shall any accompanying documents be required to be recirculated, ~~provided that the business to be transacted at the reconvened meeting is the same as that set out in the notice of the original meeting circulated to the members of the Company.~~ IfWhere any new business willis to be transacted at such reconvened meeting, the ~~meeting~~Company shall give a fresh notice for such reconvened meeting ~~shall comply~~in accordance with Article ~~13.4~~13.5.

- 14.1 For all purposes the quorum for a general meeting shall be two members holding not less than one-third of the total voting power of the Company ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present provided always that if the Company has only one member of record the quorum shall be that one member ~~present in person or by proxy~~Present. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be ~~present~~Present at the commencement of the business.
- 14.2 If within 15 minutes from the time appointed for the meeting a quorum is not ~~present~~Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not ~~present~~Present within 15 minutes from the time appointed for holding the meeting, the member or members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present shall be a quorum and may transact the business for which the meeting was called.
- 14.3 The chairman of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be ~~present~~Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors ~~present~~Present shall choose another Director as Chairman, and if no Director be ~~present~~Present, or if all the Directors ~~present~~Present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members ~~present (whether in person or represented by proxy or duly authorised representative)~~Present shall choose one of their own number to be Chairman.
- 14.4 The Chairman of any general meeting shall be entitled to attend and participate at any such general meeting by means of Communication Facilities, and to act as the chairman of such general meeting, in which event the following provisions shall apply:

- (a) The Chairman of the meeting shall be deemed to be Present at the meeting; and
- (b) If the Communication Facilities are interrupted or fail for any reason to enable the Chairman of the meeting to hear and be heard by all other Persons participating in the meeting, then the other Directors Present at the meeting shall choose another Director Present to act as chairman of the meeting for the remainder of the meeting; provided that (i) if no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Board.

- 14.45 The Chairman may, with the consent of any general meeting at which a quorum is presentPresent, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- 14.56 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.
- 14.67 A poll shall (subject as provided in Article 14.714.8) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
- 14.78 Any poll on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.
- 14.89 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**APPENDIX II PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION**

- 14.910 In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.
- 14.1011 A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.
- 15.1 Subject to Articles 3.2 and 3.11 and to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting ~~where~~(a) every member Present shall have the right to speak, (b) on a show of hands ~~is allowed~~, every member ~~present in person (or, in the case of a member being a corporation, by its duly authorised representative)~~Present shall have one vote, and (c) on a poll every member ~~present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy~~Present shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
- 15.4 Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be ~~present~~Present at any meeting ~~personally or by proxy~~, that one of the said persons so ~~present~~Present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.
- 15.6 Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be ~~present~~Present or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting.

- 15.14 Any corporation which is a member may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member and where a corporation is so represented, it shall be treated as being ~~present~~Present at any meeting in person.
- 15.15 If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company, creditors meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.
- 17.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.
- 17.6 The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his ~~period~~term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.

- 34.2 The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.
- 38.1 Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.
- 38.12 If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Companies Act divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies Act, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.

- 38.23 If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. If in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
- 38.34 In the event of a winding-up of the Company in Hong Kong, every member who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.
- 40 ~~The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.~~ Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and, following the year of incorporation, shall begin on 1 January in each year.

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution no. 8 to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Share Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Share Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Board and/or its authorized person(s) at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,334,798,959 Shares, out of which 766,237,001 were Class A Shares and 3,568,561,958 were Class B Shares.

Subject to the passing of the ordinary resolution set out in no. 8 of the notice of the AGM in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, i.e. being 4,334,798,959 Shares, the Board and/or its authorized person(s) would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, up to a maximum of 433,479,895 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2022) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Board and/or its authorized person(s) does not intend to exercise the Share

Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Board and/or its authorized person(s), are from time to time appropriate for the Company.

5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If, on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined under the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the WVR Beneficiaries were Mr. SU Hua and Mr. CHENG Yixiao. Mr. SU Hua is deemed to be interested in 427,469,521 Class A Shares, representing approximately 9.86% of the voting rights in the Company with respect to shareholder resolutions relating to Reserved Matters, and approximately 38.06% with respect to matters other than the Reserved Matters; and Mr. CHENG Yixiao is deemed to be interested in 338,767,480 Class A Shares and 43,770,873 Class B Shares, representing approximately 8.82% of the voting rights in the Company with respect to shareholder resolutions relating to Reserved Matters, and approximately 30.55% with respect to matters other than the Reserved Matters. Pursuant to Rule 8A.15 of the Listing Rules, in the event that the Board and/or its authorized person(s) exercises the Share Repurchase Mandate, the WVR Beneficiaries must reduce their weighted voting rights in the Company proportionately (for example through conversion of a proportion of their shareholding with those rights into Class B Shares), if the reduction in the number of Shares in issue would otherwise result in an increase in the proportion of Class A Shares. As such, to the best knowledge and belief of the Directors, the exercise of the Share Repurchase Mandate is not expected to give rise to an obligation of Mr. SU Hua and Mr. CHENG Yixiao to make a mandatory offer under the Takeovers Code.

The Board and/or its authorized person(s) has no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

In addition, the Board and/or its authorized person(s) does not propose to repurchase Shares which would result in less than the relevant prescribed minimum percentage of Shares in public hands as required by the Stock Exchange.

6. INTENTION OF DIRECTORS AND CORE CONNECTED PERSONS TO SELL SHARES

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

7. UNDERTAKING BY DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Class B Shares have been traded on the Stock Exchange during each of the previous 12 months preceding up to and including the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	79.60	54.60
May	77.45	53.15
June	90.80	73.75
July	91.50	76.55
August	81.85	66.05
September	68.65	50.45
October	56.95	31.75
November	57.40	32.35
December	74.00	55.75
2023		
January	80.85	67.65
February	74.00	51.55
March	61.90	49.70
April (up to the Latest Practicable Date)	60.85	48.20

9. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company for the year ended December 31, 2022 and up till the Latest Practicable Date (whether on the Stock Exchange or otherwise).

APPENDIX IV DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Pursuant to the Listing Rules, the details of the Directors, who will retire and being eligible, offer themselves for re-election at the AGM, are provided below.

(1) Mr. WANG Huiwen (王慧文先生)

Position and experience

Mr. WANG Huiwen, aged 44, is an independent non-executive Director. He is also the chairman of both Nomination Committee and Corporate Governance Committee, and a member of the Audit Committee and the Remuneration Committee. He is primarily responsible for supervising and providing independent judgment to the Board.

Mr. WANG has over 10 years of managerial and operational experience in the internet industry. In December 2005, he co-founded xiaonei.com. xiaonei.com was sold to China InterActive Corp in October 2006, which was later renamed as Renren Inc. (a company listed on the New York Stock Exchange with stock symbol of RENN). In January 2009, he co-founded taofang.com and worked there from June 2008 to October 2010. In 2010, Mr. WANG co-founded Meituan (a company listed on the Stock Exchange with stock code of 3690) and served as its executive director from October 2015 to March 2023, and has been serving as its non-executive director since March 2023.

Mr. WANG received his bachelor's degree in electronic engineering from Tsinghua University in Beijing, the PRC, in July 2001.

Save as disclosed above, Mr. WANG has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the appointment letter entered into between the Company and Mr. WANG, his initial term of office is three years commencing from the Listing Date, which may be terminated in accordance with the terms of the appointment letter. He is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware and as at the Latest Practicable Date, Mr. WANG does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

APPENDIX IV DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Interests in Shares

As far as the Directors are aware and as at the Latest Practicable Date, Mr. WANG did not hold any interests in shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Under the appointment letter and the attachment thereto entered into between the Company and Mr. WANG, Mr. WANG, as an independent non-executive Director, will receive an annual director's fee of HK\$750,000.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above, Mr. WANG has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as a Director.

(2) Mr. HUANG Sidney Xuande (黄宣德先生)

Position and experience

Mr. HUANG Sidney Xuande, aged 57, is an independent non-executive Director. He is also the chairman of both Audit Committee and Remuneration Committee, and a member of the Nomination Committee and Corporate Governance Committee. He is primarily responsible for supervising and providing independent judgment to the Board.

Mr. HUANG has over 15 years of experience in the technology and internet industry. He is currently a senior advisor of JD.com, Inc. (a company listed on Nasdaq with stock symbol of JD with its secondary listing on the Stock Exchange with stock code of 9618) and was its chief financial officer from September 2013 until his retirement in September 2020, including the last three months as an executive coach to his successor.

Mr. HUANG has served as an independent non-executive director of Tuya Inc. (a company listed on the New York Stock Exchange with stock symbol of TUYA and on the Stock Exchange with stock code of 2391) since July 2022. He has been an independent director of Yatsen Holding Limited (a company listed on the New York Stock Exchange with stock symbol of YSG) since November 2020.

Mr. HUANG previously served as chief financial officer of VanceInfo Technologies Inc. and its successor company, Pactera Technology International Ltd., from July 2006 to September 2013. He was also the chief operating officer of VanceInfo Technologies Inc. from 2008 to 2010 and the co-president from 2011 to 2012. He also served as chief financial

APPENDIX IV DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

officer at two China-based companies in the technology and internet sectors between August 2004 and March 2006. He was an investment banker at Citigroup Global Markets Inc. in New York from August 2002 to July 2004. He held various positions including audit manager at KPMG LLP from January 1997 to August 2000 and qualified as a Certified Public Accountant in the State of New York in October 1999.

Mr. HUANG is currently a Foundation Fellow and was an Academic Visitor focusing on geoeconomics from October 2021 to September 2022 at St Antony's College of Oxford University in the United Kingdom. He received his bachelor's degree in accounting from Bernard M. Baruch College of The City University of New York in the United States, in February 1997, and his MBA degree from the Kellogg School of Management at Northwestern University in the United States, in June 2002.

Save as disclosed above, Mr. HUANG has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the appointment letter entered into between the Company and Mr. HUANG, his initial term of office is three years commencing from the Listing Date, which may be terminated in accordance with the terms of the appointment letter. He is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware and as at the Latest Practicable Date, Mr. HUANG does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware and as at the Latest Practicable Date, Mr. HUANG did not hold any interests in shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Under the appointment letter and the attachment thereto entered into between the Company and Mr. HUANG, Mr. HUANG, as an independent non-executive Director, will receive an annual director's fee of HK\$750,000.

**APPENDIX IV DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above, Mr. HUANG has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as a Director.

(3) Mr. MA Yin (馬寅先生)

Position and experience

Mr. MA Yin, aged 49, is an independent non-executive Director. He is also a member of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee. He is primarily responsible for supervising and providing independent judgment to the Board.

Mr. MA has been the general manager of Aranya Holdings Group Co., Ltd. (阿那亞控股集團有限公司) since February 2014. From April 2006 to September 2013, Mr. MA served various managerial roles at Yeland Group Co., Ltd. (億城集團股份有限公司, subsequently renamed HNA Investment Group Co., Ltd. (海航投資集團股份有限公司) in 2015, and is a company listed on the Shenzhen Stock Exchange with stock code of 000616), including vice president, executive vice president, and president. He was a director of HNA Investment Group Co., Ltd. (海航投資集團股份有限公司) from April 2007 to September 2013.

Mr. MA received his executive MBA degree from Peking University in Beijing, the PRC, in July 2009.

Save as disclosed above, Mr. MA has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the appointment letter entered into between the Company and Mr. MA, his initial term of office is three years commencing from the Listing Date, which may be terminated in accordance with the terms of the appointment letter. He is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.

**APPENDIX IV DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Relationships

As far as the Directors are aware and as at the Latest Practicable Date, Mr. MA does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware and as at the Latest Practicable Date, Mr. MA did not hold any interests in shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Under the appointment letter and the attachment thereto entered into between the Company and Mr. MA, Mr. MA, as an independent non-executive Director, will receive an annual director's fee of HK\$750,000.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above, Mr. MA has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as a Director.

NOTICE OF THE ANNUAL GENERAL MEETING



Kuaishou Technology 快手科技

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

(Stock Code: 1024)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Kuaishou Technology (快手科技) (the “**Company**”) will be held at Building W, West Gate of Kuaishou Technology Beijing Head Office, No. 6 Shangdi West Road, Haidian District, Beijing, the PRC on Friday, June 16, 2023 at 3:00 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Director(s)**”) and the auditor of the Company for the year ended December 31, 2022;
2. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution by the Independent Shareholders:

“**THAT** the grant of 12,999,986 share options to Mr. CHENG Yixiao, the co-founder, an executive Director, the chief executive officer and a substantial shareholder of the Company, pursuant to the Post-IPO share option scheme adopted by the Company on January 18, 2021 to subscribe for 12,999,986 Class B ordinary shares of the Company (the “**Class B Shares**”) at the exercise price of HK\$59.40 per share and on the terms and conditions set out in the circular to the shareholders of the Company dated April 28, 2023 be and is hereby approved and that any one Director of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

3. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (i) the 2023 share incentive scheme (the “**2023 Share Incentive Scheme**”), the rules of which are contained in the document marked “**A**” produced to this meeting and initiated by the chairman of this meeting for identification purpose be and is hereby approved and adopted, subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)

NOTICE OF THE ANNUAL GENERAL MEETING

granting approval for the listing of, and permission to deal in, the Class B Shares which may fall to be issued and allotted upon the vesting of any Class B Shares pursuant to any award of option(s) or restricted share unit(s) (the “**Award(s)**”) which may be granted under the 2023 Share Incentive Scheme;

- (ii) the board of Directors of the Company (the “**Board**”) or its delegate(s) be and are hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Board or its delegate(s) may consider necessary, desirable or expedient to effect and implement the 2023 Share Incentive Scheme, including without limitation,
 - (a) administering the 2023 Share Incentive Scheme and granting Awards to selected participants in accordance with the provisions of the 2023 Share Incentive Scheme;
 - (b) modifying and/or amending the 2023 Share Incentive Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Incentive Scheme relating to modification and/or amendment and the requirements of the Listing Rules;
 - (c) allotting and issuing from time to time such number of Class B Shares as may be required to be issued pursuant to the vesting of the Awards that may be granted under the 2023 Share Incentive Scheme and subject to the Listing Rules;
 - (d) making application at the appropriate time or times to the Stock Exchange, for the listing of, and permission to deal in, any new Class B Shares or any part thereof that may hereafter from time to time be allotted and issued pursuant to the vesting of the Award granted under the 2023 Share Incentive Scheme; and
 - (e) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Incentive Scheme.
- (iii) the total number of Class B Shares which may be issued in respect of all Awards to be granted under the 2023 Share Incentive Scheme and any other share schemes involving issuance of new shares adopted and to be adopted by the Company from time to time not in aggregate exceeding 10% of the total number of issued shares (including class A ordinary shares of the Company (the “**Class A Shares**”) and Class B Shares) as at the date of passing this resolution (the “**Scheme Mandate Limit**”), be and is hereby approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (iv) the total number of Class B Shares which may be issued in respect of all Awards to be granted to all Service Providers (as defined in the 2023 Share Incentive Scheme) under the 2023 Share Incentive Scheme and any other share schemes involving issuance of new shares adopted and to be adopted by the Company from time to time not in aggregate exceeding 0.5% of the total number of issued shares (including Class A Shares and Class B Shares) as at the date of passing this resolution or 5% of the Scheme Mandate Limit, be and is hereby approved.”
4. To re-elect Mr. WANG Huiwen as an independent non-executive Director;
 5. To re-elect Mr. HUANG Sidney Xuande as an independent non-executive Director;
 6. To re-elect Mr. MA Yin as an independent non-executive Director;
 7. To authorize the Board to fix the respective Directors’ remuneration;
 8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general unconditional mandate be and is hereby given to the Board and/or its authorized person(s), during the Relevant Period (as defined below) to exercise all the powers of the Company to purchase its shares on the Stock Exchange or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares (including Class A Shares and Class B Shares) as at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of the shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; or

NOTICE OF THE ANNUAL GENERAL MEETING

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “**Articles of Association**”) or any applicable laws to be held.”;

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general unconditional mandate be and is hereby given to the Board and/or its authorized person(s), during the Relevant Period (as defined below) to exercise all the powers of the Company to allot, issue and deal with authorized and unissued Class B Shares or securities convertible into Class B Shares, or options, warrants or similar rights to subscribe for Class B Shares or such convertible securities of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the approval in paragraph (a) above shall authorize the Board and/or its authorized person(s) to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Class B Shares allotted or agreed conditionally or unconditionally to be allotted by the Board and/or its authorized person(s) pursuant to the approval in paragraph (a) above, otherwise than by way of Rights Issue (as defined below) or pursuant to the exercise of any subscription rights attaching to any securities which may be allotted and issued by the Company from time to time or, pursuant to the exercise of any options which may be granted or the allotment and issue of Class B Shares in lieu of the whole or part of a dividend on Class B Shares in accordance with the Articles of Association, shall not exceed 20% of the total number of issued shares (including Class A Shares and Class B Shares) as at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of the shares of the Company after passing this resolution and the said approval shall be limited accordingly) excluding any (A) Class B Shares to be issued pursuant to (i) the exercise of share options under the Pre-IPO ESOP (as defined below), (ii) the exercise of share options under the Post-IPO Share Option Scheme (as defined below), (iii) awards under the Post-IPO RSU Scheme (as defined below), (iv) the exercise of share options and/or awards under the 2023 Share Incentive Scheme (as defined below), and (B) Class B Shares to be issued upon conversion of Class A Shares in the share capital of the Company into Class B Shares on a one to one basis;
- (d) for the purposes of this resolution:

“**Pre-IPO ESOP**” means the pre-IPO employee stock incentive scheme adopted by the Company dated February 6, 2018 as amended from time to time;

NOTICE OF THE ANNUAL GENERAL MEETING

“**Post-IPO Share Option Scheme**” means the post-IPO share option scheme adopted by the Company on January 18, 2021;

“**Post-IPO RSU Scheme**” means the post-IPO restricted share unit scheme adopted by the Company on January 18, 2021;

“**2023 Share Incentive Scheme**” means the new share incentive scheme of the Company proposed to be considered and adopted at this annual general meeting;

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held;

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board and/or its authorized person(s) pursuant to such general mandate of an amount representing the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares (including Class A Shares and Class B Shares) as at the date of passing this resolution.”

NOTICE OF THE ANNUAL GENERAL MEETING

11. To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2023.

AS SPECIAL RESOLUTION

12. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the twelfth amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “**B**” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one Director be and is hereby authorized to do all things necessary to implement the adoption of the New Memorandum and Articles of Association of the Company.”

By order of the Board
Kuaishou Technology
Mr. SU Hua
Chairman

Hong Kong, April 28, 2023

As at the date of this Notice, the Board comprises Mr. SU Hua and Mr. CHENG Yixiao as executive Directors; Mr. LI Zhaohui, Mr. ZHANG Fei, Dr. SHEN Dou and Mr. LIN Frank as non-executive Directors; Mr. WANG Huiwen, Mr. HUANG Sidney Xuande and Mr. MA Yin as independent non-executive Directors.

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint another person as proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint any number of proxies to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. Where there are joint registered holders of any share, any one of such persons may vote at this meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

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- c. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 3:00 p.m. on Wednesday, June 14, 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- d. Non-registered shareholders whose shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.
- e. For determining the entitlement to attend and vote at this annual general meeting, the register of members of the Company will be closed from Tuesday, June 13, 2023 to Friday, June 16, 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the 2023 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, June 12, 2023.
- f. References to time and dates in this Notice are to Hong Kong time and dates.