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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

For the transition period from to

Commission file number: 001-39117

**36Kr Holdings Inc.**

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

**Cayman Islands**

(Jurisdiction of incorporation or organization)

**5-6/F, Tower A1, Junhao Central Park Plaza**

**No. 10 South Chaoyang Park Avenue**

**Chaoyang District, Beijing, People's Republic of China, 100026**

(Address of principal executive offices)

**Ms. Lin Wei, Chief Financial Officer**

**Tel: +86 10 5825-4188**

**E-mail: weilin@36kr.com**

**5-6/F, Tower A1, Junhao Central Park Plaza**

**No. 10 South Chaoyang Park Avenue**

**Chaoyang District, Beijing, People's Republic of China, 100026**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
American depositary shares, each ADS represents 25 Class A ordinary shares, par value US\$0.0001 per share	<u>KRKR</u>	The Nasdaq Stock Market LLC (The Nasdaq Global Market)
Class A ordinary shares, par value US\$0.0001 per share*	<u>N/A</u>	The Nasdaq Stock Market LLC (The Nasdaq Global Market)

\* Not for trading, but only in connection with the listing of the American depositary shares on the Nasdaq Global Market.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**None**

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**None**

(Title of Class)

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[Table of Contents](#)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

974,468,470 ordinary shares, comprised of 878,385,770 Class A ordinary shares, par value US\$0.0001 per share, and 96,082,700 Class B ordinary shares, par value US\$0.0001 per share, as of December 31, 2022.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards † provided pursuant to Section 13(a) of the Exchange Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report or attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the  
International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

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TABLE OF CONTENTS

	<u>Page</u>
<a href="#">INTRODUCTION</a>	ii
<a href="#">FORWARD-LOOKING INFORMATION</a>	1
<a href="#">PART I</a>	
<a href="#">ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</a>	2
<a href="#">ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE</a>	2
<a href="#">ITEM 3. KEY INFORMATION</a>	2
<a href="#">ITEM 4. INFORMATION ON THE COMPANY</a>	45
<a href="#">ITEM 4A. UNRESOLVED STAFF COMMENTS</a>	78
<a href="#">ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS</a>	79
<a href="#">ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</a>	92
<a href="#">ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</a>	101
<a href="#">ITEM 8. FINANCIAL INFORMATION</a>	102
<a href="#">ITEM 9. THE OFFER AND LISTING</a>	103
<a href="#">ITEM 10. ADDITIONAL INFORMATION</a>	103
<a href="#">ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</a>	113
<a href="#">ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</a>	114
<a href="#">PART II</a>	
<a href="#">ITEM 13. ITEM DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</a>	116
<a href="#">ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</a>	116
<a href="#">ITEM 15. CONTROLS AND PROCEDURES</a>	116
<a href="#">ITEM 16.A. Audit Committee Financial Expert</a>	117
<a href="#">ITEM 16.B. Code of Ethics</a>	117
<a href="#">ITEM 16.C. Principal Accountant Fees and Services</a>	118
<a href="#">ITEM 16.D. Exemptions from the Listing Standards for Audit Committees</a>	118
<a href="#">ITEM 16.E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers</a>	118
<a href="#">ITEM 16.F. Change in Registrant's Certifying Accountant</a>	119
<a href="#">ITEM 16.G. Corporate Governance</a>	119
<a href="#">ITEM 16.H. Mine Safety Disclosure</a>	119
<a href="#">ITEM 16.I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</a>	120
<a href="#">ITEM 16.J. Insider Trading Policies</a>	120
<a href="#">PART III</a>	
<a href="#">ITEM 17. FINANCIAL STATEMENTS</a>	120
<a href="#">ITEM 18. FINANCIAL STATEMENTS</a>	120
<a href="#">ITEM 19. EXHIBITS</a>	121

## INTRODUCTION

Except where the context otherwise indicates and for the purpose of this annual report only:

- “ADRs” refers to the American depositary receipts that evidence our ADSs;
- “ADSs” refers to the American depositary shares, each representing 25 of our Class A ordinary shares;
- “Beijing Dake” refers to Beijing Dake Information Technology Co., Ltd, incorporated in the PRC on June 25, 2019;
- “Beijing Duoke”, “variable interest entity” or “VIE” refers to Beijing Duoke Information Technology Co. Ltd., a company incorporated in the PRC in December 2016;
- “CAGR” refers to compound annual growth rate;
- “China” or “PRC” refer to the People’s Republic of China, and only in the context of describing PRC laws, regulations and other legal or tax matters in this prospectus, excludes Taiwan, Hong Kong and Macau;
- “Class A ordinary shares” refers to our Class A ordinary shares of par value US\$0.0001 per share;
- “Class B ordinary shares” refers to our Class B ordinary shares of par value US\$0.0001 per share;
- “JingData” refers to Jiangsu JingZhun Digital Information Industry Development Co. Ltd; that used to named Beijing Venture Glory Information Technology Co., Ltd;
- “KOL” refers to key opinion leader;
- “New Economy” refers to businesses that realize rapid growth primarily through cutting-edge technology and innovative business models;
- “New Economy companies” refers to companies driven by cutting-edge technology and innovative business models;
- “New Economy participants” refers to New Economy companies, traditional companies being transformed by cutting-edge technology and innovative business models, institutional investors and individuals involved in New Economy;
- “ordinary shares” as of the date hereof refers to our Class A ordinary shares of par value US\$0.0001 per share and Class B ordinary shares of par value US\$0.0001 per share;
- “PRC subsidiaries” refer to Tianjin Duoke and Beijing Dake, in the context of describing of their activities;
- “RMB” or “Renminbi” refers to the legal currency of the People’s Republic of China;
- “Tianjin Duoke” refers to Tianjin Duoke Investment Co., Ltd., incorporated in the PRC On May 21, 2019;
- “US\$,” “dollars” or “U.S. dollars” refers to the legal currency of the United States; and
- “36Kr”, “we,” “us,” “our company,” and “our,” refer, to 36Kr Holdings Inc., a Cayman Islands company, its subsidiaries and, in the context of describing its consolidated financial information, business operations and operating data, the VIE (or, where the context requires, its predecessors).

Our reporting currency is Renminbi because substantially all of our operations are conducted in China and substantially all of our revenues are denominated in Renminbi. This annual report contains translations of Renminbi amounts into U.S. dollars at specific rates solely for the convenience of the reader. Unless otherwise noted, all translations from Renminbi to U.S. dollars and from U.S. dollars to Renminbi in this annual report were made at a rate of RMB6.8972 to US\$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on December 30, 2022. We make no representation that the Renminbi or U.S. dollar amounts referred to in this annual report could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, or at all. The PRC government imposes control over its foreign currency reserves in part through direct regulation of the conversion of Renminbi into foreign exchange and through restrictions on foreign trade. On April 21, 2023, the noon buying rate for Renminbi was RMB6.8920 to US\$1.00.

## FORWARD-LOOKING INFORMATION

This annual report contains forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

You can identify these forward-looking statements by words or phrases such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “likely to” or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, but are not limited to, statements about:

- our goals and growth strategies;
- our future business development, results of operations and financial condition;
- relevant government policies and regulations relating to our business and industry;
- status of the COVID-19 pandemic;
- general economic and business condition in China; and
- assumptions underlying or related to any of the foregoing.

You should read these statements in conjunction with the risk factors disclosed in “Item 3. Key Information—3.D. Risk Factors.”, and read thoroughly this annual report and the documents that we refer to in this annual report with the understanding that our actual future results may be materially different from and worse than what we expect. Other sections of this annual report include additional factors which could adversely impact our business and financial performance. Moreover, we operate in an evolving environment. New risk factors and uncertainties emerge from time to time and it is not possible for our management to predict all risk factors and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements. We do not undertake any obligation to update or revise the forward-looking statements except as required under applicable law. You should read this annual report and the documents that we reference in this annual report completely and with the understanding that our actual future results may be materially different from what we expect.

You should not rely upon forward-looking statements as predictions of future events. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION**

**3.A. [Reserved]**

**3.B. Capitalization and Indebtedness**

Not applicable.

**3.C. Reason for the Offer and Use of Proceeds**

Not applicable.

**3.D. Risk Factors**

36Kr Holdings Inc. is a Cayman Islands holding company. It conducts its operations in China through its PRC subsidiaries and the consolidated variable interest entity, or the VIE. However, we and our direct and indirect subsidiaries do not, and it is virtually impossible for them to, have any equity interests in the VIE in practice as current PRC laws and regulations restrict foreign investment in companies that engage in value-added telecommunication services. As a result, we depend on certain contractual arrangements with the VIE to operate a significant portion of our business. This structure allows us to be considered the primary beneficiary of the VIE for accounting purposes, which serves the purpose of consolidating the VIE's operating results in our financial statements under the U.S. GAAP. This structure also provides contractual exposure to foreign investment in such companies. Shareholders holding 99% equity interests of the VIE are also affiliated with our Company or affiliated with certain shareholders of the Company. Investors in our ADSs are purchasing equity securities of a Cayman Islands holding company rather than equity securities issued by our subsidiaries and the VIE. Investors who are non-PRC residents may never directly hold equity interests in the VIE under current PRC laws and regulations. As used in this annual report, "we," "us," "our company," "our," or "36Kr" refers to 36Kr Holdings Inc. and its subsidiaries, and, in the context of describing our consolidated financial information, business operations and operating data, our consolidated VIE, "Tianjin Duoke" refers to Tianjin Duoke Investment Co., Ltd., "Beijing Duke" refers to Beijing Duke Information Technology Co., Ltd., and "Beijing Duoke" refers to Beijing Duoke Information Technology Co. Ltd. We refer to Tianjin Duoke and Beijing Duke as the PRC subsidiaries in the context of describing of their activities. We refer to Beijing Duoke as the VIE in the context of describing its activities and contractual arrangements with us.

Our corporate structure involves unique risks to investors in the ADSs. In 2020, 2021 and 2022, the amount of revenues generated by the VIE accounted for 100%, 100% and 99%, respectively, of our total net revenues. As of December 31, 2020, 2021 and 2022, total assets of the VIE, excluding amounts due from other companies in the Group, equaled to 84%, 83% and 87% of our consolidated total assets as of the same dates, respectively. As of the date of this annual report, to the best knowledge of our Company, our directors and management, the VIE agreements have not been tested in a court of law in the PRC. If the PRC government deems that our contractual arrangements with the VIE do not comply with PRC regulatory restrictions on foreign investment in the relevant industries, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to material penalties or be forced to relinquish our interests in those operations or otherwise significantly change our corporate structure. We and our investors face significant uncertainty about potential future actions by the PRC government that could affect the legality and enforceability of the contractual arrangements with the VIE and, consequently, significantly affect our ability to consolidate the financial results of the VIE and the financial performance of our company as a whole. Our ADSs may decline in value or become worthless if we are unable to effectively enforce our contractual control rights over the assets and operations of the VIE that conduct a significant portion of our business in China. See "Item 3. Key Information—3.D. Risk Factor—Risks Related to Our Corporate Structure" for detailed discussion.

We face various legal and operational risks and uncertainties as a company based in and primarily operating in China. The PRC government has significant authority to exert influence on the ability of a China-based company, like us, to conduct its business, accept foreign investments or be listed on a U.S. stock exchange. For example, we face risks associated with regulatory approvals of offshore offerings, anti-monopoly regulatory actions, cybersecurity and data privacy, as well as the uncertainty on whether the U.S. Public Company Accounting Oversight Board, or PCAOB, will continue to be able to satisfactorily inspect or investigate completely registered public accounting firms headquartered in mainland China and Hong Kong. The PRC government may also influence our operations at any time by adopting new laws and regulations as the government deems appropriate to further regulatory, political and societal goals. The PRC government has recently published new policies that significantly affected certain industries such as the education and internet industries, and we cannot rule out the possibility that it will in the future release regulations or policies regarding our industry that could adversely affect our business, financial condition and results of operations. Any such action, once taken by the PRC government, could cause the value of such securities to significantly decline or in extreme cases, become worthless.

As of the date of this annual report, we do not have cash management policies and procedures in place that dictate how funds are transferred through our organization. Rather, the funds can be transferred in accordance with the applicable PRC laws and regulations without limitations, subject to satisfaction of applicable government registration and approval requirements. Loans by us to our PRC subsidiaries to finance their activities cannot exceed statutory limits and must be registered with the local counterpart of SAFE and capital contributions to our PRC subsidiaries are subject to the requirement of making necessary filings in the Foreign Investment Comprehensive Management Information System, and registration with other governmental authorities in China. See “Item 4 Information on the Company — 4.A. History and Development of the Company — Our Corporate History.”

You should carefully consider all of the information in this annual report before making an investment in the ADSs. Below please find a summary of the principal risks and uncertainties we face, organized under relevant headings. In particular, as we are a China-based company incorporated in the Cayman Islands, you should pay special attention to subsections headed “Item 3. Key Information—3.D. Risk Factors—Risks Related to Doing Business in China” and “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Corporate Structure.”

Below please find a summary of the principal risks we face, organized under relevant headings. Please see “Item 3. Key Information—D. Risk Factors” and other information included elsewhere in this annual report for a discussion of these and other risks and uncertainties that we face.

**Risks Related to Our Business and Industry**

- *We have a limited operating history as a stand-alone company, which makes it difficult to evaluate our business. We cannot guarantee that we will be able to maintain the growth rate that we have experienced to date. For details, see page 5 of this annual report.*
- *We are subject to risks associated with operating in the rapidly evolving New Economy sectors. For details, see page 6 of this annual report.*
- *The success of our business depends on our ability to maintain and enhance our brand. Negative publicity about us, our services, operations and management, or our affiliates may adversely affect our reputation and business. For details, see page 6 of this annual report.*
- *If we fail to provide high-quality content in a timely manner, we may not be able to attract or retain users. If our efforts to attract or retain users are not successful, our business and results of operations will be materially and adversely affected. For details, see page 6 of this annual report.*
- *We cannot guarantee our monetization strategies will be successfully implemented or generate sustainable revenues or profit. For details, see page 6 of this annual report.*
- *Our business could suffer if we are unable to retain or hire quality in-house writers and editors. For details, see page 7 of this annual report.*
- *Deterioration or termination of cooperation with third-party professional content providers may have a material adverse impact on our business and results of operations. For details, see page 7 of this annual report.*

- *Our business, prospects and financial results may be affected by our relationship with third-party platforms. For details, see page 7 of this annual report.*
- *If the content provided on our platform is deemed to violate any PRC laws or regulations, our business, financial condition and results of operations may be materially and adversely affected. For details, see page 7 of this annual report.*
- *If we fail to develop effective online advertising services, retain or acquire new online advertising services customers, or manage the credit risk of our customers, our financial condition, results of operations and prospects may be materially and adversely affected. For details, see page 8 of this annual report.*

**Risks Related to Our Corporate Structure**

- *There are substantial uncertainties regarding the interpretation and application of current and future PRC laws, regulations, and rules relating to the agreements that establish the VIE structure for our operations in China, including potential future actions by the PRC government, which could affect the enforceability of our contractual arrangements with the VIE and, consequently, significantly affect the financial condition and results of operations performance of 36Kr. If the PRC government finds such agreements non-compliant with relevant PRC laws, regulations, and rules, or if these laws, regulations, and rules or the interpretation thereof change in the future, we could be subject to severe penalties or be forced to relinquish our interests in the VIE. For details, see page 21 of this annual report.*
- *Any failure by the VIE or its shareholders to perform their obligations under our contractual arrangements with them would have a material adverse effect on our business. For details, see page 22 of this annual report.*
- *The approval, filing or other requirements of the China Securities Regulatory Commission or other PRC government authorities may be required under PRC law in connection with our issuance of securities overseas, or maintenance of the listing status of our ADSs, and the PRC government's oversight and discretion over our business operations could result in a material adverse change in our operations and the value of our ADSs. For details, see page 23 of this annual report.*
- *Substantial uncertainties exist with respect to the interpretation and implementation of the newly enacted Foreign Investment Law of the PRC and how it may impact the viability of our current corporate structure, corporate governance and business operations. For details, see page 25 of this annual report.*
- *We rely on contractual arrangements with the VIE and its shareholders to operate our business, which may not be as effective as direct ownership in providing operational control and otherwise materially and adversely affect our business. For details, see page 25 of this annual report.*

**Risks Related to Doing Business in China**

- *Uncertainties regarding the enforcement of laws, and changes in policies, laws and regulations in China, could adversely affect us. For details, see page 26 of this annual report.*
- *Changes in China's economic, political and social conditions as well as government policies could have a material adverse effect on our business and prospect. For details, see page 27 of this annual report.*
- *Certain judgments obtained against us by our shareholders may not be enforceable in China. For details, see page 27 of this annual report.*
- *Trading in our securities may be prohibited under the HFCAA if the PCAOB determines that it is unable to inspect or investigate completely our auditor, and as a result, U.S. national securities exchanges, such as the Nasdaq, may determine to delist our securities. For details, see page 28 of this annual report.*

**Risks Related to the ADSs**

- *We believe that we were likely a passive foreign investment company (“PFIC”) for 2022, and due to the current trading prices of our ADSs there is a significant risk that we will be a PFIC for 2023 and possibly future taxable years, which could result in adverse U.S. federal income tax consequences to U.S. investors in the ADSs or Class A ordinary shares.*
- *The trading price of the ADSs is likely to be volatile, which could result in substantial losses to investors. For details, see page 37 of this annual report.*
- *If securities or industry analysts do not publish research or reports about our business, or if they adversely change their recommendations regarding the ADSs, the market price for the ADSs and trading volume could decline. For details, see page 38 of this annual report.*
- *The sale or availability for sale of substantial amounts of the ADSs could adversely affect their market price. For details, see page 38 of this annual report.*
- *Techniques employed by short sellers may drive down the market price of the ADSs. For details, see page 38 of this annual report.*

**Risks Related to Our Business and Industry**

***We have a limited operating history as a stand-alone company, which makes it difficult to evaluate our business. We cannot guarantee that we will be able to maintain the growth rate that we have experienced to date.***

We commenced our operations as a stand-alone company when we were incorporated by Beijing Xieli Zhucheng Finance Information Service Co., Ltd., or Xieli Zhucheng, in December 2016. Since then we have achieved rapid growth in terms of user traffic, customer base and revenues. However, our limited operating history as a stand-alone company may not be indicative of our future growth or financial results. There is no assurance that we will be able to maintain our historical growth rates in future periods. Our growth prospects should be considered in light of the risks and uncertainties that fast-growing companies with a limited operating history in our industry may encounter, including, among others, risks and uncertainties regarding our ability to:

- enrich New Economy-focused content offerings;
- maintain, strengthen and diversify content distribution channels;
- retain existing users on, and attract new users to, our platforms;
- offer comprehensive business services tailored to enterprises’ needs throughout their lifecycles;
- attract, retain and motivate talented in-house content creation teams;
- maintain stable relationships with third-party professional content providers;
- develop and implement successful monetization strategies;
- increase brand awareness through marketing and branding activities;
- upgrade existing technology and infrastructure and develop new technologies;
- successfully compete with other companies that are currently in, or may in the future enter, our industry; and
- adapt to the evolving regulatory environment.

All of these endeavors involve risks and will require significant allocation of management and employee resources and capital expenditures. We cannot assure you that we will be able to effectively manage our growth or implement our business strategies effectively. If the market for our platform does not develop as we expect or if we fail to address the needs of this dynamic market, our business, results of operations and financial condition will be materially and adversely affected.

***We are subject to risks associated with operating in the rapidly evolving New Economy sectors.***

As a New Economy-focused content and business services provider dedicated to serving New Economy participants in China, we are subject to risks associated with the rapidly evolving nature of New Economy sectors, including but not limited to technology, consumer, retail, healthcare and enterprise services. Our future business, financial conditions, and results of operations will largely depend on the development of China's New Economy and the growth of the number of New Economy participants. New Economy in China has experienced periods of rapid expansion, and the market size of New Economy-focused online advertising services, enterprise value-added services, and subscription services is expected to grow rapidly. However, there are significant uncertainties with respect to the growth and sustained profitability of China's New Economy sectors, including changes in general economic conditions in China, New Economy market trends and regulatory environment. Most of these factors are beyond our control. For example, adverse regulatory developments in New Economy sectors in China, such as new or stricter licensing requirements and restrictive industry policies, could materially affect the result of operations and financial conditions of our customers participating in such industries, which may in turn reduce their demand for our services. As a result, our business, financial condition and results of operations could be materially and adversely affected.

***The success of our business depends on our ability to maintain and enhance our brand. Negative publicity about us, our services, operations and management, or our affiliates may adversely affect our reputation and business.***

We believe that maintaining and enhancing our 36Kr brand is critical to our success, especially user and customer acquisition and retention. Unsuccessful marketing efforts, low-quality content and service offerings and unsatisfying user and customer experience are likely to harm our brand image and value.

In addition, negative publicity about us, our services, operations and our management may adversely affect our reputation and business. We have from time to time received negative publicity, including negative Internet and blog postings about our company, our business, our management, our services or our affiliates. Certain of such negative publicity may come from malicious harassment or unfair competition acts by third parties. Our brand and reputation may be materially and adversely affected, which in turn may cause us to lose market share, users, customers and other third parties we conduct business with. As a result, our results of operations and financial performance may be negatively affected.

***If we fail to provide high-quality content in a timely manner, we may not be able to attract or retain users. If our efforts to attract or retain users are not successful, our business and results of operations will be materially and adversely affected.***

We have experienced significant user growth over the past several years. Our success depends on our ability to generate sufficient user traffic on our platform through the provision of high-quality New Economy-focused content. To attract and retain users, we need to further enrich our content by producing and sourcing new high-quality content in a cost-effective and timely manner. Furthermore, we need to anticipate and quickly respond to prevailing content formats, changing user preferences, and development in New Economy market trends. If we fail to cater to the needs and preferences of our users or deliver high-quality content in an efficient manner, we may suffer from reduced user traffic. In addition, if our valuable users no longer contribute their opinions or comments or other forms of interactive content to our platform, we may experience a decrease in the number of users or level of user engagement. At the same time, spam or excessive advertisement could impact user experience on our platform, which could damage our reputation and deter visits to our platform. If we are unable to grow our user base or increase user engagement, our platform will become less attractive to potential customers, especially online advertising services customers. As a result, our business, financial condition and results of operations may be materially and adversely affected.

***We cannot guarantee our monetization strategies will be successfully implemented or generate sustainable revenues or profit.***

We currently generate a majority of our revenues from online advertising services and enterprise value-added services. Nevertheless, we have been diversifying and may further diversify our monetization channels by introducing new services, including services with which we have limited or no prior experience. We have been expanding our comprehensive enterprise value-added service offerings to meet various demands of our customers. We cannot assure that any of our newly launched services will successfully achieve wide market acceptance, increase the penetration of our addressable market or generate revenues or profit. If our business initiatives fail to enhance our monetization abilities, we may not be able to maintain or increase our revenues or recover any associated costs, and our business and operating results may suffer as a result.

***Our business could suffer if we are unable to retain or hire quality in-house writers, editors and video producers.***

We rely primarily on our in-house writers, editors and video producers to create high-quality original content. We intend to continue to invest resources in our in-house content production writer and editorial team to maintain and improve content creation capabilities. Nevertheless, the demand and competition for talent is intense in our industry, particularly for skilled writers and editors. Therefore, we may need to offer high compensation and additional benefits to maintain a skilled in-house content creation team, which could increase our expenses. If we fail to compete effectively for talents, lose existing writers, editors or video producers, or fail to otherwise maintain an in-house content creation team at reasonable costs, our in-house content creation capabilities would be negatively affected. Any deterioration in our in-house content creation capabilities may materially and adversely affect our business and operating results. If we are unable to offer high-quality original content in a cost-effective manner, our user experience may be adversely affected, and we may suffer from reduced user traffic. Our business, financial condition and results of operations may be materially and adversely affected as a result.

***Deterioration or termination of cooperation with third-party professional content providers may have a material adverse impact on our business and results of operations.***

Third-party professional content constitutes a meaningful part of our content offerings, and we intend to continue to attract and explore new partnership with third-party professional content providers. If we fail to maintain our relationship with them, or they fail to provide content of satisfactory quality upon terms commercially acceptable to us, we may lose a significant portion of high-quality content offerings, and as a result our brand and operations could be materially harmed.

***Our business, prospects and financial results may be affected by our relationship with third-party platforms.***

We distribute certain of our content through our accounts on leading third-party Internet and social networking platforms, including but not limited to Weixin, Weibo, Zhihu, Toutiao, Xinhua Net, Douyin and Bilibili. These third-party platforms enable us to effectively extend our user reach and enhance our influence. In the twelve-month period ended December 31, 2022, we achieved an average monthly followers of 28.7 million. To the extent that we fail to leverage such third-party channels, our ability to attract or retain users may be harmed. If our relationship with these third-party platforms deteriorates or is terminated or we fail to establish or maintain relationships with them on commercially viable terms, we may not be able to quickly locate alternative channels. As a result, the aforementioned circumstances may limit our ability to continue growing our user base and have a material adverse effect on our business, financial condition and results of operations.

***If the content provided on our platform is deemed to violate any PRC laws or regulations, our business, financial condition and results of operations may be materially and adversely affected.***

China has enacted regulations governing Internet access and the distribution of news and other information over the Internet. Under these regulations, Internet content providers are prohibited from posting or displaying over the Internet content that, among other things, violates PRC laws and regulations, impairs the national dignity of China or the public interest, or is obscene, superstitious, fraudulent, violent or defamatory. Internet content providers are also prohibited from displaying content that may be deemed by relevant government authorities as “socially destabilizing” or leaking “state secrets” of China. In addition, certain news items, such as news relating to national security, may not be published without permission from the PRC regulatory authorities. If the PRC regulatory authorities were to take any action to limit or prohibit the distribution of information through our platform or our services, or to limit or regulate any current or future content or services available to users on our platform, our business could be significantly harmed.

In addition, we operate discussion forum, blog, comment section and user survey for our users to interact on our platform, such as expressing opinions, posting comments and discussing with each other, and thereby generating our user interactive content. We have implemented an efficient and thorough content screening and monitoring mechanism which involve both automated filtering and manual review, to timely remove any inappropriate or illegal content, including interactive content on our platform. However, such procedures may not prevent all illegal or inappropriate content or comments from being posted, and our editorial staff may fail to review and screen such content or comments effectively.

Failure to identify and prevent illegal or inappropriate content from being distributed on our platform may subject us to liability. To the extent that PRC regulatory authorities find any content on our platform objectionable, they may require us to limit or eliminate the dissemination of such content on our platform in the form of take-down orders or otherwise. In addition, PRC laws and regulations are subject to interpretation by the relevant authorities, and it may not be possible to determine in all cases the types of content that could result in our liability as a platform operator.

***If we fail to develop effective online advertising services, retain or acquire new online advertising services customers, or manage the credit risk of our customers, our financial condition, results of operations and prospects may be materially and adversely affected.***

We generate a majority of our revenues from online advertising services. Revenue generated from online advertising services accounted for 44.7%, 67.8% and 68.7% of our total revenues in 2020, 2021 and 2022, respectively. Our ability to generate and maintain our revenues from online advertising services depends on a number of factors, including our brand value, our user and customer base and competition in the online advertising services market. We cannot assure you that we will be able to retain or acquire online advertising services customers in the future or maintain or increase the pricing of online advertising services. For instance, if our online advertising services customers find that they can gain public attention more efficiently elsewhere, or if our competitors provide online advertising services that suit their goals better, we may lose our online advertising services customers. In addition, third parties may develop and use certain technologies to block the display of our online advertising services customers' advertisements on our platform. As a result, we may lose our online advertising services customers or be forced to reduce our pricing as our customers' advertisement becomes less effective due to more limited reach, which in turn materially and adversely affects our results of operations. Additionally, if our online advertising services customers determine that their advertising expenditures on our platform do not generate expected returns, they may bargain with us for lower pricing or reduce or terminate cooperation with us. Furthermore, given most of our online advertising service agreement with customers are short-term contracts, our customers may reduce or discontinue cooperation with us easily without incurring material liabilities. In addition, if our customers unable to pay us in a timely manner or any failure in managing such credit risk may adversely affect our liquidity and cash flows, which in turn has an adverse effect on our business operations and financial condition.

***COVID-19 outbreaks may adversely affect our business.***

The global outbreak of the COVID-19 pandemic has a significant negative impact on the global economy since early 2020. COVID-19 had a severe and negative impact on the global economy in 2022. Whether this will lead to a prolonged downturn in the economy is still unknown. There remains uncertainty as to the future impact of the virus, especially in light of this change in policy. The extent to which the COVID-19 pandemic impacts our long-term results will depend on future developments which are highly uncertain, unpredictable and beyond our control, including the frequency, duration and extent of outbreaks of COVID-19, the appearance of new variants with different characteristics, the effectiveness of efforts to contain or treat cases, and future actions that may be taken in response to these developments, and measures to stimulate the general economy to improve business condition. As of the date of this annual report, we have experienced certain adverse impacts from the spread of COVID-19, such as disruption of our offline event and the curtailment of advertising expenditures by certain customers, which adversely affected our financial results, including but not limited to slower revenue growth and collection of receivables, additional allowance for credit losses and impairment to our long-term assets. In light of the recent developments, we have resumed part of our offline business operations such as events and training since January 2023. In addition, we are continuing to partner with those clients that are less impacted or experience booming demand due to the containment measures, including clients in e-commerce, education, entertainment, retail, telecommuting, and enterprise services industries. We will continue to evaluate the nature and extent of the impact of the COVID-19 pandemic to our financial condition and liquidity. If there is not a material recovery in the COVID-19 situation, or the situation further deteriorates in mainland China, may continue to materially and adversely affect our business, financial condition and results of operations in the current and future years.

***We may be adversely affected by the complexity, uncertainties and changes in PRC regulation of Internet businesses and companies, including limitations on our ability to own key assets such as our platform.***

The Chinese government heavily regulates the Internet industry, including foreign investment in the Chinese Internet industry, content on the Internet and license and permit requirements for services providers in the Internet industry. Since some of the laws, regulations and legal requirements with respect to the Internet are relatively new and evolving, their interpretation and enforcement involve significant uncertainties.

Uncertainties relating to the regulation of the Internet business in China, including evolving licensing practices, give rise to the risk that some of our permits, licenses or operations may be subject to challenge, which may be disruptive to our business, subject us to sanctions or require us to increase capital, compromise the enforceability of relevant contractual arrangements, or have other adverse effects on us.

Due to the increasing popularity and use of the Internet and other online services, it is possible that a number of laws and regulations may be adopted with respect to the Internet or other online services covering issues such as user privacy, pricing, content, copyrights, distribution, antitrust and characteristics and quality of products and services. The adoption of additional laws or regulations may impede the growth of the Internet or other online services, which could, in turn, decrease the demand for our content and services and increase our cost of doing business. Moreover, the applicability to the Internet and other online services of existing laws in various jurisdictions governing issues such as property ownership, sales and other taxes, libel and personal privacy is uncertain and may take years to resolve. Any new legislation or regulation, the application of laws and regulations from jurisdictions whose laws do not currently apply to our business, or the application of existing laws and regulations to the Internet and other online services could significantly disrupt our operations or subject us to penalties.

In addition, the PRC regulatory authorities have recently taken steps to strengthen the regulation on cybersecurity and data protection. On June 10, 2021, the Standing Committee of the National People's Congress promulgated the PRC Data Security Law, effective on September 1, 2021. On August 20, 2021, the Standing Committee of the National People's Congress promulgated the PRC Personal Information Protection Law, which has become effective on November 1, 2021. On January 4, 2022, the CAC published the Revised Cybersecurity Review Measures, effective on February 15, 2022 and repealed the Cybersecurity Review Measures promulgated on April 13, 2020. Such Measures further restate and expand the applicable scope of the cybersecurity review. Pursuant to the Cybersecurity Review Measures, critical information infrastructure operators that procure internet products and services, and network platform operators engaging in data processing activities, must be subject to the cybersecurity review if their activities affect or may affect national security. In addition, network platform operators holding over one million users' personal information shall apply with the Cybersecurity Review Office for a cybersecurity review before conducting any public offering in a foreign country. On August 17, 2021, the state council promulgated the Regulations on Protection of Critical Information Infrastructure, which became effective on September 1, 2021. On January 4, 2022, the CAC published the Administrative Provisions on Internet Information Service Algorithm Recommendation on its website, effective on March 1, 2022. These newly promulgated laws and regulations reflect PRC government further attempts to strengthen the legal protection for the national network security, data security, the security of key information infrastructure and the security of personal information protection. See "Item 4. Information on the Company—4.B. Business Overview—Regulation— Regulation on Cybersecurity and Censorship" for details on regulations over data protection and privacy in the PRC.

We have been taking and will continue to take reasonable measures to comply with such laws, regulations, announcement, provisions and inspection requirements; however, as such laws, regulations, announcement and provisions are relatively new, it remains uncertain how these announcements and provisions will be implemented. We cannot assure you we can adapt our operations to it in a timely manner. Evolving interpretations of such laws, regulations, announcements and provisions or any future regulatory changes might impose additional restrictions on us generating and processing personal and behavioral data. We may be subject to additional regulations, laws and policies adopted by the PRC government to apply more stringent social and ethical standards in data privacy resulting from the increased global focus on this area. To the extent that we need to alter our business model or practices to adapt to these announcement and provisions and future regulations, laws and policies, we could incur additional expenses.

The interpretation and application of existing PRC laws, regulations and policies, the stated positions of relevant PRC government authorities and possible new laws, regulations or policies have created substantial uncertainties regarding the legality of existing and future foreign investments in, and the businesses and activities of, Internet businesses in China, including our business. In addition, the direct shareholders of the VIE are PRC incorporated entities rather than PRC individuals. Therefore, the upward ownership structure and ultimate beneficial parties of such shareholders may vary from time to time, and we or the VIE may not be informed or aware of such variations. If any such change results in direct or indirect foreign stake in any of the shareholders of the VIE, the VIE may not be eligible for maintaining certain existing licenses to operate business where foreign investment is prohibited or restricted.

***Lack of Internet news information license may expose us to administrative sanctions, which would materially and adversely affect our business, results of operations and financial condition.***

The PRC government regulates the Internet industry extensively, including foreign ownership of, and the licensing requirements pertaining to, companies in the Internet industry. A number of regulatory agencies, including the Ministry of Culture and Tourism, or the MOCT, the Ministry of Industry and Information Technology, or the MIIT, the Cyberspace Administration of China, or CAC, the National Radio and Television Administration, or the NRTA (previously known as the State Administration of Press Publication, Radio, Film and Television, or the SAPPRFT), the State Council Information Office, or the SCIO, and other governmental authorities, jointly regulate all major aspects of the Internet industry. Operators are required to obtain various government approvals and licenses prior to providing the relevant Internet information services.

The content provided on our platform, including New Economy-focused industry reports, market updates, flash updates, columns and interviews, may be deemed to be news information content. Pursuant to the Provisions for the Administration of Internet News Information Services issued by the national CAC on May 2, 2017 that became effective on June 1, 2017, an Internet news information license shall be obtained for a provider of Internet news information services to the public in a variety of ways, including forwarding Internet news information and offering of platforms for the dissemination of Internet news information. As such, we may be required to obtain an Internet news information license from CAC for our business. In practice, competent Internet news information services providers that are not state-owned, such as our company, may need to introduce a state-owned shareholder in order to facilitate the application and approval process for the Internet news information license. See “Item 4. Information on the Company—4.B. Business Overview—Regulation—Regulation on Internet News Services.”

In addition, according to the Provisions for the Administration of Internet News Information Services, those that apply for a license for Internet news information collecting, editing and publishing services shall be news agencies (including the entities held thereby) or the entities under the charge of news publicity authorities. Internet news information services providers shall separate their news collection and editing services from other operational businesses and non-state-owned capitals shall not engage in services of collecting and editing Internet news information. We are not a news agency or a state-owned entity engaging in services of collecting and editing Internet news information. As such, we may not be permitted to collect and edit Internet news information. As a result, the CAC or its applicable office at the provincial level may, at its sole discretion, order us to cease relevant operations, and impose a fine of more than RMB10,000 and less than RMB30,000; where a crime is constituted, it shall be subject to criminal liabilities.

We plan to apply for the Internet news information license from the CAC through the VIE when it is feasible to do so. As advised by our PRC legal advisor, current requirements for applying the Internet news information license include, among others, having a state-owned shareholder. As of the date of this annual report, we are not eligible for applying such license. We cannot predict when we can be eligible, or when such requirements will be eased so that we can be eligible for applying the Internet news information license. However, even if we are eligible for applying, there can be no assurance that our application will be accepted or approved by the CAC. In the event we fail to obtain the Internet news information license, we may be ordered to suspend relevant business and our results of operations and financial condition could be materially and adversely affected. As of the date of this annual report, we are not in the process of applying for the Internet news information license, and we have not received any notice of warning or been subject to any material administrative penalties or other disciplinary actions from the relevant governmental authorities for lack of the Internet news information license. However, in the past, CAC ordered certain PRC companies to suspend their online content offerings for a certain period of time due to their lack of Internet news information license. As such, we cannot assure you that we will not be subject to similar or other penalties, such as any warning, investigations, suspension of some or all of our content offerings or other penalties that may materially adversely affect our business, financial condition and results of operations.

***Lack of Internet audio-visual program transmission license may expose us to administrative sanctions, which would materially and adversely affect our business, results of operations and financial condition.***

Pursuant to the Administrative Provisions on Internet Audio-visual Program Service, or the Audio-visual Program Provisions, which was issued by the MIIT and the State Administration of Radio, Film and Television, or the SARFT (the predecessor of SAPPRFT) on December 20, 2007 and came into effect on January 31, 2008 and was amended on August 28, 2015, online transmission of audio and video programs requires an Internet audio-visual program transmission license and online audio-visual services providers must be either wholly state-owned or state-controlled. In a press conference jointly held by SARFT and MIIT to answer questions with respect to the Audio-visual Program Provisions in February 2008, SARFT and MIIT clarified that online audio-visual services providers that had already been operating lawfully prior to the issuance of the Audio-visual Program Provisions may re-register and continue to operate without becoming state-owned or controlled, provided that such providers have not engaged in any unlawful activities. This exemption will not be granted to online audio-video services providers established after the Audio-visual Program Provisions was issued. See “Item 4. Information on the Company—4.B. Business Overview—Regulation Regulations on Internet Audio-visual Program Services.”

We provide our content in various formats, including audio and video, on our platform and several third parties platform. If such content offerings are considered as online transmission of audio and video programs, we may be required to obtain the Internet audio-visual program transmission license. As advised by our PRC legal advisor, current requirements for applying the Internet audio-visual program transmission license include, among others, being a state-owned or a state-controlled entity. As of the date of this annual report, we are not eligible for applying such license. We cannot predict when we can be eligible, or when such requirements will be eased so that we can be eligible for applying the Internet audio-visual program transmission license. We plan to apply for the Internet audio-visual program transmission license when feasible to do so. If the relevant regulatory authorities find our operations to be in violation of the applicable laws and regulations, we may receive a warning and be ordered to rectify such non-compliance and pay a fine of not more than RMB30,000. In severe cases, we may be ordered to cease transmission of audio and video programs, be subject to a penalty equal to one to two times our total investment in the affected business and the devices we used for such operation may be confiscated. Furthermore, according to the Audiovisual Program Provisions, the telecommunications administrative authorities may, based on written opinions of the SARFT, and in accordance with the relevant laws and regulations on supervision of telecommunications and Internet, close our platform, revoke the relevant license or filings for the provision of Internet information service and order the relevant network operation entity which provides us signal access services to stop such provision of services. As of the date of this annual report, we are not in the process of applying for the Internet audio-visual program transmission license, and we have not received any notice of warning or been subject to any material administrative penalties or other disciplinary actions from the relevant governmental authorities for lack of the Internet audio-visual program transmission license. However, in the past, the relevant governmental authorities penalized certain PRC companies due to their lack of the Internet audio-visual program transmission license. As such, we cannot assure you that we will not be subject to any warning, investigations suspension of some of our content offerings or other penalties that may materially and adversely affect our business, financial condition and results of operations.

***Lack of Internet publishing license may expose us to administrative sanctions, which would materially and adversely affect our business, results of operations and financial condition.***

On February 4, 2016, the SAPPRFT and the MIIT jointly issued the Rules for the Administration for Internet Publishing Services, or the Internet Publishing Rules, which took effect on March 10, 2016 and prohibit wholly foreign-owned enterprises, Sino-foreign equity joint ventures and Sino-foreign cooperative enterprises from engaging in the provision of web publishing services. Under these rules, providers of online publications are required to hold the Internet publishing license. However, uncertainty remains regarding the interpretation of relevant concepts, including “online publications” under the current PRC laws and regulations. Although we have not been required by the General Administration of Press and Publication or other relevant authorities to obtain the Internet publishing license as of the date of this annual report, we may face further scrutiny by such authorities, and they may require us to apply for such license or subject us to penalties. In addition, cooperation between Internet publishing services providers and wholly foreign-owned enterprises, Sino-foreign equity joint ventures, or Sino-foreign cooperative enterprises within China or overseas organizations or individuals engaging in Internet publishing business shall be subject to examination and approval by the General Administration of Press and Publication in advance. See “Item 4. Information on the Company—4.B. Business Overview—Regulation—Regulations on Internet Publishing.”

If the provision of our in-house-generated content, in the forms of articles, pictures, audio and video clips, on our online platform is considered “online publishing”, we may be required to obtain the Internet publishing license. If the relevant regulatory authorities find our operations without an Internet publishing license to be in violation of the applicable laws and regulations, such regulatory authorities may order us to cease relevant operations or close our platform, or confiscate the devices we used for such operation. If our revenue from such violation is less than RMB10,000, the relevant regulatory authorities may impose a fine of less than RMB50,000. If our revenue from such violation is RMB10,000 or above, such regulatory authorities may impose a fine equivalent to five to ten times of our revenue from the violation. In addition to the administrative penalties, our operation without the Internet publishing license may also subject us to civil and criminal liabilities.

We are planning to apply for the Internet publishing license for our business operation and we have been continuously communicating with the competent authorities, and will apply for it when it is feasible to do so. As advised by our PRC legal advisor, current requirements for applying the Internet publishing license include, among others, having a certain number of employees with technical and vocational qualifications for the profession of publishing and other related professions as approved by the SAPPRFT. As of the date of this annual report, we are not eligible for applying such license. We cannot predict when we can be eligible, or when such requirements will be eased so that we can be eligible for applying the Internet publishing license. However, even if we are eligible for applying, there can be no assurance that the application will be accepted or approved by the relevant regulatory authorities. As of the date of this annual report, we are not in the process of applying for the Internet publishing license as our employees are still in the process of obtaining the requisite qualifications and we cannot predict when such qualifications will be obtained. In addition, we have not received any notice of warning or been subject to material administrative penalties or other disciplinary actions from the relevant governmental authorities for lack of the license, which have had a material adverse impact on our business. However, we cannot assure you that we will not be subject to any warning, investigations suspension of some or all of our content offerings or other penalties that may materially adversely affect our business, financial condition and results of operations.

***Advertisements on our platform may subject us to penalties and other administrative actions.***

Under PRC advertising laws and regulations, we are obligated to monitor the advertising content shown on our platform to ensure that such content is true, accurate and in full compliance with applicable laws and regulations. In addition, where a special government review is required for specific types of advertisements prior to posting, such as advertisements relating to pharmaceuticals, medical instruments, agrochemicals and veterinary pharmaceuticals, we are obligated to confirm that such review has been performed and approval has been obtained from competent governmental authorities. To fulfill these monitoring functions, we typically include clauses in our online advertising contracts requiring that all advertising content provided by online advertising services customers must comply with relevant laws and regulations. Under PRC law, we may have claims against online advertising services customers for all damages to us caused by their breach of such representations. Violation of these laws and regulations may subject us to penalties, including fines, confiscation of our online advertising income, orders to cease dissemination of the advertisements and orders to publish an announcement correcting the misleading information. In circumstances involving serious violations, such as posting a pharmaceutical product advertisement without approval, or posting an advertisement for fake pharmaceutical product, PRC regulatory authorities may force us to terminate our online advertising operation or revoke our licenses. See “Item 4. Information on the Company—4.B. Business Overview—Regulation—Regulations on Online Advertising Services.”

A majority of the advertisements shown on our platform are provided to us by third parties. Although we have implemented automated and manual content monitoring systems and significant efforts have been made to ensure that the advertisements shown on our platform are in full compliance with applicable laws and regulations, we cannot assure you that all the content contained in such advertisements is true, accurate and legitimate as required by the advertising laws and regulations, especially given the uncertainty in the application of these laws and regulations. The inability of our systems and procedures to adequately and timely discover such evasions may subject us to regulatory penalties or administrative sanctions. Although we have not been subject to material penalties or administrative sanctions in the past for the advertisements shown on our platform, if we are found to be in violation of applicable PRC advertising laws and regulations in the future, we may be subject to penalties and our reputation may be harmed, which may have a material and adverse effect on our business, financial condition, results of operations and prospects. See “Item 4. Information on the Company—4.B. Business Overview—Regulation—Regulations on Online Advertising Services.”

***We face competition in major aspects of our business. If we are unable to compete effectively in the industry we operate, our business, results of operations and financial condition may be materially and adversely affected.***

The New Economy-focused business services market is highly competitive. Our online advertising services face competition from other content-based online advertising services providers as well as technology channels of major Internet information portals, such as Sina and Tencent News. For our enterprise value-added services, we face competition from other New Economy-focused enterprise value-added services providers as well as traditional marketing, consulting and public relation companies. We also compete with paid content services providers and offline training agencies with respect to our subscription services. We also face competition from traditional advertising media. If we cannot effectively compete with these platforms and distribution channels for marketing budgets of our existing and potential customers, our results of operations and growth prospects could be adversely affected.

Our competition is primarily centered on increasing user traffic, user engagement and brand recognition, as well as customer acquisition and retention, among other factors. Some of our competitors have longer operating histories and significantly greater financial resources than we do, which may allow them to attract and retain more users and customers. Our competitors may compete with us in a variety of ways, including by offering popular content, introducing new business services, conducting more aggressive brand promotions and other marketing activities and through investments and acquisitions. If any of our competitors achieve greater market acceptance or is able to offer more attractive content and business services than us, our user traffic, customer acquisition and retention, brand value and market share may decrease, which may have a material and adverse effect on our business, financial condition and results of operations.

***If we are unable to conduct our marketing activities cost-effectively, our results of operations and financial condition may be materially and adversely affected.***

We have incurred expenses on a variety of marketing and branding activities. In 2020, 2021 and 2022 we incurred RMB140.7 million, RMB143.9 million and RMB122.1 million (US\$17.7 million) in sales and marketing expenses, accounting for 36.4%, 45.4% and 37.9% of our total revenues, respectively. Our marketing and branding activities may not be well received, successful or cost-effective, which may lead to significantly higher marketing expenses in the future. We may also not be able to continue our existing marketing and branding activities. Failure to refine our existing marketing strategies or introduce new effective marketing strategies in a cost-effective manner could impact our business operations and financial performance.

***Content provided on our platform may expose us to libel or other legal claims which may result in costly legal damages.***

Claims may be threatened and filed against us for libel, defamation, invasion of privacy, intellectual property right infringements and other theories based on the nature and content of the information distributed on our platform. While we screen our content for such potential liability, there is no assurance that our screening process will identify all potential liability, especially liability arising from our user interactive content and content we source from third parties. In the past, there was no claim brought against us which resulted in material liability, but we cannot assure you we will not be subject to future claims that could be costly, encourage similar lawsuits, distract our management team and harm our reputation and possibly our business.

***If we are unable to manage our growth, our business and prospects may be materially and adversely affected.***

We have experienced rapid growth since our incorporation in 2016. To manage our business expansion, we need to continuously expand and enhance our infrastructure and technology, and improve our operational and financial systems, procedures and internal controls. We cannot assure you that our current and planned personnel, infrastructure, systems, procedures and controls will be adequate to support our expanding operations. We may be required to spend more on sales and marketing in order to support any such expansion and our efforts may not be effective. If we fail to manage our expansion effectively or efficiently, our business and results of operations may be materially and adversely affected.

***We may face challenges in expanding our international and local operations.***

We rely on our diversified distribution channels to deliver our content to users in a cost-effective and timely manner. Specifically, we collaborate with established overseas and local media companies in setting up overseas and local stations. On the one hand, we face risks associated with expanding into new regions and markets in which we have limited or no experience and in which our brand may be less known. We may be unable to attract a sufficient number of users and other participants through our overseas and local stations. We may face fierce competition from overseas and local markets or other difficulties in operating effectively in these new markets. On the other hand, our international expansion and local penetration will also expose us to risk such as increased demands on management, operational and financial resources, different regulatory compliance requirements and exchange rate fluctuations, among others. One or more of these factors could adversely impact our international and local operations. Accordingly, any efforts we make to expand our international and local operations may not be successful.

***Future investments in and acquisitions of complementary assets, technologies and businesses may fail and may result in equity or earnings dilution.***

We may invest in or acquire assets, technologies and businesses that are complementary to our existing business. Our investments or acquisitions may not yield the results we expect. In addition, investments and acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, significant amortization expenses related to goodwill or intangible assets and exposure to potential unknown liabilities of the acquired business. Furthermore, if such goodwill or intangible assets become impaired, we may be required to record a significant charge to our results of operations. Such investments and acquisitions may also require our management team to devote a significant amount of attention. Moreover, the cost of identifying and consummating investments and acquisitions, and integrating the acquired businesses into ours, may be significant, and the integration of acquired businesses may be disruptive to our existing business operations. In addition, we may have to obtain approval from the relevant PRC governmental authorities for the investments and acquisitions and comply with any applicable PRC rules and regulations, which may be costly. In the event our investments and acquisitions are not successful, our results of operations and financial condition may be materially and adversely affected.

***We have recorded negative cash flows from operating activities historically. We may need additional capital, and we may be unable to obtain such capital in a timely manner or on acceptable terms, or at all.***

We have experienced cash outflow from operating activities in history. We recorded net cash used in operating activities of RMB17.1 million in 2020, net cash provided by operating activities of RMB195.0 million in 2021 and net cash used in operating activities of RMB5.0 million (US\$0.7 million) in 2022. The cost of continuing operations could further reduce our cash position, and an increase in our net cash outflow from operating activities could adversely affect our operations by reducing the amount of cash available to meet the capital needs for our daily operation and future business expansion. Our ability to obtain additional capital is subject to a variety of uncertainties, including:

- our market position and competitiveness in the New Economy-focused business services market;
- our future profitability, overall financial condition, results of operations and cash flows;
- general market conditions for capital raising activities by New Economy and other Internet companies in China; and
- economic, political and other conditions in China and internationally.

We may be unable to obtain additional capital in a timely manner or on acceptable terms or at all. In addition, due to future capital needs and other business reasons, we may need to sell additional equity or debt securities or obtain a credit facility. The sale of additional equity or equity-linked securities could dilute our shareholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations or our ability to pay dividends to our shareholders.

***If we fail to collect accounts receivable from our customers in a timely manner, our business operations and financial results may be materially and adversely affected.***

Accounts receivable are generally non-interest bearing and are on terms between 90 to 270 days. In some cases, these terms are extended for certain qualifying long-term customers who have met specific credit requirements. As of December 31, 2022, accounts receivable amounted to RMB158.1 million (US\$22.9 million) has been derived from the advertisement agent services that mentioned in “Item 4. Information on the Company—4.B. Business Overview—Our Business Services.” We generally make a credit assessment of our customers before entering into an agreement with them. Nevertheless, we cannot assure you that we are or will be able to accurately assess the creditworthiness of each customer. Furthermore, the financial soundness of our customers, which is beyond our control, may affect our collection of accounts receivable. Any delay in payment or failed payment may adversely affect our liquidity and cash flows, which in turn has a material adverse effect on our business operations and financial results.

***The continued and collaborative efforts of our senior management and key employees are crucial to our success, and our business may be harmed if we lose their services.***

Our success depends on the continued and collaborative efforts of our senior management. If, however, one or more of our executives or other key personnel are unable or unwilling to continue to provide services to us, we may not be able to find suitable replacements easily or at all. Competition for management and key personnel is intense and the pool of qualified candidates is limited. We may not be able to retain the services of our executives or key personnel, or attract and retain experienced executives or key personnel in the future. If any of our executive officers or key employees joins a competitor or forms a competing business, we may lose crucial business secrets, technological know-hows, customers and other valuable resources.

***We may be subject to intellectual property infringement claims or other allegations by third parties for information or content distributed on our platform, which may be expensive to defend and may materially and adversely affect our business, financial condition and prospects.***

Our success depends, in large part, on our ability to operate our business without infringing third-party rights, including third-party intellectual property rights. Companies in the Internet, technology and media industries own, and are seeking to obtain, a large number of patents, copyrights, trademarks and trade secrets, and they are frequently involved in litigation based on allegations of infringement or other violations of intellectual property rights or other related legal rights. The validity, enforceability and scope of protection of intellectual property rights in Internet-related industries, particularly in China, are uncertain and still evolving. As we face increasing competition and as litigation becomes more common in China in resolving commercial disputes, we face a higher risk of being the subject of intellectual property infringement claims.

While our content screening and monitoring mechanism screens content for potential copyright infringements, we may not be able to identify all instances of copyright infringement, especially those arising from professional content we source from third parties. For example, content providers may submit copyrighted content that they have no right to distribute. In the event we deliver content that violates the copyrights of a third party, we may be required to pay damages to compensate such third party. In addition, our platform allows our users to voice their opinions, express their views, discuss with each other and provide feedbacks to our content. Content posted by our users may expose us to allegations by third parties of infringement of intellectual property rights, invasion of privacy, defamation and other violations of third-party rights. Pursuant to our user agreement, users agree not to post any content that is illegal, obscene or may otherwise violate generally accepted codes of ethics. We have also implemented automated and manual review of the content on our platform. However, there is no assurance that we can identify and remove all potentially infringing content uploaded by our users. As a result, our business, results of operations and financial condition could be materially and adversely affected.

Third parties may take action and file claims against us if they believe that certain content on our site violates their copyrights or other related legal rights. We have been, and may in the future be, subject to such claims in the PRC.

In addition, we operate our platform primarily through the VIE and its subsidiaries, and our ability to monitor content as described above depends in large part on the experience and skills of the management of, and our control over, those consolidated affiliated entities. Our control over the management and operations of our consolidated affiliated entities through contractual arrangements may not be as effective as that through direct ownership. See “Risks Related to Our Corporate Structure—We rely on contractual arrangements with the VIE and its shareholders to operate our business, which may not be as effective as direct ownership in providing operational control and otherwise materially and adversely affect our business.”

Although we have not been subject to claims or lawsuits with respect to copyright infringement outside of China, we cannot assure you that we will not become subject to copyright laws or legal proceedings initiated by third parties in other jurisdictions, such as the United States, as a result of the ability of users to access our content in the United States and other jurisdictions, the ownership of our ADSs by investors in the United States and other jurisdictions, the extraterritorial application of foreign law by foreign courts, the fact that we sub-licensed content from licensors who in turn obtained their authorizations from content providers in the United States and other jurisdictions or otherwise. In addition, as a publicly listed company, we may be exposed to increased risk of litigation. If a claim of infringement brought against us in the United States or other jurisdictions is successful, we may be required to, upon enforcement, (i) pay substantial statutory or other damages and fines, (ii) remove relevant content from our platform or (iii) enter into royalty or license agreements which may not be available on commercially reasonable terms or at all.

***We may not be able to adequately protect our intellectual property and prevent others from unauthorized use of our intellectual property, which could cause us to be less competitive and harm our business.***

We rely on a combination of copyright, trademark and other intellectual property laws and confidentiality agreements and other measures to protect our intellectual property rights. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our copyrighted content and other intellectual property. Monitoring such unauthorized use is difficult and costly, and we cannot be certain that the steps we have taken will prevent misappropriation. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources. The PRC has historically afforded less protection to a company's intellectual property than the United States and the Cayman Islands, and therefore companies such as ours operating in the PRC face an increased risk of intellectual property piracy.

***We may from time to time become a party to litigation, legal disputes, claims or administrative proceedings that may materially and adversely affect us.***

We may from time to time become a party to various litigation, legal disputes, claims or administrative proceedings arising in the ordinary course of our business. We may also get involved in legal disputes, claims or litigation in connection with our major corporate actions. For example, in connection with our reorganization in August 2019, shareholders of Xieli Zhucheng are entitled to designate an entity to subscribe for and/or receive shares of our company reflecting their respective indirect ownership percentages in the VIE before completion of the reorganization. A certain shareholder of Xieli Zhucheng, however, has not officially responded to Xieli Zhucheng's request for such designation. As such, Xieli Zhucheng designated an offshore entity to hold the shares that such shareholder is entitled to receive in the reorganization, which represent approximately 1.5% of our total outstanding shares as of the date of this annual report, pending further instructions from such shareholder. We cannot assure you, however, that such shareholder will be satisfied with such arrangement or will not file any claim or lawsuit against Xieli Zhucheng or us to claim for damages or even challenge the validity of the reorganization and our contractual arrangements with the VIE.

We cannot predict the outcome of any litigation, legal disputes, claims or administrative proceedings. If any verdict or award is rendered against us or if we decide to settle the disputes, we may be required to incur monetary damages or other liabilities. Even if we can successfully defend ourselves, we may have to incur substantial costs and spend substantial time and efforts in these lawsuits. Negative publicity relating to such litigation, legal disputes, claims or administrative proceedings may damage our reputation and adversely affect the image of our brand and services. Furthermore, any litigation, legal disputes, claims or administrative proceedings which are not of material importance may escalate due to the various factors involved, such as the facts and circumstances of the cases, the likelihood of winning or losing, the monetary amount at stake, and the parties concerned continue to evolve in the future, and such factors may result in these cases becoming of material importance to us. Consequently, any ongoing or future litigation, legal disputes, claims or administrative proceedings could materially and adversely affect our business, financial condition and results of operations.

***We have undertaken strategic partnerships which may not be successful. If our collaboration with any of our strategic partners is terminated or curtailed, or if we are no longer able to benefit from the business collaborations with our strategic partners, our business may be adversely affected.***

Our business has benefited from our collaborations with our strategic partners to provide services that are critical to our businesses. For example, through our strategic partnership with JingData, we collectively contribute to and manage a massive database of over 840,000 enterprises, which is essential to our business. If there is a material disruption in the business of JingData, or any systems failure or security breach or lapse from JingData, our business, financial condition and results of operations may be adversely affected. We cannot assure you that such alliances or partnerships will make a positive contribution to our business, and we might not be able to maintain our cooperative relationships with our strategic partners and their respective affiliates in the future. If the services provided by these strategic partners become limited, compromised, restricted, curtailed or less effective or become more expensive or unavailable to us for any reason, our business may be materially and adversely affected. To the extent we cannot maintain our cooperative relationships with any of these strategic partners, it may be very difficult for us to identify other alternative partners, which may divert significant management attention from existing business operations and adversely impact our daily operation and customer experience.

***Our business, results of operations and financial condition may be harmed by service disruptions, or by our failure to timely and effectively scale and adapt our existing technology and infrastructure.***

We have experienced, and may experience in the future, service disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors, hardware failure, capacity constraints due to an overwhelming number of people accessing our services simultaneously, computer viruses and denial of service, fraud and security attacks. Any disruption or failure in our infrastructure could hinder our ability to handle existing or increased traffic on our platform or cause us to lose content stored on our platform, which could significantly harm our business and our ability to retain existing users and attract new users.

As the number of our users increases and as we continue to diversify into new content formats, we may be required to expand and adapt our technology and infrastructure to continue to reliably store, analyze and deliver content. It may become increasingly difficult to maintain and improve the performance of our services, especially during peak usage times, as our services become more complex and our user traffic increases. If our users are unable to access our platform or we are not able to make information available rapidly on our platform, or at all, users may become frustrated and seek other channels for their New Economy-focused content, and may not return to our platform or use our platform as often in the future, or at all. This would negatively impact our ability to attract users and maintain high level of user engagements as well as our ability to attract online advertising services customers.

***Our operations depend on the performance of the Internet infrastructure and fixed telecommunications networks in China. Any malfunction, capacity constraint or operation interruption may have an adverse impact on our business.***

The successful operation of our business depends on the performance of the Internet infrastructure and telecommunications networks in China. Almost all access to the Internet is maintained through state-owned telecommunications operators under the administrative control and regulatory supervision of the MIIT. Moreover, we primarily rely on a limited number of telecommunication services providers to provide us with data communications capacity. We have limited access to alternative networks or services in the event of disruptions, failures or other problems with China's Internet infrastructure or the telecommunications networks provided by telecommunications services providers. With the expansion of our business, we may be required to upgrade our technology and infrastructure to keep up with the increasing traffic on our platform. However, we have no control over the costs of the services provided by telecommunications services providers. If the prices we pay for telecommunications and Internet services rise significantly, our results of operations may be materially and adversely affected. If Internet access fees or other charges to Internet users increase, our user traffic may decline and our business may be harmed.

***Privacy concerns relating to our services and the use of user information could damage our reputation, deter current and potential users and customers from using our services and negatively impact our business.***

We collect personal data from our users in order to better study and predict the preferences and demands of our users, and in turn tailor and recommend our content offerings accordingly. Concerns about the collection, use, disclosure or security of personal information or other privacy-related matters, even if unfounded, could damage our reputation, cause us to lose users and customers and adversely affect our business, results of operations and financial condition. While we strive to comply with applicable data protection laws and regulations, as well as our own posted privacy policies and other obligations we may have with respect to privacy and data protection, the failure or perceived failure to comply may result, and in some cases has resulted, in inquiries and other proceedings or actions against us by government agencies or others, as well as negative publicity and damage to our reputation and brand, each of which could cause us to lose users and customers, which could have an adverse effect on our business.

Any systems failure or compromise of our security that results in the unauthorized access to or release of our users' or customers' data could significantly limit the adoption of our services, as well as harm our reputation and brand and, therefore, our business. We expect to continue to expend significant resources to protect against security breaches. The risk that these types of events could seriously harm our business is likely to increase as we expand the number of products and services we offer and expand our user base.

New laws or regulations concerning data protection, or the interpretation and application of existing consumer and data protection laws or regulations, which is often uncertain and in flux, may be inconsistent with our practices. Complying with new laws and regulations could cause us to incur substantial costs or require us to change our business practices in a manner materially adverse to our business. See "Item 4. Information on the Company—4.B. Business Overview—Regulation—Regulation on Privacy Protection."

***If our security measures are breached, or if our services are subject to attacks that degrade or deny the ability of users to access our services, our services may be perceived as not being secure, users may curtail or stop using our services and our business, results of operations and financial condition may be harmed.***

Our services involve the storage and transmission of users' information, and security breaches expose us to a risk of loss of this information, litigation and potential liability. Our user data is encrypted and saved on cloud-based servers, protected by access control, and further backed up in long-distance servers, so as to minimize the possibility of data loss or breach. Upon a security breach, our technical team will be notified immediately and diagnose and solve the technical problems. As of the date of this annual report, we have not experienced any material incidents of security breach.

Despite the security measures we have implemented, we may experience cyber-attacks of varying degrees, including attempts to hack into our user accounts or redirect our user traffic to other websites. Functions that facilitate interactivity with other mobile applications, which among other things allow users to log into our platform using their accounts or identities, could increase the scope of access of hackers to user accounts. Our security measures may also be breached due to employee error, malfeasance or otherwise. Additionally, outside parties may attempt to fraudulently induce employees or users to disclose sensitive information in order to gain access to our data or our users' data or accounts, or may otherwise obtain access to such data or accounts. Any such breach or unauthorized access could result in significant legal and financial exposure, damage to our reputation and a loss of confidence in the security of our services that could have an adverse effect on our business, results of operations and financial condition. Because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed, we could lose users and we may be exposed to significant legal and financial risks, including legal claims and regulatory fines and penalties. Any of these actions could have a material and adverse effect on our business, results of operations and financial condition.

***Our current dependence on a limited number of customers may cause significant fluctuations or declines in our revenues.***

A considerable portion of our revenues is derived from a limited number of our customers. For details, see Note 4 “Concentrations and Risks” to our consolidated financial statements. Some of our customers may choose to place orders to us via third-party agencies, through which we provided advertising and other services to various enterprises they represent. There are inherent risks whenever a large percentage of total revenues are concentrated with a limited number of customers or agencies. It may not be possible for us to predict the future level of demand for our services by our largest customers. Actions taken by our largest customers to exploit their comparably superior bargaining position when negotiating for renewals of services agreements or otherwise could also have an adverse effect on our results of operations. In addition, revenues from the largest customers may fluctuate from time to time for reasons beyond our control. There can be no assurance that we can maintain relationships with our largest customers on commercially desirable terms. If any of the foregoing were to occur, we could be pressured to reduce the prices we charge for our services or risk losing our largest customers, which could have an adverse effect on our revenues and margins, and could negatively affect our financial position and results of operations and/or trading price of our ADSs.

***Our user and customer operating metrics and other estimates are subject to inherent challenges in measuring our operating performance, which may harm our reputation.***

We regularly review our operating metrics in relation to our users and customers to evaluate growth trends, measure our performance, and make strategic decisions. These metrics are calculated using our internal data as well as third-party platform’s data, have not been validated by an independent third party, and may not be indicative of our future operation results. While these numbers are based on what we believe to be reasonable estimates for the applicable period of measurement, there are inherent challenges in measuring how our platform is used across a large population in China. For example, we may not be able to distinguish individual users who have multiple registered accounts across our self-operated platforms and third-party platforms. Errors or inaccuracies in our metrics or data could result in incorrect business decisions and inefficiencies. For instance, if a significant understatement or overstatement of active users were to occur, we might expend resources to implement unnecessary business measures or fail to take required actions to remedy an unfavorable trend. If online advertising services customers or investors do not perceive our user or other operating metrics to accurately represent our user base, or if we discover inaccuracies in our user or other operating metrics, our reputation may be harmed.

***If we fail to implement and maintain an effective system of internal controls over financial reporting, we may be unable to accurately or timely report our results of operations or prevent fraud, and investor confidence and the trading price of our ADSs may be materially and adversely affected.***

In the course of auditing our consolidated financial statements as of and for the year ended December 31, 2022, we and our independent registered public accounting firm identified one material weakness in our internal control over financial reporting and other control deficiencies. The material weakness identified is our lack of sufficient competent financial reporting and accounting personnel with appropriate understanding of U.S. GAAP to design and implement formal period-end financial reporting controls and procedures to address U.S. GAAP technical accounting issues, and to prepare and review the consolidated financial statements and related disclosures in accordance with U.S. GAAP and financial reporting requirements set forth by the SEC. We are in the process of implementing a number of measures to address the identified material weakness and control deficiencies. However, we cannot assure you that these measures may fully address or remediate the material weakness and control deficiencies.

As a public company in the United States, we are subject to the Sarbanes-Oxley Act of 2002. Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, requires that we include a report from management on our internal control over financial reporting in our annual report on Form 20-F beginning with our annual report for the fiscal year ending December 31, 2020. In addition, once we cease to be an “emerging growth company” as such term is defined in the JOBS Act, our independent registered public accounting firm must attest to and report on the effectiveness of our internal control over financial reporting. Our management may conclude that our internal control over financial reporting is not effective. Moreover, even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm, after conducting its own independent testing, may conclude that our internal control over financial reporting is not effective. In addition, as a public company, our reporting obligations may place a significant strain on our management, operational and financial resources and systems for the foreseeable future. We may be unable to timely complete our evaluation testing and any required remediation.

During the course of documenting and testing our internal control procedures, in order to satisfy the requirements of Section 404, we may identify other or more material weaknesses or deficiencies in our internal control over financial reporting. In addition, if we fail to maintain the adequacy of our internal control over financial reporting, as these standards are modified, supplemented or amended from time to time, we may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404. Generally speaking, if we fail to achieve and maintain an effective internal control environment, we could suffer material misstatements in our financial statements and fail to meet our reporting obligations, which would likely cause investors to lose confidence in our reported financial information. This could in turn limit our access to capital markets, harm our results of operations and lead to a decline in the trading price of our ADSs. Additionally, ineffective internal control over financial reporting could expose us to increased risk of fraud or misuse of corporate assets and subject us to potential delisting from the stock exchange on which we list, regulatory investigations and civil or criminal sanctions.

***We have limited business insurance coverage which could expose us to significant costs and business disruption.***

Insurance companies in China offer limited business insurance products. We do not have any business liability or disruption insurance coverage for our operations in China. Any business disruption may result in our incurring substantial costs and the diversion of our resources, which could have an adverse effect on our results of operations and financial condition.

***Our quarterly operating results may fluctuate, which makes our results of operations difficult to predict and may cause our quarterly results of operations to fall short of expectations.***

Our quarterly operating results have fluctuated in the past and may continue to fluctuate depending upon a number of factors, many of which are out of our control. Our operating results tend to be seasonal. For instance, advertising and marketing activities tend to be less active during the first quarter, which is Chinese New Year holiday season. As compared to the first quarter, our online advertising services customers tend to increase advertising and marketing spending near the end of each calendar year when they spend their remaining annual budgets. Moreover, as most of our online/ offline events are hosted in the fourth quarter of each year, we also experience increase in revenues during the fourth quarter of each year for our enterprise value-added services. For these reasons, comparing our operating results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance. Our quarterly and annual revenues and costs and expenses as a percentage of our revenues in a given period may be significantly different from our historical or projected rates and our operating results in future quarters may fall below expectations.

***We have granted, and may continue to grant, share incentives, which may have an adverse effect on our future profit.***

Xieli Zhucheng adopted a share incentive plan in 2014, or the 2014 Share Incentive Plan and Beijing Duoke adopted a share incentive plan in December 2016, or the 2016 Share Incentive Plan, to enhance its ability to attract and retain exceptionally qualified individuals and to encourage them to acquire a proprietary interest in the growth and performance of us. In September 2019, 36Kr Holdings Inc. adopted a share incentive plan, which we refer to as the 2019 Share Incentive Plan. The 2014 Share Incentive Plan and 2016 Share Incentive Plan were canceled concurrently upon the adoption of the 2019 Share Incentive Plan, and each participant of the 2014 Share Incentive Plan and 2016 Share Incentive Plan received corresponding grants of options under the 2019 Share Incentive Plan. In June 2021, we amended the 2019 Incentive Plan with the approval of the board of directors, pursuant to which the maximum aggregate number of ordinary shares which may be issued pursuant to all awards under the 2019 Share Incentive Plan is 162,186,000. See “Item 6. Directors, Senior Management and Employees—6.B. Compensation—Share Incentive Plan.”

In 2020, 2021 and 2022, we recorded RMB39.3 million, RMB15.0 million and RMB13.9 million(US\$2.0 million), respectively, in share-based compensation expenses. We believe the granting of share-based awards is significant for us to attract and retain key personnel and employees, and we will continue to grant share-based compensation to employees in the future. As a result, our expenses associated with share-based compensation may increase, which may have an adverse effect on our results of operations.

***A severe and prolonged global economic recession and the slowdown in the Chinese economy may adversely affect our business, results of operations and financial condition.***

The global macroeconomic environment is facing challenges, including the ongoing trade disputes and tariffs, the outbreak of COVID-19 pandemic and recent Russia-Ukraine crisis. The growth of the Chinese economy has slowed down since 2012 compared to the previous decade and the trend may continue. There is considerable uncertainty over the long-term effects of the monetary and fiscal policies adopted by the central banks and financial authorities of some of the world's leading economies, including the United States and China. There have been concerns over unrest and terrorist threats in the Middle East, Europe and Africa. There have also been concerns on the relationship between China and other countries, including surrounding Asian countries, which may potentially lead to foreign investors closing down their businesses or withdrawing their investments in China and, thus, exiting the China market, and other economic effects. In addition, there have also been concerns on the relationship between China and the U.S. following rounds of tariffs imposed by the U.S. and retaliatory tariffs imposed by China. It is unclear whether these challenges and uncertainties will be contained or resolved, and what effects they may have on the global political and economic conditions in the long term. Economic conditions in China are sensitive to global economic conditions, as well as changes in domestic economic and political policies and the expected or perceived overall economic growth rate in China. Any prolonged slowdown in the global or Chinese economy may have a negative impact on our business, results of operations and financial condition, and continued turbulence in the international markets may adversely affect our ability to access the capital markets to meet liquidity needs. Our customers may reduce or delay spending with us, while we may have difficulty expanding our customer base fast enough, or at all, to offset the impact of decreased spending by our existing customers. In addition, to the extent we offer credit to any customer and the customer experiences financial difficulties due to the economic slowdown, we could have difficulty collecting payment from the customer.

***Any catastrophe, including natural catastrophes and outbreaks of health pandemics and other extraordinary events, could disrupt our business operation.***

We are vulnerable to natural disasters and other calamities. Fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, riots, terrorist attacks or similar events may give rise to server interruptions, breakdowns, system failures or Internet failures, which could cause the loss or corruption of data or malfunctions of software or hardware as well as adversely affect our ability to provide our services.

Our business could also be adversely affected by the effects of Ebola virus disease, H1N1 flu, H7N9 flu, avian flu, Severe Acute Respiratory Syndrome, or SARS, COVID-19 or other epidemics. See “—COVID-19 outbreaks may adversely affect our business.” Our business operations could be disrupted if any of our employees is suspected of having abovementioned or any other contagious disease or condition, since it could require our employees to be quarantined and/or our offices to be disinfected. In addition, our business, results of operations and financial condition could be adversely affected to the extent that any of these epidemics harms the Chinese economy in general.

**Risks Related to Our Corporate Structure**

***There are substantial uncertainties regarding the interpretation and application of current and future PRC laws, regulations, and rules relating to the agreements that establish the VIE structure for our operations in China, including potential future actions by the PRC government, which could affect the enforceability of our contractual arrangements with the VIE and, consequently, significantly affect the financial condition and results of operations performance of 36Kr. If the PRC government finds such agreements non-compliant with relevant PRC laws, regulations, and rules, or if these laws, regulations, and rules or the interpretation thereof change in the future, we could be subject to severe penalties or be forced to relinquish our interests in the VIE.***

Foreign investment in the value-added telecommunication services industry in China is extensively regulated and subject to numerous restrictions. The Special Administrative Measures for Entrance of Foreign Investment (the “Negative List 2021”) provides that foreign investors are generally not allowed to own more than 50% of the equity interests in a commercial Internet content provider or other value-added telecommunication services provider other than an e-commerce services provider, and the Provisions on the Administration of Foreign-Invested Telecommunications Enterprises (2016 Revision) requires that the major foreign investor in a value-added telecommunication services provider in China must have experience in providing value-added telecommunications services overseas and maintain a good track record. In addition, foreign investors are prohibited from investing in companies engaged in Internet dissemination, Internet content provision, Internet news information services, online publishing businesses, certain Internet culture businesses, Internet audio-visual programs businesses and production and operation of radio and television programs. See “Item 4. Information on the Company—4.B. Business Overview—Regulation—Foreign Investment Law”

We are a Cayman Islands company and our subsidiary in China is currently considered a foreign-invested enterprise. Accordingly, in practice, our PRC subsidiary is not eligible to provide value-added telecommunication services or conduct other businesses which foreign-owned companies are prohibited or restricted from conducting in China. To ensure strict compliance with the PRC laws and regulations, we conduct such business activities through the VIE and its subsidiaries. Beijing Duke, our wholly owned subsidiary in China, has entered into a series of contractual arrangements with the VIE and its shareholders, which enables us to be considered as the primary beneficiary of the VIE for accounting purposes. For a description of these contractual arrangements, see “Item 4. Information on the Company—4.C. Organizational Structure—Contractual Arrangements with Beijing Duo.”

If the PRC government finds that our contractual arrangements do not comply with its restrictions on foreign investment in the value-added telecommunication services and other foreign prohibited services or if the PRC government otherwise finds that we, the VIE, or any of its subsidiaries are in violation of PRC laws or regulations or lack the necessary permits or licenses to operate our business, the relevant PRC regulatory authorities would have broad discretion in dealing with such violations or failures, including:

- revoking the business licenses and/or operating licenses of such entities;
- discontinuing or placing restrictions or onerous conditions on our operation through any transactions between our PRC subsidiary and the VIE;
- imposing fines, confiscating the income from our PRC subsidiary or the VIE, or imposing other requirements with which we or the VIE may not be able to comply;
- requiring us to restructure our ownership structure or operations, including terminating the contractual arrangements with the VIE and deregistering the equity pledges of the VIE, which in turn would affect our ability to be considered the primary beneficiary of the VIE for accounting purposes;
- restricting or prohibiting our use of the proceeds of our initial public offering to finance our business and operations in China; or
- taking other regulatory or enforcement actions that could be harmful to our business.

Any of these actions could cause significant disruptions to our business operations and severely damage our reputation, which would in turn materially and adversely affect our business, financial condition and results of operations. In addition, new PRC laws, regulations, and rules may be introduced to impose additional requirements, posing additional challenges to our corporate structure and contractual arrangements. If any of these occurrences results in our inability to direct the activities of the VIE or our failure to receive the economic benefits from the VIE and/or our inability to claim our contractual control rights over the assets of the VIE that conducts substantially all of our operations in China, we may not be able to consolidate the entity in our consolidated financial statements in accordance with U.S. GAAP which could materially and adversely affect our financial condition and results of operations and cause our ADSs to significantly decline in value or become worthless.

***Any failure by the VIE or its shareholders to perform their obligations under our contractual arrangements with them would have a material adverse effect on our business.***

Since PRC laws prohibit or restrict foreign equity ownership in certain kinds of business in China, we have relied and expect to continue to rely on the contractual arrangements with the VIE and its shareholders to operate our business in China.

However, these contractual arrangements may not be as effective as direct ownership in providing us with control over our affiliated entities. Any of our affiliated entities, including the VIE and its shareholders, could breach their contractual arrangements with us by, among other things, failing to conduct their operations in an acceptable manner or taking other actions that are detrimental to our interests. In the event that the shareholders of the VIE breach the terms of these contractual arrangements and voluntarily liquidate the VIE, or the VIE declares bankruptcy and all or part of its assets become subject to liens or rights of third-party creditors, or are otherwise disposed of without our consent, we may be unable to conduct some or all of our business operations or otherwise benefit from the assets held by our affiliated entities, which could have a material adverse effect on our business, financial condition and results of operations.

Shareholders holding 99% of the registered share capital of the VIE are affiliated with our Company or affiliated with certain shareholders of the Company. Particularly, Tianjin Zhanggongzi Technology Partnership (L.P.) controlled by Mr. Liu Chengcheng, the Founder and a shareholder of the Company, owns 61.56% of equity interest of the VIE, Shenzhen Guohong No. 2 Enterprise Management Partnership (L.P.), an affiliate of one of our existing shareholders, owns 23.08% of equity interest of the VIE, and Ningbo Meishan Baoshui Gangqu Tianhong Lvheng Investment Management Partnership (L.P.), an affiliate of one of our existing shareholders, owns 14.36% of equity interest of the VIE. The enforceability of the contractual agreements between us, the VIE and its shareholders depends to a large extent upon whether the VIE and its shareholders will fulfill these contractual agreements. Their interests in enforcing these contractual agreements may not align with our interests or the interests of our shareholders. If their interest diverges from that of our company and other shareholders, it may potentially increase the risk that they could seek to act contrary to these contractual arrangements. If the VIE or its shareholders fail to perform their respective obligations under the contractual arrangements, we may have to incur substantial costs and expend additional resources to enforce such arrangements. We may also have to rely on legal remedies under PRC law, including seeking specific performance or injunctive relief, and contractual remedies, which we cannot assure you will be sufficient or effective under PRC law. Our contractual arrangements are governed by PRC law and provide for the resolution of disputes through litigation in China. Accordingly, these agreements would be interpreted in accordance with PRC law and any disputes would be resolved in accordance with PRC legal procedures. There remain significant uncertainties regarding the ultimate outcome of such adjudication should legal action become necessary. In the event that we are unable to enforce these contractual arrangements, or if we suffer significant delay or other obstacles in the process of enforcing these contractual arrangements, we may not be able to be considered the primary beneficiary of the VIE for accounting purposes, and our ability to conduct our business may be negatively affected.

In November 2022, Beijing Cultural Investment Development Group Asset Management Co., Ltd. (“BCI”), made an investment of RMB32,492 in Beijing Duoke for 1% of Beijing Duoke’s registered capital. Such minority stake holder is not a party to the contractual arrangements that are currently in effect among 36Kr, Beijing Duoke and Beijing Duoke’s other shareholders. As such, despite the fact that we will still be able to enjoy economic benefits and are considered as the primary beneficiary of Beijing Duoke and its subsidiaries, we will not be able to purchase or have BCI pledge its 1% equity interests in Beijing Duoke in the same manner as agreed under existing contractual arrangements, nor will we be granted the authorization of voting rights over these 1% equity interests. We believe that we will continue to be the primary beneficiary of Beijing Duoke for accounting purposes and consolidate its operating results in our financial statements under U.S. GAAP after the issuance of such 1% equity interests.

***The approval, filing or other requirements of the China Securities Regulatory Commission or other PRC government authorities may be required under PRC law in connection with our issuance of securities overseas, or maintenance of the listing status of our ADSs, and the PRC government’s oversight and discretion over our business operations could result in a material adverse change in our operations and the value of our ADSs.***

The Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the M&A Rules, purport to require offshore special purpose vehicles that are controlled by PRC companies or individuals and that have been formed for the purpose of seeking a public listing on an overseas stock exchange through acquisitions of PRC domestic companies or assets to obtain CSRC approval prior to publicly listing their securities on an overseas stock exchange. The interpretation and application of the regulations remain unclear. If CSRC approval under the M&A Rules is required, it is uncertain whether it would be possible for us to obtain the approval, and any failure to obtain or delay in obtaining CSRC approval for our future issuance of securities overseas would subject us to sanctions imposed by the CSRC and other PRC regulatory agencies.

Furthermore, we conduct our business primarily through our PRC subsidiaries and the VIE in China. Our operations in China are governed by PRC laws and regulations. The PRC government has significant oversight and discretion over the operation of our business, and it may influence our operations, which could result in a material adverse change in our operation and the value of our ADSs. The PRC government has recently indicated an intent to exert more oversight over overseas offerings and/or foreign investment in China-based issuers like us. For example, on July 6, 2021, relevant PRC government authorities promulgated the Opinions on Strictly Cracking Down on Illegal Securities Activities, which emphasized the need to strengthen the administration over “illegal securities activities” and the supervision on overseas listings by China-based companies, and proposed to take effective measures, such as promoting the construction of relevant regulatory systems to deal with the risks and incidents faced by China-based overseas-listed companies, although such opinions did not specify the definition of “illegal securities activities.” Such opinions further provided that the special provisions of the State Council on overseas offerings and listings by those companies limited by shares will be revised and therefore the duties of domestic industry competent authorities and regulatory agencies will be clarified.

As these opinions were newly issued and there are no further explanations or detailed rules and regulations with respect to such opinions, there are still uncertainties regarding the interpretation and implementation of such opinions. In addition, new rules or regulations promulgated in the future could impose additional requirements on us, and it is uncertain how the new rules or regulations will be enacted, interpreted or implemented and how they will affect us. For example, it was reported that the CSRC may issue new rules requiring China-based companies to seek approval before going public outside of China, including in the U.S. Furthermore, on July 10, 2021, the CAC issued a revised draft of the Cybersecurity Review Measures for public comments, according to which, among others, an “operator of critical information infrastructure” or a “data processing operator,” who has personal information of more than one million users and is seeking to list its securities on a foreign stock exchange, must apply to the relevant cybersecurity review office for a cybersecurity review.

In addition, on January 4, 2022, the CAC published the Revised Cybersecurity Review Measures, which became effective on February 15, 2022. The Revised Cybersecurity Review Measures provide that a critical information infrastructure operator purchasing network products and services, and platform operators carrying out data processing activities, which affect or may affect national security, shall apply for cybersecurity review and that a platform operator with more than one million users’ personal information aiming to list abroad must apply for cybersecurity review. There are substantial uncertainties as to the interpretation, application, and enforcement of the Revised Cybersecurity Review Measures. Under the Revised Cybersecurity Review Measures, we face potential risks if we are deemed as a “critical information infrastructure operator” or “platform operator” under the PRC cybersecurity laws and regulations, and would be required to follow cybersecurity review procedures. During such review, we may be required to suspend providing any existing or new services to our customers and/or experience other disruptions of our operations, and such review could also result in negative publicity with respect to our Company and diversion of our managerial and financial resources. In addition, we cannot guarantee that new rules or regulations promulgated in the future will not impose any additional requirement on us or otherwise tightening the regulations on companies with a VIE structure.

On February 17, 2023, the CSRC published the Interim Administrative Measures on Overseas Securities Offering and Listing by the Domestic Enterprises (CSRC Announcement [2022] No. 43) (the “Overseas Listing Measures”), which became effective on March 31, 2023. Under the Overseas Listing Measures, a filing-based regulatory system will be applied to “indirect overseas offerings and listings” of PRC domestic companies, which refers to securities offerings and listings in an overseas market made under the name of an offshore entity but based on the underlying equity, assets, earnings or other similar rights of a domestic company that operates its main business domestically. The Overseas Listing Measures state that, any post-listing follow-on offering by an issuer in an overseas market, including issuance of shares, convertible notes and other similar securities, shall be subject to filing requirement within three business days after the completion of the offering. Therefore, any of our future offering and listing of our securities in an overseas market may be subject to the filing requirements under the Overseas Listing Measures. In connection with the Overseas Listing Measures, on February 17, 2023 the CSRC also published the Notice on the Administrative Arrangements for the Filing of Overseas Securities Offering and Listing by the Domestic Enterprises (the “Notice on Overseas Listing Measures”). According to the Notice on Overseas Listing Measures, issuers that have already been listed in an overseas market by March 31, 2023, the date the Overseas Listing Measures will become effective, are not required to make any immediate filing and are only required to comply with the filing requirements under the Overseas Listing Measures when it consequently seeks to conduct a follow-on offering.

If the CSRC or other relevant PRC regulatory agencies subsequently determine that prior approval, filing and/or other administration procedure is required for any of our future offerings of securities overseas or maintenance of the listing status of our ADSs, we cannot guarantee that we will be able to obtain such approval or complete such filing or other administration procedures in a timely manner, or at all. The CSRC or other PRC regulatory agencies also may take actions requiring us, or making it advisable for us, not to proceed with such offering or maintenance of the listing status of our ADSs. If we proceed with any of such offering or maintain the listing status of our ADSs without obtaining the CSRC’s or other PRC regulatory agencies’ approval or completing relevant filing or other administration procedures to the extent it is required, or if we are unable to comply with any new approval requirements which might be adopted for offerings that we have completed prior to the publication of the above-referenced opinions, we may face regulatory actions or other sanctions from the CSRC or other PRC regulatory agencies. These regulatory agencies may impose fines and penalties on our operations in China, limit our ability to pay dividends outside of China, limit our operating privileges in China, delay or restrict the repatriation of the proceeds from offering of securities overseas into China or take other actions that could have a material adverse effect on our business, financial condition, results of operations and prospects, as well as the trading price of the ADSs.

Furthermore, if there are any other approvals, filings and/or other administration procedures to be obtained from or completed with the CSRC or other PRC regulatory agencies as required by any new laws and regulations for any of our future proposed offering of securities overseas or the listing of the ADSs, we cannot assure you that we can obtain the required approval or complete the required filings or other regulatory procedures in a timely manner, or at all. Any failure to obtain the relevant approvals or complete the filings and other relevant regulatory procedures may subject us to regulatory actions or other sanctions from the CSRC or other PRC regulatory agencies, which may have a material adverse effect on our business, financial condition or results of operations. In addition, implementation of industry-wide regulations affecting our operations could cause the value of our securities to significantly decline. Therefore, investors of our company and our business face potential uncertainty from actions taken by the PRC government affecting our business.

***Substantial uncertainties exist with respect to the interpretation and implementation of the newly enacted Foreign Investment Law of the PRC and how it may impact the viability of our current corporate structure, corporate governance and business operations.***

On March 15, 2019, the National People’s Congress adopted the Foreign Investment Law of the PRC, which became effective on January 1, 2020 and replaced three existing laws regulating foreign investment in China, namely, the Wholly Foreign-Invested Enterprise Law of the PRC, the Sino-Foreign Cooperative Joint Venture Enterprise Law of the PRC and the Sino-Foreign Equity Joint Venture Enterprise Law of the PRC, together with their implementation rules and ancillary regulations. The Foreign Investment Law of the PRC embodies an expected PRC regulatory trend to rationalize its foreign investment regulatory regime in line with prevailing international practice and the legislative efforts to unify the corporate legal requirements for both foreign and domestic investments. However, since it is relatively new, uncertainties still exist in relation to its interpretation and implementation. For example, the Foreign Investment Law of the PRC adds a catch-all clause to the definition of “foreign investment” so that foreign investment, by its definition, includes “investments made by foreign investors in China through other means defined by other laws or administrative regulations or provisions promulgated by the State Council” without further elaboration on the meaning of “other means.” It leaves leeway for the future legislations promulgated by the State Council to provide for contractual arrangements as a form of foreign investment. It is therefore uncertain whether our corporate structure will be seen as violating the foreign investment rules as we are currently leveraging the contractual arrangements to operate certain businesses in which foreign investors are prohibited from or restricted to investing. Furthermore, if future legislations prescribed by the State Council mandate further actions to be taken by companies with respect to existing contractual arrangements, we may face substantial uncertainties as to whether we can complete such actions in a timely manner, or at all. If we fail to take appropriate and timely measures to comply with any of these or similar regulatory compliance requirements, our current corporate structure, corporate governance and business operations could be materially and adversely affected.

***We rely on contractual arrangements with the VIE and its shareholders to operate our business, which may not be as effective as direct ownership in providing operational control and otherwise materially and adversely affect our business.***

We rely on contractual arrangements with the VIE, its shareholders, as well as certain of its subsidiaries to operate our business in China. For a description of these contractual arrangements, see “Item 4. Information on the Company—4.C. Organizational Structure—Contractual Arrangements with Beijing Duoke.” These contractual arrangements may not be as effective as direct ownership in providing us with control over the VIE. For example, the VIE and its shareholders could breach their contractual arrangements with us by, among other things, failing to conduct their operations in an acceptable manner or taking other actions that are detrimental to our interests. The revenues contributed by the VIE and its subsidiaries constituted substantially all of our revenues in 2020, 2021 and 2022.

If we had direct ownership of the VIE, we would be able to exercise our rights as a shareholder to effect changes in the board of directors of the VIE, which in turn could implement changes, subject to any applicable fiduciary obligations, at the management and operational level. However, under the contractual arrangements, we expect to rely on the performance by the VIE and its shareholders of their respective obligations under the contracts. The shareholders of the VIE may not act in the best interests of our company or may not perform their obligations under these contracts. Such risks will exist throughout the period in which we operate our business through the contractual arrangements with the VIE and its shareholders. If any dispute relating to these contracts remains unresolved, we will have to enforce our rights under these contracts through the operations of PRC law and arbitration, litigation or other legal proceedings. See “—Any failure by the VIE or its shareholders to perform their obligations under our contractual arrangements with them would have a material and adverse effect on our business.” Therefore, our contractual arrangements with the VIE and its shareholders may not be as effective in controlling our business operations as direct ownership.

***All the agreements under our contractual arrangements are governed by PRC law and provide for the resolution of disputes through arbitration in China. Accordingly, these contracts would be interpreted in accordance with PRC law, and any disputes would be resolved in accordance with PRC legal procedures.***

All the agreements under our contractual arrangements are governed by PRC law and provide for the resolution of disputes through arbitration in China. Accordingly, these contracts would be interpreted in accordance with PRC law and any disputes would be resolved in accordance with PRC legal procedures. There remain significant uncertainties regarding the ultimate outcome of such arbitration should legal action become necessary. In addition, under PRC law, rulings by arbitrators are final, parties cannot appeal the arbitration results in courts, and if the losing parties fail to carry out the arbitration awards within a prescribed time limit, the prevailing parties may only enforce the arbitration awards in PRC courts through arbitration award recognition proceedings, which would require additional expenses and delay. In the event we are unable to enforce these contractual arrangements, or if we suffer significant delay or other obstacles in the process of enforcing these contractual arrangements, we may not be able to be considered the primary beneficiary of the VIE for accounting purposes, and our ability to conduct our business may be negatively affected. See “—Risks Related to Doing Business in China—Uncertainties regarding the enforcement of laws, and changes in policies, laws and regulations in China, could adversely affect us.”

***Contractual arrangements in relation to the VIE may be subject to scrutiny by the PRC tax authorities and they may determine that we or the VIE owe additional taxes, which could negatively affect our financial condition and the value of your investment.***

Under applicable PRC laws and regulations, arrangements and transactions among related parties may be subject to audit or challenge by the PRC tax authorities within ten years after the taxable year when the transactions are conducted. We could face material and adverse tax consequences if the PRC tax authorities determine that the contractual arrangements between us and the VIE were not entered into on an arm’s-length basis in such a way as to result in an impermissible reduction in taxes under applicable PRC laws, rules and regulations, and adjust the income of the VIE in the form of a transfer pricing adjustment. A transfer pricing adjustment could, among other things, result in a reduction of expense deductions recorded by the VIE for PRC tax purposes, which could in turn increase its tax liabilities without reducing our PRC subsidiary’s tax expenses. In addition, the PRC tax authorities may impose additional tax liability on the VIE for the adjusted but unpaid taxes according to the applicable regulations. Our financial position could be materially and adversely affected if the VIE’s tax liabilities increase or if it is required to pay late payment fees and other penalties.

***The shareholders of the VIE may have actual or potential conflicts of interest with us, which may materially and adversely affect our business and financial condition.***

The shareholders of the VIE may have actual or potential conflicts of interest with us. These shareholders may breach, or cause the VIE to breach, or refuse to renew, the existing contractual arrangements we have with them and the VIE, which would have a material and adverse effect on our ability to effectively control the VIE and receive economic benefits from them. For example, the shareholders may be able to cause our agreements with the VIE to be performed in a manner adverse to us by, among other things, failing to remit payments due under the contractual arrangements to us on a timely basis. We cannot assure you that when conflicts of interest arise any or all of these shareholders will act in the best interests of our company or such conflicts will be resolved in our favor. If we cannot resolve any conflict of interest or dispute between us and these shareholders, we would have to rely on legal proceedings, which could result in disruption of our business and subject us to substantial uncertainty as to the outcome of any such legal proceedings.

***We may lose the ability to use, or otherwise benefit from, the licenses, permits and assets held by the VIE.***

As part of our contractual arrangements with the VIE, the VIE holds certain assets, licenses and permits that are material to our business operations, including without limitation permits, licenses, domain names and most of our IP rights. The contractual arrangements contain terms that specifically obligate the VIE’s shareholders to ensure the valid existence of the VIE and restrict the disposal of material assets of the VIE. However, in the event that the VIE’s shareholders breach the terms of these contractual arrangements and voluntarily liquidate any of the VIE, or the VIE declares bankruptcy and all or part of its assets become subject to liens or rights of third-party creditors, or are otherwise disposed of or encumbered without our consent, we may be unable to conduct some or all of our business operations or otherwise benefit from the assets held by the VIE, which could have a material adverse effect on our business, financial condition and results of operations. Furthermore, under the contractual arrangements, the VIE may not, in any manner, sell, transfer, mortgage or dispose of their material assets or legal or beneficial interests in the business without our prior consent. If the VIE undergoes a voluntary or involuntary liquidation proceeding, its shareholders or unrelated third-party creditors may claim rights to some or all of the assets of the VIE, thereby hindering our ability to operate our business as well as constrain our growth.

## Risks Related to Doing Business in China

### ***The enforcement of laws, and changes in policies, laws and regulations in China, could adversely affect us.***

The PRC legal system is a civil law system based on written statutes. The interpretations and enforcement of laws, regulations and rules involves uncertainties. These uncertainties may affect our judgment on the relevance of legal requirements and our ability to enforce our contractual rights or tort claims. The PRC government has recently published new policies that adversely affected certain industries such as the education and internet industries, and we cannot rule out the possibility that it will in the future further release regulations or policies regarding our industry that could further affect our business, financial condition and results of operations. Furthermore, the CSRC published the Overseas Listing Measures, under which a filing-based regulatory system will be applied to “indirect overseas offerings and listings” of PRC domestic companies, which refers to securities offerings and listings in an overseas market made under the name of an offshore entity but based on the underlying equity, assets, earnings or other similar rights of a domestic company that operates its main business domestically. Any such action, once taken by the PRC government, could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or in extreme cases, become worthless.

However, as there are still regulatory uncertainties in this regard, we cannot assure you that we will be able to comply with new laws and regulations in all respects, and we may be ordered to rectify, suspend or terminate any actions or services that are deemed illegal by the regulatory authorities and become subject to material penalties, which may materially harm our business, financial condition, results of operations and prospects.

In particular, PRC laws and regulations concerning the industries we operate are developing and evolving. Although we have taken measures to comply with the laws and regulations that are applicable to our business operations and avoid conducting any non-compliant activities under the applicable laws and regulations, the PRC governmental authorities may promulgate new laws and regulations regulating the industries we operate in the future. We cannot assure you that our practice would not be deemed to violate any new PRC laws or regulations relating to the industries we operate. Moreover, developments in the industries we operate may lead to changes in PRC laws, regulations and policies or in the interpretation and application of existing laws, regulations and policies that may limit or restrict us, which could materially and adversely affect our business and operations.

### ***Changes in China’s economic, political and social conditions as well as government policies could have a material adverse effect on our business and prospect.***

Substantially all of our operations are located in China. Accordingly, our business, prospects, financial condition and results of operations may be influenced to a significant degree by political, economic and social conditions in China generally, and by continued economic growth in China as a whole..

In addition, the Chinese government continues to play a significant role in regulating industry development by imposing industrial policies. For example, Beijing Duoke is recognized as “High-New Technology Enterprise” (“HNTE”) and is eligible for a 15% preferential tax rate effective through 2020, 2021, and 2022, upon the completion of its filings with the relevant tax authorities. However, the qualification as an HNTE is subject to annual evaluation and a three-year review by the relevant authorities in China. There can be no assurance that we will enjoy such preferential tax treatment in the future. Without such preferential tax treatment, we may incur more tax expense and our operating results could be adversely affected.

Any adverse changes in economic conditions in China or in the laws and regulations in China could have a material adverse effect on the overall economic growth of China. Such developments could adversely affect our business and operating results, lead to a reduction in demand for our services and adversely affect our competitive position. Any prolonged slowdown in the Chinese economy may reduce the demand for our services and materially and adversely affect our business and operating results.

### ***Certain judgments obtained against us by our shareholders may not be enforceable in China.***

We are a Cayman Islands company and substantially all of our current operations are conducted in China. In addition, most of our current directors and officers are nationals and residents of countries other than the United States. As a result, it may be difficult or impossible for you to bring an action against us or against these individuals in the United States in the event that you believe that your rights have been infringed under the U.S. federal securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands and of China may render you unable to enforce a judgment against our assets or the assets of our directors and officers.

Shareholder claims that are common in the United States, including securities law class actions and fraud claims, generally are difficult to pursue as a matter of law or practicality in China. For example, in China, there are significant legal and other obstacles to obtaining information needed for shareholder investigations or litigation outside China or otherwise with respect to foreign entities. Although the local authorities in China may establish a regulatory cooperation mechanism with the securities regulatory authorities of another country or region to implement cross-border supervision and administration, such regulatory cooperation with the securities regulatory authorities in the United States have not been efficient in the absence of mutual and practical cooperation mechanism. According to Article 177 of the PRC Securities Law which became effective in March 2020, no overseas securities regulator is allowed to directly conduct investigation or evidence collection activities within the territory of the PRC. Accordingly, without the consent of the competent PRC securities regulators and relevant authorities, no organization or individual may provide the documents and materials relating to securities business activities to overseas parties. See also “You may face difficulties in protecting your interests, and your ability to protect your rights through U.S. courts may be limited, because we are incorporated under Cayman Islands law.” for risks associated with investing in us as a Cayman Islands company.

***Trading in our securities may be prohibited under the HFCAA if the PCAOB determines that it is unable to inspect or investigate completely our auditor, and as a result, U.S. national securities exchanges, such as the Nasdaq, may determine to delist our securities.***

Our independent registered public accounting firm that issues the audit report included in this annual report, as an auditor of companies that are traded publicly in the United States and a firm registered with the PCAOB, is required by the laws of the United States to undergo regular inspections by the PCAOB to assess its compliance with the laws of the United States and professional standards. Our auditor is located in China, a jurisdiction where the PCAOB was historically unable to conduct inspections and investigations completely, without the approval of the Chinese authorities. The inability of the PCAOB to conduct inspections of auditors in China in the past has made it more difficult to evaluate the effectiveness of our independent registered public accounting firm’s audit procedures or quality control procedures as compared to auditors outside of China that are subject to the PCAOB inspections. As a result, investors were deprived of the benefits of such PCAOB inspections.

In recent years, U.S. regulatory authorities have continued to express their concerns about challenges in their oversight of financial statement audits of U.S.-listed companies with significant operations in China. More recently, as part of a continued regulatory focus in the United States on access to audit and other information currently protected by national law, in particular China’s, the United States enacted the Holding Foreign Companies Accountable Act, or the HFCAA, in December 2020. Trading in our securities on U.S. markets, including the Nasdaq, may be prohibited under the HFCAA if the PCAOB determines that it is unable to inspect or investigate completely our auditor for two consecutive years. On December 16, 2021, the PCAOB issued the HFCAA Determination Report to notify the SEC of its determinations that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in mainland China and Hong Kong, or the 2021 Determinations, including our auditor. On May 26, 2022, we were conclusively identified by the SEC under the HFCAA as having filed audit reports issued by a registered public accounting firm that cannot be inspected or investigated completely by the PCAOB in connection with the filing of our 2021 Form 20-F. The inability of the PCAOB to conduct inspections in the past also deprived our investors of the benefits of such inspections. On December 15, 2022, the PCAOB announced that it was able to conduct inspections and investigations completely of PCAOB-registered public accounting firms headquartered in mainland China and Hong Kong in 2022. The PCAOB vacated its previous 2021 Determinations accordingly. As a result, we do not expect to be identified as a “Commission-Identified Issuer” under the HFCAA for the fiscal year ended December 31, 2022 after we file this annual report.

However, whether the PCAOB will continue to conduct inspections and investigations completely to its satisfaction of PCAOB-registered public accounting firms headquartered in mainland China and Hong Kong is subject to uncertainty and depends on a number of factors out of our, and our auditor’s, control, including positions taken by authorities of the PRC. The PCAOB is expected to continue to demand complete access to inspections and investigations against accounting firms headquartered in mainland China and Hong Kong in the future and states that it has already made plans to resume regular inspections in early 2023 and beyond. The PCAOB is required under the HFCAA to make its determination on an annual basis with regards to its ability to inspect and investigate completely accounting firms based in the mainland China and Hong Kong. The possibility of being a “Commission-Identified Issuer” and risk of delisting could continue to adversely affect the trading price of our securities.

If the PCAOB determines in the future that it no longer has full access to inspect and investigate accounting firms headquartered in mainland China and Hong Kong and we use an accounting firm headquartered in one of these jurisdictions to issue an audit report on our financial statements filed with the Securities and Exchange Commission, we and investors in our ADSs would be deprived of the benefits of such PCAOB inspections again, which could cause investors and potential investors in the ADSs to lose confidence in our audit procedures and reported financial information and the quality of our financial statements, we would be identified as a “Commission-Identified Issuer” under the HFCAA following the filing of the annual report for the relevant fiscal year. If we were so identified for two consecutive years, trading in our securities on U.S. markets would be prohibited. If our shares and ADSs are prohibited from trading in the United States, there is no certainty that we will be able to list on a non-U.S. exchange or that a market for our shares will develop outside of the United States. This would also substantially impair your ability to sell or purchase the ADSs when you wish to do so. Furthermore, such trading prohibition would significantly affect our ability to raise capital on terms acceptable to us, or at all, which would have a material adverse impact on our business, financial condition and prospects.

***The custodians or authorized users of our controlling non-tangible assets, including chops and seals, may fail to fulfill their responsibilities, or misappropriate or misuse these assets.***

Under the PRC law, legal documents for corporate transactions, including agreements and contracts are executed using the chop or seal of the signing entity or with the signature of a legal representative whose designation is registered and filed with relevant PRC market regulation administrative authorities.

In order to secure the use of our chops and seals, we have established internal control procedures and rules for using these chops and seals. In any event that the chops and seals are intended to be used, the responsible personnel will submit the application through our office automation system and the application will be verified and approved by authorized employees in accordance with our internal control procedures and rules. In addition, in order to maintain the physical security of our chops, we generally have them stored in secured locations accessible only to authorized employees. Although we monitor such authorized employees, the procedures may not be sufficient to prevent all instances of abuse or negligence. There is a risk that our employees could abuse their authority, for example, by entering into a contract not approved by us or seeking to gain control of one of our subsidiaries or the VIE. If any employee obtains, misuses or misappropriates our chops and seals or other controlling non-tangible assets for whatever reason, we could experience disruption to our normal business operations. We may have to take corporate or legal action, which could involve significant time and resources to resolve and divert management from our operations.

***Regulation and censorship of information disseminated over the Internet in China may adversely affect our business and reputation and subject us to liability for information displayed on our platform.***

The PRC government has adopted regulations governing Internet access and the distribution of news and other information over the Internet. Under these regulations, Internet content providers and Internet publishers are prohibited from posting or displaying over the Internet content that, among other things, violates PRC laws and regulations, impairs the national dignity of China, or is reactionary, obscene, superstitious, fraudulent or defamatory. Failure to comply with these requirements may result in the revocation of licenses to provide Internet content and other licenses, and the closure of the concerned websites. The website operator may also be held liable for such censored information displayed on or linked to the websites. If our platform is found to be in violation of any such requirements, we may be penalized by relevant authorities, and our operations or reputation could be adversely affected.

***We may rely on dividends and other distributions on equity paid by our PRC subsidiaries to fund any cash and financing requirements we may have, and any limitation on the ability of our PRC subsidiaries to make payments to us and any tax we are required to pay could have a material and adverse effect on our ability to conduct our business.***

We are a Cayman Islands holding company and, other than external financing, we rely principally on dividends and other distributions on equity from our PRC subsidiaries for our cash requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders and for services of any debt we may incur. Our PRC subsidiaries' ability to distribute dividends is based upon their distributable earnings. Current PRC regulations permit our PRC subsidiaries to pay dividends to their respective shareholders only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, each of our PRC subsidiaries, the VIE and its subsidiaries is required to set aside at least 10% of its after-tax profits each year, if any, to fund a statutory reserve until such reserve reaches 50% of its registered capital. Each of our PRC subsidiaries is also required to further set aside a portion of its after-tax profits to fund the employee welfare fund, although the amount to be set aside, if any, is determined at its discretion. These reserves are not distributable as cash dividends. If our PRC subsidiaries incur debt on their own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments to us. Any limitation on the ability of our PRC subsidiaries to distribute dividends or other payments to their respective shareholders could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our businesses, pay dividends or otherwise fund and conduct our business.

In response to the persistent capital outflow and the RMB's depreciation against the U.S. dollar in the fourth quarter of 2016, the People's Bank of China, or the PBOC, and the State Administration of Foreign Exchange, or SAFE, have implemented a series of capital control measures in the subsequent months, including stricter vetting procedures for China-based companies to remit foreign currency for overseas acquisitions, dividend payments and shareholder loan repayments. For instance, the PBOC issued the Circular on Further Clarification of Relevant Matters Relating to Offshore RMB Loans Provided by Domestic Enterprises, or PBOC Circular 306, on November 26, 2016, which provides that offshore RMB loans provided by a domestic enterprise to offshore enterprises with which it has an equity relationship shall not exceed 30% of the domestic enterprise's most recent audited owner's equity. PBOC Circular 306 may constrain our PRC subsidiaries' ability to provide offshore loans to us. The PRC government may continue to strengthen its capital controls and our PRC subsidiaries' dividends and other distributions may be subjected to tighter scrutiny in the future. In addition, under the Enterprise Income Tax Law of the PRC and related regulations, dividends, interests, rent or royalties paid by a foreign-invested enterprise, such as our PRC subsidiaries, to any of its foreign non-resident non-PRC enterprise investors, and net proceeds from any such foreign enterprise investor's disposition of shares of the PRC subsidiary, are subject to a 10% withholding tax, unless the foreign enterprise investor qualifies for the benefits of a tax treaty with China that provides for a reduced rate of withholding tax.

Any limitation on the ability of our PRC subsidiaries to pay dividends or make other distributions to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends, or otherwise fund and conduct our business.

***PRC regulation of loans to, and direct investment in, PRC entities by offshore holding companies and governmental control of currency conversion may restrict or prevent us from using the proceeds of our initial public offering to make loans to our PRC subsidiary and the VIE, or to make additional capital contributions to our PRC subsidiary.***

In utilizing the proceeds of our initial public offering, we, as an offshore holding company, are permitted under PRC laws and regulations to provide funding to our PRC subsidiaries, which are treated as foreign-invested enterprises under PRC laws, through loans or capital contributions. However, loans by us to our PRC subsidiaries to finance their activities cannot exceed statutory limits and must be registered with the local counterpart of SAFE and capital contributions to our PRC subsidiaries are subject to the requirement of making necessary filings in the Foreign Investment Comprehensive Management Information System, and registration with other governmental authorities in China.

SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming the Administration of Foreign Exchange Settlement of Capital of Foreign-invested Enterprises, or Circular 19, effective on June 1, 2015, in replacement of the Circular on the Relevant Operating Issues Concerning the Improvement of the Administration of the Payment and Settlement of Foreign Currency Capital of Foreign-Invested Enterprises, or SAFE Circular 142, the Notice from the State Administration of Foreign Exchange on Relevant Issues Concerning Strengthening the Administration of Foreign Exchange Businesses, or Circular 59, and the Circular on Further Clarification and Regulation of the Issues Concerning the Administration of Certain Capital Account Foreign Exchange Businesses, or Circular 45. According to Circular 19, the flow and use of the Renminbi capital converted from foreign currency-denominated registered capital of a foreign-invested company is regulated such that Renminbi capital may not be used for the issuance of Renminbi entrusted loans, the repayment of inter-enterprise loans or the repayment of banks loans that have been transferred to a third party. Although Circular 19 allows Renminbi capital converted from foreign currency-denominated registered capital of a foreign-invested enterprise to be used for equity investments within the PRC, it also reiterates the principle that Renminbi converted from the foreign currency-denominated capital of a foreign-invested company may not be directly or indirectly used for purposes beyond its business scope. Thus, it is unclear whether SAFE will permit such capital to be used for equity investments in the PRC in actual practice. SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming and Standardizing the Foreign Exchange Settlement Management Policy of Capital Account, or Circular 16, effective on June 9, 2016, which reiterates some of the rules set forth in Circular 19, but changes the prohibition against using Renminbi capital converted from foreign currency-denominated registered capital of a foreign-invested company to issue Renminbi entrusted loans to a prohibition against using such capital to issue loans to non-associated enterprises. Violations of SAFE Circular 19 and Circular 16 could result in administrative penalties. Circular 19 and Circular 16 may significantly limit our ability to transfer any foreign currency we hold, including the net proceeds from our initial public offering and follow-on public offering, to our PRC subsidiaries, which may adversely affect our liquidity and our ability to fund and expand our business in the PRC.

Due to the restrictions imposed on loans in foreign currencies extended to any PRC domestic companies, we are not likely to make such loans to the VIE and its subsidiaries, each a PRC domestic company. Meanwhile, we are not likely to finance the activities of the VIE and its subsidiaries by means of capital contributions given the restrictions on foreign investment in the businesses that are currently conducted by the VIE and its subsidiaries.

In light of the various requirements imposed by PRC regulations on loans to, and direct investment in, PRC entities by offshore holding companies, we cannot assure you that we will be able to complete the necessary government registrations or obtain the necessary government approvals on a timely basis, if at all, with respect to future loans to our PRC subsidiaries or the VIE or future capital contributions by us to our PRC subsidiaries. As a result, uncertainties exist as to our ability to provide prompt financial support to our PRC subsidiaries or the VIE and its subsidiaries when needed. If we fail to complete such registrations or obtain such approvals, our ability to use foreign currency, including the proceeds we received from our initial public offering, and to capitalize or otherwise fund our PRC operations may be negatively affected, which could materially and adversely affect our liquidity and our ability to fund and expand our business.

***Fluctuations in exchange rates could have a material and adverse effect on our results of operations and the value of your investment.***

The value of the Renminbi against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in political and economic conditions in China and by China's foreign exchange policies. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the Renminbi to the U.S. dollar, and the Renminbi appreciated more than 20% against the U.S. dollar over the following three years. Between July 2008 and June 2010, this appreciation halted and the exchange rate between the Renminbi and the U.S. dollar remained within a narrow band. Since June 2010, the Renminbi has fluctuated against the U.S. dollar, at times significantly and unpredictably. On November 30, 2015, the Executive Board of the International Monetary Fund (IMF) completed the regular five-year review of the basket of currencies that make up the Special Drawing Right, or the SDR, and decided that with effect from October 1, 2016, Renminbi is determined to be a freely usable currency and will be included in the SDR basket as a fifth currency, along with the U.S. dollar, the Euro, the Japanese yen and the British pound. In the fourth quarter of 2016, the Renminbi has depreciated significantly in the backdrop of a surging U.S. dollar and persistent capital outflows of China. Moreover, there remains significant international pressure on the PRC government to adopt a more flexible currency policy, which could result in greater fluctuation of the Renminbi against the U.S. dollar. With the development of the foreign exchange market and progress towards interest rate liberalization and Renminbi internationalization, the PRC government may in the future announce further changes to the exchange rate system and we cannot assure you that the Renminbi will not appreciate or depreciate significantly in value against the U.S. dollar in the future. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollar in the future.

Significant revaluation of the Renminbi may have a material and adverse effect on your investment. For example, to the extent that we need to convert U.S. dollars we receive from our initial public offering into Renminbi for our operations, appreciation of the Renminbi against the U.S. dollar would have an adverse effect on the Renminbi amount we would receive from the conversion. Conversely, if we decide to convert our Renminbi into U.S. dollars for the purpose of making payments for dividends on our ordinary shares or ADSs or for other business purposes, appreciation of the U.S. dollar against the Renminbi would have a negative effect on the U.S. dollar amount available to us.

Very limited hedging options are available in China to reduce our exposure to exchange rate fluctuations. To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk. While we may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedges may be limited and we may not be able to adequately hedge our exposure or at all. In addition, our currency exchange losses may be magnified by PRC exchange control regulations that restrict our ability to convert Renminbi into foreign currency.

***Foreign exchange controls may limit our ability to utilize our revenues effectively and affect the value of your investment.***

The PRC government imposes foreign exchange controls on the convertibility of the Renminbi, in certain cases, the remittance of currency out of China. We receive substantially all of our revenues in Renminbi. Under our current corporate structure, our Cayman Islands holding company primarily relies on dividend payments from our PRC subsidiaries to fund any cash and financing requirements we may have. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval of SAFE by complying with certain procedural requirements. Specifically, under the existing exchange restrictions, without prior approval of SAFE, cash generated from the operations of our PRC subsidiaries in China may be used to pay dividends to our company. However, approval from or registration with appropriate government authorities is required where Renminbi is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. As a result, we need to obtain SAFE approval or registration to use cash generated from the operations of our PRC subsidiaries and VIE to pay off their respective debt in a currency other than Renminbi owed to entities outside China, or to make other capital expenditure payments outside China in a currency other than Renminbi. The PRC government may at its discretion restrict access to foreign currencies for current account transactions in the future. If the foreign exchange control system prevents us from obtaining sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to pay dividends in foreign currencies to our shareholders and holders of the ADSs.

***The M&A Rules and certain other PRC regulations establish complex procedures for some acquisitions of Chinese companies by foreign investors, which could make it more difficult for us to pursue growth through acquisitions in China.***

The Rules on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the M&A Rules, adopted by six PRC regulatory agencies in 2006 and amended in 2009, and some other regulations and rules concerning mergers and acquisitions established additional procedures and requirements could make merger and acquisition activities by foreign investors more time consuming and complex, including requirements in some instances that the anti-monopoly law enforcement agency be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise. Moreover, the Anti-Monopoly Law of the PRC requires that the anti-monopoly law enforcement agency be notified in advance of any transaction where the parties' turnover in the China market and/or global market exceed certain thresholds and the buyer would obtain control of, or decisive influence over, the target as a result of the business combination. As further clarified by the Provisions of the State Council on the Threshold of Filings for Undertaking Concentrations issued by the State Council in 2008 and amended in September 2018, such thresholds include: (i) the total global turnover of all operators participating in the transaction exceeds RMB10 billion in the preceding fiscal year and at least two of these operators each had a turnover of more than RMB400 million within China in the preceding fiscal year, or (ii) the total turnover within China of all the operators participating in the transaction exceeded RMB2 billion in the preceding fiscal year, and at least two of these operators each had a turnover of more than RMB400 million within China in the preceding fiscal year. There are numerous factors the anti-monopoly law enforcement agency considers in determining "control" or "decisive influence," and, depending on certain criteria, the anti-monopoly law enforcement agency may conduct anti-monopoly review of transactions in respect of which it was notified. In light of the uncertainties relating to the interpretation, implementation and enforcement of the Anti-Monopoly Law of the PRC, we cannot assure you that the anti-monopoly law enforcement agency will not deem our past and future acquisitions or investments to have triggered filing requirement for anti-trust review. If we are found to have violated the Anti-Monopoly Law of the PRC for failing to file the notification of concentration and request for review, we could be subject to a fine of up to RMB500,000, and the parts of the transaction causing the prohibited concentration could be ordered to be unwound, which may materially and adversely affect our business, financial condition and results of operations.

In addition, the Circular of the General Office of the State Council on the Establishment of Security Review System for the Merger and Acquisition of Domestic Enterprises by Foreign Investors that became effective in March 2011, and the Rules on Implementation of Security Review System for the Merger and Acquisition of Domestic Enterprises by Foreign Investors issued by the Ministry of Commerce that became effective in September 2011 specify that mergers and acquisitions by foreign investors that raise “national defense and security” concerns and mergers and acquisitions through which foreign investors may acquire de facto control over domestic enterprises that raise “national security” concerns are subject to strict review by the Ministry of Commerce, and the rules prohibit any activities attempting to bypass a security review, including by structuring the transaction through a proxy or contractual control arrangement. In the future, we may grow our business by acquiring complementary businesses. Complying with the requirements of the above-mentioned regulations and other relevant rules to complete such transactions could be time consuming, and any required approval processes, including obtaining approval from the Ministry of Commerce or its local counterparts may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

***PRC regulations relating to the establishment of offshore special purpose companies by PRC residents may subject our PRC resident beneficial owners or our PRC subsidiaries to liability or penalties, limit our ability to inject capital into our PRC subsidiaries, limit our PRC subsidiaries’ ability to increase their registered capital or distribute profits to us, or may otherwise adversely affect us.***

SAFE promulgated the Circular on Issues Concerning the Foreign Exchange Administration over the Overseas Investment and Financing and Round-trip Investment by Domestic Residents via Special Purpose Vehicles, or SAFE Circular 37, in July 2014. SAFE Circular 37 requires PRC residents or entities to register with SAFE or its local branches in connection with their establishment or control of an offshore entity established for the purpose of overseas investment or financing with such PRC residents or entities’ legally owned assets or equity interests in domestic enterprises or offshore assets or interests. In addition, such PRC residents or entities must update their SAFE registrations when the offshore special purpose vehicle undergoes material events relating to any change of basic information (including change of such PRC citizens or residents, name and operation term), increases or decreases in investment amount, transfers or exchanges of shares, or mergers or divisions. According to the Circular of Further Simplifying and Improving the Policies of Foreign Exchange Administration Applicable to Direct Investment released in February 2015 by SAFE, local banks will examine and handle foreign exchange registration for overseas direct investment, including the initial foreign exchange registration and amendment registration, under SAFE Circular 37 from June 2015. See “Item 4. Information on the Company—4.B. Business Overview—Regulation—Regulations on Foreign Exchange and Offshore Investment.”

If our shareholders who are PRC residents or entities do not complete their registration with the local SAFE, the National Development and Reform Commission, or the NDRC, or MOCT branches, our PRC subsidiaries may be prohibited from distributing their profits and proceeds from any reduction in capital, share transfer or liquidation to us, and we may be restricted in our ability to contribute additional capital to our PRC subsidiaries. In addition, our shareholders may be required to suspend or stop the investment and complete the registration within a specified time, and may be warned or prosecuted for criminal liability if a crime is constituted. Moreover, failure to comply with the SAFE registration described above could result in liability under PRC laws for evasion of applicable foreign exchange restrictions.

We have notified all PRC residents or entities who directly or indirectly hold shares in our Cayman Islands holding company and who are known to us as being PRC residents or entities to complete the foreign exchange registrations or outbound investment filings. However, we may not be informed of the identities of all the PRC residents or entities holding direct or indirect interest in our company, nor can we compel our beneficial owners to comply with SAFE registration or outbound investment filings requirements. As a result, we cannot assure you that all of our shareholders or beneficial owners who are PRC residents or entities have complied with, and will in the future make, obtain or update any applicable registrations or approvals required by SAFE, NDRC or MOCT regulations. Failure by such shareholders or beneficial owners to comply with SAFE, NDRC or MOCT regulations, or failure by us to amend the foreign exchange registrations of our PRC subsidiaries, could subject us to fines or legal sanctions, restrict our overseas or cross-border investment activities, limit our PRC subsidiaries’ ability to make distributions or pay dividends to us or affect our ownership structure, which could adversely affect our business and prospects.

Furthermore, as these foreign exchange and outbound investment regulations are still relatively new and their interpretation and implementation has been constantly evolving, it is unclear how these regulations, and any future regulation concerning offshore or cross-border transactions, will be interpreted, amended and implemented by the relevant government authorities. For example, we may be subject to a more stringent review and approval process with respect to our foreign exchange activities, such as remittance of dividends and foreign currency denominated borrowings, which may adversely affect our financial condition and results of operations. In addition, if we decide to acquire a PRC domestic company, we cannot assure you that we or the owners of such company, as the case may be, will be able to obtain the necessary approvals or complete the necessary filings and registrations required by the foreign exchange regulations. This may restrict our ability to implement our acquisition strategy and could adversely affect our business and prospects.

***Any failure to comply with PRC regulations regarding the registration requirements for employee share incentive plans may subject the PRC plan participants or us to fines and other legal or administrative sanctions.***

Pursuant to SAFE Circular 37, PRC residents who participate in share incentive plans in overseas non-publicly-listed companies may submit applications to SAFE or its local branches for the foreign exchange registration with respect to offshore special purpose companies. In the meantime, directors, executive officers and other employees who are PRC citizens or who are non-PRC residents residing in the PRC for a continuous period of not less than one year, subject to limited exceptions, and who have been granted share-based awards, may follow the Circular of the SAFE on Issues Concerning the Administration of Foreign Exchange Used for Domestic Individuals' Participation in Equity Incentive Plan of Overseas Listed Companies, promulgated by SAFE in 2012. Pursuant to the circular, PRC citizens and non-PRC citizens who reside in China for a continuous period of not less than one year who participate in any stock incentive plan of an overseas publicly listed company, subject to a few exceptions, are required to register with SAFE through a domestic qualified agent, which could be the PRC subsidiaries of such overseas listed company, and complete certain other procedures. In addition, an overseas entrusted institution must be retained to handle matters in connection with the exercise or sale of stock options and the purchase or sale of shares and interests. We, our directors, our executive officers and other employees who are PRC citizens or who reside in the PRC for a continuous period of not less than one year and who have been granted share-based awards are subject to these regulations. Failure to complete the SAFE registrations may subject us to fines, and legal sanctions and may also limit our ability to contribute additional capital into our PRC subsidiaries and limit our PRC subsidiaries' ability to distribute dividends to us. We also face regulatory uncertainties that could restrict our ability to adopt additional incentive plans for our directors, executive officers and employees under PRC law. See "Item 4. Information on the Company—4.B. Business Overview—Regulation—Regulations on Foreign Exchange and Offshore Investment."

The State Administration of Taxation has issued certain circulars concerning employee share options and restricted shares. Under these circulars, our employees working in China who exercise share options or are granted restricted shares will be subject to PRC individual income tax. Our PRC subsidiaries have obligations to file documents related to employee share options or restricted shares with relevant tax authorities and to withhold individual income taxes of those employees who exercise their share options. If our employees fail to pay or we fail to withhold their income taxes according to relevant laws and regulations, we may face sanctions imposed by the tax authorities or other PRC governmental authorities. See "Item 4. Information on the Company—4.B. Business Overview—Regulation—Regulations on Foreign Exchange and Offshore Investment."

***The enforcement of the PRC Labor Contract Law and other labor-related regulations in the PRC may adversely affect our business and results of operations.***

The Standing Committee of the National People's Congress enacted the Labor Contract Law in 2008, and amended it on December 28, 2012. The Labor Contract Law introduced specific provisions related to fixed-term employment contracts, part-time employment, probationary periods, consultation with labor unions and employee assemblies, employment without a written contract, dismissal of employees, severance, and collective bargaining to enhance previous PRC labor laws. Under the Labor Contract Law, an employer is obligated to sign a non-fixed-term labor contract with any employee who has worked for the employer for ten consecutive years. Further, if an employee requests or agrees to renew a fixed-term labor contract that has already been entered into twice consecutively, the resulting contract, with certain exceptions, must have an unlimited term, subject to certain exceptions. With certain exceptions, an employer must pay severance to an employee where a labor contract is terminated or expires. In addition, the PRC governmental authorities have continued to introduce various new labor-related regulations since the effectiveness of the Labor Contract Law.

Under the PRC Social Insurance Law and the Administrative Measures on Housing Fund, employees are required to participate in pension insurance, work-related injury insurance, medical insurance, unemployment insurance, maternity insurance, and housing funds and employers are required, together with their employees or separately, to pay the social insurance premiums and housing funds for their employees. If we fail to make adequate social insurance and housing fund contributions, we may be subject to fines and legal sanctions, and our business, financial conditions and results of operations may be adversely affected.

These laws designed to enhance labor protection tend to increase our labor costs. In addition, as the interpretation and implementation of these regulations are still evolving, our employment practices may not be at all times be deemed in compliance with the regulations. As a result, we could be subject to penalties or incur significant liabilities in connection with labor disputes or investigations.

***We may be classified as a “PRC resident enterprise” for PRC enterprise income tax purposes, which could result in unfavorable tax consequences to us and our non-PRC shareholders and ADS holders and have a material adverse effect on our results of operations and the value of your investment.***

Under the Enterprise Income Tax Law of the PRC and its implementation rules, an enterprise established outside of the PRC with a “de facto management body” within the PRC is considered a “resident enterprise” and will be subject to PRC enterprise income tax on its global income at the rate of 25%. The implementation rules define the term “de facto management body” as the body that exercises full and substantial control over and overall management of the business, personnel, accounts and properties of an enterprise. In April 2009, the State Administration of Taxation issued a circular, known as SAT Circular 82, which provides certain specific criteria for determining whether the “de facto management body” of a PRC-controlled enterprise that is incorporated offshore is located in China. Although this circular only applies to offshore enterprises controlled by PRC enterprises or PRC enterprise groups, not those controlled by PRC individuals or foreigners like us, the criteria set forth in the circular may reflect the State Administration of Taxation’s general position on how the “de facto management body” test should be applied in determining the tax resident status of all offshore enterprises. According to SAT Circular 82, an offshore incorporated enterprise controlled by a PRC enterprise or a PRC enterprise group will be regarded as a PRC tax resident by virtue of having its “de facto management body” in China and will be subject to PRC enterprise income tax on its global income only if all of the following conditions are met: (i) the primary location of the day-to-day operational management is in the PRC; (ii) decisions relating to the enterprise’s financial and human resource matters are made or are subject to approval by organizations or personnel in the PRC; (iii) the enterprise’s primary assets, accounting books and records, company seals, and board and shareholder resolutions, are located or maintained in the PRC; and (iv) at least 50% of voting board members or senior executives habitually reside in the PRC.

We believe none of our entities outside of China is a PRC resident enterprise for PRC tax purposes. However, the tax resident status of an enterprise is subject to determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term “de facto management body.” As a majority of our management members are based in China, it remains unclear how the tax residency rule will apply to our case. If the PRC tax authorities determine that our company or any of our subsidiaries outside of China is a PRC resident enterprise for enterprise income tax purposes, we may be subject to PRC enterprise income on our worldwide income at the rate of 25%, which could materially reduce our net income. In addition, we will also be subject to PRC enterprise income tax reporting obligations. Furthermore, we may be required to withhold a 10% withholding tax from dividends we pay to our shareholders that are non-resident enterprises, including the holders of the ADSs, if such income is treated as sourced from within the PRC. In addition, non-resident enterprise shareholders (including the ADS holders) may be subject to PRC tax at a rate of 10% on gains realized on the sale or other disposition of ADSs or ordinary shares, if such income is treated as sourced from within the PRC. Furthermore, if we are deemed a PRC resident enterprise, dividends paid to our non-PRC individual shareholders (including the ADS holders) and any gain realized on the transfer of ADSs or ordinary shares by such shareholders may be subject to PRC tax at a rate of 20% (which, in the case of dividends, may be withheld at source by us), if such income is deemed to be from PRC sources. These rates may be reduced by an applicable tax treaty, but it is unclear whether non-PRC shareholders of our company would be able to obtain the benefits of any tax treaties between their country of tax residence and the PRC in the event that we are treated as a PRC resident enterprise. Any such tax may reduce the returns on your investment in the ADSs or ordinary shares.

***We face uncertainty with respect to indirect transfers of equity interests in PRC resident enterprises by their non-PRC holding companies.***

On February 3, 2015, the State Administration of Taxation issued the Circular on Issues of Enterprise Income Tax on Indirect Transfers of Assets by Non-PRC Resident Enterprises, or SAT Circular 7. SAT Circular 7 extends its tax jurisdiction to transactions involving the transfer of taxable assets through offshore transfer of a foreign intermediate holding company. In addition, SAT Circular 7 has introduced safe harbors for internal group restructurings and the purchase and sale of equity securities through a public securities market. SAT Circular 7 also brings challenges to both foreign transferor and transferee (or other person who is obligated to pay for the transfer) of taxable assets.

On October 17, 2017, the State Administration of Taxation issued the Circular on Issues of Tax Withholding regarding Non-PRC Resident Enterprise Income Tax at Source, or SAT Circular 37, which came into effect on December 1, 2017. SAT Circular 37 further clarifies the practice and procedure of the withholding of nonresident enterprise income tax.

Where a nonresident enterprise transfers taxable assets indirectly by disposing of the equity interests of an overseas holding company, which is known as an indirect transfer, the nonresident enterprise as either transferor or transferee, or the PRC entity that directly owns the taxable assets, may report such indirect transfer to the relevant tax authority. Using a “substance over form” principle, the PRC tax authority may disregard the existence of the overseas holding company if it lacks a reasonable commercial purpose and was established for the purpose of reducing, avoiding or deferring PRC tax. As a result, gains derived from such indirect transfer may be subject to PRC enterprise income tax, and the transferee or other person who is obligated to pay for the transfer is obligated to withhold the applicable taxes, currently at a rate of 10% for the transfer of equity interests in a PRC resident enterprise. Both the transferor and the transferee may be subject to penalties under PRC tax laws if the transferee fails to withhold the taxes and the transferor fails to pay the taxes.

We face uncertainties as to the reporting and other implications of certain past and future transactions where PRC taxable assets are involved, such as offshore restructuring, sale of the shares in our offshore subsidiaries and investments. Our company may be subject to filing obligations or taxed if our company is transferor in such transactions, and may be subject to withholding obligations if our company is transferee in such transactions, under SAT Circular 7 or SAT Circular 37. For transfer of shares in our company by investors who are non-PRC resident enterprises, our PRC subsidiaries may be requested to assist in the filing under SAT Circular 7 or SAT Circular 37. As a result, we may be required to expend valuable resources to comply with SAT Circular 7 or SAT Circular 37 or to request the relevant transferors from whom we purchase taxable assets to comply with these circulars, or to establish that our company should not be taxed under these circulars, which may have a material adverse effect on our financial condition and results of operations.

***Proceedings instituted by the SEC against “big four” PRC-based accounting firms, including our independent registered public accounting firm, could result in financial statements being determined to not be in compliance with the requirements of the Exchange Act.***

In December 2012, the SEC instituted administrative proceedings against the “big four” PRC-based accounting firms, including our independent registered public accounting firm, alleging that these firms had violated U.S. securities laws and the SEC’s rules and regulations thereunder by failing to provide to the SEC the firms’ audit work papers with respect to certain PRC-based companies that are publicly traded in the United States.

On January 22, 2014, the administrative law judge presiding over the matter rendered an initial decision that each of the firms had violated the SEC’s rules of practice by failing to produce audit papers and other documents to the SEC. The initial decision censured each of the firms and barred them from practicing before the SEC for a period of six months.

On February 6, 2015, the four China-based accounting firms each agreed to a censure and to pay a fine to the SEC to settle the dispute and avoid suspension of their ability to practice before the SEC and audit U.S.-listed companies. The settlement required the firms to follow detailed procedures and to seek to provide the SEC with access to Chinese firms' audit documents via the CSRC. Under the terms of the settlement, the underlying proceeding against the four China-based accounting firms was deemed dismissed with prejudice four years after entry of the settlement. The four-year mark occurred on February 6, 2019. While we cannot predict if the SEC will further challenge the four China-based accounting firms' compliance with U.S. law in connection with U.S. regulatory requests for audit work papers or if the results of such a challenge would result in the SEC imposing penalties such as suspensions, if the accounting firms are subject to additional remedial measures, our ability to file our financial statements in compliance with SEC requirements could be impacted. A determination that we have not timely filed financial statements in compliance with the SEC requirements could ultimately lead to the delisting of our ADSs from the Nasdaq or deregistration from the SEC, or both, which would substantially reduce or effectively terminate the trading of the ADSs in the United States.

#### **Risks Related to the ADSs**

*The trading price of the ADSs is likely to be volatile, which could result in substantial losses to investors.*

The daily closing trading prices of our ADSs ranged from US\$0.50 to US\$2.39 per ADS in 2022. The trading price of the ADSs is likely to be volatile and could fluctuate widely due to multiple factors, some of which are beyond our control. This may happen because of broad market and industry factors, including the performance and fluctuation of the market prices of other companies with business operations located mainly in China that have listed their securities in the United States. In addition to market and industry factors, the price and trading volume for the ADSs may be highly volatile for factors, including the following:

- variations in our revenues, operating costs and expenses, earnings and cash flow;
- announcements of new investments, acquisitions, strategic partnerships or joint ventures by us or our competitors;
- announcements of new products and services by us or our competitors;
- changes in financial estimates by securities analysts;
- detrimental adverse publicity about us, our shareholders, affiliates, directors, officers or employees, our content offerings, our business model, our services or our industry;
- announcements of new regulations, rules or policies relevant for our business;
- additions or departures of key personnel;
- allegations of a lack of effective internal control over financial reporting, inadequate corporate governance policies, or allegations of fraud, among other things, involving China-based issuers;
- release of lock-up or other transfer restrictions on our outstanding equity securities or sales of additional equity securities; and
- potential litigation or regulatory investigations.

Any of these factors may result in large and sudden changes in the volume and price at which the ADSs will trade.

In the past, shareholders of public companies have often brought securities class action suits against those companies following periods of instability in the market price of their securities. If we were involved in a class action suit, it could divert a significant amount of our management's attention and other resources from our business and operations and require us to incur significant expenses to defend the suit, which could harm our results of operations. Any such class action suit, whether or not successful, could harm our reputation and restrict our ability to raise capital in the future. In addition, if a claim is successfully made against us, we may be required to pay significant damages, which could have a material adverse effect on our financial condition and results of operations.

***If securities or industry analysts do not publish research or reports about our business, or if they adversely change their recommendations regarding the ADSs, the market price for the ADSs and trading volume could decline.***

The trading market for the ADSs will be influenced by research or reports that industry or securities analysts publish about our business. If one or more analysts who cover us downgrade the ADSs, the market price for the ADSs would likely decline. If one or more of these analysts cease to cover us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the market price or trading volume for the ADSs to decline.

***The sale or availability for sale of substantial amounts of the ADSs could adversely affect their market price.***

Sales of substantial amounts of the ADSs in the public market, or the perception that these sales could occur, could adversely affect the market price of the ADSs and could materially impair our ability to raise capital through equity offerings in the future. The ADSs representing our Class A ordinary shares sold in our initial public offering are freely transferable by persons other than our “affiliates” without restriction or further registration under the Securities Act and the applicable lock-up agreements. Any or all of these ordinary shares may be released prior to the expiration of the applicable lock-up period at the discretion of the designated representatives. To the extent ordinary shares are released before the expiration of the applicable lock-up period and sold into the market, the market price of the ADSs could decline. We cannot predict what effect, if any, market sales of securities held by our significant shareholders or any other shareholder or the availability of these securities for future sale will have on the market price of the ADSs.

***Techniques employed by short sellers may drive down the market price of the ADSs.***

Short selling is the practice of selling securities that the seller does not own but rather has borrowed from a third party with the intention of buying identical securities back at a later date to return to the lender. The short seller hopes to profit from a decline in the value of the securities between the sale of the borrowed securities and the purchase of the replacement shares, as the short seller expects to pay less in that purchase than it received in the sale. As it is in the short seller’s interest for the price of the security to decline, many short sellers publish, or arrange for the publication of, negative opinions and allegations regarding the relevant issuer and its business prospects in order to create negative market momentum and generate profits for themselves after selling a security short. These short attacks have, in the past, led to selling of shares in the market. If we were to become the subject of any unfavorable allegations, whether such allegations are proven to be true or untrue, we could have to expend a significant amount of resources to investigate such allegations and/or defend ourselves. While we would strongly defend against any such short seller attacks, we may be constrained in the manner in which we can proceed against the relevant short seller by principles of freedom of speech, applicable state law or issues of commercial confidentiality.

***You may be subject to limitations on the transfer of the ADSs.***

The ADSs are transferable on the books of the depository. However, the depository may close its books at any time or from time to time when it deems it expedient in connection with the performance of its duties. The depository may close its books in emergencies, and on weekends and public holidays. The depository may refuse to deliver, transfer or register transfers of the ADSs generally when our share register or the books of the depository are closed, or at any time if we or the depository thinks it is advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

***Because we do not expect to pay cash dividends in the foreseeable future, you must rely on a price appreciation of the ADSs for a return on your investment.***

We currently intend to retain most, if not all, of our available funds and any future earnings to fund the development and growth of our business. As a result, we do not expect to pay any cash dividends in the foreseeable future. Therefore, you should not rely on an investment in the ADSs as a source for any future dividend income.

Our board of directors has complete discretion as to whether to distribute dividends, subject to certain requirements of Cayman Islands law. In addition, our shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by our directors. Under Cayman Islands law, a Cayman Islands company may pay a dividend out of either profit or share premium account, provided that in no circumstances may a dividend be paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business. Even if our board of directors decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend on our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors. Accordingly, the return on your investment in the ADSs will likely depend entirely upon any future price appreciation of the ADSs. There is no guarantee that the ADSs will appreciate in value or even maintain the price at which you purchased the ADSs. You may not realize a return on your investment in the ADSs and you may even lose your entire investment in the ADSs.

***Our third amended and restated memorandum and articles of association contain anti-takeover provisions that could have a material adverse effect on the rights of holders of our ordinary shares and the ADSs.***

Our third amended and restated memorandum and articles of association contain provisions to limit the ability of others to acquire control of our company or cause us to engage in change-of-control transactions. These provisions could have the effect of depriving our shareholders of an opportunity to sell their shares at a premium over prevailing market prices by discouraging third parties from seeking to obtain control of our company in a tender offer or similar transaction. Our board of directors has the authority, without further action by our shareholders, to issue preferred shares in one or more series and to fix their designations, powers, preferences, privileges, and relative participating, optional or special rights and the qualifications, limitations or restrictions, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, any or all of which may be greater than the rights associated with our ordinary shares, in the form of ADS or otherwise. Preferred shares could be issued quickly with terms calculated to delay or prevent a change in control of our company or make removal of management more difficult. If our board of directors decides to issue preferred shares, the price of the ADSs representing our ordinary shares may fall and the voting and other rights of the holders of our ordinary shares and the ADSs may be materially and adversely affected.

***You may face difficulties in protecting your interests, and your ability to protect your rights through U.S. courts may be limited, because we are incorporated under Cayman Islands law.***

We are an exempted company incorporated under the laws of the Cayman Islands. Our corporate affairs are governed by our memorandum and articles of association, the Companies Act (As Revised) of the Cayman Islands, or the Companies Act, and the common law of the Cayman Islands. The rights of shareholders to take action against our directors, actions by our minority shareholders and the fiduciary duties of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from the common law of England, the decisions of whose courts are of persuasive authority, but are not binding, on a court in the Cayman Islands. The rights of our shareholders and the fiduciary duties of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands have a less developed body of securities laws than the United States. Some U.S. states, such as Delaware, have more fully developed and judicially interpreted bodies of corporate law than the Cayman Islands. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action in a federal court of the United States.

Shareholders of Cayman Islands exempted companies like us have no general rights under Cayman Islands law to inspect corporate records (other than copies of the memorandum and articles of association and the register of mortgages and charges, and any special resolutions passed by these companies) or to obtain copies of lists of shareholders of these companies. Our directors have discretion under our articles of association to determine whether or not, and under what conditions, our corporate records may be inspected by our shareholders, but are not obliged to make them available to our shareholders. This may make it more difficult for you to obtain the information needed to establish any facts necessary for a shareholder motion or to solicit proxies from other shareholders in connection with a proxy contest.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests in the face of actions taken by our management, members of the board of directors or controlling shareholders than they would as public shareholders of a company incorporated in the United States.

***ADSs holders may not be entitled to a jury trial with respect to claims arising under the deposit agreement, which could result in less favorable outcomes to the plaintiff(s) in any such action.***

The deposit agreement governing the ADSs representing our Class A ordinary shares provides that, to the fullest extent permitted by law, ADS holders waive the right to a jury trial for any claim they may have against us or the depository arising out of or relating to our shares, the ADSs or the deposit agreement, including any claim under the U.S. federal securities laws.

If we or the depository were to oppose a jury trial based on this waiver, the court would have to determine whether the waiver was enforceable based on the facts and circumstances of the case in accordance with applicable state and federal law. To our knowledge, the enforceability of a contractual pre-dispute jury trial waiver in connection with claims arising under the federal securities laws has not been finally adjudicated by the United States Supreme Court. However, we believe that a contractual pre-dispute jury trial waiver provision is generally enforceable, including under the laws of the State of New York, which govern the deposit agreement, or by a federal or state court in the City of New York, which has non-exclusive jurisdiction over matters arising under the deposit agreement. In determining whether to enforce a contractual pre-dispute jury trial waiver, courts will generally consider whether a party knowingly, intelligently and voluntarily waived the right to a jury trial. We believe that this would be the case with respect to the deposit agreement and the ADSs. It is advisable that you consult legal counsel regarding the jury waiver provision before investing in the ADSs.

If you or any other holders or beneficial owners of ADSs bring a claim against us or the depository in connection with matters arising under the deposit agreement or the ADSs, including claims under federal securities laws, you or such other holder or beneficial owner may not be entitled to a jury trial with respect to such claims, which may have the effect of limiting and discouraging lawsuits against us or the depository. If a lawsuit is brought against us or the depository under the deposit agreement, it may be heard only by a judge or justice of the applicable trial court, which would be conducted according to different civil procedures and may result in different outcomes than a trial by jury would have, including outcomes that could be less favorable to the plaintiff(s) in any such action.

Nevertheless, if this jury trial waiver is not permitted by applicable law, an action could proceed under the terms of the deposit agreement with a jury trial. No condition, stipulation or provision of the deposit agreement or the ADSs serves as a waiver by any holder or beneficial owner of ADSs or by us or the depository of compliance with any substantive provision of the U.S. federal securities laws and the rules and regulations promulgated thereunder.

***The voting rights of holders of ADSs are limited by the terms of the deposit agreement, and you may not be able to exercise your right to direct the voting of your Class A ordinary shares underlying the ADSs.***

Holders of ADSs do not have the same rights as our registered shareholders. As a holder of the ADSs, you will not have any direct right to attend general meetings of our shareholders or to cast any votes at such meetings. You will only be able to exercise the voting rights which attach to the Class A ordinary shares underlying the ADSs indirectly by giving voting instructions to the depository in accordance with the provisions of the deposit agreement. Under the deposit agreement, you may vote only by giving voting instructions to the depository, as holder of the Class A ordinary shares underlying the ADSs. If we ask for your instructions, then upon receipt of your voting instructions, the depository will try to vote the underlying Class A ordinary shares in accordance with these instructions. If we do not instruct the depository to ask for your instructions, the depository may still vote in accordance with instructions you give, but it is not required to do so. You will not be able to directly exercise any right to vote with respect to the underlying Class A ordinary shares unless you withdraw the shares underlying your ADSs and become the registered holder of such shares prior to the record date for the general meeting. When a general meeting is convened, you may not receive sufficient advance notice of the meeting to enable you to withdraw the shares underlying the ADSs and become the registered holder of such shares prior to the record date for the general meeting to allow you to attend the general meeting and to vote directly with respect to any specific matter or resolution to be considered and voted upon at the general meeting. In addition, under our third amended and restated articles of association, for the purposes of determining those shareholders who are entitled to attend and vote at any general meeting, our directors may close our register of members and/or fix in advance a record date for such meeting, and such closure of our register of members or the setting of such a record date may prevent you from withdrawing the Class A ordinary shares underlying the ADSs and becoming the registered holder of such shares prior to the record date, so that you would not be able to attend the general meeting or to vote directly. Where any matter is to be put to a vote at a general meeting, upon our instruction, the depository will notify you of the upcoming vote and to deliver our voting materials to you. Under our third amended and restated memorandum and articles of association, the minimum notice period required to be given by our company to our registered shareholders for convening a general meeting is fifteen (15) days. We cannot assure you that you will receive the voting material in time to ensure you can direct the depository to vote your shares. In addition, the depository and its agents are not responsible for failing to carry out voting instructions or for their manner of carrying out your voting instructions. This means that you may not be able to exercise your right to direct how the shares underlying the ADSs are voted and you may have no legal remedy if the shares underlying the ADSs are not voted as you requested.

***Certain of our existing shareholders have substantial influence over our company, and their interests may not be aligned with the interests of our other stockholders.***

Dagang Feng, our chief executive officer and the co-chairman of our board of directors, holds approximately 78.9% voting power as of the date of this annual report, including his sole voting power and the shared voting power resulting from an acting-in-concert agreement entered into in September 2019. For more information, see “Item 6. Directors, Senior Management and Employees—F. Share Ownership.” Accordingly, Mr. Feng will have the ability to control the outcome of matters submitted to our shareholders for approval, including decisions regarding mergers, consolidations, liquidations and the sale of all or substantially all of our assets, election of directors and other significant corporate actions. This concentration of ownership may also have the effect of discouraging, delaying or preventing a future change of control, which could deprive our stockholders of an opportunity to receive a premium for their shares as part of a sale of our company and might reduce the price of our ADSs. The voting control of Mr. Feng will limit the ability of other shareholders to influence corporate activities and, as a result, we may take actions that shareholders other than Mr. Feng do not view as beneficial. As a shareholder, even a controlling shareholder, Mr. Feng is entitled to exercise his voting power in his own interests, which may not be the same as, or may conflict with, the interests of our other shareholders. Furthermore, because Mr. Feng controls a majority of our voting stock, he may pursue corporate opportunities independent of us.

***Our dual-class share structure with different voting rights will limit your ability to influence corporate matters and could discourage others from pursuing any change of control transactions that holders of our Class A ordinary shares and ADSs may view as beneficial.***

We have adopted a dual-class share structure such that our ordinary shares consist of Class A ordinary shares and Class B ordinary shares. In respect of matters requiring the votes of shareholders, each Class A ordinary share is entitled to one vote and each Class B ordinary share is entitled to 25 votes. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

As of the date of this annual report, Palopo Holding Limited, an entity wholly owned by Dagang Feng, and 36Kr Heros Holding Limited, an entity wholly owned by Chengcheng Liu, beneficially own all of our issued and outstanding Class B ordinary shares. These Class B ordinary shares constituted approximately 9.5% of our total issued and outstanding share capital and 72.3% of the aggregate voting power of our total issued and outstanding share capital.

As a result of this dual-class share structure, the holders of our Class B ordinary shares will have concentrated control over the outcome of matters put to a vote of shareholders and have significant influence over our business, including decisions regarding mergers, consolidations, liquidations and the sale of all or substantially all of our assets, election of directors and other significant corporate actions. The holders of Class B ordinary shares may take actions that are not in the best interest of us or our other shareholders or holders of the ADSs. This concentration of ownership may discourage, delay or prevent a change in control of our company, which could have the effect of depriving our other shareholders of the opportunity to receive a premium for their shares as part of a sale of our company and may reduce the price of the ADSs. This concentrated control will limit your ability to influence corporate matters and could discourage others from pursuing any potential merger, takeover or other change of control transactions that holders of Class A ordinary shares and ADSs may view as beneficial. In addition, future issuances of Class B ordinary shares may be dilutive to the holders of Class A ordinary shares. As a result, the market price of our Class A ordinary shares could be adversely affected. Furthermore, the conversion of Class B ordinary shares to Class A ordinary shares over time, while increasing the absolute voting power of holders of our Class A ordinary shares, may have the effect of increasing the relative voting power of the holders of Class B ordinary shares who retain their shares in the long term. As a result, the relative voting power of holders of Class A ordinary share may remain limited for a significant period of time.

***We are a “controlled company” within the meaning of the Nasdaq Stock Market Rules and, as a result, may rely on exemptions from certain corporate governance requirements that provide protection to shareholders of other companies.***

We are a “controlled company” as defined under the Nasdaq Stock Market Rules since Dagang Feng controls a majority of our total voting power as of the date of this annual report. For so long as we remain a controlled company under that definition, we are permitted to elect to rely, and may rely, on certain exemptions from corporate governance rules, such as the requirement that a majority of our board of directors must be independent directors, and the requirement that our board of directors have a compensation committee and nominating and corporate governance committee composed entirely of independent directors.

As a result, you will not have the same protection afforded to shareholders of companies that are subject to these corporate governance requirements.

***The difference in the voting rights of our Class A ordinary share and Class B ordinary share may harm the value and liquidity of our Class A ordinary share.***

The difference in the voting rights of our Class A ordinary share and Class B ordinary share could harm the value of our Class A ordinary share to the extent that any investor or potential future purchaser of our Class A ordinary share ascribes value to the right of holders of our Class B ordinary share to 25 votes per share. The existence of our dual-class share structure could also result in less liquidity for our Class A ordinary share than if there were only one class of our ordinary share.

***Our dual-class share structure may depress the trading price of our Class A ordinary share.***

Our dual-class share structure may result in a lower or more volatile market price of our Class A ordinary share or in adverse publicity or other adverse consequences. For example, certain index providers have announced restrictions on including companies with multiple-class share structures in certain of their indexes. S&P Dow Jones and FTSE Russell have announced changes to their eligibility criteria for inclusion of shares of public companies on certain indices, including the S&P 500. These changes exclude companies with multiple classes of shares from being added to these indices. In addition, several shareholder advisory firms have announced their opposition to the use of multiple-class structures. As a result, our dual-class share structure may prevent the inclusion of our Class A ordinary share in these indices and may cause shareholder advisory firms to publish negative commentary about our corporate governance practices or otherwise seek to cause us to change our capital structure. Any such exclusion from indices could result in a less active trading market for our Class A ordinary share. Any actions or publications by shareholder advisory firms critical of our corporate governance practices or capital structure could also adversely affect the value of our Class A ordinary share.

***You may experience dilution of your holdings due to the inability to participate in rights offerings.***

We may, from time to time, distribute rights to our shareholders, including rights to acquire securities. Under the deposit agreement, the depository will not distribute rights to holders of ADSs unless the distribution and sale of rights and the securities to which these rights relate are either exempt from registration under the Securities Act with respect to all holders of ADSs, or are registered under the provisions of the Securities Act. The depository may, but is not required to, attempt to sell these undistributed rights to third parties, and may allow the rights to lapse. We may be unable to establish an exemption from registration under the Securities Act, and we are under no obligation to file a registration statement with respect to these rights or underlying securities or to endeavor to have a registration statement declared effective. Accordingly, holders of ADSs may be unable to participate in our rights offerings and may experience dilution of their holdings as a result.

***As a company incorporated in the Cayman Islands, we are permitted to adopt certain home country practices in relation to corporate governance matters that differ significantly from the Nasdaq corporate governance listing standards. These practices may afford less protection to shareholders than they would enjoy if we complied fully with the Nasdaq corporate governance listing standards.***

As a Cayman Islands company listed on the Nasdaq, we are subject to the Nasdaq corporate governance listing standards. However, the Nasdaq rules permit a foreign private issuer like us to follow the corporate governance practices of its home country. Certain corporate governance practices in the Cayman Islands, which is our home country, may differ significantly from the Nasdaq corporate governance listing standards. We have followed and intend to continue to follow Cayman Islands corporate governance practices in lieu of the corporate governance requirements of the Nasdaq that listed companies must have: (i) a majority of independent directors; (ii) the establishment of a nominating/corporate governance committee composed entirely of independent directors; and (iii) a compensation committee composed entirely of independent directors. As a result of our reliance on the “foreign private issuer” or the “controlled company” exemptions, our shareholders may be afforded less protection than they otherwise would enjoy under the Nasdaq corporate governance listing standards applicable to U.S. domestic issuers.

***We are a foreign private issuer within the meaning of the rules under the Exchange Act, and as such we are exempt from certain provisions applicable to U.S. domestic public companies.***

Because we qualify as a foreign private issuer under the Exchange Act, we are exempt from certain provisions of the securities rules and regulations in the United States that are applicable to U.S. domestic issuers, including:

- the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q or current reports on Form 8-K;
- the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act;
- the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and liability for insiders who profit from trades made in a short period of time; and
- the rules under Regulation FD governing selective disclosure rules of material nonpublic information.

We will be required to file an annual report on Form 20-F within four months of the end of each fiscal year. In addition, we intend to publish our results on a quarterly basis as press releases, distributed pursuant to the rules and regulations of the Nasdaq. Press releases relating to financial results and material events will also be furnished to the SEC on Form 6-K. However, the information we are required to file with or furnish to the SEC will be less extensive and less timely compared to that required to be filed with the SEC by U.S. domestic issuers. As a result, you may not be afforded the same protections or information that would be made available to you were you investing in a U.S. domestic issuer.

***We incur significant costs as a result of being a public company, particularly after we cease to qualify as an “emerging growth company.”***

As a public company, we incur significant legal, accounting and other expenses. The Sarbanes-Oxley Act of 2002, as well as rules subsequently implemented by the SEC and the Nasdaq, impose various requirements on the corporate governance practices of public companies. As a company with less than US\$1.07 billion in revenues for our last fiscal year, we qualify as an “emerging growth company” pursuant to the JOBS Act. An emerging growth company may take advantage of specified reduced reporting and other requirements that are otherwise applicable generally to public companies. These provisions include exemption from the auditor attestation requirement under Section 404 of the Sarbanes-Oxley Act of 2002 in the assessment of the emerging growth company’s internal control over financial reporting. The JOBS Act also permits an emerging growth company to delay adopting new or revised accounting standards until such time as those standards apply to private companies. After we are no longer an “emerging growth company”, we expect to incur significant expenses and devote substantial management effort toward ensuring compliance with the requirements of Section 404 and the other rules and regulations of the SEC.

We expect the rules and regulations applicable to public companies to increase our legal and financial compliance costs and to make some corporate activities more time-consuming and costly. For example, as a public company, we will need to increase the number of independent directors and adopt policies regarding internal controls and disclosure controls and procedures. We also expect that operating as a public company makes it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. In addition, we incur additional costs associated with our public company reporting requirements. It is also more difficult for us to find qualified persons to serve on our board of directors or as executive officers. We are currently evaluating and monitoring developments with respect to these rules and regulations, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs.

***We believe that we were likely a passive foreign investment company (“PFIC”) for 2022, and due to the current trading prices of our ADSs there is a significant risk that we will be a PFIC for 2023 and possibly future taxable years, which could result in adverse U.S. federal income tax consequences to U.S. investors in the ADSs or Class A ordinary shares.***

In general, a non-U.S. corporation is a passive foreign investment company, or PFIC, for any taxable year in which (i) 75% or more of its gross income consists of passive income (the “income test”) or (ii) 50% or more of the average value of its assets (generally determined on a quarterly basis) consists of assets that produce, or are held for the production of, passive income (the “assets test”). For purposes of the above calculations, a non-U.S. corporation that owns (or is treated as owning for U.S. federal income tax purposes), directly or indirectly, at least 25% by value of the shares of another corporation is treated as if it held its proportionate share of the assets of the other corporation and received directly its proportionate share of the income of the other corporation. Passive income generally includes dividends, interest, rents, royalties and gains from financial investments. Cash is generally a passive asset for these purposes. Goodwill is an active asset to the extent attributable to activities that produce active income.

Because we hold a substantial amount of cash and financial investments, our PFIC status for any taxable year may depend on the average value of our goodwill and other active assets. We have not obtained valuations of our assets (including goodwill) for 2022. However, the value of our assets may be determined by reference to our average market capitalization. Because of the low average value of our market capitalization during 2022, we believe that we were likely a PFIC for our taxable year of 2022 if the value of our assets is determined by reference to our market capitalization. Due to our declining market capitalization, there is a significant risk that we will also be a PFIC under the assets test for our taxable year of 2023, and possibly future taxable years, if the value of our assets is determined by reference to our market capitalization. Moreover, the extent to which our goodwill should be treated as an active asset is not entirely clear. In addition, we provide financing to customers as part of our advertisement agent services and although our income from this business segment is small, if in the future the proportionate share of this income grows, we may be a PFIC under the income test. Furthermore, it is not entirely clear how the contractual arrangements between us and our VIE will be treated for purposes of the PFIC rules, and we may be a PFIC for any taxable year if our VIE is not treated as owned by us. Our PFIC status for any taxable year is an annual factual determination that can be made only after the end of that year and will depend on the composition of our income and assets and the value of our assets from time to time. For these reasons there can be no assurance regarding our PFIC status for any taxable year even if our market capitalization increases. If we are a PFIC for any taxable year during which a U.S. investor owns our ADSs or Class A ordinary shares, we will generally continue to be a PFIC with respect to that investor for all succeeding taxable years, even if we cease to meet the threshold requirements for PFIC status, unless certain elections are timely made by the investor. In addition, a U.S. holder of our ADSs or Class A ordinary shares will be subject to reporting obligations with respect to its ownership of PFIC stock. See “Item 10.E. Taxation—U.S. Federal Income Tax Considerations—*Passive Foreign Investment Company Rules*”.

## ITEM 4. INFORMATION ON THE COMPANY

### 4.A. History and Development of the Company

#### Our Corporate History

Our 36Kr.com website was launched in December 2010, offering New Economy-focused content. In July 2011, Xieli Zhucheng was incorporated in the PRC. In December 2016, Xieli Zhucheng incorporated a wholly-owned subsidiary in the PRC, Beijing Sanshiliuke Culture Media Co., Ltd., or Beijing Sanshiliuke, to host all its businesses of New Economy-focused content and business services. In May 2017, Beijing Sanshiliuke changed its name to Beijing Pinxin Media Culture Co., Ltd., which then changed its name to Beijing Duoke Information Technology Co., Ltd. in March 2019.

We incorporated 36Kr Holdings Inc. in the Cayman Islands on December 3, 2018. On December 4, 2018, the BVI Subsidiary was incorporated under the laws of the British Virgin Islands as 36Kr Holdings Inc.'s wholly-owned subsidiary. On December 20, 2018, the HK Subsidiary was incorporated as the BVI Subsidiary's wholly-owned subsidiary in Hong Kong. On February 25, 2019, 36Kr Global Holding (HK) Limited, or the 36Kr Global Holding, was incorporated as the HK Subsidiary's wholly-owned subsidiary in Hong Kong. On May 21, 2019, Tianjin Duoke was incorporated as the HK Subsidiary's wholly-owned subsidiary in the PRC. On June 25, 2019, Beijing Dake was incorporated as Tianjin Duoke's wholly-owned subsidiary in the PRC. In September 2019, Lotus Walk Inc. subscribed 51% of the equity interest in 36Kr Global, to jointly explore business opportunities in overseas markets with us. Since then, 36Kr Global Holding became an associate of the Group.

In September 2019, we entered into a series of contractual arrangements through Beijing Dake and Beijing Duoke (the VIE) and its shareholders in order to control the VIE. The VIE conducts substantially all of our operations in China. Our contractual arrangements with the VIE and its shareholders have enabled us to be considered the primary beneficiary of the VIE for accounting purposes. For more details, including risks associated with the VIE structure, please see "—4.C. Organizational Structure—Contractual Arrangements with Beijing Duoke," and "Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Corporate Structure."

In November 2019, we completed an initial public offering in which we offered and sold an aggregate of 34,500,000 Class A ordinary shares in the form of ADSs. On November 8, 2019, the ADSs began trading on the Nasdaq Global Market, under the symbol "KRKR".

In March 2022, we acquired 7.273% equity interest in Hangzhou Jialin Information Technology Co., Ltd. ("**Hangzhou Jialin**"), as one of the investors in its round B financing. Hangzhou Jialin is a fresh produce supply chain solution provider in China. In connection with the transaction, the Company has transferred its 100% equity interest in Beijing Dianqier Creative Interactive Media Culture Co., Ltd. ("**Dianqier**"), a subsidiary of the Company which primarily provides interactive marketing dispense services, as consideration for the 7.273% equity interest in Hangzhou Jialin.

Our corporate headquarters is located at 5-6/F, Tower A1, Junhao Central Park Plaza, No. 10 South Chaoyang Park Avenue, Chaoyang District, Beijing, People's Republic of China. Our telephone number at this address is + 86 10-5825-4106. Our registered office in the Cayman Islands is located at Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. Our agent for service of process in the United States is Cogency Global Inc. located at 10 East 40<sup>th</sup> Street, 10<sup>th</sup> Floor, New York, NY 10016. Our principal website is [www.36kr.com](http://www.36kr.com). The information contained on our website is not a part of this annual report.

The SEC maintains an internet site at [www.sec.gov](http://www.sec.gov) that contains reports, information statements, and other information regarding issuers that file electronically with the SEC.

## **Recent Regulatory Development**

### ***Revised Cybersecurity Measures***

On January 4, 2022, the CAC published the Revised Cybersecurity Review Measures, which became effective on February 15, 2022 and repealed the Cybersecurity Review Measures promulgated on April 13, 2020. The Revised Cybersecurity Review Measures provide that a critical information infrastructure purchasing network products and services, and platform operators carrying out data processing activities, which affect or may affect national security, shall apply for cybersecurity review and that a platform operator with more than one million users' personal information aiming to list abroad must apply for cybersecurity review.

Under the Revised Cybersecurity Review Measures, we face potential risks if we are deemed as a “critical information infrastructure operator” or “platform operator” under the PRC cybersecurity laws and regulations, and would be required to follow cybersecurity review procedures. During such review, we may be required to suspend providing any existing or new services to our customers and/or experience other disruptions of our operations, and such review could also result in negative publicity with respect to our Company and diversion of our managerial and financial resources. If the CSRC, CAC or other regulatory agencies later require that we obtain their approvals for our future offshore offerings, we may be unable to obtain such approvals in a timely manner, or at all, and such approvals may be rescinded even if obtained. Any failure to complete the required cybersecurity review may result in administrative penalties, including fines, a shut-down of our business, revocation of requisite licenses, as well as reputational damage or legal proceedings or actions against us, which may have material adverse effects on our business, financial condition and results of operations. Any such circumstance could significantly limit or completely hinder our ability to continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless. In addition, implementation of industry-wide regulations affecting our operations could limit our ability to attract new customers and/or users and cause the value of our securities to significantly decline. Therefore, investors of our company and our business face potential uncertainty from actions taken by the PRC government affecting our business.

As of the date of this annual report, we have not been involved in any investigations or become subject to a cybersecurity review initiated by the CAC based on the Cybersecurity Review Measures, and we have not been subject to any fines or other penalties due to breach or incidents of cybersecurity or data privacy and we have not received any inquiry, notice, warning, sanctions in such respect or any regulatory objections to our listing status from the CAC. In addition, (a) from time to time we have been communicating with the competent authorities, including the local branch of the CAC, and will closely monitor and assess further regulatory developments regarding cybersecurity and data privacy laws, including the development on cybersecurity review, and comply with the latest regulatory requirements or apply for cybersecurity review as applicable; (b) we will continuously improve our data security protection technologies and internal control procedures and engage external professional consultants to advise us on cybersecurity and data protection requirements, if needed. Based on the foregoing analysis, we believe under the currently effective PRC laws and regulations, we are not required to go through a cybersecurity review by the CAC to conduct a security offering or maintain our listing status on the Nasdaq. However, there remain substantial uncertainties on the interpretation and implementations of the Cybersecurity Review Measures.

### ***Potential CSRC Approval Required for the Listing of our ADSs***

On July 6, 2021, certain PRC regulatory authorities issued Opinions on Strictly Cracking Down on Illegal Securities Activities. These opinions call for strengthened regulation over illegal securities activities and supervision on overseas listings by China-based companies and propose to take effective measures, such as promoting the development of relevant regulatory systems to deal with the risks and incidents faced by China-based overseas-listed companies. As of the date of this annual report, no official guidance and related implementation rules have been issued in relation to these recently issued opinions and the interpretation and implementation of these opinions remain unclear at this stage. We cannot assure you that we will not be required to obtain the approval of the CSRC or of potentially other regulatory authorities to maintain the listing status of our ADSs on the NASDAQ or to conduct offerings of securities in the future. We have been closely monitoring regulatory developments in China regarding any necessary approvals from the CSRC, the CAC, or other PRC regulatory authorities required for overseas listings. As of the date of this annual report, we have not received any inquiry, notice, warning, sanctions or regulatory objection from the CSRC.

## **Contractual Arrangements and Corporate Structure**

We are a Cayman Islands company and currently conduct substantially all of our business operations in the PRC through Beijing Duke, our subsidiary incorporated in the PRC, and the VIE. Beijing Duke controls Beijing Duoke, the VIE in the PRC, through a series of contractual arrangements. We conduct a significant portion of our businesses in China through Beijing Duoke. It is the VIE that holds our key operating licenses, provides services to our customers, and enters into contracts with our suppliers. We operate our businesses this way because PRC laws and regulations restrict foreign investment in companies that engage in value-added telecommunication services. These contractual arrangements entered into with the VIE allow us to be considered the primary beneficiary of the VIE for accounting purposes. These contractual arrangements include the exclusive purchase option agreement, powers of attorney, equity pledge agreement, and exclusive business cooperation agreement. As a result of these contractual arrangements, we are considered the primary beneficiary of the VIE for accounting purposes, and consolidate its operating results in our financial statements under U.S. GAAP.

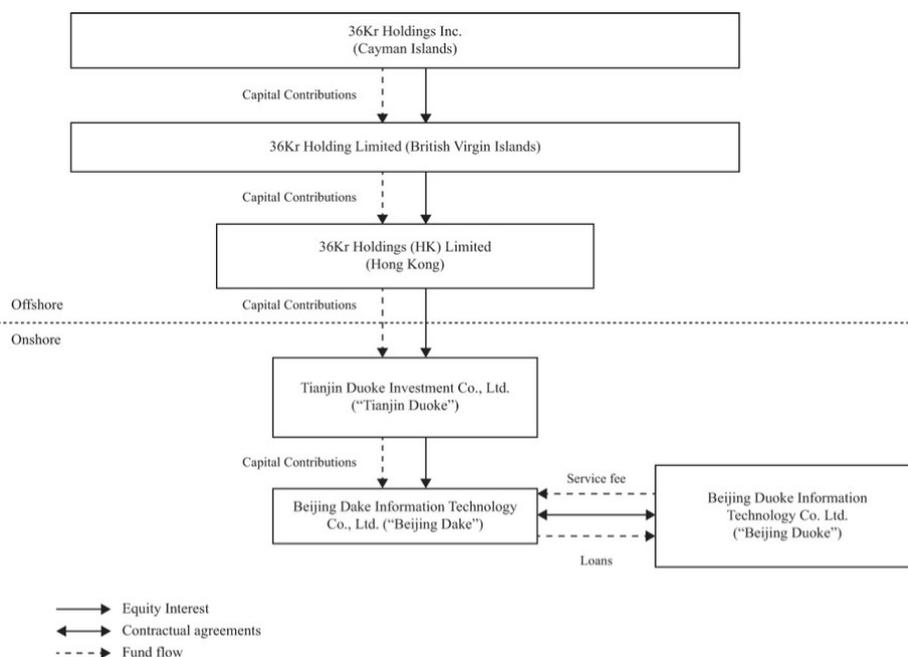
We do not have any equity interests in the VIE who is owned by certain nominee shareholders and BCI. As a result, control through these contractual arrangements may be less effective than direct ownership, and we could face heightened risks and costs in enforcing these contractual arrangements, because there are substantial uncertainties regarding the interpretation and application of current and future PRC laws, regulations, and rules relating to the legality and enforceability of these contractual arrangements. If the PRC government finds such agreements to be illegal, we could be subject to severe penalties or be forced to relinquish our interests in the VIE.

## **Permits and Permission Required from the PRC Authorities**

As advised by our PRC legal advisor, Jingtian & Gongcheng, except as disclosed in “Item 3. Key Information-3.D. Risk Factors- Risk Related to Our Business and Industry- Lack of Internet news information license may expose us to administrative sanctions, which would materially and adversely affect our business, results of operations and financial condition”, “Item 3. Key Information-3.D. Risk Factors- Risk Related to Our Business and Industry- Lack of Internet audio-visual program transmission license may expose us to administrative sanctions, which would materially and adversely affect our business, results of operations and financial condition.” and “Item 3. Key Information-3.D. Risk Factors- Risk Related to Our Business and Industry- Lack of Internet publishing license may expose us to administrative sanctions, which would materially and adversely affect our business, results of operations and financial condition”, we believe our PRC subsidiaries and VIEs have obtained the requisite licenses and permits from the PRC government authorities that are necessary for their business operations in China. Given the uncertainties of interpretation and implementation of relevant laws and regulations and the enforcement practice by relevant government authorities, we may be required to obtain additional licenses, permits, filings, or approvals for our business operations in the future. If we, our PRC subsidiaries or the VIE is found to be in violation of any existing or future PRC laws or regulations, or fail to obtain or maintain any of the required permits, approvals or filings, the relevant PRC regulatory authorities would have broad discretion to take action in dealing with such violations or failures. In addition, if we, our PRC subsidiaries or the VIE had inadvertently concluded that such approvals, permits, registrations or filings were not required, or if applicable laws, regulations or interpretations change in a way that requires us to obtain such approval, permits, registrations or filings in the future, we, our PRC subsidiaries and the VIE may be unable to obtain such necessary approvals, permits, registrations or filings in a timely manner, or at all, and such approvals, permits, registrations or filings may be rescinded even if obtained. Any such circumstance may subject us, our PRC subsidiaries or the VIE to fines and other regulatory, civil or criminal liabilities, and we, our PRC subsidiaries and the VIE may be ordered by the competent government authorities to suspend relevant operations, which will materially and adversely affect our business operation. In addition, there can be no assurance that we, our PRC subsidiaries and the VIE will be able to maintain our existing licenses, approvals, registrations, permits or filings necessary to provide our current online services in China, renew any of them when their current term expires, or update existing licenses or obtain additional licenses, approvals, permits, registrations or filings necessary for our business expansion from time to time. If we, our PRC subsidiaries and the VIE fail to do so, our business, financial condition and operational results may be materially and adversely affected. For risks relating to licenses and approvals required for our operations in China, see “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry.”

**Transfer of Funds and Other Assets**

The following diagram summarizes how funds were transferred among 36Kr Holdings Inc., our subsidiaries, and the VIE in 2020, 2021 and 2022.



Note:

(1) Under relevant PRC laws and regulations, we are permitted to remit funds to our VIE through loans rather than capital contributions. In 2020, 2021 and 2022, the loan paid by the PRC subsidiaries to the VIE amounted to RMB35.9 million, RMB25.0 million and nil, respectively.

As of December 31, 2022, 36Kr Holdings Inc. had made cumulative capital contributions of US\$41.0 million to subsidiaries of the parent company (the "Parent"), and were accounted for as long-term investments of 36Kr Holdings Inc, including US\$6.0 million injected through intermediate holding company into 36Kr Global Holding, an associate of the group, and US\$35.0 million to the PRC subsidiaries. As of December 31, 2022, the loan balance owed under the VIE agreements was nil. In 2020, 2021 and 2022, the VIE transferred nil, nil and RMB10.0 million (US\$ 1.4 million), respectively, to our PRC subsidiaries as payment or prepayment of service fees. Beijing Duke, our PRC subsidiary, provided the VIE with technical support, consulting services and other services related to the VIE's business, including business management, daily operations, strategic planning, among others.

As of December 31, 2020, 2021 and 2022, the outstanding balance of service fees owed by the VIE to our PRC subsidiaries amounted to RMB50.7 million, RMB76.0 million and RMB155.3 million (US\$22.5 million). There were no other assets transferred between VIE and non-VIEs in 2020, 2021 and 2022.

For any amounts owed by the VIE to our PRC subsidiaries under the VIE agreements, unless otherwise required by PRC tax authorities, we are able to settle such amounts without limitations under the current effective PRC laws and regulations, provided that the VIE has sufficient funds to do so. 36Kr Holdings Inc. has not previously declared or paid any cash dividend or dividend in kind, and has no plan to declare or pay any dividends in the near future on our shares or the ADSs representing our ordinary shares. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business. See “Item 8.—Financial Information—8.A. Consolidated Statements and Other Financial Information—Dividend Policy.”

For the purpose of illustration, the below table reflects the hypothetical taxes that might be required to be paid within China, assuming that: (i) we have taxable earnings, and (ii) we determine to pay a dividend in the future:

	Taxation Scenario <sup>(1)</sup>
	Statutory Tax and Standard Rates
Hypothetical pre-tax earnings <sup>(2)</sup>	100%
Tax on earnings at statutory rate of 25%	-25%
Net earnings available for distribution	75%
Withholding tax at standard rate of 10% <sup>(3)</sup>	-7.5%
Net distribution to Parent/Shareholders	67.5%

Notes:

(1) The tax calculation has been simplified for the purpose of this example. The hypothetical book pre-tax earnings amount, which does not consider temporary differences, is assumed to equal the taxable income in the PRC.

(2) Under the terms of the VIE agreements, sales service fees are charged by our PRC subsidiaries to the VIE. For all the periods presented, these fees are recognized as cost of revenues of the VIE, with a corresponding amount as service income by our PRC subsidiaries and eliminated in consolidation. For income tax purposes, our PRC subsidiaries and VIE file income taxes on a separate company basis. The fees paid are recognized as a tax deduction by the VIE and as income by our PRC subsidiaries and are tax neutral.

Upon the instance that the VIE reaches a cumulative level of profitability, because our PRC subsidiaries occupy certain copyrights, the agreements will be updated to reflect charges for such copyrights usage on the basis that they will quantify for tax neutral treatment.

(3) China’s Enterprise Income Tax Law imposes a withholding income tax of 10% on dividends distributed by a Foreign Invested Enterprises (“FIE”) to its immediate holding company outside of China. A lower withholding income tax rate of 5% is applied if the FIE’s immediate holding company is registered in Hong Kong or other jurisdictions that have a tax treaty arrangement with China, subject to a qualification review at the time of the distribution. For the purpose of this hypothetical example, this table has been prepared based on a taxation scenario under which the full withholding tax would be applied.

The table above has been prepared under the assumption that all profits of the VIE will be distributed as fees to our PRC subsidiaries under tax neutral contractual arrangements. If in the future, the accumulated earnings of the VIE exceed the fees paid to our PRC subsidiaries, or if the current and contemplated fee structure between the intercompany entities is determined to be non-substantive and disallowed by Chinese tax authorities, we have other tax-planning strategies that can be deployed on a tax neutral basis.

Should all tax planning strategies fail, the VIE could, as a matter of last resort, make a non-deductible transfer to our PRC subsidiaries for the amounts of the stranded cash in the VIE. This would result in the double taxation of earnings: one at the VIE level (for non-deductible expenses) and one at the PRC subsidiary level (for presumptive earnings on the transfer). Such a transfer and the related tax burdens would reduce our after-tax income to approximately 50.6% of the pre-tax income. Our management is of the view that the likelihood that this scenario would happen is remote.

**Condensed Consolidating Schedule**

The following tables present the summary statements of operations for our Company’s VIE and other entities for the periods presented.

	For the year ended December 31,																	
	2020						2021						2022					
	Parent	Subsidiaries of the Parent	Primary Beneficiary of VIE	VIE and its subsidiaries	Eliminating adjustments	Consolidated totals	Parent	Subsidiaries of the Parent	Primary Beneficiary of VIE	VIE and its subsidiaries	Eliminating adjustments	Consolidated totals	Parent	Subsidiaries of the Parent	Primary Beneficiary of VIE	VIE and its subsidiaries	Eliminating adjustments	Consolidated totals
<b>Condensed Consolidating Schedule of Results of Operations</b>																		
Inter-company revenues (Note 1)	—	—	31,535	—	(31,535)	—	—	962	23,820	25	(24,807)	—	—	25,211	59,104	—	(84,315)	—
Third-party revenues (Note 2)	—	—	—	386,861	(97)	386,764	—	180	—	316,632	(33)	316,779	—	1,584	387	320,526	—	322,497
Cost of revenues (Note 1)	—	—	(10,135)	(282,772)	31,535	(261,372)	—	(724)	(5,273)	(147,654)	24,807	(128,844)	—	(909)	(9,556)	(211,698)	84,315	(137,848)
<b>Gross profit</b>	<b>—</b>	<b>—</b>	<b>21,400</b>	<b>104,089</b>	<b>(97)</b>	<b>125,392</b>	<b>—</b>	<b>418</b>	<b>18,547</b>	<b>169,003</b>	<b>(33)</b>	<b>187,935</b>	<b>—</b>	<b>25,886</b>	<b>49,935</b>	<b>108,828</b>	<b>—</b>	<b>184,649</b>
Operating expenses	(9,494)	(26)	(99,027)	(284,163)	—	(392,710)	(9,551)	(18,768)	(63,473)	(190,249)	—	(282,041)	(11,602)	(17,237)	(68,363)	(131,984)	—	(229,186)
<b>Income(loss) from operations</b>	<b>(9,494)</b>	<b>(26)</b>	<b>(77,627)</b>	<b>(180,074)</b>	<b>(97)</b>	<b>(267,318)</b>	<b>(9,551)</b>	<b>(18,350)</b>	<b>(44,926)</b>	<b>(21,246)</b>	<b>(33)</b>	<b>(94,106)</b>	<b>(11,602)</b>	<b>8,649</b>	<b>(18,428)</b>	<b>(23,156)</b>	<b>—</b>	<b>(44,537)</b>
<b>Other income/(expenses):</b>																		
Income/(loss) from subsidiaries (Note 3)	(272,297)	(248,592)	—	—	520,889	—	(80,559)	(56,676)	—	—	137,235	—	31,888	23,691	-	-	(55,579)	-
Income/(loss) from VIEs (Note 3)	—	—	(171,340)	—	171,340	—	—	—	(12,923)	—	12,923	—	—	—	40,959	—	(40,959)	—
Share of income/(loss) from equity method investments (Note 2)	—	(23,599)	—	—	97	(23,502)	—	(5,532)	—	26	33	(5,473)	—	(472)	—	523	—	51
Gain on disposal of a subsidiary	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	38,019	—	38,019
Long-term investment income/(loss), net	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	15,964	—	15,964
Short-term investments income	—	—	443	1,416	—	1,859	—	2	715	1,768	—	2,485	—	2	735	1,262	—	1,999
Others, net	1,560	(80)	(118)	12,021	—	13,383	539	(3)	449	5,602	—	6,587	1,657	18	425	9,402	—	11,502
<b>Income/(Loss) before income tax</b>	<b>(280,231)</b>	<b>(272,297)</b>	<b>(248,642)</b>	<b>(166,637)</b>	<b>692,229</b>	<b>(275,578)</b>	<b>(89,571)</b>	<b>(80,559)</b>	<b>(56,685)</b>	<b>(13,850)</b>	<b>150,158</b>	<b>(90,507)</b>	<b>21,943</b>	<b>31,888</b>	<b>23,691</b>	<b>42,014</b>	<b>(96,538)</b>	<b>22,998</b>
Income tax (expenses)/credit	—	—	50	(3,814)	—	(3,764)	—	—	9	(111)	—	(102)	—	—	—	(361)	—	(361)
<b>Net income/(loss)</b>	<b>(280,231)</b>	<b>(272,297)</b>	<b>(248,592)</b>	<b>(170,451)</b>	<b>692,229</b>	<b>(279,342)</b>	<b>(89,571)</b>	<b>(80,559)</b>	<b>(56,676)</b>	<b>(13,961)</b>	<b>150,158</b>	<b>(90,609)</b>	<b>21,943</b>	<b>31,888</b>	<b>23,691</b>	<b>41,653</b>	<b>(96,538)</b>	<b>22,637</b>

Note 1: The eliminations are mainly related to inter-company services fee charged among subsidiaries of the Parent, the Primary Beneficiary of VIE and the VIE.

Note 2: The eliminations are mainly related to unrealized gains attributable to transactions between the VIE and an associate of the subsidiaries of the Parent.

Note 3: It represents the eliminations of the investment income/(loss) picked up from subsidiaries of the Parent, the Primary Beneficiary of VIE and the VIE and its subsidiaries.

	For the year ended December 31,											
	2021						2022					
	Parent	Subsidiaries of the Parent	Primary Beneficiary of VIE	VIE and its subsidiaries	Eliminating adjustments	Consolidated totals	Parent	Subsidiaries of the Parent	Primary Beneficiary of VIE	VIE and its subsidiaries	Eliminating adjustments	Consolidated totals
<b>Condensed Consolidating Schedule of Financial Position</b>												
Cash and cash equivalents	31,833	2,416	20,669	42,047	—	96,965	23,365	2,644	14,843	101,659	—	142,511
Restricted cash	—	—	—	—	—	—	—	—	—	100	—	100
Short-term investments	—	101	20,022	99,017	—	119,140	—	—	20,023	22,247	—	42,270
Accounts receivable, net	—	175	—	179,986	—	180,161	—	25	—	197,503	—	197,528
Amount due from inter-company entities (Note 4)	468	1,020	147,941	16,137	(165,566)	—	515	26,723	148,802	16,361	(192,401)	—
Investments in subsidiaries (Note 5)	285,624	287,974	—	—	(573,598)	—	333,418	318,097	—	—	(651,515)	—
Controlling financial interests in VIEs (Note 5)	—	—	110,976	—	(110,976)	—	—	—	153,183	—	(153,183)	—
Long-term investments, net	—	10,466	—	30,976	—	41,442	—	10,923	—	126,434	—	137,357
Operating lease right-of-use assets, net	—	—	—	13,818	—	13,818	—	—	—	30,911	—	30,911
Other assets	190	6	116	49,897	—	50,209	159	37	104	20,394	—	20,694
<b>Total assets</b>	<b>318,115</b>	<b>302,158</b>	<b>299,724</b>	<b>431,878</b>	<b>(850,140)</b>	<b>501,735</b>	<b>357,457</b>	<b>358,449</b>	<b>336,955</b>	<b>515,609</b>	<b>(997,099)</b>	<b>571,371</b>
Amount due to inter-company entities (Note 4)	14,463	7,635	137	143,331	(165,566)	—	16,149	20,297	137	155,818	(192,401)	—
Accounts payable	—	197	—	56,069	—	56,266	—	—	—	53,465	—	53,465
Short-term bank loan	—	—	—	5,000	—	5,000	—	—	—	9,950	—	9,950
Salary and welfare payables	361	8,646	9,150	37,631	—	55,788	592	3,220	14,394	33,998	—	52,204
Taxes payable	—	56	1,469	11,311	—	12,836	—	1,514	2,516	6,844	—	10,874
Deferred revenue	—	—	—	28,863	—	28,863	—	—	—	24,575	—	24,575
Operating lease liabilities	—	—	—	16,888	—	16,888	—	—	—	46,386	—	46,386
Amount due to related parties	—	—	—	1,328	—	1,328	—	—	—	312	—	312
Accrued liabilities and other payables	3,886	—	994	12,621	—	17,501	2,610	—	1,811	23,800	—	28,221
<b>Total liabilities</b>	<b>18,710</b>	<b>16,534</b>	<b>11,750</b>	<b>313,042</b>	<b>(165,566)</b>	<b>194,470</b>	<b>19,351</b>	<b>25,031</b>	<b>18,858</b>	<b>355,148</b>	<b>(192,401)</b>	<b>225,987</b>
<b>Total shareholders' equity (Note 5)</b>	<b>299,405</b>	<b>285,624</b>	<b>287,974</b>	<b>118,836</b>	<b>(684,574)</b>	<b>307,265</b>	<b>338,106</b>	<b>333,418</b>	<b>318,097</b>	<b>160,461</b>	<b>(804,698)</b>	<b>345,384</b>
<b>Total liabilities and shareholders' equity</b>	<b>318,115</b>	<b>302,158</b>	<b>299,724</b>	<b>431,878</b>	<b>(850,140)</b>	<b>501,735</b>	<b>357,457</b>	<b>358,449</b>	<b>336,955</b>	<b>515,609</b>	<b>(997,099)</b>	<b>571,371</b>

Note 4: Represents the eliminations of inter-company balances among the Parent, the subsidiaries of the Parent, the Primary Beneficiary of VIE and the VIE and its subsidiaries.

Note 5: Represents the eliminations of the investment in subsidiaries of the Parent, the Primary Beneficiary of VIE, the VIE and its subsidiaries by the Parent.

[Table of Contents](#)

	For the year ended December 31.																	
	2020					2021					2022							
	Parent	Subsidiaries of the Parent	Primary Beneficiary of VIE	VIE and its subsidiaries	Eliminating adjustments	Consolidated totals	Parent	Subsidiaries of the Parent	Primary Beneficiary of VIE	VIE and its subsidiaries	Eliminating adjustments	Consolidated totals	Parent	Subsidiaries of the Parent	Primary Beneficiary of VIE	VIE and its subsidiaries	Eliminating adjustments	Consolidated totals
<b>Condensed Consolidating Schedules of Cash Flows</b>																		
<b>Net cash (used in)/generated from operating activities (Note 6)</b>	(3,298)	(714)	(70,386)	57,273	—	(17,125)	(9,857)	(4,438)	(57,671)	266,927	—	194,961	(12,381)	(12,283)	(57,647)	77,322	—	(4,989)
<b>Cash flows from investing activities</b>																		
Purchase of short-term investments	—	—	(109,381)	(504,571)	—	(613,952)	—	(100)	(88,000)	(571,110)	—	(659,210)	—	—	(40,000)	(417,490)	—	(457,490)
Proceeds from maturities of short-term investments	—	—	128,507	423,937	—	552,444	—	—	94,157	594,927	—	689,084	—	247	40,022	494,709	—	534,978
Investment in subsidiaries (Note 7)	(77,536)	(75,853)	—	—	153,389	—	—	—	—	—	—	—	—	—	—	—	—	—
Investment in long-term investments	—	—	—	—	—	—	—	—	—	(30,950)	—	(30,950)	—	—	—	(38,970)	—	(38,970)
Loan paid to inter-company entities (Note 7)	—	—	(38,910)	(150)	39,060	—	—	—	(31,033)	(5,000)	36,033	—	—	—	(14,100)	—	14,100	—
Loan collected from inter-company entities (Note 7)	—	—	8,000	—	(8,000)	—	—	—	103,080	5,000	(108,080)	—	—	—	65,899	100	(65,999)	—
Cash received from customer in relation to advertisement agent services	—	—	—	—	—	—	—	—	—	26,295	—	26,295	—	—	—	70,208	—	70,208
Cash paid on behalf of the customer in relation to advertisement agent services	—	—	—	—	—	—	—	—	—	(179,036)	—	(179,036)	—	—	—	(64,054)	—	(64,054)
Others	—	—	(4)	(2,777)	—	(2,781)	—	—	—	(4,180)	—	(4,180)	—	—	—	(1,361)	—	(1,361)
<b>Net cash (used in)/generated from investing activities</b>	(77,536)	(75,853)	(11,788)	(83,561)	184,449	(64,289)	—	(100)	78,204	(164,054)	(72,047)	(157,997)	—	247	51,821	43,142	(51,899)	43,311
<b>Cash flows from financing activities</b>																		
Proceeds from initial public offering, net of issuance costs	(15,617)	—	—	(6,000)	—	(21,617)	—	—	—	—	—	—	—	—	—	—	—	—
Proceeds from issuance of Series D preferred shares, net of issuance cost	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Share repurchase	(11,748)	—	—	—	—	(11,748)	(5,780)	—	—	—	—	(5,780)	—	—	—	—	—	—
Capital injection from noncontrolling interest shareholders	—	—	—	520	—	520	—	—	—	750	—	750	—	—	—	174	—	174
Investments from parent companies (Note 7)	—	77,536	75,853	—	(153,389)	—	—	—	—	—	—	—	—	—	—	—	—	—
Proceeds from loans provided by inter-company entities (Note 7)	—	3,150	—	35,910	(39,060)	—	—	11,023	—	25,010	(36,033)	—	—	14,100	—	—	(14,100)	—
Repayments of loans provided by inter-company entities (Note 7)	—	(3,000)	—	(5,000)	8,000	—	—	(5,000)	—	(103,080)	108,080	—	—	(123)	—	(65,876)	65,999	—
Cash received (paid) in connection with the Reorganization	5	22	—	(19)	—	8	7	—	—	5,000	—	5,007	—	—	—	4,950	—	4,950
<b>Net cash generated from (used in) financing activities</b>	(27,360)	77,708	75,853	25,411	(184,449)	(32,837)	(5,773)	6,023	—	(72,320)	72,047	(23)	—	13,977	—	(60,752)	51,899	5,124
<b>Effect of exchange rates on cash, cash equivalents and restricted cash</b>	(2,334)	(446)	—	—	—	(2,780)	(1,047)	225	—	—	—	(822)	3,913	(1,713)	—	—	—	2,200
<b>Increase/(Decrease) in cash, cash equivalents and restricted cash</b>	(110,528)	695	(6,321)	(877)	—	(117,031)	(16,677)	1,710	20,533	30,553	—	36,119	(8,468)	228	(5,826)	59,712	—	45,646
<b>Cash, cash equivalents and restricted cash at beginning of year</b>	159,038	11	6,457	12,371	—	177,877	48,510	706	136	11,494	—	60,846	31,833	2,416	20,669	42,047	—	96,965
<b>Cash, cash equivalents and restricted cash at end of year</b>	48,510	706	136	11,494	—	60,846	31,833	2,416	20,669	42,047	—	96,965	23,365	2,644	14,843	101,759	—	142,611

Note 6: For the years ended December 31, 2020, 2021 and 2022, the VIE transferred nil, nil and RMB10.0million, respectively to the Primary Beneficiary of VIE as payment or prepayment of service fees. As of December 31, 2020, 2021 and 2022, the outstanding balance of service fees owed by the VIE to our PRC subsidiaries amounted to RMB50.7 million, RMB76.0 million and RMB155.3 million (US\$22.5 million).

Note 7: The inter-company cash flows included the following:

- capital contributions from the Parent to its subsidiaries and from the subsidiaries of the Parent to the Primary Beneficiary of VIE;
- loans between subsidiaries of the Parent, the Primary Beneficiary of VIE and the VIE and its subsidiaries, and the repayments of such loans;

### **Restrictions on Foreign Exchange and the Ability to Transfer Cash between Entities, Across Borders and to U.S. Investors**

In the future, if and when we become profitable, 36Kr Holdings Inc.'s ability to pay dividends, if any, to its shareholders and ADS holders and to service any debt it may incur will depend upon dividends paid by our PRC subsidiaries. Under PRC laws and regulations, our PRC subsidiaries are subject to certain restrictions with respect to paying dividends or otherwise transferring any of their net assets offshore to 36Kr Holdings Inc. In particular, under the current effective PRC laws and regulations, dividends may be paid only out of distributable profits. Distributable profits are the net profit as determined under PRC GAAP, less any recovery of accumulated losses and appropriations to statutory and other reserves required to be made. Each of our PRC subsidiaries is required to set aside at least 10% of its after-tax profits each year, after making up previous years' accumulated losses, if any, to fund certain statutory reserve funds, until the aggregate amount of such a fund reaches 50% of its registered capital. As a result, our PRC subsidiaries may not have sufficient distributable profits to pay dividends to us in the near future.

Furthermore, if certain procedural requirements are satisfied, the payment of current account items, including profit distributions and trade and service related foreign exchange transactions, can be made in foreign currencies without prior approval from State Administration of Foreign Exchange (the "SAFE") or its local branches. However, where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses, such as the repayment of loans denominated in foreign currencies, approval from or registration with competent government authorities or its authorized banks is required. The PRC government may take measures at its discretion from time to time to restrict access to foreign currencies for current account or capital account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to pay dividends in foreign currencies to our offshore intermediary holding companies or ultimate parent company, and therefore, our shareholders or investors in our ADSs. Further, we cannot assure you that new regulations or policies will not be promulgated in the future, which may further restrict the remittance of RMB into or out of the PRC. We cannot assure you, in light of the restrictions in place, or any amendment to be made from time to time, that our current or future PRC subsidiaries will be able to satisfy their respective payment obligations that are denominated in foreign currencies, including the remittance of dividends outside of the PRC. If any of our subsidiaries incurs debt on its own behalf in the future, the instruments governing such debt may restrict its ability to pay dividends to 36Kr Holdings Inc. In addition, our PRC subsidiaries are required to make appropriations to certain statutory reserve funds, which are not distributable as cash dividends except in the event of a solvent liquidation of the companies.

For PRC and United States federal income tax consideration of an investment in the ADSs, see "Item 10. Additional Information—10.E. Taxation."

### **Implication of the Holding Foreign Companies Accountable Act**

The Holding Foreign Companies Accountable Act, or the HFCAA, was enacted on December 18, 2020. The HFCAA states if the SEC determines that we have filed audit reports issued by a registered public accounting firm that has not been subject to inspection by the PCAOB for three consecutive years beginning in 2021, the SEC shall prohibit our shares or ADSs from being traded on a national securities exchange or in the over-the-counter trading market in the United States. On December 16, 2021, PCAOB issued the HFCAA Determination Report, according to which our auditors are subject to the determinations. Our auditor, the independent registered public accounting firm that issues the audit report included elsewhere in this annual report, as an auditor of companies that are traded publicly in the United States and a firm registered with the PCAOB, is subject to laws in the United States pursuant to which the PCAOB conducts regular inspections to assess its compliance with the applicable professional standards. Since our auditor is located in China, a jurisdiction where the PCAOB has been unable to conduct inspections without the approval of the PRC authorities, our auditor is currently not inspected by the PCAOB. The delisting of the ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment. The PCAOB is currently unable to inspect our auditors in relation to their audit work performed for our financial statements and inability of the PCAOB to conduct inspections over our auditors deprives our investors with the benefits of such inspections. For the details of the risks associated with the enactment of the HFCAA, see "Risk Factors – Risks Related to Doing Business in China – Our ADSs may be delisted and our ADSs and shares prohibited from trading in the over-the-counter market under the Holding Foreign Companies Accountable Act, or the HFCAA, if the PCAOB is unable to inspect or fully investigate auditors located in China. On December 16, 2021, PCAOB issued the HFCAA Determination Report, according to which our auditor is subject to the determinations that the PCAOB is unable to inspect or investigate completely. Under the current law, delisting and prohibition from over-the-counter trading in the U.S. could take place in 2024. If this happens there is no certainty that we will be able to list our ADS or shares on a non-U.S. exchange or that a market for our shares will develop outside of the U.S. The delisting of our ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment.

## 4.B. Business Overview

### Mission

Our mission is to empower New Economy participants to achieve more.

### Overview

We are a prominent brand and a pioneering platform dedicated to serving New Economy participants in China.

New Economy is rapidly transforming businesses through cutting-edge technology and innovative business models. New Economy covers a wide and expanding spectrum of industries, including the Internet, hardware and software technologies, consumer and retail, healthcare, entertainment and media, finance, as well as enterprise service industries, among others. It has brought tremendous opportunities to New Economy participants in China, including New Economy companies driven by and traditional companies being transformed by cutting-edge technology and innovative business models, institutional investors and individuals involved in New Economy.

We started our business with high-quality New Economy-focused content offerings. Leveraging traffic brought by high-quality content, we have expanded our offerings to business services, including online advertising services, enterprise value-added services and subscription services. We are a well-recognized platform among New Economy participants in China. With our significant brand influence, we are well-positioned to continuously capture the high growth potentials of China's New Economy.

High-quality New Economy-focused content is the foundation of our business. We provide insightful reports on companies, timely market updates and thought-provoking editorials and commentaries. We especially take pride in our ability to discover startup companies with great potentials and introduce them to the investment community. We were the first to report on a number of startup companies that later became industry leaders. For example, in January 2013, we were the first to report on ByteDance, which later became a world-leading technology company. Our content covers almost all industries and verticals in China's New Economy, meanwhile we operate a comprehensive content distribution network, which makes us a leading New Economy-focused content platform in China.

We offer business services, including online advertising services, enterprise value-added services and subscription services to our customers. We address the evolving needs of New Economy companies and upgrading needs of traditional companies by providing them with tailored advertising and marketing solutions as well as other enterprise value-added services. We also help institutional investors identify promising targets, source investment opportunities and connect them with startup companies directly. Additionally, we have cultivated a large number of subscribers who purchase our premium content and other online and offline benefits. Through our diverse service offerings, we have captured extensive monetization opportunities.

With high-quality content and diverse business service offerings, we have fostered an affluent and sophisticated user base and as such, attracted a valuable customer base.

We are supported by comprehensive database and strong data analytics capabilities. With a massive corporate information database covering over 840,000 enterprises, we are able to gain valuable insights into the latest development of New Economy. Leveraging our deep understanding of user needs and customer demands, we are able to better disseminate our content and monetize our various service offerings.

Our revenue increased by 1.8% from RMB316.8 million in 2021 to RMB322.5 million (US\$46.8 million) in 2022. Our net income was RMB22.6 million (US\$3.3 million) in 2022, compare to net loss of RMB90.6 million in 2021.

**Our Business Model**



We empower New Economy participants through our high-quality content and comprehensive business service offerings tailored to our customers to address their pain points.

- *Value propositions to New Economy companies.* New Economy companies are driven by cutting-edge technology and innovative business models, which include both startup companies and established unicorns. We are able to proactively identify their demands and customize our services accordingly.

We add significant value to startup companies to strengthen their marketing capabilities and managerial experience, and enable them to better position themselves in their respective markets. We help startup companies gain public attention by increasing their media exposure and brand awareness through tailored online advertising services and integrated marketing services. We also connect them with prominent institutional investors at online/offline events. In addition, we provide startup companies with market updates and trainings to improve their marketing and operational capabilities. As these startup companies mature, they begin to develop demands for more sophisticated and innovative marketing services, which we are able to continuously provide.

- *Value propositions to traditional companies.* We help traditional companies gain public attention by increasing their media exposure and brand awareness through tailored online advertising services and integrated marketing services. In addition, we also guide traditional companies as they embrace technological and business model innovations and adapt to the New Economy by offering consulting services. These traditional companies are leaders in a variety of industries such as retail, healthcare, 3C and new energy among other.

- *Value propositions to regional governments.* We have been helping regional governments digitalize their working process and energize the regional economy, through our service solutions such as online advertising, online/offline events and live-streaming events, as well as innovative consulting services. Regional governments are able to introduce the local conditions and supportive policies with wider exposure for efficient investment and talent attraction, with the aid of our New Economy community-centric resource networks. As stronger demand emerges from more municipalities to upgrade their digitalization infrastructure and implement region-focused industrial innovation, we are placed at the forefront of more opportunities to serve a variety of governmental institutions through our comprehensive business offerings.
- *Value propositions to institutional investors.* Institutional investors, both in private and public equity markets, seek opportunities to invest in evolving industries or locate promising startup companies. We provide insightful and up-to-date industry and company intelligence in New Economy tailored to institutional investors with different needs and focuses, to help them source and assess suitable investment opportunities in a more efficient manner. Our online advertising and online/offline events help connect institutional investors with New Economy companies across a broad range of industries, providing them a valuable and effective platform to engage in investment discussions. In addition, we also help institutional investors raise capital by facilitating branding activities.
- *Value propositions to other participants in and individuals interested in the New Economy.* We operate under the prominent brand “36Kr”, and have become an informative, credible, influential and timely source of information for the New Economy communities. We provide high-quality content to other participants in and individuals interested in New Economy. Additionally, we provide knowledge and education based services to them through offline and online training programs and seminars, covering various aspects such as start-up guideline, industry trends, market analysis and career development, etc.

## Our Content

As we offer timely and insightful New Economy-focused content, our users regard us as an informative, credible and influential source of information. We have developed outstanding capabilities in generating and distributing high-quality content, including insightful reports on companies and industries, timely market updates, thought-provoking editorials and commentaries as well as original video-formed content. Meanwhile, our content covers a variety of industries in China’s New Economy, such as technology, consumer, retail, healthcare, media and entertainment, as well as enterprise services, among others.

Our content is presented in various forms, such as text, pictures, audios, videos and live streaming. We create and produce such content through our in-house content creation team, and we also source content from selected third-party professional content providers. Meanwhile, we write and publish themed columns to address various needs of our users. Our most popular columns include:

- “A Kr-arter Past Eight” (八点一氲).

“A Kr-arter Past Eight” (八点一氲) is a column that provides comprehensive daily morning briefing of major updates in New Economy during the past 24 hours.

- “In-depth Kr” (深氲).

“In-depth Kr” (深氲) is a column that offers high-quality and in-depth business analysis and insights focusing on trending topics in New Economy.

- “Wise Kr” (智氲).

“Wise Kr” (智氲) is a column that offers insightful business research and analysis of public companies by covering their pre and post-IPO phases.

- “New Trend” (新风向).

“New Trend” (新风向) is a column that provides professional and insightful analysis and opinions based on new trends in various aspects of New Economy.

- “Flash Updates” (快讯).

“Flash Updates” (快讯) is a column that provides short and timely updates on latest developments in New Economy.

- “Kr-Institute” (氪星研究所).

“Kr-Institute” (氪星研究所) is a column that specifically provides our original and self-produced videos on trendsetting companies, great industrial events and legendary business figures.

- “Oh! Youth” (后浪研究所)

“Oh! Youth” (后浪研究所) is a column that focuses on widely attended topics among younger generation, providing insightful and original reports on career development, mental health, lifestyle, relationships, etc.

- “Chaoren Review” (超人测评)

“Chaoren Review” (超人测评) is a column that provides first-hand professional and grass-root review about various products such as 3C products, home appliance products, as well as food and beverage, etc.

- “Digital Kr” (数字时氪)

“Digital Kr” (数字时氪) is a column that reports on industry stories and enterprises’ digital transformations in China. It is also dedicated to promoting the development of global digital intelligence.

- “Kr Carbon” (36碳)

“Kr Carbon” (36碳) is a column that focuses on topics of low-carbon society, “dual-carbon” economy (carbon neutrality and carbon-compliant), as well as ESG initiatives.

- “Waves” (暗涌)

“Waves” (暗涌) is a column that specializes in investment feature reports, profile stories of investment institutions, and exploration of capital flow trend, providing inspiration and ideas for investors.

- “Long China 50”

“Long China 50” is a column that showcases the development of key players in China’s New Economy space with exclusive coverage, interviews and technical reviews, helping these companies to become driving forces in China’s growth.

- “Super Industry” (超级工厂)

“Super Industry” (超级工厂) is a column that delves deep into the frontlines of China’s most advanced manufacturing plants to identify the unique value of China’s supply chain. The column provides new ideas to both investors and entrepreneurs, empowering them to propel supply chain development and innovation in China.

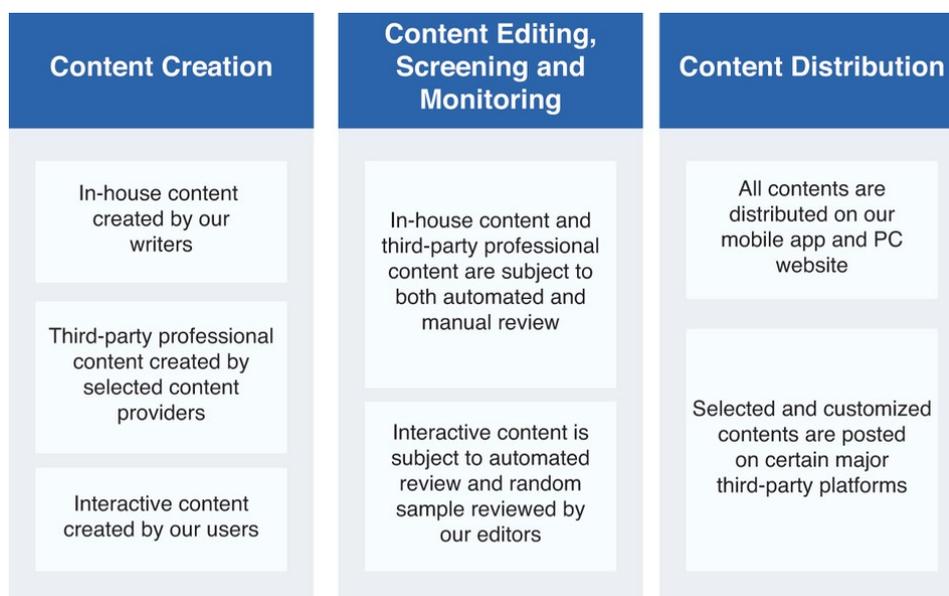
In addition, we see the clear trends that video-formed content has quickly emerged as a preferable choice for more people. With our considerable capabilities in this arena, the rapidly growing video market presents a huge growth opportunity for us. Since the second half of 2020, we have continued to increase our engagement across a broad demographic and have made significant progress in producing and monetizing our video content offerings.

With our insights and expertise in New Economy sectors, we especially take pride in our ability to discover startup companies with great potentials and introduce them to the investment community.

We also demonstrated strong capabilities to deliver timely, exclusive and insightful content. And our insightful business research spanning a broader range of companies and industries continues to gain popularity in various markets in 2022. Leveraging our established brand influence and connections, we are able to obtain first-hand exclusive content and provide the latest breaking updates to our users in a timely manner. Moreover, through our in-depth analysis, we offer our users insightful and informative New Economy-focused content.

Our users are participants in different New Economy sectors, such as technology, consumer as well as retail, healthcare, enterprise services as well as entertainment and media. We provide our users with an abundance of New Economy-focused content. In 2020, 2021 and 2022, we published over 108,000, 119,000 and 122,000 pieces of content, including both content produced by our in-house team and those sourced from third-party professional content providers. Leveraging our significant brand influence across our diversified distribution channels, we have total followers of 28.7 million as of December 31, 2022 across our self-operated platforms and our accounts on major third-party platforms, including Weibo, Weixin/WeChat, Toutiao, Zhihu, Baidu, Xiaohongshu, Bilibili and more.

Our content production process includes content creation, content editing, screening and monitoring, and content distribution.



**Content Creation**

*In-house Content Creation*

We maintain a professional in-house content team of 167 personnel, including 44 seasoned writers, with in-depth knowledge in New Economy sectors. Our writers are responsible for information gathering, researching, analyzing market information and trends and drafting. We leverage the diverse background of our writers and assign them to cover the industries and markets that they specialize in. The entire process of topic selection, market research and analysis, and content creation is conducted independently by our writers to ensure the objectivity of our content. All content undergoes detailed review and is carefully edited by our professional editorial team. Our high-quality New Economy-focused content is well-received by our users.

We devote significant efforts to recruit highly qualified writers, which is crucial to our content creation. We select candidates based on their experience, expertise, drafting skills and academic and professional qualifications. To maintain high content standards, we offer our writers regular professional trainings and mentorship programs, such as seminars on financial statement analysis, industry updates and drafting skills.

#### *Third-party Professional Content*

In addition to creating content in-house, we also source content from selected third-party professional content providers with expertise in New Economy sectors, such as reputable media, research institutions and KOLs. We specify the sources of all third-party professional content. We believe that the quality and breadth of our third-party professional content contribute to our content library and enhance the influence of our platform. As of the date of this annual report, we have cooperated with over 1,200 third-party professional content providers, including third-party video-formed content contributors. Pursuant to our arrangements, we are allowed to select, review and edit content created by them and post their content on our various platforms.

#### *Interactive Content*

We also operate discussion forums, blogs, mini blogs, comments section and user surveys for our users to interact on our platform. We believe such content adds an important interactive and social component to our platform and enhances user engagement. Our users can voice their opinions, express their views, discuss with each other and provide feedbacks to our content. In particular, interactive content on our platform is valuable given our affluent and sophisticated user base, which primarily consists of entrepreneurs, investors and other New Economy participants.

#### **Content Editing, Screening and Monitoring**

Our professional and experienced editorial team reviews and edits our content before posting to ensure the quality. Our editors oversee the quality of and opinions voiced in our content to be posted. They work closely with our writers to improve the content by providing feedback and suggestions.

We also place strong emphasis on content screening and monitoring to ensure that our in-house content, third-party professional content and interactive content do not infringe copyright and other intellectual property rights, and fully comply with the applicable laws and regulations. Our online content screening and monitoring procedures consist of automated screening performed by an automated filtering system as well as a set of manual review procedures conducted by our editors. We hold regular internal trainings for our editors on latest compliance requirements and development. We also closely supervise the screening and monitoring work performed by our editors.

*Automated Content Screening Process.* All content on our platform is first screened by an automated filtering system. This system identifies and flags suspicious content using a regularly updated repository of keywords based on the latest regulations in China. All flagged content identified in the automated content screening process is further reviewed by our editors. We have implemented a 24-hour automated monitoring mechanism to timely remove any inappropriate or illegal content.

*Manual Content Reviewing Process.* In addition to automated review, all of our in-house content and third-party professional content are further subject to manual review by our editors. Our manual screening procedure is multi-layered, with each piece of content subject to review and cross-review by different editors. Occasionally, we also engage third-party consultants with specialized understanding of China's regulatory environment to review certain content on our platform. In addition to automated review, our interactive content is also subject to random sample review by our editors to remove content that appear to violate relevant laws and regulations or are otherwise inappropriate for our platform.

#### **Distribution Channels**

We distribute our content through a variety of channels, including both self-operated and major third-party platforms. As of December 31, 2022, we have total followers of 28.7 million across our self-operated platforms and our accounts on major third-party platforms, including Weibo, Weixin/WeChat, Toutiao, Zhihu, Baidu, Xiaohongshu, Bilibili and more.

Our self-operated channels include our mobile app “36Kr” and website “36kr.com.” We provide user-friendly interfaces on our mobile app and website. Leveraging our AI technology, we enable our users to customize their own interface through preference settings. Our users may browse the content categories, or use key words to locate content, and may locate historical content by date. Our users may also share links to our content to other social media platforms.

In addition to our own mobile app and website, we also leverage leading third-party Internet and social networking platforms, including Weibo, Weixin/WeChat, Toutiao, Zhihu, Baidu, Xiaohongshu, Bilibili and more, to further distribute our content. For example, we selectively repost trending articles on our Weixin/WeChat public account on a daily basis. We have become a top New Economy-focused content provider in terms of number of followers across our self-operated platforms and our accounts on major third-party platforms.

We are required to comply with the terms in the standard service agreements with these third-party platforms when opening our accounts. Opening accounts on these third-party platforms is free of charge. Pursuant to the service agreements, we are responsible for the operation and maintenance of our accounts and our contents. These third-party platforms are able to provide us with certain user data, such as number of followers, upon request.

The following table presents the number of our followers as of the end of each quarter in 2021 and 2022.

	As of							
	March 31, 2021	June 30, 2021	September 30, 2021	December 31, 2021	March 31, 2022	June 30, 2022	September 30, 2022	December 31, 2022
Number of followers (1)	19.19	20.92	22.58	23.40	24.07	25.12	26.75	28.69

Notes:

(1) Number of followers refers to the aggregate number of followers across the official accounts we own and/or operate on various social media and online platforms, including but not limited to Weixin, Weibo, Zhihu, Toutiao, Xinhua Net, Douyin and Bilibili.

To showcase China’s New Economy to overseas users as well as to further extend our business reach, we have cooperated with local partners and launched certain overseas websites. The overseas websites provide content about New Economy, in particular the New Economy development and participants in China. We have been exploring business opportunities in overseas market through our associate 36Kr Global Holding, which operates kr-asia.com in Singapore and 36kr.jp in Japan. 36Kr Global Holding has expanded its presence in Europe, Australia and New Zealand. We have also partnered with Nikkei, a leading international media group, to boost our overseas coverage of China’s New Economy participants and their activities.

## Our Business Services

Leveraging traffic brought by our high-quality content offerings, we have expanded to offer a variety of New Economy-focused business services tailored to the different needs of our target customers. Our business services include online advertising services, enterprise value-added services and subscription services.

### Online Advertising Services

Utilizing our affluent and sophisticated user base, we offer customers quality brand-based online advertising services. Specifically, we help our online advertising customers establish and enhance their brand influence and build up connections with our users over time. Our online advertising services are primarily charged on cost-per-day basis or cost-per-advertisement basis. We provide advertising services in a variety of forms such as full screen display, banners, pop-ups and embedded advertisements. Leveraging our strong content creation capabilities, we also help produce advertisements based on the customers’ requests, and post the advertisements on our platform to help promote customers’ products and enhance their brand awareness.

Maintaining a healthy balance between advertisement and content is essential to our platform. While we improve the effectiveness of our advertisements, we also value the objectivity of our content and users’ experience on our platform. It is important for us to make sure that our users can quickly distinguish objective content and advertisements.

We offer online advertising services either through third-party advertising agencies or directly to advertisers, consistent with market practice in China’s online advertising industry.

The customers of our online advertising services include both New Economy companies and traditional companies. In 2020, 2021 and 2022, we provided online advertising services to 499, 512 and 532 customers, respectively.

#### ***Enterprise Value-added Services***

We provide a variety of enterprise value-added services tailored to our customers, including both New Economy companies and traditional companies. Our comprehensive enterprise value-added service offerings, which include integrated marketing services, online/offline events, consulting services and advertisement agent services, cover different demands of our customers. With diverse enterprise value-added service offerings, we are able to explore cross-selling opportunities and enhance monetization capabilities.

##### *Integrated marketing*

We help our customers develop tailored and diverse marketing strategies to improve their marketing efficiency. We provide various integrated marketing services including marketing plan, marketing event organization and execution, and public relations, etc. By offering high quality integrated marketing services, we help our customers enhance brand recognition and acquire and monetize traffic.

##### *Online/offline events*

We organize diverse online/offline events focusing on New Economy, including summits, forums, industry conferences and fan festivals. New Economy participants gather at our online/offline events site, and also join us on our live-streaming conferences and summits. Leveraging our influence in New Economy, we host some of the largest New Economy-focused online/offline events in China, in terms of number of participants. We believe our online/offline events create great brand-building opportunities for our customers. These events also provide a networking platform for ever-growing New Economy participants, offering them business cooperation and investment opportunities. Online/offline events further enhance our brand recognition and increase customer loyalty.

##### *Consulting*

Leveraging our insights and established connections in New Economy, we provide consulting services to help traditional companies embrace technological innovations and digitalization and refer them to business opportunities in New Economy. We provide customized market research and industry reports to established companies, government agencies and other New Economy participants. In addition, we also help our customers organize and execute business events.

##### *Advertisement agent services*

Starting from 2021, we as an agent coordinate and procure the third-party advertisement resources on behalf of our customers based on the purchase orders from the customers including the content, form, time and media platform of the advertisement. In addition to help procuring the advertising resources for the customers, we also pay on behalf of customer for the advertising resources procured, i.e., we provide short-term financing to the customer.

#### ***Subscription Services***

We provide subscription services mainly to individuals and institutional investors.

#### *Institutional subscription*

We launched our institutional subscription services, or V-club, in 2017, offering industry reports and market updates to institutional subscribers. Since 2018, we started to offer more comprehensive subscription benefits to institutional subscribers usually for an annual subscription fee. For example, we enhance the exposure of our institutional subscribers and their investment portfolios on our platform. We help them create their investor profile pages on our platform and organize branding promotion events. We refer promising companies to institutional subscribers seeking investment opportunities. Our institutional subscribers also enjoy priority access to our online/offline events. Meanwhile, we help institutional subscribers increase their recognition by displaying their logos in different occasions, including at our online/offline events. In 2022, we had 217 institutional investor subscribers, compared to 208 institutional subscribers in 2021.

#### *Individual subscription*

Our individual subscription services mainly target individuals interested in the development of New Economy. Certain of our content are offered to our users for a fee. We offer a rich selection of paid columns and online courses, covering various aspects from industry trends and market analysis, to career development and advice. Users can subscribe for a specific training session at a fixed fee. We also offer monthly and annual subscription packages of our paid columns to users. In addition to online content, we also host various offline training courses on investment and New Economy business management to our subscribers. These courses are usually taught by well-known entrepreneurs, experienced investors and KOLs in New Economy space, which provides users with face-to-face communication and longer-term connection with these lecturers.

In 2022, we had 437 individual subscribers, compared to 1,874 individual subscribers in 2021. The decrease was because we curtailed the paid columns in 2022 and some of the offline training courses were cancelled due to the negative impact of COVID-19. To attract more individual subscribers, we have been constantly optimizing the course portfolios and expanding our topics and enhancing our user-friendly interface.

#### *Enterprise Service Review Platform*

In late 2020, we launched 36Kr Enterprise Service Review Platform, 36dianping.com, in order to seize the historic opportunities in the digital transformation and technology upgrade trends which have ushered the SaaS industry into an era of fast growth in China.

Leveraging our vast enterprise database, our proven content strengths and our deep understanding of client pain points, we are well-positioned to build 36Kr Enterprise Service Review Platform as a leading professional platform for selecting enterprise-level applications and services in China. 36Kr Enterprise Service Review Platform effectively fill the information gap between sellers and buyers of enterprise services by providing in-depth reports, rankings and commentaries from real users of these applications and services. It also enables various categories of enterprise service providers to showcase their products, address the dynamic feedbacks of users, as well as capture potential customer needs and sales leads.

By the end of 2022, our Enterprise Service Review platform included over 8,000 software applications and accumulated over 60,000 genuine comments from real users, while its monthly active users (MAUs) reached around 800,000. We expect it to become a leading, comprehensive, authoritative, objective and independent platform in China for thousands of enterprises to make their procurement decisions or acquire customers for SaaS applications and services. We are utilizing our enterprise network to boost traffic for this platform, building an enterprise services community and gradually starting to commercialize our enterprise services review business, while currently revenue from such business is not material.

#### **Sales, Marketing and Branding**

We are able to attract and retain users efficiently and draw significant traffic to our platform. In addition to our established brand and word-of-mouth marketing, we promote our brand and platform through online marketing, offline promotional events and sponsorship.

We sell our services mainly through our experienced in-house sales teams of 255 employees as of December 31, 2022. Our sales team is equipped with specialized New Economy sector knowledge and expertise, and understands our customers' needs. Our sales team also maintains close relationship with our customers by providing support and customer services during the course of services.

## **Competition**

We operate in the New Economy-focused business services market in China. We believe we are one of the few companies capable of providing a full suite of New Economy-focused business services, but we face competition from other New Economy-focused business services providers in the respective market segments we operate in.

Specifically, our online advertising services face competition from other content-based online advertising services providers as well as technology verticals of major Internet information portals, such as Sina and Tencent News. For our enterprise value-added services, we face competition from other New Economy-focused enterprise value-added services providers as well as traditional marketing, consulting and public relations companies. We also compete with paid content services providers with respect to our subscription services.

Our ability to compete successfully depends on many factors, including the quality and coverage of our content, our industry expertise, brand recognition, user and customer experience, big data and technological capabilities. We believe we are well-positioned to effectively compete against our competitors and capture market opportunities. However, our competitors may have broader content and service offerings, greater brand recognition, more capital and larger user and customer base. For discussion of risks related to our competitors, see “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry—We face competition in major aspects of our business. If we are unable to compete effectively in the industry we operate, our business, results of operations and financial condition may be materially and adversely affected.”

## **Technology**

We continuously upgrade our technology to deliver superior user experience and enhance our operational efficiency.

### ***Corporate Database***

Through our strategic partnership with JingData, a leading primary market financial data service provider in China and our related party, we collectively contribute to and manage a massive database of over 840,000 enterprises. This massive database covers corporate information, operating data, financial performance, financing activities and industry updates. Through this database, we have gained valuable insights into the latest development and trends of the New Economy sector, which contribute to our content creation and service offerings.

### ***AI and big data analytics***

Through data analysis, we study and analyze the preferences and demands of our users and customers, and tailor our content and service offerings accordingly. We have recently started to adopt AI generated content (AIGC) technology to empower our content ecosystem and enhance content production efficiency.

As of December 31, 2022, we had 102 employees dedicated to research and development. Our research and development team primarily consists of senior software engineers and IT infrastructure architects.

## **Data Security and Privacy**

We believe data security is critical to our business operation. All our users consent to our collection, use and disclosure of their data in compliance with applicable laws and regulations. To protect users’ information, we have internal policies governing how we may use and share personal information, and protocols, technologies and systems guarding against improper access or disclosure of personal information. See “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry—If our security measures are breached, or if our services are subject to attacks that degrade or deny the ability of users to access our services, our services may be perceived as not being secure, users may curtail or stop using our services and our business, results of operations and financial condition may be harmed.”

We limit access to our servers that store our user information and internal data on a “need-to-know” basis. We have also adopted a data encryption system to ensure secure storage and transmission of data, and prevent any unauthorized access and use of our data. Furthermore, we have implemented comprehensive data masking to fend off potential security attacks and updated privacy policies to comply with applicable data privacy and protection laws and regulations.

## Intellectual Property

Our intellectual property includes trademarks and trademark applications related to our brands and services, software copyrights, trade secrets and other intellectual property rights and licenses. We seek to protect our intellectual property assets and brands through a combination of trademark, patent, copyright and trade secret protection laws in the PRC and other jurisdictions, as well as through confidentiality agreements and other measures.

We hold “36Kr” and “36氪” trademarks in China. In addition, we hold 244 registered trademarks, 68 registered software copyrights and three registered patents in China as of the date of this annual report. We have 13 registered domain names as of the date of this annual report, including our website domain name, 36kr.com.

## Insurance

We provide social security insurance including medical insurance, maternity insurance, workplace injury insurance, unemployment insurance and pension benefits for our employees. Consistent with customary industry practice in China, we do not maintain business interruption insurance, nor do we maintain key-man life insurance.

## Licenses and Approvals

The following table sets forth a list of material licenses and approvals, subject to further renewal, that our PRC subsidiaries and VIE are required to obtain to carry out our operations in China.

No.	License	Entity Holding the License	Type of the Entity	Regulatory Authority
1.	ICP License	Beijing Duoke	VIE	Beijing Communications Administration
2.	Production and Operation of Radio and Television Program License	Beijing Duoke	VIE	Beijing Municipal Radio and Television Bureau
3.	ICP License	Beijing Shenke Information Technology Limited	subsidiary of VIE	Beijing Communications Administration
4.	HR Service License	Beijing Duoke	VIE	Haidian Bureau of Human Resources and Social Security of Beijing

## Regulation

The following sets forth a summary of the most significant rules and regulations that affect our business activities in China.

### *Foreign Investment Law*

The Foreign Investment Law was formally adopted by the 2<sup>nd</sup> session of the thirteenth National People’s Congress on March 15, 2019, which came into effect on January 1, 2020 and replaced the trio of existing laws regulating foreign investment in China, namely, the Sino-foreign Equity Joint Venture Enterprise Law, the Sino-foreign Cooperative Joint Venture Enterprise Law and the Wholly Foreign-invested Enterprise Law, together with their implementation rules and ancillary regulations. The organization form, organization and activities of foreign-invested enterprises shall be governed, among others, by the PRC Company Law and the PRC Partnership Enterprise Law. Foreign-invested enterprises established before the implementation of this Law may retain the original business organization and so on within five years after the implementation of this Law.

According to the Foreign Investment Law, foreign investments are entitled to pre-entry national treatment and are subject to negative list management system. The pre-entry national treatment means that the treatment given to foreign investors and their investments at the stage of investment access is not lower than that of domestic investors and their investments. The negative list management system means that the state implements special administrative measures for access of foreign investment in specific fields. Foreign investors shall not invest in any forbidden fields stipulated in the negative list and shall meet the conditions stipulated in the negative list before investing in any restricted fields. Foreign investors' investment, earnings and other legitimate rights and interests within the territory of China shall be protected in accordance with the law, and all national policies on supporting the development of enterprises shall equally apply to foreign-invested enterprises.

Investment activities in the PRC by foreign investors are principally governed by the Guidance Catalogue of Industries for Foreign Investment, or the Catalogue, which was promulgated and is amended from time to time by the Ministry of Commerce (the "MOFCOM") and the NDRC. Industries listed in the Catalogue are divided into three categories: encouraged, restricted and prohibited. Industries not listed in the Catalogue are generally deemed as constituting a fourth "permitted" category. On December 27, 2021 the NDRC and the MOFCOM promulgated the Negative List 2021, which came into effect on January 1, 2022 and replaced the previous Foreign Investment Catalogue or negative list. Our business like value-added telecommunications services, internet news services, internet audio-visual program services and internet publishing services are under special administrative measures in the Negative List 2020.

#### **Regulations on Value-added Telecommunication Services**

Among all of the applicable laws and regulations, the *Telecommunications Regulations of the People's Republic of China* (the "Telecom Regulations") promulgated by the PRC State Council on September 25, 2000 and last amended on February 6, 2016, is the primary governing law, and sets out the general framework for the provision of telecommunications services by domestic PRC companies. Under the Telecom Regulations, telecommunications services providers are required to procure operating licenses prior to their commencement of operations. The *Telecom Regulations* distinguish "basic telecommunications services" from value-added telecommunication services (the "VATS"). VATS are defined as telecommunications and information services provided through public networks. The *Catalogue of Telecommunications Business (the "Telecom Catalogue")* was issued as an attachment to the Telecom Regulations to categorize telecommunications services as either basic or value-added. In February 2003 and December 2015, the *Telecom Catalogue* was updated respectively, categorizing online data and transaction processing, information services, among others, as VATS.

Foreign direct investment in telecommunications companies in China is governed by the Provisions on the Administration of Foreign-Invested Telecommunications Enterprises, or the FITE Regulations, which were issued by the State Council on December 11, 2001, became effective on January 1, 2002 and last amended on March 29, 2022. Under the aforesaid regulations, foreign-invested telecommunications enterprises in the PRC, or FITEs, must be established as Sino-foreign equity joint ventures, and the geographical area it may conduct telecommunications services is provided by the MIIT accordingly. The foreign party to a FITE engaging in value-added telecommunications services may hold up to 50% of the equity of the FITE. In addition, the major foreign investor in a value-added telecommunications business in China must satisfy a number of stringent performance and operational experience requirements, including demonstrating a good track record and experience in operating a value-added telecommunications business. Moreover, approvals from the MIIT and the MOFCOM or their authorized local counterparts must be obtained prior to the operation of the FITE and the MIIT and the MOFCOM retain considerable discretion in granting such approvals.

In September 2000, the State Council promulgated the *Administrative Measures on Internet Information Services* (the "Internet Measures"), most recently amended on January 8, 2011. Under the Internet Measures, commercial Internet content-related services operators shall obtain a VATS License for Internet content provision business, or the ICP License, from the relevant government authorities before engaging in any commercial Internet content-related services operations within China.

The *Administrative Measures on Telecommunications Business Operating Licenses* or the *Licenses Measures*, issued on March 1, 2009 and most recently amended on July 3, 2017, which set forth more specific provisions regarding the types of licenses required to operate VATS, the qualifications and procedures for obtaining such licenses and the administration and supervision of such licenses. Under these regulations, a commercial operator of VATS must first obtain a VATS License, from the MIIT or its provincial level counterparts, otherwise such operator might be subject to sanctions including corrective orders and warnings from the competent administration authority, fines and confiscation of illegal gains and, in the case of significant infringements, the related websites may be ordered to close.

Under the Licenses Measures, where telecommunications operators change the name, legal representative or registered capital within the validity period of their operating licenses, they shall file an application for update of the operating license to the original issuing authority within 30 days after completing the administration for industry and commerce. Those fail to comply with the procedure may be ordered to make rectifications, issued a warning or imposed a fine of RMB5,000 to RMB30,000 by the relevant telecommunications administrations.

We engage in business activities that are value-added telecommunications services as defined in the Telecom Regulations and the Catalog. To comply with the relevant laws and regulations, we have obtained the ICP License, which will remain effective until March 4, 2025.

#### ***Regulation of Internet Information Services***

The *Administrative Measures on Internet Information Services*, or the Internet Content Measures, which were promulgated by the State Council on September 25, 2000 and amended on January 8, 2011, set out guidelines on the provision of Internet information services. The Internet Content Measures specify that Internet information services regarding news, publications, education, medical and health care, pharmacy and medical appliances, among other things, are required to be examined, approved and regulated by the relevant authorities. Internet information providers are prohibited from providing services beyond those included in the scope of their licenses or filings. Furthermore, the Internet Content Measures specify a list of prohibited content. Internet information providers are prohibited from producing, copying, publishing or distributing information that is humiliating or defamatory to others or that infringes the legal rights of others. Internet information providers that violate such prohibition may face criminal charges or administrative sanctions. Internet information providers must monitor and control the information posted on their websites. If any prohibited content is found, they must remove the content immediately, keep a record of such content and report to the relevant authorities.

The Internet Content Measures classify Internet information services into commercial Internet information services and non-commercial Internet information services. Commercial Internet information services refer to services that provide information or services to Internet users with charge. A provider of commercial Internet information services must obtain an ICP License.

#### ***Regulation on Internet News Services***

Pursuant to the *Provisions for the Administration of Internet News Information Services* promulgated by the Cyberspace Administration of China, or CAC, which was issued on May 2, 2017 and became effective on June 1, 2017, an Internet news license shall be obtained from CAC by the service provider for the provision of internet news information services to the public in a variety of ways, including offering platforms for such dissemination. “News information” as mentioned therein includes reports and comments relating to social and public affairs such as politics, economy, military affairs and foreign affairs, as well as relevant reports and comments on social emergencies. The services providers shall meet various qualifications and requirements as listed in such regulation, and further, to provide Internet-based news information services, the services providers are also required to complete formalities for ICP License or filing with the competent telecommunications authorities in accordance with the law. In practice, Internet news information services providers that are not state-owned are required to introduce a state-owned shareholder in order to apply for the Internet news license.

In addition to the above, such regulation also stipulates that no organization may establish Internet-based news information service agencies in the form of Sino-foreign joint ventures, Sino-foreign cooperative ventures or wholly foreign-owned enterprises. Any cooperation involving Internet-based news information services and between Internet-based news information service agencies and foreign-invested enterprises shall be reported to the national CAC for security assessment.

We plan to apply for the Internet news information license from the CAC through the VIE when it is feasible to do so. However, there can be no assurance that our application will be accepted or approved by the CAC. See “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry—Lack of Internet news information license may expose us to administrative sanctions, which would materially and adversely affect our business, results of operations and financial condition.”

### **Regulations on Internet Audio-visual Program Services**

On December 20, 2007, MIIT and SARFT jointly issued the *Administrative Provisions for the Internet Audio-visual Program Service*, or the *Audio-video Program Provisions 2015*, which came into effect on January 31, 2008 and was amended on August 28, 2015. The *Audio-video Program Provisions* defines “Internet audio-visual program services” as producing, editing and integrating of audio-video programs, supplying audio-video programs to the public via the Internet, and providing audio-video programs uploading and transmission services to a third party. Entities providing Internet audio-visual program services must obtain an Internet audio-visual program transmission license. Applicants for such licenses shall be state-owned or state-controlled entities unless an Internet audio-visual program transmission license has been obtained prior to the effectiveness of the *Audio-video Program Provisions 2015* in accordance with the then-in-effect laws and regulations. In addition, foreign-invested enterprises are not allowed to engage in the above-mentioned services.

According to the *Audio-video Program Provisions 2015* and other relevant laws and regulations, audio-video programs provided by the entities supplying Internet audio-visual program services shall not contain any illegal content or other content prohibited by the laws and regulations, such as any content against the basic principles in the *PRC Constitution*, any content that damages the sovereignty of the country or national security, and any content that disturbs social order or undermine social stability. An audio-video program that has already been broadcast shall be retained in full for at least 60 days. Movies, television programs and other media content used as Internet audio-visual programs shall comply with relevant administrative regulations on programs broadcasts through radio, movie and television channels. Entities providing services related to Internet audio-visual programs shall immediately delete the audio-video programs violating laws and regulations, keep relevant records, report relevant authorities and implement other regulatory requirements.

The *Classified Categories of the Internet Audio-visual Program Services (for Trial Implementation)*, or the *Audio-video Program Categories*, promulgated by the SAPPRFT on March 10, 2017, classifies Internet audio/video program services into detailed categories.

On October 31, 2018, the National Radio and Television Administration (the “NRTA”) issued the *Notice on Further Strengthening the Management of Radio and Television and Network Audiovisual Programs* (“Notice 60”). According to Notice 60, all radio and television broadcasting institutes, network audiovisual program service institutes and program production institutes shall stick to the right political direction and strengthen value guidance; pursue people-centered creative orientation to curb bad tendencies such as pursuing celebrities, pan-entertainment and so on; persist in providing high-quality content, constantly innovate programs, and strictly control the remuneration of guests.

We are required to obtain an Internet audio-visual program transmission license for the Internet audio-visual program services. See “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry—Lack of Internet audio-visual program transmission license may expose us to administrative sanctions, which would materially and adversely affect our business, results of operations and financial condition.”

### **Regulations on Online Culture Administration**

According to the *Interim Administrative Provisions on Internet Culture*, or the *Internet Culture Provisions*, promulgated by the Ministry of Culture, or MOC (currently known as the MOCT) on May 10, 2003, and last amended on December 15, 2017 Internet culture activities include: (i) production, reproduction, import, release or broadcast of Internet culture products (such as online music, online game, online performance and cultural products by certain technical means and copied to the Internet for spreading); (ii) distribution or publication of cultural products on Internet; and (iii) exhibitions, competitions and other similar activities concerning Internet culture products. The Internet Culture Provisions further classifies Internet cultural activities into commercial Internet cultural activities and non-commercial Internet cultural activities. Entities engaging in commercial Internet cultural activities must apply to the relevant authorities for a Network Cultural Business Permit, while non-commercial cultural entities are only required to report to related culture administration authorities within 60 days of the establishment of such entity. If any entity engages in commercial Internet culture activities without approval, the cultural administration authorities or other relevant government may order such entity to cease to operate Internet culture activities as well as levying penalties including administrative warning, fines up to RMB30,000 and listing such entity on the cultural market blacklist to impose credit penalty in case of continued non-compliance. In addition, foreign-invested enterprises are not allowed to engage in the above-mentioned services except online music.

On May 14, 2019, the General Office of MOCT promulgated the Notice on Adjusting the Scope of Internet Culture Business Operating License and Further Standardize the Approval Work, which provides that online music, online shows and plays, online performances, online works of art, online cartoons, displays and games are the activities that fall in the scope of internet culture business operating license, and further clarifies that educational live streaming activities are not deemed as online performances.

#### **Regulations on Internet Publishing**

On February 4, 2016, the SAPPRFT and MIIT jointly issued the *Rules for the Administration for Internet Publishing Services*, or the *Internet Publishing Rules*, which became effective on March 10, 2016, to replace the *Provisional Rules for the Administration for Internet Publishing* that had been jointly issued by the General Administration of Press and Publication (the “GAPP”) and the MII on June 27, 2002. The *Internet Publishing Rules* defines “Internet publications” as digital works that are edited, produced, or processed to be published and provided to the public through the Internet, including (i) original digital works, such as pictures, maps, games, and comics; (ii) digital works with content that is consistent with the type of content that has been published in media such as books, newspapers, periodicals, audio-visual products, and electronic publications; (iii) digital works in the form of online databases compiled by selecting, arranging, and compiling other types of digital works; and (iv) other types of digital works identified by the SAPPRFT. Under the *Internet Publishing Rules*, Internet operators distributing such publications via the Internet are required to apply for an Internet publishing license with the relevant governmental authorities and the approval of SAPPRFT before distributing Internet publications.

We plan to apply for the Internet publishing license through the VIE when it is feasible to do so. However, there can be no assurance that the application will be accepted or approved by the relevant regulatory authorities. See “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry—Lack of Internet publishing license may expose us to administrative sanctions, which would materially and adversely affect our business, results of operations and financial condition.”

#### **Regulations on the Administration of Production and Operation of Radio and Television Program**

On July 19, 2004, the SAPPRFT promulgated the Administrative Measures on the Production and Operation of Radio and Television Programs, or the Radio and Television Program Production Measures, which came into effect on August 20, 2004 and was amended on August 28, 2015. The Radio and Television Program Production Measures are applicable for establishing institutions that produce and distribute radio and television programs or for the production of radio and television programs like programs with a special topic, column programs, variety shows, animated cartoons, radio plays and television dramas and for activities like transactions and agency transactions of program copyrights. And it provides that any business that produces or operates radio or television programs must first obtain a Radio and Television Program Production and Operation Permit. Entities holding such permits shall conduct their business within the permitted scope as provided in their permits. In addition, foreign-invested enterprises are not allowed to engage in the above-mentioned services.

We engage in business activities that include generating audio and video content considered as radio and television programs as defined in the Radio and Television Program Production Measures. To comply with the relevant laws and regulations, we have obtained the production and operation of radio and television program license, which will remain effective until June 16, 2022.

#### **Regulation on Privacy Protection**

On December 28, 2012, the Standing Committee of the National People’s Congress (the “SCNPC”) enacted the *Decision to Enhance the Protection of Network Information*, or the *Information Protection Decision*, to enhance the protection of personal information in electronic form. The *Information Protection Decision* provides that Internet services providers must expressly inform their users of the purpose, manner and scope of the Internet services providers’ collection and use of personal information, publish the Internet services providers’ standards for their collection and use of User Personal Information, and collect and use personal information only with the consent of the users and only within the scope of such consent. The *Information Protection Decision* also mandates that Internet services providers and their employees must keep strictly confidential personal information that they collect, and that Internet services providers must take such technical and other measures as are necessary to safeguard the information against disclosure.

On July 16, 2013, the MIIT issued the *Order for the Protection of Telecommunication and Internet User Personal Information* (the “Order”). Most of the requirements under the Order that are relevant to Internet services providers are consistent with the requirements already established under the MIIT provisions discussed above, except that under the Order the requirements are often stricter and have a wider scope. If an Internet services provider wishes to collect or use personal information, it may do so only if such collection is necessary for the services it provides. Further, it must disclose to its users the purpose, method and scope of any such collection or use, and must obtain consent from the users whose information is being collected or used. Internet services providers are also required to establish and publish their protocols relating to personal information collection or use, keep any collected information strictly confidential, and take technological and other measures to maintain the security of such information. Internet services providers are also required to cease any collection or use of the user personal information, and de-register the relevant user account, when a given user stops using the relevant Internet service. Internet services providers are further prohibited from divulging, distorting or destroying any such personal information, or selling or providing such information unlawfully to other parties. The Order states, in broad terms, that violators may face warnings, fines, and disclosure to the public and, in the most severe cases, criminal liability.

On January 5, 2015, the State Administration for Industry and Commerce (the “SAIC”) promulgated the *Measures on Punishment for Infringement of Consumer Rights*, pursuant to which business operators collecting and using personal information of consumers must comply with the principles of legitimacy, propriety and necessity, specify the purpose, method and scope of collection and use of the information, and obtain the consent of the consumers whose personal information is to be collected. Business operators may not: (i) collect or use personal information of consumers without their consent; (ii) unlawfully divulge, sell or provide personal information of consumers to others; (iii) send commercial information to consumers without their consent or request, or when a consumer has explicitly declined to receive such information.

In addition, National Internet Information Office published Measures for the Security Assessment of Personal Information and Important Data to be Transmitted Abroad, or the Draft Security Assessment Notice to seek for public comments on April 11, 2017. The Draft Security Assessment Notice emphasizes the security evaluation requirements, any company found to be non-compliant with the obligations under the Draft Security Assessment Notice may potentially be subject to fines, administrative and/or criminal liabilities. It is still uncertain when the Draft Security Assessment Notice would be signed into law and whether the final version would have any substantial changes from this draft. Although we do not transfer any users’ personal information outside the PRC currently, we cannot guarantee that we will not transfer such information outside the PRC in the future subject to the requests or orders of governmental authorizations outside the PRC. We may not be able to fulfill the obligations then we are subjected to, among other, the security assessment at acceptable cost, or at all. In order for us to maintain or become compliant with applicable laws as they come into effect, it may require substantial expenditures on resources to continually evaluate our policies and processes and adapt to new requirements that are or become applicable to us.

On November 28, 2019, National Internet Information Office, MIIT, SAIC and Ministry of public security jointly issued Measures for the Determination of the Collection and Use of Personal Information by Apps in Violation of Laws and Regulations, which specifies the circumstances that identify as: (i) collection and use rules are unpublished; (ii) the purpose, method and scope of collecting and using personal information are unspecified; (iii) collect and use personal information without user’s consent; (iv) collect personal information irrelevant to the services provided in violation of necessary principles; (v) provide personal information to others without consent; (vi) failure to provide the function of deleting or correcting personal information as required by law or failure to publish information such as complaints and reporting ways.

### ***Regulation on Cybersecurity and Censorship***

On November 7, 2016, the Standing Committee of the National People's Congress promulgated the PRC Cybersecurity Law, which took effect on June 1, 2017. The PRC Cybersecurity Law applies to the construction, operation, maintenance, and use of networks as well as the supervision and administration of Internet security in the PRC. The PRC Cybersecurity Law defines "networks" as systems that are composed of computers or other information terminals and relevant facilities used for the purpose of collecting, storing, transmitting, exchanging, and processing information in accordance with certain rules and procedures. "Network operators," who are broadly defined as owners and administrator of networks and network services providers, shall meet their cyber security obligations and shall take technical and other necessary measures to protect the safety and stability of their networks. Under the Cybersecurity Law, network operators are subject to various security protection-related obligations, including:

- complying with security protection obligations in accordance with tiered requirements with respect to maintenance of the security of Internet systems, which include formulating internal security management rules and developing manuals, appointing personnel who will be responsible for Internet security, adopting technical measures to prevent computer viruses and activities that threaten Internet security, adopting technical measures to monitor and record status of network operations, holding Internet security training events, retaining user logs for at least six months, and adopting measures such as data classification, key data backup, and encryption for the purpose of securing networks from interference, vandalism, or unauthorized visits, and preventing network data from leakage, theft, or tampering;
- verifying users' identities before signing agreements or providing services such as network access, domain name registration, landline telephone or mobile phone access, information publishing, or real-time communication services;
- clearly indicating the purposes, methods and scope of the information collection, the use of information collection, and obtain the consent of those from whom the information is collected when collecting or using personal information;
- strictly preserving the privacy of user information they collect, and establish and maintain systems to protect user privacy;
- strengthening management of information published by users. When the network operators discover information prohibited by laws and regulations from publication or dissemination, they shall immediately stop dissemination of that information, including taking measures such as deleting the information, preventing the information from spreading, saving relevant records, and reporting to the relevant governmental agencies.

On 28 December 2021, the CAC and other twelve PRC regulatory authorities jointly revised and promulgated the Measures for Cybersecurity Review, or the Cybersecurity Review Measures, which will come into effect on 15 February 2022, and the Measures for Cybersecurity Review which took effect on 1 June 2020 will be abolished at the same time. Under the Measures for Cybersecurity Review, if a critical information infrastructure operator purchases network products and services that affect or may affect national security, a cybersecurity review shall be conducted.

On July 30, 2021, the State Council promulgated the Regulations on Protection of Critical Information Infrastructure, which took effect on September 1, 2021. Pursuant to the Regulations on Protection of Critical Information Infrastructure, critical information infrastructure means the important network facilities or information systems of key industries or fields, such as public communication and information service, energy, transportation, water conservation, finance, public services, e-government affairs and national defense science, and important network facilities or information systems which may endanger national security, people's livelihood and public interest once there occur damage, malfunctioning or data leakage to them. The Regulations on Protection of Critical Information Infrastructure provide that no individual or organization may carry out any illegal activity of intruding into, interfering with, or sabotaging any critical information infrastructures, or endanger the security of any critical information infrastructures. The Regulations on Protection of Critical Information Infrastructure also require that critical information infrastructure operators must establish a cybersecurity protection system and accountability system, and that the main responsible person of a critical information infrastructure operator should take full responsibility for the security protection of the critical information infrastructures operated by it. In addition, relevant administration departments of each important industry and sector should be responsible for formulating the rule of critical information infrastructure determination applicable to their respective industry or sector, and determine the critical information infrastructure operators in their industry or sector.

To comply with the above PRC laws and regulations, we have adopted internal procedures to monitor content displayed on our website and application. However, due to the large amount of user uploaded content, we may not be able to identify all the content that may violate relevant laws and regulations. See “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry—If our security measures are breached, or if our services are subject to attacks that degrade or deny the ability of users to access our services, our services may be perceived as not being secure, users may curtail or stop using our services and our business, results of operations and financial condition may be harmed.”

#### ***Regulation on Mobile Internet Applications Information Services***

On June 28, 2016, the CAC issued the Provisions on the Administration of Mobile Internet Applications Information Services, or the APP Provisions, which became effective on August 1, 2016 and last amended on August 1, 2022. Under the APP Provisions, mobile application providers and application store services providers are prohibited from engaging in any activity that may endanger national security, disturb the social order, or infringe the legal rights of third parties, and may not produce, copy, issue or disseminate through mobile applications any content prohibited by laws and regulations. The APP Provisions also require mobile application providers to procure relevant approval to provide services through such applications, and shall strictly fulfill their responsibilities of information security management, including (i) verifying authentic identities with the registered users through mobile phone numbers; (ii) establishing and improving the verification and management mechanism for the information content, adopting proper sanctions and measures such as warning, limiting functions, suspending updates, and closing accounts for releasing illegal information content; (iii) keeping records and reporting to competent authorities; (iv) protecting and safeguarding users’ rights to know and choose during installation or use; (v) protecting intellectual property rights concerned and (vi) keeping records of user log information for 60 days.

#### ***Regulations on Online Advertising Services***

On April 24, 2015, the Standing Committee of the National People’s Congress enacted the Advertising Law of the PRC, or the New Advertising Law, effective on September 1, 2015 and was amended in 2018 and in 2021. The New Advertising Law increases the potential legal liability of advertising services providers and strengthens regulations of false advertising. On July 4, 2016, the SAIC issued the Interim Measures of the Administration of Online Advertising, or the SAIC Interim Measures, effective on September 1, 2016. The New Advertising Law and the SAIC Interim Measures require that Internet advertisements may not affect users’ normal Internet use and Internet pop-up ads must display a “close” sign prominently and ensure one-key closing of the pop-up windows. The SAIC Interim Measures provide that all online advertisements must be marked with the word “Advertisement” so that viewers can easily identify them as such. Moreover, the SAIC Interim Measures treat paid search results as advertisements that are subject to PRC advertisement laws, and requires that paid search results be conspicuously identified on search result pages as advertisements.

The New Advertising Law and SAIC Interim Measures require us to monitor the advertising content shown on our mobile applications to ensure that such content is true, accurate and in full compliance with applicable laws and regulations. However, we cannot assure you that all of the content contained in such advertisements is true and accurate as required by the advertising laws and regulations. For details, please see “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry—Advertisements on our platform may subject us to penalties and other administrative actions.”

#### ***Regulations on Intellectual Property Rights***

##### ***Regulations on Copyright***

The *Copyright Law of the PRC*, or the *Copyright Law*, which took effect on June 1, 1991 and was amended in 2001 and in 2020, provides that Chinese citizens, legal persons, or other organizations shall, whether published or not, own copyright in their copyrightable works, which include, among others, works of literature, art, natural science, social science, engineering technology and computer software. Copyright owners enjoy certain legal rights, including right of publication, right of authorship and right of reproduction. The *Copyright Law* as revised in 2001 extends copyright protection to Internet activities and products disseminated over the Internet. In addition, PRC laws and regulations provide for a voluntary registration system administered by the Copyright Protection Center of China, or the CPCC. According to the *Copyright Law*, an infringer of the copyrights shall be subject to various civil liabilities, which include ceasing infringement activities, apologizing to the copyright owners and compensating the loss of copyright owner. Infringers of copyright may also subject to fines and/or administrative or criminal liabilities in severe situations.

The *Computer Software Copyright Registration Measures*, or the *Software Copyright Measures*, promulgated by the National Copyright Administration on April 6, 1992 and amended on May 26, 2000 and February 20, 2002, regulates registrations of software copyright, exclusive licensing contracts for software copyright and assignment agreements. The National Copyright Administration, or the NCA administers software copyright registration and the CPCC, is designated as the software registration authority. The CPCC shall grant registration certificates to the Computer Software Copyrights applicants which meet the requirements of both the *Software Copyright Measures* and the *Computer Software Protection Regulations (Revised in 2013)*.

The Provisions of the Supreme People's Court on Certain Issues Related to the Application of Law in the Trial of Civil Cases Involving Disputes on Infringement of the Information Network Dissemination Rights specifies that disseminating works, performances or audio-video products by the Internet users or the Internet services providers via the Internet without the permission of the copyright owners shall be deemed to have infringed the right of dissemination of the copyright owner.

The *Measures for Administrative Protection of Copyright Related to Internet*, which was jointly promulgated by the NCA and the MII on April 29, 2005 and became effective on May 30, 2005, provides that upon receipt of an infringement notice from a legitimate copyright holder, an ICP operator must take remedial actions immediately by removing or disabling access to the infringing content. If an ICP operator knowingly transmits infringing content or fails to take remedial actions after receipt of a notice of infringement that harms public interest, the ICP operator could be subject to administrative penalties, including an order to cease infringing activities, confiscation by the authorities of all income derived from the infringing activities, or payment of fines.

On May 18, 2006, the State Council promulgated the *Regulations on the Protection of the Right to Network Dissemination of Information* (as amended in 2013). Under these regulations, an owner of the network dissemination rights with respect to written works, performance or audio or video recordings who believes that information storage, search or link services provided by an Internet service provider infringe his or her rights may require that the Internet service provider delete, or disconnect the links to, such works or recordings.

As of the date of this annual report, we have registered 68 software copyrights in the PRC.

#### *Patent Law*

According to the *Patent Law of the PRC* (Revised in 2020), the State Intellectual Property Office is responsible for administering patent law in the PRC. The patent administration departments of provincial, autonomous regions or municipal governments are responsible for administering patent law within their respective jurisdictions. The Chinese patent system adopts a first-to-file principle, which means that when more than one person file different patent applications for the same invention, only the person who files the application first is entitled to obtain a patent of the invention. To be patentable, an invention or a utility model must meet three criteria: novelty, inventiveness and practicability. A patent is valid for twenty years in the case of an invention and ten years in the case of utility models and designs.

As of the date of this annual report, we have three registered patents in the PRC.

#### *Trademark Law*

Trademarks are protected by the *Trademark Law of the PRC* (Revised in 2019) which was adopted in 1982 and subsequently amended in 1993, 2001, 2013 and 2019 respectively as well as by the *Implementation Regulations of the PRC Trademark Law* adopted by the State Council in 2002 and as most recently amended on April 29, 2014. The Trademark Office of the State Administration for Market Regulation of the PRC handles trademark registrations. The Trademark Office grants a ten-year term to registered trademarks and the term may be renewed for another ten-year period upon request by the trademark owner. A trademark registrant may license its registered trademarks to another party by entering into trademark license agreements, which must be filed with the Trademark Office for its record. As with patents, the Trademark Law has adopted a first-to-file principle with respect to trademark registration. If a trademark applied for is identical or similar to another trademark which has already been registered or subject to a preliminary examination and approval for use on the same or similar kinds of products or services, such trademark application may be rejected. Any person applying for the registration of a trademark may not injure existing trademark rights first obtained by others, nor may any person register in advance a trademark that has already been used by another party and has already gained a "sufficient degree of reputation" through such party's use.

As of the date of this annual report, we have registered 224 trademarks in the PRC.

### *Regulations on Domain Names*

The MIIT promulgated the *Measures on Administration of Internet Domain Names*, or the *Domain Name Measures* on August 24, 2017, which took effect on November 1, 2017 and replaced the *Administrative Measures on China Internet Domain Names* promulgated by MII on November 5, 2004. According to the *Domain Name Measures*, the MIIT is in charge of the administration of PRC Internet domain names. The domain name registration follows a first-to-file principle. Applicants for registration of domain names shall provide the true, accurate and complete information of their identities to domain name registration service institutions. The applicants will become the holder of such domain names upon the completion of the registration procedure.

As of the date of this annual report, we have registered 13 domain names in the PRC.

### ***Regulations on Foreign Exchange and Offshore Investment***

Under the *PRC Foreign Currency Administration Rules* promulgated on January 29, 1996 and most recently amended on August 5, 2008 and various regulations issued by the SAFE and other relevant PRC government authorities, Renminbi is convertible into other currencies for current account items, such as trade-related receipts and payments and payment of interest and dividends. The conversion of Renminbi into other currencies and remittance of the converted foreign currency outside the PRC for of capital account items, such as direct equity investments, loans and repatriation of investment, requires the prior approval from the SAFE or its local office.

Payments for transactions that take place within the PRC must be made in Renminbi. Unless otherwise approved, PRC companies may not repatriate foreign currency payments received from abroad or retain the same abroad. Foreign-invested enterprises may retain foreign exchange in accounts with designated foreign exchange banks under the current account items subject to a cap set by the SAFE or its local office. Foreign exchange proceeds under the current accounts may be either retained or sold to a financial institution engaged in settlement and sale of foreign exchange pursuant to relevant SAFE rules and regulations. For foreign exchange proceeds under the capital accounts, approval from the SAFE is generally required for the retention or sale of such proceeds to a financial institution engaged in settlement and sale of foreign exchange.

Under the Circular of the SAFE on Issues Concerning the Foreign Exchange Administration over the Overseas Investment and Financing and Round-trip Investment by Domestic Residents via Special Purpose Vehicles, or the SAFE Circular 37, issued by the SAFE and effective on July 4, 2014, PRC residents are required to register with the local SAFE branch prior to the establishment or control of an offshore special purpose vehicle, or SPV, which is defined as offshore enterprises directly established or indirectly controlled by PRC residents for offshore equity financing of the enterprise assets or interests they hold in China. An amendment to registration or subsequent filing with the local SAFE branch by such PRC resident is also required if there is any change in basic information of the offshore company or any material change with respect to the capital of the offshore company. At the same time, the SAFE has issued the Operation Guidance for the Issues Concerning Foreign Exchange Administration over Round-trip Investment regarding the procedures for SAFE registration under the SAFE Circular 37, which became effective on July 4, 2014 as an attachment of Circular 37.

Under the relevant rules, failure to comply with the registration procedures set forth in the *SAFE Circular 37* may result in restrictions on the foreign exchange activities of the relevant onshore company, including the payment of dividends and other distributions to its offshore parent or affiliates, and may also subject relevant PRC residents to penalties under PRC foreign exchange administration regulations.

Pursuant to the *Circular on Further Simplifying and Improving the Foreign Currency Management Policy on Direct Investment*, or the *SAFE Circular No. 13*, effective from June 1, 2015, which cancels the administrative approvals of foreign exchange registration of direct domestic investment and direct overseas investment and simplifies the procedure of foreign exchange-related registration, the investors shall register with banks for direct domestic investment and direct overseas investment.

Based on the *SAFE Circular No.13* and other laws and regulations relating to foreign exchange, when setting up a new foreign-invested enterprise, the foreign-invested enterprise shall register with the bank located at its registered place after obtaining the business license, and if there is any change in capital or other changes relating to the basic information of the foreign-invested enterprise, including without limitation any increase in its registered capital or total investment, the foreign-invested enterprise shall register such changes with the bank located at its registered place after obtaining the approval from or completing the filing with competent authorities. Pursuant to the relevant foreign exchange laws and regulations, the above-mentioned foreign exchange registration with the banks will typically take less than four weeks upon the acceptance of the registration application.

### **Regulations on Dividend Distribution**

The principal laws and regulations regulating the dividend distribution of dividends by foreign-invested enterprises in the PRC include the *Company Law* of the PRC, as amended in 2004, 2005, 2013 and 2018, the *Wholly Foreign-owned Enterprise Law* promulgated in 1986 and amended in 2000 and 2016 and its implementation regulations promulgated in 1990 and subsequently amended in 2001 and 2014, the *Sino-Foreign Equity Joint Venture Law of the PRC* promulgated in 1979 and subsequently amended in 1990, 2001 and 2016 and its implementation regulations promulgated in 1983 and subsequently amended in 1986, 1987, 2001, 2011, 2014 and 2019, and the *Sino-Foreign Cooperative Joint Venture Law of the PRC* promulgated in 1988 and amended in 2000, 2016 and 2017 and its implementation regulations promulgated in 1995 and amended in 2014 and 2017. The *Wholly Foreign-owned Enterprise Law*, the *Sino-Foreign Equity Joint Venture Law of the PRC* and the *Sino-Foreign Cooperative Joint Venture Law of the PRC* were replaced by the *Foreign Investment Law* on January 1, 2020. Under the current regulatory regime in the PRC, foreign-invested enterprises in the PRC may pay dividends only out of their retained earnings, if any, determined in accordance with PRC accounting standards and regulations. A PRC company is required to set aside as statutory reserve funds at least 10% of its after-tax profit, until the cumulative amount of such reserve funds reaches 50% of its registered capital unless laws regarding foreign investment provide otherwise. A PRC company shall not distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

### **Regulations on Taxation**

#### *Enterprise Income Tax*

On March 16, 2007, the SCNPC promulgated the *Law of the PRC on Enterprise Income Tax*, or the EIT Law, which was amended on February 24, 2017 and December 29, 2018. On December 6, 2007, the State Council enacted the *Regulations for the Implementation of the Law on Enterprise Income Tax*, which came into effect on January 1, 2008 and was amended in 2019. Under the *EIT Law* and its implementing regulations, both resident enterprises and non-resident enterprises are subject to tax in the PRC. Resident enterprises are defined as enterprises that are established in China in accordance with PRC laws, or that are established in accordance with the laws of foreign countries but are actually or in effect controlled from within the PRC. Non-resident enterprises are defined as enterprises that are organized under the laws of foreign countries and whose actual management is conducted outside the PRC, but have established institutions or premises in the PRC, or have no such established institutions or premises but have income generated from inside the PRC. Under the *EIT Law* and relevant implementing regulations, a uniform corporate income tax rate of 25% is applied. However, if non-resident enterprises have not formed permanent establishments or premises in the PRC, or if they have formed permanent establishments or premises in the PRC but there is no actual relationship between the relevant income derived in the PRC and the established institutions or premises set up by them, enterprise income tax is set at the rate of 10% with respect to their income sourced from inside the PRC.

#### *Value-added Tax*

The *Provisional Regulations of the PRC on Value-added Tax* were promulgated by the State Council on December 13, 1993 and came into effect on January 1, 1994, were subsequently amended on November 10, 2008 and came into effect on January 1, 2009 and were most recently amended on February 6, 2016 and November 19, 2017. The *Detailed Rules for the Implementation of the Provisional Regulations of the PRC on Value-added Tax* (Revised in 2011) were promulgated by the Ministry of Finance on December 25, 1993 and subsequently amended on December 15, 2008 and October 28, 2011, or collectively, the VAT Law. On November 19, 2017, the State Council promulgated *The Decisions on Abolishing the Provisional Regulations of the PRC on Business Tax and Amending the Provisional Regulations of the PRC on Value-added Tax*, or Order 691. According to the VAT Law and Order 691, all enterprises and individuals engaged in the sale of goods, the provision of processing, repair and replacement services, sales of services, intangible assets, real property and the importation of goods within the territory of the PRC are the taxpayers of VAT. The VAT tax rates generally applicable are simplified as 17%, 11%, 6% and 0%, and the VAT tax rate applicable to the small-scale taxpayers is 3%. The *Notice of the Ministry of Finance and the State Administration of Taxation on Adjusting Value-added Tax Rates*, or the Notice, was promulgated on April 4, 2018 and came into effect on May 1, 2018. According to the Notice, the VAT tax rates of 17% and 11% are changed to 16% and 10%, respectively. On March 20, 2019, the Ministry of Finance, State Taxation Administration and General Administration of Customs jointly promulgated the *Relevant Policies Notice on Deepening Reform of VAT Tax*, or Notice 39, which became effective on April 1, 2019. Notice 39 further changes the VAT tax rates of 16% and 10% to 13% and 9%, respectively.

## **Regulations on Employment and Social Welfare**

### *Labor Contract Law*

The *Labor Contract Law of the PRC*, or the *Labor Contract Law*, which took effect on January 1, 2008 and was amended on December 28, 2012, is primarily aimed at regulating rights and obligations of employer and employee relationships, including the establishment, performance and termination of labor contracts. Pursuant to the *Labor Contract Law*, labor contracts shall be concluded in writing if labor relationships are to be or have been established between employers and the employees. Employers are prohibited from forcing employees to work above certain time limit and employers shall pay employees for overtime work in accordance to national regulations. In addition, employee wages shall be no lower than local standards on minimum wages and shall be paid to employees timely.

### *Social Insurance and Housing Fund*

As required under the Regulation of Insurance for Labor Injury implemented on January 1, 2004 and amended in 2010, the Provisional Measures for Maternity Insurance of Employees of Corporations implemented on January 1, 1995, the Decisions on the Establishment of a Unified Program for Old-Aged Pension Insurance of the State Council issued on July 16, 1997, the Decisions on the Establishment of the Medical Insurance Program for Urban Workers of the State Council promulgated on December 14, 1998, the Unemployment Insurance Measures promulgated on January 22, 1999 and the Social Insurance Law of the PRC implemented on July 1, 2011 and amended on December 29, 2018, employers are required to provide their employees in the PRC with welfare benefits covering pension insurance, unemployment insurance, maternity insurance, labor injury insurance and medical insurance.

In accordance with the *Regulations on the Management of Housing Fund* which was promulgated by the State Council in 1999 and amended in 2002 and 2019, respectively, employers must register at the designated administrative centers and open bank accounts for depositing employees' housing funds. Employer and employee are also required to pay and deposit housing funds, with an amount no less than 5% of the monthly average salary of the employee in the preceding year in full and on time.

### *Employee Stock Incentive Plan*

Pursuant to the Notice of Issues Related to the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas Listed Company, or Circular 7, which was issued by the SAFE on February 15, 2012, employees, directors, supervisors, and other senior management who participate in any stock incentive plan of a publicly-listed overseas company and who are PRC citizens or non-PRC citizens residing in China for a continuous period of no less than one year, subject to a few exceptions, are required to register with SAFE through a qualified domestic agent, which may be a PRC subsidiary of such overseas listed company, and complete certain other procedures.

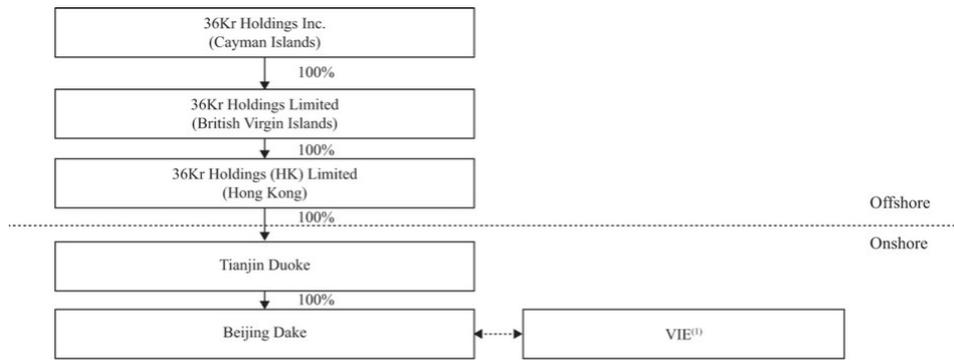
In addition, the State Administration of Taxation (the "SAT") has issued certain circulars concerning employee stock options and restricted shares. Under these circulars, employees working in the PRC who exercise stock options or are granted restricted shares will be subject to PRC individual income tax. The PRC subsidiaries of an overseas listed company are required to file documents related to employee stock options and restricted shares with relevant tax authorities and to withhold individual income taxes of employees who exercise their stock option or purchase restricted shares. If the employees fail to pay or the PRC subsidiaries fail to withhold income tax in accordance with relevant laws and regulations, the PRC subsidiaries may face sanctions imposed by the tax authorities or other PRC governmental authorities.

### **M&A Rules and Overseas Listing**

On August 8, 2006, six PRC governmental and regulatory agencies, including MOFCOM and the China Securities Regulatory Commission, or the CSRC, promulgated the *Rules on Acquisition of Domestic Enterprises by Foreign Investors*, or the *M&A Rules*, governing the mergers and acquisitions of domestic enterprises by foreign investors that became effective on September 8, 2006 and was revised on June 22, 2009. The *M&A Rules*, among other things, require that if an overseas company established or controlled by PRC companies or individuals, or PRC Citizens, intends to acquire equity interests or assets of any other PRC domestic company affiliated with the PRC Citizens, such acquisition must be submitted to the MOFCOM for approval. The *M&A Rules* also requires that an offshore SPV formed for overseas listing purposes and controlled directly or indirectly by the PRC Citizens shall obtain the approval of the CSRC prior to overseas listing and trading of such SPV's securities on an overseas stock exchange.

**4.C. Organizational Structure**

The chart below summarizes our corporate legal structure and identifies our principal subsidiaries and the VIE, as of the date of this annual report.



Legend:  
 → Shareholding Ownership  
 ↔ Contractual relationship

(1) The shareholders of Beijing Duoke as of the date of this annual report consist of:

- i. Tianjin Zhanggongzi Technology Partnership (L.P.), holding 61.56% of equity interest;
- ii. Shenzhen Guohong No. 2 Enterprise Management Partnership (L.P.), holding 23.08% of equity interest;
- iii. Ningbo Meishan Baoshui Gangqu Tianhong Lvheng Investment Management Partnership (L.P.), holding 14.36% of equity interest; and
- iv. Beijing Cultural Investment Development Group Asset Management Co., Ltd., holding 1% of equity interest.

## Contractual Arrangements with Beijing Duoke

Due to the PRC legal restrictions on foreign ownership of Internet-based businesses, currently we conduct substantially all of our operations in China through the VIE and its subsidiaries. We entered into a series of contractual arrangements, including an exclusive purchase option agreement, powers of attorney, an equity pledge agreement and an exclusive business cooperation agreement, with the VIE and its shareholders. We also entered into substantially the same contractual arrangements with the VIE and its shareholders in November 2022 except the Beijing Cultural Investment Development Group Asset Management Co., Ltd. (“BCI”) and for the shareholders with holdings approximately 1%, which have become effective, and have replaced and superseded the prior contractual arrangements.

These contractual arrangements have enabled us to be considered the primary beneficiary of the VIE for accounting purposes. As a result of these contractual arrangements, we are regarded as the primary beneficiary of the VIE, and we accordingly treat them as our consolidated affiliated entities under U.S. GAAP.

The following is a summary of the contractual arrangements entered into by and among Beijing Duke, the VIE and its shareholders in November 2022.

### ***Agreements that provide enable us to be considered the primary beneficiary of the Beijing Duoke for accounting purposes***

#### *Exclusive Purchase Option Agreement*

Beijing Duke, Beijing Duoke and the VIE shareholders except for BCI, the minority investment shareholder mentioned below, entered into an exclusive purchase option agreement, pursuant to which each of the VIE shareholders irrevocably granted Beijing Duke or its designated representatives an exclusive option to purchase, to the extent permitted under PRC law, all or part of his, her or its equity interests in Beijing Duoke. Beijing Duke or its designated representatives have sole discretion as to when to exercise such options, either in part or in full, once or at multiple times at any time. Without Beijing Duke’s prior written consent, the VIE shareholders shall not sell, transfer, mortgage or otherwise dispose of their equity interests in Beijing Duoke, or allow the encumbrance thereon. The agreement will remain effective until all equity interests in Beijing Duoke held by the VIE shareholders are transferred or assigned to Beijing Duke or its designated representatives.

#### *Powers of Attorney*

Beijing Duke, Beijing Duoke and the VIE shareholders except for BCI, the minority investment shareholder mentioned below, entered into powers of attorney, pursuant to which each of the VIE shareholders irrevocably appointed Beijing Duke (as well as its successors, including a liquidator, if any, replacing Beijing Duke) or its designated persons to act on their respective behalf as exclusive agent and attorney, to the extent permitted by law, with respect to all rights of shareholders concerning all equity interests held by each of them in Beijing Duoke, including without limitation (i) exercise all the shareholder’s rights (including but not limited to voting rights and right to sell, transfer, pledge or dispose of all equity interests in Beijing Duoke held in part or in whole), (ii) to attend shareholders’ meetings and to execute any and all written resolutions and meeting minutes in the name and on behalf of such shareholders, and (iii) to file documents with the relevant companies registry. The agreement will remain effective until Beijing Duke unilaterally terminates the agreement in writing or all equity interests in Beijing Duoke held by the VIE shareholders are transferred or assigned to Beijing Duke or its designated representatives.

#### *Equity Pledge Agreement*

Beijing Duke, Beijing Duoke and the VIE shareholders except for BCI, the minority investment shareholder mentioned below, entered into an equity pledge agreement, pursuant to which the VIE shareholders have pledged all of their equity interests in Beijing Duoke that they own, including any interest or dividend paid for the shares, to Beijing Duke as a security interest to guarantee the performance by Beijing Duoke and the VIE shareholders’ performance of their respective obligations under the exclusive business cooperation agreement, exclusive purchase option agreement and power of attorney. Upon discovery of the occurrence of any circumstances or event that may lead to an event of default (as defined in the equity pledge agreement), Beijing Duke, as the pledgee, will be entitled to certain rights, including the right to sell the pledged equity interests. Beijing Duke is not liable for any loss incurred by its due exercise of such rights and powers. This pledge will become effective on the date the pledged equity interests are registered with relevant office of the State Administration for Market Regulation and will remain effective until the pledgors are no longer the shareholders of Beijing Duoke.

### **Agreement that allows us to receive economic benefits from the VIE**

#### *Exclusive Business Cooperation Agreement*

Beijing Dake and Beijing Duoke have entered into an exclusive business cooperation agreement, pursuant to which Beijing Dake has the exclusive right to provide to Beijing Duoke technical support, consulting services and other services related to Beijing Duoke's business, including business management, daily operations, strategic planning, among others. Beijing Dake has granted Beijing Duoke the right to register its intellectual property rights under Beijing Duoke. Beijing Dake has the right to purchase such intellectual property rights from Beijing Duoke at nominal prices. The scope of the services provided by Beijing Dake may be expanded from time to time per Beijing Duoke's request. The timing and amount of the service fee payments shall be determined at the sole discretion of Beijing Dake. The term of this agreement is indefinite unless Beijing Dake unilaterally terminates the agreement in writing.

However, there are substantial uncertainties regarding the interpretation and application of current and future PRC laws, regulations and rules. If the PRC government finds the agreements that establish the structure do not comply with PRC government restrictions on foreign investment in certain of our businesses, we may be subject to severe penalties including being prohibited from continuing operations. See "Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Corporate Structure— There are substantial uncertainties regarding the interpretation and application of current and future PRC laws, regulations, and rules relating to the agreements that establish the VIE structure for our operations in China, including potential future actions by the PRC government, which could affect the enforceability of our contractual arrangements with the VIE and, consequently, significantly affect the financial condition and results of operations performance of 36Kr. If the PRC government finds such agreements non-compliant with relevant PRC laws, regulations, and rules, or if these laws, regulations, and rules or the interpretation thereof change in the future, we could be subject to severe penalties or be forced to relinquish our interests in the VIE " and "Item 3. Key Information —3.D. Risk Factors—Risks Related to Doing Business in China—Uncertainties with respect to the PRC legal system, including uncertainties regarding the enforcement of laws, and sudden or unexpected changes in policies, laws and regulations in China, could adversely affect us."

#### **Minority Investment in Beijing Duoke**

In November 2022, BCI made an investment of RMB32,492 in Beijing Duoke for 1% of Beijing Duoke's registered capital. Such minority stake holder is entitled to customary economic rights in proportion to its equity ownership, and certain minority shareholder rights such as the right to appoint a director to Beijing Duoke's board of directors.

The minority stake holder is not a party to the contractual arrangements that are currently in effect among 36Kr, Beijing Duoke and Beijing Duoke's other shareholders. As such, despite the fact that we will still be able to enjoy economic benefits and are considered as the primary beneficiary of Beijing Duoke and its subsidiaries, we will not be able to purchase or have BCI pledge its 1% equity interests in Beijing Duoke in the same manner as agreed under existing contractual arrangements, nor will we be granted the authorization of voting rights over these 1% equity interests. We believe that we will continue to be the primary beneficiary of Beijing Duoke for accounting purposes and consolidate its operating results in our financial statements under U.S. GAAP after the issuance of such 1% equity interests.

#### **4.D. Property, Plant and Equipment**

Our principal executive offices are located at 5-6/F, Tower A1, Junhao Central Park Plaza, No. 10 South Chaoyang Park Avenue, Chaoyang District, Beijing, People's Republic of China. As of December 31, 2022, we leased office spaces in China with an aggregate gross floor area of approximately 8,387 square meters. We believe that the facilities that we currently lease are adequate to meet our needs for the foreseeable future.

#### **ITEM 4A. UNRESOLVED STAFF COMMENTS**

None.

## ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

*You should read the following discussion together with our consolidated financial statements and the related notes included elsewhere in this annual report. This discussion contains forward-looking statements about our business and operations. Our actual results may differ materially from those we currently anticipate as a result of many factors, including those we describe under “Item 3.D. Risk Factors” and elsewhere in this annual report.*

### 5.A. Operating Results

#### Major Factors Affecting Our Results of Operations

The following factors are the principal factors that have affected and will continue to affect our business, financial condition, results of operations and prospects.

##### *Trends in China’s economic conditions and development of China’s New Economy*

Our business and results of operations are significantly affected by China’s overall economic conditions and structural transformation, especially the development of China’s New Economy. The development of New Economy in China is affected by factors such as technological advancements, New Economy participant base, entrepreneurial environment, capital investment, regulatory environment and talent pool. A strong growth of China’s New Economy has resulted in, and likely will continue to result in increasing demands for New Economy-focused content and business services. Our content and business services have captured, and are likely to continue to capture, the various market opportunities brought by China’s New Economy development.

Nevertheless, unfavorable changes in China’s overall economy, New Economy and New Economy-focused business services market, especially unfavorable regulations and policies towards New Economy, could negatively affect demand for our services and materially and adversely affect our results of operations. The emerging New Economy in China is still in its early stage of development and there are considerable uncertainties about its future growth. See “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry—We are subject to risks associated with operating in the rapidly evolving New Economy sector.”

##### *Our ability to retain and attract New Economy participants on our platform*

We have fostered a vibrant and self-reinforcing community of New Economy participants. Our high-quality content offerings generate organic traffic and attract New Economy participants to our platform and become our users and customers, which greatly enhances our ability to generate revenues. Leveraging our established and growing community of New Economy participants, we are able to gain deeper insights into China’s New Economy and generate more high-quality content. Leveraging our significant brand appeal among New Economy participants, we are in the progress of expanding our service offerings and diversifying our monetization channels, and are well-positioned to better retain and attract more participants onto our platform.

##### *Our ability to effectively control our costs and expenses*

Our ability to manage and control our costs and expenses is critical to the success of our business. Leveraging our prominent brand, our traffic and customer acquisition cost has been low. We have also adopted various measures, such as automated screening system, to enhance operating efficiency and reduce costs and expenses. We expect our costs and expenses to increase in absolute amount as we grow our business while decreasing as a percentage of our total revenues due to enhanced brand value and increased operational efficiency.

##### *Our ability to further diversify our monetization channels and enhance our monetization capabilities*

Our financial condition and results of operations depend substantially on our monetization capabilities, including our ability to convert more users to subscribers, attract more customers, cross-sell and increase customer spending.

We endeavor to constantly reinforce our monetization capabilities by providing broader and better content and services, which improves our user and customer experience, attracts more traffic and enhances stickiness. Our robust customer and user base, in turn, leads to increased revenue and profit which enables us to further devote more resources to content and service offerings. We intend to meet our customers' needs throughout their lifecycle and seek additional cross-selling opportunities to achieve synergies among our services.

### Seasonality

We experience seasonality in our business, primarily our online advertising services. Advertising and marketing activities tend to be less active during the first quarter, which is Chinese New Year holiday season. During this period, companies generally limit their advertising and marketing spending. As a result, we generally experience fewer activities on our platform and demands for our services during the first quarter. As compared to the first quarter, our online advertising services customers tend to increase advertising and marketing spending near the end of each calendar year. We believe an increase in revenues during the fourth quarter of each year is a typical pattern in the online advertising market. Moreover, as most of our online/offline events are hosted in the fourth quarter of each year, we also experience an increase in revenues during the fourth quarter of each year for our enterprise value-added services. In line with increased revenues during the fourth quarter, we record higher balances of account receivables at year-end. See "Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry—Our quarterly operating results may fluctuate, which makes our results of operations difficult to predict and may cause our quarterly results of operations to fall short of expectations."

### Key Components of Results of Operations

#### Revenues

We derive our revenues from: (i) online advertising services; (ii) enterprise value-added services; and (iii) subscription services. The following table sets forth a breakdown of our revenues for the years ended December 31, 2020, 2021 and 2022:

	For the Year Ended December 31,			
	2020	2021	2022	
	RMB'000	RMB'000	RMB\$'000	US'000
Online advertising services	172,811	214,722	221,620	32,132
Enterprise value-added services	193,213	74,032	72,640	10,532
Subscription services	20,740	28,025	28,237	4,094
<b>Total revenues</b>	<b>386,764</b>	<b>316,779</b>	<b>322,497</b>	<b>46,758</b>

*Online advertising services.* We offer online advertising services to our customers and generate revenue either on a cost-per-day basis or a cost-per-advertisement basis.

*Enterprise value-added services.* We offer a variety of enterprise value-added services tailored to our customers, including integrated marketing, online/offline events, consulting services and advertisement agent services. We generally charge our customers on a project basis.

*Subscription services.* We offer packaged membership benefits to individuals, institutional investors and enterprises. For individual subscriptions services, individuals subscribe for trainings and courses at fixed fees per package. We also offer monthly subscription packages of our paid columns to individual subscribers. For institutional investor subscribers and enterprises, we offer subscription packages.

### Cost of Revenues

	For the Year Ended December 31,						
	2020		2021		2022		
	RMB'000	%	RMB'000	%	RMB'000	US\$'000	
Staff costs	47,098	18.0	46,146	35.8	60,751	8,808	44.1
Advertisement production costs	29,887	11.4	34,815	27.0	31,510	4,569	22.9
Execution fee of enterprise value-added services, site fee and cost of online/offline events	151,223	57.9	38,270	29.7	34,065	4,939	24.7
Equipment location rental fee and operation costs	10,209	3.9	65	0.1	53	8	0.0
Impairment of long-lived assets	7,987	3.1	—	—	—	—	—
Other costs	14,968	5.7	9,548	7.4	11,469	1,662	8.3
<b>Total cost of revenues</b>	<b>261,372</b>	<b>100.0</b>	<b>128,844</b>	<b>100.0</b>	<b>137,848</b>	<b>19,986</b>	<b>100.0</b>

Our cost of revenues consists of staff costs, advertisement production costs, execution fee of enterprise value-added services, equipment location rental fee and operation costs, impairment of long-lived assets and other costs. The following table sets forth a breakdown of our cost of revenues, in absolute amounts and as percentages of our total cost of revenues for the years ended December 31, 2020, 2021 and 2022:

Staff costs are personnel-related expenses in relation to the content production and share-based compensation expenses. Advertisement production costs are advertising content producing costs, such as video production costs. Fulfillment cost of enterprise value-added services mainly includes advertising resources procurement cost related to integrated marketing services, and various costs in relation to organizing our online/offline events. Impairment of long-lived assets represents the impairment of the interactive marketing dispensers. Other costs mainly include business tax and surcharges, office rental cost, bandwidth and server costs, depreciation, and other miscellaneous costs. We expect our cost of revenues to increase in absolute amount along with our expansion of business but to decrease as a percentage of our revenues through economies of scale and continuous improvement of operating efficiency.

### Operating expenses

Our operating expenses consist of sales and marketing expenses, general and administrative expenses and research and development expenses. The following table sets forth a breakdown of our operating expenses, in absolute amounts and as percentages of our total operating expenses for the years ended December 31, 2020, 2021 and 2022:

	For the Year Ended December 31,						
	2020		2021		2022		
	RMB'000	%	RMB'000	%	RMB'000	US\$	
Sales and marketing expenses	140,672	35.8	143,887	51.0	122,069	17,698	53.3
General and administrative expenses	212,411	54.1	90,636	32.2	52,072	7,550	22.7
Research and development expenses	38,232	9.7	47,518	16.8	55,045	7,981	24.0
Impairment of goodwill	1,395	0.4	—	—	—	—	—
<b>Total operating expenses</b>	<b>392,710</b>	<b>100.0</b>	<b>282,041</b>	<b>100.0</b>	<b>229,186</b>	<b>33,229</b>	<b>100.0</b>

*Sales and marketing expenses.* Sales and marketing expenses consist primarily of (i) staff expenses, including salaries and sales commissions to sales and marketing personnel and share-based compensation expenses; (ii) marketing and promotional expenses; (iii) rental and depreciation expenses; and (iv) other miscellaneous expenses.

*General and administrative expenses.* General and administrative expenses consist primarily of (i) staff expenses for employees involved in general corporate functions, including finance, legal and human resources as well as share-based compensation expenses; (ii) associated facilities and equipment costs, such as depreciation, rental and other general corporate related expenses; and (iii) provision of allowance for credit losses.

*Research and development expenses.* Research and development expenses consist primarily of (i) staff expenses associated with the development of, enhancement to, and maintenance of our online platform and share-based compensation expenses; (ii) technology expenses related to technology procurement device maintenance and testing; and (iii) rental expense and depreciation of servers.

We expect our operating expenses to increase in the foreseeable future as we grow our business but to decrease as a percentage of our revenues through economies of scale and continuous improvement of operating efficiency.

**Other Income/(expenses)**

*Long-term investments income/(loss), net*

Long-term investments income/(loss), net is related to our equity investments accounted for under measurement alternative and investments accounted for under fair value options.

*Share of loss/(income) from equity method investments*

Share of loss/(income) from equity method investments is related to our equity investments, where we are able to exercise significant influence but do not own a majority equity interest or control in the investee.

*Gain on disposal of a subsidiary*

Gain on disposal of a subsidiary represents a realized disposal gain associated with a subsidiary in the fiscal year of 2022.

*Short-term investment income*

Short-term investment income represents unrealized gains in change of fair value and realized gains in sale of short-term investments.

*Government grant*

Government grant primarily represents subsidies for operating a business. These grants are not subject to any specific requirements and are recorded when received.

*Others, net*

Others, net mainly represent interest income, interest expense, foreign currency exchange gains or losses and gains generated from write-offs of accounts payable.

**Taxation**

***Cayman Islands***

We are incorporated in the Cayman Islands. Under the current law of the Cayman Islands, we are not subject to income or capital gains tax. In addition, payments of dividends and capital in respect of our ordinary shares (and any consequential payments to the holders of our ADSs) will not be subject to taxation in the Cayman Islands and no withholding will be required on the payment of dividends or capital to any holder of our ordinary shares or ADSs, nor will gains derived from the disposal of our ordinary shares or ADSs be subject to Cayman Islands income or corporation tax. The Cayman Islands currently have no income, corporation or capital gains tax and no estate duty, inheritance tax or gift tax.

***British Virgin Islands***

Our subsidiaries incorporated in the British Virgin Islands are not subject to income or capital gains tax under the current laws of the British Virgin Islands. In addition, payment of dividends by the British Virgin Islands subsidiaries to their respective shareholders who are not resident in the British Virgin Islands, if any, is not subject to withholding tax in the British Virgin Islands.

### **Hong Kong**

Our wholly owned subsidiary in Hong Kong, 36Kr Holdings (HK) Limited, is subject to Hong Kong profits tax at a rate of 16.5% for taxable income earned in Hong Kong before April 1, 2018. Starting from the financial year commencing on April 1, 2018, a two-tiered profits tax regime took effect, under which the tax rate is 8.25% for assessable profits on the first HK\$2 million and 16.5% for any assessable profits in excess of HK\$2 million.

### **PRC**

Our subsidiaries and the VIE in China are companies incorporated under PRC law and, as such, are subject to PRC enterprise income tax on their taxable income in accordance with the relevant PRC income tax laws. Pursuant to the PRC Enterprise Income Tax Law, or the EIT Law, which became effective on January 1, 2008 and was amended on February 24, 2017 and December 29, 2018, respectively, a uniform 25% enterprise income tax rate is generally applicable to both foreign-invested enterprises and domestic enterprises, except where a special preferential rate applies. Beijing Duoke is recognized as an HNTE and is eligible for a 15% preferential tax rate effective through 2020, 2021, and 2022, upon the completion of its filings with the relevant tax authorities. The qualification as an HNTE is subject to annual evaluation and a three-year review by the relevant authorities in China.

Our PRC subsidiaries are subject to value-added taxes, or VAT, at a rate of 6% on our services, less any deductible VAT we have already paid or borne. They are also subject to surcharges on VAT payments in accordance with PRC law. As a Cayman Islands holding company, we may receive dividends from our PRC subsidiaries. The PRC EIT Law and its implementing rules provide that dividends paid by a PRC entity to a nonresident enterprise for income tax purposes is subject to PRC withholding tax at a rate of 10%, subject to reduction by an applicable tax treaty with China. Pursuant to the Arrangement between Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and Tax Evasion on Income, the withholding tax rate in respect to the payment of dividends by a PRC enterprise to a Hong Kong enterprise may be reduced to 5% from a standard rate of 10% if the Hong Kong enterprise directly holds at least 25% of the PRC enterprise. Pursuant to the Notice of the State Administration of Taxation on the Issues concerning the Application of the Dividend Clauses of Tax Agreements, or SAT Circular 81, a Hong Kong resident enterprise must meet the following conditions, among others, in order to apply the reduced withholding tax rate: (i) it must be a company; (ii) it must directly own the required percentage of equity interests and voting rights in the PRC resident enterprise; and (iii) it must have directly owned such required percentage in the PRC resident enterprise throughout the 12 months prior to receiving the dividends. In August 2015, the State Administration of Taxation, or SAT, promulgated the Administrative Measures for Nonresident Taxpayers to Enjoy Treatment under Tax Treaties, or SAT Circular 60, which became effective on November 1, 2015 and was amended on October 14, 2019. SAT Circular 60 provides that nonresident enterprises are not required to obtain preapproval from the relevant tax authority in order to enjoy the reduced withholding tax. Instead, nonresident enterprises and their withholding agents may, by self-assessment and on confirmation that the prescribed criteria to enjoy the tax treaty benefits are met, directly apply the reduced withholding tax rate, and file necessary forms and supporting documents when performing tax filings, which will be subject to post-tax filing examinations by the relevant tax authorities. Accordingly, we may be able to benefit from the 5% withholding tax rate for the dividends we receive from our PRC subsidiaries, if we satisfy the conditions prescribed under SAT Circular 81 and other relevant tax rules and regulations. However, according to SAT Circular 81 and SAT Circular 60, if the relevant tax authorities consider the transactions or arrangements we have are for the primary purpose of enjoying a favorable tax treatment, the relevant tax authorities may adjust the favorable withholding tax in the future.

If our holding company in the Cayman Islands or any of our subsidiaries outside of China were deemed to be a “resident enterprise” under the PRC EIT Law, it would be subject to enterprise income tax on its worldwide income at a rate of 25%. See “Item 3. Key Information—3.D. Risk Factors—Risks Related to Doing Business in China—We may be classified as a “PRC resident enterprise” for PRC enterprise income tax purposes, which could result in unfavorable tax consequences to us and our non-PRC shareholders and ADS holders and have a material adverse effect on our results of operations and the value of your investment.”

## Results of Operations

The following table sets forth our consolidated results of operations for the years ended December 31, 2020, 2021 and 2022. This information should be read together with our consolidated financial statements and related notes included elsewhere in this annual report. The operating results in any period are not necessarily indicative of the results that may be expected for any future period.

	For the Year Ended December 31,			
	2020	2021	2022	
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Revenues:</b>				
Online advertising services	172,811	214,722	221,620	32,132
Enterprise value-added services	193,213	74,032	72,640	10,532
Subscription services	20,740	28,025	28,237	4,094
<b>Total revenues</b>	<b>386,764</b>	<b>316,779</b>	<b>322,497</b>	<b>46,758</b>
Cost of revenues	(261,372)	(128,844)	(137,848)	(19,986)
<b>Gross profit</b>	<b>125,392</b>	<b>187,935</b>	<b>184,649</b>	<b>26,772</b>
<b>Operating expenses:</b>				
Sales and marketing expenses	(140,672)	(143,887)	(122,069)	(17,698)
General and administrative expenses	(212,411)	(90,636)	(52,072)	(7,550)
Research and development expenses	(38,232)	(47,518)	(55,045)	(7,981)
Impairment of goodwill	(1,395)	—	—	—
<b>Total operating expenses</b>	<b>(392,710)</b>	<b>(282,041)</b>	<b>(229,186)</b>	<b>(33,229)</b>
<b>Income/(loss) from operations</b>	<b>(267,318)</b>	<b>(94,106)</b>	<b>(44,537)</b>	<b>(6,457)</b>
<b>Other income/(expenses) :</b>				
Share of loss from equity method investments	(23,502)	(5,473)	51	7
Gain on disposal of a subsidiary	—	—	38,019	5,512
Long-term investment income/(loss), net	—	—	15,964	2,315
Short-term investment income	1,859	2,485	1,999	290
Government grant	10,103	3,304	3,447	500
Others, net	3,280	3,283	8,055	1,168
<b>Income/(loss) before income tax</b>	<b>(275,578)</b>	<b>(90,507)</b>	<b>22,998</b>	<b>3,335</b>
Income tax expenses	(3,764)	(102)	(361)	(52)
<b>Net income/(loss)</b>	<b>(279,342)</b>	<b>(90,609)</b>	<b>22,637</b>	<b>3,283</b>

### Year Ended December 31, 2022 Compared to Year Ended December 31, 2021

#### Revenues

Our revenues increased by 1.8% from RMB316.8 million in 2021 to RMB322.5 million (US\$46.8 million) in 2022.

#### Revenues from online advertising services

Our revenues generated from online advertising services increased by 3.2% from RMB214.7 million in 2021 to RMB221.6 million (US\$32.1 million) in 2022. The increase was primarily attributable to more innovative marketing solutions we provided to our customers as well as proactive sales strategies we adopted to navigate the challenging environment during the year.

#### Revenues from enterprise value-added services

Our revenues generated from enterprise value-added services decreased by 1.9% from RMB74.0 million in 2021 to RMB72.6 million (US\$10.5 million) in 2022. The decrease was primarily because to some of our offline events were delayed or downscaled due to disruptions from COVID-19.

*Revenues from subscription services*

Our revenues generated from subscription services increased by 0.7% from RMB28.0 million in 2021 to RMB28.2 million (US\$4.1 million) in 2022. The increase was primarily attributable to our continuous efforts to offer high-quality subscription products to our subscribers.

**Cost of Revenues**

Our cost of revenues increased by 7.0% from RMB128.8 million in 2021 to RMB137.8 million (US\$20.0 million) in 2022. The increase was primarily attributable to the increase in content related costs, partially offset by the decrease in costs of offline events.

**Gross Profit**

As a result of the foregoing, our gross profit was RMB184.6 million (US\$26.8 million) in 2022, compared to RMB187.9 million in 2021. Gross profit margin was 57.3% in 2022, compared to 59.3% in 2021.

**Operating expenses**

Our total operating expenses decreased by 18.7% from RMB282.0 million in 2021 to RMB229.2 million (US\$33.2 million) in 2022. The decrease was mainly due to the decrease in general and administrative expenses and sales and marketing expenses, partially offset by the increase in research and development expenses.

*Sales and marketing expenses*

Our sales and marketing expenses decreased by 15.2% from RMB143.9 million in 2021 to RMB122.1 million (US\$17.7 million) in 2022. The decrease was primarily attributable to the decrease in payroll-related expenses, share-based compensation expenses, marketing expenses.

*General and administrative expenses*

Our general and administrative expenses decreased by 42.5% from RMB90.6 million in 2021 to RMB52.1 million (US\$7.6 million) in 2022. The decrease was primarily attributable to the release of the allowance for credit losses amounted to RMB33.3 million and the decrease in professional fees. The release of allowance for credit losses was mainly due to improved collection of accounts receivable, as we continuously increase our efforts in accounts receivable collection.

*Research and development expenses*

Our research and development expenses increased by 15.8% from RMB47.5 million in 2021 to RMB55.0 million (US\$8.0 million) in 2022. The increase was primarily attributable to the increase in payroll-related expenses as we bolstered our research and development capabilities.

**Other income**

Our other income was RMB67.5 million (US\$9.8 million) in 2022, compared to RMB3.6 million in 2021. The increase was primarily attributable to gain arising from disposal of a subsidiary and investment income arising from fair value changes of long-term investments as well as income generated from write-offs of accounts payable.

**Income tax expenses**

Our income tax expenses were RMB0.4 million (US\$52 thousand) in 2022, compared to RMB0.1 million in 2021.

**Net income/(loss)**

As a result of the foregoing, our net income was RMB22.6 million (US\$3.3 million) in 2022, compared to net loss of RMB90.6 million in 2021.

**Year Ended December 31, 2021 Compared to Year Ended December 31, 2020**

See “Item 5. Operating and Financial Review and Prospects—5.A. Operating Results—Results of Operations—Year Ended December 31, 2021 Compared to Year Ended December 31, 2020” of our annual report on Form 20-F filed with the SEC on April 25, 2022.

**Non-GAAP Financial Measures**

In evaluating our business, we consider and use two non-GAAP measures, adjusted net income/(loss) and adjusted EBITDA, as supplemental measures to review and assess our operating performance. The presentation of these two non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with U.S. GAAP. We define adjusted net income/(loss) as net income/(loss) excluding share-based compensation. We define adjusted EBITDA as adjusted net income/(loss) before interest income, interest expenses, income tax expense/(credit), depreciation of property and equipment and amortization of intangible assets. We present these non-GAAP financial measures because they are used by our management to evaluate our operating performance and formulate business plans. We also believe that the use of these non-GAAP measures facilitates investors’ assessment of our operating performance.

These non-GAAP financial measures are not defined under U.S. GAAP and are not presented in accordance with U.S. GAAP. These non-GAAP financial measures have limitations as analytical tools. One of the key limitations of using these non-GAAP financial measures is that they do not reflect all items of income and expense that affect our operations. Further, these non-GAAP measures may differ from the non-GAAP information used by other companies, including peer companies, and therefore their comparability may be limited.

We compensate for these limitations by reconciling these non-GAAP financial measures to the nearest U.S. GAAP performance measure, all of which should be considered when evaluating our performance. We encourage you to review our financial information in its entirety and not rely on a single financial measure.

The following table reconciles our adjusted net income/(loss) and adjusted EBITDA in 2020, 2021 and 2022 to the most directly comparable financial measure calculated and presented in accordance with U.S. GAAP, which is net income/(loss).

	For the Year Ended December 31,			
	2020	2021	2022	
	RMB'000	RMB'000	RMB'000	US\$'000
<b>Net income/(loss)</b>	<b>(279,342)</b>	<b>(90,609)</b>	<b>22,637</b>	<b>3,283</b>
Share-based compensation expenses	39,277	15,018	13,886	2,013
<b>Non-GAAP adjusted net income/(loss)</b>	<b>(240,065)</b>	<b>(75,591)</b>	<b>36,523</b>	<b>5,296</b>
Interest income, net	(1,535)	(903)	(1,039)	(151)
Income tax expense	3,764	102	361	52
Depreciation and amortization expenses	5,598	2,659	1,922	279
<b>Non-GAAP adjusted EBITDA</b>	<b>(232,238)</b>	<b>(73,733)</b>	<b>37,767</b>	<b>5,476</b>

**Recently Issued Accounting Pronouncements**

A list of recent relevant accounting pronouncements is included in Note 3 “Recently Issued Accounting Pronouncements” of our consolidated financial statements, which are included elsewhere in this annual report.

## 5.B. Liquidity and Capital Resources

### Liquidity and Capital Resources

#### *Cash flows and working capital*

Our principal sources of liquidity have been cash generated from operating activities. As of December 31, 2022, we had RMB184.9 million (US\$26.8 million) in cash and cash equivalents, restricted cash and short-term investments. Our cash and cash equivalents consist of cash on hand and demand deposits or other highly liquid investments placed with banks or other financial institutions which are unrestricted as to withdrawal and use and have original maturities of less than three months. Our cash and cash equivalents are primarily denominated in Renminbi and U.S. dollars, including (i) RMB118.5 million (US\$17.2 million) denominated in Renminbi and held in the PRC by our subsidiaries, the VIE and its subsidiaries and (ii) RMB24.0 million (US\$3.5 million) denominated in U.S. dollar and held in the Cayman Islands by the parent company. As of December 31, 2022, we had RMB42.3 million (US\$6.1 million) in short-term investments, all of which were denominated in Renminbi and held in the PRC by our subsidiary, VIE and VIE's subsidiaries. We believe that our current cash and cash equivalents and short-term investment will be sufficient to meet our anticipated cash needs, including our cash needs for working capital and capital expenditures, for at least the next 12 months.

Our accounts receivable, net was RMB197.5 million (US\$28.6 million) as of December 31, 2022, compared to RMB180.2 million as of December 31, 2021. Accounts receivable are generally on terms between 90 to 270 days. In some cases, these terms are extended for certain qualifying long-term customers who have met specific credit requirements. As of December 31, 2022, accounts receivable amounted to RMB158.1 million (US\$22.9 million) has been derived from the advertisement agent services that mentioned in "Item 4. Information on the Company—4.B. Business Overview—Our Business Services". For the year ended December 31, 2022, we put more efforts on accounts receivable collection and collected significant amount to keep a healthy cashflow of daily operation.

We intend to finance our future working capital requirements and capital expenditures from cash generated from operating activities and funds raised from financing activities. We may, however, require additional cash due to changing business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If our existing cash is insufficient to meet our requirements, we may seek to issue debt or equity securities or obtain additional credit facilities. Financing may be unavailable in the amounts we need or on terms acceptable to us, if at all. Issuance of additional equity securities or equity-linked securities, including convertible debt securities, would dilute our earnings per share. The incurrence of debt would divert cash for working capital and capital expenditures to service debt obligations and could result in operating and financial covenants that restrict our operations and our ability to pay dividends to our shareholders. If we are unable to obtain additional equity or debt financing as required, our business operations and prospects may suffer.

As a holding company with no material operations of our own, we conduct our operations primarily through our PRC subsidiaries and consolidated VIE in China. We are permitted under PRC laws and regulations to provide funding to our PRC subsidiaries in China through capital contributions or loans, subject to the approval of government authorities and limits on the amount of capital contributions and loans. See "Item 3. Key Information—3.D. Risk Factors—Risks Related to Doing Business in China—PRC regulation of loans to, and direct investment in, PRC entities by offshore holding companies and governmental control of currency conversion may restrict or prevent us from using the proceeds of our initial public offering to make loans to our PRC subsidiary and the VIE, or to make additional capital contributions to our PRC subsidiary." and "Item 14. Material Modifications To The Rights Of Security Holders And Use Of Proceeds—14.E. Use of Proceeds." The ability of our subsidiaries in China to make dividends or other cash payments to us is subject to various restrictions under PRC laws and regulations. See "Item 3. Key Information—3.D. Risk Factors—Risks Related to Doing Business in China—We may rely to a significant extent on dividends and other distributions on equity paid by our principal operating subsidiaries to fund offshore cash and financing requirements. Any limitation on the ability of our operating subsidiaries to make payments to us could have a material and adverse impact on our ability to operate our business." and "Item 3. Key Information—3.D. Risk Factors—Risks Related to Doing Business in China—PRC regulations relating to investments in offshore companies by PRC residents may subject our PRC-resident beneficial owners or our PRC subsidiaries to liability or penalties, limit our ability to inject capital into our PRC subsidiaries or limit our PRC subsidiaries' ability to increase their registered capital or distribute profits."

The following table sets forth a summary of our cash flows for the years ended December 31, 2020, 2021 and 2022:

	For the Year Ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
	(in thousands)			
Net cash (used in) /provided by operating activities	(17,125)	194,961	(4,989)	(724)
Net cash (used in) /provided by investing activities	(64,289)	(157,997)	43,311	6,280
Net cash (used in) /provided by financing activities	(32,837)	(23)	5,124	743
<b>Effect of exchange rate changes on cash, cash equivalents and restricted cash held in foreign currencies</b>	<b>(2,780)</b>	<b>(822)</b>	<b>2,200</b>	<b>319</b>
<b>Net increase/(decrease) in cash, cash equivalents and restricted cash</b>	<b>(117,031)</b>	<b>36,119</b>	<b>45,646</b>	<b>6,618</b>
<b>Cash, cash equivalents and restricted cash at beginning of the year</b>	<b>177,877</b>	<b>60,846</b>	<b>96,965</b>	<b>14,058</b>
<b>Cash, cash equivalents and restricted cash at end of the year</b>	<b>60,846</b>	<b>96,965</b>	<b>142,611</b>	<b>20,676</b>

**Operating activities**

Net cash used in operating activities was RMB5.0 million (US\$0.7 million) in 2022. In 2022, the difference between our net cash used in operating activities and our net income of RMB22.6 million (US\$3.3 million) was mainly due to the release of the allowance for credit losses, fair value changes of long term investments and gain on disposal of a subsidiary.

Net cash provided by operating activities was RMB195.0 million (US\$30.6 million) in 2021. In 2021, the difference between our net cash used in operating activities and our net loss of RMB90.6 million (US\$14.2 million) was mainly due to a decrease in the accounts receivable as cash collection increased in the fiscal year of 2021 compared to fiscal year of 2020, and the increase of RMB9.8 million in allowance for credit losses as we adopted more prudent provision policy of allowance for credit losses.

**Investing activities**

Net cash provided by investing activities was RMB43.3 million (US\$6.3 million) in 2022, which was attributable to (i) purchase of short-term investments, (ii) proceeds from maturities of short-term investments.

Net cash used in investing activities was RMB158.0 million (US\$24.8 million) in 2021, which was attributable to (i) paid on behalf of the customer in relation to advertisement agent services, (ii) investment in long-term investments of RMB31.0 million, and (iii) net proceeds and purchase of short-term investments of RMB29.9 million.

**Financing activities**

Net cash provided by financing activities was RMB5.1 million (US\$0.7 million) in 2022, and was mainly attributable to (i) proceeds from bank loan and (ii) repayment of bank loan.

Net cash used in financing activities was RMB23 thousand (US\$4 thousand) in 2021, and was mainly attributable to (i) share repurchase of RMB5.8 million, and partially offset by (ii) net proceeds and repayments of bank loan of RMB5.0 million.

**Material Cash Requirements**

Our material cash requirements as of December 31, 2022 and any subsequent interim period primarily include our capital expenditures and operating lease commitments. Other than those as discussed below, we did not have any significant capital and other commitments, long-term obligations or guarantees as of December 31, 2022. We did not have future minimum capital commitments as of December 31, 2020, 2021 and 2022.

**Capital Expenditures**

Our capital expenditures are incurred primarily in connection with purchases of equipment and intangible assets, and leasehold improvements. Our capital expenditures were RMB2.4 million, RMB2.2 million and RMB1.7 million (US\$0.2 million) in 2020, 2021 and 2022, respectively. We intend to fund our future capital expenditures with our existing cash balance and proceeds from our initial public offering in November 2019. We will continue to make capital expenditures to meet the expected growth of our business.

**Contractual Obligations**

The following table sets forth our contractual obligations as of December 31, 2022:

	Payment due by period			
	Total	2023 (RMB in thousands)	2024	2025 and Thereafter
Operating lease commitment <sup>(1)</sup>	47,810	31,748	15,464	598

Notes:

(1) Operating lease commitment consists of the commitments under the lease agreements for our office premises.

**Off-Balance Sheet Arrangements**

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder's equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or product development services with us.

**Holding Company Structure**

36Kr Holdings Inc. is a holding company with no material operations of its own. We conduct our operations primarily through our PRC subsidiaries and VIE and its subsidiaries. As a result, our ability to pay dividends depends upon dividends paid by our subsidiaries. If our subsidiaries or any newly formed subsidiaries incur debt on their own behalf in the future, the instruments governing their debt may restrict their ability to pay dividends to us.

In addition, our subsidiaries in China are permitted to pay dividends to us only out of their retained earnings, if any, as determined in accordance with the Accounting Standards for Business Enterprise as promulgated by the Ministry of Finance of the PRC, or PRC GAAP. In accordance with PRC company laws, the VIE and its subsidiaries in China must make appropriations from their after-tax profit to non-distributable reserve funds including (i) statutory surplus fund and (ii) discretionary surplus fund. The appropriation to the statutory surplus fund must be at least 10% of the after-tax profits calculated in accordance with PRC GAAP. Appropriation is not required if the statutory surplus fund has reached 50% of the registered capital of the VIE. Appropriation to discretionary surplus fund is made at the discretion of the VIE. Pursuant to the law applicable to China's foreign investment enterprise, our subsidiaries that are foreign investment enterprise in the PRC have to make appropriation from their after-tax profit, as determined under PRC GAAP, to reserve funds including (i) general reserve fund, (ii) enterprise expansion fund and (iii) staff bonus and welfare fund. The appropriation to the general reserve fund must be at least 10% of the after-tax profits calculated in accordance with PRC GAAP. Appropriation is not required if the reserve fund has reached 50% of the registered capital of our subsidiary. Appropriations to the other two reserve funds are at our subsidiary's discretion.

As an offshore holding company, we are permitted under PRC laws and regulations to provide funding from the proceeds of our offshore fund raising activities to our PRC subsidiaries only through loans or capital contributions, and to our consolidated affiliated entity only through loans, in each case subject to the satisfaction of the applicable government registration and approval requirements. See "Item 3. Key Information—3.D. Risk Factors—Risks Related to Doing Business in China—PRC regulation of loans to, and direct investment in, PRC entities by offshore holding companies and governmental control of currency conversion may restrict or prevent us from using the proceeds of our initial public offering to make loans to our PRC subsidiary and the VIE, or to make additional capital contributions to our PRC subsidiary." for details. As a result, there is uncertainty with respect to our ability to provide prompt financial support to our PRC subsidiaries and our consolidated VIE when needed. Notwithstanding the foregoing, our PRC subsidiaries and our consolidated VIE may use their own retained earnings (rather than Renminbi converted from foreign currency denominated capital) to provide financial support to our consolidated affiliated entity either through entrustment loans from our PRC subsidiaries to the VIE or direct loans to such consolidated affiliated entity's shareholders, which would be contributed to the consolidated variable entity as capital injections. Such direct loans to the shareholders would be eliminated in our consolidated financial statements against the consolidated affiliated entity's share capital.

### 5.C. Research and Development, Patents and Licenses, etc.

We have focused on and will continue to invest in our technology system. Our research and development expenses were RMB38.2 million and RMB47.5 million and RMB55.0 million (US\$8.0 million) in 2020, 2021 and 2022 respectively. As of December 31, 2022, we had 134 employees dedicated to research and development. Our research and development team primarily consists of senior software engineers and IT infrastructure architects. See “Item 4. Information on the Company—4.B. Business Overview—Technologies.”

### 5.D. Trend Information<sup>1</sup>

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the year ended December 31, 2022 that are reasonably likely to have a material and adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future results of operations or financial condition.

### 5.E. Critical Accounting Estimates

We consider an accounting estimate to be critical if: (i) the accounting estimate requires us to make assumptions about matters that were highly uncertain at the time the accounting estimate was made, and (ii) changes in the estimate that are reasonably likely to occur from period-to-period or use of different estimates that we reasonably could have used in the current period, would have a material impact on our financial condition or results of operations.

Management has discussed the development and selection of these critical accounting estimates with the Audit Committee of our board of directors. In addition, there are other items within our financial statements that require estimation but are not deemed critical as defined above. Changes in estimates used in these and other items could have a material impact on our financial statements. For a detailed discussion of our significant accounting policies and related judgments, please see Note 2 “Significant Accounting Policies” to our consolidated financial statements for the year ended December 31, 2022 for more information on our critical accounting policies. You should read the following description of critical accounting estimates in conjunction with our consolidated financial statements and other disclosures included in this annual report.

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<sup>1</sup> NTD: To disclose all material “known trends” –whether any revenue / cost / expenses items will be affected by the recent regulatory changes and quantify such impacts based on historical numbers.

### **Allowance for credit losses**

The allowance for credit losses represents our estimate of the expected lifetime credit losses inherent in receivables as of the balance sheet date. The adequacy of our allowance for credit losses is assessed quarterly, and the assumptions and models used in establishing the allowance are evaluated regularly. Because credit losses can vary substantially over time, estimating credit losses requires a number of assumptions about uncertain matters. Changes in assumptions affect *general and administrative expenses* on our consolidated statements of comprehensive income/(loss) and the allowance for credit losses contained within *accounts receivable, net* and *prepayments and other current assets* on our consolidated balance sheets. See Note 2 “Significant Accounting Policies” to our consolidated financial statements for more information regarding allowance for credit losses.

**Nature of Estimates.** We estimate the allowance for credit losses for receivables that share similar risk characteristics on a pool basis, mainly based on past collection experience as well as consideration of current and future economic conditions and changes in our collection trends.

**Assumptions Used.** The key assumptions used in the process of estimating the allowance for credit losses include portfolio composition, loss severity and recoveries, and application of macroeconomic forecasts.

**Sensitivity Analysis.** Changes in the assumptions of loss severity and recoveries would affect the allowance for credit losses. The effect of the indicated increase/decrease in the assumptions is as follows (in RMB’000):

<b>Assumption</b>	<b>Basis Point Change</b>	<b>(Decrease)/Increase</b>
Loss severity and recoveries	+/- 100 bps	(6,908)/2,804

### **Provision of income tax and valuation allowance for deferred tax asset**

Significant judgment is required in determining income tax expense based on tax laws in the various jurisdictions in which we operate. These tax laws and regulations are complex and involve uncertainties in the application to our facts and circumstances that may be open to interpretation. In calculating our effective income tax rate, estimates are required regarding the timing and amount of taxable and deductible items which will adjust the pre-tax income earned in various tax jurisdictions. Through our interpretation of local tax regulations, adjustments to pretax income for income earned in various tax jurisdictions are reflected within various tax filings. Although we believe that our estimates and judgments discussed herein are reasonable, actual results may be materially different than the estimated amounts.

We must also assess the likelihood that we will be able to recover our deferred tax assets against future sources of taxable income and reduce the carrying amount of deferred tax assets by recording a valuation allowance if, based on all available evidence, it is more likely than not that all or a portion of such assets will not be realized. This assessment, which is completed on a taxing jurisdiction basis, takes into account various types of evidence, including the following:

- **Nature, frequency, and severity of current and cumulative net operating losses.** A pattern of objectively measured recent net operating losses is heavily weighted as a source of negative evidence. We generally consider cumulative pre-tax losses in the three-year period ending with the current quarter to be significant negative evidence regarding future profitability. We also consider the strength and trend of earnings, as well as other relevant factors. In certain circumstances, historical information may not be as relevant due to changes in our business operations;
- **Sources of future taxable income.** Future reversals of existing temporary differences are heavily weighted sources of objectively verifiable positive evidence. Projections of future taxable income exclusive of reversing temporary differences are a source of positive evidence only when the projections are combined with a history of recent profits and can be reasonably estimated. Otherwise, these projections are considered inherently subjective and generally will not be sufficient to overcome negative evidence that includes relevant cumulative losses in recent years, particularly if the projected future taxable income is dependent on an anticipated turnaround to profitability that has not yet been achieved. In such cases, we generally give these projections of future taxable income no weight for the purposes of our valuation allowance assessment; and
- **Tax planning strategies.** If necessary and available, tax planning strategies could be implemented to accelerate taxable amounts to utilize expiring carryforwards. These strategies would be a source of additional positive evidence and, depending on their nature, could be heavily weighted.

In assessing the realizability of deferred tax assets, we consider the trade-offs between cash preservation and cash outlays to preserve tax credits. However, the ultimate realization of our deferred tax assets is subject to a number of variables, including our future profitability within relevant tax jurisdictions, and future tax planning and the related effects on our cash and liquidity position. Accordingly, our valuation allowances may increase or decrease in future periods.

#### ***Fair value measurement of investments accounted for under measurement alternative and fair value option***

For equity investments without readily determinable fair value for which we have elected to use the measurement alternative, we record these investments at cost, less impairment, and plus or minus subsequent adjustments for observable price changes. We estimate the price adjustment based on the different rights and obligations between a similar instrument of the same issuer with an observable price change in an orderly transaction and the investment held by the Company. We make a qualitative assessment of whether the investment is impaired at each reporting date, applying significant judgement in considering various factors and events including (i) adverse performance and cash flow forecasts of investees; (ii) adverse industry developments affecting investees; and (iii) adverse regulatory, social, economic or other developments affecting investees. If a qualitative assessment indicates that the investment is impaired, we estimate the investment's fair value in accordance with the principles of ASC 820. If the fair value is less than the investment's carrying value, we recognize an impairment loss in net income equal to the difference between the carrying value and fair value. For the year ended December 31, 2022, the equity investments accounted for under measurement alternative were not impaired based on our qualitative assessment.

For privately held investments classified as debt securities, we elected fair value option to account for these investments and determined the fair value by using recent market transaction price (Level 2). For the investments made close to the period end, we determine their initial investment amounts were deemed approximately equal to their fair value. Our estimates of the fair value of these investments require subjective management judgment and are inherently uncertain, and could result in the fair value at the reporting date to be different from the fair value presented.

## **ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

### **6.A. Directors and Senior Management**

The following table sets forth information regarding our executive officers and directors as of the date of this annual report.

<b>Directors and Executive Officers</b>	<b>Age</b>	<b>Position/Title</b>
Dagang Feng	44	Chief Executive Officer, Co-chairman of the Board of Directors
Chengcheng Liu	34	Founder, Co-chairman of the Board of Directors
Yang Li	46	Chief Content Officer, Director
Hao Lan	41	Director
Yifan Li	55	Independent Director
Hendrick Sin	48	Independent Director
Peng Su	43	Independent Director
Lin Wei	45	Chief Financial Officer

*Dagang Feng* has served as our chief executive officer and the co-chairman of our board of directors since August 2019. Mr. Feng has served as Beijing Duoke's chief executive officer since December 2016 and its director since August 2018, and is responsible for the overall business strategies and operation. Mr. Feng has also served as a director at Xieli Zhucheng since September 2016. Mr. Feng has over 10 years of managerial experience and over 15 years of expertise in media and investment sectors. Before joining us, Mr. Feng served as a senior investment manager at Matrix Partners China from 2012 to 2016, where he primarily focused on investments in Internet and technology sectors. Prior to that, Mr. Feng co-founded YiMagazine, previously known as CBNweekly which is sponsored by Shanghai Oriental Media Group, a leading business magazine in China, where he served as the associate chief editor and the general manager of marketing department from 2007 and 2012. Before YiMagazine, Mr. Feng was a senior journalist at ChinaByte.com, an IT-focused vertical portal based in China, from 2005 to 2007, and a senior journalist at the Economic Observer, one of China's most influential economic-focused newspapers in China, from 2003 to 2005, respectively. Mr. Feng currently serves as a board member of several private companies. Mr. Feng received his bachelor's degree in economics from Dalian Maritime University in 2002, and a post-graduate diploma in journalism and communication from Tsinghua University in 2007.

*Chengcheng Liu* has served as the co-chairman of our board of directors since August 2019. Mr. Liu founded our *36Kr.com* website in 2010 and has served as chairman of board of directors of Beijing Duoke since its incorporation. Since the inception of our 36Kr, Mr. Liu has been the key architect of our success and has led us to achieve a number of our milestones and transformations, and he has accumulated extensive knowledge and expertise in the New Economy sector as well as rich experience in managing our company. Mr. Liu was named by *Forbes* as one of China's "30 Under 30" in 2013, a list of top Chinese entrepreneurs under the age of 30. Mr. Liu currently serves as a board member of several private companies. Mr. Liu received his bachelor's degree in communication engineering from Beijing University of Posts and Telecommunications in 2010 and his master's degree in data mining from University of Chinese Academy of Sciences in 2014.

*Yang Li* has served as our chief content officer since August 2019, and our director since June 2020. Ms. Li has served as Beijing Duoke's chief content officer since September 2016 and is responsible for the content creation for our platform. Ms. Li has extensive experience in the media sector. Prior to joining us, Ms. Li served at YiMagazine, previously known as CBNweekly which is sponsored by Shanghai Oriental Media Group, a leading business magazine in China, where she joined as a founding member, and held various positions, including the chief editor of the magazine and the chief commentator for an editorial column called the Observer from 2008 to 2016. Before YiMagazine, Ms. Li served as a journalist at China Internet Weekly magazine and China Information World newspaper. Ms. Li received a bachelor's degree in computer science from Shenyang University of Technology in 1999, a bachelor's degree in editing and publishing science from Tsinghua University in 2005, and a post-graduate diploma in integrated and practicing management from Hong Kong University in 2016.

*Hao Lan* has served as our director since April 2021. Mr. Lan joined 36Kr in 2018, currently serves as a vice president, overseeing business development in domestic regions and services for local municipalities. Mr. Lan has over 10 years of experience in operational management. Prior to joining 36Kr, he held various positions at Sina.com, Auto China and Bitauto.com. Mr. Lan received his bachelor's degree in Computer Science from Shandong University of Technology in 2004.

*Yifan Li* has served as our independent director since November 2019. Mr. Li served as Chief Financial & Investment Advisor at Human Horizons Group Inc. since March 2022, and as its Chief Financial Officer from April 2021 to March 2022. Mr. Li has served as vice president at Zhejiang Geely Holding Group Company Ltd since September 2014, and also served as its chief financial officer from September 2014 to September 2016. The primary business of Zhejiang Geely Holding Group Company Ltd is designing, engineering and manufacturing automobile. Mr. Li's responsibilities include corporate financial and risk management, investment, new business initiatives, etc. Mr. Li is also currently a director of a number of companies, including Xinyuan Real Estate Co., Ltd., a real estate developer listed on the NYSE, Qudian Inc., an online credit products provider listed on the NYSE, and Sunlands Technology Group, an education company listed on the NYSE. Mr. Li is a certified public accountant in the United States. Mr. Li received his MBA from the University Of Chicago Booth School Of Business in 2000, his master's degree in accounting from University of Texas at Dallas in 1994, and his bachelor's degree in economics from Fudan University in 1989.

*Hendrick Sin* has served as our independent director since November 2019. Mr. Sin has approximately 23 years of experience in corporate management, finance and investment banking. Mr. Sin is a co-founder, executive Director and the vice chairman of CMGE Technology Group Limited, a leading mobile game company in China. Mr. Sin has been a director and vice chairman of CMGE Group since January 2011. He is also the founding partner of China Prosperity Capital Fund a venture capital investment company with a primary investment focus on China's technology sector. Mr. Sin graduated from Stanford University in 1997 with a master's degree in engineering- economic systems and operations research, and received three bachelor's degrees in computer science/mathematics, economics and industrial management with honors from Carnegie Mellon University in 1996. Mr. Sin is the president of the Hong Kong Internet Professional Association and the executive vice-chairman of the Hong Kong Software Industry Association. Mr. Sin has been appointed as a member of the fifteenth session of Tianjin Municipal's Committee of Chinese People's Political Consultative Conference. Mr. Sin has also been appointed by the Hong Kong Government as a director of Hong Kong Cyberport Management Company Limited.

*Peng Su* has served as our independent director since November 2019. Mr. Su has served as Youdao's vice president since March 2019. Prior to joining Youdao, Mr. Su worked at the New York Stock Exchange (China) for over 12 years in various roles, including its representative and later its chief representative. Mr. Su received his master's degree from North Carolina State University.

Lin Wei has served as our chief financial officer since November 2021. Ms. Wei joined 36Kr in May 2021 as Vice President of Finance and Capital Markets, in charge of the Company's financial management, financial reporting, investor relations and financing activities. Before joining 36Kr, Ms. Wei served as Head of Investor Relations at iQIYI, Inc., a NASDAQ listed company, from 2017 to 2020. Prior to that, Ms. Wei served in various positions at several NASDAQ and NYSE listed companies including Sohu.com Limited, The9 Limited, Shanda Interactive Entertainment Limited and Link Motion Inc. Ms. Wei received her bachelor's degree in Economics from Renmin University of China.

## 6.B. Compensation

### Compensation

For the fiscal year ended December 31, 2022, we paid an aggregate of RMB11.0 million (US\$1.6 million) in cash to our directors and executive officers. We have not set aside or accrued any amount to provide pension, retirement or other similar benefits to our executive officers and directors. Our PRC subsidiaries and our variable interest entity are required by law to make contributions equal to certain percentages of each employee's salary for his or her pension insurance, medical insurance, unemployment insurance and other statutory benefits and a housing provident fund. For share incentive grants to our directors, executive officers and employees, see "—Share Incentive Plan."

### Employment Agreements and Indemnification Agreements

We have entered into employment agreements with each of our executive officers. Pursuant to these employment agreements, each of our executive officers is employed for a specified time period, which will be renewed automatically unless a notice of non-renewal is given. We may terminate an executive officer's employment for cause at any time without advance notice in certain events and may terminate an executive officer's employment by giving a prior written notice and paying certain compensation. An executive officer may terminate his or her employment at any time by giving a prior written notice. Under these employment agreements, each executive officer agrees to hold, unless expressly consented to by us, at all times during and after the termination of his or her employment agreement, in strict confidence and not to use, any of our confidential information or the confidential information of our customers and suppliers. In addition, under these agreements, each executive officer agrees to be bound by certain non-competition restrictions during the term of his or her employment and for two years following the last date of employment.

We have also entered into indemnification agreements with each of our directors and executive officers. Under these agreements, we agree to indemnify our directors and executive officers against all liabilities and expenses incurred by such persons in connection with claims made by reason of their being a director or officer of our company to the fullest extent permitted by law with certain limited exceptions.

### Share Incentive Plan

Xieli Zhucheng adopted a share incentive plan in 2014 and Beijing Duoke adopted a share incentive plan in 2016, which we refer to as the 2014 Share Incentive Plan and 2016 Share Incentive Plan, respectively. In September 2019, 36Kr Holdings Inc. adopted a share incentive plan, which we refer to as the 2019 Share Incentive Plan. The 2014 Share Incentive Plan and 2016 Share Incentive Plan were canceled concurrently upon the adoption of the 2019 Share Incentive Plan, and each participant of the 2014 Share Incentive Plan and 2016 Share Incentive Plan received corresponding grants of options under the 2019 Share Incentive Plan. As of the date of this annual report, the maximum aggregate number of ordinary shares which may be issued pursuant to all awards under the 2019 Share Incentive Plan is 162,186,000. As of the date of this annual report, awards to purchase 94,026,478 ordinary shares under the 2019 Share Incentive Plan have been granted and outstanding.

The following paragraphs summarize the terms of our 2019 Share Incentive Plan.

**Types of Awards.** Our 2019 Share Incentive Plan permits awards of share options.

**Plan Administration.** Our 2019 Share Incentive Plan shall be administered by Dagang Feng.

**Grant Letter.** Awards granted under our 2019 Share Incentive Plan are evidenced by a grant letter that sets forth terms, conditions and limitations for each award.

**Exercise Price.** The plan administrator determines the purchase price or exercise price for each award, subject to the conditions set forth in our 2019 Share Incentive Plan.

**Eligibility.** We may grant awards to any director, employee or business associate who the plan administrator, in his or her sole discretion, has contributed or will contribute to the Company.

**Vesting Schedule.** In general, the plan administrator determines the vesting schedule, which is set forth in the grant letter.

**Transfer Restrictions.** Options may not be assignable or transferable, except as otherwise provided in the 2019 Share Incentive Plan.

**Termination and Amendment.** The 2019 Share Incentive Plan shall be valid and effective for ten years commencing from its adoption. The board of directors, or the Company by resolution of the shareholders, may at any time terminate the operation of the 2019 Share Incentive Plan, after which period no further options will be granted but the provisions of the 2019 Share Incentive Plan shall remain in force to the extent necessary to give effect to the exercise of any options which are granted during the life of the 2019 Share Incentive Plan or otherwise as may be required in accordance with the provisions of the 2019 Share Incentive Plan. The board of directors may amend any of the provisions of the 2019 Share Incentive Plan at any time, but not so as to affect adversely any rights which have accrued to any grantee at that date.

The following table summarizes, as of the date of this annual report, the outstanding options that were granted to our directors and executive officers under the 2019 Share Incentive Plan:

Name	Ordinary Shares Underlying Outstanding Options Granted	Exercise Price (US\$/Share)	Date of Grant	Date of Expiration
Dagang Feng	32,246,622	Nominal	September 7, 2019 and December 19, 2021	September 7, 2029 and December 19, 2031
Yang Li	*	Nominal	September 7, 2019 and June 19, 2021	September 7, 2029 and June 19, 2031
Hao Lan	*	Nominal	September 7, 2019, June 19, 2021 and September 7, 2021	September 7, 2029, June 19, 2031 and September 7, 2031
Lin Wei	*	Nominal	June 19, 2021	June 19, 2031

Notes:

\* Less than 1% of our total outstanding ordinary shares.

As of the date of this annual report, our employees other than members of our senior management as a group hold options to purchase 62,288,425 ordinary shares, with exercise price US\$0.0001 per share.

For discussions of our accounting policies and estimates for awards granted pursuant to the 2019 Share Incentive Plan, see Note 2 “Significant Accounting Policies” and Note 16 “Share-based Compensation” to our consolidated financial statements.

## 6.C. Board Practices

### Board of Directors

Our Board of Directors consists of seven directors, including three independent directors, namely Yifan Li, Hendrick Sin and Peng Su. A director is not required to hold any shares in our company to qualify to serve as a director. The Listing Rules of the Nasdaq generally require that a majority of an issuer's board of directors must consist of independent directors. However, the Listing Rules of the Nasdaq permit foreign private issuers like us to follow "home country practice" in certain corporate governance matters. As of the date of this annual report, Dagang Feng controls a majority of our total voting power, and as such, we are a "controlled company" as defined under the Nasdaq Stock Market Rules. For so long as we remain a controlled company under that definition, we are also permitted to elect to rely on certain exemptions from corporate governance rules. We rely on the "home country practice" and the "controlled company" exemptions from the requirement that a majority of our board of directors must be independent directors, and the requirement that our board of directors have a compensation committee and nominating and corporate governance committee composed entirely of independent directors.

A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with our company is required to declare the nature of his or her interest at a meeting of our directors. A general notice given to the directors by any director to the effect that he or she is a member, shareholder, director, partner, officer or employee of any specified company or firm and is to be regarded as interested in any contract or transaction with that company or firm shall be deemed a sufficient declaration of interest for the purposes of voting on a resolution in respect to a contract or transaction in which he/she has an interest, and after such general notice it shall not be necessary to give special notice relating to any particular transaction. A director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he/she may be interested therein (subject to any separate requirement for audit committee approval under the applicable law or Nasdaq rules, and unless disqualified by the chairman of the relevant board meeting) and if he/she does so, his/her vote shall be counted and he/she may be counted in the quorum at any meeting of the directors at which any such contract or proposed contract or arrangement is considered. Our board of directors may exercise all of the powers of our company to borrow money, to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock or other securities whenever money is borrowed or as security for any debt, liability or obligation of our company or of any third party. None of our directors has a service contract with us that provides for benefits upon termination of service as a director.

### Committees of the Board of Directors

We have established an audit committee, a compensation committee and a nominating and corporate governance committee under our Board of Directors. We have adopted a charter for each of the three committees. Each committee's members and functions are described below.

**Audit Committee.** Our audit committee consists of Yifan Li, Hendrick Sin and Peng Su, and is chaired by Yifan Li. We have determined that each of Yifan Li, Hendrick Sin and Peng Su satisfies the "independence" requirements of Rule 5605(c) (2) of the Listing Rules of the Nasdaq and meet the independence standards under Rule 10A-3 under the Exchange Act. We have determined that Yifan Li qualifies as an "audit committee financial expert." as set forth under the applicable rules of the SEC. The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

- reviewing and recommending to our board for approval, the appointment, re-appointment or removal of the independent auditor, after considering its annual performance evaluation of the independent auditor;
- approving the remuneration and terms of engagement of the independent auditor and pre-approving all auditing and non-auditing services permitted to be performed by our independent auditors at least annually;
- reviewing with the independent registered public accounting firm any audit problems or difficulties and management's response;
- discussing with our independent auditor, among other things, the audits of the financial statements, including whether any material information should be disclosed, issues regarding accounting and auditing principles and practices;

- reviewing and approving all proposed related party transactions, as defined in Item 404 of Regulation S-K under the Securities Act;
- discussing the annual audited financial statements with management and the independent registered public accounting firm;
- reviewing the adequacy and effectiveness of our accounting and internal control policies and procedures and any special steps taken to monitor and control major financial risk exposures;
- approving annual audit plans, and undertaking an annual performance evaluation of the internal audit function; and
- meeting separately and periodically with management and the independent registered public accounting firm.

**Compensation Committee.** Our compensation committee consists of Dagang Feng and Hendrick Sin, and is chaired by Dagang Feng. We have determined that Hendrick Sin satisfies the “independence” requirements of Rule 5605(c) (2) of the Listing Rules of the Nasdaq. The compensation committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. Our chief executive officer may not be present at any committee meeting during which their compensation is deliberated upon. The compensation committee is responsible for, among other things:

- overseeing the development and implementation of compensation programs in consultation with our management;
- at least annually, reviewing and approving, or recommending to the board for its approval, the compensation for our executive officers;
- at least annually, reviewing and recommending to the board for determination with respect to the compensation of our non-executive directors;
- at least annually, reviewing periodically and approving any incentive compensation or equity plans, programs or other similar arrangements;
- reviewing executive officer and director indemnification and insurance matters; and
- overseeing our regulatory compliance with respect to compensation matters, including our policies on restrictions on compensation plans and loans to directors and executive officers.

**Nominating and Corporate Governance Committee.** Our nominating and corporate governance committee consists of Dagang Feng, Peng Su and Yang Li, and is chaired by Dagang Feng. We have determined that Peng Su satisfies the “independence” requirements of Rule 5605(c) (2) of the Listing Rules of the Nasdaq. The nominating and corporate governance committee assists the board in selecting individuals qualified to become our directors and in determining the composition of the board and its committees. The nominating and corporate governance committee is responsible for, among other things:

- recommending nominees to the board for election or re-election to the board, or for appointment to fill any vacancy on the board;
- reviewing annually with the board the current composition of the board with regards to characteristics such as independence, knowledge, skills, experience, expertise, diversity and availability of service to us;
- developing and recommending to our board such policies and procedures with respect to nomination or appointment of members of our board and chairs and members of its committees or other corporate governance matters as may be required pursuant to any SEC or Nasdaq rules, or otherwise considered desirable and appropriate;
- selecting and recommending to the board the names of directors to serve as members of the audit committee and the compensation committee, as well as of the nominating and corporate governance committee itself; and
- evaluating the performance and effectiveness of the board as a whole.

**Duties and Functions of Directors**

Under Cayman Islands law, our directors owe fiduciary duties to our company, including a duty of loyalty, a duty to act honestly, and a duty to act in what consider in good faith to be in our best interests. Our directors must also exercise their powers only for a proper purpose. Our directors also owe to our company a duty to exercise the care, diligence and skills that a reasonable prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our memorandum and articles of association, as amended and restated from time to time. Our company has the right to seek damages if a duty owed by our directors is breached. In certain limited exceptional circumstances, a shareholder may have the right to seek damages in our name if a duty owed by our directors is breached. Our board of directors has all the powers necessary for managing, and for directing and supervising, our business affairs. The functions and powers of our board of directors include, among others, (i) convening shareholders’ annual and extraordinary general meetings and reporting its work to shareholders at such meetings, (ii) declaring dividends and distributions, (iii) appointing officers and determining their terms of offices and responsibilities, (iv) approving the transfer of shares of our company, including the registering of such shares in our share register, and (v) exercising the borrowing powers of our company and mortgaging the property of our company.

**Terms of Directors and Officers**

Our officers may be appointed by and serve at the discretion of the board. The Company may by ordinary resolution appoint any person to be a director. Each director is not subject to a term of office and holds office until such time as his successor takes office or until the earlier of his death, resignation or removal from office by an ordinary resolution of the shareholders of the Company or the affirmative vote of no less than two-thirds of the other directors present and voting at a board meeting. A director’s office shall also be vacated if, among other things, the director (i) resigns his office by notice in writing to the company; (ii) dies, becomes bankrupt or makes any arrangement or composition with his creditors; (iii) is found to be or becomes of unsound mind; (iv) is prohibited by law or Nasdaq rules from being a director; or (v) is removed from office pursuant to our third amended and restated articles of association.

**Board Diversity Matrix**

<b>Board Diversity Matrix (As of the date of this annual report)</b>				
Country of Principal Executive Offices:	People’s Republic of China			
Foreign Private Issuer	Yes			
Disclosure Prohibited Under Home Country Law	No			
Total Number of Directors	7			
	Female	Male	Non-Binary	Did Not Disclose Gender
<b>Part I: Gender Identity</b>				
Directors	1	6	0	0
<b>Part II: Demographic Background</b>				
Underrepresented Individual in Home Country Jurisdiction	-			
LGBTQ+	-			
Did Not Disclose Demographic Background	-			

#### 6.D. Employees

As of December 31, 2020, 2021 and 2022, we had a total of 522, 572 and 603 employees, respectively. Substantially all of our employees are located in China. The following table sets forth the breakdown of our full-time employees as of December 31, 2021 by function:

Function/Department	Number of Employees	% of Total
Content and operations	167	27.7
Sales and marketing	255	42.3
Research and development	102	16.9
General and administration	79	13.1
<b>Total</b>	<b>603</b>	<b>100.0</b>

We enter into standard labor contracts with our employees, and additionally, we enter into confidentiality and non-compete agreements with our key employees. In addition to salaries and benefits, we provide commission-based compensation to our sales and marketing force and performance-based bonuses to other full-time employees.

Under PRC law, we participate in various employee social security plans that are organized by municipal and provincial governments for our PRC-based full-time employees, including pension, unemployment insurance, work-related injury insurance, medical insurance and housing insurance. We are required under PRC law to make contributions from time to time to employee benefit plans for our PRC-based full-time employees at specified percentages of the salaries, bonuses and certain allowances of such employees, up to a maximum amount specified by the local governments in China. See “Item 3. Key Information—3.D. Risk Factors—Risks Related to Our Business and Industry—The enforcement of the PRC Labor Contract Law and other labor-related regulations in the PRC may adversely affect our business and results of operations.”

We believe we offer our employees competitive compensation packages and a merit-based work environment that encourages initiatives. We believe our brand reputation, corporate culture and selection and training system also contribute to attracting and retaining our employees. As a result, we are generally able to attract and retain qualified personnel and maintain a stable core management team.

We maintain a good working relationship with our employees, and as of the date of this annual report, we have not experienced any material labor disputes. None of our employees are represented by labor unions.

#### 6.E. Share Ownership

The following table sets forth information concerning the beneficial ownership of the ordinary shares as of March 31, 2023 by:

- each of our directors and executive officers; and
- each person known to us to beneficially own more than 5% of our ordinary shares.

The calculations in the table below are based on 974,468,470 ordinary shares outstanding as of March 31, 2023, including (i) 878,385,770 Class A ordinary shares and (ii) 96,082,700 Class B ordinary shares.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we have included shares that the person has the right to acquire within 60 days, including through the exercise of any option, warrant, or other right or the conversion of any other security. These shares, however, are not included in the computation of the percentage ownership of any other person.

	Ordinary Shares Beneficially Owned as of March 31, 2023						Voting Power %***
	Class A ordinary shares		Class B ordinary shares		Total ordinary shares		
	Number	%	Number	%	Number	%	
<b>Directors and Executive Officers:†</b>							
Dagang Feng <sup>(1)</sup>	68,863,567	7.1	96,082,700	9.9	164,946,267	16.9	73.8
Chengcheng Liu <sup>(2)</sup>	19,477,581	2.0	41,124,300	4.2	60,601,881	6.2	31.9
Yang Li	*	*	—	—	*	*	*
Hao Lan	*	*	—	—	*	*	*
Yifan Li	—	—	—	—	—	—	—
Hendrick Sin <sup>(4)</sup>	73,129,000	7.2	—	—	73,129,000	7.2	2.2
Peng Su	—	—	—	—	—	—	—
Lin Wei	*	*	—	—	*	*	*
All directors and executive officers as a group	161,470,148	16.3	96,082,700	9.9	257,552,848	26.4	78.0
<b>Principal Shareholders:</b>							
Holding group of Dagang Feng <sup>(1)</sup>	68,863,567	7.1	96,082,700	9.5	164,946,267	16.9	73.6
36Kr Heros Holding Limited <sup>(2)</sup>	58,749,000	6.0	41,124,300	4.1	58,749,000	5.8	31.9
Tembusu Limited <sup>(3)</sup>	80,528,125	9.2	—	—	80,528,125	9.2	2.4
China Prosperity Capital Alpha Limited <sup>(4)</sup>	73,129,000	7.2	—	—	73,129,000	7.2	2.2
Yinghao Zhang <sup>(5)</sup>	63,904,000	6.6	—	—	63,904,000	6.6	1.9

Notes:

\* Less than 1% of our total outstanding ordinary shares on an as-converted basis.

\*\* For each person and group included in this table, percentage ownership is calculated by dividing the number of shares beneficially owned by such person or group by the sum of (i) 974,468,470, being the number of ordinary shares outstanding (consisting of 878,385,770 Class A ordinary shares and 96,082,700 Class B ordinary shares) as of March 31, 2023 and (ii) the number of ordinary shares underlying share options held by such person or group that are exercisable within 60 days after the date of this annual report.

\*\*\* For each person and group included in this column, percentage of voting power is calculated by dividing the voting power beneficially owned by such person or group by the voting power of all of our ordinary shares as a single class.

† Except as indicated otherwise as below, the business address of our directors and executive officers is 5-6/F, Tower A1, Junhao Central Park Plaza, No. 10 South Chaoyang Park Avenue, Chaoyang District, Beijing, People's Republic of China.

(1) Represents an aggregate of 164,946,267 ordinary shares, consisting of (i) 23,553,600 Class A ordinary shares and 54,958,400 Class B ordinary shares held by Palopo Holding Limited, a limited liability company incorporated under the laws of the British Virgin Islands wholly owned by Lording Global Limited and ultimately controlled by The Lording Trust. The Lording Trust is a trust established under the laws of the Cayman Islands and managed by TMF (Cayman) Ltd. as the trustee. Dagang Feng, our chief executive officer and the co-chairman of our board of directors, is the settlor of the trust, and Dagang Feng and his family members are the trust's beneficiaries; (ii) 17,624,700 Class A ordinary shares and 41,124,300 Class B ordinary shares held by 36Kr Heros Holding Limited, a limited liability company incorporated under the laws of the British Virgin Islands wholly owned by Chengcheng Liu, the co-chairman of our board of directors; and (iii) 27,685,267 Class A ordinary shares underlying share options held by Dagang Feng that are exercisable within 60 days after the date of this annual report. The registered address of Palopo Holding Limited and 36Kr Heros Holding Limited is Craigmuir Chambers, Road Town, Tortola, VG 1110, British Virgin Islands.

Palopo Holding Limited entered into an acting-in-concert agreement with 36Kr Heros Holding Limited in September 2019, pursuant to which the parties agreed to vote on the matters that require action in concert, with respect to all shares held by the parties, and if the parties thereof are unable to reach a unanimous consensus in relation to the matters requiring action in concert, a decision made by Palopo Holding Limited will be deemed a decision unanimously passed by the parties and will be binding on the parties.

- (2) Represents (i) 17,624,700 Class A ordinary shares; (ii) 41,124,300 Class B ordinary shares held by 36Kr Heros Holding Limited, a limited liability company incorporated under the laws of the British Virgin Islands, wholly owned by Kr Hero NiceDay Limited, a limited liability company incorporated under the laws of the British Virgin Islands, and ultimately controlled by The NiceDay Trust. The NiceDay Trust is a trust established under the laws of Cayman Islands and managed by Intertrust Trustees (Cayman) Limited as the trustee. Liu Chengcheng is the settlor of the trust, and Liu Chengcheng's family members are the beneficiaries of the trust and (iii) 1,852,881 Class A ordinary shares underlying share options held by Chengcheng Liu that are exercisable within 60 days after the date of this annual report.
- (3) Represents 80,528,125 Class A ordinary shares held by Tembusu Limited, a limited liability company incorporated under the laws of British Virgin Islands. Tembusu Limited is wholly owned by David Su Tuong Sing. The registered address of Tembusu Limited is Trinity Chambers, PO Box 4301, Road Town, Tortola, British Virgin Islands.
- (4) Represents 73,129,000 Class A ordinary shares held by China Prosperity Capital Alpha Limited, a limited liability company incorporated under the laws of Samoa. China Prosperity Capital Alpha Limited is ultimately controlled by Hendrick Sin. The business address of China Prosperity Capital Alpha Limited is 13/F, 8 Wyndham Street, Central, Hong Kong.
- (5) Represents 2,556,160 ADSs, each representing 25 Class A ordinary shares, of the Company, as reported in a Schedule 13G filed by Yinghao Zhang with the SEC on February 14, 2023. The business address of Yinghao Zhang is Guanqiao Jiaolongwan Park, Wanjiang District, Dongguan City, Guangdong Province, People's Republic of China, 523000. For more information, please see the Schedule 13G filed by Yinghao Zhang with the SEC on February 14, 2023.

As of the date of March 31, 2023, 608,761,950 of our Class A outstanding ordinary shares were held by one record holder in the United States, which is the depository of our ADS program, representing 62.3% of our total issued and outstanding ordinary shares as of such date. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

## **ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**

### **7.A. Major Shareholders**

Please refer to "Item 6. Directors, Senior Management and Employees—F. Share Ownership."

### **7.B. Related Party Transactions**

#### **Contractual Arrangements**

See "Item 4. Information on the Company—4.C. Organizational Structure—Contractual Arrangements with Beijing Duoke."

#### **Employment Agreements and Indemnification Agreements**

See "Item 6. Directors, Senior Management and Employees—6.B. Compensation—Employment Agreements and Indemnification Agreements."

#### **Share Incentives Plan**

See "Item 6. Directors, Senior Management and Employees—6.B. Compensation—Share Incentive Plan."

## Related Party Transactions

### *Transaction with Jiangsu Jingzhun*

In 2020, the Group purchased information and data services amounted to approximately RMB3.0 million from Jiangsu Jingzhun Digital Information Industry Development Co., Ltd. (“Jiangsu Jingzhun”, previously known as “Beijing Venture Glory Information Technology Co., Ltd.”), whose chairman of board of directors is a co-founder of the Group. As of December 31, 2020, the amount due to Jiangsu Jingzhun was nil.

In 2020, 2021 and 2022, the Group earned revenue for providing advertising and enterprise value-added services to Jiangsu Jingzhun amounted to approximately RMB0.8 million, RMB1.7 million and RMB nil, respectively. As of December 31, 2021 and 2022, the amount due from Jiangsu Jingzhun were RMB1.3 million and RMB1.3 million, respectively.

### *Transaction with 36Kr Global Holding*

In 2020, the Group purchased advertising and information services from 36Kr Global and paid salary and other expenses on behalf of 36Kr Global Holding, which amounted to approximately RMB1.4 million and RMB1.5 million, respectively. As of December 31, 2021 and 2022, the amount due to 36Kr Global Holding were approximately RMB nil and RMB nil, respectively.

### *Transaction with Shanghai Xuanke*

In 2021 and 2022, interest income amounted to approximately RMB 47 thousand and RMB 3 thousand were generated from Shanghai Xuanke for offering the short-term loan amounted to RMB 2.0 million. As of December 31, 2021, the amount due from Shanghai Xuanke for short-term loan was RMB 2.0 million, which was repaid in January and February 2022. In 2021 and 2022, the Group purchased video production services from Shanghai Xuanke amounted to RMB 1.1 million and RMB 0.3 million, respectively. As of December 31, 2021 and 2022, the amount due to Shanghai Xuanke were RMB 1.2 million and RMB 20 thousand, respectively.

## 7.C. Interests of Experts and Counsel

Not applicable.

## ITEM 8. FINANCIAL INFORMATION

### 8.A. Consolidated Statements and Other Financial Information

We have appended consolidated financial statements filed as part of this annual report.

### Litigation

We are currently not a party to any material legal or administrative proceedings. We may from time to time be subject to various legal or administrative claims and proceedings arising in the ordinary course of business. Litigation or any other legal or administrative proceeding, regardless of the outcome, may result in substantial cost and diversion of our resources, including our management’s time and attention.

### Dividend Policy

We have not previously declared or paid cash dividends and we have no plan to declare or pay any dividends in the near future on our shares or the ADSs representing our Class A ordinary shares. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

We are a holding company incorporated in the Cayman Islands. We rely principally on dividends from our PRC subsidiaries for our cash requirements, including any payment of dividends to our shareholders. PRC regulations may restrict the ability of our PRC subsidiaries to pay dividends to us. See “Item 4. Information on the Company—4.B. Business Overview—Regulation—Regulations on Dividend Distribution.”

Our board of directors has discretion as to whether to distribute dividends, subject to certain requirements of Cayman Islands law. In addition, our shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by our board of directors. Under Cayman Islands law, a Cayman Islands company may pay a dividend out of either profit or share premium account, provided that in no circumstances may a dividend be paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business. Even if our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that the board of directors may deem relevant. If we pay any dividends on our ordinary shares, we will pay those dividends which are payable in respect of the Class A ordinary shares underlying the ADSs to the depository, as the registered holder of such Class A ordinary shares, and the depository then will pay such amounts to the ADS holders in proportion to the Class A ordinary shares underlying the ADSs held by such ADS holders, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. See “Item 12. Description Of Securities Other Than Equity Securities—12.D. American Depositary Shares.”

#### **8.B. Significant Changes**

Except as otherwise disclosed in this annual report, we have not experienced any significant changes since the date of the annual financial statements included herein.

### **ITEM 9. THE OFFER AND LISTING**

#### **9.A. Offering and Listing Details**

Our ADSs have been listed on the Nasdaq Global Market since November 8, 2019 under the symbol “KRKR”. Each ADS represents 25 Class A ordinary shares, par value US\$0.0001 per share.

#### **9.B. Plan of Distribution**

Not applicable.

#### **9.C. Markets**

The ADSs representing our Class A ordinary shares have been listed on the Nasdaq Global Market since November 8, 2019 under the symbol “KRKR”.

#### **9.D. Selling Shareholders**

Not applicable.

#### **9.E. Dilution**

Not applicable.

#### **9.F. Expenses of the Issue**

Not applicable.

### **ITEM 10. ADDITIONAL INFORMATION**

#### **10.A. Share Capital**

Not applicable.

## 10.B. Memorandum and Articles of Association

We are a Cayman Islands exempted company and our affairs are governed by our memorandum and articles of association, as amended and restated from time to time, and Companies Act of the Cayman Islands, which we refer to as the “Companies Act” below, and the common law of the Cayman Islands.

We incorporate by reference into this annual report our third amended and restated memorandum and articles of association, the form of which was filed as [Exhibit 3.2 to our registration statement on Form F-1 \(File Number 333-234006\)](#), as amended, initially filed with the SEC on September 30, 2019. Our board of directors adopted our third amended and restated memorandum and articles of association by a special resolution on September 29, 2019, which became effective immediately prior to completion of our initial public offering of ADSs representing our ordinary shares.

The following are summaries of material provisions of our third amended and restated memorandum and articles of association and the Companies Act insofar as they relate to the material terms of our ordinary shares.

### Registered Office and Objects

Our registered office in the Cayman Islands is located at Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

According to Clause 3 of our third amended and restated memorandum and articles of association, the objects for which we are established are unrestricted and we have full power and authority to carry out any object not prohibited by the Companies Act or as the same may be revised from time to time, or any other law of the Cayman Islands.

### Board of Directors

See “Item 6. Directors, Senior Management and Employees.”

### Ordinary Shares

**General.** Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of our Class A ordinary shares and Class B ordinary shares will have the same rights except for voting and conversion rights. All of our issued and outstanding ordinary shares are fully paid and non-assessable. Our ordinary shares are issued in registered form and are issued when registered in our register of shareholders. We may not issue share to bearer. Our shareholders who are non-residents of the Cayman Islands may freely hold and transfer their ordinary shares.

**Conversion.** Class B ordinary shares may be converted into the same number of Class A ordinary shares by the holders thereof at any time, while Class A ordinary shares cannot be converted into Class B ordinary shares under any circumstances. Upon any sale, transfer, assignment or disposition of Class B ordinary shares by a holder thereof to any person or entity which is not an affiliate of such holder of Class B ordinary shares, or upon a change of beneficial ownership of any Class B ordinary shares as a result of which any person who is not an affiliate of the holder of such Class B ordinary shares becomes a beneficial owners of such Class B ordinary shares, such Class B ordinary shares shall be automatically and immediately converted into an equal number of Class A ordinary shares.

**Dividends.** The holders of our ordinary shares are entitled to such dividends as may be declared by our board of directors, subject to our third amended and restated memorandum and articles of association and the Companies Act. In addition, our shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by our directors. Our third amended and restated articles of association provide that dividends may be declared and paid out of our profits, realized or unrealized, or from any reserve set aside from profits which our board of directors determine is no longer needed. Dividends may also be declared and paid out of profits or share premium account. No dividend may be declared and paid unless our directors determine that, immediately after the payment, we will be able to pay our debts as they become due in the ordinary course of business and we have funds lawfully available for such purpose.

**Voting Rights.** In respect of all matters subject to a shareholders' vote, each Class A ordinary share is entitled to one vote for the holder of each Class A ordinary share registered in his or her name on our register of members and each Class B ordinary share is entitled to 25 votes for the holder of each Class B ordinary share registered in his or her name on our register of members. A resolution put to the vote of the general meeting shall be decided on the vote of the requisite majority pursuant to a poll of the shareholders.

A quorum required for a meeting of shareholders consists of shareholders holding shares which carry a majority of the votes attaching to the issued and outstanding shares entitled to vote at general meetings present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative. As a Cayman Islands exempted company, we are not obliged by the Companies Act to call shareholders' annual general meetings. Our third amended and restated memorandum and articles of association provide that we may (but are not obliged to) in each year hold a general meeting as our annual general meeting in which case we will specify the meeting as such in the notices calling it, and the annual general meeting will be held at such time and place as may be determined by our directors. We, however, will hold an annual shareholders' meeting during each fiscal year, as required by the Listing Rules at the Nasdaq. Each general meeting, other than an annual general meeting, shall be an extraordinary general meeting. Shareholders' annual general meetings and any other general meetings of our shareholders may be called by a majority of our Board of Directors or our chairman of the Board of Directors or upon a requisition of shareholders holding at the date of deposit of the requisition not less than ten percent (10%) of the votes attaching to the issued and outstanding shares entitled to vote at general meetings, in which case the directors are obliged to call such meeting and to put the resolutions so requisitioned to a vote at such meeting; however, our third amended and restated memorandum and articles of association do not provide our shareholders with any right to put any proposals before annual general meetings or extraordinary general meetings not called by such shareholders. Advance notice of at least fifteen (15) days is required for the convening of our annual general meeting and other general meetings unless such notice is waived in accordance with our articles of association.

An ordinary resolution to be passed at a meeting by the shareholders requires the affirmative vote of a simple majority of the votes attaching to the ordinary shares cast by those shareholders entitled to vote who are present in person or by proxy at a general meeting, while a special resolution also requires the affirmative vote of no less than two-thirds of the votes attaching to the ordinary shares cast by those shareholders entitled to vote who are present in person or by proxy at a general meeting. Both ordinary resolutions and special resolutions may also be passed by a unanimous written resolution signed by all the shareholders of our company, as permitted by the Companies Act and our third amended and restated memorandum and articles of association. A special resolution will be required for important matters such as a change of name or making changes to our third amended and restated memorandum and articles of association.

**Transfer of Ordinary Shares.** Subject to the restrictions in our third amended and restated memorandum and articles of association as set out below, any of our shareholders may transfer all or any of his or her ordinary shares by an instrument of transfer in the usual or common form or any other form approved by our board of directors.

Our board of directors may, in its absolute discretion, decline to register any transfer of any ordinary share which is not fully paid up or on which we have a lien. Our Board of Directors may also decline to register any transfer of any ordinary share unless:

- the instrument of transfer is lodged with us, accompanied by the certificate for the ordinary shares to which it relates and such other evidence as our Board of Directors may reasonably require to show the right of the transferor to make the transfer;
- the instrument of transfer is in respect of only one class of shares;
- the instrument of transfer is properly stamped, if required;
- in the case of a transfer to joint holders, the number of joint holders to whom the ordinary share is to be transferred does not exceed four;
- the shares are free from any lien in favor of the Company; and
- a fee of such maximum sum as the Nasdaq may determine to be payable or such lesser sum as our directors may from time to time require is paid to us in respect thereof.

If our directors refuse to register a transfer they shall, within two months after the date on which the instrument of transfer was lodged, send to each of the transferor and the transferee notice of such refusal.

The registration of transfers may, after compliance with any notice required of the Nasdaq, be suspended and the register closed at such times and for such periods as our Board of Directors may from time to time determine, *provided, however*, that the registration of transfers shall not be suspended nor the register closed for 30 more than days in any year as our board may determine.

**Liquidation.** On a return of capital on winding up or otherwise (other than on conversion, redemption or purchase of ordinary shares), if the assets available for distribution amongst our shareholders shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst our shareholders in proportion to the par value of the shares held by them at the commencement of the winding up, subject to a deduction from those shares in respect of which there are monies due, of all monies payable to our company for unpaid calls or otherwise. If our assets available for distribution are insufficient to repay all of the paid-up capital, the assets will be distributed so that the losses are borne by our shareholders in proportion to the par value of the shares held by them.

**Redemption, Repurchase and Surrender of Ordinary Shares.** We may issue shares on terms that such shares are subject to redemption, at our option or at the option of the holders thereof, on such terms and in such manner as may be determined, before the issue of such shares, by our Board of Directors. Our company may also repurchase any of our shares provided that the manner and terms of such purchase have been approved by our Board of Directors or are otherwise authorized by our third amended and restated memorandum and articles of association. Under the Companies Act, the redemption or repurchase of any share may be paid out of our company's profits or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or repurchase, or out of capital (including share premium account and capital redemption reserve) if the company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. In addition, under the Companies Act no such share may be redeemed or repurchased (a) unless it is fully paid up, (b) if such redemption or repurchase would result in there being no shares outstanding, or (c) if the company has commenced liquidation. In addition, our company may accept the surrender of any fully paid share for no consideration.

**Variations of Rights of Shares.** If at any time our share capital is divided into different classes or series of shares, the rights attached to any class or series of shares (unless otherwise provided by the terms of issue of the shares of that class or series), whether or not our company is being wound-up, may be varied with the consent in writing of a majority of the holders of the issued shares of that class or series or with the sanction of a special resolution at a separate meeting of the holders of the shares of the class or series. The rights conferred upon the holders of the shares of any class issued shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* with such existing class of shares.

**Inspection of Books and Records.** Holders of our ordinary shares have no general right under Cayman Islands law to inspect or obtain copies of our list of shareholders or our corporate records (other than copies of our third amended and restated memorandum and articles of association and the register of mortgages and charges, and any special resolution passed by our shareholders). However, we will provide our shareholders with annual audited financial statements.

**Issuance of Additional Shares.** Our third amended and restated memorandum of association authorizes our Board of Directors to issue additional ordinary shares from time to time as our Board of Directors shall determine, to the extent of available authorized but unissued shares.

Our third amended and restated memorandum of association also authorizes our Board of Directors to establish from time to time one or more series of preferred shares and to determine, with respect to any series of preferred shares, the terms and rights of that series, including:

- the designation of the series;
- the number of shares of the series;
- the dividend rights, dividend rates, conversion rights, voting rights; and
- the rights and terms of redemption and liquidation preferences.

Our Board of Directors may issue preferred shares without action by our shareholders to the extent authorized but unissued. Issuance of these shares may dilute the voting power of holders of ordinary shares.

**Anti-Takeover Provisions.** Some provisions of our third amended and restated memorandum and articles of association may discourage, delay or prevent a change of control of our company or management that shareholders may consider favorable, including provisions that: (a) authorize our Board of Directors to issue preferred shares in one or more series and to designate the price, rights, preferences, privileges and restrictions of such preferred shares without any further vote or action by our shareholders; and (b) limit the ability of shareholders to requisition and convene general meetings of shareholders.

However, under Cayman Islands law, our directors may only exercise the rights and powers granted to them under our third amended and restated memorandum and articles of association for a proper purpose and for what they believe in good faith to be in the best interests of our company.

**Exempted Company.** We are an exempted company with limited liability under the Companies Act. The Companies Act distinguishes between ordinary resident companies and exempted companies. Any company that is registered in the Cayman Islands but conducts business mainly outside the Cayman Islands may apply to be registered as an exempted company. The requirements for an exempted company are essentially the same as for an ordinary company except that an exempted company:

- does not have to file an annual return of its shareholders with the Registrar of Companies;
- is not required to open its register of members for inspection;
- does not have to hold an annual general meeting;
- may issue negotiable or bearer shares or shares with no par value;
- may obtain an undertaking against the imposition of any future taxation (such undertakings are usually given for 20 years in the first instance);
- may register by way of continuation in another jurisdiction and be deregistered in the Cayman Islands;
- may register as a limited duration company; and
- may register as a segregated portfolio company.

“Limited liability” means that the liability of each shareholder is limited to the amount unpaid by the shareholder on that shareholder’s shares of the company (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

#### **10.C. Material Contracts**

We have not entered into any material contracts other than in the ordinary course of business and other than those described in this annual report.

#### **10.D. Exchange Controls**

The Cayman Islands currently has no exchange control regulations or currency restrictions.

#### **10.E. Taxation**

The following discussion of Cayman Islands, PRC and United States federal income tax consequences of an investment in the ADSs or Class A ordinary shares is based upon laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change. This discussion does not deal with all possible tax consequences relating to an investment in the ADSs or Class A ordinary shares, such as the tax consequences under state, local and other tax laws. You should consult your own tax advisors with respect to the consequences of acquisition, ownership and disposition of our ADSs and Class A ordinary shares.

## **Cayman Islands Taxation**

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation, and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us or holders of the ADSs or Class A ordinary shares levied by the government of the Cayman Islands, except for stamp duties which may be applicable on instruments executed in, or after execution brought within the jurisdiction of the Cayman Islands. The Cayman Islands is not party to any double tax treaties that are applicable to any payments made to or by our company. There are no exchange control regulations or currency restrictions in the Cayman Islands.

Payments of dividends and capital in respect of the ADSs or Class A ordinary shares will not be subject to taxation in the Cayman Islands and no withholding will be required on the payment of a dividend or capital to any holder of the ADSs or Class A ordinary shares, nor will gains derived from the disposal of the ADSs or Class A ordinary shares be subject to Cayman Islands income or corporation tax.

## **People's Republic of China Taxation**

In accordance with the Enterprise Income Tax Law ("EIT Law"), Foreign Investment Enterprises ("FIEs") and domestic companies are subject to Enterprise Income Tax ("EIT") at a uniform rate of 25%. Beijing Duoke is recognized as "High-New Technology Enterprise" ("HNTE") and is eligible for a 15% preferential tax rate effective from 2020 through 2022, upon the completion of its filings with the relevant tax authorities. The qualification as an HNTE is subject to annual evaluation and a three-year review by the relevant authorities in China.

In addition, the SAT Circular 82 issued by the SAT in April 2009 specifies that certain offshore incorporated enterprises controlled by PRC enterprises or PRC enterprise groups will be classified as PRC resident enterprises if the following are located or resident in the PRC: (a) senior management personnel and departments that are responsible for daily production, operation and management; (b) financial and personnel decision making bodies; (c) key properties, accounting books, company seal, minutes of board meetings and shareholders' meetings; and (d) half or more of the senior management or directors having voting rights. Further to SAT Circular 82, the SAT issued the SAT Bulletin 45, which took effect in September 2011, to provide more guidance on the implementation of SAT Circular 82. SAT Bulletin 45 provides for procedures and administration details of determination on resident status and administration on post-determination matters. Our company is a company incorporated outside the PRC. As a holding company, its key assets are its ownership interests in its subsidiaries, and its key assets are located, and its records (including the resolutions of its board of directors and the resolutions of its shareholders) are maintained, outside the PRC.

As such, we do not believe that our company meets all of the conditions above or is a PRC resident enterprise for PRC tax purposes. For the same reasons, we believe our other entities outside China are not PRC resident enterprises either. However, the tax resident status of an enterprise is subject to determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term "de facto management body." There can be no assurance that the PRC government will ultimately take a view that is consistent with us. If the PRC tax authorities determine that our Cayman Islands holding company is a PRC resident enterprise for PRC enterprise income tax purposes, a number of unfavorable PRC tax consequences could follow. For example, a 10% withholding tax may be imposed on dividends we pay to our non-PRC enterprise shareholders (including the ADS holders), if such income is treated as sourced from within the PRC. In addition, non-resident enterprise shareholders (including the ADS holders) may be subject to PRC tax at a rate of 10% on gains realized on the sale or other disposition of ADSs or Class A ordinary shares, if such income is treated as sourced from within the PRC. Furthermore, if we are deemed a PRC resident enterprise, dividends paid to our non-PRC individual shareholders (including the ADS holders) and any gain realized on the transfer of ADSs or Class A ordinary shares by such shareholders may be subject to PRC tax at a rate of 20% (which, in the case of dividends, may be withheld at source by us), if such income is deemed to be from PRC sources. These rates may be reduced by an applicable tax treaty, but it is unclear whether non-PRC shareholders of our company would be able to obtain the benefits of any tax treaties between their country of tax residence and the PRC in the event that we are treated as a PRC resident enterprise. See "Item 3. Key Information-3.D. Risk Factors-Risks Related to Doing Business in China-We may be classified as a "PRC resident enterprise" for PRC enterprise income tax purposes, which could result in unfavorable tax consequences to us and our non-PRC shareholders and ADS holders."

## **U.S. Federal Income Tax Considerations**

The following are the material U.S. federal income tax consequences to the U.S. Holders described below of owning and disposing of our ADSs or Class A ordinary shares, but this discussion does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a particular person's decision to hold ADSs or Class A ordinary shares.

This discussion applies only to a U.S. Holder that holds the ADSs or underlying Class A ordinary shares as capital assets for U.S. federal income tax purposes. In addition, it does not describe all of the tax consequences that may be relevant in light of a U.S. Holder's particular circumstances, including any alternative minimum or Medicare contribution tax consequences and any tax consequences applicable to U.S. Holders subject to special rules, such as:

- certain financial institutions;
- insurance companies;
- regulated investment companies;
- dealers or traders in securities that use a mark-to-market method of tax accounting;
- persons holding ADSs or Class A ordinary shares as part of a straddle, conversion transaction, integrated transaction or similar transaction;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- entities classified as partnerships for U.S. federal income tax purposes;
- tax-exempt entities, "individual retirement accounts" or "Roth IRAs";
- persons who acquired our ADSs or Class A ordinary shares pursuant to the exercise of an employee stock option or otherwise as compensation; persons that own or are deemed to own 10% or more of our stock by vote or value; or
- persons holding ADSs or Class A ordinary shares in connection with a trade or business outside the United States.

If an entity that is classified as a partnership for U.S. federal income tax purposes owns ADSs or Class A ordinary shares, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships owning ADSs or Class A ordinary shares and their partners should consult their tax advisers as to the particular U.S. federal income tax consequences of owning and disposing of ADSs or Class A ordinary shares.

This discussion is based on the Internal Revenue Code of 1986, as amended (the "Code"), administrative pronouncements, judicial decisions, final, temporary and proposed Treasury regulations, and the income tax treaty between the United States and the PRC (the "Treaty"), all as of the date hereof, any of which is subject to change, possibly with retroactive effect. This discussion assumes that each obligation under the deposit agreement will be performed in accordance with its terms.

As used herein, a "U.S. Holder" is a person that is, for U.S. federal income tax purposes, a beneficial owner of our ADSs or Class A ordinary shares and:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

In general, a U.S. Holder who owns ADSs will be treated as the owner of the underlying ordinary shares represented by those ADSs for U.S. federal income tax purposes. Accordingly, no gain or loss will be recognized if a U.S. Holder exchanges ADSs for the underlying ordinary shares represented by those ADSs.

This discussion does not address the effects of any state, local or non-U.S. tax laws, or any U.S. federal taxes other than income taxes (such as U.S. federal estate or gift tax consequences). U.S. Holders should consult their tax advisers concerning the U.S. federal, state, local and non-U.S. tax consequences of owning and disposing of ADSs or Class A ordinary shares in their particular circumstances.

### ***Passive Foreign Investment Company Rules***

In general, a non-U.S. corporation is a passive foreign investment company, or PFIC, for any taxable year in which (i) 75% or more of its gross income consists of passive income (the “income test”) or (ii) 50% or more of the average value of its assets (generally determined on a quarterly basis) consists of assets that produce, or are held for the production of, passive income (the “assets test”). For purposes of the above calculations, a non-U.S. corporation that owns (or is treated as owning for U.S. federal income tax purposes), directly or indirectly, at least 25% by value of the shares of another corporation is treated as if it held its proportionate share of the assets of the other corporation and received directly its proportionate share of the income of the other corporation. Passive income generally includes dividends, interest, rents, royalties and gains from financial investments. Cash is generally a passive asset for these purposes. Goodwill is an active asset to the extent attributable to activities that produce active income.

Because we hold a substantial amount of cash and financial investments, our PFIC status for any taxable year may depend on the average value of our goodwill and other active assets. We have not obtained valuations of our assets (including goodwill) for 2022. However, the value of our assets may be determined by reference to our average market capitalization. Because of the low average value of our market capitalization during 2022, we believe that we were likely a PFIC for our taxable year of 2022 if the value of our assets is determined by reference to our market capitalization. Due to our declining market capitalization, there is a significant risk that we will also be a PFIC under the assets test for our taxable year of 2023, and possibly future taxable years, if the value of our assets is determined by reference to our market capitalization. Moreover, the extent to which our goodwill should be treated as an active asset is not entirely clear. In addition, we provide financing to customers as part of our advertisement agent services and although our income from this business segment is small, if in the future the proportionate share of this income grows, we may be a PFIC under the income test. Furthermore, it is not entirely clear how the contractual arrangements between us and our VIE will be treated for purposes of the PFIC rules, and we may be a PFIC for any taxable year if our VIE is not treated as owned by us. Our PFIC status for any taxable year is an annual factual determination that can be made only after the end of that year and will depend on the composition of our income and assets and the value of our assets from time to time. For these reasons there can be no assurance regarding our PFIC status for any taxable year even if our market capitalization increases.

If we are a PFIC for any taxable year and any entity in which we own or are deemed to own equity interests (including our VIE) is also a PFIC (any such entity, a “Lower-tier PFIC”), U.S. Holders will be deemed to own a proportionate amount (by value) of the shares of each Lower-tier PFIC and will be subject to U.S. federal income tax according to the rules described in the next paragraph on (i) certain distributions by a Lower-tier PFIC and (ii) dispositions of shares of Lower-tier PFICs, in each case as if the U.S. Holder held such shares directly, even though the U.S. Holder will not receive any proceeds of those distributions or dispositions.

In general, if we are a PFIC for any taxable year during which a U.S. Holder owns ADSs or Class A ordinary shares, gain recognized by such U.S. Holder on a sale or other disposition (including certain pledges) of the ADSs or Class A ordinary shares will be allocated ratably over the U.S. Holder’s holding period. The amounts allocated to the taxable year of the sale or disposition and to any taxable year before we became a PFIC will be taxed as ordinary income. The amount allocated to each other taxable year will be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge will be imposed on the resulting tax liability for each such year. Furthermore, to the extent that distributions received by a U.S. Holder in any taxable year on its ADSs or Class A ordinary shares exceed 125% of the average of the annual distributions on the ADSs or Class A ordinary shares received during the preceding three taxable years or the U.S. Holder’s holding period, whichever is shorter, such excess distributions will be subject to taxation in the same manner. If we are a PFIC for any taxable year during which a U.S. Holder owns ADSs or Class A ordinary shares, we will generally continue to be treated as a PFIC with respect to the U.S. Holder for all succeeding taxable years during which the U.S. Holder owns ADSs or Class A ordinary shares, even if we cease to meet the threshold requirements for PFIC status, unless the U.S. Holder makes a timely “deemed sale” election, in which case any gain on the deemed sale will be taxed under the PFIC rules described above. U.S. Holders should consult their tax advisers regarding the advisability of making a deemed sale election in their particular circumstances if we are a PFIC for any taxable year and cease to be a PFIC for any subsequent taxable year.

Alternatively, if we are a PFIC for any taxable year and if the ADSs are “regularly traded” on a “qualified exchange,” a U.S. Holder of ADSs can make a mark-to-market election that will result in tax treatment different from the general tax treatment for PFICs described in the preceding paragraph. The ADSs will be treated as “regularly traded” for any calendar year in which more than a de minimis quantity of the ADSs are traded on a qualified exchange on at least 15 days during each calendar quarter. The Nasdaq, where our ADSs are listed, is a qualified exchange for this purpose, but there can be no assurance that our ADSs will be regularly traded for any relevant period. If a U.S. Holder of ADSs makes the mark-to-market election, the U.S. Holder generally will recognize, for each taxable year in which we are a PFIC, as ordinary income any excess of the fair market value of the ADSs at the end of the U.S. Holder’s taxable year over their adjusted tax basis, or as ordinary loss any excess of the adjusted tax basis of the ADSs over their fair market value at the end of the U.S. Holder’s taxable year (but, in the case of loss, only to the extent of the net amount of income previously included as a result of the mark-to-market election). If a U.S. Holder makes the election, the U.S. Holder’s tax basis in the ADSs will be adjusted to reflect the income or loss amounts recognized. Any gain recognized on the sale or other disposition of ADSs in a taxable year in which we are a PFIC will be treated as ordinary income and any loss will be treated as an ordinary loss (but only to the extent of the net amount of income previously included as a result of the mark-to-market election, with any excess loss treated as a capital loss). If a U.S. Holder makes the mark-to-market election, distributions paid on ADSs will be treated as discussed under “—*Taxation of Distributions*” below. U.S. Holders will likely not be able to make a mark-to-market election with respect to Lower-tier PFICs, if any. In addition, because our Class A ordinary shares are not publicly traded, a U.S. Holder that holds Class A ordinary shares that are not represented by ADSs will not be eligible to make a mark-to-market election with respect to such shares. If we are a PFIC for any taxable year, U.S. Holders should consult their tax advisers regarding the availability and advisability of a mark-to-market election.

We do not intend to provide information necessary for U.S. Holders to make qualified electing fund elections, which if available could materially affect the tax consequences of the ownership and disposition of ADSs or Class A ordinary shares if we are a PFIC for any taxable year.

If we are a PFIC for any taxable year during which a U.S. Holder owns any ADSs or Class A ordinary shares, the U.S. Holder will generally be required to file annual reports with the Internal Revenue Service (“IRS”).

U.S. Holders should consult their tax advisers regarding our PFIC status for any taxable year and the application of the PFIC rules to their ownership of ADSs or Class A ordinary shares.

### ***Taxation of Distributions***

This discussion is subject to the discussion above under “—*Passive Foreign Investment Company Rules*.”

Distributions (if any) paid on the ADSs or Class A ordinary shares, other than certain pro rata distributions of ADSs or Class A ordinary shares, will generally be treated as dividends to the extent paid out of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Because we do not maintain calculations of our earnings and profits under U.S. federal income tax principles, it is expected that distributions generally will be reported to U.S. Holders as dividends. Dividends will not be eligible for the dividends-received deduction generally available to U.S. corporations under the Code. Subject to applicable limitations, dividends paid to certain non-corporate U.S. Holders with respect to the ADSs may be taxable at favorable rates, provided that we are not a PFIC (and are not treated as a PFIC with respect to a U.S. Holder) for the taxable year in which the dividend is paid or the preceding taxable year. Non-corporate U.S. Holders should consult their tax advisers regarding the availability of these favorable rates generally and in their particular circumstances.

Dividends will be included in a U.S. Holder’s income on the date of the U.S. Holder’s, or in the case of ADSs, the depository’s, receipt. The amount of any dividend income paid in foreign currency will be the U.S. dollar amount calculated by reference to the spot rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars on such date. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. Holder generally should not be required to recognize foreign currency gain or loss in respect of the amount received. A U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt.

Dividends will be treated as foreign-source income for foreign tax credit purposes. As described in “—People’s Republic of China Taxation,” dividends paid by us may be subject to PRC withholding tax. For U.S. federal income tax purposes, the amount of the dividend income will include any amounts withheld in respect of PRC taxes. Subject to applicable limitations, which vary depending upon the U.S. Holder’s circumstances, and the discussion below regarding certain Treasury regulations, PRC taxes withheld from dividend payments (at a rate not exceeding the applicable rate provided in the Treaty in the case of a U.S. Holder that is eligible for the benefits of the Treaty) generally will be creditable against a U.S. Holder’s U.S. federal income tax liability. The rules governing foreign tax credits are complex. For example, Treasury regulations provide that, in the absence of an election to apply the benefits of an applicable income tax treaty, in order for foreign income taxes to be creditable the relevant foreign income tax rules must be consistent with certain U.S. federal income tax principles, and we have not determined whether the PRC income tax system meets these requirements. U.S. Holders should consult their tax advisers regarding the creditability of any PRC income taxes in their particular circumstances. In lieu of claiming a credit, a U.S. Holder may be able to elect to deduct such PRC taxes in computing its taxable income, subject to applicable limitations. An election to deduct creditable non-U.S. taxes instead of claiming foreign tax credits applies to all creditable non-U.S. taxes paid or accrued in the taxable year.

#### ***Sale or Other Taxable Disposition of ADSs or Class A Ordinary Shares***

This discussion is subject to the discussion above under “—Passive Foreign Investment Company Rules.”

A U.S. Holder will generally recognize capital gain or loss on a sale or other taxable disposition of ADSs or Class A ordinary shares in an amount equal to the difference between the amount realized on the sale or disposition and the U.S. Holder’s tax basis in the ADSs or Class A ordinary shares disposed of, in each case as determined in U.S. dollars. The gain or loss will be long-term capital gain or loss if, at the time of the sale or disposition, the U.S. Holder has owned the ADSs or Class A ordinary shares for more than one year. Long-term capital gains recognized by non-corporate U.S. Holders may be subject to a tax rate that is lower than the rate applicable to ordinary income. The deductibility of capital losses is subject to limitations.

As described in “—People’s Republic of China Taxation,” gains on the sale of ADSs or Class A ordinary shares may be subject to PRC taxes. Under the Code, capital gains of U.S. persons are generally treated as U.S.-source income. However, a U.S. Holder that is eligible for Treaty benefits may be able to elect to treat gains on the disposition of ADSs or Class A ordinary shares as foreign-source income under the Treaty and claim a foreign tax credit in respect of any PRC taxes on the disposition gains. Under certain Treasury regulations, a U.S. Holder will generally be precluded from claiming a foreign tax credit with respect to PRC income taxes on gains from dispositions of ADSs or Class A ordinary shares, unless the U.S. Holder is eligible for Treaty benefits and elects to apply them. However, if a U.S. Holder is precluded from claiming a foreign tax credit, it is possible that any PRC taxes on disposition gains may either be deductible or reduce the amount realized on the disposition. The rules governing foreign tax credits and deductibility of foreign taxes are complex. U.S. Holders should consult their tax advisers regarding their eligibility for benefits under the Treaty and the consequences of the imposition of any PRC tax on disposition gains, including the Treaty’s resourcing rule, any reporting requirements with respect to a Treaty-based return position and the creditability or deductibility of the PRC tax on disposition gains in their particular circumstances (including any applicable limitations).

#### ***Information Reporting and Backup Withholding***

In general, payments of dividends and proceeds from the sale or other disposition of ADSs or Class A ordinary shares that are made within the United States or through certain U.S.-related financial intermediaries may be subject to information reporting and backup withholding, unless (i) the U.S. Holder is a corporation or other “exempt recipient” or (ii) in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against its U.S. federal income tax liability and may entitle it to a refund, provided that the required information is timely furnished to the IRS.

Certain U.S. Holders who are individuals (or certain specified entities) may be required to report information relating to their ownership of ADSs or Class A ordinary shares, or non-U.S. accounts through which ADSs or ordinary shares are held. U.S. Holders should consult their tax advisers regarding their reporting obligations with respect to ADSs and Class A ordinary shares.

#### **10.F. Dividends and Paying Agents**

Not applicable.

**10.G. Statement by Experts**

Not applicable.

**10.H. Documents on Display**

We previously filed with the SEC registration statement on Form F-1 (File Number 333-234006), as amended, to register our Class A ordinary shares in relation to our initial public offering. We also filed with the SEC related registration statement on Form F-6 (File Number 333-234196) to register the ADSs representing our Class A ordinary shares.

We are subject to the periodic reporting and other informational requirements of the Exchange Act as applicable to foreign private issuers. Under the Exchange Act, we are required to file reports and other information with the SEC.

Specifically, we are required to file annually a Form 20-F within four months after the end of each fiscal year. Copies of reports and other information, when so filed with the SEC, can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You can request copies of these documents, upon payment of a duplicating fee, by writing to the SEC. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the Commission at 1-800-SEC-0330. The SEC also maintains a web site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules of the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and our executive officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act.

We will furnish The Bank of New York Mellon, the depository of the ADSs, with our annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with U.S. GAAP, and all notices of shareholders' meetings and other reports and communications that are made generally available to our shareholders. The depository will make such notices, reports and communications available to holders of ADSs and, upon our request, will mail to all record holders of ADSs the information contained in any notice of a shareholders' meeting received by the depository from us.

**10.I. Subsidiary information**

Not applicable.

**10.J. Annual Report to Security Holders**

Not applicable.

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

***Credit risk***

Our credit risk primarily arises from cash and cash equivalents, short-term investments, receivables due from our customers, related parties and other parties. The maximum exposure of such assets to credit risk is the assets' carrying amounts as of the balance sheet dates. We expect that there is no significant credit risk associated with cash and cash equivalents and short-term investments which were held by reputable financial institutions in the jurisdictions where we, our subsidiaries, VIE and the subsidiaries of the VIE are located. We believe that we are not exposed to unusual risks as these financial institutions have high credit quality.

We believe that there is no significant credit risk associated with amounts due from related parties. Receivables due from customers are typically unsecured in the PRC and the credit risk with respect to which is mitigated by credit evaluations we perform on our customers and our ongoing monitoring process of outstanding balances.

***Foreign currency exchange rate risk***

Our operating transactions are mainly denominated in RMB, which is not freely convertible into foreign currencies. The value of the RMB is subject to changes by the central government policies and to international economic and political development. In the PRC, certain foreign exchange transactions are required by law to be transacted only by authorized financial institutions at exchange rates set by the PBOC. Remittances in currencies other than RMB by us in China must be processed through PBOC or other China foreign exchange regulatory bodies which require certain supporting documentation in order to effect the remittance.

To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

**12.A. Debt Securities**

Not applicable.

**12.B. Warrants and Rights**

Not applicable.

**12.C. Other Securities**

Not applicable.

**12.D. American Depositary Shares**

Persons depositing or withdrawing shares or ADS holders must pay:	For:
<ul style="list-style-type: none"> <li>• US\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)</li> </ul>	<ul style="list-style-type: none"> <li>• Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property</li> <li>• Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates</li> </ul>
<ul style="list-style-type: none"> <li>• US\$0.05 (or less) per ADS</li> </ul>	<ul style="list-style-type: none"> <li>• Any cash distribution to ADS holders</li> </ul>
<ul style="list-style-type: none"> <li>• A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs</li> <li>• US\$0.05 (or less) per ADS per calendar year</li> </ul>	<ul style="list-style-type: none"> <li>• Distribution of securities distributed to holders of deposited securities (including rights) that are distributed by the depositary to ADS holders</li> <li>• Depositary services</li> </ul>
<ul style="list-style-type: none"> <li>• Registration or transfer fees</li> </ul>	<ul style="list-style-type: none"> <li>• Transfer and registration of shares on our share register to or from the name of the depositary or its agent when you deposit or withdraw shares</li> </ul>
<ul style="list-style-type: none"> <li>• Expenses of the depositary</li> </ul>	<ul style="list-style-type: none"> <li>• Cable and facsimile transmissions (when expressly provided in the deposit agreement)</li> <li>• Converting foreign currency to U.S. dollars</li> </ul>
<ul style="list-style-type: none"> <li>• Taxes and other governmental charges the depositary or the custodian has to pay on any ADSs or shares underlying ADSs, such as stock transfer taxes, stamp duty or withholding taxes</li> <li>• Any charges incurred by the depositary or its agents for servicing the deposited securities</li> </ul>	<ul style="list-style-type: none"> <li>• As necessary</li> <li>• As necessary</li> </ul>

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may collect any of its fees by deduction from any cash distribution payable (or by selling a portion of securities or other property distributable) to ADS holders that are obligated to pay those fees. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

From time to time, the depositary may make payments to us to reimburse us for costs and expenses generally arising out of establishment and maintenance of the ADS program, waive fees and expenses for services provided to us by the depositary or share revenue from the fees collected from ADS holders. In performing its duties under the deposit agreement, the depositary may use brokers, dealers, foreign currency dealers or other service providers that are owned by or affiliated with the depositary and that may earn or share fees, spreads or commissions.

The depositary may convert currency itself or through any of its affiliates and, in those cases, acts as principal for its own account and not as agent, advisor, broker or fiduciary on behalf of any other person and earns revenue, including, without limitation, transaction spreads, that it will retain for its own account. The revenue is based on, among other things, the difference between the exchange rate assigned to the currency conversion made under the deposit agreement and the rate that the depositary or its affiliate receives when buying or selling foreign currency for its own account. The depositary makes no representation that the exchange rate used or obtained in any currency conversion under the deposit agreement will be the most favorable rate that could be obtained at the time or that the method by which that rate will be determined will be the most favorable to ADS holders, subject to the depositary's obligations under the deposit agreement. The methodology used to determine exchange rates used in currency conversions is available upon request.

**PART II**

**ITEM 13. ITEM DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

**14.A.—14.D. Material Modifications to the Rights of Security Holders**

See “Item 10. Additional Information” for a description of the rights of shareholders, which remain unchanged.

**14.E. Use of Proceeds**

The following “Use of Proceeds” information relates to the registration statement on Form F-1 (File No. 333-234006), as amended, which registered 34,500,000 Class A ordinary shares represented by 34,500,000 ADSs and was declared effective by the SEC on November 7, 2019, for our initial public offering, which closed on November 13, 2019. Credit Suisse Securities (USA) LLC and China International Capital Corporation Hong Kong Securities Limited were the representatives of the underwriters. We received net proceeds of approximately US\$13.4 million in the aggregate from the initial public offering after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

For the period from November 7, 2019, the date that the registration statement on Form F-1 was declared effective by the SEC, to the date of this annual report, we have used US\$9.9 million of the net proceeds received from the initial public offering to support for our daily business operation.

**ITEM 15. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report, as required by Rule 13a-15(b) under the Exchange Act.

Based upon that evaluation, our management, with the participation of our chief executive officer and chief financial officer, has concluded that, as of December 31, 2022, our disclosure controls and procedures were ineffective because of the material weakness in our internal control over financial reporting described under “Internal Control over Financial Reporting.” Notwithstanding thereof, we believe that our consolidated financial statements included in this annual report fairly present our financial position, results of operations and cash flows for the fiscal years covered thereby in all material respects.

**Management’s Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) under the Exchange Act. Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our internal control over financial reporting based on criteria established in the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that we did not maintain effective internal control over financial reporting as of December 31, 2022 due to a material weakness identified in our internal control over financial reporting as described below under “Internal Control over Financial Reporting.”

Notwithstanding management’s assessment that we did not maintain effective internal control over financial reporting as of December 31, 2022 due to the material weakness identified, we believe that the consolidated financial statements included in this annual report fairly present our financial position, results of operations and cash flows for the fiscal years covered thereby in all material respects.

## **Internal Control over Financial Reporting**

In the course of auditing our consolidated financial statements as of and for the year ended December 31, 2020, 2021 and 2022, we and our independent registered public accounting firm identified one material weakness in our internal control over financial reporting and other control deficiencies. The material weakness identified is our lack of sufficient competent financial reporting and accounting personnel with appropriate understanding of U.S. GAAP to design and implement formal period-end financial reporting controls and procedures to address U.S. GAAP technical accounting issues, and to prepare and review the consolidated financial statements and related disclosures in accordance with U.S. GAAP and financial reporting requirements set forth by the SEC. We are in the process of implementing a number of measures to address the identified material weakness and control deficiencies. However, we cannot assure you that these measures may fully address or remediate the material weakness and control deficiencies. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business—If we fail to implement and maintain an effective system of internal controls over financial reporting, we may be unable to accurately or timely report our results of operations or prevent fraud, and investor confidence and the trading price of our ADSs may be materially and adversely affected.”

## **Attestation Report of the Registered Public Accounting Firm**

As a company with less than US\$1.07 billion in revenues for our last fiscal year, we qualify as an “emerging growth company” pursuant to the JOBS Act. An emerging growth company may take advantage of specified reduced reporting and other requirements that are otherwise applicable generally to public companies. These provisions include exemption from the auditor attestation requirement under Section 404 of the Sarbanes-Oxley Act of 2002, in the assessment of the emerging growth company’s internal control over financial reporting. This annual report on Form 20-F does not include an attestation report of the company’s registered public accounting firm.

## **Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the period covered by this annual report on Form 20-F that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

## **ITEM 16.A. Audit Committee Financial Expert**

Our board of directors has determined that Mr. Yifan Li, an independent director and the chairman of our audit committee, Mr. Yifan Li qualifies as an “audit committee financial expert” as set forth under the applicable rules of the SEC. Mr. Yifan Li satisfies the “independence” requirements of Rule 5605 (c) (2) of the Listing Rules of the Nasdaq and meet the independence standards under Rule 10A-3 under the Exchange Act.

## **ITEM 16.B. Code of Ethics**

Our board of directors has adopted a code of business conduct and ethics that applies to all of our directors, officers, employees, including certain provisions that specifically apply to our chief executive officer, chief financial officer, principal accounting officer or controller and any other persons who perform similar functions for us. We have filed our code of business conduct and ethics as Exhibit 99.1 of our registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019 and posted a copy of our code of business conduct and ethics on our website at <http://ir.36kr.com>. We hereby undertake to provide to any person without charge, a copy of our code of business conduct and ethics within ten working days after we receive such person’s written request.

**ITEM 16.C. Principal Accountant Fees and Services****Auditor Fees**

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by PricewaterhouseCoopers Zhong Tian LLP, our independent registered public accounting firm, for the periods indicated below.

Services	Year Ended December 31,	
	2021	2022
	RMB	RMB
Audit Fees(1)	6,800	6,800
Audit-Related Fees(2)	—	—
Tax Fees(3)	—	—
Other Fees(4)	—	—
<b>Total</b>	<b>6,800</b>	<b>6,800</b>

- (1) *Audit Fees.* Audit fees mean the aggregate fees billed in each of the fiscal periods listed for professional services rendered by our principal auditors for the audit of our annual consolidated financial statements and assistance with and review of documents filed with the SEC.
- (2) *Audit-related Fees.* Audit-related fees mean the aggregate fees billed for professional services rendered by our principal auditors for the assurance and related services, which were not included under Audit Fees above.
- (3) *Tax Fees.* Tax fees mean fees incurred from professional services related to tax compliance.
- (4) *Other Fees.* Other fees mean fees incurred from professional services related to advisory and tax advice.

The policy of our audit committee is to pre-approve all audit and non-audit services provided by PricewaterhouseCoopers Zhong Tian LLP, our independent registered public accounting firm, including audit services and audit-related services as described above, other than those for *de minimis* services which are approved by the audit committee prior to the completion of the audit.

**ITEM 16.D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**ITEM 16.E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

On May 6, 2020, our board of directors authorized a share repurchase program under which the Company may repurchase up to a total of 1,000,000 of its ADSs, each representing 25 Class A Ordinary Shares, after the release of the Company's operating and financial results for the first quarter of 2020 on Form 6-K (the "Share Repurchase Program"). The Company's share repurchases may be made from time to time on the open market at prevailing market prices, in open-market transactions and/or through other legally permissible means, depending on market conditions and in accordance with the applicable rules and regulations. The timing and conditions of the share repurchases will be subject to various factors including the requirements under Rule 10b-18 and Rule 10b5-1 of the Exchange Act. Our board of directors will review the Share Repurchase Program periodically and may authorize adjustments to its terms and size or suspend or discontinue the program. The Company expects to utilize its existing funds to fund repurchases made under this program.

The following table summarizes the details of the repurchases made in accordance with the Share Repurchase Program from April 1, 2022 to March 31, 2023:

Period	Total Number of ADSs Purchased	Average Price Paid Per ADS (1) (US\$)	Total Number of ADSs Purchased Under the Share Repurchase Program	Number of ADSs that May Yet Be Purchased Under the Share Repurchase Program (RMB in Thousands)
April 2022	—	—	785,713	214,287
May 2022	—	—	785,713	214,287
June 2022	—	—	785,713	214,287
July 2022	—	—	785,713	214,287
August 2022	—	—	785,713	214,287
September 2022	—	—	785,713	214,287
October 2022	—	—	785,713	214,287
November 2022	—	—	785,713	214,287
December 2022	—	—	785,713	214,287
January 2023	—	—	785,713	214,287
February 2023	—	—	785,713	214,287
March 2023	—	—	785,713	214,287
<b>Total</b>	<b>—</b>	<b>—</b>	<b>785,713</b>	<b>214,287</b>

Notes:

- (1) Each ADS represents 25 Class A ordinary shares. Average price paid per ADS is calculated using the execution price for each repurchase excluding commissions paid to the broker.

#### ITEM 16.F. Change in Registrant's Certifying Accountant

Not applicable.

#### ITEM 16.G. Corporate Governance

As a Cayman Islands company listed on the Nasdaq, we are subject to the Nasdaq corporate governance listing standards. However, the Nasdaq rules permit a foreign private issuer like us to follow the corporate governance practices of its home country. Certain corporate governance practices in the Cayman Islands, which is our home country, may differ significantly from the Nasdaq corporate governance listing standards. We intend to follow Cayman Islands corporate governance practices in lieu of the corporate governance requirements of the Nasdaq that listed companies must have: (i) a majority of independent directors; (ii) the establishment of a nominating/corporate governance committee composed entirely of independent directors; and (iii) a compensation committee composed entirely of independent directors. As a result of our reliance on the "foreign private issuer" or the "controlled company" exemptions, our shareholders may be afforded less protection than they otherwise would enjoy under the Nasdaq corporate governance listing standards applicable to U.S. domestic issuers. See "Item 3. Key Information—D. Risk Factors—Risks Related to the ADSs—As a company incorporated in the Cayman Islands, we are permitted to adopt certain home country practices in relation to corporate governance matters that differ significantly from the Nasdaq corporate governance listing standards. These practices may afford less protection to shareholders than they would enjoy if we complied fully with the Nasdaq corporate governance listing standards."

#### ITEM 16.H. Mine Safety Disclosure

Not applicable.

**ITEM 16.I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

On May 26, 2022, we were conclusively identified by the SEC under the HFCAA as having filed audit reports issued by a registered public accounting firm that cannot be inspected or investigated completed by the PCAOB in connection with our filing of our annual report on the Form 20-F for the fiscal year ended December 31, 2021.

On December 15, 2022, the PCAOB removed mainland China and Hong Kong from the list of jurisdictions where it is unable to inspect or investigate completely registered public accounting firms. For this reason, we do not expect to be identified as a Commission-Identified Issuer under the HFCAA after we file this annual report.

As of the date of this annual report and to our best knowledge:

(i) BCI, which is wholly-owned by a PRC government entity, held approximately 1% equity interests in Beijing Duoke; except as disclosed above, none of our shares or the shares of our consolidated foreign operating entities are owned by governmental entities in the jurisdiction in which we or such consolidated foreign operating entities are incorporated or otherwise organized;

(ii) no Cayman Island government entities or PRC governmental entities have a controlling financial interest in us or our operating entities and any variable-interest entity or similarly structured entity that is consolidated in our financial statements;

(iii) none of the members of our board of directors or the board of directors of our operating entities, and any variable-interest entity or similarly structured entity that is consolidated in our financial statements is an official of the Chinese Communist Party; and

(iv) our or any variable-interest entity or similarly structured entity of us that is consolidated in our financial statements' articles of incorporation do not contain any charter of the Chinese Communist Party.

**ITEM 16.J. Insider Trading Policies**

Not applicable.

**PART III**

**ITEM 17. FINANCIAL STATEMENTS**

We have elected to provide financial statements pursuant to Item 18.

**ITEM 18. FINANCIAL STATEMENTS**

The consolidated financial statements of 36Kr Holdings Inc. are included at the end of this annual report.

ITEM 19. EXHIBITS

Exhibit Number	Description of Document
1.1	<a href="#">Form of Third Amended and Restated Memorandum and Articles of Association of the Registrant, as currently in effect (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
2.1	<a href="#">Form of American Depositary Receipt (incorporated herein by reference to Exhibit 4.1 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
2.2	<a href="#">Registrant's Specimen Certificate for Class A Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
2.3	<a href="#">Form of Deposit Agreement among the Registrant, the depository and holders of the American Depositary Shares (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
2.4	<a href="#">Description of Securities Registered Under Section 12 of the Exchange Act, previously filed on Form 20-F, dated April 29, 2020 and incorporated herein by reference.</a>
4.1	<a href="#">2019 Share Incentive Plan, as amended, previously filed on Form 20-F, dated April 25, 2022 and incorporated herein by reference.</a>
4.2	<a href="#">Form of Indemnification Agreement between the Registrant and its directors and executive officers (incorporated herein by reference to Exhibit 10.2 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.3	<a href="#">Form of Employment Agreement between the Registrant its executive officers (incorporated herein by reference to Exhibit 10.3 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.4	<a href="#">Amended and Restated Shareholders Agreement, dated September 25, 2019 (incorporated herein by reference to Exhibit 10.10 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.5	<a href="#">English translation of Data Sharing Agreement between Beijing Duoke Information Technology Co., Ltd. and Beijing Venture Glory Information Technology Co., Ltd., dated June 25, 2019 (incorporated herein by reference to Exhibit 10.11 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.6	<a href="#">English translation of Equity Pledge Agreement by and among Beijing Dake Information Technology Co., Ltd., Beijing Duoke Information Technology Co., Ltd. and the shareholders of Beijing Duoke Information Technology Co., Ltd. dated August 2, 2019 (incorporated herein by reference to Exhibit 10.12 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.7	<a href="#">English translation of Exclusive Purchase Option Agreement, by and among Beijing Dake Information Technology Co., Ltd., Beijing Duoke Information Technology Co., Ltd. and the shareholders of Beijing Duoke Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.13 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.8	<a href="#">English translation of the Exclusive Business Cooperation Agreement, by and between Beijing Dake Information Technology Co., Ltd. and Beijing Duoke Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.14 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.9	<a href="#">English translation of Power of Attorney, from Tianjin Zhanggongzi Technology Partnership (L.P.) to Beijing Dake Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.15 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.10	<a href="#">English translation of Power of Attorney, from Beijing Xieli Zhucheng Finance Information Services Co., Ltd. to Beijing Dake Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.16 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.11	<a href="#">English translation of Power of Attorney, from Gongqingcheng Fenzhong Chuangxiang Information Technology Co., Ltd. to Beijing Dake Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.17 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>

[Table of Contents](#)

<b>Exhibit Number</b>	<b>Description of Document</b>
4.12	<a href="#">English translation of Power of Attorney, from Shenzhen Guohong No.2 Enterprise Management Partnership (L.P.) to Beijing Dake Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.18 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.13	<a href="#">English translation of Power of Attorney, from Ningbo Meishan Baoshui Gangqu Tianhong Lvyan Investment Management Partnership (L.P.) to Beijing Dake Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.19 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.14	<a href="#">English translation of Power of Attorney, from Beijing Gebi Lvzhou Angel Investment Center (L.P.) to Beijing Dake Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.20 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.15	<a href="#">English translation of Power of Attorney, from Suzhou Industrial Park Gebi Yinghe Venture Capital Partnership (L.P.) to Beijing Dake Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.21 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.16	<a href="#">English translation of Power of Attorney, from Beijing Wentou Wuyu Investment Co., Ltd. to Beijing Dake Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.22 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.17	<a href="#">English translation of Power of Attorney, from Wuhan Feixiang Automobile Electronics Industry Investment Partnership (L.P.) to Beijing Dake Information Technology Co., Ltd., dated August 2, 2019 (incorporated herein by reference to Exhibit 10.23 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
4.18*	<a href="#">English translation of Equity Pledge Agreement by and among Beijing Dake Information Technology Co., Ltd., Beijing Duoke Information Technology Co., Ltd. and the shareholders of Beijing Duoke Information Technology Co., Ltd., dated November 4, 2022</a>
4.19*	<a href="#">English translation of Exclusive Purchase Option Agreement, by and among Beijing Dake Information Technology Co., Ltd., Beijing Duoke Information Technology Co., Ltd. and the shareholders of Beijing Duoke Information Technology Co., Ltd., dated November 4, 2022</a>
4.20*	<a href="#">English translation of the Exclusive Business Cooperation Agreement, by and between Beijing Dake Information Technology Co., Ltd. and Beijing Duoke Information Technology Co., Ltd., dated November 4, 2022</a>
4.21*	<a href="#">English translation of Power of Attorney, from Tianjin Zhanggongzi Technology Partnership (L.P.) to Beijing Dake Information Technology Co., Ltd., dated November 4, 2022</a>
4.22*	<a href="#">English translation of Power of Attorney, from Shenzhen Guohong No.2 Enterprise Management Partnership (L.P.) to Beijing Dake Information Technology Co., Ltd., dated November 4, 2022</a>
4.23*	<a href="#">English translation of Power of Attorney, from Ningbo Meishan Baoshui Gangqu Tianhong Lvyan Investment Management Partnership (L.P.) to Beijing Dake Information Technology Co., Ltd., dated November 4, 2022</a>
4.24	<a href="#">English translation of Share Subscription and Shareholders Agreement in respects of Hangzhou Jialin Information Technology Co., Ltd., dated October 31, 2021, previously filed on Form 20-F, dated April 25, 2022 and incorporated herein by reference</a>
4.25	<a href="#">English translation of Share Transfer Agreement between Beijing Duoke Information Technology Co. Ltd. and Hangzhou Jialin Information Technology Co., Ltd., dated October 31, 2021, previously filed on Form 20-F, dated April 25, 2022 and incorporated herein by reference</a>
8.1	<a href="#">List of Significant Subsidiaries and VIE of the Registrant (incorporated herein by reference to Exhibit 21.1 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
11.1	<a href="#">Code of Business Conduct and Ethics of the Registrant (incorporated herein by reference to Exhibit 99.1 to the registration statement on Form F-1 (File No. 333-234006), as amended, initially filed with the SEC on September 30, 2019).</a>
12.1*	<a href="#">Certification by Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>

[Table of Contents](#)

<u>Exhibit Number</u>	<u>Description of Document</u>
12.2*	<a href="#">Certification by Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
13.1**	<a href="#">Certification by Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
13.2**	<a href="#">Certification by Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
15.1*	<a href="#">Consent of PricewaterhouseCoopers Zhong Tian LLP, Independent Registered Public Accounting Firm</a>
15.2*	<a href="#">Consent of Jingtian &amp; Gongcheng, the Company's PRC Legal Adviser</a>
15.3**	<a href="#">Submission under Item 16I(a) of Form 20-F in relation to the Holding Foreign Companies Accountable Act</a>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Filed herewith

\*\* Furnished herewith

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing its annual report on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

36Kr Holdings Inc.

By: /s/ Dagang Feng

Name: Dagang Feng

Title: Chief Executive Officer

Date: April 26, 2023

**INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS**

<a href="#">Report of Independent Registered Public Accounting Firm</a> (PCAOB ID: 1424)	F-2
<a href="#">Consolidated Balance Sheets as of December 31, 2021 and 2022</a>	F-3
<a href="#">Consolidated Statements of Comprehensive Income/(Loss) for the Years Ended December 31, 2020, 2021 and 2022</a>	F-4
<a href="#">Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2020, 2021 and 2022</a>	F-5
<a href="#">Consolidated Statements of Cash Flows for the Years Ended December 31, 2020, 2021 and 2022</a>	F-8
<a href="#">Notes to the Consolidated Financial Statements</a>	F-10

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of 36Kr Holdings Inc.

***Opinion on the Financial Statements***

We have audited the accompanying consolidated balance sheets of 36Kr Holdings Inc. and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of comprehensive loss, of changes in shareholders’ equity and of cash flows for each of the three years in the period ended December 31, 2022, including the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with accounting principles generally accepted in the United States of America.

***Change in Accounting Principle***

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for credit losses in 2021.

***Basis for Opinion***

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers Zhong Tian LLP  
Beijing, the People’s Republic of China  
April 26, 2023

We have served as the Company’s auditor since 2018.

36Kr Holdings Inc.

CONSOLIDATED BALANCE SHEETS

	December 31, 2021 RMB'000	December 31, 2022 RMB'000
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	96,965	142,511
Restricted cash	—	100
Short-term investments	119,140	42,270
Accounts receivable, net	180,161	197,528
Receivables due from related parties	3,630	858
Prepayments and other current assets	42,612	16,159
<b>Total current assets</b>	<b>442,508</b>	<b>399,426</b>
Non-current assets:		
Property and equipment, net	3,159	2,428
Intangible assets, net	808	1,249
Long-term investments	41,442	137,357
Operating lease right-of-use assets, net	13,818	30,911
<b>Total non-current assets</b>	<b>59,227</b>	<b>171,945</b>
<b>Total assets</b>	<b>501,735</b>	<b>571,371</b>
<b>Liabilities</b>		
Current liabilities:		
Accounts payable (including amounts of the consolidated variable interest entity ("VIE") and its subsidiaries without recourse to the primary beneficiary of RMB 56.07 million and RMB 53.47 million as of December 31, 2021 and 2022, respectively)	56,266	53,465
Salary and welfare payables (including amounts of the consolidated VIE and its subsidiaries without recourse to the primary beneficiary of RMB 37.63 million and RMB 34.00 million as of December 31, 2021 and 2022, respectively)	55,788	52,204
Taxes payable (including amounts of the consolidated VIE and its subsidiaries without recourse to the primary beneficiary of RMB 11.31 million and RMB 6.84 million as of December 31, 2021 and 2022, respectively)	12,836	10,874
Deferred revenue (including amounts of the consolidated VIE and its subsidiaries without recourse to the primary beneficiary of RMB 28.86 million and RMB 24.58 million as of December 31, 2021 and 2022, respectively)	28,863	24,575
Amounts due to related parties (including amounts of the consolidated VIE and its subsidiaries without recourse to the primary beneficiary of RMB 1.33 million and RMB 0.31 million as of December 31, 2021 and 2022, respectively)	1,328	312
Accrued liabilities and other payables (including amounts of the consolidated VIE and its subsidiaries without recourse to the primary beneficiary of RMB 12.62 million and RMB 23.19 million as of December 31, 2021 and 2022, respectively)	17,501	27,606
Short-term bank loan (including amounts of the consolidated VIE and its subsidiaries without recourse to the primary beneficiary of RMB 5.0 million and RMB 9.95 million as of December 31, 2021 and 2022, respectively)	5,000	9,950
Operating lease liabilities (including amounts of the consolidated VIE and its subsidiaries without recourse to the primary beneficiary of RMB 16.30 million and RMB 31.29 million as of December 31, 2021 and 2022, respectively)	16,302	31,293
<b>Total current liabilities</b>	<b>193,884</b>	<b>210,279</b>
Non-current liabilities:		
Operating lease liabilities (including amounts of the consolidated VIE and its subsidiaries without recourse to the primary beneficiary of RMB 0.59 million and RMB 15.09 million as of December 31, 2021 and 2022, respectively)	586	15,093
Other non-current liabilities (including amounts of the consolidated VIE and its subsidiaries without recourse to the primary beneficiary of nil and RMB 0.62 million as of December 31, 2021 and 2022, respectively)	—	615
<b>Total non-current liabilities</b>	<b>586</b>	<b>15,708</b>
<b>Total liabilities</b>	<b>194,470</b>	<b>225,987</b>
<b>Commitments and Contingencies (Note 17)</b>		
<b>Shareholders' equity</b>		
Class A ordinary shares (US\$0.0001 par value per share; 4,903,917,300 shares authorized, 907,346,745 shares issued and 893,706,595 shares outstanding as of December 31, 2021; 4,903,917,300 shares authorized, 907,346,745 shares issued and 895,814,195 shares outstanding as of December 31, 2022)	628	628
Class B ordinary shares (US\$0.0001 par value per share; 96,082,700 shares authorized, 96,082,700 shares issued and outstanding as of December 31, 2021 and 2022, respectively)	66	66
Additional paid-in capital	2,049,448	2,061,491
Treasury stock (US\$ 0.0001 par value; 16,201,618 shares and 14,094,018 shares as of December 31, 2021 and 2022, respectively)	(13,598)	(12,010)
Accumulated deficit	(1,728,152)	(1,706,209)
Accumulated other comprehensive loss	(8,987)	(5,860)
<b>Total 36Kr Holdings Inc.'s shareholders' equity</b>	<b>299,405</b>	<b>338,106</b>
Non-controlling interests	7,860	7,278
<b>Total shareholders' equity</b>	<b>307,265</b>	<b>345,384</b>
<b>Total liabilities and shareholders' equity</b>	<b>501,735</b>	<b>571,371</b>

The accompanying notes are an integral part of these consolidated financial statements.

36Kr Holdings Inc.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/ (LOSS)

	For the Year Ended December 31,		
	2020	2021	2022
	RMB'000	RMB'000	RMB'000
<b>Revenues:</b>			
Online advertising services	172,811	214,722	221,620
Enterprise value-added services	193,213	74,032	72,640
Subscription services	20,740	28,025	28,237
<b>Total revenues</b>	<b>386,764</b>	<b>316,779</b>	<b>322,497</b>
Cost of revenues	(261,372)	(128,844)	(137,848)
<b>Gross profit</b>	<b>125,392</b>	<b>187,935</b>	<b>184,649</b>
<b>Operating expenses:</b>			
Sales and marketing expenses	(140,672)	(143,887)	(122,069)
General and administrative expenses	(212,411)	(90,636)	(52,072)
Research and development expenses	(38,232)	(47,518)	(55,045)
Impairment of goodwill	(1,395)	—	—
<b>Total operating expenses</b>	<b>(392,710)</b>	<b>(282,041)</b>	<b>(229,186)</b>
<b>Loss from operations</b>	<b>(267,318)</b>	<b>(94,106)</b>	<b>(44,537)</b>
<b>Other income/(expenses):</b>			
Share of income/(loss) from equity method investments	(23,502)	(5,473)	51
Gain on disposal of a subsidiary	—	—	38,019
Long-term investment income/(loss), net	—	—	15,964
Short-term investment income	1,859	2,485	1,999
Government grant	10,103	3,304	3,447
Others, net	3,280	3,283	8,055
<b>Income/(loss) before income tax</b>	<b>(275,578)</b>	<b>(90,507)</b>	<b>22,998</b>
Income tax expenses	(3,764)	(102)	(361)
<b>Net income/(loss)</b>	<b>(279,342)</b>	<b>(90,609)</b>	<b>22,637</b>
Net loss/(income) attributable to non-controlling interests	(889)	1,038	(694)
<b>Net income/(loss) attributable to 36Kr Holdings Inc.'s ordinary shareholders</b>	<b>(280,231)</b>	<b>(89,571)</b>	<b>21,943</b>
<b>Net income/(loss)</b>	<b>(279,342)</b>	<b>(90,609)</b>	<b>22,637</b>
<b>Other comprehensive income/(loss)</b>			
Foreign currency translation adjustments	(4,843)	(1,090)	3,127
<b>Total other comprehensive income/(loss)</b>	<b>(4,843)</b>	<b>(1,090)</b>	<b>3,127</b>
<b>Total comprehensive income/(loss)</b>	<b>(284,185)</b>	<b>(91,699)</b>	<b>25,764</b>
Net loss/(income) attributable to non-controlling interests	(889)	1,038	(694)
<b>Comprehensive income/(loss) attributable to 36Kr Holdings Inc.'s ordinary shareholders</b>	<b>(285,074)</b>	<b>(90,661)</b>	<b>25,070</b>
<b>Net income/(loss) per ordinary share (RMB)</b>			
—Basic	(0.275)	(0.087)	0.021
—Diluted	(0.275)	(0.087)	0.021
<b>Net income/(loss) per ADS (RMB)</b>			
—Basic	(6.873)	(2.185)	0.530
—Diluted	(6.873)	(2.185)	0.530
<b>Weighted average number of ordinary shares used in per share calculation:</b>			
—Basic	1,019,316,944	1,025,068,349	1,034,547,219
—Diluted	1,019,316,944	1,025,068,349	1,034,547,219
<b>Weighted average number of ADS used in per ADS calculation:</b>			
—Basic	40,772,678	41,002,734	41,381,889
—Diluted	40,772,678	41,002,734	41,381,889
<b>Share-based compensation expenses included in:</b>			
Cost of revenues	1,123	1,322	1,571
Sales and marketing expenses	16,168	8,526	3,558
General and administrative expenses	19,508	5,622	7,943
Research and development expenses	2,478	(452)	814

The accompanying notes are an integral part of these consolidated financial statements.

36Kr Holdings Inc.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Class A ordinary shares		Class B ordinary shares		Additional paid-in capital	Treasury stock		Accumulated deficit	Accumulated other comprehensive income/(loss)	Non-controlling interests	Total shareholders' equity
	Shares	Amount	Shares	Amount		Shares	Amount				
		RMB '000		RMB '000			RMB '000				
<b>Balance as of January 1, 2020</b>	<b>902,282,202</b>	<b>613</b>	<b>96,082,700</b>	<b>66</b>	<b>2,000,267</b>	<b>2,561,468</b>	<b>(2,333)</b>	<b>(1,358,350)</b>	<b>(3,054)</b>	<b>6,739</b>	<b>643,948</b>
Net loss	—	—	—	—	—	—	—	(280,231)	—	889	(279,342)
Share-based compensation	—	—	—	—	39,277	—	—	—	—	—	39,277
Share repurchase	(12,996,125)	—	—	—	—	12,996,125	(11,748)	—	—	—	(11,748)
Capital injection from non-controlling interests	—	—	—	—	—	—	—	—	—	520	520
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	(4,843)	—	(4,843)
Issuance of ordinary shares upon exercise of share-based awards	12,138,965	8	—	—	—	—	—	—	—	—	8
Cancellation of share-based awards	(250,447)	—	—	—	—	—	—	—	—	—	—
Others	—	—	—	—	1,149	—	—	—	—	—	1,149
<b>Balance as of December 31, 2020</b>	<b>901,174,595</b>	<b>621</b>	<b>96,082,700</b>	<b>66</b>	<b>2,040,693</b>	<b>15,557,593</b>	<b>(14,081)</b>	<b>(1,638,581)</b>	<b>(7,897)</b>	<b>8,148</b>	<b>388,969</b>

The accompanying notes are an integral part of these consolidated financial statements.

36Kr Holdings Inc.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Continued)

	Ordinary shares		Additional paid-in capital	Treasury stock	Accumulated deficit	Accumulated other comprehensive income/(loss)	Non-controlling interests	Total shareholders' equity			
	Class A ordinary shares	Class B ordinary shares									
	Amount RMB '000	Amount RMB '000									
	Shares	RMB '000	Shares	RMB '000	RMB '000	RMB '000	RMB '000	RMB '000			
<b>Balance as of January 1, 2021</b>	<b>901,174,595</b>	<b>621</b>	<b>96,082,700</b>	<b>66</b>	<b>2,040,693</b>	<b>15,557,593</b>	<b>(14,081)</b>	<b>(1,638,581)</b>	<b>(7,897)</b>	<b>8,148</b>	<b>388,969</b>
Net loss	—	—	—	—	—	—	—	(89,571)	—	(1,038)	(90,609)
Share-based compensation	—	—	—	—	15,018	—	—	—	—	—	15,018
Share repurchase	(6,646,700)	—	—	—	—	6,646,700	(5,780)	—	—	—	(5,780)
Capital injection from non-controlling interests	—	—	—	—	—	—	—	—	—	750	750
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	(1,090)	—	(1,090)
Issuance of ordinary shares upon exercise of share-based awards	10,556,462	7	—	—	(6,263)	(6,002,675)	6,263	—	—	—	7
Cancellation of share-based awards	(1,298,199)	—	—	—	—	—	—	—	—	—	—
<b>Balance as of December 31, 2021</b>	<b>903,786,158</b>	<b>628</b>	<b>96,082,700</b>	<b>66</b>	<b>2,049,448</b>	<b>16,201,618</b>	<b>(13,598)</b>	<b>(1,728,152)</b>	<b>(8,987)</b>	<b>7,860</b>	<b>307,265</b>

The accompanying notes are an integral part of these consolidated financial statements.

36Kr Holdings Inc.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Continued)

	Ordinary shares				Additional paid-in capital	Treasury stock		Accumulated deficit	Accumulated other comprehensive income/(loss)	Non- controlling interests	Total shareholders' equity
	Class A ordinary shares		Class B ordinary shares			Amount					
	Shares	Amount RMB '000	Shares	Amount RMB '000		Shares	Amount RMB '000				
<b>Balance as of January 1, 2022</b>	<b>903,786,158</b>	<b>628</b>	<b>96,082,700</b>	<b>66</b>	<b>2,049,448</b>	<b>16,201,618</b>	<b>(13,598)</b>	<b>(1,728,152)</b>	<b>(8,987)</b>	<b>7,860</b>	<b>307,265</b>
Net income	—	—	—	—	—	—	—	21,943	—	694	22,637
Share-based compensation	—	—	—	—	12,376	—	—	—	—	—	12,376
Capital injection from non-controlling interests	—	—	—	—	—	—	—	—	—	174	174
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	3,127	—	3,127
Issuance of ordinary shares upon exercise of share-based awards	2,107,600	—	—	—	(1,588)	(2,107,600)	1,588	—	—	—	—
Acquisition of non-controlling interests of subsidiaries	—	—	—	—	1,388	—	—	—	—	(3,093)	(1,705)
Sale of a subsidiary's shares to non-controlling shareholders	—	—	—	—	(133)	—	—	—	—	1,643	1,510
<b>Balance as of December 31, 2022</b>	<b>905,893,758</b>	<b>628</b>	<b>96,082,700</b>	<b>66</b>	<b>2,061,491</b>	<b>14,094,018</b>	<b>(12,010)</b>	<b>(1,706,209)</b>	<b>(5,860)</b>	<b>7,278</b>	<b>345,384</b>

The accompanying notes are an integral part of these consolidated financial statements.

36Kr Holdings Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31,		
	2020 RMB'000	2021 RMB'000	2022 RMB'000
<b>Cash flows from operating activities:</b>			
Net income/(loss)	(279,342)	(90,609)	22,637
Adjustments to reconcile net income to net cash used in operating activities:			
Depreciation of property and equipment	5,549	2,563	1,772
Amortization of intangible assets	49	96	150
Share-based compensation expenses	39,277	15,018	13,886
Non-cash operating lease expense	15,306	15,481	13,606
Allowance for credit losses	127,100	9,853	(28,672)
Losses from disposal of property, equipment and software	103	73	25
Exchange (gains)/ losses	104	68	(3)
Goodwill impairment	1,395	—	—
Property and equipment impairment	7,987	—	—
Fair value changes of short-term investments	(474)	(670)	(618)
Long-term investment income/(loss), net	—	—	(15,964)
Share of loss/(income) from equity method investments	23,502	5,473	(51)
Disposal gain on a subsidiary	—	—	(38,019)
Deferred income tax	3,391	—	—
Changes in operating assets and liabilities:			
Accounts receivable	108,162	241,475	6,948
Receivables due from related parties	4,517	(1,780)	(608)
Prepayments and other current assets	23,657	51	26,034
Accounts payable	(73,551)	(8,375)	(2,801)
Salary and welfare payables	(5,163)	10,208	(3,584)
Taxes payable	(16,525)	(5,988)	(1,962)
Deferred revenue	10,688	10,014	(3,672)
Amounts due to related parties	548	780	(1,016)
Accrued liabilities and other payables	1,946	3,834	8,124
Lease liabilities	(15,351)	(12,604)	(1,201)
<b>Net cash (used in)/provided by operating activities</b>	<b>(17,125)</b>	<b>194,961</b>	<b>(4,989)</b>
<b>Cash flows from investing activities:</b>			
Purchase of property and equipment	(2,186)	(1,747)	(1,065)
Purchase of intangible assets	(164)	(433)	(591)
Purchase of short-term investments	(613,952)	(659,210)	(457,490)
Proceeds from maturities of short-term investments	552,444	689,084	534,978
Placement of time deposits	(135,934)	—	—
Withdrawal of time deposits	135,934	—	—
Loan paid to related parties	—	(2,000)	—
Loan repayment from related parties	—	—	2,000
Cash received from customer in relation to advertisement agent services	—	26,295	70,208
Cash paid on behalf of the customer in relation to advertisement agent services	—	(179,036)	(64,054)
Cash consideration paid for purchase of subsidiaries, net of cash acquired	(431)	—	—
Investment in long-term investments	—	(30,950)	(38,970)
Cash paid to acquire non-controlling interests of subsidiaries	—	—	(1,705)
<b>Net cash (used in)/provided by investing activities</b>	<b>(64,289)</b>	<b>(157,997)</b>	<b>43,311</b>

## 36Kr Holdings Inc.

## CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

	For the year ended December 31,		
	2020	2021	2022
	RMB'000	RMB'000	RMB'000
<b>Cash flows from financing activities:</b>			
Proceeds from initial public offering, net of issuance costs	(21,617)	—	—
Proceeds from bank loan	—	10,000	9,950
Repayment of bank loan	—	(5,000)	(5,000)
Proceeds from employee options exercised	8	7	—
Share repurchase	(11,748)	(5,780)	—
Capital injection from non-controlling interest shareholders	520	750	174
<b>Net cash provided by/(used in) financing activities</b>	<b>(32,837)</b>	<b>(23)</b>	<b>5,124</b>
<b>Effect of exchange rate changes on cash, cash equivalents and restricted cash held in foreign currencies</b>	<b>(2,780)</b>	<b>(822)</b>	<b>2,200</b>
<b>Net increase/(decrease) in cash, cash equivalents and restricted cash</b>	<b>(117,031)</b>	<b>36,119</b>	<b>45,646</b>
<b>Cash, cash equivalents and restricted cash at beginning of the year</b>	<b>177,877</b>	<b>60,846</b>	<b>96,965</b>
<b>Cash, cash equivalents and restricted cash at end of the year</b>	<b>60,846</b>	<b>96,965</b>	<b>142,611</b>
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid for income taxes, net of tax refund	(13,570)	(306)	(171)
Cash paid for interest expense	—	—	—
<b>Supplemental schedule of non-cash investing and financing activities:</b>			
Property and equipment purchases financed by other payable	111	107	—
The addition of long-term investment in Hangzhou Jialin	—	—	40,000

The accompanying notes are an integral part of these consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. Nature of Operations and Reorganization

## (a) Nature of operations

36Kr Holdings Inc. (“36Kr” or the “Company”), is a holding company and conducts its business mainly through its subsidiaries, a VIE and subsidiaries of the VIE (collectively referred to as the “Group”). The Group is primarily engaging in providing content and business services to new economy participants in the People’s Republic of China (the “PRC”). The Group mainly generates revenues from providing online advertising services, enterprise value-added services and subscription services (collectively referred to as the “36Kr Business”). The Group’s principal operations and geographic markets are substantially located in PRC.

The Group commenced operations in 2010. Beijing Xieli Zhucheng Finance Information Service Co., Ltd. (“Xieli”) was established in 2011 by Mr. Liu Chengcheng (the “Founder”) to carry out the Group’s principal business. In December 2016, the Group’s business was carved out from Xieli (“Carve-out”), and incorporated into a newly set up company named Beijing Duoke Information Technology Co., Ltd. (“Beijing Duoke”; formerly named as Beijing Pinxin Media Culture Co., Ltd. and Beijing Sanshiliuke Culture Media Co., Ltd.), which was then a wholly owned subsidiary of Xieli.

The Company was incorporated as a limited liability company in the Cayman Islands on December 3, 2018. Through a series of contemplated reorganization steps (the “Reorganization”), the Company established Beijing Duke Information Technology Co., Ltd. (“Beijing Duke”) in June 2019 to be the primary beneficiary of Beijing Duoke for accounting purposes through entering into a series of contractual arrangements and thereafter the 36Kr Business was transferred to the Group upon the completion of the Reorganization. The Reorganization was approved by the Board of Directors and a reorganization framework agreement was entered into by the Company, Beijing Duoke, the Founder and the shareholders of Beijing Duoke in June 2019. Beijing Duoke has become VIE of the Group.

The ownership structure of the major subsidiaries and VIE of the Group as of December 31, 2022 is:

Major subsidiaries	Place and year of Incorporation	Percentage of Direct or Indirect Economic Ownership	Principal activities
36Kr Holding Limited (“36Kr BVI” or “BVI Subsidiary”)	British Virgin Islands, established in 2018	100 %	Investment holding
36Kr Holdings (HK) Limited (“36Kr HK” or “HK Subsidiary”)	Hong Kong, established in 2018	100 %	Investment holding
Tianjin Duoke Investment Co., Ltd. (“Tianjin Duoke”)	The PRC, established in 2019	100 %	Investment holding
Tianjin Duke Information Technology Co., Ltd. (“Tianjin Duke”)	The PRC, established in 2019	100 %	Management consulting
Beijing Duke	The PRC, established in 2019	100 %	Management consulting
Nanjing Duke Information Technology Co., Ltd. (“Nanjing Duke”)	The PRC, established in 2021	100 %	Management consulting
Hainan Shenke Information Technology Co., Ltd. (“Hainan Shenke”)	The PRC, established in 2021	100 %	Management consulting
VIE	Place and year of Incorporation	Percentage of Economic Ownership	Principal activities
Beijing Duoke	The PRC, established in 2016	100 %	36Kr Business

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 1. Nature of Operations and Reorganization (Continued)

## (a) Nature of operations (Continued)

VIE Major subsidiaries	Place and year of Incorporation	Percentage of Economic Ownership	Principal activities
Zhejiang Pinxin Technology Co., Ltd.	The PRC, established in 2019	100 %	Investment holding

## (b) Initial Public Offering

On November 8, 2019, the Company completed its initial public offering (the “IPO”) on the NASDAQ. In the offering, 1,380,000 American depositary shares (“ADSs”), representing 34,500,000 Class A ordinary shares, were issued and sold to the public at a price of US\$14.50 per ADS. The net proceeds to the Company from the IPO, after deducting accrued and paid commissions and offering expenses, were approximately US\$12.33 million (RMB 86.24 million).

## (c) Contractual agreements with the VIE

In order to comply with the PRC laws and regulations which prohibit or restrict foreign control of companies involved in provision of internet content services, the Group operates its restricted businesses in the PRC through its VIE, whose equity interests are held by the Founder and other shareholders of the Group. The Company became the primary beneficiary of the VIE for accounting purposes by entering into a series of contractual arrangements with the legal shareholders who are also referred to as nominee shareholders. These nominee shareholders are the legal owners of the VIE. However, the rights of those nominee shareholders have been transferred to the Group through the contractual arrangements.

The contractual arrangements are the power of attorney, equity pledge agreement, exclusive purchase option agreement and exclusive business cooperation agreement. The Company’s management concluded that the Company, through the contractual arrangements, has the power to direct the activities that most significantly impact the VIE’s economic performance and bears the risks of and enjoys the rewards normally associated with ownership of the VIE. Therefore, the Company is the ultimate primary beneficiary of the VIE for accounting purpose. As such, the Company consolidates the financial statements of the VIE and its subsidiaries, and the financial results of the VIE were included in the Group’s consolidated financial statements in accordance with the basis of presentation as stated in Note 2 (a).

The following is a summary of the contractual agreements that were entered into by and among Beijing Dake, Beijing Duoke, and the nominee shareholders of Beijing Duoke.

## Power of Attorney

Beijing Dake, Beijing Duoke and the shareholders of Beijing Duoke except for BCI, the minority investment shareholder mentioned below, have entered into a power of attorney, pursuant to which each of the shareholders of Beijing Duoke irrevocably appointed Beijing Dake (as well as its successors, including a liquidator, if any, replacing Beijing Dake) or its designated persons to act on their respective behalf as exclusive agent and attorney, to the extent permitted by law, with respect to all rights of shareholders concerning all equity interests held by each of them in Beijing Duoke, including without limitation (i) to exercise all the shareholder’s rights (including but not limited to voting rights and right to sell, transfer, pledge or dispose of all equity interests in Beijing Duoke held in part or in whole), (ii) to attend shareholders’ meetings and to execute any and all written resolutions and meeting minutes in the name and on behalf of such shareholders, and (iii) to file documents with the relevant companies registry. The agreement will remain effective until Beijing Dake unilaterally terminates the agreement in writing or all equity interests in Beijing Duoke held by its shareholders are transferred or assigned to Beijing Dake or its designated representatives.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**1. Nature of Operations and Reorganization (Continued)****(c) Contractual agreements with the VIE (Continued)**

## Equity Pledge Agreement

Beijing Duke, Beijing Duoke and the shareholders of Beijing Duoke except for BCI, the minority investment shareholder mentioned below, have entered into an equity pledge agreement, pursuant to which the shareholders of Beijing Duoke have pledged all of their equity interests in Beijing Duoke that they own, including any interest or dividend paid for the shares, to Beijing Duke as a security interest to guarantee the performance by Beijing Duoke and its shareholders' performance of their respective obligations under the exclusive business cooperation agreement, exclusive purchase option agreement and power of attorney. Upon the discovery of the occurrence of any circumstances or event that may lead to an event of default (as defined in the equity pledge agreement), Beijing Duke, as the pledgee, will be entitled to certain rights, including the right to sell the pledged equity interests. Beijing Duke is not liable for any loss incurred by its due exercise of such rights and powers. This pledge will become effective on the date the pledged equity interests are registered with the relevant office of industry and commerce and will remain effective until the pledgors are no longer the shareholders of Beijing Duoke.

## Exclusive Purchase Option Agreement

Beijing Duke, Beijing Duoke and the shareholders of Beijing Duoke except for BCI, the minority investment shareholder mentioned below, have entered into an exclusive purchase option agreement, pursuant to which each of the shareholders of Beijing Duoke irrevocably granted Beijing Duke or its designated representatives an exclusive option to purchase, to the extent permitted under PRC law, all or part of his, her or its equity interests in Beijing Duoke. Beijing Duke or its designated representatives have sole discretion as to when to exercise such options, either in part or in full, once or at multiple times at any time. Without Beijing Duke's prior written consent, the shareholders of Beijing Duoke shall not sell, transfer, mortgage or otherwise dispose of their equity interests in Beijing Duoke, or allow the encumbrance thereon. The agreement will remain effective until all equity interests in Beijing Duoke held by its shareholders are transferred or assigned to Beijing Duke or its designated representatives.

## Exclusive Business Cooperation Agreement

Beijing Duke and Beijing Duoke have entered into an exclusive business cooperation agreement, pursuant to which Beijing Duke has the exclusive right to provide to Beijing Duoke technical support, consulting services and other services related to Beijing Duoke's business, including business management, daily operations, strategic planning, among others. Beijing Duke has granted Beijing Duoke the right to register its intellectual property rights under Beijing Duoke. Beijing Duke has the right to purchase such intellectual property rights from Beijing Duoke at nominal prices. The scope of the services provided by Beijing Duke may be expanded from time to time per Beijing Duoke's request. The timing and amount of the service fee payments shall be determined at the sole discretion of Beijing Duke. The term of this agreement is indefinite unless Beijing Duke unilaterally terminates the agreement in writing.

## Minority Investment in Beijing Duoke

In November 2022, Beijing Cultural Investment Development Group Asset Management Co., Ltd. ("BCI") made an investment of RMB32,492 in Beijing Duoke for 1% of Beijing Duoke's registered capital. Such minority stake holder is entitled to customary economic rights in proportion to its equity ownership, and certain minority shareholder rights such as the right to appoint a director to Beijing Duoke's three-member board of directors, and veto rights over certain matters related to content decision.

The minority stake holder is not a party to the contractual arrangements mentioned above that are currently in effect among Beijing Duoke Beijing Duke and Beijing Duoke's shareholders. As such, despite the fact that the Company is still able to enjoy economic benefits and is the primary beneficiary of Beijing Duoke and its subsidiaries, the Company is not able to purchase or have the third party minority stake holder pledge its 1% equity interests in Beijing Duoke in the same manner as agreed under existing contractual arrangements, nor is it granted the authorization of voting rights over these 1% equity interests. The Company believes Beijing Duke, the wholly-owned PRC subsidiary, still is the primary beneficiary of Beijing Duoke for accounting purpose as it continues to have a controlling financial interest in Beijing Duoke pursuant to ASC 810-10-25-38A after the issuance of such 1% equity interests.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**1. Nature of Operations and Reorganization (Continued)****(c) Contractual agreements with the VIE (Continued)***Risks in relation to the VIE structure*

A significant part of the Group's business is conducted through the VIE of the Group, of which the Company is the ultimate primary beneficiary. In the opinion of the management, the contractual arrangements with the VIE and the nominee shareholders are in compliance with PRC laws and regulations and are legally binding and enforceable. The nominee shareholders indicate they will not act contrary to the contractual arrangements. However, there are substantial uncertainties regarding the interpretation and application of the PRC laws and regulations including those that govern the contractual arrangements, which could limit the Group's ability to enforce these contractual arrangements and if the nominee shareholders of the VIE were to reduce their interests in the Group, their interest may diverge from that of the Group and that may potentially increase the risk that they would seek to act contrary to the contractual arrangements.

The CEO along with other employees own the majority of the voting shares of the VIE. The enforceability, and therefore the benefits, of the contractual agreements between the Company and the VIE depend on these individuals enforcing the contracts. There is a risk that the benefits of ownership between the Company and the VIE may not be aligned in the future. Given the significance and importance of the VIE, there would be a significant negative impact to the Company if these contracts were not enforced.

The Group's operations depend on the VIE to honour its contractual agreements with the Group and the Company's ability to enjoy economic benefits and have power over the VIE also depends on the authorization by the shareholders of the VIE to exercise voting rights on all matters requiring shareholder approval in the VIE. The Company believes that the agreements on authorization to exercise shareholder's voting power are legally enforceable and the possibility that it will no longer be able to control and consolidate the VIE as a result of the aforementioned risks and uncertainties is remote.

It is possible that the Group's operation of certain of its operations and businesses through the VIE could be found by PRC authorities to be in violation of PRC law and regulations prohibiting or restricting foreign ownership of companies that engage in such operations and businesses. While the Group's management considers the possibility of such a finding by PRC regulatory authorities under current law and regulations to be remote, on March 15, 2019, the National People's Congress adopted the Foreign Investment Law of the PRC, effective on January 1, 2020 and replaced three existing laws regulating foreign investment in China, namely, the Wholly Foreign-Invested Enterprise Law of the PRC, the Sino-Foreign Cooperative Joint Venture Enterprise Law of the PRC and the Sino-Foreign Equity Joint Venture Enterprise Law of the PRC, together with their implementation rules and ancillary regulations. The Foreign Investment Law of the PRC embodies an expected PRC regulatory trend to rationalize its foreign investment regulatory regime in line with prevailing international practice and the legislative efforts to unify the corporate legal requirements for both foreign and domestic investments. However, since it is relatively new, uncertainties still exist in relation to its interpretation and implementation. For example, the Foreign Investment Law of the PRC adds a catch-all clause to the definition of "foreign investment" so that foreign investment, by its definition, includes "investments made by foreign investors in China through other means defined by other laws or administrative regulations or provisions promulgated by the State Council" without further elaboration on the meaning of "other means." It leaves leeway for the future legislations promulgated by the State Council to provide for contractual arrangements as a form of foreign investment. It is therefore uncertain whether the Group's corporate structure will be seen as violating the foreign investment rules as the Group are currently leveraging the contractual arrangements to operate certain businesses in which foreign investors are prohibited from or restricted to investing. Furthermore, if future legislations prescribed by the State Council mandate further actions to be taken by companies with respect to existing contractual arrangement, the Group may face substantial uncertainties as to whether the Group can complete such actions in a timely manner, or at all. If the Group fails to take appropriate and timely measures to comply with any of these or similar regulatory compliance requirements, the Group's current corporate structure, corporate governance and business operations could be materially and adversely affected.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Nature of Operations and Reorganization (Continued)

(c) Contractual agreements with the VIE (Continued)

*Risks in relation to the VIE structure (Continued)*

If the Group's corporate structure or the contractual arrangements with the VIE were found to be in violation of any existing or future PRC laws and regulations, the PRC regulatory authorities could, within their respective jurisdictions:

- revoke the business licenses and/or operating licenses of such entities;
- discontinue or place restrictions or onerous conditions on the Group's operation through any transactions between the PRC subsidiary and the VIE;
- impose fines, confiscate the income from the PRC subsidiary or the VIE, or impose other requirements with which the VIE may not be able to comply;
- require the Group to restructure the ownership structure or operations, including terminating the contractual arrangements with the VIE and deregistering the equity pledges of the VIE, which in turn would affect the Group's ability to consolidate, derive economic interests from, or enjoy economic benefits and have power over the VIE;
- restrict or prohibit the Group's use of the proceeds of this offering to finance the Group's business and operations in China; or
- take other regulatory or enforcement actions that could be harmful to the Group's business.

The imposition of any of these restrictions or actions could result in a material adverse effect on the Group's ability to conduct its business. In such case, the Group may not be able to operate or control the VIE, which may result in deconsolidation of the VIE in the Group's consolidated financial statements. In the opinion of the management, the likelihood for the Group to lose such ability is remote based on current facts and circumstances. The Group believes that the contractual arrangements among the VIE, its shareholders and relevant wholly foreign owned enterprise are in compliance with PRC law and are legally enforceable. The Group's operations depend on the VIE to honor its contractual arrangements with the Group. These contractual arrangements are governed by PRC law and disputes arising out of these agreements are expected to be decided by arbitration in the PRC. The Company's management believes that each of the contractual arrangements constitutes valid and legally binding obligations of each party to such contractual arrangements under the PRC laws. However, the interpretation and implementation of the laws and regulations in the PRC and their application on the legality, binding effect and enforceability of contracts are subject to the discretion of competent PRC authorities, and therefore there is no assurance that relevant PRC authorities will take the same position as the Group herein in respect of the legality, binding effect and enforceability of each of the contractual arrangements. Meanwhile, since the PRC legal system continues to evolve, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involve uncertainties, which may limit legal protections available to the Group to enforce the contractual arrangements should the VIE or the nominee shareholders of the VIE fail to perform their obligations under those arrangements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 1. Nature of Operations and Reorganization (Continued)

## (c) Contractual agreements with the VIE (Continued)

*Risks in relation to the VIE structure (Continued)*

The following financial information of the Group's VIE and the VIE's subsidiaries as of December 31, 2021 and 2022 and for the years ended December 31, 2020, 2021 and 2022 is included in the accompanying consolidated financial statements of the Group as follows:

	December 31, 2021	December 31, 2022
	RMB'000	RMB'000
<b>Current assets:</b>		
Cash and cash equivalents	42,047	101,659
Restricted cash	—	100
Short-term investments	99,017	22,247
Accounts receivable, net	179,986	197,503
Amounts due from the Company and its subsidiaries	16,137	16,361
Receivables due from related parties of the Group	3,620	804
Prepayments and other current assets	42,312	15,913
<b>Non-current assets:</b>		
Property and equipment, net	3,157	2,428
Intangible assets, net	808	1,249
Long-term investments, net	30,976	126,434
Operating lease right-of-use assets, net	13,818	30,911
<b>Total assets</b>	<b>431,878</b>	<b>515,609</b>
<b>Current liabilities:</b>		
Accounts payable	56,069	53,465
Salary and welfare payables	37,631	33,998
Taxes payable	11,311	6,844
Deferred revenue	28,863	24,575
Amounts due to the Company and its subsidiaries	143,331	155,818
Amounts due to related parties of the Group	1,328	312
Accrued liabilities and other payables	12,621	23,185
Short-term bank loan	5,000	9,950
Operating lease liabilities	16,302	31,293
<b>Non-current liabilities:</b>		
Operating lease liabilities	586	15,093
Other non-current liabilities	—	615
<b>Total liabilities</b>	<b>313,042</b>	<b>355,148</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Nature of Operations and Reorganization (Continued)

(c) Contractual agreements with the VIE (Continued)

*Risks in relation to the VIE structure (Continued)*

	For the year Ended December 31,		
	2020 RMB'000	2021 RMB'000	2022 RMB'000
Inter-company revenues	—	25	—
Third-party revenues	386,861	316,632	320,526
Cost of revenues	(282,772)	(147,654)	(211,698)
<b>Gross profit</b>	<b>104,089</b>	<b>169,003</b>	<b>108,828</b>
Operating expenses	(284,163)	(190,249)	(131,984)
<b>Loss from operations</b>	<b>(180,074)</b>	<b>(21,246)</b>	<b>(23,156)</b>
Gain on disposal of a subsidiary	—	—	38,019
Share of loss from equity method investments	—	26	523
Long-term investments income/(loss), net	—	—	15,964
Short-term investments income	1,416	1,768	1,262
Others, net	12,021	5,602	9,402
<b>Income/(Loss) before income tax</b>	<b>(166,637)</b>	<b>(13,850)</b>	<b>42,014</b>
Income tax expenses	(3,814)	(111)	(361)
<b>Net income/(loss)</b>	<b>(170,451)</b>	<b>(13,961)</b>	<b>41,653</b>

	For the year Ended December 31,		
	2020 RMB'000	2021 RMB'000	2022 RMB'000
<b>Net cash (used in)/provided by operating activities</b>	<b>57,273</b>	<b>266,927</b>	<b>77,322</b>
Purchase of short-term investments	(504,571)	(571,110)	(417,490)
Proceeds from maturities of short-term investments	423,937	594,927	494,709
Investment in long-term investments	—	(30,950)	(38,970)
Loan paid to inter-company entities	(150)	(5,000)	—
Loan collected from related parties	—	—	2,000
Loan collected from inter-company entities	—	5,000	100
Cash received from customer in relation to advertisement agent services	—	26,295	70,208
Cash paid on behalf of the customer in relation to advertisement agent services	—	(179,036)	(64,054)
Others	(2,777)	(4,180)	(3,361)
<b>Net cash (used in)/provided by investing activities</b>	<b>(83,561)</b>	<b>(164,054)</b>	<b>43,142</b>
Proceeds from initial public offering, net of issuance costs	(6,000)	—	—
Capital injection from noncontrolling interest shareholders	520	750	174
Proceeds from loans provided by inter-company entities	35,910	25,010	—
Repayments of loans provided by inter-company entities	(5,000)	(103,080)	(65,876)
Others	(19)	5,000	4,950
<b>Net cash provided by/(used in) financing activities</b>	<b>25,411</b>	<b>(72,320)</b>	<b>(60,752)</b>
<b>Increase/(Decrease) in cash, cash equivalents and restricted cash</b>	<b>(877)</b>	<b>30,553</b>	<b>59,712</b>
<b>Cash, cash equivalents and restricted cash at beginning of year</b>	<b>12,371</b>	<b>11,494</b>	<b>42,047</b>
<b>Cash, Cash equivalents and restricted cash at end of year</b>	<b>11,494</b>	<b>42,047</b>	<b>101,759</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Nature of Operations and Reorganization (Continued)

(c) Contractual agreements with the VIE (Continued)

*Risks in relation to the VIE structure (Continued)*

The Company's involvement with the VIE is through the contractual arrangements disclosed above. All recognized assets held by the VIE are disclosed in the table above. Unrecognized revenue-producing assets held by the VIE include the Internet Content Provision License, tradename of 36Kr, the domain names of 36kr.com, 36Kr mobile application, 36Kr official account on social networks, customer relationship relating to online advertising and enterprise value-added services, customer lists relating to subscription services and assembled workforce.

In accordance with various contractual agreements, the Company has the power to direct the activities of the VIE and can have assets transferred out of the VIE. Therefore, the Company considers that there are no assets in the respective VIE that can be used only to settle obligations of the respective VIE, except for the registered capital of the VIE as well as certain non-distributable statutory reserves. As the respective VIE is incorporated as a limited liability company under the PRC Company Law, creditors do not have recourse to the general credit of the Company for the liabilities of the respective VIE. There is currently no contractual arrangement that would require the Company to provide additional financial support to the VIE. As the Group is conducting certain businesses in the PRC through the VIE, the Group may provide additional financial support on a discretionary basis in the future, which could expose the Group to a loss.

There is no VIE in the Group where the Company or any subsidiary has a variable interest but is not the primary beneficiary.

2. Significant Accounting Policies

(a) Basis of presentation

The consolidated financial statements of the Group have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Significant accounting policies followed by the Group in the preparation of the accompanying consolidated financial statements are summarized below.

(b) Principles of consolidation

The consolidated financial statements include the financial statements of the Company, its subsidiaries, the VIE and the VIE's subsidiaries for which the Company is the ultimate primary beneficiary.

Subsidiaries are those entities in which the Company, directly or indirectly, controls more than one half of the voting power or has the power to appoint or remove the majority of the members of the board of directors, or to cast a majority of votes at the meeting of the board of directors, or to govern the financial and operating policies of the investee under a statute or agreement among the shareholders or equity holders.

A VIE is an entity in which the Company, or its subsidiary, through contractual arrangements, has the power to direct the activities that most significantly impact the entity's economic performance, bears the risks of and enjoys the rewards normally associated with ownership of the entity, and therefore is the primary beneficiary of the entity.

All significant intercompany transactions and balances between the Company, its subsidiaries, the VIE and subsidiaries of the VIE have been eliminated upon consolidation.

A non-controlling interest is recognized to reflect the portion of a subsidiary's equity which is not attributable, directly or indirectly, to the Group. When the non-controlling interest is contingently redeemable upon the occurrence of a conditional event which is not solely within the control of the Group, the non-controlling interest is classified as mezzanine equity.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)****2. Significant Accounting Policies (Continued)****(b) Principles of consolidation (Continued)**

Consolidated net income/(loss) on the consolidated statements of comprehensive income/(loss) includes the net income/(loss) attributable to the non-controlling interests when applicable. For the years ended December 31, 2020, 2021 and 2022, the net income/(loss) attributable to the non-controlling interests were an income of RMB 0.89 million, a loss of RMB 1.04 million and an income of RMB 0.69 million, respectively. Cash flows related to transactions with non-controlling interests holders are presented under financing activities in the consolidated statements of cash flows when applicable.

**(c) Use of estimates**

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the balance sheet date, and the reported revenues and expenses during the reporting periods in the consolidated financial statements and accompanying notes. Significant accounting estimates include, but are not limited to, determination of assessment for the allowance for credit loss, fair value of investments accounted for at fair value, impairment of long-term investments, impairment of long-lived assets, valuation allowance of deferred tax assets and valuation and recognition of share-based compensation expenses. Actual results could differ from those estimates and such differences may be material to the consolidated financial statements.

**(d) Functional currency and foreign currency translation**

The Group's reporting currency is Renminbi ("RMB"). The functional currency of the Company is United States dollar ("US\$"). The functional currency of the Group's PRC entities, the VIE and the VIE's PRC subsidiaries is RMB. The determination of the respective functional currency is based on the criteria set out by ASC 830, Foreign Currency Matters.

Transactions denominated in foreign currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing on the transactions date. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing at the balance sheet dates. Exchange gains and losses arising from foreign currency transactions are recorded in the consolidated statements of comprehensive income/(loss).

The financial statements of the Group's non PRC entities are translated from their respective functional currencies into RMB. Assets and liabilities are translated into RMB using the applicable exchange rates at the balance sheet date. Equity accounts other than earnings generated in the current period are translated into RMB using the appropriate historical rates. Revenues, expenses, gains and losses are translated into RMB using the average exchange rates for the relevant period. The resulting foreign currency translation adjustments are reported in other comprehensive income/(loss) in the consolidated statements of comprehensive income/(loss), and the accumulated foreign currency translation adjustments are presented as a component of accumulated other comprehensive loss in the consolidated statements of changes in shareholders' (deficit)/equity. Total foreign currency translation adjustments included in the Group's other comprehensive income/(loss) were a net loss of RMB 4.84 million, a net loss of RMB 1.09 million and an income of RMB 3.13 million for the years ended December 31, 2020, 2021 and 2022, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. Significant Accounting Policies (Continued)

(e) Fair value measurements

Accounting guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Group considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

Accounting guidance establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Accounting guidance establishes three levels of inputs that may be used to measure fair value:

- a. Level 1—Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- b. Level 2—Observable, market-based inputs, other than quoted prices, in active markets for identical assets or liabilities.
- c. Level 3—Unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Group's financial instruments include cash equivalents, restricted cash, short term investments, accounts receivable, receivables due from related parties, other receivables, long-term investments, accounts payable, accrued liabilities and other payables, short-term bank loan and amounts due to related parties.

The following table sets forth the Group's assets and liabilities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy:

As of December 31, 2021

Assets	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Balance at fair value RMB'000
Short-term investments — Wealth management products	—	119,140	—	119,140

As of December 31, 2022

Assets	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Balance at fair value RMB'000
Short-term investments — Wealth management products	—	42,270	—	42,270
Long-term investments- Fair value option		66,470		66,470

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Significant Accounting Policies (Continued)****(e) Fair value measurements (Continued)****Recurring**

The Group's short-term investments consisted of wealth management products which contain a variable interest rate. To estimate the fair value of short-term investments, the Group refers to the quoted rate of return provided by financial institutions at the end of each year/period. The Group classifies the valuation techniques that use these inputs as level 2 of fair value measurement.

The Group applies fair value accounting to privately held investments classified as debt securities. The fair value of privately held investments classified as debt securities were determined using recent market transaction price (Level 2). For the investments made close to the period end, their initial investment amounts were deemed approximately equal to their fair value, except that the fair value of the investment in Shanghai Fanbo Biotechnology Co. ("Fanbo") was estimated to be nil as of December 31, 2022 due to the significant liquidity difficulty Fanbo encountered.

**Non-Recurring**

For equity securities accounted for under the measurement alternative, when there are observable price changes in orderly transactions for identical or similar investments of the same issuer, the investments are re-measured to fair value. The non-recurring fair value measurements of an investment usually requires management to estimate a price adjustment for the different rights and obligations between a similar instrument of the same issuer with an observable price change in an orderly transaction and the investment held by the Company. These non-recurring fair value measurements were measured as of the observable transaction dates. The Company classifies the valuation methodologies that require management to use the observable transaction price at the transaction date as Level 2 of fair value measurements. Details of the fair value measurements of equity securities accounted for under the measurement alternative is set out in Note 8 Long-term investments.

When there is impairment of equity securities accounted for under the measurement alternative and equity method investments, the non-recurring fair value measurements are measured at the date of impairment. There was no impairment recognized for the year ended 2020, 2021 and 2022.

As of December 31, 2021 and 2022, the fair values of cash and cash equivalents, accounts receivable, receivables due from related parties, other receivables, accounts payable, accrued liabilities and other payables, short-term bank loan and amounts due to related parties approximated their carrying values reported in the consolidated balance sheets due to the short term maturities of these instruments.

**(f) Cash and cash equivalents**

Cash and cash equivalents represent cash in banks and highly liquid investments placed with banks or other financial institutions, which are unrestricted to withdrawal or use, and which have original maturities of three months or less.

**(g) Restricted cash**

Cash that is restricted as to withdrawal or for use or pledged as security is reported separately on the face of the Consolidated Balance Sheets, and is included in the total cash, cash equivalents, and restricted cash in the Consolidated Statements of Cash Flows. The Group's restricted cash mainly represents cash at bank with restricted use.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Significant Accounting Policies (Continued)****(h) Short-term investments**

Short-term investments include investments in wealth management products issued by China Merchants Bank, which are redeemable by the Company at a periodic term or any working day within one year. The wealth management products are unsecured with variable interest rates and primarily invested in financial instruments with high credit rating and good liquidity in the interbank and exchange markets, including but not limited to debt securities issued by the PRC government, central bank bills, interbank and exchange-traded bond, and assets backed securities. The Company measures the short-term investments at fair value using the quoted subscription or redemption prices published by the bank or by discounting the future cash flows at the expected yield rate with reference to the expected benchmark yield rates of the wealth management products of the bank.

**(i) Accounts receivable, net**

Accounts receivable is the Group's right to consideration that is unconditional, and the right to consideration is unconditional if only the passage of time is required before payment of that consideration is due. The carrying value of accounts receivable is reduced by an allowance that reflects the Group's best estimate of the amounts that will not be collected.

The Group makes estimations of the collectability of accounts receivable. Accounts receivable is measured at amortized cost and reported on the consolidated balance sheets at the outstanding principals adjusted for any write-offs and any allowance for credit losses, since the Group adopted ASC 326 beginning from January 1, 2021. In determining the amount of the allowance for credit losses, the Group considers historical collectability based on historical collection activity, current business environment and forecasts of future macroeconomic conditions that may affect the customers' ability of payment.

**Expected credit losses**

In June 2016, the FASB issued ASU 2016-13 *Financial Instruments-Credit Losses* (Topic 326), and issued subsequent amendments to the initial guidance, transitional guidance and other interpretive guidance between November 2018 and March 2020 within ASU 2018-19, ASU 2019-04, ASU 2019-05, ASU 2019-11, ASU 2020-02 and ASU 2020-03. ASU 2016-13 introduces new guidance for credit losses on instruments within its scope. The new guidance introduces an approach based on expected losses to estimate credit losses on certain types of financial instruments, including accounts receivable and notes receivable, held-to-maturity debt securities, loans and net investments in leases. The new guidance also modifies the impairment model for available-for-sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on an available-for-sale debt security is a credit loss. Further, the new guidance indicates that entities may not use the length of time a security has been in an unrealized loss position as a factor in concluding whether a credit loss exists. The allowance for accounts receivable is the Group's estimate of credit losses based on historical collection activity, current business environment and forecasts of future macroeconomic conditions that may affect the customers' ability of payment. The Group estimated the allowance by segmenting accounts receivable into pools based on certain credit risk characteristics, and determining an expected loss rate for each pool based on historical loss experience adjusted for judgments about the effects of relevant observable data including default rates, lifetime for debt recovery, current and future economic conditions.

The Group adopted ASU 2016-13 beginning from January 1, 2021 on a modified retrospective basis and there was no material impact on the balance sheets and the consolidated statements of comprehensive income/(loss) as a result of adopting the new standard.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 2. Significant Accounting Policies (Continued)

## (j) Property and equipment, net

Property and equipment are stated at cost less accumulated depreciation and impairment, if any. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

	Estimated useful life
Electronic equipment and computers	3 years
Office furniture and equipment	3 years
Leasehold improvement	Lesser of the term of the lease or the estimated useful lives of the leasehold improvement

Repair and maintenance costs are charged to expenses as incurred, whereas the cost of renewals and betterment that extend the useful lives of property and equipment is capitalized as addition to the related assets. Retirements, sales and disposals of assets are recorded by removing the cost and accumulated depreciation from the assets and accumulated depreciation accounts with any resulting gain or loss reflected in the consolidated statements of comprehensive income/(loss).

## (k) Goodwill

Goodwill represents the excess of the purchase price over the fair value of the identifiable assets and liabilities acquired as a result of the Group's acquisitions of interests in its subsidiaries and consolidated VIE.

The Group assesses goodwill for impairment in accordance with ASC Subtopic 350-20 ("ASC 350-20"), Intangibles - Goodwill and Other: Goodwill, which requires that goodwill be tested for impairment at the reporting unit level at least annually and more frequently upon the occurrence of certain events, as defined by ASC 350-20. The guidance provides the option that the Group may first assess qualitative factors to determine whether it is necessary to perform the quantitative goodwill impairment test, by taking into consideration of macroeconomics, overall financial performance, industry and market conditions and the share price of the Group. If determined to be necessary, the quantitative impairment test shall be used to identify goodwill impairment and measure the amount of a goodwill impairment loss to be recognized (if any). Application of a goodwill impairment test requires significant management judgment, including the identification of reporting units, assigning assets and liabilities to reporting units, assigning goodwill to reporting units, and determining the fair value of each reporting unit. Judgment in estimating the fair value of reporting units includes estimating future cash flows, determining appropriate discount rates and making other assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value for each reporting unit.

On January 1, 2020, the Group adopted ASU No. 2017-04, Simplifying the Test for Goodwill Impairment to simplify the test for goodwill impairment by removing Step 2, which was issued by the FASB in January 2017. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess, versus determining an implied fair value in Step 2 to measure the impairment loss.

Based on the impairment assessment, management determined that the goodwill amounted to RMB 1.4 million has been fully impaired as of December 31, 2020.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Significant Accounting Policies (Continued)****(l) Impairment of long-lived assets**

The Group evaluates its long-lived assets with finite lives for impairment whenever events or changes in circumstances (such as a significant adverse change to market conditions that will impact the future use of the assets) indicate that the carrying amount of an asset may not be fully recoverable. When these events occur, the Group evaluates the impairment by comparing carrying amount of the assets to an estimate of future undiscounted cash flows expected to be generated from the use of the assets and their eventual disposition. If the sum of the expected future undiscounted cash flows is less than the carrying amount of the assets, the Group recognizes an impairment loss based on the excess of the carrying amount of the long-lived assets over their fair value based on a discounted cash flow approach or, when available and appropriate, over comparable market values.

**(m) Long-term investments**

The Group's long-term investments primarily consist of equity investments accounted for using the measurement alternative, equity investments accounted for using the equity method and investments accounted for at fair value.

## Equity investments accounted for using the measurement alternative

Investments in entities in which the Group does not have significant influence and without readily determinable fair value are accounted for using the measurement alternative of accounting in accordance with ASU 2016-01, Financial Instruments-Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. The Group records its share of measurement alternative investments at cost, less impairment, and plus or minus subsequent adjustments for observable price changes in orderly transactions for the identical or similar investment of the same issuer. The subsequent adjustments are recognized as "Long-term investment income/(loss), net" in the consolidated statements of comprehensive income/(loss).

The Group regularly evaluates the impairment of these investments based on performance and financial position of the investee as well as other evidence of market value. Such evaluation includes, but is not limited to, reviewing the investee's cash position, recent financing, projected and historical financial performance, cash flow forecasts and financing needs. An impairment loss recognized equals to the excess of the investment cost over its fair value at the end of each reporting period for which the assessment is made. The fair value would then become the new cost basis of investment.

## Equity investments accounted for using the equity method

Investments in entities in which the Group can exercise significant influence but does not control or own a majority equity interest are accounted for using the equity method of accounting in accordance with ASC Topic 323 Investments-Equity Method and Joint Ventures. The Group adjusts the carrying amount of equity method investments for its share of the income or losses of the investee and reports the recognized income or losses as "Share of income/(loss) from equity method investments" in the consolidated statements of comprehensive income/(loss). The Group's share of the income or losses of an investee are based on the shares of common stock and in-substance common stock held by the Group. The Group records its share of the results of equity investments in 36Kr Global Holding (HK) Limited ("36Kr Global Holding") and Shanghai Xuanke Technology Co., Ltd. ("Shanghai Xuanke") on a one quarter in arrears basis.

The Group continuously reviews its investment in equity investees under equity method to determine whether a decline in fair value to below the carrying value is other-than-temporary. The primary factors the Group considers in its determination are the duration and severity of the decline in fair value, the financial condition, operating performance and the prospects of the equity investee, and other company specific information such as recent financing rounds. If the decline in fair value is deemed to be other-than-temporary, the carrying value of the equity investee is written down to fair value.

No impairment losses of long-term investments were recognized for the years ended December 31, 2020, 2021 and 2022.

## Investments accounted for at fair value

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Significant Accounting Policies (Continued)****(m) Long-term investments (Continued)**

For investments in preferred shares that provide the Group redemption rights, the Group elected the fair value option in accordance with ASC Topic 825. The investments accounted for under the fair value option are carried at fair value with realized or unrealized gains and losses recorded on consolidated statements of comprehensive income/(loss) as “Long-term investment income/(loss), net”.

**(n) Revenue recognition**

According to ASC 606, revenue is recognized when control of the promised goods or services is transferred to the customers, in an amount that reflects the consideration the Group expects to be entitled to in exchange for those goods or services. The Group determines revenue recognition through the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price, including the constraint on variable consideration;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when (or as) the Group satisfy a performance obligation.

The following is a description of the accounting policy for the principal revenue streams of the Group.

**I. Online advertising services**

Online advertising revenue is derived principally from advertising contracts with customers, which allow advertisers to place advertisements on agreed areas of the Company’s PC website, mobile application and official accounts in other social networks including but not limited to Weibo, Weixin/WeChat, Toutiao and Bilibili (collectively referred to as “36Kr Platforms”) in different formats and over a particular period of time. The Group displays advertisement provided by customers in a variety of forms such as full screen display, banners, pop-ups, as well as advertorials and short-form videos. The Group also helps produce advertisements based on the customers’ requests, and post the advertisements on the 36Kr Platforms to help promote customers’ products and enhance their brand awareness. The Group has developed capabilities in generating and distributing its own and third-party high-quality content on 36Kr Platforms, there is no third party content for fulfilling a promise to the customers for the years ended December 31, 2020, 2021 and 2022.

The Group generates its online advertising service revenue primarily (i) at a fixed fee per each day’s advertisement display, which is known as the Cost Per Day (“CPD”) model, and (ii) at a fixed fee per each advertisement posted on the 36Kr Platforms, which the Group refers as the cost-per-advertisement basis. The Group recognizes revenue for the amount of fees it receives from its advertisers, after deducting discounts and net of value-added tax (“VAT”) under ASC 606.

The Group’s online advertising contracts with customers may include multiple performance obligations. For such arrangements, the Group allocates revenues to each performance obligation based on its relative standalone selling price. The Group generally determines standalone selling prices of each distinct performance obligation based on the prices charged to customers when sold on a standalone basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. Significant Accounting Policies (Continued)

(n) Revenue recognition (Continued)

Under the CPD model, a contract is signed to establish a fixed price for the advertising services to be provided over a period of time. Given the advertisers benefit from the advertising evenly, the Group recognizes revenue on a straight-line basis over the period of display, provided all revenue recognition criteria have been met. Under the cost-per-advertisement model, as all the economic benefit enjoyed by the customer can be substantially realized at the time the advertisements are posted initially, the Group recognizes revenue at a point in time when it posts the advertisements initially.

II. Enterprise value-added services

The principal enterprise value-added services that the Group provides to customers are set out as follows:

(i) Integrated marketing

The Group provides one-stop media solutions to help its customers develop tailored and diverse marketing strategies to improve their marketing efficiency. Integrated marketing services include providing end customers with marketing plan, marketing event organization and execution on third-party media platforms, and public relations, etc. The Group considers itself as the principal for this type of services as it is the primary obligor for such service, it has control over the services provided to the customers from market planning through service delivered since a) the Group is able to direct suppliers to deliver advertising services on its behalf based on the integrated marketing plan set by the Group including the content, form, time and media platform of the advertisement; b) the Group is obligated to fulfill the promise to provide the integrated marketing services to customers; c) the Group has the discretion in setting the prices for the services. Therefore, the Group recognizes the revenues at a gross basis.

(ii) Online/offline events

The Group organizes offline and online diverse events, such as summits, forums, industry conferences and fan festivals in a bid to create brand-building opportunities and to facilitate business cooperation and investment opportunities. The services provided by the Group to the customer who then becomes a sponsor of such events including for the sponsor to participate as a speaker, to launch new products of the sponsor, to place advertisements at events and the 36Kr Platforms during the course of events.

(iii) Consulting

The Group provides customized market research and industry reports to established companies. In addition, the Group also helps the customers to organize and execute business events.

In certain circumstances, the Group engages third party suppliers to perform part of the aforementioned services in fulfilling its contract obligation. In these cases, the Group controls and takes responsibilities for such services before the services are transferred to the customer. The Group has the right to direct the suppliers to perform the service and control the goods or assets transferred to its customers. In addition, the Group combines and integrates the separate services provided by the suppliers into the specified marketing or business consulting solutions to its customers. Thus, the Group recognizes revenue as a principal in the gross amount of consideration to which it is entitled in exchange for the specified services transferred.

Although a bundle of services are provided to the customers in each of the three services mentioned above, the Group's overall commitment in such contract arrangement is to transfer a combined item at a fixed fee, which is an integrated marketing or business consulting solution, to which the individual services are inputs. The integrated services are customized for the customers, and they are interdependent and interrelated. Therefore, the Group combines such bundles of services in the contracts into a single performance obligation. Most of the offline events are completed within several days, and most of the contracts of integrated marketing solution and business consulting are completed within one year. The revenues are recognized ratably over the duration of such events and activities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Significant Accounting Policies (Continued)****(n) Revenue recognition (Continued)**

## (iv) Advertisement agent services

Starting from 2021, the Group as an agent coordinates and procures the third-party advertisement resources on behalf of its customers based on the purchase orders from the customers including the content, form, time and media platform of the advertisement. The Group considers itself as an agent for these services because the Group does not control the advertisement services provided to the customer which is evidenced by 1) the Group does not obtain control of the purchased advertisement services prior to its transfer to the customer; 2) the Group does not have the power to determine the specific advertisement services, which are all executed based on the instructions from the customers; 3) the Group cannot sell the purchased advertisement resources to parties other than the customers; 4) the Group does not integrate purchased advertisement services with the Group's other services and then provide them to the customer; and 5) the Group has limited pricing latitude for the services provided. Therefore, the Group recognize the revenues at a net basis. Acting as an agent, in addition to help procuring the advertising resources for the customers, the Group also pays on behalf of customer for the advertising resources procured, i.e., provides financing to the customer. The interest income from the financing is recognized as revenue over the period that the Group pays on behalf of the customer as it is part of the Group's normal business. The related cash flows for financing are presented as investing activities in the consolidated statements of cash flows.

## III. Subscription services

## (i) Institutional investor and enterprise subscription services

The Group offers institutional investor and enterprise subscription services. The subscription service package to institutional investors and to New Economy enterprises include creating their yellow pages on the 36Kr Platform, publishing articles about the customers on the 36Kr Platform, priority access to 36Kr's online and offline activities, etc. For enterprise subscribers the Group also offers online courses and one-on-one consulting. The Group offers such subscription benefits for a fixed period subscription fee.

Both the institutional investor and enterprise subscription services involve multiple performance obligations. The Group allocates revenues to each performance obligation based on its relative standalone selling price. The Group generally determines standalone selling prices of each distinct performance obligation based on the prices charged to customers when sold on a standalone basis. Where standalone selling price is not directly observable, the best estimate of the standalone selling price takes into consideration of the pricing of advertisings or enterprise value-added services of the Group with similar characteristics and advertisements or services with similar formats and quoted prices from competitors and other market conditions. For most of such contracts, performance obligations are completed within one year. The revenue is recognized over the period when such services are delivered or when the services are rendered based on the transaction price allocated to each performance obligation.

## (ii) Individual subscription services

The Group provides paid columns, online courses and offline trainings services to its individual subscribers. The revenue of paid columns and online courses generated from the individual subscription services for the years ended December 31, 2020, 2021 and 2022 were not significant.

The revenue of paid columns and online courses are derived from providing fee-based online content to individuals on the 36Kr Platform. The revenues generated from paid columns and online courses are recognized evenly over the economic period that individual subscribers can benefit, which is usually less than one year.

The Group also provides offline training services, which is organized by the Group, and the Group is responsible for delivering the training to the individual subscribers and has primary responsibility and broad discretion to establish price. Therefore, the Group is considered the primary obligor in these transactions and recognize the revenues at a gross basis.

In the following table, the total revenue is disaggregated by the major service lines mentioned above.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 2. Significant Accounting Policies (Continued)

## (n) Revenue recognition (Continued)

## III. Subscription services (Continued)

	For the year ended December 31,		
	2020 RMB'000	2021 RMB'000	2022 RMB'000
<b>Online advertising services</b>	<b>172,811</b>	<b>214,722</b>	<b>221,620</b>
<b>Enterprise value-added services</b>			
Integrated marketing	133,599	1,342	6,639
Online/offline events	26,992	32,127	15,475
Consulting	32,622	36,867	43,200
Advertisement agent services	—	3,696	7,326
<b>Revenue for Enterprise value-added services</b>	<b>193,213</b>	<b>74,032</b>	<b>72,640</b>
<b>Subscription services</b>			
Institutional investor subscription services	16,036	25,490	27,095
Enterprise subscription services	361	94	423
Individual subscription services	4,343	2,441	719
<b>Revenue for Subscription services</b>	<b>20,740</b>	<b>28,025</b>	<b>28,237</b>
<b>Total revenue</b>	<b>386,764</b>	<b>316,779</b>	<b>322,497</b>

## Contract balances

Timing of revenue recognition may differ from the timing of invoicing to customers. The Group records contract assets when the Group has a right to consideration in exchange for goods or services that it has transferred to a customer and when that right is conditioned on something other than the passage of time (for example, the entity's future performance). Accounts receivable represent amounts invoiced and revenue recognized prior to invoicing, when the Group has satisfied its performance obligations and has the unconditional right to payment. As of December 31, 2021 and 2022, there were no contract assets recorded in the Group's consolidated balance sheets.

If a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional (that is, a receivable), before the Group transfers a good or service to the customer, the Group shall present the contract as a contract liability when the payment is made or the payment is due (whichever is earlier). A contract liability is the Group's obligation to transfer goods or services to a customer for which it has received consideration (or an amount of consideration is due) from the customer. Receipts in advance and deferred revenue relate to unsatisfied performance obligations at the end of the period and primarily consist of fees received from advertisers. Due to the generally short-term duration of the contracts, the majority of the performance obligations are satisfied in the following reporting period. Contract liability is presented as deferred revenue in the consolidated balance sheets. Revenue recognized for the years ended December 31, 2020, 2021 and 2022 that was included in the contract liabilities balance at the beginning of the period was RMB 8.16 million, RMB 18.85 million and RMB 28.86 million, respectively.

## Practical expedients and exemptions

The Group generally expenses sales commissions when incurred because the amortization periods are generally one year or less. These costs are recorded within sales and marketing expenses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Significant Accounting Policies (Continued)**

**(o) Cost of revenues**

The Group's cost of revenues consists primarily of (i) personnel-related expenses in relation to the content production and share-based compensation expenses; (ii) advertising content producing costs, such as video production costs; (iii) execution fee of enterprise value-added services mainly including advertising resources procurement cost, site fee and cost of offline event; (iv) impairment of long-lived assets; (v) equipment location rental fee and operating expense.

**(p) Sales and marketing expenses**

Sales and marketing expenses consist primarily of personnel-related expenses including sales commissions related to the sales and marketing personnel and share-based compensation expenses; marketing and promotional expenses including promotion activity outsourcing costs; rental expenses and depreciation expenses.

Advertising costs are expensed as incurred, and are included in sales and marketing expenses. For the years ended December 31, 2020, 2021 and 2022, total advertising expenses were RMB 6.34 million, RMB 7.27 million and RMB 4.80 million, respectively.

**(q) General and administrative expenses**

General and administrative expenses consist primarily of payroll and related expenses for employees involved in general corporate functions, including finance, legal and human resources share-based compensation expenses, provision of allowance for credit losses, costs associated with use by these functions of facilities and equipment, such as depreciation, rental and other general corporate related expenses.

**(r) Research and development expenses**

Research and development expenses consist primarily of (i) personnel-related expenses associated with the development of, enhancement to, and maintenance of the Group's PC websites, mobile applications and mobile websites; (ii) technology expenses related to technology procurement device maintenance and testing; and (iii) rental expense and depreciation of servers.

For internal use software, the Group expensed all costs incurred for the preliminary project stage and post implementation-operation stage of development, and costs associated with repair or maintenance of the existing platform. Costs incurred in the application development stage are capitalized and amortized over the estimated useful life. Since the amount of the Company's research and development expenses qualifying for capitalization has been immaterial, as a result, all development costs incurred for development of internal used software have been expensed as incurred.

For external use software, costs incurred for development of external use software have not been capitalized, because the period after the date technical feasibility is reached and the time when the software is marketed is short historically, and the amount of costs qualifying for capitalization has been immaterial.

**(s) Operating lease and adoption of ASU 2016-02**

On February 25, 2016, the FASB issued ASU 2016-02 Leases (Topic 842), which supersedes the lease accounting guidance under Topic 840, and generally requires lessees to recognize operating and financing lease liabilities and corresponding right-of-use assets on the balance sheet and to provide enhanced disclosures surrounding the amount, timing and uncertainty of cash flows arising from leasing arrangements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Significant Accounting Policies (Continued)****(s) Operating lease and adoption of ASU 2016-02 (Continued)**

The Group applied ASU 2016-02 beginning from January 1, 2020 and elected to apply practical expedients permitted under the transition method that allow the Group to use the beginning of the period of adoption as the date of initial application, to not recognize lease assets and lease liabilities for leases with a term of twelve months or less, and to not reassess lease classification, treatment of initial direct costs, or whether an existing or expired contract contains a lease. The Group used the modified retrospective method and did not recast the prior comparative periods. Under the new lease standard, the Group determines if an arrangement is or contains a lease at inception. Right-of-use assets and liabilities are recognized at lease commencement date based on the present value of remaining lease payments over the lease terms. The Group considers only payments that are fixed and determinable at the time of lease commencement.

**(t) Share-based compensation**

All share-based awards granted to employees, including restricted share units and share options, are measured at fair value on grant date. Share-based compensation expense is recognized using the straight-line vesting method for awards that contain only service conditions. For the share options granted with performance conditions, the share-based compensation expenses are recorded using graded vesting method when the performance condition is considered probable. The Group early adopted ASU 2016-09 from the earliest period presented to recognize the effect of forfeiture in compensation cost when they occur.

The Group uses the binomial option pricing model to estimate fair value of the share options. The determination of estimated fair value of share-based awards on the grant date using an option pricing model is affected by the fair value of underlying ordinary shares as well as assumptions regarding a number of complex and subjective variables. These variables include the expected volatility of underlying ordinary shares over the expected term of the awards, actual and projected share option exercise behaviors, a risk-free interest rate and any expected dividends. The underlying ordinary shares which do not have quoted market prices before the Company's initial public offering, were valued based on the income approach with a discount for lack of marketability. Determination of estimated fair value of the underlying ordinary shares requires complex and subjective judgments due to their limited financial and operating history, and unique business risks.

Cancellation of an award accompanied by the grant of a replacement award is accounted for as a modification of the terms of the cancelled award ("modification awards"). The compensation costs associated with the modification awards are recognized if either the original vesting condition or the new vesting condition has been achieved. If the awards are expected to vest under the original vesting condition, the compensation cost would be recognized regardless of whether the employee satisfies the modified condition. Such compensation costs cannot be less than the grant-date fair value of the original award. The incremental compensation cost is measured as the excess of the fair value of the replacement award over the fair value of the cancelled award at the cancellation date. Therefore, in relation to the modification awards, the Group recognizes share-based compensation over the vesting periods of the new awards, which comprises (i) the amortization of the incremental portion of share-based compensation over the remaining vesting term and (ii) any unrecognized compensation cost of original award, using either the original term or the new term, whichever is higher for each reporting period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Significant Accounting Policies (Continued)****(u) Employee benefits**

The Group's consolidated subsidiaries, the VIE and the VIE's subsidiaries in the PRC (the "PRC Entities") participate in a government-mandated multi-employer defined contribution plan pursuant to which certain retirement, medical and other welfare benefits are provided to employees. The relevant labor regulations require the PRC Entities to pay the local labor and social welfare authorities' monthly contributions at a stated contribution rate based on the monthly basic compensation of qualified employees. The relevant local labor and social welfare authorities are responsible for meeting all retirement benefits obligations and the PRC Entities have no further commitments beyond their monthly contributions. The contributions to the plan are expensed as incurred. Employee social security and welfare benefits included as cost and expenses in the consolidated statements of comprehensive income/(loss) were approximately RMB 21.18 million, RMB 36.41 million and RMB 43.96 million for the years ended December 31, 2020, 2021 and 2022, respectively.

**(v) Taxation***Income taxes*

Current income taxes are provided on the basis of net income for financial reporting purposes, adjusted for income and expense items which are not assessable or deductible for income tax purposes, in accordance with the regulations of the relevant tax jurisdictions.

The Group follows the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the temporary differences between the financial statements carrying amounts and tax basis of existing assets and liabilities by applying enacted statutory tax rates that will be in effect in the period in which the temporary differences are expected to reverse. The Group records a valuation allowance to reduce the amount of deferred tax assets if based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized in the consolidated statements of comprehensive income/(loss) in the period of change.

*Uncertain tax positions*

In order to assess uncertain tax positions, the Group applies a more likely than not threshold and a two-step approach for the tax position measurement and financial statement recognition. Under the two-step approach, the first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likelihood of being realized upon settlement. The Group recognizes interest and penalties, if any, under accrued expenses and other current liabilities on its consolidated balance sheets and under other expenses in its consolidated statements of comprehensive income/(loss). The Group did not have any unrecognized uncertain tax positions as of and for the years ended December 31, 2020, 2021 and 2022.

**(w) Government grants**

Government grants primarily represents subsidies for operating a business and initial public offering expenditures. These grants are not subject to any specific requirements and are recorded when received. For the years ended December 31, 2020, 2021 and 2022, government grants amounted to approximately RMB 10.1 million, RMB 3.3 million, and RMB 3.4 million, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2. Significant Accounting Policies (Continued)**

**(x) Other income/(expenses) — Others, net**

Others, net mainly represent interest income, interest expense, foreign currency exchange gains or losses and gains generated from write-offs of accounts payable.

**(y) Comprehensive income**

Comprehensive income is defined as the change in equity of the Group during a period arising from transactions and other events and circumstances excluding transactions resulting from investments by shareholders and distributions to shareholders. Comprehensive income is reported in the consolidated statements of comprehensive income/(loss). Accumulated other comprehensive income/(loss), as presented on the Group's consolidated balance sheets, includes the foreign currency translation.

**(z) Related parties**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or significant influence, such as a family member or relative, shareholders, or a related corporation.

**(aa) Segment reporting**

The Group's chief operating decision maker ("CODM") has been identified as its Chief Executive Officer, who reviews the consolidated results when making decision about allocating resources and assessing performance of the Group as a whole. Hence, the Group has only one reportable segment. The Group does not distinguish between markets or segments for the purpose of internal reporting. The Group's long-lived assets are substantially all located in the PRC and substantially all of the Group's revenues are derived from the PRC. Therefore, no geographical segments are presented.

The Group's organizational structure is based on a number of factors that the CODM uses to evaluate, view and run the Group's business operations, which include, but are not limited to, customer base, homogeneity of services and technology. The Group's reporting segment is based on its organizational structure and information reviewed by the Group's CODM to evaluate the reporting segment result.

**(ab) Statutory reserves**

The Group's consolidated subsidiaries, the VIE and VIE's subsidiaries established in the PRC are required to make appropriations to certain non-distributable reserve funds.

In accordance with the law applicable to the Foreign Investment Enterprises established in the PRC, the Company's subsidiaries registered as wholly-owned foreign enterprise have to make appropriations from their annual after-tax profit (as determined under generally accepted accounting principles in the PRC ("PRC GAAP")) to reserve funds including general reserve fund, enterprise expansion fund and staff bonus and welfare fund. The appropriation to the general reserve fund must be at least 10% of the annual after-tax profits calculated in accordance with the PRC GAAP. Appropriation is not required if the general reserve fund has reached 50% of the registered capital of the company. Appropriation to the enterprise expansion fund and staff bonus and welfare fund are made at the respective company's discretion.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. Significant Accounting Policies (Continued)

(ab) Statutory reserves (Continued)

In addition, in accordance with the PRC Company Law, the Group's VIE registered as Chinese domestic company must make appropriations from its annual after-tax profits as determined under the PRC GAAP to non-distributable reserve funds including statutory surplus fund and discretionary surplus fund. The appropriation to the statutory surplus fund must be 10% of the annual after-tax profits as determined under the PRC GAAP. Appropriation is not required if the statutory surplus fund has reached 50% of the registered capital of the company. Appropriation to the discretionary surplus fund is made at the discretion of the company.

The use of the general reserve fund, enterprise expansion fund, statutory surplus fund and discretionary surplus fund are restricted to offsetting of losses or increasing of the registered capital of the respective company. The staff bonus and welfare fund is a liability in nature and is restricted to fund payment of special bonus to employee and for the collective welfare of all employees. None of these reserves are allowed to be transferred to the company in terms of cash dividends, loan or advances, nor can they be distributed except under liquidation.

Profit appropriation to above reserve funds was made for the Group's entities established in the PRC and amounted to RMB 0.66 million, RMB 0.30 million and RMB 0.55 million for the years ended December 31, 2020, 2021 and 2022, respectively.

(ac) Net income/(loss) per share

Net income/(loss) per share is computed in accordance with ASC 260, "Earnings per Share". Basic net loss per share is computed using the weighted average number of ordinary shares outstanding during the period. Diluted loss per share is calculated by dividing net income/(loss) attributable to ordinary shareholders as adjusted for the effect of dilutive ordinary equivalent shares, if any, by the weighted average number of ordinary and dilutive ordinary equivalents shares outstanding during the period. Dilutive equivalent shares are excluded from the computation of diluted income per share if their effects would be anti-dilutive. Ordinary share equivalents consist of ordinary shares issuable upon the vesting of the restricted share units or the exercise of share options, using the treasury stock method. The Group uses the two-class method to calculate net income per share though both classes share the same rights in dividends. Therefore, basic and diluted earnings per share are the same for both classes of ordinary shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. Recently Issued Accounting Pronouncements

The Group qualifies as an “emerging growth company”, or EGC, pursuant to the Jumpstart Our Business Startups Act of 2012, as amended, or the JOBS Act. As an EGC, the Group does not need to comply with any new or revised financial accounting standards until such date that a private company is otherwise required to comply with such new or revised accounting standards.

The accounting standards that the Group adopted beginning January 1, 2022 did not have a significant impact on the Group’s consolidated financial statements.

4. Concentrations and Risks

(a) Concentration of customers and suppliers

Customers accounting for more than 10% of the Group’s total revenues for the years ended December 31, 2020, 2021 and 2022 and more than 10% of the Group’s accounts receivable, net as of December 31, 2021 and 2022 were as follows:

Revenues	For the year ended December 31,		
	2020	2021	2022
Customer A	*	*	17 %
Customer B	32 %	*	*
Customer C	*	*	12 %

Accounts receivable	As of December 31,	
	2021	2022
Customer B	55 %	67 %

Suppliers accounting for more than 10% of the Group’s total costs and expenses for the years ended December 31, 2020, 2021 and 2022 were as follows:

Costs and expenses	For the year ended December 31,		
	2020	2021	2022
Supplier D	22 %	*	*

\* Less than 10%

No supplier accounts for more than 10% of the Group’s accounts payable as of December 31, 2021 and 2022.

(b) Credit risk

The Group’s credit risk primarily arises from cash and cash equivalents, restricted cash, short-term investments, receivables due from its customers, related parties and other parties. The maximum exposure of such assets to credit risk is the assets’ carrying amounts as of the balance sheet dates. The Group expects that there is no significant credit risk associated with cash and cash equivalents and short-term investments which were held by reputable financial institutions in the jurisdictions where the Company, its subsidiaries, VIE and the subsidiaries of the VIE are located. The Group believes that it is not exposed to unusual risks as these financial institutions have high credit quality.

The Group believes that there is no significant credit risk associated with amounts due from related parties. Receivables due from customers are typically unsecured in the PRC and the credit risk with respect to which is mitigated by credit evaluations the Group performs on its customers and its ongoing monitoring process of outstanding balances.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**4. Concentrations and Risks (Continued)****(b) Credit risk (Continued)**

Banks accounting for more than 10% of the Group's cash and cash equivalents and short-term investments as of December 31, 2021 and 2022 were as follows:

Cash & cash equivalents, restricted cash and short-term investments	For the year ended December 31	
	2021	2022
Bank E	81 %	74 %
Bank F	16 %	25 %

**(c) Foreign currency risk**

The Group's operating transactions are mainly denominated in RMB, which is not freely convertible into foreign currencies. The value of the RMB is subject to changes by the central government policies and to international economic and political development. In the PRC, certain foreign exchange transactions are required by law to be transacted only by authorized financial institutions at exchange rates set by the People's Bank of China (the "PBOC"). Remittances in currencies other than RMB by the Group in China must be processed through PBOC or other China foreign exchange regulatory bodies which require certain supporting documentation in order to effect the remittance.

**(d) PRC regulations**

The Group is required to obtain certain licenses to operate the Internet information services including Internet news information license, Internet audio-visual program transmission license, Internet publishing license and value-added telecommunication license. Online culture operating permit and production and operation of radio and television programs license may also be required by the relevant authorities due to the uncertainties of the interpretation of the related laws and regulations. Without these licenses, the PRC government may order the Group to cease its services, which may cause disruption to the Group's business operations. As of the date of the report, the Group has obtained the value-added telecommunication license, online culture operating license and production and operation of radio and television programs license by the relevant authorities and is in the process of applying for other licenses and permits for the certain operations of the businesses.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 5. Accounts Receivable, net

Accounts receivable, net consists of the following:

	December 31, 2021 RMB'000	December 31, 2022 RMB'000
Accounts receivable	302,200	280,911
Less: allowance for credit losses	(122,039)	(83,383)
Accounts receivable, net	<u>180,161</u>	<u>197,528</u>

Accounts receivable are generally non-interest bearing and are on terms between 90 to 270 days. In some cases, these terms are extended for certain qualifying long-term customers who have met specific credit requirements.

As of December 31, 2022, accounts receivable amounted to RMB 158.1 million has been derived from providing financing to the customer in connection with the advertisement agent services that mentioned in Note 2 (n)(II)(iv), such accounts receivable amounted to RMB 129.4 million as of December 31, 2021. There were no such accounts receivable as of December 31, 2020.

The movements in the allowance for credit losses are as follows:

	For the year ended December 31,		
	2020 RMB'000	2021 RMB'000	2022 RMB'000
Balance at beginning of the year	(11,413)	(124,204)	(122,039)
Reversal/(addition) of allowance for credit losses, net	(125,563)	(8,681)	30,192
Write-offs	12,772	10,846	8,464
Balance at end of the year	<u>(124,204)</u>	<u>(122,039)</u>	<u>(83,383)</u>

The reversal/(addition) of allowance for credit losses, net was mainly due to improved collection of accounts receivable amounted to RMB33.3 million.

## 6. Prepayments and Other Current Assets

Prepayments and other current assets consist of the following:

	December 31, 2021 RMB'000	December 31, 2022 RMB'000
Deposits	5,758	5,792
Prepayments of IT services	907	1,318
Prepayments of procurement costs	32,842	8,061
Others	3,105	988
Total	<u>42,612</u>	<u>16,159</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**7. Property and Equipment, net**

Property and equipment, net consists of the following:

	December 31, 2021	December 31, 2022
	RMB'000	RMB'000
Electronic equipment and computers	17,532	5,312
Office furniture and equipment	2,725	2,943
Leasehold improvement	4,971	5,032
Total	25,228	13,287
Less: accumulated depreciation	(14,082)	(10,859)
Less: impairment	(7,987)	—
Property and equipment, net	3,159	2,428

Depreciation expenses were RMB 5.55 million, RMB 2.56 million and RMB 1.77 million for the years ended December 31, 2020, 2021 and 2022, respectively.

**8. Long-term investments**

The Group's long-term investments primarily consist of equity investments accounted for using the measurement alternative, equity investments accounted for using the equity method and investments accounted for at fair value.

	December 31, 2021	December 31, 2022
	RMB'000	RMB'000
Equity investments accounted for using the measurement alternative	30,000	58,464
Equity investments accounted for using the equity method	11,442	12,423
Investments accounted for at fair value	—	66,470
Total	41,442	137,357

*Equity investments using the measurement alternative*

The Group's investment in private companies without readily determinable fair value were accounted for using the measurement alternative method.

Nil and RMB18.5 million re-measurement gain of equity investments accounted for using the measurement alternative were recognized in "Long-term investment income/(loss), net" for the years ended December 31, 2021 and 2022, respectively.

No impairment losses of equity investments accounted for using the measurement alternative were recognized for the years ended December 31, 2021 and 2022.

(i) In March 2021, the Group and three other investors entered into an investment agreement with Beijing Sharetimes Technology Co., Ltd. ("Sharetimes"), which primarily engages in operating of virtual intellectual property license of a series of cartoon images of movie stars. Pursuant to this agreement, the Group acquired 1.64% equity interests in Sharetimes, with a consideration of RMB 30.0 million. The Group has no significant influence over Sharetimes. Pursuant to ASC 321-10-35-2, as the investment in Sharetimes lacks readily determinable fair values, the Group elects to account for this investment using the measurement alternative. In May 2022, a re-measurement gain amounted to RMB 18.5 million has been made to the investment in Sharetimes according to the most recent transaction price which were deemed as observable price changes in orderly transactions for the identical or similar investment of the same issuer. As of December 31, 2021 and 2022, the carrying value of the equity investment in Sharetimes was RMB 30.0 million and 48.5 million, respectively.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**8. Long-term investments (Continued)***Equity investments using the equity method*

RMB23.5 million loss, RMB5.5 million loss and RMB0.1 million income of the Group's proportionate share of equity investee's net (loss)/income, was recognized in "Share of income/(loss) from equity method investments" for the years ended December 31, 2020, 2021 and 2022, respectively.

*Investments accounted for at fair value*

The Group invested in the preferred shares of multiple private companies that provide the Group with redemption rights, the investment of which are accounted for at fair value. A loss of RMB2.5 million resulted from the change in fair value was recognized in "Long-term investment income/(loss), net" for the year ended December 31, 2022.

In March 2022, the Group acquired 7.273% equity interest in Hangzhou Jialin Information Technology Co., Ltd. ("Hangzhou Jialin"), as one of the investors in its round B financing. Hangzhou Jialin is a fresh produce supply chain solution provider in China. In connection with the transaction, the Company has transferred its 100% equity interest in Beijing Dianqier Creative Interactive Media Culture Co., Ltd. ("Dianqier"), a subsidiary of the Company which primarily provides interactive marketing dispense services, as consideration for the acquired 7.273% equity interest in Hangzhou Jialin. The fair value of equity interests of Hangzhou Jialin the Group acquired is RMB 40 million. The Group recognized a gain amounted to RMB 38 million arising from disposal of Dianqier.

**9. Taxes Payable**

The following is a summary of taxes payable as of December 31, 2021 and 2022:

	<u>December 31,</u> <u>2021</u> <u>RMB'000</u>	<u>December 31,</u> <u>2022</u> <u>RMB'000</u>
VAT payable	12,060	9,787
Enterprise income taxes payable	80	274
Withholding individual income taxes for employees	121	88
Others	575	725
<b>Total</b>	<u>12,836</u>	<u>10,874</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 10. Accrued Liabilities and Other Payables

The following is a summary of accrued liabilities and other payables as of December 31, 2021 and 2022:

	December 31, 2021	December 31, 2022
	RMB'000	RMB'000
Accrued professional fees	11,438	10,552
Accrued promotion fees	350	10,829
Accrued office rental expense	177	769
Accrued employee welfare expense, meal and travel expense	1,579	362
Guarantee deposits	330	280
Withholding employees' social insurance and housing fund	1,140	1,289
Others	2,487	3,525
Total	<u>17,501</u>	<u>27,606</u>

## 11. Leases

The Group has office space under non-cancelable operating lease agreements.

A summary of supplemental information related to operating leases as of December 31, 2021 and 2022 are as follows:

	December 31, 2021	December 31, 2022
	RMB'000	RMB'000
Operating lease right-of-use asset	13,818	30,911
Operating lease liabilities-current	(16,302)	(31,293)
Operating lease liabilities-non-current	(586)	(15,093)
Total operating lease liabilities	<u>(16,888)</u>	<u>(46,386)</u>
Weighted average remaining lease term	1.09 years	1.34 years
Weighted average discount rate	4.75 %	4.75 %

A summary of lease cost recognized in the Group's consolidated statements of comprehensive income/(loss) are as follows:

	December 31, 2021	December 31, 2022
	RMB'000	RMB'000
<b>Other information</b>		
Operating lease cost	15,481	14,948
Short-term lease cost	572	941
Total	<u>16,053</u>	<u>15,889</u>

A summary of supplemental cash flow information related to leases are as follows:

	December 31, 2021	December 31, 2022
	RMB'000	RMB'000
Cash payments for operating leases	12,604	1,201
Right-of-use assets obtained in exchange for lease obligations	1,971	30,699

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**11. Leases (Continued)**

A summary of maturity of operating lease liabilities under the Group's non-cancelable operating leases as of December 31, 2022 is as follows:

	December 31, 2022
	RMB'000
2023	31,748
2024	15,464
2025	598
Total lease payment	47,810
Less: interest	1,424
Present value of operating lease liabilities	46,386

**12. Ordinary Shares**

In December 2018, the Company was incorporated as a limited liability company with authorized share capital of US\$50,000 divided into 500,000,000 shares with par value US\$0.0001 each. One ordinary share was issued upon inception.

There were 907,346,745 and 96,082,700 Class A and Class B ordinary shares issued, respectively, as of December 31, 2021, and 876,278,170 Class A (excluding 17,428,425 Class A ordinary shares issued to the depository bank for bulk issuance of ADSs reserved for future issuances upon the exercise of awards granted under the 2019 Incentive Plan) and 96,082,700 Class B ordinary shares outstanding, respectively, as of December 31, 2021.

There were 907,346,745 and 96,082,700 Class A and Class B ordinary shares issued, respectively, as of December 31, 2022, and 878,385,770 Class A (excluding 17,428,425 Class A ordinary shares issued to the depository bank for bulk issuance of ADSs reserved for future issuances upon the exercise of awards granted under the 2019 Incentive Plan) and 96,082,700 Class B ordinary shares outstanding, respectively, as of December 31, 2022.

In addition, the outstanding ordinary shares included 36,281,400, 27,507,989 and 27,507,989 share options under the 2019 incentive plan as of December 31, 2020, 2021 and 2022, which were deemed as ordinary shares from accounting's perspective as they were granted on September 7, 2019 to replace vested restricted share units of the same amount under the 2014 and 2016 incentive plan, and those vested restricted share units had been deemed as ordinary shares previously. The details are set forth in Note 15 Share-based Compensation.

**13. Share repurchase program**

On May 6, 2020, the Group announced its share repurchase program under which the Group may repurchase up to a total of 1,000,000 of its ADSs, each representing 25 Class A Ordinary Shares.

For the year ended December 31, 2020, the Group repurchased 519,845 ADSs or 12,996,125 ordinary shares for total consideration amounted to US\$1.7 million (RMB11.7 million) on the open market, at a weighted average price of US\$3.3 per ADS.

For the year ended December 31, 2021, the Group repurchased 265,868 ADSs or 6,646,700 ordinary shares for total consideration amounted to US\$ 0.9 million (RMB5.8 million) on the open market, at a weighted average price of US\$ 3.3 per ADS.

The Group accounts for the repurchased ordinary shares under the cost method and includes such treasury stock as a component of shareholders' equity.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**14. Income Taxes***Cayman Islands*

Under the current laws of the Cayman Islands, the Company is not subject to tax on income or capital gain. Additionally, the Cayman Islands does not impose a withholding tax on payments of dividends to shareholders.

*British Virgin Islands (“BVI”)*

Subsidiaries in the BVI are exempted from income tax on their foreign-derived income in the BVI. There are no withholding taxes in the BVI.

*Hong Kong*

Entities incorporated in Hong Kong are subject to Hong Kong profits tax at a rate of 16.5% for taxable income earned in Hong Kong before April 1, 2018. Starting from the financial year commencing on April 1, 2018, a two-tiered profits tax regime took effect, under which the tax rate is 8.25% for assessable profits on the first HK\$2 million and 16.5% for any assessable profits in excess of HK\$2 million.

*The PRC*

In accordance with the Enterprise Income Tax Law (“EIT Law”), Foreign Investment Enterprises (“FIEs”) and domestic companies are subject to Enterprise Income Tax (“EIT”) at a uniform rate of 25%. Beijing Duoke is recognized as “High-New Technology Enterprise” (“HNTE”) and is eligible for a 15% preferential tax rate effective from July 31, 2020 through July 31, 2023, upon the completion of its filings with the relevant tax authorities. The qualification as an HNTE is subject to annual evaluation and a three-year review by the relevant authorities in China.

In accordance with PRC Tax Administration Law on the Levying and Collection of Taxes, the PRC tax authorities generally have up to five years to claw back underpaid tax plus penalties and interest for PRC entities’ tax filings. The tax years ended December 31, 2018 through 2022 for the Company’s PRC subsidiaries and VIEs remain subject to examination by the PRC tax authorities. In the case of tax evasion, which is not clearly defined in the law, there is no limitation on the tax years open for investigation.

The Company may also be subject to the examination of the tax filings in other jurisdictions, which are not material to the consolidated financial statements.

There were no ongoing examinations by tax authorities as of December 31, 2022.

*Composition of income tax*

The following table presents the composition of income tax expenses for the years ended December 31, 2020, 2021 and 2022:

	For the year ended December 31,		
	2020	2021	2022
	RMB'000	RMB'000	RMB'000
Current income tax expense	373	155	361
Deferred taxation	3,391	(53)	—
Total	3,764	102	361

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

14. Income Taxes (Continued)

Reconciliation of the differences between statutory income tax rate and the effective income tax rate for the years ended December 31, 2020, 2021 and 2022 are as below:

	For the year ended December 31,		
	2020	2021	2022
	%	%	%
Statutory EIT rate	25.00	25.00	25.00
Effect of non-deductible expenses (1)	(5.78)	(6.60)	16.97
Tax incentives for research and development expense (2)	2.08	9.00	(49.14)
Tax incentives for wages of disabled staff	0.02	0.05	(0.16)
Preferential tax rate	1.15	0.48	(4.20)
Change in valuation allowance	(23.19)	(25.55)	2.52
Tax rate difference from statutory rate in other jurisdictions	(0.72)	(2.49)	10.44
Others	0.07	—	—
Effective income tax rate	<u>(1.37)</u>	<u>(0.11)</u>	<u>1.43</u>

- (1) Primarily comprised of share-based compensation expenses which are permanent differences.
- (2) According to policies promulgated by the State Tax Bureau of the PRC, certain of the Group's subsidiaries are entitled to tax incentives for research and development expenses at 175% of tax-deductible research and development expenses in 2020, 2021 and January 1, 2022 to September 30, 2022. Under Chinese mainland regulations issued in September 2022 that were applicable from October 1, 2022 to December 31, 2022, certain of the Group's subsidiaries are entitled to tax incentives for research and development expenses at 200% of tax-deductible research and development expenses.

*Composition of deferred tax assets and liabilities*

Deferred taxes arising from PRC subsidiaries, the VIE and the VIE's subsidiaries were measured using the enacted tax rates for the periods in which they are expected to be reversed. The Group's deferred tax assets and liabilities consist of the following components:

	December 31,	December 31,
	2021	2022
	RMB'000	RMB'000
Deferred tax assets - non-current:		
—Net operating tax losses carry forwards	46,031	51,541
—Allowances of doubtful accounts	18,702	12,564
—Investment loss	—	375
—Property and equipment impairment	1,997	—
—Others	299	—
<b>Total deferred tax assets</b>	<b>67,029</b>	<b>64,480</b>
Less: valuation allowance	(67,029)	(61,617)
<b>Total deferred tax assets, net</b>	<b>—</b>	<b>2,863</b>
Deferred tax liabilities - non-current:		
— Unrealized investment gain	—	(2,863)
<b>Total deferred tax liabilities</b>	<b>—</b>	<b>(2,863)</b>

A valuation allowance is provided against deferred tax assets when the Group determines that it is more likely than not that the deferred tax assets will not be utilized in the future. In making such determination, the Group evaluates a variety of factors including the Group's operating history, retained earnings, existence of taxable temporary differences and reversal periods.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**14. Income Taxes (Continued)**

As of December 31, 2022, the Group has incurred accumulated tax losses of RMB 298 million, increased from RMB 234 million as of December 31, 2021. The tax losses of the Group expire over different times intervals depending on local jurisdiction. As Beijing Duoke is recognized as HNTE, according to tax legislation released in 2018, the expiration year for tax losses has been extended from five years to ten years. Of these net tax losses carryforwards, RMB 1 million, RMB 55 million, RMB 55 million and RMB 187 million will expire in 2024, 2025, 2026 and after 2026, respectively, if not utilized. As of December 31, 2022, the Group has provided valuation allowance for the deferred tax assets amounted to RMB 62 million as the Group believes that it is more likely than not that such net accumulated tax losses and deductible temporary differences will not be utilized in the future.

*Withholding income tax*

The EIT Law imposes a withholding income tax of 10% on dividends distributed by a foreign investment enterprise (“FIE”) to its immediate holding company outside of China, if such immediate holding company is considered as a non-resident enterprise without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company’s jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Such withholding income tax was exempted under the previous EIT Law. The Cayman Islands, where the Company is incorporated, does not have such a tax treaty with China. According to the Arrangement between Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and Prevention of Fiscal Evasion in August 2006, dividends paid by a FIE in China to its immediate holding company in Hong Kong will be subject to withholding tax at a rate that may be lowered to 5% (if the foreign investor owns directly at least 25% of the shares of the FIE). The State Administration of Taxation (“SAT”) further promulgated Circular [2009] 601 and SAT Public Notice [2018] No.9 regarding the assessment criteria on beneficial owner status. The Group did not record any dividend withholding tax, as the Group’s FIE, the WFOE, has no retained earnings in any of the periods presented.

**15. Share-based Compensation***2019 Incentive Plan*

In September 2019, the Company adopted a share incentive plan (“2019 Incentive Plan”). The 2019 Incentive Plan permits the awards of options and the maximum aggregate number of ordinary shares which may be issued pursuant to all awards is 137,186,000. 91,548,120 restricted share units including both vested and unvested restricted share units under the 2014 and 2016 incentive plan adopted by the Group before the Reorganization set forth in Note 1 (b) were cancelled concurrently upon the adoption of the 2019 Incentive Plan, and each participant of the 2014 and 2016 incentive plan is expected to receive corresponding grants with similar terms except for the exercise price of US\$ 0.0001 and the performance condition added as disclosed below under the 2019 Incentive Plan. The cancellation of the 2014 and 2016 incentive plans accompanied by the grant of a replacement award under 2019 Incentive Plan is accounted for as a modification of the terms of the cancelled award. Refer to Note 2 (s) for the accounting policy for such modification. The incremental value for the modification was nil. Under the 2019 Incentive Plan, the Company granted 5,125,000, 32,765,413 and 3,167,881 share options for the years ended December 31, 2020, 2021 and 2022, respectively, to certain directors and senior management.

In June 2021, the Company amended 2019 Incentive Plan with the approval of the board of directors, pursuant to which the maximum aggregate number of ordinary shares which may be issued under the updated 2019 Share Incentive Plan is 162,186,000.

Options granted to employees under the updated 2019 Incentive Plan were subject to both service condition and performance condition with various vesting schedules ranging from immediate to 4 years, and will be expired in ten years. For the share options with performance condition, an evaluation is made each quarter as to the likelihood of performance condition being met.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

15. Share-based Compensation (Continued)

The Company uses binomial option pricing model to determine the fair value of share options with the assistance of an independent third party valuation firm. The estimated fair value of each share option granted is estimated with the following assumptions:

	For the year ended December 31,		
	2020	2021	2022
Expected volatility	50.22 %	49.29%-50.47 %	51.97 %
Expected dividend yield	—	—	—
Contractual term (in year)	10	10	10
Risk-free interest rate	1.66 %	1.38%-1.45 %	3.57 %

The expected volatility at grant date was estimated based on the annualized standard deviation of the daily return embedded in historical share prices of comparable peer companies with a time horizon close to the expected expiry of the term of the share options. The Company has never declared or paid any cash dividends on its capital stock, and the Company does not anticipate any dividend payments in the foreseeable future. The contractual term is the contract life of the share options. The Company estimated the risk-free interest rate based on the yield to maturity of U.S. treasury bonds denominated in US\$ at the share option grant date.

The following table presents a summary of the Group's share options activities for the years ended December 31, 2020, 2021 and 2022:

	Number of shares	Weighted average exercise price US\$ per share	Aggregate intrinsic value US\$	Weighted average remaining contractual years
<b>Outstanding at December 31, 2019</b>	<b>126,402,925</b>	<b>0.0001</b>	<b>37,352,064</b>	<b>9.68</b>
Granted during the year	5,125,000	0.0001	—	—
Exercised during the year	(36,613,500)	0.0001	—	—
Forfeited / Cancelled during the year	(6,674,341)	0.0001	—	—
<b>Outstanding at December 31, 2020</b>	<b>88,240,084</b>	<b>0.0001</b>	<b>9,847,593</b>	<b>8.77</b>
Granted during the year	32,765,413	0.0001	—	—
Exercised during the year	(18,031,675)	0.0001	—	—
Forfeited / Cancelled during the year	(8,143,392)	0.0001	—	—
<b>Outstanding at December 31, 2021</b>	<b>94,830,430</b>	<b>0.0001</b>	<b>4,324,268</b>	<b>8.44</b>
Granted during the year	3,167,881	0.0001	—	—
Exercised during the year	(2,107,600)	0.0001	—	—
Forfeited during the year	(1,861,733)	0.0001	—	—
<b>Outstanding at December 31, 2022</b>	<b>94,028,978</b>	<b>0.0001</b>	<b>3,881,516</b>	<b>7.53</b>
Exercisable at December 31, 2022	64,686,080			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**15. Share-based Compensation (Continued)**

The weighted average grant date fair value of share options granted for the years ended December 31, 2020, 2021 and 2022 were RMB 0.78, RMB 0.54 and RMB 0.26, respectively. For the years ended December 31, 2020, 2021 and 2022, total share-based compensation expenses recognized for share options granted were RMB 39.28 million, RMB 15.02 million and RMB 12.38 million, respectively. 36,613,500, 18,031,675 and 2,107,600 share options granted were exercised for the years ended December 31, 2020, 2021 and 2022, respectively.

As mentioned above, certain vested restricted share units under the 2014 and 2016 incentive plans have been replaced by the same amount of share options (“Replacement Share Options”) granted on September 7, 2019 under the 2019 Incentive Plan, which were vested immediately upon the grant. Before the modification, those vested restricted share units were deemed as ordinary shares from the accounting’s perspective. As a result, the corresponding Replacement Share Options were continuously deemed as ordinary shares in the consolidated statements of changes in shareholders’ equity, as they had no vesting conditions or contingencies upon the grant and were issuable for little to no consideration. Options subsequently granted under the 2019 Incentive Plan, regardless vested or not, were viewed as options until they are exercised. Among the 18,031,675 and 2,107,600 share options legally exercised in 2021 and 2022, there were 7,475,213 and nil shares Replacement Share Options included.

As of December 31, 2022, the unrecognized share-based compensation expense related to unvested share options granted was RMB 9.27 million. Total unrecognized share-based compensation expenses is expected to be recognized over a weighted average period of 0.92 years.

The aggregate number of Class A ordinary shares available for future grant under the 2019 Incentive Plan was 11,404,247 as of December 31, 2022.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 16. Basic and Diluted Net Income/(Loss) Per Share

Basic and diluted net income/(loss) per share for the years ended December 31, 2020, 2021 and 2022 have been calculated in accordance with ASC 260 as follows:

	For the years ended		
	2020	2021	2022
<b>Net income/(loss) per ordinary share – basic:</b>			
<b>Numerator (RMB'000):</b>			
Net income/(loss) attributable to 36Kr Holdings Inc.	(279,342)	(90,609)	22,637
Net loss/(income) attributable to non-controlling interests	(889)	1,038	(694)
Net income/(loss) attributable to ordinary shareholders of 36Kr Holdings Inc.-basic	(280,231)	(89,571)	21,943
<b>Denominator:</b>			
Weighted average number of ordinary shares outstanding	1,019,316,944	1,025,068,349	1,034,547,219
Denominator used in computing net income/(loss) per share - basic	1,019,316,944	1,025,068,349	1,034,547,219
<b>Net income/(loss) per ordinary share: - basic (RMB)</b>	<b>(0.275)</b>	<b>(0.087)</b>	<b>0.021</b>
<b>Net income/(loss) per ordinary share - diluted:</b>			
<b>Numerator (RMB'000):</b>			
Net income/(loss) attributable to ordinary shareholders of 36Kr Holdings Inc.-basic	(280,231)	(89,571)	21,943
Net income/(loss) attributable to ordinary shareholders - diluted	(280,231)	(89,571)	21,943
<b>Denominator:</b>			
Denominator used in computing net income/(loss) per share - basic	1,019,316,944	1,025,068,349	1,034,547,219
Denominator used in computing net income/(loss) per share - diluted	1,019,316,944	1,025,068,349	1,034,547,219
<b>Net loss per ordinary share – diluted (RMB)</b>	<b>(0.275)</b>	<b>(0.087)</b>	<b>0.021</b>

Basic net loss per share is computed using the weighted average number of ordinary shares outstanding during the year. Diluted net loss per share is computed using the weighted average number of ordinary shares and dilutive potential ordinary shares outstanding during the year.

For the years ended December 31, 2020, 2021 and 2022, there are no anti-dilutive effects that should be excluded from the computation of diluted loss per share.

## 17. Commitments and Contingencies

## (a) Commitments

*Operating lease commitments*

The Group leases offices and fulfillment infrastructures under non-cancelable operating lease agreements. Future minimum lease payments under these non-cancelable operating lease agreements with initial terms longer than twelve months are disclosed as maturity of lease liabilities in Note 11.

*Capital and other commitments*

The Group did not have material capital and other commitments as of December 31, 2022.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**17. Commitments and Contingencies (Continued)****(b) Litigation**

In the ordinary course of the business, the Group is subject to periodic legal or administrative proceedings. As of December 31, 2022, the Group is not a party to any legal or administrative proceedings, which the Group expects would have a material adverse effect on the Group's business, financial position, results of operations and cash flows.

**18. Related Party Transactions**

In 2020, 2021 and 2022, the Group earned revenue for providing advertising and enterprise value-added services to Jiangsu Jingzhun amounted to approximately RMB 0.8 million, RMB 1.7 million and nil, respectively. As of December 31, 2021 and 2022, the amount due from Jiangsu Jingzhun were RMB 1.3 million and RMB 1.3 million, respectively.

In 2021 and 2022, interest income amounted to approximately RMB 47 thousand and RMB 3 thousand were generated from Shanghai Xuanke for offering the short-term loan amounted to RMB 2.0 million. As of December 31, 2021, the amount due from Shanghai Xuanke for short-term loan was RMB 2.0 million, which was repaid in January and February 2022. In 2021 and 2022, the Group purchased video production services from Shanghai Xuanke amounted to RMB 1.1 million and RMB 0.3 million, respectively. As of December 31, 2021 and 2022, the amount due to Shanghai Xuanke were RMB 1.2 million and RMB 20 thousand, respectively.

**19. Restricted Net Assets**

The Group's ability to pay dividends is primarily dependent on the Group receiving distributions of funds from its subsidiaries. Relevant PRC statutory laws and regulations permit payments of dividends by the Group's subsidiaries and VIE incorporated in the PRC only out of their retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. The results of operations reflected in the financial statements prepared in accordance with U.S. GAAP differ from those reflected in the statutory financial statements of the Group's subsidiaries.

In accordance with the PRC laws and regulations, statutory reserve funds shall be made and can only be used for specific purposes and are not distributable as cash dividends. See Note 2 (aa) for more detailed information. As a result of these PRC laws and regulations that require annual appropriations of 10% of net after-tax profits to be set aside prior to payment of dividends as general reserve fund or statutory surplus fund, the Group's PRC subsidiaries, the VIE and the VIE's subsidiaries are restricted in their ability to transfer a portion of their net assets to the Company either in the form of dividends, loans or advances, which the restricted portion amounted to approximately RMB 134.03 million and RMB 161.68 million as of December 31, 2021 and 2022, respectively. Even though the Company currently does not require any such dividends, loans or advances from the PRC entities for working capital and other funding purposes, the Company may in the future require additional cash resources from them due to changes in business conditions, to fund future acquisitions and development, or merely to declare and pay dividends or distributions to the Company's shareholders. Except for the above, there is no other restriction on use of proceeds generated by the Company's subsidiaries, the VIE and the subsidiaries of the VIE to satisfy any obligations of the Company.

The Company performed a test on the restricted net assets of its consolidated subsidiaries and VIE (the "restricted net assets") in accordance with Securities and Exchange Commission Regulation S-X Rule 4-08 (e) (3), "General Notes to Financial Statements" and concluded that it was applicable for the Company to disclose its condensed financial information for the year ended December 31, 2020, 2021 and 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**20. Subsequent Event**

**Investment in Beijing Che Mai Technology Co., Ltd. (“Che Mai”)**

In February 2023, the Group made an investment in Che Mai, which primarily engages in providing marketing and renting solutions for new energy cars. Pursuant to the investment agreement, the Group subscribed 332,507 newly issued ordinary shares with total consideration of RMB 3.0 million, which was paid on February 17, 2023. After the subscription, the Group owned 3% equity interests in Che Mai. The Group has no significant influence over Che Mai. The investment was recorded using measurement alternative defined as cost, less impairment plus or minus subsequent adjustment for the observable price changes in orderly transactions for the identical or similar investment of the same issuer.

**21. Condensed Financial Information of the Company**

The condensed financial information of the Company has been prepared in accordance with SEC Regulation S-X Rule 5-04 and Rule 12-04, using the same accounting policies as set out in the Group’s consolidated financial statements, except that the Company uses the equity method to account for investments in its subsidiaries, VIE and VIE’s subsidiaries.

The subsidiaries did not pay any dividend to the Company for the years presented. Certain information and footnote disclosures generally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The footnote disclosures contain supplemental information relating to the operations of the Company, as such, these statements are not the general-purpose financial statements of the reporting entity and should be read in conjunction with the notes to the consolidated financial statements of the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 21. Condensed Financial Information of the Company (Continued)

The Company did not have significant capital and other commitments or guarantees as of December 31, 2022.

## Condensed Balance Sheet

	December 31, 2021 RMB'000	December 31, 2022 RMB'000
<b>Current assets:</b>		
Cash and cash equivalents	31,833	23,365
Amount due from inter-company entities	468	515
Receivables due from related parties	10	52
Prepayments and other current assets	180	107
<b>Non-current assets:</b>		
Investments in subsidiaries, VIE and subsidiaries of VIE	285,624	333,418
	<u>318,115</u>	<u>357,457</u>
<b>Total assets</b>		
<b>Current liabilities:</b>		
Amount due to inter-company entities	14,463	16,149
Accrued liabilities and other payables	4,247	3,202
<b>Total liabilities</b>	<u>18,710</u>	<u>19,351</u>
<b>Commitments and Contingencies (Note 17)</b>		
<b>Shareholders' equity :</b>		
Class A ordinary shares (US\$0.0001 par value per share; 4,903,917,300 shares authorized, 907,346,745 shares issued and 893,706,595 shares outstanding as of December 31, 2021; 4,903,917,300 shares authorized, 907,346,745 shares issued and 895,814,195 shares outstanding as of December 31, 2022)	628	628
Class B ordinary shares (US\$0.0001 par value per share; 96,082,700 shares authorized, 96,082,700 shares issued and outstanding as of December 31, 2021 and 2022, respectively)	66	66
Additional paid-in capital	2,049,448	2,061,491
Treasury stock (US\$ 0.0001 par value; 16,201,618 shares and 14,094,018 shares as of December 31, 2021 and 2022, respectively)	(13,598)	(12,010)
Accumulated deficit	(1,728,152)	(1,706,209)
Accumulated other comprehensive loss	(8,987)	(5,860)
<b>Total 36Kr Holdings Inc.'s shareholders' equity</b>	<u>299,405</u>	<u>338,106</u>
<b>Total liabilities and shareholders' equity</b>	<u>318,115</u>	<u>357,457</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 21. Condensed Financial Information of the Company (Continued)

## Condensed Statement of Operations and Comprehensive Income/(Loss)

	For the year ended December 31,		
	2020 RMB'000	2021 RMB'000	2022 RMB'000
<b>Operating expenses:</b>			
Sales and marketing expenses	(55)	(282)	—
General and administrative expenses	(9,439)	(9,269)	(11,602)
<b>Total operating expenses</b>	<b>(9,494)</b>	<b>(9,551)</b>	<b>(11,602)</b>
<b>Loss from operations</b>	<b>(9,494)</b>	<b>(9,551)</b>	<b>(11,602)</b>
<b>Other income/(expenses):</b>			
Share of income/(loss) from subsidiaries, VIE and subsidiaries of VIE	(272,297)	(80,559)	31,888
Interest income	983	64	368
Interest expense	(14)	(70)	(189)
Others, net	591	545	1,478
<b>Income/(loss) before income tax</b>	<b>(280,231)</b>	<b>(89,571)</b>	<b>21,943</b>
Income tax expenses	—	—	—
<b>Net income/(loss)</b>	<b>(280,231)</b>	<b>(89,571)</b>	<b>21,943</b>
<b>Net income/(loss) attributable to 36Kr Holdings Inc.'s ordinary shareholders</b>	<b>(280,231)</b>	<b>(89,571)</b>	<b>21,943</b>

## Condensed Statement of Cash Flows

	For the year ended December 31,		
	2020 RMB'000	2021 RMB'000	2022 RMB'000
Net cash used in operating activities	(3,298)	(9,857)	(12,381)
Net cash used in investing activities	(77,536)	—	—
Net cash provided by/(used in) financing activities	(27,360)	(5,773)	—
Effect of exchange rate changes on cash, and cash equivalents held in foreign currencies	(2,334)	(1,047)	3,913
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(110,528)</b>	<b>(16,677)</b>	<b>(8,468)</b>
<b>Cash and cash equivalents at beginning of the year</b>	<b>159,038</b>	<b>48,510</b>	<b>31,833</b>
<b>Cash and cash equivalents at end of the year</b>	<b>48,510</b>	<b>31,833</b>	<b>23,365</b>

## Equity Pledge Agreement

This Equity Pledge Agreement (the “Agreement”) is made, entered into and executed on November 4, 2022 in Beijing, the People’s Republic of China (“China”) by and among:

### Party A:

**Beijing Dakr Information Technology Co., Ltd.**, a limited liability company established and existing in accordance with Chinese laws, with its address at Room 601-1, Floor 6, Building 1, Courtyard 10, Chaoyang Park South Road, Chaoyang District, Beijing (the “Pledgee”);

### Party B:

1. **Tianjin Zhang Gongzi Technology Partnership (Limited Partnership)**, a limited partnership established and existing in accordance with Chinese laws, with its address at 1102-072, Floor 11, Tower MSD-G1, TEDA, Second Avenue, Tianjin Economic and Technological Development Zone;
2. **Shenzhen Guohong No. 2 Enterprise Management Partnership (Limited Partnership)**, a limited partnership established and existing in accordance with Chinese laws, with its address at 18D, Tairan Jinsong Building, East Tairan Avenue, Shatou Street, Futian District, Shenzhen;
3. **Ningbo Meishan Bonded Port Area Tianhong Lvheng Investment Management Partnership (Limited Partnership)**, a limited partnership established and existing in accordance with Chinese laws, with its address at C0953, Area A, Room 401, Building 1, No. 88 Qixing Road, Meishan, Beilun District, Ningbo, Zhejiang;

(Collectively, “Party B” or the “Pledgor”)

### Party C:

**Beijing Duokr Information Technology Co., Ltd.**, a limited liability company established and existing in accordance with Chinese laws, with its address at Room 3003, Floor 3, No. 39 West Street, Haidian District, Beijing.

In the Agreement, the Pledgee, the Pledgor and Party C are referred to as a “Party” individually and the “Parties” collectively.

### Whereas:

1. On the date of execution of the Agreement, Party C has approved the capital increase resolution to increase capital. After the capital increase is completed, the shareholders of Party C will be changed to the entities constituting Party B and Beijing Cultural Investment Development Group Asset Management Co., Ltd. (the “Capital Increase Arrangement”) in which each entity of Party B is the nominal shareholder of Party C, and Party B will hold a total of 99% of the equity

of Party C, representing Party C's registered capital of RMB3,216,663;

2. Party C is a limited liability company registered in Beijing, China, focusing on new business, new economy and providing related services. Party C intends to confirm the rights and obligations of the Pledgor and the Pledgee under the Agreement and provide necessary assistance to register the pledge;
3. The Pledgee is a wholly foreign-funded enterprise registered in China. The Pledgee and Party C owned by the Pledgor entered into the Exclusive Business Cooperation Agreement (as defined below) in Beijing; the Pledgee, the Pledgor and Party C entered into the Exclusive Option Agreement (as defined below); and the Pledgor signed the Power of Attorney (as defined below) authorizing the Pledgee;
4. In order to ensure that Party C and the Pledgor perform their obligations under the Exclusive Business Cooperation Agreement, the Exclusive Option Agreement and the Power of Attorney, the Pledgor shall use all the equity held by it in Party C to pledge to the Pledgee as a security for the performance by Party C and the Pledgor of their obligations under the Exclusive Business Cooperation Agreement, the Exclusive Option Agreement and the Power of Attorney.

In order to fulfill the terms of the Transaction Documents, the Parties agree to enter into the Agreement on the following terms.

## 1. Definitions

Unless otherwise specified in the Agreement, the following words and expressions shall have the following meanings:

- 1.1 Pledge Right: means the security interest granted by the Pledgor to the Pledgee in accordance with Article 2 of the Agreement, i.e. the right that the Pledgee shall have to receive preferential compensation from the proceeds of discount on, auction or sale of, the Pledged Equity pledged by the Pledgor to the Pledgee.
- 1.2 Pledged Equity: means all the equity interests in Party C legally held by the Pledgor now and in the future.
- 1.3 Pledge Period: means the period specified in Article 3 of the Agreement.
- 1.4 Transaction Documents: mean the revised and restated exclusive business cooperation agreement entered into by and between Party C and the Pledgee on November 4, 2022 (the "Exclusive Business Cooperation Agreement"); the exclusive option agreement entered into by and among the Pledgor, the Pledgee and Party C on November 4, 2022 (the "Exclusive Option Agreement"); and the power of attorney signed by the Pledgor on November 4, 2022 (the "Power of Attorney") , and any amendments, modifications and/or restatement to the foregoing.
- 1.5 Contractual Obligations: mean all the obligations of the Pledgor under the

Exclusive Option Agreement, the Power of Attorney and the Agreement; and all the obligations of Party C under the Exclusive Business Cooperation Agreement, the Exclusive Option Agreement and the Agreement.

- 1.6 Secured Debts: mean all direct, indirect, derivative losses and loss of predictable benefits suffered by the Pledgee due to any default by the Pledgor and/or Party C or the invalidation, revocation or cancellation of any Transaction Documents. The basis for the amount of such losses includes, but is not limited to, the Pledgee's reasonable business plan and profit forecast, the service fee payable by Party C under the Exclusive Business Cooperation Agreement, liquidated damages and related expenses, and all the costs and expenses incurred by the Pledgee to force the Pledgor and/or Party C to perform their Contractual Obligations.
- 1.7 Event of Default: means any of the circumstances listed in Article 7 of the Agreement.
- 1.8 Notice of Default: means the notice given by the Pledgee announcing a default hereunder.

## **2. Pledge Right**

- 2.1 The Pledgor hereby agrees to pledge the Pledged Equity to the Pledgee in accordance with the provisions of the Agreement as a security for the performance of the Contractual Obligations and the repayment of the Secured Debts. Party C hereby agrees that the Pledgor will pledge the Pledged Equity to the Pledgee in accordance with the provisions of the Agreement.
- 2.2 The valid of the guarantee under the Agreement will not be affected by any modification or change of the Transaction Documents, and the guarantee under the Agreement is still valid for the obligations of the Pledgor and Party C under the revised Transaction Documents. If any Transaction Document becomes invalid, revoked or terminated for any reason, the Pledgee shall have the right to forthwith exercise the Pledge Right in accordance with the provisions of Article 8 of the Agreement.
- 2.3 During the Pledge Period, the Pledgee shall have the right to receive the bonuses or dividends generated by the Pledged Equity. Only with the prior written consent of the Pledgee, can the Pledgor receive dividends or bonuses for the Pledged Equity. The dividends or bonuses received by the Pledgor due to the Pledged Equity, net of the personal income tax paid by the Pledgor, shall be, according to the requirements of the Pledgee, (1) deposited in the account designated by the Pledgee and used as security for the Contractual Obligations and repayment of the Secured Debts, subject to the supervision of the Pledgee; or (2) donated to the Pledgee or the person designated by the Pledgee unconditionally under the premise of not violating Chinese laws.
- 2.4 Only with the prior written consent of the Pledgee, can the Pledgor increase

the capital of Party C. The increased contribution of the Pledgor to the company's registered capital due to the capital increase of the company also belongs to the Pledged Equity. After the capital increase is completed, the Pledgor shall promptly cooperate with the Pledgee to go through the procedures of the equity pledge registration for the increased capital contribution.

- 2.5 If it is required to dissolve or liquidate Party C in accordance with the mandatory provisions of Chinese laws, any benefits legally distributed to the Pledgor after the completion of the dissolution and liquidation procedures of Party C, shall be, according to the requirements of the Pledgee, (1) deposited in the account designated by the Pledgee and used as security for the Contractual Obligations and repayment of the Secured Debts, subject to the supervision of the Pledgee; or (2) donated to the Pledgee or the person designated by the Pledgee unconditionally under the premise of not violating Chinese laws.

### **3. Pledge Period**

- 3.1 The Pledge Right shall come into effect from the date when the Pledged Equity under the Agreement is registered with the corresponding administration for industry and commerce, and the Pledge Period shall continue until all Contractual Obligations are fulfilled and all Secured Debts are repaid. The Pledgor and Party C shall (1) register the Pledge Right under the Agreement in the register of shareholders of Party C within 3 working days from the effective date of the Agreement, and (2) apply to the corresponding administration for industry and commerce to register the Pledge Right under the Agreement within 15 working days from the date of execution of the Agreement. The Parties jointly confirm that in order to go through the registration procedures for the equity pledge, the Parties and other shareholders of Party C shall submit the Agreement or an equity pledge contract which is executed in accordance with the requirements of the administration for industry and commerce where Party C is located, and which truly reflects the pledge information under the Agreement (the "Pledge Contract for Industrial and Commercial Registration") to the administration for industry and commerce. Matters uncovered in the Pledge Contract for Industrial and Commercial Registration shall still be subject to the provisions of the Agreement. The Pledgor and Party C shall submit all necessary documents and go through all necessary procedures in accordance with Chinese laws and regulations and the requirements of relevant administration for industry and commerce, so as to ensure that the Pledge Right is registered as soon as possible after the application is submitted.
- 3.2 During the Pledge Period, if the Pledgor and/or Party C fails to perform the Contractual Obligations or repay the Secured Debts, the Pledgee shall have the right but not the obligation to exercise the Pledge Right in accordance with the provisions of the Agreement.

### **4. Custody of Pledge Certificate**

- 4.1 Within the Pledge Period specified in the Agreement, the Pledgor shall deliver the equity capital contribution certificate in Party C and the register of shareholders recording the Pledge Right to the Pledgee for custody within one week from the date of execution of the Agreement. The Pledgee will keep these documents during the entire Pledge Period specified in the Agreement.

## **5. Representations and Warranties of the Pledgor and Party C**

The Pledgor and Party C hereby jointly and severally represent and warrant to Party A as follows on the date of signing the Agreement:

- 5.1 Party C is a limited liability company duly established and validly existing in accordance with Chinese laws;
- 5.2 The Pledgor is the only legal owner of the Pledged Equity;
- 5.3 The Pledgee shall have the right to dispose of and transfer the Pledged Equity in the manner specified in the Agreement;
- 5.4 Except for the Pledge Right, the Pledgor has not created any other pledge rights or other security interests on the Pledged Equity;
- 5.5 It has the power, capacity and authorization to execute, deliver, and perform its obligations under, the Agreement. Once executed, the Agreement will constitute legal, valid and binding obligations on it and may be enforced against it in accordance with the provisions hereof;
- 5.6 The Pledgor has obtained the consents and approvals (if required) of government authorities and third parties to execute, deliver and perform the Agreement; and
- 5.7 The execution, delivery and performance of the Agreement will not: (i) result in violation of any relevant Chinese laws; (ii) conflict with Party C's articles of association or other organizational documents; (iii) result in a breach of, or constitute a breach under, any contract or document to which it is a party or to which it is bound; (iv) result in a breach of any condition relating to the grant and/or continuation of any license or approval issued to any Party; or (v) result in the suspension or revocation or imposition of conditions on any license or approval issued to any Party.

## **6. Undertakings of the Pledgor and Party C**

- 6.1 During the term of the Agreement, the Pledgor and Party C undertake severally and not jointly to the Pledgee:
  - 6.1.1 Except for the performance of the Transaction Documents, without the prior written consent of the Pledgee, the Pledgor shall not transfer the Pledged Equity or any part thereof, nor shall it create or

permit the existence of any security or other encumbrances on the Pledged Equity; and Party C shall not agree to or assist in such acts;

- 6.1.2 The Pledgor and Party C shall abide by and implement all the laws and regulations related to the pledge of rights, and present to the Pledgee the notices, instructions or suggestions given or made by the competent authorities on the Pledge Right within ten (10) days after receiving such notices, instructions or suggestions, and follow such notices, instructions or suggestions at the same time, or submit objections and statements on such matters at the reasonable request of the Pledgee or with the consent of the Pledgee;
- 6.1.3 The Pledgor shall not conduct or allow any behavior or action that may adversely affect the interests involved in the Pledgee's Contractual Obligations or the Pledged Equity. The Pledgor and Party C shall notify the Pledgee in a timely manner of any event or notice received that may affect the rights of the Pledged Equity or any part thereof, and may change any warranties, obligations of the Pledgor in the Agreement or may affect the Pledgor's performance of its obligations under the Agreement; and
- 6.1.4 Party C shall complete the registration procedures for extending the operation period (if necessary) within three (3) months prior to the expiration of its operation period, so that the validity of the Agreement may continue.
- 6.2 The Pledgor agrees that the Pledgee's entitlement to the Pledge Right acquired in accordance with the provisions of the Agreement shall not be interrupted or hindered by the Pledgor or the Pledgor's successors or the Pledgor's principals or any other person through legal proceedings.
- 6.3 Each entity constituting the Pledgor severally and not jointly guarantees to the Pledgee that in order to protect or improve the security of the Contractual Obligations and the Secured Debts under the Agreement, the Pledgor shall honestly enter into, sign and execute, and shall procure other parties who have an interest in the Pledge Right to enter into, sign and execute, all title deeds, contracts required by the Pledgee, and/or shall perform, and shall procure other interested parties to perform, the actions required by the Pledgee, and facilitate the exercise of the rights and authorizations conferred by the Agreement on the Pledgee. The Pledgor shall sign all the documents related to the ownership of the Pledged Equity with the Pledgee or the natural person or legal person designated by the Pledgee, and provide the Pledgee with all the notices, orders and decisions concerning the Pledge Right that the Pledgee deems necessary within a reasonable period of time.
- 6.4 The Pledgor and Party C shall strictly abide by the provisions of the Agreement and other relevant agreements executed by each Party individually or jointly, including the Transaction Documents, perform the obligations under the Transaction Documents, and refrain from any

act/omission that would affect the validity and enforceability of the Agreement. Unless in accordance with the written instructions of the Pledgee, the Pledgor shall not exercise its right retained in the Pledged Equity.

- 6.5 Each entity constituting the Pledgor severally and non-jointly guarantees to the Pledgee that the Pledgor will abide by and perform all the warranties, undertakings, agreements, representations and conditions under the Agreement. If the Pledgor fails to perform or fully perform its warranties, undertakings, agreements, representations and conditions, the Pledgor shall constitute a default of the Agreement and shall compensate the Pledgee for all losses suffered thereby.

## **7. Events of Default**

- 7.1 The following events are deemed as events of default:

7.1.1 The Pledgor's default of any of its obligations under the Transaction Documents and/or the Agreement; and

7.1.2 Party C's default of any of its obligations under the Transaction Documents and/or the Agreement;

- 7.2 If the Pledgor and Party C are aware of or discover that any of the matters set out in this Paragraph 7.1 or any event that may result in any such matters has occurred, the Pledgor and Party C shall notify the Pledgee in writing in a timely manner.

- 7.3 Unless any of the events of default under Paragraph 7.1 has been rectified as required by the Pledgee within twenty (20) days after the Pledgee gives a notice of rectification to the Pledgee and/or Party C, the Pledgee may give a written notice of default to the Pledgor at any time thereafter, requesting to exercise the Pledge Right in accordance with Article 8 hereof.

## **8. Exercise of Pledge Right**

- 8.1 When the Pledgee exercises its Pledge Right, the Pledgee shall give a written notice of default to the Pledgor.

- 8.2 Subject to the provisions of Paragraph 7.3, the Pledgee may exercise the right to dispose of the Pledge Right at any time after the notice of default is given in accordance with Paragraph 8.1.

- 8.3 The Pledgee shall have the right to exercise all rights and reliefs for default that it may have in accordance with Chinese laws, Transaction Documents and the terms of the Agreement after giving the notice of default in accordance with Paragraph 8.1, including but not limited to discounting the Pledged Equity or auctioning or selling the Pledged Equity, and receiving preferential compensation from the proceeds of discount on, auction or sale of, the Pledged Equity. The Pledgee shall not be liable for any losses caused

by its reasonable exercise of such rights and powers.

- 8.4 The proceeds obtained by the Pledgee from exercising the Pledge Right shall give priority to paying the taxes and fees payable due to the disposal of the Pledged Equity, as well as performing the Contractual Obligations to the Pledgee and repaying the Secured Debts. If there is a balance after deducting the aforementioned amounts, the Pledgee shall return the balance to the Pledgor or other persons who are entitled to the amount according to relevant laws and regulations, or deposit it with the notary office where the Pledgor is located, with all expenses arising therefrom to be borne by the Pledgor; to the extent permitted by Chinese laws, the Pledgor shall unconditionally donate such funds to the Pledgee or the person designated by the Pledgee.
- 8.5 The Pledgee shall have the right to choose to exercise any reliefs for default it may have at the same time or successively. Before exercising the right under the Agreement to receive preferential compensation from the proceeds of discount on, auction or sale of, the Pledged Equity, the Pledgee does not need to exercise other relief for default.
- 8.6 The Pledgee shall have the right to designate in writing its lawyer or other agent to exercise the Pledge Right, to which neither the Pledgor nor Party C shall raise any objection.
- 8.7 When the Pledgee disposes of the Pledged Equity in accordance with the Agreement, the Pledgor and Party C shall provide necessary assistance to enable the Pledgee to realize the Pledge Right.

#### **9. Liabilities for Default**

- 9.1 If the Pledgor or Party C is substantially in default of any provision of the Agreement, the Pledgee shall have the right to terminate the Agreement and/or demand Pledgor or Party C to pay compensatory damages; the provision of this Paragraph 9 shall not prejudice any other rights of Pledgee under the Agreement;
- 9.2 Unless otherwise provided by laws, the Pledgor or Party C shall have no right to unilaterally terminate or rescind the Agreement under any circumstances.

#### **10. Transfer**

- 10.1 Unless the Pledgee agrees in advance, the Pledgor and Party C shall have no right to donate or transfer their rights and obligations under the Agreement.
- 10.2 The Agreement shall be binding on the Pledgor and its successors and permitted assigns, and shall be valid to the Pledgor and each of its successors and assigns.
- 10.3 The Pledgee may at any time transfer all or any of its rights and obligations

under the Transaction Documents and the Agreement to the person it designates. In this case, the assign shall have and assume the rights and obligations that the Pledgee has and assumes under the Transaction Documents and the Agreement, as if it should have had and assumed as a party hereto and thereto.

10.4 After the change of the pledgee due to the transfer, at the request of the Pledgee, the Pledgor and/or Party C shall enter into a new pledge agreement with the new pledgee with the content consistent with the Agreement, and file the new pledge agreement for registration with the corresponding administration for industry and commerce.

#### **11. Termination**

11.1 After the Pledgor and Party C have fully and completely performed all Contractual Obligations and repaid all Secured Debts in full, the Pledgee shall, at the request of the Pledgor, release the pledge of the Pledged Equity hereunder as soon as reasonably practicable, cooperate with the Pledgor to cancel the registration of the equity pledge made in the register of shareholders of Party C, and go through the procedures of deregistration of the pledge in the relevant administration for industry and commerce.

11.2 The provisions of Articles 9, 13, and 14 and this Paragraph 11.2 of the Agreement shall survive the termination of the Agreement.

#### **12. Fees and Other Expenses**

All fees and actual expenses related to the Agreement, including but not limited to legal fees, production costs, stamp duty and any other taxes and fees, shall be borne by Party C.

#### **13. Confidentiality**

The Parties acknowledge and confirm that any oral or written information exchanged with each other regarding the Agreement, its content and the preparation or performance of the Agreement are considered confidential information. The Parties shall treat in confidence all such confidential information, and shall not disclose any confidential information to any third party without the written consent of the other party, except for any information: (a) available or to be available to the public (other than disclosed to the public by the party receiving the confidential information); (b) required to be disclosed in accordance with applicable laws and regulations, stock exchange rules, or orders from government departments or courts; or (c) disclosed by a Party to its shareholders, directors, employees, legal or financial advisors necessary and requisite for the transactions contemplated herein, but such shareholders, directors, employees, legal or financial advisors are also subject to a duty of confidentiality similar to this clause. If any Party's shareholders, directors, employees or retained agencies divulge or reveal the confidential information, it shall be deemed that the Party divulges or reveals such confidential information, and the Party shall be liable for default therefor in accordance with the

Agreement.

#### 14. Governing Laws and Settlement of Disputes

- 14.1 The conclusion, effectiveness, interpretation, construction, performance, amendment, modification, termination and settlement of disputes of the Agreement shall be governed by Chinese laws.
- 14.2 Any dispute arising from or in connection with the interpretation, construction and performance of the Agreement shall first be settled by the Parties through amiable negotiation. If the dispute cannot be settled through negotiation, any Party may submit the dispute to the China International Economic and Trade Arbitration Commission for settlement by arbitration in accordance with its arbitration procedures and rules in effect at that time. The arbitration shall be conducted in Beijing. The arbitral award is final and binding on the Parties.
- 14.3 When any dispute arises from the interpretation, construction and performance of the Agreement or any dispute is under arbitration, except for the disputed matters, the Parties shall continue to exercise their respective rights, and perform their respective obligations, under the Agreement.

#### 15. Notices

- 15.1 All notices and other communications required or given under the Agreement shall be delivered personally, by registered mail, postage prepaid, or by commercial courier service or by facsimile to other Parties at the addresses listed below. Each notice shall also be delivered by e-mail. The date on which such a notice is deemed to have been effectively served is determined as follows:
- 15.2 If the notice is sent by personal delivery, courier service or registered mail, postage prepaid, the effective service date is the date of delivery or rejection at the address set for notices.
- 15.3 If the notice is sent by fax, the effective service date shall be the date of successful transmission (evidenced by the automatically generated transmission confirmation information).
- 15.4 For the purpose of notices, the addresses of the Parties are as follows:

**Party A:**

**Beijing Dakr Information Technology Co., Ltd.**

Address: Floor 5, Tower A1, Junhao Central Park Plaza, No. 10 Chaoyang Park South Road, Chaoyang District, Beijing  
Attn: Wei Lin  
Tel: 13601306068

**Party B:**

**1. Tianjin Zhang Gongzi Technology Partnership (Limited Partnership)**

Address: Floor 11, Hengqin Life Insurance Building, No. 108 Jianguo Road, Chaoyang District, Beijing  
Attn: Li Bingjie  
Tel: 13581997328

**2. Shenzhen Guohong No. 2 Enterprise Management Partnership (Limited Partnership)**

Address: Floor 10, Building 4, Phase 1, Excellence City, Shangmeilin, Futian District, Shenzhen  
Attn: Xian Handi  
Tel: 15507579439

**3. Ningbo Meishan Bonded Port Area Tianhong Lvheng Investment Management Partnership (Limited Partnership)**

Address: Room 1202, Tower B, Global Trade Center, No. 36 North 3rd Ring East Road, Dongcheng District, Beijing  
Attn: Zhang Yusong  
Tel: 13681539013

**Party C:**

**Beijing Duokr Information Technology Co., Ltd.**

Address: Floor 5, Tower A1, Junhao Central Park Plaza, No. 10 Chaoyang Park South Road, Chaoyang District, Beijing  
Attn: Wei Lin  
Tel: 13601306068

15.5 Any Party may change its address for receiving notices at any time by giving a notice to other Parties in accordance with this article.

**16. Severability**

If any one or more provisions of the Agreement are held to be invalid, illegal or unenforceable in any respect under any law or regulation, the validity, legality or enforceability of the remaining provisions of the Agreement shall not be affected or impaired thereby in any way. The Parties shall negotiate in good faith to try to replace such invalid, illegal or unenforceable provisions with valid provisions to the fullest extent permitted by laws and expected by the Parties, and the economic effects of such valid provisions shall be as similar as possible to those of invalid, illegal or unenforceable provisions.

**17. Entire Agreement**

Except for the written amendments, supplements or modifications made after the execution of the Agreement, the Agreement constitutes the complete agreement among the Parties on the subject matter of the Agreement, and supersedes all previous oral or written negotiations, representations and agreements on the

subject matter of the Agreement. The format agreement on pledge executed by the Parties otherwise for the purpose of industrial and commercial registration is only for the purpose of industrial and commercial registration and does not affect the validity of the Agreement.

## **18. Appendices**

The appendices listed herein constitute an integral part of the Agreement.

## **19. Effectiveness**

18.1 The Agreement shall take effect on the date of execution of the *Capital Increase Agreement* under the Capital Increase Arrangement specified in Paragraph 1 of the “Whereas” section of the Agreement.

18.2 Any amendments, supplements or changes to the Agreement must be in writing and take effect after being signed or stamped by the Parties.

## **20. Miscellaneous**

If the Parties need to sign relevant documents on equity pledge under the Agreement in accordance with relevant laws and regulations, requirements of stock exchanges or other relevant government authorities in order to perform the Agreement (collectively, the “Government-Required Documents”), the Parties shall cooperate in signing the Government-Required Documents otherwise in accordance with relevant documents at that time. The Parties agree that the provisions of the Agreement shall be deemed as supplements and/or changes to the Government-Required Documents, and have the same legal effect as the Government-Required Documents. The Government-Required Documents and the Agreement together constitute the entire agreement between the Parties with respect to the subject matter of the Agreement; however, in the event of any conflict between the Government-Required Documents and the Agreement, the provisions of the Agreement shall still prevail.

## **21. Counterparts**

The Agreement is written in Chinese and executed in six counterparts, with each Party holding one counterpart respectively, and the residual one counterpart filed for registration.

[There is no text below]

IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Equity Pledge Agreement on the date first written above.

**Party A:**

**Beijing Dakr Information Technology Co., Ltd. (seal)**

Signed by:

Title:

IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Equity Pledge Agreement on the date first written above.

**Party B:**

**Tianjin Zhang Gongzi Technology Partnership (Limited Partnership)** (seal)

Signed by:

Title:

IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Equity Pledge Agreement on the date first written above.

**Party B:**

**Shenzhen Guohong No. 2 Enterprise Management Partnership (Limited Partnership) (seal)**

Signed by:

Title:

IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Equity Pledge Agreement on the date first written above.

**Party B:**

**Ningbo Meishan Bonded Port Area Tianhong Lvheng Investment Management Partnership (Limited Partnership)** (seal)

Signed by:

Title:

IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Equity Pledge Agreement on the date first written above.

**Party C:**

**Beijing Duokr Information Technology Co., Ltd. (seal)**

Signed by:

Title:

**Appendices:**

1. Register of Shareholders of Party C;
2. Party C's Capital Contribution Certificate.

## Exclusive Option Agreement

This Exclusive Option Agreement (the “Agreement”) is made, entered into and executed on November 4, 2022 in Beijing, the People’s Republic of China (“China”) by and among:

### Party A:

**Beijing Dakr Information Technology Co., Ltd.**, a limited liability company established and existing in accordance with Chinese laws, with its address at Room 601-1, Floor 6, Building 1, Courtyard 10, Chaoyang Park South Road, Chaoyang District, Beijing;

### Party B:

1. **Tianjin Zhang Gongzi Technology Partnership (Limited Partnership)**, a limited partnership established and existing in accordance with Chinese laws, with its address at 1102-072, Floor 11, Tower MSD-G1, TEDA, Second Avenue, Tianjin Economic and Technological Development Zone;
2. **Shenzhen Guohong No. 2 Enterprise Management Partnership (Limited Partnership)**, a limited partnership established and existing in accordance with Chinese laws, with its address at 18D, Tairan Jinsong Building, East Tairan Avenue, Shatou Street, Futian District, Shenzhen;
3. **Ningbo Meishan Bonded Port Area Tianhong Lvheng Investment Management Partnership (Limited Partnership)**, a limited partnership established and existing in accordance with Chinese laws, with its address at C0953, Area A, Room 401, Building 1, No. 88 Qixing Road, Meishan, Beilun District, Ningbo, Zhejiang;

(Collectively, “Party B”)

### Party C:

**Beijing Duokr Information Technology Co., Ltd.**, a limited liability company established and existing in accordance with Chinese laws, with its address at Room 3003, Floor 3, No. 39 West Street, Haidian District, Beijing.

In the Agreement, Party A, Party B, and Party C are referred to as a “Party” individually and the “Parties” collectively.

### Whereas:

1. On the date of execution of the Agreement, Party C has approved the capital increase resolution to increase capital. After the capital increase is completed, the shareholders of Party C will be changed to the entities constituting Party B and Beijing Cultural Investment Development Group Asset Management Co., Ltd. (the “Capital Increase Arrangement”) in which each entity of Party B is the
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nominal shareholder of Party C, and Party B will hold a total of 99% of the equity of Party C, representing Party C's registered capital of RMB3,216,663.

2. Party B agrees to grant Party A an exclusive option, and Party A agrees to accept the exclusive option, to purchase all or part of the equity held by Party B in Party C, through the Agreement.

Therefore, now, the Parties, upon consensus through negotiation, have agreed as follows:

## 1. **Sale and Purchase of Equity and Assets**

### 1.1 Granting of right

Party B hereby grants Party A an exclusive, irrevocable and unconditional option (the "Equity/Asset Option") to purchase once or more at any time from Party B, or designate one or more persons (the "Designee") to purchase from Party B, all or part of Party B's equity held in Party C at that time, or to purchase from Party C all or part of its assets, by following the exercise steps determined by Party A at its own discretion, and at the price stated in Paragraph 1.3 of the Agreement, to the extent permitted by Chinese laws. No person, other than Party A and the Designee, shall have the right to purchase equity or other rights related to the equity of Party B or the assets of Party C. Party C hereby agrees that Party B grants Party A the Equity Option. "Person" as defined in this article and the Agreement refers to an individual, corporation, joint venture, partnership, enterprise, trust or unincorporated organization.

### 1.2 Exercise steps

Party A's exercise of its Equity/Asset Option shall be subject to the provisions of Chinese laws and regulations. When Party A exercises the Equity Option, it shall give a written notice to Party B (the "Equity/Asset Purchase Notice"), which shall specify: (a) Party A's decision on exercising the Equity/Asset Option, and the name of the Designee (if any); (b) the equity shares that Party A or the Designee intends to purchase from Party B (the "Purchased Equity") and/or the assets to be purchased from Party C (the "Purchased Assets"); and (c) the purchase date/transfer date of the Purchased Equity/Assets.

### 1.3 Equity/asset purchase price

Party A exercises the Equity/Asset Option at the lowest price permitted by laws to purchase all the Purchased Equity held by Party B and/or purchases all or part of the assets of Party C; when Party A exercises the Equity Option to purchase the part of Party B's equity held in Party C, the equity purchase price is calculated on a pro-rata basis. If it is required by Chinese laws or relevant competent authorities to value the equity when Party A exercises the Option, the Parties shall negotiate in good faith and make

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necessary adjustments to the equity purchase price on the basis of the valuation, so as to comply with the requirements of any applicable Chinese laws at that time (collectively, the "Equity Purchase Price"). Party B shall donate the equity purchase price received by Party B, net of the relevant taxes (if any) paid/withheld in full, to Party A or its designee without consideration, within ten (10) days after receiving the purchase price and paying/withholding the relevant taxes (if any) in full according to laws.

#### 1.4 Transfer of the Purchased Equity/Assets

Each time when Party A exercises the Equity/Asset Option:

- 1.4.1 Party B shall instruct Party C to convene a shareholder meeting in a timely manner, and at the meeting, a resolution shall be approved to transfer the Purchased Equity from Party B to Party A and/or the Designee and/or to transfer the Purchased Assets from Party C to Party A and/or the Designee;
  - 1.4.2 Party B shall obtain a written statement from other shareholders of Party C agreeing to the transfer and waiving the right of first refusal regarding the transfer of the Purchased Equity to Party A and/or the Designee;
  - 1.4.3 Within 30 days after Party B/Party C receives the equity/asset purchase notice from Party A and/or the designee (as applicable), Party B and Party A and/or the designee (as applicable) shall complete all procedures for Party A and/or the Designee to obtain the Purchased Equity and become the legal shareholder of Party C, including but not limited to: executing the equity transfer contract and any other necessary documents or agreements, approving any necessary resolutions, issuing, or procuring Party C to issue, all necessary documents and goes through all relevant formalities;
  - 1.4.4 The Parties concerned shall execute all other required contracts, agreements or documents, obtain all required government approvals and consents, and take all required actions to transfer, free of any security interest, effective title of the Purchased Equity to Party A and/or the Designee and make Party A and/or the Designee the owner of record of the Purchased Equity. For the purpose of this paragraph and the Agreement, "security interest" includes guarantee, mortgage, third party right or interest, any share option, acquisition right, right of first refusal, right of set-off, retention of title or other security arrangement; but for the sake of clarity, it excludes any security interests arising under the Agreement, Party B's Equity Pledge Agreement and Party B's Power of Attorney. The "Party B's Equity Pledge Agreement" specified in the Agreement refers to the equity pledge agreement executed by Party A, Party B and Party C on the date of execution of the Agreement and any amendments, revisions or restatements thereto or thereof; "Party B's Power of Attorney" refers to the power of attorney signed by Party B on the
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date of execution of the Agreement to authorize Party A and any amendments, revisions or restatements thereto or thereof.

## 2. **Undertakings**

### 2.1 **Undertakings regarding Party C**

Party B (as a shareholder of Party C) and Party C hereby undertake:

- 2.1.1 Without the prior written consent of Party A, Party C shall not supplement, change or modify the articles of association of Party C in whatever form, increase or reduce its registered capital, or change its registered capital structure otherwise;
  - 2.1.2 Party C shall maintain the existence of its company, obtain and maintain all government permits and licenses required by Party C to conduct business, and prudently and effectively operate its business and deal with affairs in accordance with good financial and commercial standards and practices;
  - 2.1.3 Without the prior written consent of Party A, Party C shall not sell, transfer, mortgage or otherwise dispose of the legal or beneficial interests of any substantial assets, business or income of Party C exceeding RMB500,000 at any time from the date of execution of the Agreement, or permit any other security interest to be encumbered thereon;
  - 2.1.4 Without the prior written consent of Party A, Party C shall not incur, inherit, guarantee, or allow the existence of, any debts, other than the accounts payable arising in the normal or ordinary course of business rather than through borrowing;
  - 2.1.5 Party C shall have been operating all businesses in the ordinary course of business in order to maintain the value of Party C's assets, and shall not perform any acts/omissions that are sufficient to adversely affect Party C's operating results and asset values;
  - 2.1.6 Without the prior written consent of Party A, Party C shall not be allowed to enter into any major contract, other than contracts concluded in the ordinary course of business (for the purpose of this paragraph, if the total amount of a contract exceeds RMB500,000, it shall be deemed as a major contract);
  - 2.1.7 Without the prior written consent of Party A, Party C shall not provide any loan or credit to anyone else, or provide any guarantee or surety for the debts of any third party;
  - 2.1.8 At the request of Party A, Party C shall provide Party A with all the information about the operation and financial positions of Party C;
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- 2.1.9 Without the prior written consent of Party A, Party C shall not merger or combine with any person, or acquire or invest in any person;
- 2.1.10 Party C shall forthwith notify Party A of any litigation, arbitration or administrative procedure related to Party C's assets, business or income that has occurred or may occur;
- 2.1.11 To maintain Party C's ownership of all its assets, execute all necessary or appropriate documents, take all necessary or appropriate actions, file all necessary or appropriate complaints, and conduct necessary or appropriate defenses against all claims;
- 2.1.12 Without the prior written consent of Party A, Party C shall not distribute dividends to shareholders in any form, but upon Party A's request, Party C shall forthwith distribute all its distributable profits to its shareholders;
- 2.1.13 At the request of Party A, appoint any person designated by it as the director, supervisor and officer of Party C, and/or remove the current director, supervisor and/or officer of Party C and perform all relevant resolutions and filing procedures; Party A shall have the right to request Party B and Party C to replace such persons;
- 2.1.14 Without the written consent of Party A, Party C shall not engage in any business that competes with Party A or Party A's affiliated companies;
- 2.1.15 Unless required by Chinese laws, Party C shall not be dissolved or liquidated without the written consent of Party A;
- 2.1.16 If any shareholder of Party C or Party C fails to perform its tax obligations under the applicable laws, which prevents Party A from exercising its Equity Option, Party A shall have the right to require Party C or its shareholders to perform the tax obligations, or require Party C or its shareholders to pay the tax to Party A, which will be paid by Party A to the competent taxation authority on its behalf; and
- 2.1.17 With respect to the undertakings applicable to Party C under this Paragraph 2.1, Party B and Party C shall procure the subsidiaries of Party C to comply with such undertakings as if they were Party C under the corresponding clauses.

## 2.2 Undertakings of Party B

Party B hereby undertakes:

- 2.2.1 Without the prior written consent of Party A, it shall not sell, transfer, mortgage or otherwise dispose of its legal or beneficial
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interests in the equity held by it in Party C, or allow any other security interests to be created thereon, other than the security interests created in accordance with the Agreement, Party B's Equity Pledge Agreement and Party B's Power of Attorney;

- 2.2.2 Procure Party C's shareholders' meeting and/or directors (or executive directors), without the prior written consent of Party A interest or beneficial interest, not to approve the sale, transfer, mortgage or otherwise disposal of the legal or beneficial interests in any equity held by Party B in Party C, or allow any other security interest to be created thereon, other than the security interests created in accordance with the Agreement, Party B's Equity Pledge Agreement and Party B's Power of Attorney;
  - 2.2.3 Without Party A's prior written consent, Party B will procure Party C's shareholders' meeting and/or directors (or executive directors) to disapprove Party C's merging or combining with anyone, or acquiring or investing in anyone;
  - 2.2.4 Forthwith notify Party A of any litigation, arbitration or administrative procedure related to the equity held by Party B that has occurred or may occur;
  - 2.2.5 Procure Party C's shareholders' meeting or directors (or executive directors) to vote in favor of the transfer of the Purchased Equity specified in the Agreement and to take any other action at the request of Party A;
  - 2.2.6 To maintain its ownership of the equity, execute all necessary or appropriate documents, take all necessary or appropriate actions, file all necessary or appropriate complaints, and conduct necessary or appropriate defenses against all claims;
  - 2.2.7 At the request of Party A, appoint any person designated by Party A as the director and officer of Party C;
  - 2.2.8 Party B agrees that other shareholders of Party C enter into, with Party A and Party C, the exclusive purchase right agreement, equity pledge agreement and power of attorney similar to the Agreement, Party B's Equity Pledge Agreement and Party B's Power of Attorney, and guarantees that it shall not take any action conflicting with any such documents signed and executed by other shareholders. If any other shareholder of Party C transfers its equity in Party C to Party A and/or the Designee according to the exclusive purchase right agreement executed by it, Party B hereby waives its all rights of first refusal (if any);
  - 2.2.9 If Party B obtains any profits, dividends, dividends, or liquidation proceeds from Party C, Party B shall donate them to Party A or
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anyone designated by Party A in a timely manner, subject to complying with Chinese laws; and

2.2.10 Strictly abide by the provisions of the Agreement and other agreements executed jointly or separately by Party B, Party C and Party A, earnestly perform the obligations under these agreements, and do not conduct any act/omission that will affect the validity and enforceability of these agreements. If Party B still retains any rights to the equity under the Agreement, Party B's Equity Pledge Agreement or Party B's Power of Attorney, Party B shall not exercise such rights unless Party A instructs in writing.

### **3. Representations and Warranties**

Party B and Party C hereby represent and warrant to Party A separately and not jointly and severally on the date of execution of the Agreement and each transfer date as follows:

- 3.1 It has the power, capacity and authority to execute and deliver the Agreement and any equity transfer contract to which it is a party for each transfer of the Purchased Equity under the Agreement (each, a "Transfer Contract"), and perform its obligations under the Agreement and any Transfer Contract. Party B and Party C agree that when Party A exercises the Equity Option, they will execute a Transfer Contract substantially consistent with the terms of the Agreement. Once executed, the Agreement and each Transfer Contract to which it is a party constitute or will constitute a legal, valid and binding obligation of it and may be enforced against it in accordance with the terms hereof and thereof;
  - 3.2 Party B and Party C have obtained the consents and approvals (if required) of third parties and government authorities to execute, deliver and perform the Agreement;
  - 3.3 Neither the execution and delivery of the Agreement or any Transfer Contract nor the performance of its obligations hereunder or thereunder will: (i) result in violation of any relevant Chinese laws; (ii) conflict with Party C's articles of association or other organizational documents; (iii) result in a breach of, or constitute a breach under, any contract or document to which it is a party or to which it is bound; (iv) result in a breach of any condition relating to the grant and/or continuation of any license or approval issued to any Party; or (v) result in the suspension or revocation or imposition of conditions on any license or approval issued to any Party;
  - 3.4 Party B has good and marketable title to its equity in Party C, and Party B has not create any security interest on the aforementioned equity, other than those created in accordance with Party B's Equity Pledge Agreement of Party B's Power of Attorney;
  - 3.5 Party C is a limited liability company duly established and validly existing in accordance with Chinese laws, Party C has good and marketable title to
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all of its assets, and Party C has not created any security interest on such assets;

- 3.6 Party C has no outstanding debts, other than (i) debts incurred in its ordinary course of business, and (ii) debts disclosed to Party A and agreed in writing by Party A;
- 3.7 Party C complies with all Chinese laws and regulations in material respects; and
- 3.8 Party C currently has no pending or threatened litigation, arbitration or administrative procedures related to equity, Party C assets or related to Party C.

#### **4. Term**

- 4.1 The Agreement shall take effect from the date of execution of the *Capital Increase Agreement* under the capital increase arrangement specified in Article 1 of the Agreement, and the Agreement shall terminate after all the equity of Party B held in Party C is legally transferred to Party A and/or any other person designated by it in accordance with the provisions of the Agreement.
- 4.2 During the term of the Agreement, Party A may, at its own discretion, give a written notice to Party B to unconditionally terminate the Agreement without any liability therefor. Unless otherwise mandated by Chinese laws, Party B and Party C shall have no right to unilaterally terminate the Agreement.

#### **5. Governing Laws and Settlement of Disputes**

##### **5.1 Governing laws**

The conclusion, effectiveness, interpretation, construction, performance, amendment, modification, termination and settlement of disputes of the Agreement shall be governed by Chinese laws.

##### **5.2 Settlement of disputes**

Any dispute arising from or in connection with the interpretation, construction and performance of the Agreement shall first be settled by the Parties through amiable negotiation. If the dispute cannot be settled through negotiation, any Party may submit the dispute to the China International Economic and Trade Arbitration Commission for settlement by arbitration in accordance with its arbitration procedures and rules in effect at that time. The arbitration shall be conducted in Beijing. The arbitral award is final and binding on the Parties.

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5.3 When any dispute arises from the interpretation, construction and performance of the Agreement or any dispute is under arbitration, except for the disputed matters, the Parties shall continue to exercise their respective rights, and perform their respective obligations, under the Agreement.

## **6. Taxes and Fees**

Unless otherwise expressly specified in the Agreement, Party A and Party C shall be responsible for any and all transfer and registration taxes, charges and fees incurred by them, or imposed on them, in the preparation and execution of the Agreement and each Transfer Contract and the completion of the transactions contemplated in the Agreement and each Transfer Contract in accordance with Chinese laws.

## **7. Notices**

7.1 All notices and other communications required or given under the Agreement shall be delivered personally, by registered mail, postage prepaid, or by commercial courier service or by facsimile to other Parties at the addresses listed below. Each notice shall also be delivered by e-mail. The date on which such a notice is deemed to have been effectively served is determined as follows:

7.1.1 If the notice is sent by personal delivery, courier service or registered mail, postage prepaid, the effective service date is the date of receipt or rejection at the address set for;

7.1.2 If the notice is sent by fax, the effective service date shall be the date of successful transmission (evidenced by the automatically generated transmission confirmation information).

7.2 For the purpose of notices, the addresses of the Parties are as follows:

### **Party A:**

#### **Beijing Dakr Information Technology Co., Ltd.**

Address: Floor 5, Tower A1, Junhao Central Park Plaza, No. 10 Chaoyang Park South Road, Chaoyang District, Beijing

Attn: Wei Lin

Tel: 13601306068

### **Party B:**

#### **1. Tianjin Zhang Gongzi Technology Partnership (Limited Partnership)**

Address: Floor 11, Hengqin Life Insurance Building, No. 108 Jianguo Road, Chaoyang District, Beijing

Attn: Li Bingjie

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Tel: 13581997328

**2. Shenzhen Guohong No. 2 Enterprise Management Partnership (Limited Partnership)**

Address: Floor 10, Building 4, Phase 1, Excellence City, Shangmeilin, Futian District, Shenzhen

Attn: Xian Handi

Tel: 15507579439

**3. Ningbo Meishan Bonded Port Area Tianhong Lvheng Investment Management Partnership (Limited Partnership)**

Address: Room 1202, Tower B, Global Trade Center, No. 36 North 3rd Ring East Road, Dongcheng District, Beijing

Attn: Zhang Yusong

Tel: 13681539013

**Party C:**

**Beijing Duokr Information Technology Co., Ltd.**

Address: Floor 5, Tower A1, Junhao Central Park Plaza, No. 10 Chaoyang Park South Road, Chaoyang District, Beijing

Attn: Wei Lin

Tel: 13601306068

7.3 Any Party may change its address for receiving notices at any time by giving a notice to other Parties in accordance with this article.

**8. Confidentiality**

The Parties acknowledge and confirm that any oral or written information exchanged with each other regarding the Agreement, its content and the preparation or performance of the Agreement are considered confidential information. The Parties shall treat in confidence all such confidential information, and shall not disclose any confidential information to any third party without the written consent of other parties, except for any information: (a) available or to be available to the public (other than disclosed to the public by the party receiving the confidential information); (b) required to be disclosed in accordance with applicable laws and regulations, stock exchange rules, or orders from government departments or courts; or (c) disclosed by a Party to its shareholders, directors, employees, legal or financial advisors necessary and requisite for the transactions contemplated herein, but such shareholders, directors, employees, legal or financial advisors are also subject to a duty of confidentiality similar to this clause. If any Party's shareholders, directors, employees or retained agencies divulge or reveal the confidential information, it shall be deemed that the Party divulges or reveals such confidential information, and the Party shall be liable for default therefor in accordance with the Agreement.

**9. Further Assurance**

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The Parties agree to promptly sign and execute any and all documents that are reasonably necessary or beneficial to perform the provisions of the Agreement and achieve the purpose of the Agreement, and take further steps that are reasonably necessary or beneficial to perform the provisions of the Agreement and achieve the purpose of the Agreement.

## **10. Liabilities for Default**

If Party B or Party C is substantially in default of any provision of the Agreement, Party A shall have the right to terminate the Agreement and/or demand Party B or Party C to pay compensatory damages; the provision of this Paragraph 10 shall not prejudice any other rights of Party A under the Agreement.

## **11. Miscellaneous**

### **11.1 Amendments, modifications and supplements**

Amendments, modifications and supplements to the Agreement shall be subject to a written agreement executed by the Parties.

### **11.2 Entire agreement**

Except for the written amendments, supplements or modifications made after the execution of the Agreement, the Agreement constitutes the complete agreement between the Parties on the subject matter of the Agreement, and supersedes all previous oral or written negotiations, representations and agreements on the subject matter of the Agreement.

### **11.3 Headings**

The headings in the Agreement are for convenience only and shall not be used to explain, construe or otherwise affect the meaning of the provisions of the Agreement.

### **11.4 Counterparts**

The Agreement is written in Chinese and executed in five counterparts, with each Party holding one counterpart respectively.

### **11.5 Severability**

If any one or more provisions of the Agreement are held to be invalid, illegal or unenforceable in any respect under any law or regulation, the validity, legality or enforceability of the remaining provisions of the Agreement shall not be affected or impaired thereby in any way. The Parties shall negotiate in good faith to try to replace such invalid, illegal or unenforceable provisions with valid provisions to the fullest extent permitted by laws and expected by the Parties, and the economic effects of such valid provisions shall be as similar as possible to those of invalid, illegal or unenforceable provisions.

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#### 11.6 Transfer of the Agreement

Neither Party B nor Party C shall transfer its rights and obligations under the Agreement to a third party without the prior written consent of Party A. Party B and Party C hereby agree that Party A may transfer its rights and obligations under the Agreement to a third party, and Party A only needs to give a written notice to Party B and Party C when such transfer occurs, and does not need to obtain Party B's consent to such transfer. Party B hereby agrees and confirms that if Party B dies or becomes a person with limited capacity or incapacity, Party B's entire equity in Party C will be automatically and unconditionally transferred to Party A or the person designated by Party A at the equity purchase price specified in Paragraph 1.3 hereof. The equity purchase price payable to Party B shall be made in accordance with Paragraph 1.3 of the Agreement.

#### 11.7 Successors

The Agreement shall be binding upon, and inure to the benefit of, each Party's respective successors and permitted assigns.

#### 11.8 Survival

11.8.1. Any obligations incurred or due under the Agreement prior to the expiration or early termination of the Agreement shall survive the expiration or early termination of the Agreement.

11.8.2. The provisions of Articles 5, 8, and 10 and this Paragraph 11.8 of the Agreement shall survive the termination of the Agreement.

#### 11.9 Waiver

Any Party may waive the terms and conditions of the Agreement, but only in writing and signed by the Parties. A waiver by a Party of a default by any of the other Parties in one case shall not be deemed a waiver by that Party of a similar default by the other Party in other cases.

#### 11.10 Miscellaneous

If the Parties need to sign relevant documents on equity purchase under the Agreement in accordance with relevant laws and regulations, requirements of stock exchanges or other relevant government authorities in order to perform the Agreement (collectively, the "Government-Required Documents"), the Parties shall cooperate in signing the Government-Required Documents otherwise in accordance with relevant documents at that time. The Parties agree that the provisions of the Agreement shall be deemed as supplements and/or changes to the Government-Required Documents, and have the same legal effect as the Government-Required Documents. The Government-Required

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Documents and the Agreement together constitute the entire agreement between the Parties with respect to the subject matter of the Agreement; however, in the event of any conflict between the Government-Required Documents and the Agreement, the provisions of the Agreement shall still prevail.

[There is no text below]

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IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Exclusive Option Agreement on the date first written above.

**Party A:**

**Beijing Dakr Information Technology Co., Ltd. (seal)**

Signed by:

Title:

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IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Exclusive Option Agreement on the date first written above.

**Party B:**

**Tianjin Zhang Gongzi Technology Partnership (Limited Partnership) (seal)**

Signed by:

Title:

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IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Exclusive Option Agreement on the date first written above.

**Party B:**

**Shenzhen Guohong No. 2 Enterprise Management Partnership (Limited Partnership) (seal)**

Signed by:

Title:

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IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Exclusive Option Agreement on the date first written above.

**Party B:**

**Ningbo Meishan Bonded Port Area Tianhong Lvheng Investment Management Partnership (Limited Partnership)**  
(seal)

Signed by:

Title:

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IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Exclusive Option Agreement on the date first written above.

**Party C:**

**Beijing Duokr Information Technology Co., Ltd. (seal)**

Signed by:

Title:

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## Exclusive Business Cooperation Agreement

This Exclusive Business Cooperation Agreement (the “Agreement”) is made, entered into and executed on November 4, 2022 in Beijing, the People’s Republic of China (“China”) by and between:

**Party A: Beijing Dakr Information Technology Co., Ltd.**

**Address:** Room 601-1, Floor 6, Building 1, Courtyard 10, Chaoyang Park South Road, Chaoyang District, Beijing

**Party B: Beijing Duokr Information Technology Co., Ltd.**

**Address:** Room 3003, Floor 3, No. 39 West Street, Haidian District, Beijing

Party A and Party B are hereinafter referred to as a “Party” individually and the “Parties” collectively.

Whereas:

1. Party A is a foreign-funded enterprise established in China and has the necessary resources to provide technical and consulting services;
  2. On the execution date of the Agreement, Party B has approved the capital increase resolution to increase its capital. After the capital increase is completed, the shareholders of Party B will be changed to Tianjin Zhang Gongzi Technology Partnership (Limited Partnership), Shenzhen Guohong No. 2 Enterprise Management Partnership (Limited Partnership), Ningbo Meishan Bonded Port Area Tianhong Lvheng Investment Management Partnership (Limited Partnership) and Beijing Cultural Investment Development Group Asset Management Co., Ltd. (the “Capital Increase Arrangement”), and the nominal shareholders of which are Tianjin Zhang Gongzi Technology Partnership (Limited Partnership), Shenzhen Guohong No. 2 Enterprise Management Partnership (Limited Partnership) and Ningbo Meishan Bonded Port Area Tianhong Lvheng Investment Management Partnership (Limited Partnership);
  3. Party B is a domestic company established in China, approved by the competent Chinese government authority in accordance with the laws, focusing on new business and new economy and providing related services. All business activities operated and developed by Party B at present and at any time during the term of the Agreement are hereinafter collectively referred to as the “Principal Business”;
  4. Party A agrees to take advantage of its technology, personnel and information advantages to provide Party B with exclusive technical support, consulting and other services related to the Principal Business during the term of the Agreement,
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and Party B agrees to accept various services provided by Party A or its designees, in accordance the provisions of the Agreement.

Accordingly, Party A and Party B, upon consensus through negotiation, have agreed as follows:

**1. Provision of Services**

1.1 Subject to the terms and conditions of the Agreement, Party B hereby appoints Party A as Party B's exclusive service provider to provide Party B with comprehensive technical support, consulting and other services during the term of the Agreement, including but not limited to:

- (1) licensing Party B to use relevant software that Party A has legal rights to;
- (2) development, maintenance and update of relevant application software required by Party B's business;
- (3) design, installation and daily management, maintenance and update of computer network system, hardware equipment and database;
- (4) technical support and professional training for relevant personnel of Party B;
- (5) assisting Party B in the consulting, collection and research of relevant technical and market information;
- (6) providing enterprise management consulting for Party B;
- (7) providing marketing and promotion services for Party B;
- (8) providing customer order management and customer services for Party B
- (9) lease, transfer and disposal of equipment and assets; and
- (10) other related services provided from time to time at the request of Party B, to the extent permitted by Chinese laws.

1.2 Party B accepts such services provided by Party A. Party B further agrees that, without the prior written consent of Party A, during the term of the Agreement, Party B shall not directly or indirectly obtain any services identical or similar to those as specified in the Agreement from any third party, nor shall it enter into any similar cooperative relationship with any third party in relation to the matters described in the Agreement. The Parties agree that Party A may designate other parties (the designated party may enter into certain agreements described in Paragraph 1.3 of the Agreement with Party B) to provide Party B with the services specified in the Agreement.

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1.3 Methods for provision of services

- 1.3.1 Party A and Party B agree that, during the term of the Agreement, if applicable, Party B may further enter into service agreement with Party A or its designees, stipulating the specific content, method, personnel, charge, etc. of each service.
- 1.3.2 Party B hereby grants to Party A an irrevocable and exclusive option, under which Party A may, at Party A's own discretion, and to the extent permitted by Chinese laws and regulations, purchase any part or all of the assets and business from Party B at the lowest price permitted by Chinese laws. At that time, the Parties will otherwise enter into an asset or business transfer contract, stipulating the terms and conditions of the asset transfer. To the extent permitted by Chinese laws, Party B shall donate the purchase price received by Party B, net of the relevant taxes (if any) paid/withheld in full, to Party A or its designee without consideration, within ten (10) days after receiving the purchase price and paying/withholding the relevant taxes (if any) in full according to laws.
- 1.4 In order to ensure that Party B meets the cash flow requirements in daily operation and/or offset any losses incurred during its operation, Party A shall be obliged to provide financial support to Party B (but only to the extent permitted by Chinese laws and in the manner permitted by Chinese laws), regardless of whether Party B actually incur any such operating losses, Party A may provide financial support to Party B in the form of bank commissioned loans or borrowings, and enter into necessary agreements otherwise.
- 1.5 Party A shall have the right to check Party B's accounts regularly and at any time, and Party B shall keep accounts in a timely and accurate manner and provide Party A with such accounts as required by Party A. During the term of the Agreement, subject to compliance with applicable laws, Party B agrees to cooperate with Party A and Party A's shareholders (including direct or indirect shareholders) to conduct audits (including but not limited to related party transaction audit and other types of audits), and provide Party A, shareholders of Party A and/or their appointed auditors with information and materials related to the operation, business, customers, finances, employees, etc. of Party B and Party B's subsidiaries, and agrees to the disclosure of such information and materials by the shareholders of Party A in order to meet the requirements of regulators for listing. The Parties agree that during the term of the Agreement, Party A shall have the right to consolidate the financial results of Party B in accordance with the applicable accounting standards as if it were a wholly-owned subsidiary of Party A. But Party A shall not assume any legal
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responsibility for any liabilities or other obligations and risks of Party B.

- 1.6 Party A shall have the right to carry out service-related business in the name of Party B, and Party B shall provide all necessary support and convenience for Party A to carry out the business smoothly, including but not limited to issuing to Party A all necessary authorizations required to provide relevant services.
- 1.7 If requested by Party A, Party B agrees to hand over the certificates and official seals related to Party B's daily operation, including business license, official seal, contract seal, financial seal and legal representative seal, to the finance department of Party A for safekeeping. Party B undertakes to use relevant certificates and official seals only after obtaining Party A's consent and under the guidance of Party A's internal authorization.
- 1.8 The Parties agree that the services provided by Party A to Party B hereunder are also applicable to the subsidiaries controlled by Party B, and Party B shall procure the subsidiaries controlled by to exercise their rights and perform their obligations in accordance with the Agreement.

## **2. Service Fee and Terms of Payment Therefor**

- 2.1 During the term of the Agreement, the fee payable by Party B to Party A shall be calculated as follows: With respect to the service fee payable by Party B to Party A, the service fee for each calendar year shall be calculated and confirmed according to the following floating standards:
    - 2.1.1 With respect to the service fee payable by Party B, subject to compliance with the provisions of Chinese laws, after deducting the necessary costs and expenses required by Party B's business operation (Party B shall submit the preliminary settlement results on necessary costs and expenses, subject to Party A's final confirmation and decision) and taxes, making up for Party B's losses in previous years (if required by applicable laws), and withdrawing the statutory provident fund (if required by applicable laws), all of the aforementioned profits earned by Party B for the year shall be paid to Party A as service fee for the services provided by Party A to Party B in accordance with the Agreement, but Party A shall have the right to adjust the amount of the service fee based on the following factors and circumstances of the services it provides to Party B, but it shall not exceed the agreed limit above.
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- 2.1.2 If Party A considers that the service fee determination mechanism agreed in the Agreement is not applicable for some reason and needs to be adjusted, Party B shall negotiate with Party A actively and in good faith to determine new charging standard or mechanism within ten (10) working days after Party A submits a written request for fee adjustment. If Party B fails to reply within ten (10) working days after receiving the aforementioned adjustment notice, it shall be deemed to have defaulted to such adjustment.
- 2.1.3 The service fee is calculated, confirmed and paid based on the accounting year or based on the reasonable period proposed by Party A. If accounting, confirmation and payment are made based on the accounting year, Party B shall prepare and issue a financial report audited by an accounting firm in accordance with the applicable accounting standards within three (3) months after the end of each accounting year, and pay Party A the service fee hereunder Within fifteen (15) days after the audited financial and accounting report is prepared and issued. If the accounting, confirmation and payment are made based on the reasonable period proposed by Party A, Party B shall, within fifteen (15) days after Party A otherwise proposes a reasonable period, conduct accounting, confirmation with Party A, and pay Party A the service fee hereunder.
- 2.2 In addition to the service fee, Party B shall bear all reasonable expenses, advances and out-of-pocket expenses in any form paid or incurred by Party A or related to Party A's performance or provision of services, and shall reimburse Party A therefor.
- 2.3 Each Party shall be responsible for the taxes and fees that shall be paid by it in accordance with laws for the execution and performance of the Agreement. If requested by Party A, Party B shall use its best efforts to assist Party A to obtain value-added tax exemption for all or part of its service fee income under the Agreement.

### 3. **Intellectual Property Rights and Confidentiality**

- 3.1 Party A shall have sole and exclusive titles, rights and interests to any and all intellectual property rights (including but not limited to copyright, patent right, patent application right, software, technical secret, business secret and others) arising or created during the performance of the Agreement, and have the right to use such rights free of charge.
- 3.2 For the needs of Party B's business, Party A agrees that Party B will register part of the intellectual property rights designated by Party A in
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Party B's name. However, upon Party A's request, Party B shall transfer the aforementioned intellectual property rights registered in Party B's name to Party A free of charge or at the lowest price permitted by law without violating the mandatory provisions of Chinese laws, and Party B shall sign any and all documents, take any and all actions, submit any and all documents and/or applications, provide any and all assistance, and take any and all other actions, that Party A, at its sole discretion, deems necessary and appropriate to confer the titles, rights and interests of Party A to such intellectual property rights on Party A, and/or to perfect the protection of such intellectual property rights. Party A shall have the right to use any intellectual property rights registered in the name of Party B free of charge.

- 3.3 The Parties acknowledge and confirm that any oral or written information exchanged with each other regarding the Agreement, its content and the preparation or performance of the Agreement are considered confidential information. The Parties shall treat in confidence all such confidential information, and shall not disclose any confidential information to any third party without the written consent of the other Party, except for any information: (a) available or to be available to the public (other than disclosed to the public by the Party receiving the confidential information); (b) required to be disclosed in accordance with applicable laws and regulations, stock exchange rules, or orders from government departments or courts; or (c) disclosed by a Party to its shareholders, directors, employees, legal or financial advisors necessary and requisite for the transactions contemplated herein, but such shareholders, directors, employees, legal or financial advisors are also subject to a duty of confidentiality similar to this clause. If either party's shareholders, directors, employees or retained agencies divulge or reveal the confidential information, it shall be deemed that the Party divulges or reveals such confidential information, and the Party shall be liable for default therefor in accordance with the Agreement.

#### 4. **Representations, Warranties and Undertakings**

- 4.1 Party A represents, warrants and undertakes as follows:

4.1.1 Party A is a foreign-funded enterprise duly established and validly existing in accordance with Chinese laws; Party A or its designated service provider will obtain government permits and licenses required to provide any services before providing such services under the Agreement.

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4.1.2 Party A has taken necessary corporate actions, obtained necessary authorizations, and obtained the consents and approvals (if necessary) of third parties and government authorities to execute, deliver and perform the Agreement; The execution, delivery and performance of the Agreement by Party A does not violate the express provisions of laws and regulations.

4.1.3 The Agreement constitutes a legal, valid, binding obligation upon it, and shall be enforceable against it in accordance with the terms of the Agreement.

4.2 Party B represents, warrants and undertakes as follows:

4.2.1 Party B is a company duly established and validly existing in accordance with Chinese laws. Party B has obtained and will maintain the government permits and licenses required for the Principal Business.

4.2.2 Party B has taken necessary corporate actions, obtained necessary authorizations, and obtained the consents and approvals (if necessary) of third parties and government authorities to execute, deliver and perform the Agreement; The execution, delivery and performance of the Agreement by Party B does not violate the express provisions of laws and regulations.

4.2.3 The Agreement constitutes a legal, valid, binding obligation upon it, and shall be enforceable against it in accordance with the terms of the Agreement.

4.2.4 There is no actual and pending litigation, arbitration or other judicial or administrative proceedings that will affect Party B's performance of its obligations under the Agreement, and no one, to its knowledge, has threatened to take such actions.

4.2.5 Party B shall pay Party A the service fee in full and in a timely manner in accordance with the provisions of the Agreement.

## 5. **Effectiveness and Term of the Agreement**

5.1 The Agreement shall take effect on the date of execution of the *Capital Increase Agreement* under the Capital Increase Arrangement specified in Paragraph 2 of the "Whereas" section of the Agreement; unless

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expressly specified in the Agreement or Party A decides to terminate the Agreement in writing, the Agreement shall remain in effect forever.

- 5.2 If the period of operation of any Party expires during the term of the Agreement, the Party shall renew its period of operation in time and use its best efforts to obtain approval from the competent authority so that the Agreement may continue to be valid and enforceable. If a Party's application for renewal of the operation period is not approved or consented to by any competent authority, the Agreement will be terminated at expiry of the period of operation of the Party.
- 5.3 The rights and obligations of the Parties under Articles 3, 6, 7 and this Paragraph 5.3 shall survive the termination of the Agreement.

## **6. Governing Laws and Settlement of Disputes**

- 6.1 The conclusion, effectiveness, interpretation, construction, performance, amendment, modification, termination and dispute settlement of the Agreement shall be governed by and interpreted or construed in accordance with Chinese laws.
- 6.2 Any dispute arising from or in connection with the interpretation, construction and performance of the Agreement shall first be settled by the Parties through amiable negotiation. If the dispute cannot be settled through negotiation, either Party may submit the dispute to the China International Economic and Trade Arbitration Commission for settlement by arbitration in accordance with its arbitration procedures and rules in effect at that time. The arbitration shall be conducted in Beijing. The arbitral award is final and binding on either Party.
- 6.3 When any dispute arises from the interpretation, construction and performance of the Agreement or any dispute is under arbitration, except for the disputed matters, the Parties shall continue to exercise their respective rights, and perform their respective obligations, under the Agreement.

## **7. Liabilities for Default and Indemnities**

- 7.1 If Party B is substantially in default of any provision of the Agreement, Party A shall have the right to terminate the Agreement and/or demand Party B to pay compensatory damages; the provision of this Paragraph 7.1 shall not prejudice any other rights of Party A under the Agreement.
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7.2 Unless otherwise provided by laws, Party B shall have no right to unilaterally terminate or rescind the Agreement under any circumstances.

7.3 Party B shall indemnify, defend and hold Party A harmless from and against any losses, damages, liabilities or expenses arising from any lawsuits, claims or other demands against Party A arising from or caused by the services provided by Party A to Party B in accordance with the Agreement, unless such losses, damages, liabilities or expenses are caused by the gross negligence or willful misconduct of Party A.

## 8. **Force Majeure**

8.1 If either Party to the Agreement fails to perform, or fully perform, the Agreement directly due to earthquakes, typhoons, floods, fires, epidemics, wars, strikes and any other force majeure events that are unforeseeable, unpreventable or unavoidable by the affected Party (collectively, "force majeure"), the Party affected by such force majeure shall not be liable for the non-performance or partial performance. However, the affected Party shall forthwith give a written notice to the other Party without delay, and shall provide the other Party with details of the force majeure event within 15 days after giving the written notice, explaining the reason for its failure to perform, fully perform, or for its delay in performing, the Agreement.

8.2 If the Party asserting force majeure fails to notify the other Party or provide appropriate proof in accordance with the preceding provisions, it shall not be exempt from the liability for failure to perform its obligations hereunder. The Party affected by the force majeure shall make reasonable efforts to reduce the consequences of the force majeure and resume performance of all relevant obligations as soon as possible after the force majeure ends. If the Party affected by the force majeure fails to resume performance of the relevant obligations after the reason for the temporary exemption from performance due to the force majeure disappears, the Party shall be liable to the other Party therefor.

8.3 When force majeure occurs, the Parties should forthwith negotiate with each other in order to reach a fair solution, and shall make all reasonable efforts to minimize the consequences of the force majeure.

## 9. **Notices**

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9.1 All notices and other communications required or given under the Agreement shall be delivered personally, by registered mail, postage prepaid, or by commercial courier service or by facsimile to the other Party at the address listed below. Each notice shall also be delivered by e-mail. The date on which such a notice is deemed to have been effectively served is determined as follows:

9.1.1 If the notice is sent by personal delivery, courier service or registered mail, postage prepaid, the effective service date is the date of receipt or rejection at the address set for notices.

9.1.2 If the notice is sent by fax, the effective service date shall be the date of successful transmission (evidenced by the automatically generated transmission confirmation information).

9.2 For the purpose of notices, the addresses of the Parties are as follows:

**Party A: Beijing Dakr Information Technology Co., Ltd.**

**Address:** Floor 5, Tower A1, Junhao Central Park Plaza, No. 10 Chaoyang Park South Road, Chaoyang District, Beijing

**Attn:** Wei Lin

**Tel:** 13601306068

**Party B: Beijing Duokr Information Technology Co., Ltd.**

**Address:** Floor 5, Tower A1, Junhao Central Park Plaza, No. 10 Chaoyang Park South Road, Chaoyang District, Beijing

**Attn:** Wei Lin

**Tel:** 13601306068

9.3 Either Party may change its address for receiving notices at any time by giving a notice to the other Party in accordance with this Article.

10. **Transfer of the Agreement**

10.1 Party B shall not transfer its rights and obligations under the Agreement to a third party without the prior written consent of Party A.

10.2 Party B hereby agrees that Party A may transfer its rights and obligations under the Agreement to a third party, and Party A only

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needs to give a written notice to Party B when such transfer occurs, and does not need to obtain Party B's consent to such transfer.

11. **Severability of the Agreement**

If any one or more provisions of the Agreement are held to be invalid, illegal or unenforceable in any respect under any law or regulation, the validity, legality or enforceability of the remaining provisions of the Agreement shall not be affected or impaired thereby in any way. The Parties shall negotiate in good faith to try to replace such invalid, illegal or unenforceable provisions with valid provisions to the fullest extent permitted by laws and expected by the Parties, and the economic effects of such valid provisions shall be as similar as possible to those of invalid, illegal or unenforceable provisions.

12. **Modifications and Supplements to the Agreement**

The Parties may make amendments and supplements to the Agreement by a written agreement. Amendment and supplementary agreements to the Agreement executed by the Parties constitute an integral part of the Agreement and shall have the same legal effect as the Agreement.

13. **Entire Agreement**

Except for the written amendments, supplements or modifications made after the execution of the Agreement, the Agreement constitutes the complete agreement between the Parties on the subject matter of the Agreement, and supersedes all previous oral or written negotiations, representations and agreements on the subject matter of the Agreement. The Agreement shall replace the original cooperation agreement previously concluded by the Parties, and the original cooperation agreement shall be terminated immediately from the effective date of the Agreement.

14. **Waiver**

Either Party may waive the terms and conditions of the Agreement, but only in writing and signed by the Parties. A waiver by a Party of a default by the other Party in one case shall not be deemed a waiver by that Party of a similar default by the other Party in other cases.

15. **Miscellaneous**

If the Parties need to sign relevant documents on business cooperation under the Agreement in accordance with relevant laws and regulations, requirements

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of stock exchanges or other relevant government authorities in order to perform the Agreement (collectively, the “government-required documents”), the Parties shall cooperate in signing the government-required documents otherwise in accordance with relevant documents at that time. The Parties agree that the provisions of the Agreement shall be deemed as supplements and/or changes to the government-required documents, and have the same legal effect as the government-required documents. The government-required documents and the Agreement together constitute the entire agreement between the Parties with respect to the subject matter of the Agreement; however, in the event of any conflict between the government-required documents and the Agreement, the provisions of the Agreement shall still prevail.

16. **Counterparts**

The Agreement is written in Chinese and executed in duplicate, with either Party holding one counterpart respectively.  
[There is no text below]

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IN WITNESS WHEREOF, the Parties hereto have procured their respective duly authorized representatives to execute the Exclusive Business Cooperation Agreement on the date first written above.

**Party A: Beijing Dakr Information Technology Co., Ltd. (seal)**

Signed by:

Title:

**Party B: Beijing Duokr Information Technology Co., Ltd. (seal)**

Signed by:

Title:

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## Power of Attorney

The Enterprise, Tianjin Zhang Gongzi Technology Partnership (Limited Partnership), with a unified social credit code of 91120116MA05W9RU8A, sign this Power of Attorney on November 4, 2022, which shall take effect on the date of execution of the *Capital Increase Agreement* under the capital increase arrangement as specified in the Transaction Documents (as defined below). The Enterprise owns 61.56% of the equity of Beijing Duokr Information Technology Co., Ltd. (the “Company”) on the date of signing of this Power of Attorney.

Regarding the equity held by the Enterprise in the Company, now and in the future (the “Equity Held by the Enterprise”), the Enterprise hereby irrevocably appoints and authorizes Beijing Dakr Information Technology Co., Ltd. (the “WFOE”) or the person designated by the WFOE at its own discretion (including its successor, including the liquidator replacing the WFOE, if involved) (the “Agent”), to be the sole and exclusive agent of the Enterprise during the period of this Power of Attorney to represent the Enterprise in exercising all the rights that the Enterprise may have with respect to the Equity Held by the Enterprise in accordance with relevant laws and regulations and the articles of association of the Company, including but not limited to the following rights (collectively, the “Shareholder Rights”):

- (a) proposing to hold, convene, and participating in, the shareholders’ meeting of the Company;
- (b) receiving any notices about the convening of the shareholders’ meetings and related procedures;
- (c) signing and delivering any written resolutions in the name of the Enterprise and on behalf of the Enterprise as a shareholder of the Company;
- (d) voting in person or by proxy on any matter discussed at the shareholders’ meeting (including but not limited to the sale, transfer, mortgage, pledge or disposal of any or all of the Company’s assets);
- (e) selling, transferring, pledging or otherwise disposing of any or all of the Equity Held by the Enterprise in the Company;
- (f) nominating, electing, designating or appointing and removing the legal representative, director, general manager, chief financial officer, supervisor and other officers of the Company;
- (g) supervising the Company’s operating performance, approving the Company’s annual budget or declaring dividends, and reviewing the Company’s financial information at any time;
- (h) approving the Company to file any registration documents with the competent government authorities;

- (i) representing shareholders in exercising voting rights on the matters of liquidation of the Company;
- (j) filing a shareholder lawsuit or taking other legal actions against a directors or officer of the Company when the action of such a director or officer impairs the interests of the Company or its shareholders;
- (k) approving any amendments to the articles of association of the Company; and
- (l) any other rights granted to shareholders by the Company's articles of association or relevant laws and regulations.

The Enterprise hereby further agrees and undertakes:

The Agent shall have the right to represent the Enterprise to sign any and all documents required to be signed by the Enterprise as specified in the *Exclusive Option Agreement* executed by and among the Enterprise, the WFOE and the Company on November 4, 2022, and the *Equity Pledge Agreement* executed by and among the Enterprise, the WFOE and the Company on November 4, 2022 (including any amendments, modifications or restatement to the foregoing, collectively, the "Transaction Documents"), and to perform the Transaction Documents as scheduled. The exercise of this right shall not impose any restriction on the authorization hereunder in whatever form.

Any and all actions taken by the Agent regarding the Equity Held by the Enterprise shall be deemed as the actions taken by the Enterprise, and all documents signed by the Agent regarding the Equity Held by the Enterprise shall be deemed as documents signed by the Enterprise, all of which will be recognized by the Company.

The WFOE has the right to authorize another individual or entity to handle the above matters without prior notice to the Enterprise or obtaining the prior consent of the Enterprise. If required by Chinese laws, The WFOE shall assign Chinese citizens or other individuals or entities permitted by Chinese laws to exercise the rights above. Once the WFOE notifies the Enterprise in writing that it will transfer the rights under this Power of Attorney to a third party, the Enterprise will forthwith withdraw the appointment and authorization made to the WFOE herein, and forthwith sign a new power of attorney in the same format as this Power of Attorney, making the same authorization and appointment as the content of this Power of Attorney to the person nominated by the WFOE.

The Enterprise undertakes not to take any action that is contrary to the purpose or intention of the Transaction Documents and this Power of Attorney, or engage in any act or omission that may cause conflicts of interest between the WFOE and the Company or its subsidiaries; if a conflict of interest arises, the Enterprise shall support the legitimate rights and interests of the WFOE and take any action reasonably required by the WFOE.

During the period when the Enterprise is a shareholder of the Company, unless the WFOE gives an instruction to the contrary in writing, this Power of Attorney shall

be irrevocable and continues to be valid from the date of signing of this Power of Attorney.

For any dispute arising from the interpretation and performance of this Power of Attorney, any of the Enterprise and the WFOE or the person designated by the WFOE at its own discretion (including its successor, including the liquidator replacing the WFOE, if involved), may file the dispute to the China International Economic and Trade Arbitration Commission for settlement by arbitration in accordance with its arbitration procedures and rules in effect at that time. The arbitration shall be conducted in Beijing. The arbitral award is final and binding on all parties concerned. During the arbitration period, this Power of Attorney shall continue to be valid, except for the part disputed by the Enterprise or by the WFOE or by the person designated by the WFOE at its own discretion (including its successor, including the liquidator replacing the WFOE, if involved) and involved in the arbitration.

During the period of this Power of Attorney, the Enterprise hereby waives all rights related to the Equity Held by the Enterprise that have been authorized to the WFOE through this Power of Attorney and that will no longer be exercised by the Enterprise by itself.

[There is no text below]

**Tianjin Zhang Gongzi Technology Partnership (Limited Partnership) (seal)**

Signed by:  
Title:

The WFOE hereby agrees and accepts this Power of Attorney:

**Beijing Dakr Information Technology Co., Ltd.** (seal)

Signed by:

Title:

The Company hereby agrees and recognizes this Power of Attorney:

**Beijing Duokr Information Technology Co., Ltd.** (seal)

Signed by:

Title:

## Power of Attorney

The Enterprise, Shenzhen Guohong No. 2 Enterprise Management Partnership (Limited Partnership), with a unified social credit code of 91440300MA5EQ4KM9Q, sign this Power of Attorney on November 4, 2022, which shall take effect on the date of execution of the *Capital Increase Agreement* under the capital increase arrangement as specified in the Transaction Documents (as defined below). The Enterprise owns 23.08% of the equity of Beijing Duokr Information Technology Co., Ltd. (the “Company”) on the date of signing of this Power of Attorney.

Regarding the equity held by the Enterprise in the Company, now and in the future (the “Equity Held by the Enterprise”), the Enterprise hereby irrevocably appoints and authorizes Beijing Dakr Information Technology Co., Ltd. (the “WFOE”) or the person designated by the WFOE at its own discretion (including its successor, including the liquidator replacing the WFOE, if involved) (the “Agent”), to be the sole and exclusive agent of the Enterprise during the period of this Power of Attorney to represent the Enterprise in exercising all the rights that the Enterprise may have with respect to the Equity Held by the Enterprise in accordance with relevant laws and regulations and the articles of association of the Company, including but not limited to the following rights (collectively, the “Shareholder Rights”):

- (a) proposing to hold, convene, and participating in, the shareholders’ meeting of the Company;
- (b) receiving any notices about the convening of the shareholders’ meetings and related procedures;
- (c) signing and delivering any written resolutions in the name of the Enterprise and on behalf of the Enterprise as a shareholder of the Company;
- (d) voting in person or by proxy on any matter discussed at the shareholders’ meeting (including but not limited to the sale, transfer, mortgage, pledge or disposal of any or all of the Company’s assets);
- (e) selling, transferring, pledging or otherwise disposing of any or all of the Equity Held by the Enterprise in the Company;
- (f) nominating, electing, designating or appointing and removing the legal representative, director, general manager, chief financial officer, supervisor and other officers of the Company;
- (g) supervising the Company’s operating performance, approving the Company’s annual budget or declaring dividends, and reviewing the Company’s financial information at any time;
- (h) approving the Company to file any registration documents with the competent government authorities;

- (i) representing shareholders in exercising voting rights on the matters of liquidation of the Company;
- (j) filing a shareholder lawsuit or taking other legal actions against a directors or officer of the Company when the action of such a director or officer impairs the interests of the Company or its shareholders;
- (k) approving any amendments to the articles of association of the Company; and
- (l) any other rights granted to shareholders by the Company's articles of association or relevant laws and regulations.

The Enterprise hereby further agrees and undertakes:

The Agent shall have the right to represent the Enterprise to sign any and all documents required to be signed by the Enterprise as specified in the *Exclusive Option Agreement* executed by and among the Enterprise, the WFOE and the Company on November 4, 2022, and the *Equity Pledge Agreement* executed by and among the Enterprise, the WFOE and the Company on November 4, 2022 (including any amendments, modifications or restatement to the foregoing, collectively, the "Transaction Documents"), and to perform the Transaction Documents as scheduled. The exercise of this right shall not impose any restriction on the authorization hereunder in whatever form.

Any and all actions taken by the Agent regarding the Equity Held by the Enterprise shall be deemed as the actions taken by the Enterprise, and all documents signed by the Agent regarding the Equity Held by the Enterprise shall be deemed as documents signed by the Enterprise, all of which will be recognized by the Company.

The WFOE has the right to authorize another individual or entity to handle the above matters without prior notice to the Enterprise or obtaining the prior consent of the Enterprise. If required by Chinese laws, The WFOE shall assign Chinese citizens or other individuals or entities permitted by Chinese laws to exercise the rights above. Once the WFOE notifies the Enterprise in writing that it will transfer the rights under this Power of Attorney to a third party, the Enterprise will forthwith withdraw the appointment and authorization made to the WFOE herein, and forthwith sign a new power of attorney in the same format as this Power of Attorney, making the same authorization and appointment as the content of this Power of Attorney to the person nominated by the WFOE.

The Enterprise undertakes not to take any action that is contrary to the purpose or intention of the Transaction Documents and this Power of Attorney, or engage in any act or omission that may cause conflicts of interest between the WFOE and the Company or its subsidiaries; if a conflict of interest arises, the Enterprise shall support the legitimate rights and interests of the WFOE and take any action reasonably required by the WFOE.

During the period when the Enterprise is a shareholder of the Company, unless the WFOE gives an instruction to the contrary in writing, this Power of Attorney shall

be irrevocable and continues to be valid from the date of signing of this Power of Attorney.

For any dispute arising from the interpretation and performance of this Power of Attorney, any of the Enterprise and the WFOE or the person designated by the WFOE at its own discretion (including its successor, including the liquidator replacing the WFOE, if involved), may file the dispute to the China International Economic and Trade Arbitration Commission for settlement by arbitration in accordance with its arbitration procedures and rules in effect at that time. The arbitration shall be conducted in Beijing. The arbitral award is final and binding on all parties concerned. During the arbitration period, this Power of Attorney shall continue to be valid, except for the part disputed by the Enterprise or by the WFOE or by the person designated by the WFOE at its own discretion (including its successor, including the liquidator replacing the WFOE, if involved) and involved in the arbitration.

During the period of this Power of Attorney, the Enterprise hereby waives all rights related to the Equity Held by the Enterprise that have been authorized to the WFOE through this Power of Attorney and that will no longer be exercised by the Enterprise by itself.

[There is no text below]

**Shenzhen Guohong No. 2 Enterprise Management Partnership (Limited Partnership)** (seal)

Signed by:  
Title:

The WFOE hereby agrees and accepts this Power of Attorney:

**Beijing Dakr Information Technology Co., Ltd.** (seal)

Signed by:  
Title:

The Company hereby agrees and recognizes this Power of Attorney:

**Beijing Duokr Information Technology Co., Ltd.** (seal)

Signed by:  
Title:

## Power of Attorney

The Enterprise, Ningbo Meishan Bonded Port Area Tianhong Lvheng Investment Management Partnership (Limited Partnership), with a unified social credit code of 91330206MA2AGJ8K3N, sign this Power of Attorney on November 4, 2022, which shall take effect on the date of execution of the *Capital Increase Agreement* under the capital increase arrangement as specified in the Transaction Documents (as defined below). The Enterprise owns 14.36% of the equity of Beijing Duokr Information Technology Co., Ltd. (the “Company”) on the date of signing of this Power of Attorney.

Regarding the equity held by the Enterprise in the Company, now and in the future (the “Equity Held by the Enterprise”), the Enterprise hereby irrevocably appoints and authorizes Beijing Dakr Information Technology Co., Ltd. (the “WFOE”) or the person designated by the WFOE at its own discretion (including its successor, including the liquidator replacing the WFOE, if involved) (the “Agent”), to be the sole and exclusive agent of the Enterprise during the period of this Power of Attorney to represent the Enterprise in exercising all the rights that the Enterprise may have with respect to the Equity Held by the Enterprise in accordance with relevant laws and regulations and the articles of association of the Company, including but not limited to the following rights (collectively, the “Shareholder Rights”):

- (a) proposing to hold, convene, and participating in, the shareholders’ meeting of the Company;
- (b) receiving any notices about the convening of the shareholders’ meetings and related procedures;
- (c) signing and delivering any written resolutions in the name of the Enterprise and on behalf of the Enterprise as a shareholder of the Company;
- (d) voting in person or by proxy on any matter discussed at the shareholders’ meeting (including but not limited to the sale, transfer, mortgage, pledge or disposal of any or all of the Company’s assets);
- (e) selling, transferring, pledging or otherwise disposing of any or all of the Equity Held by the Enterprise in the Company;
- (f) nominating, electing, designating or appointing and removing the legal representative, director, general manager, chief financial officer, supervisor and other officers of the Company;
- (g) supervising the Company’s operating performance, approving the Company’s annual budget or declaring dividends, and reviewing the Company’s financial information at any time;
- (h) approving the Company to file any registration documents with the competent government authorities;

- (i) representing shareholders in exercising voting rights on the matters of liquidation of the Company;
- (j) filing a shareholder lawsuit or taking other legal actions against a directors or officer of the Company when the action of such a director or officer impairs the interests of the Company or its shareholders;
- (k) approving any amendments to the articles of association of the Company; and
- (l) any other rights granted to shareholders by the Company's articles of association or relevant laws and regulations.

The Enterprise hereby further agrees and undertakes:

The Agent shall have the right to represent the Enterprise to sign any and all documents required to be signed by the Enterprise as specified in the *Exclusive Option Agreement* executed by and among the Enterprise, the WFOE and the Company on November 4, 2022, and the *Equity Pledge Agreement* executed by and among the Enterprise, the WFOE and the Company on November 4, 2022 (including any amendments, modifications or restatement to the foregoing, collectively, the "Transaction Documents"), and to perform the Transaction Documents as scheduled. The exercise of this right shall not impose any restriction on the authorization hereunder in whatever form.

Any and all actions taken by the Agent regarding the Equity Held by the Enterprise shall be deemed as the actions taken by the Enterprise, and all documents signed by the Agent regarding the Equity Held by the Enterprise shall be deemed as documents signed by the Enterprise, all of which will be recognized by the Company.

The WFOE has the right to authorize another individual or entity to handle the above matters without prior notice to the Enterprise or obtaining the prior consent of the Enterprise. If required by Chinese laws, The WFOE shall assign Chinese citizens or other individuals or entities permitted by Chinese laws to exercise the rights above. Once the WFOE notifies the Enterprise in writing that it will transfer the rights under this Power of Attorney to a third party, the Enterprise will forthwith withdraw the appointment and authorization made to the WFOE herein, and forthwith sign a new power of attorney in the same format as this Power of Attorney, making the same authorization and appointment as the content of this Power of Attorney to the person nominated by the WFOE.

The Enterprise undertakes not to take any action that is contrary to the purpose or intention of the Transaction Documents and this Power of Attorney, or engage in any act or omission that may cause conflicts of interest between the WFOE and the Company or its subsidiaries; if a conflict of interest arises, the Enterprise shall support the legitimate rights and interests of the WFOE and take any action reasonably required by the WFOE.

During the period when the Enterprise is a shareholder of the Company, unless

the WFOE gives an instruction to the contrary in writing, this Power of Attorney shall be irrevocable and continues to be valid from the date of signing of this Power of Attorney.

For any dispute arising from the interpretation and performance of this Power of Attorney, any of the Enterprise and the WFOE or the person designated by the WFOE at its own discretion (including its successor, including the liquidator replacing the WFOE, if involved), may file the dispute to the China International Economic and Trade Arbitration Commission for settlement by arbitration in accordance with its arbitration procedures and rules in effect at that time. The arbitration shall be conducted in Beijing. The arbitral award is final and binding on all parties concerned. During the arbitration period, this Power of Attorney shall continue to be valid, except for the part disputed by the Enterprise or by the WFOE or by the person designated by the WFOE at its own discretion (including its successor, including the liquidator replacing the WFOE, if involved) and involved in the arbitration.

During the period of this Power of Attorney, the Enterprise hereby waives all rights related to the Equity Held by the Enterprise that have been authorized to the WFOE through this Power of Attorney and that will no longer be exercised by the Enterprise by itself.

[There is no text below]

**Ningbo Meishan Bonded Port Area Tianhong Lvheng Investment Management Partnership (Limited Partnership)**  
(seal)

Signed by:  
Title:

The WFOE hereby agrees and accepts this Power of Attorney:

**Beijing Dakr Information Technology Co., Ltd.** (seal)

Signed by:  
Title:

The Company hereby agrees and recognizes this Power of Attorney:

**Beijing Duokr Information Technology Co., Ltd.** (seal)

Signed by:  
Title:

**Certification by the Principal Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Dagang Feng, certify that:

1. I have reviewed this annual report on Form 20-F of 36Kr Holdings Inc. (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: April 26, 2023

By: /s/ Dagang Feng

Name: Dagang Feng

Title: Chief Executive Officer

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**Certification by the Principal Executive Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of 36Kr Holdings Inc. (the "Company") on Form 20-F for the year ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Dagang Feng, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2023

By: /s/ Dagang Feng  
Name: Dagang Feng  
Title: Chief Executive Officer

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**Certification by the Principal Financial Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of 36Kr Holdings Inc. (the "Company") on Form 20-F for the year ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lin Wei, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2023

By: /s/ Lin Wei  
Name: Lin Wei  
Title: Chief Financial Officer

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No 333-235747) of 36Kr Holdings Inc. of our report dated April 26, 2023 relating to the financial statements, which appears in this Form 20-F.

/s/ PricewaterhouseCoopers Zhong Tian LLP  
Beijing, the People's Republic of China  
April 26, 2023

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競天公誠律師事務所  
JINGTIAN & GONGCHENG

34/F, Tower 3, China Central Place, 77 Jianguo Road, Beijing 100025, China

Telephone: (86-10) 5809-1000 Facsimile: (86-10) 5809-1100

To: 36Kr Holdings Inc.

5-6/F, Tower A1, Junhao Central Park Plaza  
No. 10 South Chaoyang Park Avenue  
Chaoyang District, Beijing, People's Republic of China, 100026

April 26, 2023

Dear Sir/Madam:

We hereby consent to the reference of our name under the heading “Item 3. Key Information — 3.D. Risk Factors” and “Item 4. Information on the Company — 4.A. History and Development of the Company” in 36Kr Holdings Inc.’s Annual Report on Form 20-F for the year ended December 31, 2022 (the “Annual Report”), which will be filed with the Securities and Exchange Commission (the “SEC”) in the month of April 2023. We also consent to the filing of this consent letter with the SEC as an exhibit to the Annual Report.

In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, or under the Securities Exchange Act of 1934, in each case, as amended, or the regulations promulgated thereunder.

Very truly yours,

/s/ Jingtian & Gongcheng  
Jingtian & Gongcheng

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April 26, 2023

**VIA EDGAR**

Division of Corporate Finance

Office of Telecommunications

U.S. Securities & Exchange Commission

100 F Street, NE

Washington, D.C. 20549

Re: 36Kr Holdings Inc.

Submission under the Item 16I(a) of Form 20-F

Dear Sir/Madam,

In compliance with the Holding Foreign Companies Accountable Act, 36Kr Holdings Inc. (the “**Company**”) is submitting via EDGAR the following information as required under Item 16I.(a) of Form 20-F.

For the immediately preceding annual financial statements period, the Company’s auditor, PricewaterhouseCoopers Zhong Tian LLP (a registered public accounting firm that The United States Public Company Accounting Oversight Board was previously unable to inspect or investigate completely) issued an audit report for the Company for the year ended December 31, 2021.

To the Company’s best knowledge and based on an examination of its register of members and the public filings on Schedule 13G made by its shareholders, the Company respectfully submits that it is not owned or controlled by a governmental entity in the foreign jurisdiction as of the date of this submission.

As of March 31, 2023, Mr. Dagang Feng beneficially owned approximately 16.9% of the Company’s total issued and outstanding ordinary shares, Tembusu Limited beneficially owned approximately 9.2% of the Company’s total issued and outstanding ordinary shares, Mr. Yinghao Zhang beneficially owned approximately 6.6% of the Company’s total issued and outstanding ordinary shares, China Prosperity Capital Alpha Limited beneficially owned approximately 7.2% of the Company’s total issued and outstanding ordinary shares, and Mr. Chengcheng Liu beneficially owned approximately 6.2% of the Company’s total issued and outstanding ordinary shares. Based on an examination of the Company’s register of members and the public filings made by the Company’s shareholders, no other shareholder owned more than 5% of the Company’s outstanding shares as of March 31, 2023. Tembusu Limited is a limited liability company incorporated under the laws of British Virgin

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Islands, and is wholly owned by David Su Tuong Sing. China Prosperity Capital Alpha Limited is a limited liability company incorporated under the laws of Samoa, and is ultimately controlled by Hendrick Sin.

In addition, the Company is not aware of any governmental entity that is in possession of, direct or indirect, of the power to control the ownership of the Company, whether through the ownership of voting securities, by contract, or otherwise.

Should any member of the Staff have any questions or comments regarding the Company's submission set forth above, please do not hesitate to contact our outside legal counsel, Li He, Davis Polk & Wardwell, at (852) 2533-3386 and Ran Li, Davis Polk & Wardwell, at (86) 8567-5013.

Very truly yours,

By: /s/ Dagang Feng

Name: Dagang Feng

Title: Chief Executive Officer

cc: Lin Wei, Chief Financial Officer

Li He, Davis Polk & Wardwell

Ran Li, Davis Polk & Wardwell