

---

---

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

---

**FORM 20-F**

---

(Mark One)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (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, 2020

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

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 \_\_\_\_\_

Commission file number: **000-50841**

---

**51job, 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)

**Building 3**

**No. 1387 Zhang Dong Road  
Shanghai 201203**

**People's Republic of China**

(Address of principal executive offices)

**Rick Yan, Chief Executive Officer**

**Telephone: +86-21-6160-1888**

**Facsimile: +86-21-6879-6233**

**Building 3**

**No. 1387 Zhang Dong Road  
Shanghai 201203**

**People's Republic of China**

(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:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
American depositary shares, each representing one common share, par value US\$0.0001 per share	JOBS	NASDAQ Stock Market LLC (NASDAQ Global Select Market)
Common shares, par value US\$0.0001 per share*		NASDAQ Stock Market LLC (NASDAQ Global Select Market)

\* Not for trading but only in connection with the listing of American depositary shares on the NASDAQ Global Select 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)

---

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: **67,406,657 common shares, par value US\$0.0001 per share, as of December 31, 2020.**

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, a non-accelerated filer, or an emerging growth company. 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<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act. ☐

<sup>†</sup> 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 on and 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. ☒

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

---

---

---

TABLE OF CONTENTS

	<u>Page</u>
<a href="#">INTRODUCTION</a>	ii
<a href="#">FORWARD-LOOKING STATEMENTS</a>	iii
 <a href="#">PART I</a>	
<a href="#">Item 1. Identity of Directors, Senior Management and Advisers</a>	1
<a href="#">Item 2. Offer Statistics and Expected Timetable</a>	1
<a href="#">Item 3. Key Information</a>	1
<a href="#">Item 4. Information on the Company</a>	31
<a href="#">Item 4A. Unresolved Staff Comments</a>	55
<a href="#">Item 5. Operating and Financial Review and Prospects</a>	55
<a href="#">Item 6. Directors, Senior Management and Employees</a>	76
<a href="#">Item 7. Major Shareholders and Related Party Transactions</a>	86
<a href="#">Item 8. Financial Information</a>	88
<a href="#">Item 9. The Offer and Listing</a>	89
<a href="#">Item 10. Additional Information</a>	89
<a href="#">Item 11. Quantitative and Qualitative Disclosures About Market Risk</a>	100
<a href="#">Item 12. Description of Securities Other than Equity Securities</a>	100
 <a href="#">PART II</a>	
<a href="#">Item 13. Defaults, Dividend Arrearages and Delinquencies</a>	103
<a href="#">Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds</a>	103
<a href="#">Item 15. Controls and Procedures</a>	103
<a href="#">Item 16A. Audit Committee Financial Expert</a>	104
<a href="#">Item 16B. Code of Ethics</a>	104
<a href="#">Item 16C. Principal Accountant Fees and Services</a>	104
<a href="#">Item 16D. Exemptions from the Listing Standards for Audit Committees</a>	104
<a href="#">Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers</a>	104
<a href="#">Item 16F. Change in Registrant's Certifying Accountant</a>	105
<a href="#">Item 16G. Corporate Governance</a>	105
<a href="#">Item 16H. Mine Safety Disclosure</a>	105
 <a href="#">PART III</a>	
<a href="#">Item 17. Financial Statements</a>	106
<a href="#">Item 18. Financial Statements</a>	106
<a href="#">Item 19. Exhibits</a>	106

## INTRODUCTION

Unless otherwise indicated, references in this annual report to:

- “ADRs” are to the American depositary receipts that evidence our ADSs;
- “ADSs” are to our American depositary shares, each of which represents one common share;
- “China” or the “PRC” are to the People’s Republic of China, excluding for the purpose of this annual report only, Hong Kong, Macau and Taiwan;
- “RMB” are to Renminbi, the legal currency of the PRC;
- “shares” or “common shares” are to our common shares, with par value US\$0.0001 per share;
- “U.S. GAAP” are to the generally accepted accounting principles in the United States of America; and
- “US\$” are to U.S. dollars, the legal currency of the United States of America.

Unless the context indicates otherwise, “we,” “us,” “our company,” “our” and “51job” refer to 51job, Inc., its predecessor entities and subsidiaries, and, in the context of describing our operations, also include our affiliated entities.

In addition, unless otherwise indicated, references in this annual report to:

- “51net” are to 51net.com Inc.;
- “AdCo” are to Shanghai Qianjin Advertising Co., Ltd.;
- “Qian Cheng” are to Beijing Qian Cheng Si Jin Advertising Co., Ltd.;
- “Run An” are to Beijing Run An Information Consultancy Co., Ltd.;
- “Tech JV” are to Qianjin Network Information Technology (Shanghai) Co., Ltd.;
- “WFOE” are to Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd.; and
- “Wuhan AdCo” are to Wuhan Mei Hao Qian Cheng Advertising Co., Ltd.

Any discrepancies in any table between the amounts identified as total amounts and the sum of the amounts listed therein are due to rounding.

We publish our financial statements in Renminbi. This annual report contains translations of certain Renminbi amounts into U.S. dollar amounts at specified rates solely for your convenience. All translations from Renminbi to U.S. dollars were made at the noon buying rate in New York for cable transfers of Renminbi as certified for customs purposes by the Federal Reserve Bank of New York, which was RMB6.5250 to US\$1.00 on December 31, 2020, as set forth in the Federal Reserve Board’s H.10 Statistical Release. 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.

## FORWARD-LOOKING STATEMENTS

This annual report on Form 20-F contains statements of a forward-looking nature. These statements are made within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and as defined in the Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by terminology such as “may,” “will,” “should,” “is/are likely to,” “expect,” “intend,” “aim,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue” or the negative of these terms or other comparable terminology. 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. The forward-looking statements included in this annual report relate to, among others:

- our growth strategies and expansion plans;
- our future business development, financial condition and results of operations;
- growth and trends of the human resource services industry in China;
- market acceptance of our products and services;
- competition in our industry;
- our ability to control our operating costs and expenses;
- our ability to retain key personnel and attract new talent;
- relevant government policies and regulations relating to our industry, corporate structure and business operations;
- seasonality of our business;
- fluctuations in the value of the Renminbi against the U.S. dollar and other currencies;
- acquisitions or investments we have made or will make in the future; and
- fluctuations in general economic conditions in China and globally.

You should not place undue reliance on these forward-looking statements. Although we believe that our expectations expressed in these forward-looking statements are reasonable, our expectations may later be found to be incorrect. You should read these statements in conjunction with the risks disclosed in “Item 3.D. Key Information — Risk Factors” of this annual report and other risks outlined in our other filings with the U.S. Securities and Exchange Commission, or the SEC. Those risks are not exhaustive. Moreover, we operate in an emerging and evolving environment. New risks may emerge from time to time, and it is not possible for our management to predict all risks, nor can we assess the impact of such risks on our business or the extent to which any risk, or combination of risks, may cause actual results to differ materially from those contained in any forward-looking statements. Except as required by law, we undertake no obligation to update or revise publicly 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

#### A. Selected Financial Data

The following tables present the selected consolidated financial information for our company. The selected consolidated statements of operations and comprehensive income data and selected consolidated statements of cash flows data for the years ended December 31, 2018, 2019 and 2020, and the selected consolidated balance sheets data as of December 31, 2019 and 2020, are derived from our audited consolidated financial statements, which are included in this annual report beginning on page F-1. The selected consolidated statements of operations and comprehensive income data and selected consolidated statements of cash flows data for the years ended December 31, 2016 and 2017, and the selected consolidated balance sheets data as of December 31, 2016, 2017 and 2018 have been derived from our audited consolidated financial statements, which are not included in this annual report. You should read the following information in conjunction with the consolidated financial statements and the related notes included elsewhere in this annual report and “Item 5. Operating and Financial Review and Prospects.” Our consolidated financial statements are prepared and presented in accordance with U.S. GAAP. The historical results presented below do not necessarily indicate results expected for any future period.

	For the year ended December 31,				
	2016	2017	2018	2019	2020
	RMB	RMB	RMB	RMB	US\$
(in thousands, except share and per share data)					
<b>Selected Consolidated Statements of Operations and Comprehensive Income Data:</b>					
Net revenues	2,338,334	2,881,215	3,781,946	4,000,025	3,688,951
Cost of services <sup>(1)</sup>	(663,001)	(796,063)	(1,081,011)	(1,221,935)	(1,261,731)
Gross profit	1,675,333	2,085,152	2,700,935	2,778,090	2,427,220
Operating expenses <sup>(1)</sup> :					
Sales and marketing	(783,492)	(917,784)	(1,197,178)	(1,188,233)	(1,182,677)
General and administrative	(280,002)	(296,608)	(353,557)	(384,072)	(377,438)
Total operating expenses	(1,063,494)	(1,214,392)	(1,550,735)	(1,572,305)	(1,560,115)
Income from operations	611,839	870,760	1,150,200	1,205,785	867,105
Income before income tax expense	699,886	542,256	1,486,875	762,092	1,259,845
Income tax expense	(134,699)	(169,493)	(242,434)	(235,890)	(188,417)
Net income	565,187	372,763	1,244,441	526,202	1,071,428
Net loss (income) attributable to non-controlling interests	791	(874)	7,878	6,116	25,848
Net income attributable to 51job, Inc.	565,978	371,889	1,252,319	532,318	1,097,276
Earnings per share:					
Basic	9.74	6.19	20.42	8.18	16.35
Diluted	9.68	6.08	19.82	7.98	16.12
Weighted average number of common shares outstanding:					
Basic	58,132,976	60,087,306	61,318,292	65,049,597	67,101,601
Diluted	58,474,068	61,150,413	63,175,483	66,683,457	68,056,724

(1) Share-based compensation was included in the selected consolidated statements of operations and comprehensive income data as follows:

	For the year ended December 31,					
	2016 RMB	2017 RMB	2018 RMB	2019 RMB	2020 RMB	2020 US\$
	(in thousands)					
Cost of services	(14,080)	(14,029)	(16,316)	(20,189)	(23,648)	(3,624)
Operating expenses:						
Sales and marketing	(12,104)	(12,060)	(14,026)	(17,356)	(20,329)	(3,116)
General and administrative	(59,886)	(59,879)	(74,623)	(88,604)	(99,829)	(15,299)

	As of December 31,					
	2016	2017	2018	2019	2020	2020
	RMB	RMB	RMB	RMB	RMB	US\$
	(in thousands)					
Selected Consolidated Balance Sheets Data:						
Assets:						
Cash	1,921,074	2,292,476	1,968,351	2,294,904	3,292,698	504,628
Short-term investments	4,159,318	4,839,550	6,865,886	7,645,686	7,469,213	1,144,707
Total current assets	6,719,585	7,878,241	9,676,990	10,942,404	11,547,629	1,769,751
Total non-current assets	1,016,325	2,145,491	2,561,426	3,347,138	4,128,051	632,652
Total assets	7,735,910	10,023,732	12,238,416	14,289,542	15,675,680	2,402,403
Liabilities:						
Convertible senior notes, current	1,257,709	—	1,725,182	—	—	—
Total current liabilities	2,703,022	2,042,654	4,209,468	2,833,462	2,810,417	430,715
Convertible senior notes, non-current	—	1,667,967	—	—	—	—
Other non-current liabilities	57,166	121,348	210,752	265,070	277,036	42,458
Total liabilities	2,760,188	3,831,969	4,420,220	3,098,532	3,087,453	473,173
Total mezzanine equity	—	228,230	225,645	216,974	189,811	29,090
Shareholders' equity:						
Common shares	49	50	50	53	54	8
Additional paid-in capital	1,299,350	1,809,732	2,055,036	4,901,466	5,206,154	797,878
Total 51job, Inc. shareholders' equity	4,967,443	5,954,380	7,569,241	10,948,331	12,372,747	1,896,206
Total equity	4,975,722	5,963,533	7,592,551	10,974,036	12,398,416	1,900,140
Total liabilities, mezzanine equity and equity	7,735,910	10,023,732	12,238,416	14,289,542	15,675,680	2,402,403

	For the year ended December 31,					
	2016	2017	2018	2019	2020	2020
	RMB	RMB	RMB	RMB	RMB	US\$
	(in thousands)					
Selected Consolidated Statements of Cash Flows Data:						
Net cash provided by operating activities	1,074,207	1,441,563	1,792,942	1,761,773	1,405,307	215,373
Net cash used in investing activities	(489,328)	(1,434,256)	(2,280,197)	(1,678,532)	(604,885)	(92,703)
Net cash provided by financing activities	160,493	424,415	145,121	281,376	161,133	24,695
Net increase (decrease) in cash and restricted cash	783,052	371,262	(318,604)	386,952	933,883	143,124

## B. Capitalization and Indebtedness

Not applicable.

## C. Reasons for the Offer and Use of Proceeds

Not applicable.

## **D. Risk Factors**

### **Summary of Risk Factors**

Our business is subject to numerous risks that you should carefully consider before making an investment decision. These risks are discussed more fully below and include, among others:

#### ***Risks Related to Our Business:***

- A slowdown or adverse development in the Chinese or global economy may have a material and adverse impact on our customers, demand for our services and our business.
- Because we face significant competition in all of our businesses, we may lose market share and our results of operations may be materially and adversely affected.
- New competitors face low entry barriers to our industries, and successful entry by new competitors may cause us to lose market share and materially and adversely affect our results of operations.
- If the online platforms we use to deliver our recruitment, training, assessment and other services do not grow in market acceptance, our business and results of operations may be materially and adversely affected.
- The market for other human resource related services, including business process outsourcing, remains in the early development stage in China, and we may be unable to expand such existing services or successfully develop new services in this area.
- Our business process outsourcing services may be adversely impacted by changes in PRC regulations and policies. In addition, new and future government regulations may significantly increase the number of labor disputes, which may result in higher operating costs.
- We are subject to potential legal liability from both employers and individuals with respect to the recruitment process and our business process outsourcing services.

#### ***Risks Related to Our Corporate Structure:***

- If the PRC authorities determine that our past ownership structure was inconsistent with the requirements for operating certain of our businesses, we could be subject to sanctions.
- We rely on agreements with Qian Cheng, Run An and their respective shareholders to receive all of the beneficial interest of these entities. These contractual arrangements may not be as effective as direct ownership.
- The shareholders of our affiliated Chinese entities may have potential conflicts of interest with us, which may adversely affect our business.
- The PRC laws and regulations governing our business operations and contractual arrangements are uncertain, and if we are found to be in violation, we could be subject to sanctions. In addition, any changes in such PRC laws and regulations may have a material and adverse effect on our business.

#### ***Risks Related to Doing Business in China:***

- Our business could be affected by changes in China's economic, political, regulatory or social conditions or government policies.
- The PRC legal system has inherent uncertainties that could materially and adversely affect us.
- We may be adversely affected by the complexity, uncertainties and changes in PRC regulation of Internet-related business and companies.
- Our ADSs may be delisted under the Holding Foreign Companies Accountable Act if the U.S. Public Company Accounting Oversight Board, or the PCAOB, is unable to inspect auditors who are located in China. The delisting of our ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment. Additionally, the inability of the PCAOB to conduct inspections deprives our investors with the benefits of such inspections.



***Risks Related to Our Common Shares and Our ADSs***

- We are controlled by a small number of our existing shareholders, whose interests may differ from those of other shareholders, and our board of directors has the power to discourage a change of control.
- The trading price of our ADSs has been volatile and may continue to be volatile regardless of our operating performance.

**Risks Related to Our Business**

***A slowdown or adverse development in the Chinese or global economy may have a material and adverse impact on our customers, demand for our services and our business.***

The COVID-19 pandemic has had a severe and negative impact on the Chinese and global economy since early 2020. With resurgences and corresponding lockdowns continuing to occur in various countries and regions recently, the pandemic's effect on economic conditions may be prolonged. Even before the outbreak of COVID-19, the global macroeconomic environment had been facing challenges. 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, which may result in or intensify potential conflicts and lead foreign investors to close down their businesses or withdraw their investments in China. In particular, there is significant uncertainty about the future relationship between the United States and China with respect to trade policies, treaties, government regulations, tariffs and intellectual property. 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. The growth of the Chinese economy has slowed in recent years and the trend may continue. According to the National Bureau of Statistics of China, China's gross domestic product growth has decreased from 7.7% in 2013 to 2.3% in 2020. Substantially all of our operations are conducted in China, and our revenues are generated by providing services to PRC businesses or affiliates of foreign firms operating in China. In an environment of slower economic growth or recession, employers may take actions such as hiring fewer employees, engaging in hiring freezes, reducing the number of employees and curtailing spending on online recruitment services and other human resource related services. For example, our net revenues decreased 7.8% in 2020 as our customers faced challenging conditions in their respective industries and in the general economy related to the significant adverse impact of the COVID-19 pandemic. In addition, to the extent we offer credit to any customer and the customer experiences financial difficulties due to an economic slowdown, we could have difficulty collecting payment from the customer. If there are slowdowns or other adverse developments in China's economic growth, our business, financial condition, results of operations and cash flow may be materially and adversely affected.

***Because we face significant competition in all of our businesses, we may lose market share and our results of operations may be materially and adversely affected.***

We face significant competition in our online recruitment services and our other human resource related services businesses. Our online recruitment services are conducted through several websites, led by our core 51job.com platform. These websites and their related mobile applications face intense competition from other dedicated job search websites such as [www.zhaopin.com](http://www.zhaopin.com). There are also niche recruitment services providers that focus on particular industry verticals, such as technology and finance, or job seeker segments, such as new college graduates and high-end, experienced professionals.

Our other human resource related services face significant competition from a variety of Chinese and foreign firms in all of our markets, including certain firms that compete with us in the market for online recruitment services.

In addition, some of the competitors we encounter in our business process outsourcing business are affiliated with local government agencies and have licenses to provide a wider range of services than we do. The competition in the training services market remains highly fragmented and primarily made up of small, local training firms, but we could face increased competition should there be a consolidation of these training firms.

Many of our competitors or potential competitors have long operating histories, have prominent strategic partners, have local government sponsorship, have a larger customer base, and may have greater financial, management, technological development, sales, marketing and other resources than we do. They may also be able to adopt our business model and intensify competition. As a result, we may experience reduced margins, loss of market share or less use of our services by job seekers and employers. We cannot assure you that existing or future competitors will not develop or offer services and products which provide significant performance, price, creative, technological or other advantages over our services. If we are unable to compete effectively with current or future competitors as a result of these or other factors, our market share and our results of operations may be materially and adversely affected.

***New competitors face low entry barriers to our industries, and successful entry by new competitors may cause us to lose market share and materially and adversely affect our results of operations.***

In the future, we may face competition from new entrants in the online recruitment and other human resource industries in which we operate. We may face greater competition from Internet portals and search engines, dedicated recruitment advertising websites and mobile applications, professional and social networking platforms, online classified websites and other human resource related services providers who may enter the market for any or all of our services. Our businesses are characterized by relatively low start-up and fixed costs, modest capital requirements, short start-up lead times and an absence of significant proprietary technology that would prevent or significantly inhibit new competitors. As a result, potential market entrants face relatively low barriers to entry to all of our businesses and could acquire significant numbers of corporate customers and individual users within a relatively short period of time. Increased competition could result in a loss of market share and revenues, and have a material adverse effect on our business, financial condition and results of operations.

***If the online platforms we use to deliver our recruitment, training, assessment and other services do not grow in market acceptance, our business and results of operations may be materially and adversely affected.***

We use the Internet to deliver many of our services to employers and job seekers in China. We generate the majority of our revenues from online recruitment services, which are conducted through several websites and mobile applications. We also provide certain training, assessment and testing services to our users through online channels. While the Internet has developed to a more advanced stage in China, the use of the Internet as a commercial medium has a limited history. We face challenges in promoting adoption and usage of our online platforms, which involves, among other things, changes in the way that employers disseminate information about jobs, the way that individuals search and apply for jobs, the way that prospective candidates are assessed and evaluated, the way that employers and job seekers communicate with each other, and the way that individuals can learn and develop new skills. If there are any negative perceptions as to the effectiveness of the recruitment, training, assessment or other services delivered through our online platforms, or any significant failure of the Internet to gain broader acceptance and trust as a reliable medium, our business and results of operations could be materially and adversely affected.

***The market for other human resource related services, including business process outsourcing, remains in the early development stage in China, and we may be unable to expand such existing services or successfully develop new services in this area.***

We believe the market for other human resource related services, including business process outsourcing, is at a relatively early stage of development in China. Many employers are unfamiliar with these services and may not accept the value proposition of these service offerings. Processing, tracking, collecting and remitting funds to the applicable regulatory agencies, employees and other third parties are complex operations, and many employers may not trust us with employee data or to make representations and payments on their behalf. As such, companies may not be willing to use our services for significant administrative functions and may instead choose to continue to perform such operations in-house.

If we are unable to extend our nationwide capability, effectively monitor ongoing changes in PRC laws and regulations, acquire, develop and use up-to-date business and management technology and software, including advanced computer and technology systems that could require significant capital expenditures, and maintain the integrity and security of our systems and process flow, we may be unable to expand our business process outsourcing operations or gain wider customer acceptance for these services. In addition, we rely on a number of third party service providers, including couriers, agents and banks. Failure by these providers, for any reason, to deliver their services in a timely and accurate manner could result in significant disruptions to our business process outsourcing operations, impact our client relationships, harm our brand names and reputation, and result in significant penalties or liabilities to us.

In addition, as part of our strategy to be a “one-stop” human resource services provider, we strive to cross-promote our other human resource related services among our online recruitment services customers. However, we cannot assure you that such cross-promotion strategy will be effective or generate revenues as we expect. Furthermore, we may decide to develop or acquire new services in the area of other human resource related services. We cannot assure you that we will be able to deliver new products or services on a commercially viable basis or in a timely manner, or at all. If any of our efforts to cross-promote or operate new human resource related services are unsuccessful, our financial condition and results of operations may be materially and adversely affected.

***Our business process outsourcing services may be adversely impacted by changes in PRC regulations and policies. In addition, new and future government regulations may significantly increase the number of labor disputes, which may result in higher operating costs.***

The PRC Labor Contract Law, which became effective on January 1, 2008 and its amendment which became effective on July 1, 2013, established restrictions and increased costs for employers, including specific provisions related to fixed-term employment contracts, temporary employment, probation, consultation with the labor union and employee assembly, employment without a contract, dismissal of employees, compensation upon termination and overtime work, and collective bargaining. The PRC Social Insurance Law, which became effective on July 1, 2011 and was amended on December 29, 2018, specified that the PRC establish a social insurance system including basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance and maternity insurance. On August 31, 2018, the Standing Committee of the National People’s Congress passed the Draft Amendment to the PRC Individual Income Tax Law, which became fully effective on January 1, 2019 and significantly changed major provisions of the law, including the determination of residence, income tax brackets, and allowable personal deduction and special itemized deductions.

We provide business process outsourcing services for human resource administrative functions, in particular social insurance, benefits and payroll services, for employers. Our business process outsourcing services are designed to assist employers to be compliant with PRC regulations and policies that continually change. Changes in regulations could affect social insurance and individual taxable income calculations, the extent and type of benefits employers are required to provide employees, and the administrative procedures, processes and documentation required by local government authorities. Such changes could reduce or eliminate the need for some of our services. New or additional requirements could also increase our cost to provide our services and require us to undertake adjustments to our operating systems, processes and procedures. Any failure by us to be updated and knowledgeable on regulatory changes and to inform, educate and assist our clients regarding new or revised regulations that impact them could materially damage our brand and reputation. In addition, any failure by us to modify our business process outsourcing services in a timely fashion in response to regulatory changes could materially and adversely affect our results of operations.

In addition, since the PRC Labor Contract Law became effective, we have observed an increase in the number of labor disputes between employers and workers relating to its interpretation and application. The resolution of such labor disputes may require significant costs and resources, including the time our personnel spend dealing with increased human resource administration and legal issues for which we may not be compensated. If we incur higher operating costs for our business process outsourcing business, our results of operations could be materially and adversely affected.

***We are subject to potential legal liability from both employers and individuals with respect to the recruitment process and our business process outsourcing services.***

We are exposed to potential claims associated with the recruitment process, including claims by clients seeking to hold us liable for recommending a candidate who subsequently proves to be unsuitable for the position filled, claims by current or previous employers of our candidates alleging interference with employment contracts, claims by candidates against us alleging our failure to maintain the confidentiality of their employment search or alleging discrimination or other violations of employment law or other laws or regulations by our clients, and claims by either employers or their employees alleging the failure of our business process outsourcing services to comply with laws or regulations relating to employment, employee’s insurance or benefits, individual income taxes or other matters. Any such claims, regardless of merit, may force us to participate in time-consuming, costly litigation or investigation, divert significant management and staff attention, and damage our reputation and brand names. We do not maintain insurance coverage for liabilities arising from claims by employers, employees, candidates or third parties.

***We may face greater credit risk in collecting receivables as our business process outsourcing operations grow.***

In providing our business process outsourcing services to enterprises, due to the difference in timing between cash receipts and remittances, we may receive from time to time short-term deposits and advances in client funds and/or make short-term prepayments on behalf of our customers to be reimbursed to us. As our business process outsourcing operations have grown, our receivables have increased. We cannot assure you that we will be able to collect payment or reimbursement fully, or in a timely manner, on receivables from our business processing outsourcing services customers. As a result, we may face a greater risk of non-payment of these receivables, and as our business process outsourcing operations increase in scale, we may need to make increased provisions for credit losses. If we are unable to successfully manage our receivables, our results of operations and financial condition may be materially and adversely affected.

***Due to seasonal variations in demand for human resource services, we experience material fluctuations in our revenue streams which affect our ability to predict our quarterly results and which may also cause quarterly results to vary from period to period.***

We experience material fluctuations in our revenue streams which affect our ability to predict quarterly results. For example, in the period following the Chinese New Year holiday in the first quarter, we historically experience an increase in recruitment activity. During this peak period, demand for online recruitment and other human resource related services may or may not rise significantly depending on the needs of employers as well as their perceptions of the job market. In addition, the Chinese New Year holiday is based on the lunar calendar, which varies from year to year and affects our first and second quarter results as well as their comparability to financial results of the same quarters in prior years. We usually observe significant seasonal campus recruitment activity by employers in the fourth quarter of each year but also a general slowdown in overall recruitment activity at calendar year end. Due to these factors, our revenues may vary materially from quarter to quarter and quarterly results may not be comparable to the corresponding periods of prior years. Such uncertainty makes it difficult for us to predict revenues for a particular quarter. Therefore, actual results may differ significantly from our targets or estimated quarterly results, which could cause the price of our ADSs to fall.

***If we are not able to respond successfully to technological or industry developments, our business may be materially and adversely affected.***

The market for online products and services is characterized by rapid technological developments, frequent launches of new products and services, introductions of new business models, changes in customer needs and behavior, and evolving industry standards. If we fail to adapt our products to these developments, our existing online recruitment services may become less competitive or obsolete. For example, the number of people accessing the Internet through mobile devices, including smartphones, tablets and other hand-held devices, has increased in recent years, and we expect this trend to continue as 5G and more advanced mobile communications technologies are broadly implemented. As we make our services available across a variety of mobile operating systems and devices, we are dependent on the interoperability of our services with popular mobile devices and mobile operating systems that we do not control, such as Android and iOS. Any changes in such mobile operating systems or devices that degrade the functionality of our services or give preferential treatment to competitive services could adversely affect usage of our services. In order to respond to new developments, we may be required to undertake substantial efforts and incur significant costs. In the event that we do not successfully respond to such developments in a timely and cost-effective manner, our business may be materially and adversely affected.

***If we are unable to protect or promote our brand names and reputation, our business may be materially and adversely affected.***

If we fail to generate a large volume of recruitment advertisements, successfully develop and enhance the perception of our websites and mobile applications as leading recruitment platforms, undertake effective marketing and promotional activities, and generally provide high quality services, we may not be successful in protecting or promoting our brand names and reputation in a cost-effective manner or at all. In addition, if job seeker profiles or recruitment advertisements on our websites and mobile applications are found to contain inaccurate or false information, the value proposition of our websites and mobile applications as leading online recruitment platforms may be weakened. Furthermore, we may be subject to claims by individuals and customers seeking to hold us liable for such inaccurate or false information. Any claims, regardless of merit, may force us to participate in time-consuming, costly litigation or investigation, divert significant management and staff attention, and damage our reputation and brand names. We may dedicate significantly greater resources in the future to advertising, marketing and other promotional efforts aimed at building awareness of our brand names. Any significant damage to our reputation, the perceived quality or awareness of our brand names or services, or any significant failure on our part to promote and protect our brand names and reputation could make it more difficult for us to successfully attract job seekers, compete for customers or retain qualified personnel, which may have a material adverse effect on our business.

***Negative publicity and allegations involving us, our shareholders, directors, officers, employees and business partners may affect our reputation and, as a result, our business may be negatively affected.***

We, our shareholders, directors, officers, employees and business partners may be subject to negative media coverage and publicity from time to time. Such negative coverage and publicity could threaten the perception of our brand names and damage our reputation. In addition, to the extent our employees and business partners are subject to allegations of non-compliance, regardless of merit, with any relevant laws or regulations, we may also suffer negative publicity or harm to our reputation. As a result, we may be required to spend significant time and incur substantial costs in response to allegations and negative publicity, which could adversely affect our business.

***We are dependent on our Internet service providers, and we are vulnerable to failures of the Internet, telecommunications networks in China and our technology platform.***

Our online businesses, including the development of our websites and mobile applications, are heavily dependent on the performance and reliability of China's Internet infrastructure, the continual accessibility of bandwidth and servers to our service providers' networks, and the continuing performance, reliability and availability of our technology platform. We cannot assure you that the Internet infrastructure and telecommunications networks in China will be able to support the demands associated with the continued growth in Internet usage.

Almost all access to the Internet is maintained through state-owned telecommunications operators under the administrative control and regulatory supervision of the PRC Ministry of Industry and Information Technology, or the MIIT. In addition, the national networks in China connect to the Internet through a government-controlled international gateway. This international gateway is the only channel through which a domestic user can connect to the international Internet network.

We rely on a limited number of telecommunications service providers to provide us with data communications capacity through local telecommunications lines and data centers to host our servers. We are unlikely to have any access to alternative networks or services in the event of disruptions, failures or other problems with China's Internet infrastructure or telecommunications networks. In addition, we have no control over the costs of the services provided by the telecommunications service providers. If they fail to provide these services, we would be required to seek other providers, and there is no assurance that we will be able to find alternative providers willing or able to provide high quality services and there is no assurance that such providers will not charge us higher prices for their services. If the prices that we are required to pay for Internet services rise significantly, our results of operations could be adversely affected.

***We rely heavily on our information systems, and any failure to properly protect privacy and to maintain and secure our systems could seriously damage our reputation, disrupt our operations and harm our business.***

The Internet industry is facing significant challenges regarding information security and privacy. As the use of the Internet grows in everyday life, the general public is increasingly aware of the vulnerability of confidential and private information. Certain data and services collected, provided or used by us in our systems or provided to and used by us, our partners, our customers or our job seekers contain confidential and private information, such as names, user IDs and passwords and payment or transaction related information. Our ability to store, retrieve, process, manage and protect substantial amounts of data and information, including our client and candidate databases, is an important part of our operations and a critical component of our success.

In recent years, PRC government authorities have enacted legislation on Internet use to protect personal information from unauthorized disclosure. In December 2012 and July 2013, the Standing Committee of the National People's Congress and the MIIT issued new laws and regulations to enhance the legal protection of information security and privacy on the Internet, and also require Internet operators to take measures to ensure confidentiality of user information. The PRC Counter-Terrorism Law, which became effective on January 1, 2016, requires Internet service providers to prevent the dissemination of information containing terrorist or extremist content and conduct identity verification of individuals. The PRC Cyber Security Law, which became effective on June 1, 2017, requires, among others, that network operators take security measures to protect the network from unauthorized interference, damage and unauthorized access and prevent data from being divulged, stolen or tampered with. Network operators are also required to collect and use personal information in compliance with the principles of legitimacy, properness and necessity, and strictly within the scope of authorization by the subject of personal information unless otherwise prescribed by laws or regulations. In May 2020, the PRC Civil Code, which became effective on January 1, 2021, was promulgated and also provides specific provisions regarding the protection of personal information. See "Item 4.B. Information on the Company — Business Overview — Regulation — Regulations Relating to Internet Privacy and Information Security." However, the interpretation and application of such laws in China are often uncertain and in flux.

In addition, on December 18, 2020, the PRC Ministry of Human Resources and Social Security, or the MOHRSS, issued the Regulations on the Administration of Online Recruitment Services, which became effective on March 1, 2021. These regulations require human resource service organizations engaged in online recruitment services to comply with the cybersecurity protection obligations requested by PRC laws and regulations, and adopt technical or other necessary measures to ensure the network, information system and user information security of recruitment services. At the same time, such regulations require human resource service organizations to comply with personal information protection obligations requested by PRC laws and regulations when collecting and using users' personal information, and to establish user information protection systems for online recruitment service.

While we have adopted measures and strive to comply with all relevant data protection laws and regulations, any failure or perceived failure to comply may result in proceedings or actions against us by government agencies or others, and could damage our reputation. We cannot guarantee the effectiveness of the measures we have undertaken, and such measures may still be determined as insufficient, improper or deficient by relevant authorities. Concerns about our practices and systems with regard to the collection, use, disclosure, or security of personal information or other privacy related matters, and any negative publicity on our information safety or privacy protection mechanism and policy, even if unfounded, could harm our business. Any damage to our reputation and brand names may adversely impact the size, engagement and loyalty of our job seekers and employers, which could materially and adversely affect our financial condition and results of operations. There has been media coverage making allegations about our practices, and we cannot rule out similar possibilities of such in the future. We must further develop and enhance our information systems to compete effectively and ensure our compliance with relevant laws and regulations, which may require significant staff and financial resources. If our online platforms, including our websites and mobile applications, and our other products and systems are not properly maintained and secured, our operations could be seriously disrupted and our business significantly harmed.

***We rely heavily on our senior management team and key personnel, and the loss of any of their services could severely disrupt our business.***

Our future success is highly dependent on the ongoing efforts of the members of our senior management and key personnel, in particular on Rick Yan, our chief executive officer. The loss of the services of one or more of our senior executives or key personnel, Mr. Yan in particular, may have a material adverse effect on our business, financial condition and results of operations. Competition for senior management and key personnel is intense, and the pool of suitable candidates is limited, and we may not be able to retain the services of our senior executives or key personnel, or attract and retain senior executives or key personnel in the future.

In addition, if Mr. Yan, any other members of our senior management or any of our other key personnel joins a competitor or forms a competing company, we may not be able to replace them easily and we may lose customers, business partners, key professionals and staff members. Each of our senior executives has entered into an employment agreement with us, which contains confidentiality and non-competition provisions. In the event of a dispute between any of our senior executives and us, we cannot assure you as to the extent, if any, that these provisions may be enforceable in the PRC due to uncertainties involving the PRC legal system.

***If we are unable to attract and retain qualified personnel, our business process outsourcing, training and placement businesses may be materially and adversely affected.***

The success of our business process outsourcing, training and placement services depends heavily on our ability to attract and retain skilled personnel. Our business of performing traditional human resource department functions such as payroll, benefits and compliance management and related services for customers on an outsourced basis depends on having personnel with expertise in local and national PRC government employment and tax regulations, payroll management and other human resource department functions. The success of our training business depends on personnel with the necessary skills to conduct and support our training seminars and other activities and services in this business. Similarly, our ability to provide high quality placement and executive search services depends on a dedicated team of consultants with expertise and relationships in the geographic markets and industries in which our clients seek candidates. If we are unable to attract and retain critical skilled personnel, our business process outsourcing, training and placement businesses may be materially and adversely affected.

***We operate in an evolving market, and our business and results of operations may suffer if we do not successfully manage our growth.***

We operate in a rapidly evolving market. While we have grown significantly since we commenced operations in 1998, we intend to continue to expand in size and increase the number of services we provide. Our success in managing this growth will depend to a significant degree on the ability of the members of our senior management to operate effectively both independently and as a group.

As a growing company, we may encounter risks and difficulties including our potential failure to:

- implement our business model and strategy and adapt and modify them as needed;
- increase awareness of our brand names, protect our reputation and develop customer loyalty;
- anticipate with any degree of certainty the behavioral and operational changes of our customers that have a significant impact on our business from time to time as they respond to evolving social, economic, regulatory and political changes in China;
- manage our expanding operations and service offerings, including the integration of any acquisitions;
- maintain adequate control of our expenses;
- adequately and efficiently operate, maintain, upgrade and develop our websites, mobile applications and the other platforms and equipment we utilize in providing our services;
- improve and develop financial and management information systems, controls and procedures;
- attract, retain and motivate qualified personnel; and
- anticipate and adapt to changing conditions in the human resource, online and other markets in which we operate as well as the impact of any changes in government regulation, mergers and acquisitions involving our competitors, technological developments and other significant competitive and market dynamics.

Although we have achieved profitability for a period of time, we expect that our ongoing expansion will increase our operating expenses. In addition, new business initiatives may expose us to new challenges and uncertainties. Our historical results of operations should not be taken as indicative of the rate of growth, if any, or the level of profitability, if any, that can be expected in the future. If we do not successfully manage our growth, our business and results of operations may be materially and adversely affected.

***We may not be able to successfully execute future acquisitions or efficiently manage any acquired business.***

As part of our business expansion strategy, we may pursue acquisitions or investments in certain complementary or new businesses. The success of any acquisition will depend upon several factors, including:

- our ability to identify and acquire businesses on a cost-effective basis;
- our ability to integrate acquired personnel, operations, products and technologies into our organization effectively; and
- our ability to retain and motivate key personnel and to retain the clients of acquired firms.

Any such acquisition may require a significant commitment of management time, capital investment and other resources. If we are unable to effectively integrate an acquired business or are required to incur restructuring and other charges to complete an acquisition, our business, financial condition and results of operations may be materially and adversely affected. Also, if we use our equity securities as consideration for acquisitions, we may dilute the value of your ADSs.

In addition, our possible future acquisitions may expose us to other potential risks, including risks associated with unforeseen or hidden liabilities, the diversion of resources from our existing businesses and technologies, our inability to generate sufficient revenue to offset the costs, expenses of acquisitions and potential loss of, or harm to, relationships with employees and customers as a result of our integration of new businesses. The occurrence of any of these events could have a material and adverse effect on our ability to manage our business, our financial condition and our results of operations.

***We may experience impairment of goodwill in connection with our acquisition of entities or other assets.***

We are required to perform an annual goodwill impairment test. Goodwill can become impaired. We test goodwill for impairment annually or more frequently if events or changes in circumstances indicate possible impairment, but the fair value estimates involved require a significant amount of difficult judgment and assumptions. Our actual results may differ materially from our projections, which may result in the need to recognize impairment of some or all of the goodwill we recorded.

***We are exposed to significant downward adjustments or impairments in the market values of our investments.***

As part of our business strategy, we have made long-term investments in both private and public companies. Fair values of these investments can be negatively impacted by fluctuations in the share price of the public company we own, fair value of private companies in which we are a shareholder, business prospects, financial results, foreign exchange rates, liquidity or other factors. For example, in 2019, we recognized an impairment loss of RMB98.3 million associated with an investment in a provider of on-demand work opportunities in the United States, primarily due to changes in its business prospects and financial condition. We may suffer significant impairment losses or downward adjustments of our investments in the future, which could materially and adversely affect our financial statements.

***If we choose to develop or introduce new products and services outside of the human resource services industry in China, these efforts may not be successful, which could materially and adversely affect our financial condition and results of operations.***

To leverage our large sales force, corporate customer base and brand names, we may expand the scope of services we provide and develop, introduce or invest in new products outside of the human resource services industry to increase our revenues. However, these efforts may not be successful. For example, our investment in a coupon advertising services company was sold at a loss in 2011. In the future, if we again choose to pursue products and services outside of the human resource services industry in China, we cannot assure you that we will be able to do so on a commercially viable basis or in a timely manner, or at all. Any of our efforts to begin or operate a business outside of the human resource services industry that are not successful may materially and adversely affect our financial condition and results of operations.



***If we are unable to prevent others from using our intellectual property, our business may be materially and adversely affected.***

Our intellectual property has been, and will continue to be, subject to various forms of theft and misappropriation. Competitors copy and distribute content from our platforms and from the training materials that we use, and utilize misleadingly similar Internet domain names and URLs in an effort to divert Internet traffic away from our websites. We are also susceptible to others copying our business model and methods. The legal protection of trademarks, trade names, copyrighted material, domain names, trade secrets, know-how and other forms of intellectual property in the PRC is significantly more limited than in the United States and many other countries and may afford us little or no effective protection. Preventing unauthorized use of our intellectual property is difficult, time consuming and expensive. Misappropriation of our content, trademarks and other intellectual property could divert significant business to our competitors, damage our brand names and reputation, and require us to initiate litigation that could be expensive and divert management resources from the operation of our businesses.

***If we are unable to successfully detect and prevent criminal actions or fraud perpetrated on us, we may be subject to liability and financial loss.***

The management of our business process outsourcing services involves the collection of payments from our customers and the disbursement of funds on their behalf by our employees and agents. As a result, we are exposed to theft, embezzlement and other criminal and fraudulent activity by our employees, agents and third parties. If we are unable to successfully detect and prevent criminal or fraudulent activity, our results of operations and financial condition may be materially and adversely affected.

***We may be subject to liability for placing advertisements with content that is deemed inappropriate.***

PRC laws and regulations, such as the PRC Advertising Law which became effective on February 1, 1995 and its amendment which became effective on September 1, 2015, the Interim Measures for the Administration of Online Advertising promulgated by the State Administration for Industry and Commerce, or the SAIC (currently known as the PRC State Administration for Market Regulation, or the SAMR), which became effective on September 1, 2016, the Circular on Launching a Special Program to Rectify Internet Advertisements, which became effective on February 9, 2018, and the PRC E-Commerce Law, which became effective on January 1, 2019, prohibit advertising companies from producing, distributing or publishing any advertisement that contains any content that violates laws and regulations, impairs the national dignity of the PRC, infringes upon personal and property safety, discloses privacy or state secrets, harms the physical and mental health of minors or the disabled, involves designs of the national flag, national emblem or national anthem or the music of the national anthem of the PRC, is reactionary, obscene, superstitious or absurd, is fraudulent, or disparages similar products. Advertisers, advertising companies and advertisement publishers are also required to distinguish online advertisement by the mark of “AD,” obtain a user’s prior consent before sending online advertisement, verify the content of online advertisement and properly display online advertisement. With regard to products or services displayed in the order of keyword auction or keyword bidding, a clear mark “AD” shall be affixed to the search results containing such products or services. If we are deemed to be in violation of such laws and regulations, we may be subject to penalties including confiscation of the illegal revenues, levying of fines and suspension or revocation of our business license, any of which may materially and adversely affect our business.

***We may be exposed to infringement or misappropriation claims by third parties, which, if successful, could cause us to pay significant damage awards.***

Third parties may bring claims against us alleging patent, trademark or copyright infringement, or misappropriation of their creative ideas or formats, or other infringement of their proprietary intellectual property rights. Any such claims, regardless of merit, may involve us in time-consuming, costly litigation or investigation, divert significant management and staff attention, require us to enter into expensive royalty or licensing arrangements, prevent us from using important technologies, business methods, content or other intellectual property, result in monetary liability, or otherwise disrupt our operations.

***Hacking and computer viruses may cause delays or interruptions on our systems and may reduce use of our services and damage our reputation and brand names.***

Hacking and computer viruses may cause delays or other service interruptions on our systems. Hacking involves efforts to gain unauthorized access to information or systems or to cause intentional malfunctions, loss or corruption of data, software, hardware or other computer equipment. In addition, the inadvertent transmission of computer viruses could expose us to a material risk of loss or litigation and possible liability. Hacking and computer viruses could result in significant damage to our hardware and software systems and databases, disruptions to our business activities, including to our e-mail and other communications systems, breaches of security and the inadvertent disclosure of confidential or sensitive information, interruptions in access to our websites through the use of “denial of service” or similar attacks, and other material adverse effects on our operations. Although to date we have not been subject to significant targeted disruptions or hacking, and our websites and mobile applications have not gone off-line or been shut down for any significant period of time, we may incur significant costs to continue to protect our systems and equipment against the threat of, and to repair any damage caused by, hacking and computer viruses. Moreover, if hacking or a computer virus affects our systems and is highly publicized, our reputation and brand names could be materially damaged and use of our services may decrease.

***If we do not appropriately maintain effective internal control over financial reporting, our business, results of operations and the market price of our ADSs may be materially and adversely affected.***

We are subject to reporting obligations under the U.S. securities laws. The SEC, as required under Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring every public company to include a management report on such company’s internal control over financial reporting in its annual report, which contains management’s assessment of the effectiveness of the company’s internal control over financial reporting. In addition, an independent registered public accounting firm must attest to and report on the effectiveness of the company’s internal control over financial reporting. Our management has concluded that our internal control over financial reporting was effective as of December 31, 2020. See “Item 15. Controls and Procedures.”

However, if we fail to maintain effective internal control over financial reporting in the future, our management and our independent registered public accounting firm may not be able to conclude that we have effective internal control over financial reporting at a reasonable assurance level. This could in turn result in the loss of investor confidence in the reliability of our financial statements and negatively impact the trading price of our ADSs. Furthermore, we have incurred and may need to incur additional costs and use additional management and other resources in an effort to comply with Section 404 of the Sarbanes-Oxley Act and other requirements going forward.

***We are subject to changing laws and regulations regarding regulatory matters, corporate governance and public disclosures that have increased both our costs and the risk of non-compliance.***

We are subject to rules and regulations by various governing bodies, including, for example, the SEC, which is charged with the protection of investors and the oversight of companies whose securities are publicly traded, the China Securities Regulatory Commission, or the CSRC, which has long-arm jurisdiction on overseas securities issuance and trading activities that disrupt the domestic market order of the PRC and harm the legitimate rights and interests of Chinese investors, and various other regulatory authorities in China and the Cayman Islands, and to new and evolving regulatory measures under applicable law. Our efforts to comply with new and changing laws and regulations have resulted in and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Moreover, because these laws, regulations and standards are subject to varying interpretations, their application in practice may evolve over time as new guidance becomes available. This evolution may result in continuing uncertainty regarding compliance matters and additional costs necessitated by ongoing revisions to our disclosure and governance practices. If we fail to address and comply with these regulations and any subsequent changes, we may be subject to penalty and our business may be harmed.

***We have limited insurance coverage.***

While we have insurance for some of our properties, vehicles and equipment, we do not maintain any business liability or disruption insurance coverage for our operations. Any business disruption, litigation or natural disaster might result in substantial costs and diversion of resources.

***We face risks related to health epidemics and other natural disasters.***

We face risks related to health epidemics, including, but not limited to, COVID-19, avian flu, H1N1 flu, Severe Acute Respiratory Syndrome, or SARS, or another epidemic. Health or other government regulations adopted in response to an epidemic may require temporary closure of our offices or institute travel restrictions which could adversely affect our ability to provide services to our customers throughout China. Our operations could also be disrupted if any of our employees are suspected or confirmed of contracting a disease, which could require us to quarantine some or all of these employees or disinfect our offices. In addition, our results of operations could be adversely affected to the extent that an epidemic harms the Chinese or global economy in general.

Our results of operations have been, and may continue to be materially and adversely affected by COVID-19. To contain the spread of COVID-19, the Chinese government has instituted certain emergency measures. Due to the extension of the Chinese New Year holidays, quarantines, closure of businesses and facilities, and travel bans then in place, the traditional peak season for recruitment activity was significantly disrupted in the first quarter of 2020. Overall market demand for our online recruitment services was negatively impacted as our customers adapted to the challenges brought on by COVID-19, delayed or canceled their hiring plans, and curtailed their spending on our platforms in 2020. Our ability to conduct in-person recruitment events and training seminars was also affected by restrictions and limitations on social gatherings that were in effect from time to time. As a result, for the year ended December 31, 2020, our online recruitment services revenues decreased 13.1% and the growth of our other human resource related revenues slowed to 0.8%. While containment measures have been relaxed as of the date of this annual report, there have been occasional regional outbreaks of COVID-19 in China and authorities may again take these or further measures to keep the pandemic in check.

There are still significant uncertainties as to COVID-19's future and long-term impact, and the extent of the impact will depend on a number of factors, including, but not limited to, the duration and severity of COVID-19, the possibility of new waves and resurgences, the development and progress of vaccine distribution programs and medical treatments, and the actions taken by government authorities in response to an outbreak, which are beyond our control. As a result, certain of our estimates and assumptions, including the allowance for credit losses and the valuation of long-term investments and long-lived assets subject to impairment assessments, require significant judgments and carry a higher degree of variabilities and volatilities that could result in material changes to our current estimates in future periods.

We are also vulnerable to natural disasters and other calamities such as fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, riots, terrorist acts or similar events. Any of the foregoing events may give rise to server interruptions, breakdowns, system failures, technology platform failures and 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 to users and harm our business. We have backup systems, but we cannot assure you that such backup systems will be adequate if there are problems, or that they will adequately protect us from the effects of any natural disaster or other calamity.

**Risks Related to Our Corporate Structure**

***If the PRC authorities determine that our past ownership structure was inconsistent with the requirements for operating certain of our businesses, we could be subject to sanctions.***

The PRC government has historically regulated foreign ownership in entities providing advertising and human resource related services. Prior to March 2004, PRC laws and regulations prohibited foreign persons from owning a controlling interest in advertising entities. Foreign ownership in entities providing human resource related services was limited to 49% beginning in November 2003. These foreign ownership restrictions have been relaxed and foreign persons are now permitted to wholly own entities that provide advertising and human resource related services in China.

Prior to our restructuring in May 2004, 51net.com Inc., or 51net, our British Virgin Islands subsidiary and a foreign entity, owned 99% of Qianjin Network Information Technology (Shanghai) Co., Ltd., or Tech JV, which in turn owned, and continues to own, 80% of Shanghai Qianjin Advertising Co., Ltd., or AdCo. AdCo owned 90% of its principal subsidiaries. In May 2004, we restructured our operations to comply with then existing PRC laws and regulations governing foreign ownership in entities conducting advertising and human resource related services. We have not received any waiver from the PRC government with respect to this past non-compliance.

If we or any of our subsidiaries or affiliated entities were found to have been in violation of PRC laws or regulations governing foreign ownership of advertising or human resource services businesses and the proper operation of our businesses, the relevant regulatory authorities would likely have broad discretion in dealing with such violation, including but not limited to:

- levying fines;
- revoking business licenses;
- blocking our websites and mobile applications;
- restricting or prohibiting our use of proceeds from any capital raisings to finance our business and operations in China;
- requiring us to restructure the ownership structure or operations of our subsidiaries or affiliated entities; and/or
- requiring us to discontinue all or a portion of our business.

Any of these or similar actions could cause significant disruption to our business operations or render us unable to conduct a substantial portion of our business operations and may materially and adversely affect our business, financial condition and results of operations.

***We rely on agreements with Qian Cheng, Run An and their respective shareholders to receive all of the beneficial interest of these entities. These contractual arrangements may not be as effective as direct ownership.***

PRC laws and regulations currently limit foreign investment in entities operating as Internet content providers. Tech JV and its subsidiaries conduct most of our operations and recognize most of our revenues. 50% of our equity interest in Tech JV is effectively held by Beijing Qian Cheng Si Jin Advertising Co., Ltd., or Qian Cheng, which is wholly owned by Beijing Run An Information Consultancy Co., Ltd., or Run An. Run An is jointly owned by two long-time members of our senior management, Jingwu Chen and Tao Wang. Through agreements with Qian Cheng, Run An and their respective shareholders, we have the substantial ability to control, bear all the economic risks of, and receive all the economic rewards from, Qian Cheng and Run An. As a result, we consolidate all of these interests for U.S. GAAP reporting purposes. For a description of these contractual arrangements, see “Item 7.B. Major Shareholders and Related Party Transactions — Related Party Transactions — Contractual Arrangements Among Our Group Entities.”

Although we have been advised by our PRC legal counsel, Jun He Law Offices, that the contractual arrangements as described in this annual report are valid, binding and enforceable under current PRC laws, these arrangements may not be as effective as direct ownership of these businesses. For example, Qian Cheng, Run An and their respective shareholders could violate their contractual arrangements with us by refusing to make payments or otherwise refusing to perform their obligations necessary for us to realize the economic rewards from Qian Cheng and Run An. In any such event, we will have to rely on the PRC legal system to enforce our rights, which could have uncertain results. Any legal proceeding may disrupt our business, damage our reputation, divert our resources and incur substantial costs. See “— Risks Related to Doing Business in China — The PRC legal system has inherent uncertainties that could materially and adversely affect us.”

If we are unable to enforce our rights, or if we suffer any significant delays or other obstacles in the process of enforcing these contractual arrangements, we may be unable to receive all of the economic rewards from Qian Cheng and Run An. If we are unable to consolidate Qian Cheng and Run An, and their equity interest in Tech JV, our results of operations would be materially reduced. In addition, a significant disruption in these contractual relationships as a result of governmental sanction or otherwise could result in our being required to restructure our operations which could require a significant expenditure of resources.

***The shareholders of our affiliated Chinese entities may have potential conflicts of interest with us, which may adversely affect our business.***

The principal shareholders of our affiliated entity, Run An, are Jingwu Chen and Tao Wang, and our other affiliated entity, Qian Cheng, is wholly owned by Run An. Although Messrs. Chen and Wang are contractually obligated, or obligated as a result of their fiduciary duty to our company, to act in good faith and in our best interest, potential conflicts of interest between their duties to our company and our affiliated Chinese entities may arise. When conflicts of interest arise, Messrs. Chen and Wang may not act entirely in our interests and any such conflicts of interest may not be resolved in our favor. If we cannot resolve any conflict of interest or dispute between us and the shareholders of our affiliated entities, we would have to rely on legal proceedings, which could disrupt our business, incur significant costs, distract management and subject us to substantial uncertainty as to the outcome of any such legal proceedings. See “— Risks Related to Doing Business in China — The PRC legal system has inherent uncertainties that could materially and adversely affect us.”

***The PRC laws and regulations governing our business operations and contractual arrangements are uncertain, and if we are found to be in violation, we could be subject to sanctions. In addition, any changes in such PRC laws and regulations may have a material and adverse effect on our business.***

There are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including but not limited to the laws and regulations governing our business, or the enforcement and performance of our contractual arrangements in the event of the imposition of statutory liens, death, bankruptcy and criminal proceedings. We and our subsidiaries are considered foreign persons or foreign funded enterprises under PRC laws, and, as a result, we are required to comply with PRC laws and regulations, including those governing foreign ownership in value-added telecommunications businesses. These laws and regulations may be subject to future changes, and their official interpretation and enforcement may involve substantial uncertainty. The effectiveness of newly enacted laws, regulations or amendments may be delayed, resulting in detrimental reliance by foreign investors. New laws and regulations that affect existing and proposed future businesses may also be applied retroactively. Licenses, permits and beneficial treatments issued or granted to us by relevant governmental bodies may be revoked at a later time under contrary findings of higher regulatory bodies. We cannot predict what effect the interpretation of existing or new PRC laws or regulations may have on our businesses. As a result of these substantial uncertainties, we cannot assure you that we will not be found in violation of any existing or future PRC laws or regulations.

According to PRC laws, trademark license agreements are required to be filed with the Trademark Office of the China National Intellectual Property Administration, or the CNIPA, under the SAMR for the record. Under a trademark license agreement dated as of August 15, 2000, and supplemented and amended as of August 15, 2005, August 15, 2010 and August 14, 2018, WFOE has granted to Tech JV the right to use certain trademarks in the PRC. The trademark license agreement has not been filed with the Trademark Office of the CNIPA, and as such it may not be enforceable against bona fide third parties until completion of such registration.

In or around September 2011, various media sources reported that the CSRC had prepared a report proposing regulating the use of variable interest entity, or VIE, structures or contractual arrangements, such as ours, in industry sectors subject to foreign investment restrictions in China and overseas listings by PRC-based companies. However, it is unclear whether the CSRC officially issued or submitted such a report to a higher level government authority or what any such report provides, or whether any new PRC laws or regulations relating to VIE structures will be adopted or if adopted, what they would provide.

On March 22, 2018, the General Office of the State Council promulgated the Notice of the General Office of the State Council on Forwarding the Opinions of the China Securities Regulatory Commission on Launching Pilot Projects for the Domestic Issuance of Shares or Depositary Receipts by Innovative Enterprises, which became effective immediately, according to which, for the pilot enterprises that have a protocol control structure, the CSRC is required to distinguish the different situations and handle them prudently in accordance with the law jointly with the relevant authorities. Although the PRC government’s attitude towards the VIE structure is still conservative and cautious, it was the first time that the State Council and the CSRC have recognized the VIE structure in official documents.

According to the PRC Civil Code which became effective on January 1, 2021 and replaced the PRC Property Rights Law, the effectiveness of an equity pledge will be denied if the pledge is not registered. Under an equity pledge agreement, the shareholders of Run An have pledged their respective equity interests to WFOE. This equity pledge has been duly registered with the relevant local branch of the SAMR.

Although we believe our business operations and contractual arrangements are in compliance with current PRC regulations, if we or any of our subsidiaries or affiliated entities or any of our contractual arrangements are found to be or to have been in violation of any existing or future PRC laws or regulations, the relevant regulatory authorities would likely have broad discretion in dealing with such violation, including but not limited to:

- levying fines;
- revoking business licenses;
- blocking our websites and mobile applications;
- restricting or prohibiting our use of proceeds from any capital raisings to finance our business and operations in China;
- requiring us to restructure the ownership structure or operations of our subsidiaries or affiliated entities; and/or
- requiring us to discontinue all or a portion our business.

Any of these or similar actions could cause significant disruption to our business operations or render us unable to conduct a substantial portion of our business operations and may materially and adversely affect our business, financial condition and results of operations. We are unable to quantify the likelihood that any sanctions would be imposed or the magnitude of the effect of any such sanctions on our business, financial condition or results of operations.

***Uncertainties exist with respect to the interpretation and implementation of the PRC Foreign Investment Law and its Implementation Regulations and how it may impact the viability of our current corporate structure, corporate governance and business operations.***

On January 1, 2020, the PRC Foreign Investment Law, or the FIL, and the Regulations for Implementation of the PRC Foreign Investment Law, or the Implementation Regulations, came into effect and replaced the trio of prior 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 FIL and the Implementation Regulations embody 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 they are relatively new, uncertainties still exist in relation to their interpretation and implementation. For instance, under the FIL, “foreign investment” refers to investment activities directly or indirectly conducted by foreign individuals, enterprises or other entities in China. Though it does not explicitly classify contractual arrangements as a form of foreign investment, there is no assurance that foreign investment conducted via contractual arrangement would not be interpreted as a type of indirect foreign investment activity under the definition in the future. In addition, the definition contains a catch-all provision which includes investments made by foreign investors through means stipulated in laws or administrative regulations or other methods prescribed by the State Council. Therefore, it still leaves leeway for future laws, administrative regulations or provisions promulgated by the State Council to provide for contractual arrangements as a form of foreign investment. In any of these cases, it will be uncertain whether our contractual arrangements will be deemed to be in violation of the market access requirements for foreign investment under the PRC laws and regulations. Furthermore, if future laws, administrative regulations or provisions 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. Failure to take timely and appropriate measures to cope with any of these or similar regulatory compliance challenges could materially and adversely affect our current corporate structure, corporate governance and business operations.

If the contractual arrangements with our affiliated Chinese entities are defined or regarded as a form of foreign investment in the future, our corporate governance practice may be impacted and our compliance costs may increase. For instance, the FIL requires foreign investors or foreign-funded enterprises to submit the investment information to relevant governmental authorities for review. Although the contents and scope of such information shall be determined under the principle of necessity and the information that can be obtained through interdepartmental information sharing will not be required to be resubmitted, foreign investors or foreign-funded enterprises which fail to report their investment information as requested will be required to take corrective measures and/or be subject to fines. Moreover, the FIL provides that a security examination mechanism will be established to examine any foreign investment activity that affects or may affect national security. The decision made upon the security examination may impact the operations of the foreign-funded enterprises.

***The contractual arrangements with our affiliated Chinese entities may be subject to scrutiny by the PRC tax authorities and result in adverse tax consequences to us.***

Under applicable PRC laws and regulations, arrangements and transactions among related parties may be subject to audit or challenge by the PRC tax authorities. If the PRC tax authorities determine that the contractual arrangements with our affiliated Chinese entities were not entered into on an arm's length basis and therefore constitute a favorable transfer pricing, we could face material and adverse tax consequences. A transfer pricing adjustment could, among other things, result in an increase in the PRC tax liabilities of our affiliated Chinese entities. In addition, the PRC tax authorities may impose late payment fees and other penalties for the adjusted but unpaid taxes according to applicable regulations. Our net income may be materially reduced if our affiliated Chinese entities' tax liabilities increase.

***Our subsidiaries face limitations on paying dividends or making other distributions to us.***

We are a holding company and rely substantially on dividends, royalty payments and license fees paid under trademark license agreements and certain other contractual arrangements paid to us by our subsidiaries and affiliated entities in the PRC to finance our operations and to pay dividends to our shareholders. These royalty payments and license fees paid under trademark license agreements and certain other contractual arrangements do not require governmental or other third party approval. However, the payment of dividends in China is subject to certain restrictions and taxes. PRC regulations currently permit payment of dividends only out of accumulated profits as determined in accordance with PRC accounting standards and regulations.

Our subsidiaries and affiliated entities in the PRC are also required to set aside a portion of their after-tax profits according to PRC accounting standards and regulations to fund statutory reserve funds that are not distributable as cash dividends. In addition, the PRC government imposes controls on the convertibility of the Renminbi into foreign currencies and, in certain cases, the remittance of currency out of the PRC, and such controls are stringent. We may also experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency. See "Item 4.B. Information on the Company — Business Overview — Regulation — Regulations Relating to Foreign Currency Exchange" and "— Regulations Relating to Dividend Distribution." If we or any of our subsidiaries are unable to receive all of the revenues from our operations through these contractual or dividend arrangements, we may be unable to effectively finance our operations or pay dividends on our common shares.

**Risks Related to Doing Business in China**

***Our business could be affected by changes in China's economic, political, regulatory or social conditions or government policies.***

The Chinese economy differs from the economies of most developed countries in many respects, including the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. While the Chinese economy has experienced significant growth over the past decades, growth has been uneven, both geographically and among various sectors of the economy. We cannot assure you that the Chinese economy will continue to grow, or that if there is growth, such growth will be steady and uniform, or that if there is a slowdown, such slowdown will not have a negative effect on our business. We cannot assure you that the various macroeconomic measures and monetary policies adopted by the PRC government to guide economic growth and the allocation of resources will be effective in sustaining the fast growth rate of the Chinese economy. In addition, even if these measures benefit the overall Chinese economy, they may impact the hiring behavior of employers and reduce the level of expenditures on human resource services, which would adversely affect our results of operations and financial condition. The PRC government could determine to develop and support government owned or controlled human resource enterprises in direct competition with us. The PRC government could also determine to more closely regulate the telecommunications, Internet or human resource industries, which could impose additional regulatory costs and burdens on us.

***The PRC legal system has inherent uncertainties that could materially and adversely affect us.***

The PRC legal system is based upon written statutes. Prior court decisions may be cited for reference but are not binding on subsequent cases and have limited value as precedents. Since 1979, the PRC legislative bodies have promulgated laws and regulations dealing with economic matters such as foreign investment, corporate organization and governance, commerce, taxation and trade. The overall effect of legislation over the past decades has significantly increased the protections afforded to various forms of foreign or private-sector investment in China. However, since these laws and regulations are relatively new and the PRC legal system continues to rapidly evolve, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involve uncertainties. In addition, the PRC legal system is based in part on government policies and internal rules (some of which are not published in a timely manner or at all) that may have retroactive effect. As a result, we may be unaware of our violation of these policies and rules until some time later.

Any administrative and court proceedings in China may be protracted, resulting in substantial costs and diversion of resources and management attention. Since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be more difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection we enjoy. These uncertainties may impede our ability to enforce the contracts we have entered into and could materially and adversely affect our business, financial condition and results of operations.

***We may be adversely affected by the complexity, uncertainties and changes in PRC regulation of Internet-related business and companies.***

The PRC government extensively regulates the Internet industry, including foreign ownership of, and the licensing and permit requirements pertaining to, companies in the Internet industry. These Internet-related laws and regulations are relatively new and evolving, and their interpretation and enforcement involve significant uncertainties. As a result, in certain circumstances it may be difficult to determine what actions or omissions may be deemed to be in violation of applicable laws and regulations. Our failure to comply with applicable PRC Internet regulations could subject us to severe sanctions.

In July 2006, the MIIT issued the Notice on Strengthening the Administration of Foreign Investment in the Operation of Value-Added Telecommunications Business, or the MIIT Notice. According to the MIIT Notice, foreign investors can only operate a telecommunications business in China by establishing a telecommunications enterprise with a valid telecommunications business operation license. Domestic value-added telecommunications services license holders are prohibited from leasing, transferring or selling telecommunications business operation licenses to foreign investors in any form, and from providing any resource, sites or facilities to foreign investors to facilitate the illegal operation of a telecommunications business in China. The MIIT Notice also requires that value-added telecommunications services license holders (including their shareholders) directly own the domain names and registered trademarks used by such value-added telecommunications services license holders in their daily operations. The MIIT Notice further requires each value-added telecommunications services license holder to have the necessary facilities for its approved business operations and to maintain such facilities in the regions covered by its license. Tech JV, our operating entity which provides online recruitment services, has obtained a value-added telecommunications business operation license permitting it to provide information service via the Internet and mobile networks.

The interpretation and application of existing PRC laws, regulations and policies and possible new laws, regulations or policies relating to the Internet industry have created substantial uncertainties regarding the legality of existing and future foreign investments in, and the businesses and activities of, Internet businesses in China. If new laws and regulations are promulgated, additional licenses may be required for our operations. If our operations do not comply with these new regulations at the time they become effective, or if we fail to obtain any licenses required under these new laws and regulations, we could be subject to penalties. We cannot assure you that relevant government authorities will not adopt new laws or regulations in the future which may be burdensome on our business or cause substantial compliance costs to us, nor can we assure you that we will always be able to comply with such laws and regulations.



***The discontinuation of preferential tax treatments currently available in the PRC could have a material and adverse effect on our financial condition and results of operations.***

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, applies a uniform 25% enterprise income tax, or EIT, rate to both foreign-invested enterprises and domestic enterprises. Subject to certain factors described in the EIT Law and related regulations, an enterprise may benefit from a preferential tax rate of 15% under the EIT Law if it qualifies as a “High and New Technology Enterprise,” or HNTE.

In December 2009, our main operating subsidiary, Tech JV, was designated by relevant local authorities in Shanghai as a HNTE and became subject to a preferential tax rate of 15%. Tech JV is entitled to this preferential 15% tax rate as long as it maintains the required qualifications, which is subject to review every three years. In 2018, its preferential tax status was renewed and is valid through 2020. We cannot assure you that Tech JV will continue to qualify as a HNTE when it is subject to reevaluation in the future. If Tech JV does not maintain its status as a HNTE and the EIT rates of our PRC subsidiaries increase, our financial condition and results of operations could be materially and adversely affected.

***Dividends we receive from our PRC subsidiaries are subject to PRC withholding tax.***

Under the EIT Law and related regulations, dividends, interests, rent or royalties payable by a foreign-invested enterprise, such as our PRC subsidiaries, to any of its foreign non-resident enterprise investors shall be subject to a 10% withholding tax, and proceeds from the disposition of assets (after deducting the net value of such assets as determined under PRC tax laws) by such foreign enterprise investor shall be subject to a 10% tax, unless such foreign enterprise investor’s jurisdiction of incorporation has a tax treaty with China that provides for a reduced rate of tax. We are incorporated in the Cayman Islands which does not have such a tax treaty with China. Undistributed profits earned by foreign-invested enterprises prior to January 1, 2008 are exempted from any withholding tax.

***We may be deemed a PRC resident enterprise under the EIT Law, which could subject us to PRC taxation on our global income and may have a material adverse effect on our results of operations.***

Under the EIT Law and its implementation rules, enterprises incorporated under the laws of jurisdictions outside China with their “de facto management bodies” located within China may be considered PRC resident enterprises and therefore subject to an EIT rate of 25% on their worldwide income. Under the implementation regulations issued by the State Council, relating to the EIT Law, “de facto management bodies” is defined as the bodies that have material and overall management control over the production and business operations, personnel, accounts and properties of an enterprise. In April 2009, the PRC State Taxation Administration, or the STA, issued the Circular on Identification of China-Controlled Overseas-Registered Enterprises as Resident Enterprises on the Basis of Actual Management Organization, or Circular 82, which further provided certain specific criteria for determining whether the “de facto management body” of a PRC-controlled offshore incorporated enterprise is located in the PRC. For more details about these criteria, please refer to “Item 10.E. Additional Information — Taxation — People’s Republic of China Taxation.” Although Circular 82 only applies to offshore enterprises controlled by enterprises or an enterprise group located within the PRC, the determining criteria set forth in Circular 82 may reflect the tax authorities’ general position on how the “de facto management body” test may be applied in determining the tax resident status of offshore enterprises. We are a Cayman Islands holding company and substantially all of our operational management is based in China. As the tax resident status of an enterprise is subject to the determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term “de facto management body” as applicable to our offshore entities, we cannot assure you that we will not be considered as a PRC tax resident enterprise. If we are considered to be an enterprise established outside China with “de facto management bodies” located in China and thus a resident enterprise, we may be subject to the uniform 25% EIT rate as to our global income, which could have a material adverse effect on our results of operations.

***If we are considered a PRC resident under the EIT Law, dividends payable to foreign investors and gains on the sale of our common shares or ADSs by our foreign investors may become subject to PRC taxation.***

If we are considered to be a PRC resident enterprise under the EIT Law, any dividends payable to non-resident enterprise holders of our common shares or ADSs may be treated as income derived from sources within the PRC and therefore subject to a 10% withholding tax (or 20% in the case of non-resident individual holders) unless an applicable income tax treaty provides otherwise. In addition, capital gains realized by non-resident enterprise holders upon the disposition of our common shares or ADSs may be treated as income derived from sources within the PRC and therefore subject to 10% income tax (or 20% in the case of non-resident individual holders) unless an applicable income tax treaty provides otherwise. If we are required under the EIT Law to withhold PRC income tax on dividends payable to our non-PRC investors or if you are required to pay PRC income tax on any gains realized from the transfer of our common shares or ADSs, the value of your investment in our common shares or ADSs may be materially and adversely affected.

***We face uncertainty from the PRC's Circular on Strengthening the Management of Enterprise Income Tax Collection of Income Derived by Non-Resident Enterprises from Equity Transfers.***

The STA issued the Circular on Strengthening the Management of Enterprise Income Tax Collection of Income Derived by Non-Resident Enterprises from Equity Transfers, or Circular 698, in December 2009, which addresses the transfer of equity by non-PRC tax resident enterprises. Under Circular 698, where a non-resident enterprise transfers the equity interests of a PRC resident enterprise indirectly by disposition of the equity interests of an overseas holding company, or an Indirect Transfer, it is required to report such Indirect Transfer to the PRC tax authority if the overseas holding company is located in a tax jurisdiction that has an effective tax rate of less than 12.5% or does not levy tax on such foreign-sourced capital gains of its residents. If the overseas holding company mainly serves as a tax avoidance vehicle and does not have any reasonable business purpose, the PRC in-charge tax authority may, upon verification of the STA, disregard the overseas holding company and re-characterize the Indirect Transfer by referring to its economic essence, and as a result, the overseas controlling party may be subject to a 10% PRC tax for the capital gains realized from the Indirect Transfer.

On February 3, 2015, the STA issued the Bulletin on Several Issues of Enterprise Income Tax on Income Arising from Indirect Transfers of Property by Non-Resident Enterprises, or Bulletin 7, which supersedes the provisions of Circular 698 in relation to Indirect Transfers, while the other provisions of Circular 698 remain in force. Bulletin 7 introduces a new tax regime that is significantly different from that under Circular 698. Bulletin 7 extends its tax jurisdiction to not only include Indirect Transfers as set forth under Circular 698 but also transactions involving the transfer of real property in China and the assets of an establishment or place situated in China, through the offshore transfer of a foreign intermediate holding company. Under Bulletin 7, if an Indirect Transfer is re-characterized as a direct transfer, the transaction will be subject to (i) 25% EIT rate on the gains derived from the transfer of the property of an establishment or place situated in China, or (ii) 10% EIT rate on the gains derived from the transfer of real property situated in China or equity interests in PRC resident enterprises, unless an applicable tax treaty provides otherwise. Moreover, Bulletin 7 provides clearer criteria than Circular 698 on how to assess reasonable commercial purposes and has introduced safe harbors for internal group restructurings and the purchase and sale of equity through a public securities market. However, Bulletin 7 also brings challenges to both the foreign transferor and transferee of the Indirect Transfer as they are required to make a self-assessment of whether the transaction should be subject to PRC tax and to file or withhold the PRC tax accordingly. 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.

On October 17, 2017, the STA issued the Bulletin on Issues Concerning the Withholding of Enterprise Income Tax at Source on Non-Resident Enterprises, or Bulletin 37, which repeals Circular 698 effective on December 1, 2017. Bulletin 37 further elaborates on the taxable income from equity transfer, which is the balance of deducting the equity's net value from the total income from equity transfer. The equity's net value refers to (i) the capital actually contributed by the equity transferor when it invested in the PRC resident enterprise, or (ii) the actual cost at which the equity transferor bought such equities from its predecessor. Where such equity depreciates or appreciates during the shareholding by the transferor, and the amount depreciated or appreciated can be determined pursuant to the regulations issued by the relevant finance and tax authorities, such equity's net value should be adjusted accordingly.

We face uncertainties with respect to the reporting and consequences of private equity financing transactions, share exchange or other transactions involving the transfer of shares in our company by investors that are non-PRC resident enterprises, or sale or purchase of shares in other non-PRC resident companies or other taxable assets by us. The transferors and transferees may be subject to the tax filing and withholding or tax payment obligation, while our PRC subsidiaries may be requested to assist in the filing. Furthermore, we may be required to spend valuable resources to comply with Bulletin 7 and Bulletin 37, or to establish that we should not be taxed under Bulletin 7 and Bulletin 37, any of which could have an adverse effect on our financial condition and results of operations.

The PRC tax authorities have discretion under Bulletin 7 and Bulletin 37 to make adjustments to the taxable capital gains based on the difference between the fair value of the taxable assets transferred and cost of investment. We have made acquisitions in the past and may conduct additional acquisitions in the future. If the PRC tax authorities make adjustments to the taxable income of transactions under Bulletin 7 and Bulletin 37, our income tax costs associated with such potential acquisitions will increase, which may have an adverse effect on our financial condition and results of operations.

***Certain PRC regulations may make it more difficult for us to pursue growth through acquisitions in China.***

Certain PRC regulations and rules establish additional procedures and requirements for mergers and acquisitions in China. Under the PRC Anti-Monopoly Law, companies undertaking acquisitions relating to businesses in China must notify the anti-monopoly enforcement agency, in advance of any transaction where the parties' revenues in the China market exceed certain thresholds and the buyer would obtain control of, or decisive influence over, the other party. Under the FIL, where a foreign investor acquires any domestic enterprise in the PRC or participates in the concentration of business operators by other means (i.e., obtaining control over or decisive influence on other business operators by means of merger, acquisition of equity interests or assets, or contracts, among others, as defined in the PRC Anti-Monopoly Law), it is subject to review on concentration of business operators pursuant to the PRC Anti-Monopoly Law. In addition, six PRC regulatory agencies, including the PRC Ministry of Commerce, or the MOFCOM, the State-Owned Assets Supervision and Administration Commission, the STA, the SAIC, the CSRC and the PRC State Administration of Foreign Exchange, or the SAFE, jointly adopted the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the M&A Rules, which became effective on September 8, 2006 and was amended on June 22, 2009. The M&A Rules require that the MOFCOM be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise, if (i) any important industry is concerned, (ii) such transaction involves factors that have or may have impact on the national economic security, or (iii) such transaction will lead to a change in control of a domestic enterprise which holds famous trademarks or PRC time-honored brands.

On February 7, 2021, the Anti-Monopoly Committee of the State Council published the Guideline on Anti-Monopoly of Platform Economy Sector, or the Guideline, which went into effect on the same day. The Guideline aims at specifying some of the circumstances under which an activity of Internet platforms may be identified as a monopolistic act as well as setting out merger controlling filing procedures involving variable interest entities. Any failure or perceived failure by us to comply with the Guideline and other anti-monopoly laws and regulations may result in governmental investigations or enforcement actions, litigation, claims and negative publicity against us and could have an adverse effect on our business, financial condition and results of operations.

Complying with the requirements of the relevant regulations to complete acquisitions could be time-consuming, and any required approval processes may delay or inhibit our ability to complete transactions, which could affect our ability to expand our business.

***PRC regulation of direct investment and loans by offshore holding companies to PRC entities may delay or limit us from making capital contributions or loans to our PRC subsidiaries.***

Any capital contributions or loans that we, as an offshore entity, make to our PRC subsidiaries are subject to PRC regulations. For example, none of our loans to a PRC subsidiary can exceed the difference between its total amount of investment and its registered capital approved under relevant PRC laws, and the loans must be registered with the local branch of the SAFE. Our capital contributions to our PRC subsidiaries must be approved by or filed with the MOFCOM or its local counterpart. We cannot assure you that we will be able to complete the necessary registration or obtain the necessary approval on a timely basis, or at all. If we fail to complete the necessary registration or obtain the necessary approval, our ability to make loans or equity contributions to our PRC subsidiaries may be negatively affected, which could adversely affect our PRC subsidiaries' liquidity and their ability to fund their working capital and expansion projects and meet their obligations and commitments.

***Our business has benefitted from financial incentives granted by local governments. The elimination of these incentives or changes to local government policies would materially affect our results of operations.***

Local governments in China have granted financial incentives from time to time to some of our PRC subsidiaries as part of their efforts to encourage and support the development of local businesses. We received approximately RMB173.8 million, RMB202.4 million and RMB169.8 million (US\$26.0 million) in financial incentives from local governments in 2018, 2019 and 2020, respectively. The timing, amount and criteria of incentives are determined within the sole discretion of the local government authorities and cannot be expected or predicted before we actually receive any incentives. Local governments may decide to reduce or eliminate incentives or change their policies at any time, and we cannot assure you of the continued availability of these incentives. Any reduction or elimination of incentives would materially and adversely affect our results of operations.

***If the chops of our PRC subsidiaries and affiliated entities are not kept safely, are stolen, or are misused or misappropriated by unauthorized persons, our business and operations could be materially and adversely affected.***

In the PRC, a company chop or seal serves as the legal representation of the company to third parties even when unaccompanied by a signature. Each legally registered company in the PRC is required to have a company chop, which must be registered with the local public security bureau and the local counterpart of the SAMR. In addition to this mandatory chop, companies may have several other chops which can be used for specific purposes. The chops of our PRC subsidiaries and affiliated entities are held securely by personnel designated or approved by us in accordance with our internal control procedures. To the extent these chops are not kept safely, are stolen, or are misused or misappropriated by unauthorized persons, the corporate governance of these entities could be severely and adversely compromised. As a result, these corporate entities may be bound to abide by the terms of any documents so chopped, even if they were chopped by an individual who lacked the requisite power and authority to do so, which may require us to take legal action, divert resources and management attention, and could materially and adversely affect our business and operations.

***Fluctuations in exchange rates may 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 China's political and economic conditions. The conversion of the Renminbi into foreign currencies, including the U.S. dollar, has been based on rates set by the People's Bank of China. The Renminbi has fluctuated against the U.S. dollar, at times significantly and unpredictably. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and U.S. dollar in the future.

Substantially all of our revenues and costs are denominated in the Renminbi. Any significant revaluation of the Renminbi may materially and adversely affect our cash flows, revenues, earnings and financial position, and the value of, and any dividends payable on, our ADSs in U.S. dollars. To the extent that we need to convert U.S. dollars 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 common shares or ADSs, for strategic acquisitions or investments, 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. In addition, appreciation or depreciation in the value of the Renminbi relative to the U.S. dollar would affect our financial results reported, regardless of any underlying change in our business or results of operations, as the Renminbi is our reporting currency.

***Governmental control of currency conversion may affect the value of your investment.***

The PRC government imposes controls on the convertibility of the Renminbi into foreign currencies and, in certain cases, the remittance of currency out of China, and such controls are stringent. We receive substantially all of our revenues in Renminbi, which is currently not a freely convertible currency. Under our current structure, our income will be primarily derived from dividend payments from our PRC subsidiaries and other payments such as royalty and licensing fees. Shortages in the availability of foreign currency may restrict the ability of our PRC subsidiaries and our affiliated entities to remit sufficient foreign currency to pay dividends, royalty payments or other fees to us, or otherwise satisfy their foreign currency dominated obligations. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from the transaction, can be made in foreign currencies without prior approval from the SAFE, by complying with certain procedural requirements. However, approval from appropriate governmental 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 bank loans denominated in foreign currencies. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay dividends in foreign currencies to our shareholders, including holders of our ADSs.

***PRC regulations relating to offshore investment activities by PRC residents may increase our administrative burden and adversely impact our business and prospects. If our shareholders who are PRC residents fail to make any required registrations or filings under such regulations, we may be unable to distribute profits and may become subject to liability under PRC laws.***

The SAFE promulgated the Notice on Issues Relating to the Administration of Foreign Exchange in Fund-Raising and Round-Trip Investment Activities of Domestic Residents Conducted via Offshore Special Purpose Companies, or Circular 75, which became effective on November 1, 2005, requiring PRC residents to register with local branches of the SAFE before establishing or controlling any company outside of China for the purpose of raising funds from overseas to acquire or exchange the assets of, or acquiring equity interests in, PRC entities held by such PRC residents. On July 4, 2014, the SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Offshore Investment and Financing and Round-Trip Investment through Special Purpose Vehicles, or Circular 37, which superseded Circular 75. Circular 37 requires PRC residents to register with local branches of the SAFE in connection with their direct establishment or indirect control of an offshore entity, for the purpose of overseas investment and financing, with such PRC residents' legally owned assets or equity interests in domestic enterprises or offshore assets or interests, referred to in Circular 37 as a "special purpose vehicle." Circular 37 further requires amendment to the registration in the event of any significant changes with respect to the special purpose vehicle, such as increase or decrease of capital contributed by PRC individuals, share transfer or exchange, merger, division or other material event. In the event that a PRC shareholder holding interests in a special purpose vehicle fails to fulfill the required SAFE registration, the PRC subsidiaries of that special purpose vehicle may be prohibited from making profit distributions to the offshore parent and from carrying out subsequent cross-border foreign exchange activities, and the special purpose vehicle may be restricted in its ability to contribute additional capital into its PRC subsidiary. Moreover, failure to comply with the various SAFE registration requirements described above could result in liability under PRC law for evasion of foreign exchange controls. On February 13, 2015, the SAFE promulgated the Notice on Further Simplifying and Improving Foreign Exchange Administration Policy on Direct Investment, or Circular 13, which became effective on June 1, 2015. Pursuant to Circular 13, entities and individuals are required to apply for foreign exchange registration of foreign direct investment and overseas direct investment, including those required under Circular 37, with qualified banks, instead of the SAFE. The qualified banks, under the supervision of the SAFE, will directly review the applications and process the registration.

We have notified beneficial owners of common shares of our company who we know are PRC residents of their filing obligation. However, we may not be aware of the identities of all of our beneficial owners who are PRC residents. We do not have control over our beneficial owners and cannot assure you that all of our PRC-resident beneficial owners have fully complied or will fully comply with Circular 37 and subsequent implementation rules. The failure or inability of our PRC-resident beneficial owners to comply with the registration procedures set forth therein may subject them to fines and legal sanctions and may also limit our ability to contribute additional capital into our PRC subsidiaries, limit our PRC subsidiaries' ability to distribute profits to our company or otherwise adversely affect our business, financial condition and results of operations.

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

In March 2007, the SAFE promulgated the Application Procedure of Foreign Exchange Administration for Domestic Individuals Participating in Employee Stock Holding Plan or Stock Option Plan of Overseas-Listed Company, or the Stock Option Rule, to regulate foreign exchange procedures for PRC individuals participating in employee stock holding and stock option plans of overseas companies. On February 15, 2012, the SAFE promulgated the Circular on Certain Foreign Exchange Issues Relating to Domestic Individuals' Participation in Stock Incentive Plan of Overseas-Listed Company, or the New Stock Option Rule. Upon the effectiveness of the New Stock Option Rule on February 15, 2012, the Stock Option Rule became void, although the basic requirements and procedures provided under the Stock Option Rule are kept unchanged in the New Stock Option Rule. Directors, supervisors, the senior management and other employees of the domestic subsidiary of an overseas-listed company (which shall include companies and other subsidiaries directly or indirectly established or controlled by such overseas-listed company in China) participating in any stock incentive plan of the overseas-listed company who are PRC citizens or who are non-PRC citizens residing in China for a continuous period of not less than one year, subject to a few exceptions, are required to register with the SAFE through a domestic qualified agent, which could be a PRC subsidiary of such overseas-listed company, and complete certain other procedures. We and our PRC employees, directors and senior management are subject to these regulations.

In addition, the STA has issued circulars concerning employee share options. Under these circulars, individuals working in China who exercise share options will be subject to PRC individual income tax. We have obligations to file documents related to employee share options with relevant tax authorities and withhold the individual income taxes of employees who exercise their share options. If we or our PRC optionees fail to comply with these regulations, we or our PRC optionees may be subject to fines and other legal and administrative sanctions.

***Our ADSs may be delisted under the Holding Foreign Companies Accountable Act if the U.S. Public Company Accounting Oversight Board, or the PCAOB, is unable to inspect auditors who are located in China. The delisting of our ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment. Additionally, the inability of the PCAOB to conduct inspections deprives our investors with the benefits of such inspections.***

The Holding Foreign Companies Accountable Act, or the HFCA Act, was enacted on December 18, 2020. The HFCA Act 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 ADSs from being traded on a national securities exchange or in the over the counter trading market in the United States.

Our auditor, the independent registered public accounting firm that issued 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 Chinese authorities, our auditor is currently not inspected by the PCAOB.

On March 24, 2021, the SEC has adopted interim final rules relating to the implementation of certain disclosure and documentation requirements of the HFCA Act. We will not be required to comply with these rules until the SEC has identified us as having a “non-inspection” year under a process to be subsequently established by the SEC. The SEC is assessing how to implement other requirements of the HFCA Act, including the listing and trading prohibition requirements described above.

The SEC may propose additional rules or guidance that could impact us if our auditor is not subject to PCAOB inspection. For example, on August 6, 2020, the President's Working Group on Financial Markets, or the PWG, issued the Report on Protecting United States Investors from Significant Risks from Chinese Companies to the then President of the United States. This report recommended the SEC implement five recommendations to address companies from jurisdictions that do not provide the PCAOB with sufficient access to fulfill its statutory mandate. Some of the concepts of these recommendations were implemented with the enactment of the HFCA Act. However, some of the recommendations were more stringent than the HFCA Act. For example, if a company was not subject to PCAOB inspection, the report recommended that the transition period before a company would be delisted would end on January 1, 2022.

The interim final rules will become effective on May 5, 2021. It is unclear when the SEC will complete its final rulemaking and when such final rules will become effective and what, if any, of the PWG recommendations will be adopted. The implications of this possible regulation in addition to the requirements of the HFCA Act are uncertain. Such uncertainty could cause the market price of our ADSs to be materially and adversely affected, and our securities could be delisted or prohibited from being traded “over-the-counter” earlier than would be required by the HFCA Act. If our securities are unable to be listed on a securities exchange outside the jurisdiction of the United States by then, such a delisting would substantially impair your ability to sell or purchase our ADSs when you wish to do so, and the risk and uncertainty associated with a potential delisting would have a negative impact on the price of our ADSs.

The PCAOB’s inability to conduct inspections in China prevents it from fully evaluating the audits and quality control procedures of our independent registered public accounting firm. As a result, we and investors in our ADSs are deprived of the benefits of such PCAOB inspections. The inability of the PCAOB to conduct inspections of auditors in China makes 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, which could cause investors and potential investors in our ADSs to lose confidence in our audit procedures and reported financial information and the quality of our financial statements.

In May 2013, the PCAOB announced that it had entered into a Memorandum of Understanding on Enforcement Cooperation with the CSRC and the PRC Ministry of Finance, which establishes a cooperative framework between the parties for the production and exchange of audit documents relevant to investigations undertaken by the PCAOB in the PRC or by the CSRC or the PRC Ministry of Finance in the United States. The PCAOB continues to be in discussions with the CSRC and the PRC Ministry of Finance to permit joint inspections in the PRC of audit firms that are registered with the PCAOB and audit Chinese companies that trade on U.S. exchanges.

***Proceedings instituted by the SEC against certain PRC-based accounting firms, including the affiliate of our independent registered public accounting firm, or any related adverse regulatory development in the PRC, could result in our 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, each of the Big Four PRC-based accounting firms 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 SEC requirements could ultimately lead to the delisting of our ADSs or the termination of the registration of our ADSs under the Exchange Act, or both, which would substantially reduce or effectively terminate the trading of our ADSs in the United States.



## Risks Related to Our Common Shares and Our ADSs

***We are controlled by a small number of our existing shareholders, whose interests may differ from those of other shareholders, and our board of directors has the power to discourage a change of control.***

As of March 31, 2021, the following shareholders beneficially owned 36.5 million common shares:

- Recruit Holdings Co., Ltd., or Recruit, a leading human resource and information services company in Japan listed on the Tokyo Stock Exchange, which beneficially owned 23.4 million common shares, or approximately 34.8% of our issued and outstanding common shares, and which is affiliated with Junichi Arai, one of our directors; and
- Rick Yan, our chief executive officer and a director, who beneficially owned 13.1 million common shares, or approximately 19.2% of our issued and outstanding common shares.

These shareholders, together with our other directors and members of senior management, beneficially owned approximately 39.4 million common shares. Accordingly, Recruit or Mr. Yan individually could have significant influence in determining the outcome of any corporate transaction or other matter submitted to the shareholders for approval, including mergers, consolidations and the sale of all or substantially all of our assets, election of directors and other significant corporate actions. In cases where their interests are aligned and they vote together, these shareholders will also have the power to prevent or cause a change in control. Without the consent of some or all of these shareholders, we may be prevented from entering into transactions that could be beneficial to us. In addition, these parties could violate their director or employment agreements with us or otherwise violate their fiduciary duties by diverting business opportunities from us to themselves or others. The interests of our largest shareholders may differ from the interests of our other shareholders.

***The trading price of our ADSs has been volatile and may continue to be volatile regardless of our operating performance.***

The trading price of our ADSs has been and may continue to be subject to wide fluctuations in response to factors including the following:

- actual or anticipated fluctuations in our quarterly results of operations;
- changes or revisions by us to previously released operating and financial targets;
- announcements by us or our competitors of new services, significant acquisitions, strategic partnerships, joint ventures or capital commitments;
- changes in financial estimates or recommendations by securities analysts;
- conditions in our industry, which is the market for online recruitment services and other human resource related services in China;
- additions or departures of key personnel;
- public perception or negative news about us, our services or our industry;
- fluctuations of exchanges rates between the Renminbi and U.S. dollar;
- approvals or revocations of operating licenses or permits in relation to our business;
- pending or potential litigation or regulatory investigations; and
- general economic or political conditions in China or elsewhere in the world.

In addition, the stock market in general, and the trading prices for Internet-related companies and companies with operations in China in particular, have experienced volatility that often has been unrelated or disproportionate to the operating performance of such companies. These market and industry fluctuations may significantly affect the trading price of our ADSs. In addition, any negative news or perceptions about inadequate corporate governance practices or fraudulent accounting, corporate structure or other matters of other Chinese companies may negatively affect the attitudes of investors towards Chinese companies in general, including us, regardless of whether we have engaged in any inappropriate activities. Furthermore, volatility or a lack of positive performance in our ADS price may adversely affect our ability to retain key employees, most of whom have been granted stock options.



***The future sales, or perceived potential sales, of a substantial number of our ADSs in the public market could adversely affect the price of our ADSs.***

Sales of substantial amounts of our ADSs in the public market, or the perception that these sales could occur, could adversely affect the market price of our ADSs. Such sales might make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate. If any existing shareholder or shareholders sell a substantial amount of ADSs, the prevailing market price for our ADSs could be adversely affected. We cannot predict what effect, if any, market sales of securities held by our shareholders will have on the market price of our ADSs. In addition, if we pay for our future acquisitions in whole or in part with additionally issued common shares, your ownership interests in our company would be diluted and this, in turn, could have a material and adverse effect on the price of our ADSs.

***Your right to participate in any future rights offerings may be limited, which may cause dilution of your holdings.***

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. Under the deposit agreement, the depositary bank will not offer you those rights unless the distribution to ADS holders of both the rights and any related securities is either registered under the Securities Act of 1933, as amended, or the Securities Act, or exempt from registration under the Securities Act. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause such a registration statement to be declared effective. Moreover, we may not be able to establish an exemption from registration under the Securities Act. Accordingly, you may be unable to participate in our rights offerings and may experience dilution in your holdings.

***You may not be able to exercise your right to vote.***

Except as described in this annual report and in the deposit agreement, holders of our ADSs will not be able to exercise voting rights attaching to the common shares represented by our ADSs on an individual basis. Holders of our ADSs will appoint the depositary or its nominee as their representative to exercise the voting rights attaching to the common shares represented by the ADSs. Upon receipt of your voting instructions, the depositary will vote the underlying common shares in accordance with these instructions.

Under our amended and restated memorandum and articles of association, the minimum notice period required for convening either an annual general meeting or an extraordinary general meeting called to vote on matters requiring the approval by special resolution is 20 days. The minimum notice period for other extraordinary general meetings is 14 days. When a general meeting is convened, we cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depositary to vote the underlying common shares represented by your ADSs. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions. This means that you may not be able to exercise your right to vote and there may be nothing you can do if the underlying common shares represented by your ADSs are not voted as you requested.

Under our deposit agreement, the depositary will give us a discretionary proxy to vote the common shares underlying your ADSs at shareholders' meetings if you do not vote, unless we have instructed the depositary that we do not wish a discretionary proxy to be given or any of the other situations specified under the deposit agreement takes place. The effect of this discretionary proxy is that you cannot prevent common shares underlying your ADSs from being voted, absent the situations described above, and it may make it more difficult for shareholders to influence the management of our company.

***You may not receive distributions on common shares or any value for them if it is illegal or impractical to make them available to you.***

The depositary of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on common shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of common shares your ADSs represent. However, the depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any holders of ADSs. We have no obligation to register under U.S. securities laws any ADSs, common shares, rights or other securities received through such distributions. We also have no obligation to take any other action to permit the distribution of ADSs, common shares, rights or anything else to holders of ADSs. This means that you may not receive the distribution we make on our common shares or any value for them if it is illegal or impractical for us to make them available to you. These restrictions may have a material adverse effect on the value of your ADSs.

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

Your ADSs are transferable on the books of the depositary. However, the depositary may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary thinks it 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.

***You may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. federal courts may be limited, because we are incorporated under Cayman Islands law, we conduct substantially all of our operations in China and most of our directors and executive officers reside outside the United States.***

We are an exempted company incorporated under the laws of the Cayman Islands and conduct substantially all of our operations in China. The majority of our assets are located in China. In addition, many of our directors and executive officers reside outside the United States and a substantial portion of their assets are located outside the United States. As a result, it may be difficult for you to effect service of process within the United States or elsewhere outside the Cayman Islands and China on us or our directors or officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. It may also be difficult or impossible for you to bring an action against us or against our directors and officers in the Cayman Islands or in China in the event that you believe your rights as an ADS holder have been infringed under the securities laws of the United States or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands and China may render you unable to enforce a judgment against our assets or the assets of our directors and officers. There is no statutory enforcement in the Cayman Islands of judgments obtained in the United States, although the courts of the Cayman Islands will, at common law, recognize and enforce a foreign money judgment of a foreign court of competent jurisdiction without any re-examination of the merits of the underlying dispute based on the principle that a judgment of a competent foreign court imposes upon the judgment debtor an obligation to pay the liquidated sum for which such judgment has been given, provided such judgment (i) is final and conclusive, (ii) is not in respect of taxes, a fine or a penalty, and (iii) was not obtained in a manner and is not of a kind the enforcement of which is contrary to natural justice or the public policy of the Cayman Islands. Moreover, our PRC legal counsel has advised us that China does not have treaties with the United States or many other countries providing for the reciprocal recognition and enforcement of judgment of courts.

Our corporate affairs are governed by our amended and restated memorandum and articles of association, the Cayman Islands Companies Act (As Revised), as amended and revised from time to time, and the common law of the Cayman Islands. The rights of shareholders to take action against the directors, actions by 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 English common law, which provides persuasive, but not binding, authority in 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 has a less developed body of securities laws as compared to the United States and provides significantly less protection to investors. In addition, shareholders of Cayman Islands companies may not have standing to initiate a shareholder derivative action in a federal court of the United States.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests through actions against us, our management, our directors or our major shareholders than would shareholders of a corporation incorporated in a jurisdiction in the United States.

***Our memorandum and articles of association contain anti-takeover provisions that could adversely affect the rights of holders of our common shares and ADSs.***

Our amended and restated memorandum and articles of association contain certain provisions that could limit the ability of others to acquire control of our company, including a provision that grants authority to our board of directors to issue preferred shares without approval by our shareholders and to determine, with respect to any series of preferred shares, the terms and rights of that series. 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 our ADSs may fall and the voting and other rights of the holders of our common shares and ADSs may be materially and adversely affected.

***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 selective disclosure rules by issuers of material nonpublic information under Regulation FD.

We are required to file an annual report on Form 20-F within four months of the end of each fiscal year. In addition, we have published our results on a quarterly basis as press releases, distributed pursuant to NASDAQ Stock Market rules and regulations. Press releases relating to financial results and material events also have been furnished to the SEC on Form 6-K. However, the information we are required to file with or furnish to the SEC are 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.

***There can be no assurance that we will not be a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for any taxable year, which could result in adverse U.S. federal income tax consequences to U.S. holders of our ADSs or common shares.***

A non-U.S. corporation, such as our company, will be classified as a PFIC for U.S. federal income tax purposes for any taxable year if either (i) 75% or more of its gross income for such year consists of certain types of “passive” income, or (ii) 50% or more of the value of its assets (determined on the basis of a quarterly average) during such year produce or are held for the production of passive income. Passive income generally includes dividends, interest, royalties and rents (other than royalties or rents derived in the active conduct of a trade or business and not derived from a related person), annuities, net gains from the sale or exchange of property producing passive income, and net foreign currency gains. Cash is generally a passive asset for these purposes. Goodwill is generally characterized as a non-passive or passive asset based on the nature of the income produced in the activity to which the goodwill is attributable. The determination of whether we are a PFIC is made annually.

Based on the past composition of our income and assets and the value of our assets, including goodwill, we do not believe that we were classified as a PFIC for the taxable year ending December 31, 2020. However, our PFIC status for any taxable year will depend on the composition of our income and assets and the value of our assets from time to time, which may be determined, in large part, by reference to the market price of our ADSs. Therefore, the risk of us being or becoming a PFIC will increase if during any taxable year our ADS price declines significantly.

In addition, if it is determined that we do not own the equity of our affiliated PRC entities, which is held through contractual arrangements, for U.S. federal income tax purposes, we may be treated as a PFIC. There exist substantial uncertainties regarding the application, interpretation and enforcement of relevant current and future PRC laws and regulations and their potential effect on our corporate structure and contractual arrangements with certain of our affiliated PRC entities. There can be no assurance that the PRC regulatory authorities will not take a view different from those of our PRC legal counsel. Further, even if the uncertainties as to PRC laws and regulations did not exist, there are also substantial uncertainties as to the treatment of our corporate structure and ownership of these affiliated PRC entities for U.S. federal income tax purposes.

If we are a PFIC for any taxable year during which you hold our ADSs or common shares, such characterization could result in adverse U.S. federal income tax consequences to you if you are a U.S. investor. For example, if we are or become a PFIC, our U.S. investors may become subject to increased tax liabilities under U.S. federal income tax laws and regulations, and will become subject to burdensome reporting requirements. Moreover, non-corporate U.S. investors will not be eligible for reduced rates on taxation on any dividends received from us, if we are a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year. See “Item 10.E. Additional Information — Taxation — Certain United States Federal Income Tax Considerations — Passive Foreign Investment Company Rules.”

#### **ITEM 4. INFORMATION ON THE COMPANY**

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

We commenced our business in 1998. In March 2000, our founders incorporated a new holding company, now called 51job, Inc., as an exempted company with limited liability in the Cayman Islands under the Cayman Islands Companies Act (As Revised). Subsequently, 51job, Inc. acquired 51net.com Inc., or 51net, a British Virgin Islands business company and the registered owner of our [www.51job.com](http://www.51job.com) domain name, and other subsidiaries to become the holding company of our corporate group. As of December 31, 2020, we mainly operated our business through the following significant PRC subsidiaries and affiliated Chinese entities:

- Qianjin Network Information Technology (Shanghai) Co., Ltd., or Tech JV, which is owned by 51net, Qian Cheng and Wuhan AdCo, and holds licenses which allow it to provide online advertising, human resource related and value-added telecommunications services;
- Beijing Qian Cheng Si Jin Advertising Co., Ltd., or Qian Cheng, which is wholly owned by Run An, is our joint venture partner in Tech JV and has an equity interest in Shanghai Qianjin Advertising Co., Ltd., or AdCo;
- Beijing Run An Information Consultancy Co., Ltd., or Run An, which is jointly owned by Jingwu Chen and Tao Wang, two senior executives of our company;
- Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd., or WFOE, which is wholly owned by 51net Beijing, a Cayman Islands company wholly owned by 51job, Inc., and owns our trademarks and registered copyrights; and
- Wuhan Mei Hao Qian Cheng Advertising Co., Ltd., or Wuhan AdCo, which is wholly owned by Qian Cheng and has an equity interest in Tech JV.

Our business and operations are mainly conducted through Tech JV and its subsidiaries.

In May 2004, we restructured our operations to comply with then existing PRC laws and regulations governing foreign ownership in entities conducting advertising and human resource related services. For a discussion on our group structure, see “Item 4.C. Information on the Company — Organizational Structure.”

In September 2004, we completed our initial public offering of 6,037,500 ADSs and the trading of our ADSs commenced on the NASDAQ Global Select Market under the symbol “JOBS.”

In September 2008, we announced a share repurchase program, which provided authorization to purchase up to US\$25 million worth of our outstanding ADSs. Under this program, from 2008 to 2011, we purchased 2,030,658 ADSs, through open-market transactions for an aggregate consideration of approximately US\$11 million, including transaction fees. In June 2014, our shareholders approved an increase to the size of the share repurchase program from US\$25 million to US\$75 million. From 2014 to 2015, we purchased 1,698,243 ADSs, through open-market transactions for an aggregate consideration of approximately US\$49 million, including transaction fees.

In April 2014, we completed an offering of US\$172.5 million in aggregate principal amount of 3.25% convertible senior notes due 2019. The notes were offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to certain non-U.S. persons in compliance with Regulation S under the Securities Act. The notes matured on April 15, 2019 and were converted into our ADSs at a rate of 23.3952 ADSs per US\$1,000 principal amount, which resulted in the issuance of 4,035,664 shares and a cash payment of approximately US\$704 for the fractional shares.

From time to time, we have selectively acquired or invested in businesses that complement our existing business, and we intend to continue to do so in the future to expand and develop our business. In 2018, we made several long-term investments totaling RMB156.8 million, which included companies that provide talent assessment, human resource consulting and business process outsourcing services as well as participation in investment funds that are focused on companies that primarily provide services in the education and training market in China. In 2019, we made several long-term investments totaling RMB876.6 million, which included companies that provide technology solutions, talent management, education and business process outsourcing services. In 2020, we made long-term investments totaling RMB25.1 million (US\$3.8 million) in companies that provide recruitment and business process outsourcing services. We have utilized our existing cash resources for payments related to these acquisitions and investments.

See “Item 5.B. Operating and Financial Review and Prospects — Liquidity and Capital Resources — Capital Resources” for a discussion of our capital expenditures.

Our principal executive offices are located at Building 3, No. 1387 Zhang Dong Road, Shanghai 201203, People’s Republic of China. Our telephone number at this address is +86-21-6160-1888. Our principal website address is [www.51job.com](http://www.51job.com). The information on our websites should not be deemed to be part of this annual report.

## **B. Business Overview**

We believe that we are a leading nationwide provider of integrated human resource services in China. We have a strong focus on online recruitment advertising, and our websites and their related mobile applications are utilized by a broad base of corporate employers, reach a wide and diverse audience of job seekers and aggregate job information from nearly 200 cities across China.

In addition to online recruitment services, we also provide other complementary human resource related services, consisting primarily of business process outsourcing, campus recruitment, training, assessment and placement services. We aim to be a comprehensive, “one-stop” solution to human resource departments by providing recruitment and other human resource related services to employers through local offices in more than 30 cities in China and a national sales and customer service call center in Wuhan. Although we provide services to both employers and job seekers, we derive substantially all of our revenues from employers.

### **Our Products and Services**

We provide a range of human resource services in the following categories:

- online recruitment services; and
- other human resource related services, such as business process outsourcing, campus recruitment, training, assessment and placement services.

We generate a significant majority of our revenues from our online recruitment services. Our online recruitment services business generated 64.3% of our revenues in 2018, 61.8% of our revenues in 2019 and 58.2% of our revenues in 2020. Other human resource related services generated 35.7% of our revenues in 2018, 38.2% of our revenues in 2019 and 41.8% of our revenues in 2020.

#### ***Online Recruitment Services***

Our online recruitment services are delivered through several brand names. Each website and its corresponding mobile application focuses on the needs of job seekers and employers in a designated labor market segment or demographic group in China.

[www.51job.com](http://www.51job.com). We established our flagship online recruitment website, [www.51job.com](http://www.51job.com), in 1999. Recruitment advertisements on 51job.com primarily target white-collar workers between the ages of 20 to 35 and cover many different job categories ranging from professional and middle management positions to entry-level and clerical jobs. We generally update the advertisements on 51job.com several times each hour, which provides job seekers with new opportunities constantly and allows employers to receive timely responses.

On the 51job.com platform, employers can:

- post recruitment advertisements, search our job candidate database and download resumés;
- manage, organize and streamline the recruitment process, such as to track applicant status, establish interview schedules, retain past job postings and maintain candidate folders;
- place advertising banners, trademarks, logos, website hyperlinks and other forms of advertising to promote their corporate image;
- utilize enhanced marketing tools, such as priority placement of their job postings in keyword search results and e-mail marketing campaigns to a targeted group of job seekers;
- communicate with applicants through direct messages, online chat and video interview on our platform;
- verify job candidate details through an online background-checking report; and
- broadcast corporate videos and live stream recruitment events.

In addition, we offer website design as a value-added service to increase the corporate image of employers. We can build customized “private label” recruitment websites with the “look and feel” of a dedicated website. We design these sites in-house to client specifications and operate and maintain these sites for our clients.

For job seekers, 51job.com has online tools which allow them to:

- view all current recruitment advertisements and search for positions using keywords or based on a number of criteria, including city of employment, industry, job function, company type, and salary level;
- submit resumés directly to prospective employers to apply for a desired position;
- organize job applications and track submission status;
- manage privacy settings and determine level of interest to be contacted about job opportunities;
- obtain career development advice, salary benchmarking data and other job-related information;
- set up job alerts and notifications for specific companies of their choice; and
- receive recommendations of job opportunities matching the job seeker’s profile and preferences.

We believe that 51job.com is one of the largest dedicated national recruitment websites in China in terms of the number of recruitment advertisements. We also believe that 51job.com is among the largest in terms of the number of registered job user accounts and posted job seeker resumés, with approximately 171 million user accounts established since the launch of this website in 1999 and approximately 154 million resumés posted online as of December 31, 2020. We believe that 51job.com is perceived as a “destination site” by job seekers because of its large volume of advertisements and the job search, training, and general career management content available on the website.

[www.yingjiesheng.com](http://www.yingjiesheng.com). Yingjiesheng.com, or YJS, is an online recruitment website which focuses on college graduates and students in China. YJS enables employers to place recruitment advertisements and allows job seekers to apply to full-time, part-time and internship job opportunities. YJS also disseminates information about application deadlines, on-campus talks, corporate visits and recruitment fairs. In addition, YJS moderates online career advice and job seeker counseling forums that facilitate information sharing and engagement among its users.

We believe YJS is an important complement to 51job.com as it attracts new highly educated, first-time workers that may be migrated to 51job.com for further job opportunities as they mature and gain experience. YJS also provides access to a younger audience that is particularly valuable to employers who seek to build a long-term talent pipeline. The collaboration of the online presence of YJS and our offline campus recruitment services further increase and strengthen our overall service effectiveness to employers.

*www.51jingying.com.* The website *www.51jingying.com*, or Jingying, is a platform that connects recruiters with primarily passive job seekers who are usually currently employed, older, more experienced and highly skilled. We believe that Jingying addresses a segment of the labor market in China that has been traditionally served by a highly fragmented, offline community of local, small headhunting firms. Through Jingying, recruiters may post employment opportunities and search job candidate profiles. Conversely, job seekers can apply to these listings and access recruiter profiles that provide background details on industry of expertise, previous job placements and verification of professional credentials. Jingying's complementary mobile application also enables users to digitally scan name cards, manage contacts and build their own professional networks.

*www.lagou.com.* Lagou.com is a recruitment website specializing in technology and engineering talent in China. Recruitment advertisements on Lagou.com come from employers seeking to hire for positions such as software developers, computer programmers, web designers, systems administrators, data analysts and project managers. For the convenience of its targeted audience of technology and engineering professionals, job opportunities on Lagou.com are organized and categorized into niches in the technology hiring spectrum, such as positions requiring experience with a certain programming language or those openings specifically in the emerging areas of artificial intelligence, big data or cloud computing. Lagou.com also provides industry trends, company profiles and reviews, and user discussion forums.

Due to the rapid rise of the technology industry and an increased focus on innovation among businesses in China, we believe Lagou.com addresses a growing imbalance between labor supply and demand as employers compete aggressively for workers with particular technical skills and expertise. We also believe that the strong demand for these highly skilled technology professionals will drive further need for effective recruitment solutions due to the scarcity of such professionals.

*www.51mdd.com.* 51Miduoduo is our brand and platform that focuses on front line workers in the services sector. The job opportunities are mainly in the areas of sales, customer service, logistics and operations, which are popular in such industries as retail, food and beverage, health and beauty, transport and housing. Through the 51Miduoduo mobile application, location-based job search helps to easily connect users with positions that are geographically suitable and convenient for them. We believe that 51Miduoduo expands our coverage in the labor market to address service jobs that usually have high turnover and flexible employment terms.

*Mobile applications.* For all of our online brand names, we have mobile applications that enable job seekers to access their accounts through mobile devices and utilize most functions available on their respective websites. We believe that these mobile offerings help job seekers receive information anywhere and anytime, allowing them to more quickly apply to desired job positions and respond to employers when they do not have readily available access to a personal computer. We believe these mobile offerings increase job seeker engagement, provide important real-time benefits and enhance the job search experience for our users.

We provide job seekers access to our websites and mobile applications free of charge.

#### ***Other Human Resource Related Services***

*Business Process Outsourcing.* We perform business process outsourcing services by managing human resource administrative functions for employers on an outsourced basis. Our services to corporate clients mainly consist of social insurance, benefits and payroll processing as well as compliance services to adhere with local governmental employment regulations. While the market for business process outsourcing services in China is relatively new compared to developed economies like the United States, we believe that there is significant future potential for these services as companies in China grow and their organizations become more complex, thereby increasing the need and demand for using third parties to perform human resource administrative functions. In providing our business process outsourcing services, we strive for close operational integration with our recruitment services, which enables us to share staff resources and leverage our sales and marketing investments. We continue to build our outsourcing capability and aim to increase the number of companies and individuals we serve as well as to expand the type of services we provide.

*Campus Recruitment.* We provide campus recruitment services to corporations seeking to recruit college and university students. We assist corporations with recruitment strategy, the selection of targeted schools, the scheduling of campus visits, and the marketing and promotion of their image to students. We handle on-campus logistical arrangements and event management for our clients, including venue reservation, event design and decor, equipment rental, photography and videography. We also create, produce and broadcast media content and live stream events on the Internet for our clients related to their recruitment activities.

*Training.* We conduct training seminars in such areas as business management, leadership, sales and marketing, human resource, negotiation skills, financial planning and analysis, public administration, manufacturing, secretarial and other skills. We provide our seminars to the general public and on a customized, in-house basis for corporate clients. We license content and materials from third parties for some of the training courses we provide, and enter into arrangements with certain trainers and lecturers that meet our knowledge, expertise and experience requirements. In addition to classroom-style seminars, we provide outdoor-based training exercises and programs for corporate clients to promote personal development, team building and communication among their employees. Individuals can also access some of our training content, such as videos and podcasts, online. We believe that our training services build our brand awareness as a provider of comprehensive, integrated human resource services.

*Professional Assessment Tools.* We provide professional and scientific assessment tools to assist human resource departments in evaluating capabilities and dispositions of job candidates and existing employees. Our talent assessment services, including a system of in-house developed, proprietary psychometric tests, help employers to identify ideal job candidates and better allocate talent resources in their organizations in China.

*Placement and Executive Search.* We provide placement and executive search services to employers seeking to attract high demand talent and fill urgent job vacancies that require workers with specific skills, qualifications or experience. Depending on the terms and conditions stated in our scope of work agreements with employers, we may identify and select prospective candidates, conduct interviews, negotiate compensation packages and complete hiring procedures on behalf of our corporate clients.

*Salary and Other Human Resource Related Surveys.* We conduct general and customized salary survey studies with analyses of compensation and benefits packages across various cities, industries and job positions. Human resource departments utilize this data to understand the market for compensation levels and to assist in their determination of compensation and benefits packages. We also conduct surveys on employee retention and other human resource related topics.

*Human Resource Conferences.* We organize and host annual human resource conferences and events in some of our cities. These conferences and events include lectures, seminars, workshops and networking opportunities for human resource professionals. Although we do not generate significant revenues from hosting these conferences and events, this service provides us with exposure to, and interaction with, existing and prospective clients.

*Other Products.* We also perform support and administrative services for employers on select recruitment projects, such as career fairs and overseas events.

#### **Seasonality**

Our business experiences seasonal variations in recruitment demand and activities. See “Item 5.A. Operating and Financial Review and Prospects — Operating Results — Key Factors Affecting Our Results of Operations” for a discussion of seasonality in the human resource services market.

#### **Technology**

We design and update our websites and mobile applications as well as develop our proprietary software entirely in-house. We own the copyrights, software, trademarks and other intellectual property with respect to the design and content of our websites and mobile applications, other than the advertisements and trademarks provided by our advertisers.

We employ a large team of graphic designers and technical staff to create, update and enhance our websites, mobile applications and user interfaces. We also design, build and provide assistance to customers whose recruitment websites we are maintaining. New recruitment advertisements provided to us by employers who have purchased and registered online accounts generally appear on our platforms within a few hours.



We may experience slower Internet service from our Internet service providers as a result of technical difficulties associated with high traffic volumes, computer viruses, the proliferation of “spam” e-mail traffic and other difficulties that generally affect Internet traffic. We have not been subject to significant targeted disruptions or hacking, and we believe that difficulties we have experienced relating to the speed of the Internet service and web-hosting provided by the telecommunications service providers are consistent with the difficulties that affect Internet service in China generally. To date, our websites and mobile applications have not gone off-line or been shut down for any significant period of time. We do not believe that our business has been materially disrupted or negatively affected by technical difficulties with respect to our websites and mobile applications. However, we cannot assure you that our business will not face material disruptions or damage from spam, viruses, hacking or other technical difficulties. See “Item 3.D. Key Information — Risk Factors — Risks Related to Our Business — Hacking and computer viruses may cause delays or interruptions on our systems and may reduce use of our services and damage our reputation and brand names;” “— We face risks related to health epidemics and other natural disasters;” and “— We are dependent on our Internet service providers, and we are vulnerable to failures of the Internet, telecommunications networks in China and our technology platform.”

## **Competition**

We face significant competition in all of our business lines. See “Item 3.D. Key Information — Risk Factors — Risks Related to Our Business — Because we face significant competition in all of our businesses, we may lose market share and our results of operations may be materially and adversely affected.”

### ***Online Recruitment Services***

We experience competition in our online recruitment services business from dedicated job search websites, such as [www.zhaopin.com](http://www.zhaopin.com), as well as market niche players that focus on particular industry verticals, such as technology and finance, or job seeker segments.

None of the well-established nationwide Internet portals, search engines and online classified websites, such as [www.58.com](http://www.58.com), [www.baidu.com](http://www.baidu.com), [www.qq.com](http://www.qq.com) and [www.sina.com.cn](http://www.sina.com.cn), are dedicated providers of recruitment advertising or other human resource products in China, and each offers a wide variety of other online services. However, any or all of our online competitors may decide to allocate significant additional resources to providing recruitment advertising or other human resource related services. We may also face competition from professional and social networking websites as well as other large Internet companies who may enter the market for any or all of our services in China. As a result of these events, we could encounter significantly increased competition in some or all of our markets.

### ***Other Human Resource Related Services***

We believe the market for business process outsourcing services is underpenetrated and at a relatively early stage of development in China. Our key competitors are typically service agencies affiliated with or sponsored by local government and human resources and social security bureaus. For campus recruitment services, we generally face those competitors that also provide online recruitment services. In the training services market, we face competition primarily from small, local training firms or individual trainers who specialize in specific areas of expertise. The competition in the placement and executive search services market in China is largely fragmented.

## **Customers**

Our customers consist of large multinational corporations, large national Chinese corporations and local Chinese enterprises of all sizes.

## Sales and Marketing

Our sales and marketing strategy is focused on promoting our brand names and further establishing our reputation as an integrated provider of high quality human resource services. We utilize various marketing channels to target these key groups:

- job seekers;
- employers with hiring and/or training needs;
- executive recruiters and headhunting firms; and
- human resource departments with actual or potential outsourcing needs.

*Direct Marketing.* We target employers principally through direct marketing, which we believe has been highly effective in attracting new customers and serving existing customers. As of December 31, 2020, we employed nearly 4,300 sales and account management representatives that identify and directly contact customers via the Internet, telephone and personal sales visits. We maintain local offices in more than 30 cities in China and have also established a national sales and customer service call center in Wuhan. We train our sales staff to cross-sell all of our services and to design comprehensive packages of human resource services for clients to meet their specific requirements. In addition, we believe that the personal nature of direct marketing has enabled us to better understand the needs of our existing and prospective customers and helped us to develop new products and services.

*Event Marketing.* We organize customer events, such as recruiting workshops, product information seminars, industry roundtables and networking events, to provide our sales team an opportunity to personally interact with employers and understand their recruitment and human capital management needs.

*Online and Mobile Marketing.* We utilize advertising, such as banner advertisements, keyword and hyperlink purchases, paid listings and video, to promote our brand names on the Internet and mobile marketplaces. We also conduct and sponsor online promotion campaigns such as drawings, giveaways and contests to attract traffic, increase usage and enhance the loyalty of job seekers to our websites and mobile applications.

*Mass Media Advertising.* We use traditional mass media advertising to increase our brand visibility and corporate image. We advertise through various media, including outdoor advertising on digital displays, billboards, bus stops and public transportation.

*Cross-Marketing.* We have established sponsorships and cross-marketing relationships between our platforms and a variety of partners. In addition, we believe that we benefit from recommendations and referrals by the large base of job seekers and employers who use our websites and mobile applications.

*Media Promotions.* We produce surveys and analyses on job market trends and developments that are regularly featured and published in magazines, newspapers and on the Internet. We believe this exposure heightens our corporate image among both employers and job seekers and attracts interest and sales inquiries for our services.

## Intellectual Property and Proprietary Rights

We regard our copyrights, trademarks, trade secrets and other intellectual property rights as critical to our business. We rely on trademark and copyright law, trade secret protection, non-competition and confidentiality and/or licensing agreements with our senior management, clients, contractors and others to protect our intellectual property rights. We have registered several Internet domain names, including our main website [www.51job.com](http://www.51job.com), as well as a number of similar and other domain names in an effort to prevent entities from diverting online traffic away from our websites.

We have registered trademarks, including 前程无忧, 前程, 51job.com, 无忧工作网 and 网才, with the Trademark Office of the CNIPA in the PRC. In January 2010, 前程无忧 was designated a “Well-Known Trademark,” which is the highest recognition for consumer brands granted by the Trademark Office of the CNIPA.

Under a trademark license agreement between WFOE, as licensor, and Tech JV, as licensee, Tech JV has the right to use certain trademarks in the PRC, with no right of assignment or sublicense. Under a domain name license agreement between 51net, as licensor, and Tech JV, as licensee, Tech JV has the right to use the *www.51job.com* domain name in connection with the operation of this website. See “Item 7.B. Major Shareholders and Related Party Transactions — Related Party Transactions — Contractual Arrangements Among Our Group Entities.”

Our intellectual property is subject to theft and other unauthorized use, and our ability to protect our intellectual property from unauthorized use is limited. In addition, we may in the future be subject to claims that we have infringed the intellectual property rights of others. See “Item 3.D. Key Information — Risk Factors — Risks Related to Our Business — If we are unable to prevent others from using our intellectual property, our business may be materially and adversely affected” and “— We may be exposed to infringement or misappropriation claims by third parties, which, if successful, could cause us to pay significant damage awards.”

## **Regulation**

This section sets forth a summary of the most significant PRC regulations that affect the businesses and the industries in which we operate. Advertising agencies, human resource services firms and Internet content providers are subject to substantial regulation by the PRC government.

There are substantial uncertainties regarding the interpretation and application of existing or proposed PRC laws and regulations. We cannot assure you that the PRC regulatory authorities would find that our corporate structure and our business operations comply with PRC laws and regulations. If the PRC government finds us to be in violation of PRC laws and regulations, we may be required to pay fines and penalties, obtain certain licenses or permits and change, suspend or discontinue our business operations until we comply with applicable PRC laws and regulations.

### ***Regulations on Foreign Investment***

On January 1, 2020, the PRC Foreign Investment Law, or the FIL, and the Regulations for Implementation of the Foreign Investment Law, or the Implementation Regulations, came into effect and became the principal laws and regulations governing foreign investment in the PRC, replacing the trio of prior 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.

According to the FIL, “foreign investment” refers to the investment activities conducted directly or indirectly by foreign individuals, enterprises or other entities in the PRC, including the following circumstances: (i) the establishment of foreign-invested enterprises in the PRC by foreign investors solely or jointly with other investors; (ii) a foreign investors’ acquisition of shares, equity interests, property portions or other similar rights and interests of enterprises in the PRC; (iii) investment in new projects in the PRC by foreign investors solely or jointly with other investors; and (iv) investments made by foreign investors through means stipulated in laws or administrative regulations or other methods prescribed by the State Council. Pursuant to the FIL, China has adopted a reformed system with respect to foreign investment administration, under which the Chinese government applies national treatment to foreign investors in terms of investment entry and the foreign investor needs to comply with the requirements as provided in the negative list for foreign investment. The negative list will be issued by, amended or released upon approval by the State Council, from time to time. The negative list will consist of a list of industries in which foreign investments are prohibited and a list of industries in which foreign investments are restricted. Foreign investors will be prohibited from making investments in prohibited industries, while foreign investments must satisfy certain conditions stipulated in the negative list for investments in restricted industries. Foreign investments and domestic investments in industries outside the scope of the prohibited industries and restricted industries stipulated in the negative list will be treated equally. Any foreign-invested enterprise established prior to the effectiveness of the FIL may maintain its original corporate forms for a period of five years after January 1, 2020.

The Implementation Regulations restate certain principles of the FIL and further provide that, among others, (i) if a foreign-invested enterprise established prior to the effective date of the FIL fails to adjust its legal form or governance structure to comply with the provisions of the PRC Company Law or the PRC Partnership Enterprise Law, as applicable, and complete amendment registration before January 1, 2025, the enterprise registration authority will not process other registration matters of the foreign-invested enterprise and may publicize such non-compliance thereafter; and (ii) the provisions regarding equity interest transfer and distribution of profits and remaining assets as stipulated in the contracts among the joint venture parties of a foreign-invested enterprise established before the effective date of the FIL may, after adjustment of the legal form and governing structure of such foreign-invested enterprise, remain binding upon the parties.

On December 31, 2019, the MOFCOM and the SAMR jointly promulgated the Measures for Information Reporting on Foreign Investment, which became effective on January 1, 2020. Pursuant to the measures, where a foreign investor directly or indirectly carries out investment activities in China, the foreign investor or the foreign-invested enterprise must submit the investment information to the relevant commerce department.

On December 19, 2020, the PRC National Development and Reform Commission, or the NDRC, and the MOFCOM jointly promulgated the Measures on the Security Review of Foreign Investment, effective on January 18, 2021, setting forth provisions concerning the security review mechanism on foreign investment, including the types of investments subject to review, review scopes and procedures, among others. The Office of the Working Mechanism of the Security Review of Foreign Investment, or the Office of the Working Mechanism, will be established under the NDRC, who will lead the task together with the MOFCOM. Foreign investor or relevant parties in China must declare the security review to the Office of the Working Mechanism prior to (i) the investments in the military industry, military industrial supporting and other fields relating to the security of national defense, and investments in areas surrounding military facilities and military industry facilities; and (ii) investments in important agricultural products, important energy and resources, important equipment manufacturing, important infrastructure, important transport services, important cultural products and services, important information technology and Internet products and services, important financial services, key technologies and other important fields relating to national security, and obtain control in the target enterprise. Control exists when the foreign investor (i) holds over 50% equity interests in the target; (ii) has voting rights that can materially impact on the resolutions of the board of directors or shareholders meeting of the target even when it holds less than 50% equity interests in the target; or (iii) has material impact on target's business decisions, human resources, accounting and technology.

#### ***Limitations on Foreign Ownership of Our Businesses***

##### ***Advertising***

The principal regulation governing foreign ownership of advertising companies in China, the Administrative Regulations Concerning Foreign-Invested Advertising Enterprises (2008 Revision), was repealed on June 29, 2015. Foreign investors are allowed to own 100% of an advertising agency in China subject to certain qualification requirements. However, for those advertising agencies that provide online advertising service, foreign ownership restrictions on the value-added telecommunications business are still applicable.

##### ***Human Resource Services Companies***

The principal regulation governing foreign ownership in human resource services companies in China is the Interim Regulations on the Administration of Foreign-Invested Enterprise as Human Resource Agencies (2003, as amended in 2005, 2015 and 2019, formerly known as the Interim Regulations on the Administration of Sino-Foreign Equity Joint Venture as Human Resource Agencies), or the Human Resource Regulations for Foreign Investment, jointly promulgated by the MOHRSS, the MOFCOM and the SAIC. Before the revision of this regulation on December 31, 2019, the percentage of foreign ownership in the equity interest of a human resource services company was subject to limitations. Foreign investors are now permitted to wholly own entities that provide human resource related services.

##### ***Value-Added Telecommunications Services and Internet Content Providers***

In the PRC, an entity that coordinates with Internet service providers (such as telecommunications companies) to effect the online placement of content provided by either itself or third parties is defined as an "Internet content provider," or ICP, and requires a special license. Internet content services, or ICP services, are classified as value-added telecommunications businesses.

The principal regulations governing foreign ownership in ICPs in China include:

- Administrative Rules for Foreign Investments in Telecommunications Enterprises (2016 Revision), effective on February 6, 2016;
- Special Administrative Measures (Negative List) for Foreign Investment Access (Edition 2020), effective on July 23, 2020; and
- Special Administrative Measures (Negative List) for Foreign Investment Access in Pilot Free Trade Zones (2020 Version), effective on July 23, 2020.

Under these regulations, foreign investors, individually or in the aggregate, are prohibited from owning more than 50% of a PRC entity that provides value-added telecommunications services (except for a few businesses such as e-commerce, Internet app store, domestic multi-party communications services, store and forward services, and call center services), which includes ICP services.

According to the Opinion on Further Opening Value-Added Telecommunications Services to Foreigners in China (Shanghai) Pilot Free Trade Zone, foreign ownership in certain value-added telecommunications service providers (such as ICPs providing app store services) may exceed 50% in China (Shanghai) Pilot Free Trade Zone; however, service providers providing online advertising and human resource services are not included.

In addition, according to the MIIT Notice, value-added telecommunications services license holders (including their shareholders) shall directly own the domain names and registered trademarks used by such value-added telecommunications services license holders in their daily operations and is prohibited from leasing, transferring or selling the license to foreign investors in any form, and from providing any assistance in forms of resources, sites or facilities to foreign investors that conduct value-added telecommunications business illegally in China. For those who are not in compliance with the above requirements and fail to rectify the non-compliance, the relevant PRC government authorities may revoke their operating licenses. See “Item 3.D. Key Information — Risk Factors — Risks Related to Doing Business in China — We may be adversely affected by the complexity, uncertainties and changes in PRC regulation of Internet-related business and companies.”

### ***General Regulation of Our Businesses***

#### ***Advertising***

The SAMR is responsible for regulating advertising activities in the PRC. The principal regulations governing advertising (including online advertising) in China include:

- Advertising Law (amended in 2018);
- Interim Measures for the Administration of Online Advertising (2016);
- Administration of Advertising Regulations (1987); and
- Provisions on the Administration of Advertisement Publishing Registration (2016).

All enterprises, except for broadcast stations, television stations, newspapers and periodical publication entities, are no longer required to apply for the registration of advertisement publishing although they are required to apply for inclusion of “advertising services” in their business licenses.

#### ***Human Resource Services***

Human resource services firms in the PRC are mainly regulated by the MOHRSS. The principal regulations applicable to human resource services firms include:

- Regulations on the Administration of Human Resource Markets (2001, as amended in 2005, 2015 and 2019);
- Human Resource Regulations for Foreign Investment (2003, as amended in 2005, 2015 and 2019); and
- Provisional Regulations on Human Resource Markets (2018).

Any entity providing human resource services in China, whether it is a PRC entity or foreign-invested entity, must obtain a human resource services license from the local administration of human resources and social security at the county level and above.

Based on the specific businesses engaged in by commercial human resource service organizations, different licensing procedures are required. For those engaging in employment agency activities, a human resource services license must be obtained. For those engaging in the collection and dissemination of human resource supply and demand information, employment and entrepreneurship guidance, human resource management consulting, human resource evaluation, human resource training, and those undertaking outsourcing contracts of human resource services, only the completion of filing formalities is required.

#### ***Value-Added Telecommunications Services***

The delivery of content on our online platforms is subject to PRC laws and regulations applicable to telecommunications and Internet service providers. We are also within the regulatory jurisdiction of various governmental bodies, including the MIIT and the SAMR. The principal regulations applicable to the telecommunications industry and Internet include:

- Telecommunications Regulations (2016 Revision);
- The Administrative Measures for Telecommunications Business Operating Licenses (2017); and
- The Internet Information Services Administrative Measures (2011 Revision).

Under these regulations, ICP services are classified as value-added telecommunications businesses, and a commercial operator of such services must obtain an ICP license from the appropriate telecommunications authorities.

#### ***Online Recruitment Services***

Our online recruitment services is subject to the Regulations on the Administration of Online Recruitment Services, or Online Recruitment Regulations, which was promulgated by the MOHRSS on December 18, 2020 and became effective on March 1, 2021.

Regarding the business qualifications for the engagement of online recruitment services, the Online Recruitment Regulations require that operators must obtain a human resource services license in accordance with PRC laws and must also obtain the relevant telecommunication license if any telecommunication service is involved.

Furthermore, operators engaged in online recruitment services must strictly abide by relevant compliance obligations according to the Online Recruitment Regulations, including but not limited to: (i) continuously publicize information such as business licenses, human resource service permits, or relevant identification links in prominent locations on the home pages of their websites and mobile applications; (ii) establish online recruitment information management systems to review the authenticity and legality of the materials provided by employers; (iii) perform the cybersecurity protection and personal information protection obligations according to PRC laws and regulations; (iv) ensure that the cross-border transfer of personal information and important data that is collected within the PRC complies with PRC laws; (v) clearly state service terms and fee standards to workers without collecting deposits from workers; (vi) establish a complaint and report system for online recruitment services; (vii) formulate platform service agreements and service rules; and (viii) record and keep relevant recruitment and service information for at least three years.

#### ***Online Commerce***

The SAIC promulgated the Administrative Measure for Online Trading on January 26, 2014, which applies to all online commerce businesses in general and requires all online commerce operators to register with the SAIC or its local offices.

On March 15, 2021, the SAMR promulgated the Measures for the Supervision and Administration of Online Trading, or New Online Trading Measures, which will come into effect on May 1, 2021 and replace the above original Administrative Measure for Online Trading. The New Online Trading Measures also apply to all online commerce business conducted through information networks in general, with particular emphasis on transactions through online social networking and online live streaming. Under the New Online Trading Measures, online trading operators shall perform relevant compliance obligations, such as registration with the SAMR, protection of customers' personal information and fair competition.

Under the PRC E-Commerce Law, which became effective on January 1, 2019, e-commerce operators are required to abide by the relevant provisions of the PRC Advertising Law when transmitting advertisements to the consumer. With regard to products or services displayed in the order of keyword auction or keyword bidding, a clear mark “AD” must be affixed to the search results containing such products or services.

On October 31, 2019, the Notice on Launching Special Action to Implement the Responsibility of E-Commerce Platform was promulgated by the SAMR and became effective immediately, according to which, the SAMR will strictly examine the e-commerce platform operators regarding their performance of information publicity obligation, protection of intellectual property rights and consumers’ rights, performance of supervision assistance obligation, among others.

### ***Mobile Applications***

The Cyberspace Administration of China, or the CAC, promulgated the Administrative Provisions on Mobile Internet Application Information Services, or the Mobile Application Administrative Provisions, in June 2016, which became effective on August 1, 2016. Pursuant to the Mobile Application Administrative Provisions, a mobile Internet application refers to an app software that runs on mobile smart devices providing information services after being pre-installed, downloaded or embedded through other means. Mobile Internet app providers refer to the owners or operators of mobile Internet apps. Internet app stores refer to platforms which provide services related to online browsing, searching and downloading of app software and releasing of development tools and products through the Internet.

Under the Mobile Application Administrative Provisions, an Internet app provider must verify a user’s mobile phone number and other identity information under the principle of mandatory real name registration at the back-office end and voluntary real name display at the front-office end. An Internet app provider must not enable functions that can collect a user’s geographical location information, access the user’s contact list, activate the camera or recorder of the user’s mobile smart device or other functions irrelevant to its services, nor is it allowed to conduct bundle installations of irrelevant app programs, unless it has clearly indicated to the user and obtained the user’s consent on such functions and app programs. In respect of an Internet app store service provider, the Mobile Application Administrative Provisions require that, among others, it must file a record with the local authority within 30 days after it rolls out the Internet app store service online. It must also examine the authenticity, security and legality of Internet app providers on its platform, establish a system to monitor app providers’ credit and file a record of such information with relevant government authorities. If an app provider violates the regulations, the Internet app store service provider must take measures to stop the violations, including giving a warning, suspension of release, withdrawal of the app from the platform, keeping a record of the incident and reporting the incident to the relevant government authorities.

In December 2016, the MIIT promulgated the Interim Measures on the Administration of Pre-Installation and Distribution of Applications for Mobile Smart Terminals, which came into effect on July 1, 2017. These measures aim to enhance the administration of mobile apps, and require, among others, that mobile phone manufacturers and Internet information service providers must ensure that a mobile app, as well as its ancillary resource files, configuration files and user data can be uninstalled by a user on a convenient basis, unless it is a basic function software, which refers to a software that supports the normal functioning of the hardware and operating system of a mobile smart device.

On March 15, 2019, the SAMR and the CAC jointly promulgated the Announcement on the Implementation of App Security Certification, or the Implementation Announcement, according to which, the China Cyber Security Review Technology and Certification Center shall be responsible for the app security certification work, and app operators are encouraged to undergo such security certification voluntarily; search engines, app stores, among others, are encouraged to clearly mark and give priority to recommend the apps which have been certified. As an attachment to the Implementation Announcement, the Implementation Rules of App Security Certification stipulated specific certification procedures, post-certification supervision and management of app security certification.

On November 28, 2019, the CAC, the MIIT and the SAMR jointly promulgated the Notice on Promulgation of the Method for Identifying the Illegal Collection and Use of Personal Information by Apps, effective immediately, which provides several specific standards and examples to identify the illegal collection and use of personal information by apps, including non-disclosure of collection and use rules, failing to expressly state the purpose, method and scope of collecting and using personal information, and collecting or using personal information without the consent of users.

On March 12, 2021, the CAC, the MIIT, the PRC Ministry of Public Security, or the MPS, and the SAMR jointly promulgated the Regulations on the Scope of Necessary Personal Information for Common Types of Mobile Internet Applications, which will become effective on May 1, 2021. According to these regulations, an application may not refuse a user from using its basic functional services if the user disagrees to provide unnecessary personal information. In particular, basic functional services of job hunting and recruitment applications are the "exchange of job hunting and recruitment information," and the necessary personal information includes mobile phone numbers of registered users and resumé provided by job seekers. Additionally, the regulations also apply to mini programs, which are applications developed and based on open platform interfaces and available to users without installation.

### ***Labor and Social Insurance***

Under the PRC Labor Law, effective in 1995 and its amendment which became effective on December 29, 2018, and the PRC Labor Contract Law, effective in 2008 and its amendment which became effective on July 1, 2013, a written labor contract must be executed between an employer and an employee. Labor-related regulations and rules of the PRC also stipulate the maximum number of working hours per day and per week as well as the minimum wage standards. In addition, an employer is required to establish occupational safety and sanitation systems, implement the national occupational safety and sanitation rules and standards, and provide employees with workplace safety training.

In the PRC, workers dispatched by an employment agency are normally engaged in temporary, auxiliary or substitute work. Under the PRC Labor Contract Law, an employment agency is the employer for workers dispatched by it and is required to perform an employer's obligations toward them. The employment contract between the employment agency and the dispatched workers, and the placement agreement between the employment agency and the company that receives the dispatched workers is required to be in writing. Furthermore, the company that accepts the dispatched workers must bear joint and several liability for any violation of the PRC Labor Contract Law by the employment agencies arising from their contracts with dispatched workers. The MOHRSS promulgated the Interim Provisions on Labor Dispatch, effective March 1, 2014, which clarified the use of the labor dispatch employment model, required revisions to the content in labor dispatch contracts and instituted a 10% maximum limit of dispatched workers to total workforce for companies in China while providing a two-year transition period for compliance.

An employer is obligated to sign an indefinite term labor contract with an employee if the employer continues to employ the employee after two consecutive fixed-term labor contracts and under some other circumstances. The employer also has to pay compensation to the employee if the employer terminates an indefinite term labor contract except where such employee makes certain serious faults. Except where the employer proposes to renew a labor contract by maintaining or raising the conditions of the labor contract and the employee is not agreeable to the renewal, an employer is required to compensate the employee when a definite term labor contract expires. Furthermore, under the Regulations on Paid Annual Leave for Employees issued in December 2007 and effective as of January 2008 and its implementation measures, an employee who has served an employer for more than one year and less than ten years is entitled to a 5-day paid vacation, those whose service period ranges from 10 to 20 years is entitled to a 10-day paid vacation, and those who has served for more than 20 years is entitled to a 15-day paid vacation. An employee who does not use such vacation time at the request of the employer must be compensated at three times their normal salaries for each waived vacation day.

On December 29, 2007, the Standing Committee of the National People's Congress promulgated the PRC Labor Dispute Mediation and Arbitration Law, according to which, when a labor dispute arises and the parties are unwilling to have a consultation, or the consultation fails, or the settlement agreement reached is not performed, they may apply to a mediation institution for mediation. Where the parties are unwilling to have mediation, or the mediation fails, or the mediation agreement reached is not performed, they may apply to a labor dispute arbitration commission for arbitration. Unless otherwise restricted, where parties in disputes are dissatisfied with the arbitration, they may bring the case to court.

The PRC Employment Promotion Law, which became effective on January 1, 2008 and was further amended on April 24, 2015, requires that individuals have equal employment opportunities, both in hiring and in employment terms, without discrimination on the basis of ethnicity, race, gender, religious belief, communicable disease or domicile. Under this law, enterprises are also required to provide employees with vocational training.



Under the Regulations on Work-Related Injury Insurance effective in 2004 and amended in 2010, and the Interim Measures Concerning the Maternity Insurance for Enterprise Employees effective in 1995, PRC companies must pay work-related injury insurance premiums and maternity insurance premiums for their employees. On December 20, 2010, the State Council promulgated the amended Regulations on Work-Related Injury Insurance that became effective on January 1, 2011. The amendments expand the scope of work-related injury to include the injury of employees caused by traffic accidents en route to or from the office not primarily attributable to the employees. Employees are entitled to certain treatments under work-related injury insurance that are calculated based on the circumstances of the work-related injury. Under the Interim Regulations on the Collection and Payment of Social Insurance Premiums effective in 1999 and revised in 2019, basic pension insurance, medical insurance and unemployment insurance are collectively referred to as social insurance. Both PRC companies and their employees are required to contribute to the social insurance plans. Under the Regulations on the Administration of Housing Fund effective in 1999, as amended in 2002 and 2019, PRC companies must register with applicable housing fund management centers and establish a special housing fund account in an entrusted bank. Both PRC companies and their employees are required to contribute to the housing funds.

On October 28, 2010, the National People's Congress promulgated the PRC Social Insurance Law, which became effective in 2011 and was amended in 2018. The PRC Social Insurance Law specified that the PRC establish a social insurance system including basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance and maternity insurance. An employer is required to pay the social insurance for its employees in accordance with the rates provided under relevant regulations and to withhold the social insurance that should be assumed by the employees. The authorities in charge of social insurance may request an employer's compliance and impose sanctions if such employer fails to pay and withhold social insurance in a timely manner.

### ***Regulations Relating to Intellectual Property Rights***

The PRC has adopted legislation governing intellectual property rights, including copyrights, trademarks, and domain names.

*Copyright.* The PRC Copyright Law, or the Copyright Law, was adopted in 1990 and amended in 2001, 2010 and 2020. The latest revision will come into effect on June 1, 2021. Under the currently effective Copyright Law, Chinese citizens, legal persons, or other organizations shall, whether published or not, enjoy copyright in their works, which include, among others, works of literature, art, natural science, social science, engineering technology and computer software. The Copyright Law extends copyright protection to cover Internet activities and products disseminated over the Internet. In addition, there is a voluntary registration system administered by the China Copyright Protection Center.

The Regulation for the Protection of Computer Software was promulgated by the State Council on December 20, 2001 and last amended on January 30, 2013. To further implement this regulation, the Computer Software Copyright Registration Measures, which was promulgated by the National Copyright Administration on February 20, 2002, regulates software copyright registration, exclusive licensing contracts of software copyright and transfer agreements. Although such registration is not mandatory under PRC law, software copyright owners are encouraged to go through the registration process and registered software may receive better protection.

*Trademarks.* Registered trademarks are protected under the PRC Trademark Law adopted in 1982 and revised in 2001, 2013 and 2019. Trademarks can be registered with the Trademark Office of the CNIPA for renewable ten-year periods. Trademark license agreements are required to be filed with the Trademark Office of the CNIPA for the record, and the failure to complete such filings may cause the trademark license agreements to be unenforceable against bona fide third parties.

*Domain names.* Domain names are protected under the Administrative Measures on Internet Domain Names, which was promulgated by the MIIT on August 24, 2017 and became effective in November 2017. The MIIT is the major regulatory body responsible for the administration of PRC Internet domain names, and under the supervision of the MIIT, the China Internet Network Information Center is responsible for the daily administration of “.cn” domain names and Chinese domain names. Any party that engages in Internet information services shall use its domain name in compliance with laws and regulations, and shall not use its domain name to commit any illegal act.

### ***Regulations Relating to Internet Content***

The PRC government has promulgated measures relating to Internet content through various ministries and agencies, including the CAC, MIIT, the News Office of the State Council, the PRC Ministry of Culture and Tourism and the PRC State Administration of Press, Publication, Radio, Film and Television, or the SAPPRFT (currently known as the National Radio and Television Administration, or the NRTA). In addition to various approval and license requirements, these measures specifically prohibit Internet activities that result in the dissemination of any content which is found to contain pornography, promote gambling or violence, instigate crimes, undermine public morality or the cultural traditions of the PRC, or compromise state security or secrets. ICPs must monitor and control the information posted on their websites, and Internet information service providers that provide Internet information services with public opinion attributes or social mobilization capacity must conduct security assessment on their own and be responsible for the assessment results. If any prohibited content is found, they must remove the content immediately, keep a record of it and report to the relevant authorities. If an ICP violates these measures, the PRC government may impose fines, shut down the websites and revoke any relevant business operation licenses.

In addition, at the end of 2019, the CAC issued the Provisions on the Management of Network Information Content Ecology, or the CAC Order No. 5, which became effective on March 1, 2020, to further strengthen the regulation and management of network information content. Pursuant to the CAC Order No. 5, each network information content service platform is required, among others: (i) not to disseminate any information prohibited by laws and regulations, such as information jeopardizing national security; (ii) to strengthen the examination of advertisements published on such network information content service platform; (iii) to promulgate management rules and platform convention and improve user agreement, such that such network information content service platform could clarify users' rights and obligations and perform management responsibilities required by laws, regulations, rules and convention; (iv) to establish convenient means for complaints and reports; and (v) to prepare an annual work report regarding its management of network information content ecology. In addition, a network information content service platform must not, among others: (i) utilize new technologies such as deep-learning and virtual reality to engage in activities prohibited by laws and regulations; (ii) engage in online traffic fraud, malicious traffic rerouting and other activities related to fraudulent account, illegal transaction account or maneuver of users' account; or (iii) infringe on a third party's legitimate rights or seek illegal interests by way of interfering with information display.

### ***Regulations Relating to Internet Privacy and Information Security***

The PRC Constitution provides that PRC law protects the freedom and privacy of communications of citizens and that infringement of such rights is not permitted. While PRC laws do not prohibit ICPs from collecting and using personal information of their users, such collection and use is subject to the users' prior consent. Also, the relevant government authorities have enacted legislation on the use of the Internet that recognizes the protection of personal information from unauthorized disclosure. Under the Regulations on Internet Information Service, Internet information service providers are prohibited from producing, copying, publishing or distributing information that is humiliating or slanderous to others or that trespasses the lawful rights and interests of others. Depending on the nature of their violation, ICPs that violate this provision may face criminal charges or be sanctioned by security authorities. In addition, they may be ordered to temporarily suspend their service, or their licenses may be revoked.

Under the Several Provisions on Regulating the Market Order of Internet Information Services effective in March 2012, without the consent of users, Internet information service providers may not collect personal information of users or provide such information to others. Where the Internet information service providers obtain the consent of users, it must clearly inform users of the methods, contents and purposes for collecting and processing the personal information of users, and it may not collect the information unnecessary for providing services nor use the personal information of users for purposes other than providing services.

Under the Decision of the Standing Committee of the National People's Congress on Strengthening Information Protection on Networks effective in December 2012, Internet service providers and other enterprises and institutions must, when gathering and using electronic personal information of citizens in business activities, adhere to the principles of legality and rationality to necessarily, explicitly state the purposes, manners and scopes of collecting and using information, and obtain the consent of those from whom information is collected, and may not collect and use information in violation of laws, regulations or the agreement between both sides. Internet service providers and other enterprises and institutions must, when gathering and using electronic personal information of citizens, publish their collection and use rules.

Under the Provisions on Protecting the Personal Information of Telecommunications and Internet Users effective in September 2013, telecommunications service operators and Internet information service providers must formulate the rules for collection and use of users' personal information and publish such rules in their business or service premises or on their websites. Without the consent of users, no telecommunications service operator or Internet information service provider may collect and use users' personal information. When collecting and using users' personal information, telecommunications service operators and Internet information service providers must clearly inform users of the purpose, manner and scope for collection and use of information, the channels for inquiry and correction of information, the consequences from refusal to provide information and other relevant matters. Telecommunications service operators and Internet information service providers may not collect users' personal information other than that necessary for providing services, or use information for purposes other than the provision of services, and they may not collect and use information by fraud, misleading, coercion or any other means or in violation of laws, administrative regulations or agreements between both sides.

Under the Provisions on the Administration of Account Names of Internet Users effective in March 2015, Internet information service providers must protect the users' information and privacy of citizens and conduct identity verification of individuals before account registration. Under the Provisions on the Administration of Communications Short Message Services effective in June 2015, short message service providers and short message content providers may not send commercial short messages to users without the users' consent or request, or must stop sending such short messages to users when the latter clearly present their refusal after their consent.

Under the PRC Advertising Law, the amendment of which became effective in September 2015, without the consent or request of the recipient, no entity or individual may send advertisements to the recipient's residence or vehicle, among others, or send advertisements in the form of electronic information. Where an advertisement is sent in the form of electronic information, the sender's true identity and contact information must be explicitly indicated, and the sender must provide the recipient with a method for the recipient to discontinue receiving such advertisements. Under the PRC Counter-Terrorism Law, which became effective in January 2016 and was amended in 2018, Internet service providers are required to conduct identity verification of individuals.

Under the PRC Cyber Security Law, which became effective on June 1, 2017, Internet product and service providers must explicitly notify their users and obtain their consent for collection and use of personal information. If any user's personal information is involved, the provider must also comply with the provisions of relevant laws and administrative regulations on the protection of personal information. Personal information and important data collected and produced by critical information infrastructure operators during their operations within the territory of China must be stored within China. However, the PRC Cyber Security Law does not provide a detailed standard to classify "critical information infrastructure operators."

On January 25, 2019, the Announcement of Launching Special Crackdown Against Illegal Collection and Use of Personal Information by Apps, or the Announcement, was promulgated jointly by the CAC, the MIIT, the MPS and the SAMR and became effective immediately. Under this Announcement, app operators must strictly fulfill their obligations regulated in the PRC Cyber Security Law when collecting and using personal information. The relevant authorities will evaluate the privacy policies of and collection and use of personal information by the apps with a large number of users and those closely related to people's lives, and strengthen the regulation and punishment of the illegal collection and use of personal information. For the implementation of this Announcement, the relevant authorities have established the App Special Crackdown Working Group, or App Working Group. The App Working Group promulgated the Self-Assessment Guidelines for Apps Regarding the Illegal Collection of Personal Information on March 1, 2019, which provide nine self-assessment guidelines and standards for the collection and use of personal information by app operators from three aspects: (i) privacy policy text; (ii) behavior in the collection and use of personal information; and (iii) app operator's obligation to protect users' rights. On November 28, 2019, the Notice on Promulgation of the Method for Identifying the Illegal Collection and Use of Personal Information by Apps was jointly promulgated by the CAC, the MIIT and the SAMR and became effective immediately, under which, non-disclosure of collection and use rules, failing to expressly state the purpose, method and scope of collecting and using personal information, and collecting or using personal information without the consent of users are clearly stipulated as illegal collection and use of personal information.

On April 10, 2019, the MPS and the Beijing Network Industry Association jointly promulgated the Guidelines for Internet Personal Information Security Protection, which regulates the personal information protection obligations of personal information holders in terms of management mechanisms, technical measures and business processes. Such guidelines include specialized departments or personnel must be appointed to be responsible for the formulation of security management systems, the consent and authorization from the personal information subject must be obtained, and the personal information unrelated to the services provided must not be collected.

On May 28, 2020, the National People's Congress approved the PRC Civil Code, or the Civil Code, which came into effect on January 1, 2021 and abolished the General Rules of the Civil Law of the PRC. Pursuant to the Civil Code, the collection, storage, use, process, transmission, provision and disclosure of personal information should follow the principles of legitimacy, properness and necessity.

On July 7, 2020, the Standing Committee of the National People's Congress issued the Draft Data Security Law for public comments. The Draft Data Security Law proposes to establish a series of fundamental systems for data security management in the PRC. Under the Draft Data Security Law, organizations and individuals shall fulfill the data security protection obligations, including but not limited to: (i) to establish data security management systems and undertake data security education and training, as well as technical security measures; (ii) to strengthen risk monitoring of data activities and report to the relevant authorities any data security incidents promptly; (iii) to obtain data in a legal and proper manner; (iv) to require a data provider to explain data sources and authenticate the identity of the trading parties when providing transaction intermediary services; and (v) not to provide data stored within the PRC to any overseas law enforcement agency until approval is obtained from the relevant authorities. As of the date of this annual report, the Draft Data Security Law is still pending approval and has not come into effect.

On October 21, 2020, the Standing Committee of the National People's Congress issued the Draft Personal Information Protection Law for public comments. The Draft Personal Information Protection Law integrates provisions from several rules with respect to personal information rights and privacy protection. According to the Draft Personal Information Protection Law, personal information refers to information related to identified or identifiable natural persons which is recorded by electronic or other means (excluding the anonymized information). The Draft Personal Information Protection Law provides the circumstances under which a personal information processor could process personal information, such as where the consent of the individual concerned is obtained and where it is necessary for the conclusion or performance of a contract to which such individual is a party to such contract. It also stipulates certain specific provisions with respect to the obligations of a personal information processor. As of the date of this annual report, the Draft Personal Information Protection Law is still pending approval and has not come into effect.

To comply with these regulations, we provide users of our websites and mobile applications with a range of confidentiality, communications and information sharing options. They may choose to authorize us to disclose their personal information to third parties, or to instruct us to keep this information strictly confidential. Our systems are designed to maintain information received from these users in accordance with their instructions.

However, the PRC government retains the power and authority to order ICPs to turn over personal information of Internet users if the users post any prohibited content or engage in illegal activities on the Internet.

#### ***Regulations Relating to Internet Publishing***

The Administrative Provisions on Online Publishing Services, or the Online Publishing Provisions, was jointly issued by the MIIT and the SAPPRFT, in 2016, and came into effect on March 10, 2016. The Online Publishing Provisions define “online publishing services” as providing online publications to the public through information networks. Any online publishing services provided in the territory of the PRC are subject to these provisions. The Online Publishing Provisions require any Internet publishing services provider to obtain an online publishing service license to engage in online publishing services. Under the Online Publishing Provisions, online publications refer to digital works which have publishing features, such as digital works that have been edited, produced or processed and which are made available to the public through information networks, including written works, pictures, maps, games, cartoons, audio/video reading materials and other methods. Any online game must obtain approval from the SAPPRFT before it is launched online. Furthermore, Sino-foreign equity joint ventures, Sino-foreign cooperative joint ventures and wholly foreign owned enterprises cannot engage in providing web publishing services.

We do not believe the activities we engage in on our websites and mobile applications constitute “Internet publishing activities” as such term is used in the Online Publishing Provisions. As a result, we have not applied or obtained an Internet publishing license. However, in the event that our activities are deemed to be “Internet publishing,” we may be required to obtain approval from the relevant PRC authorities. If we are deemed to be in breach of the Internet publishing regulations, the relevant PRC authorities may seize the related equipment and servers used primarily for such activities and confiscate any revenues generated from such activities. In addition, the relevant PRC authorities may also impose fines.

#### ***Regulations Relating to Internet News Information Service***

The CAC issued the Provisions for the Administration of Internet News Information Services, or the Internet News Regulation, which became effective on June 1, 2017 and replaced the original provisions promulgated in 2005.

Internet news information services must include service of collecting, editing and publishing Internet news information, service of reposting and service of providing propagation platform. Under the Internet News Regulation, Internet news service providers must also include entities that are not established by the press but reproduce Internet news from other sources, provide electronic bulletin services on current and political events, and transmit such information to the public. The CAC is in charge of the supervision and administration of the Internet news information services throughout China.

If we release information that may be deemed by authorities as Internet news, we may be required to obtain an Internet news information service license. We do not believe that we are required to obtain an Internet news releasing license because the news posted on our websites and mobile applications are related to the recruitment and human resource services industries which are not political in nature. However, if any of the Internet news posted on our websites and mobile applications is deemed by the government to be political in nature, related to macroeconomics, or otherwise requires such license based on the sole discretion of the government authority, we would need to apply for such license. If we are deemed to be in breach of the Internet News Regulation or other relevant Internet news releasing regulations, the PRC regulatory authorities may suspend our information release activities and impose a fine. In serious cases, the PRC regulatory authorities may even suspend the Internet service or Internet access.

#### ***Regulations Relating to Broadcasting Audio/Video Programs through the Internet***

In July 2004, the State Administration of Radio, Film and Television, or the SARFT (currently known as the NRTA), promulgated the Rules for the Administration of Broadcasting of Audio/Video Programs through the Internet and Other Information Networks, or the A/V Broadcasting Rules, which were replaced by Provisions on the Administration of Private Network and Targeted Communication Audio-Visual Program Services which took effect on June 1, 2016. For an entity that engages in content delivery, integrated broadcast control, transmission distribution and other private network and targeted communication to send audio-visual program service, an “Internet audio/video program transmission license” is required.

In April 2005, the State Council announced Several Decisions on Investment by Non-State-Owned Companies in Culture-Related Business in China. These decisions encourage and support non-state-owned companies to enter certain culture-related business in China, subject to restrictions and prohibitions for investment in audio/video broadcasting, website news and certain other businesses by non-state-owned companies. These decisions authorize the SARFT, the Ministry of Culture and the General Administration of Press and Publication to adopt detailed implementation rules according to these decisions.

In December 2007, the SARFT and the MIIT jointly issued the Rules for the Administration of Internet Audio and Video Program Services, or Circular 56, which came into effect as of January 31, 2008 and was amended in August 2015. Circular 56 reiterates the requirement set forth in the A/V Broadcasting Rules that online audio/video service providers must obtain an Internet audio/video program transmission license from the SARFT. Furthermore, Circular 56 requires all online audio/video service providers to be either wholly state-owned or state-controlled companies. According to relevant official answers to press questions published on the SARFT’s website dated February 3, 2008, officials from the SARFT and the MIIT clarified that online audio/video service providers that already had been operating lawfully prior to the issuance of Circular 56 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 service providers established after Circular 56 was issued. These policies have been reflected in the Application Procedure for Audio/Video Program Transmission License. Failure to obtain the Internet audio/video program transmission license may subject an online audio/video service provider to various penalties, including fines of up to RMB30,000, seizure of related equipment and servers used primarily for such activities and even suspension of its online audio/video services.

### ***Regulations Relating to Foreign Currency Exchange***

The principal regulations governing foreign currency exchange in the PRC are the Foreign Exchange Administration Regulations, as amended in August 2008, and the Administration Rules of the Settlement, Sale and Payment of Foreign Exchange. Under these regulations, the Renminbi is freely convertible for payments of current account items, such as trade and service related foreign exchange transactions and dividend payments, but not for expenses of capital, such as direct investment, loan or investment in securities, outside the PRC unless the prior approval of the SAFE is obtained and prior registration with the SAFE is made.

Under the Foreign Exchange Administration Regulations, foreign-invested enterprises in the PRC may purchase or remit foreign exchange without the approval of the SAFE for trade and service related foreign exchange transactions by providing commercial documents evidencing these transactions. They may also retain foreign exchange (subject to a cap approved by the SAFE) to satisfy foreign exchange liabilities or to pay dividends. However, the relevant PRC government authorities, which have significant administrative discretion in implementing the laws, may restrict or eliminate the ability of foreign-invested enterprises to purchase and retain foreign currencies in the future. In addition, foreign exchange transactions involving direct investment, loan and investment in securities outside the PRC are subject to limitations and require approvals from the SAFE.

Under the Administration Rules of the Settlement, Sale and Payment of Foreign Exchange effective in 1996, foreign-invested enterprises may only buy, sell and/or remit foreign currencies at banks authorized to conduct foreign exchange business after providing valid supporting documents and, in the case of capital account item transactions, obtaining approval from the SAFE or its relevant local counterpart.

The SAFE promulgated the Circular on the Relevant Operating Issues Regarding Administration Improvement of Payment and Settlement of Foreign Currency Capital of Foreign-Invested Enterprises, or Circular 142, on August 29, 2008. Under Circular 142, registered capital of a foreign-invested enterprise settled in Renminbi converted from foreign currencies may only be used within the business scope approved by the applicable governmental authority and may not be used for equity investments in the PRC. In addition, foreign-invested enterprises may not change how they use such capital without the SAFE's approval, and may not in any case use such capital to repay Renminbi loans if they have not used the proceeds of such loans.

The SAFE promulgated the Notice of the SAFE on Reforming the Administrative Approach Regarding the Settlement of the Foreign Exchange Capitals of Foreign-Invested Enterprises, or Circular 19, on June 1, 2015, which superseded Circular 142. Under Circular 19, foreign-invested enterprises are allowed to settle 100% of their foreign currency-denominated capital in Renminbi on a discretionary basis. The Renminbi obtained by foreign-invested enterprises from the discretionary settlement of their capital in foreign currencies must be managed under the accounts for foreign exchange settlement pending payment, and foreign-invested enterprises must make various payments from such account for the following scope of use: expenditure within the business scope; payment for domestic equity investment and Renminbi deposits; transfers to the special centralized fund management account and the account for foreign exchange settlement pending payment under the same name; repayment of the Renminbi loans that have been fully used; repayment of external debts directly or by foreign exchange purchase and payment; external payment of funds to foreign investors due to capital reduction or divestment directly or by foreign exchange purchase and payment; external payment of current account expenditure directly or by foreign exchange purchase and payment; and other capital account expenditure registered by the relevant foreign exchange bureau (bank) or approved by the relevant foreign exchange bureau. Foreign-invested enterprises may not use their capital and the Renminbi obtained from foreign exchange settlement for any of the following purposes: direct or indirect use for expenditure beyond its business scope or expenditure prohibited by PRC laws and regulations; directly or indirect use for investment in securities, unless otherwise prescribed by laws and regulations; directly or indirect use for granting entrusted loans (unless permitted under its business scope), repaying inter-company loans (including third party advances) and repaying Renminbi bank loans that have been transferred to a third party; or use for the expenses related to the purchase of real estate not for self-use, unless it is a foreign-invested real estate enterprise. Circular 19 may adversely affect our liquidity and our ability to fund and expand our business in the PRC.

The SAFE promulgated the Notice of the SAFE on Reforming and Standardizing the Administrative Provisions on Capital Account Foreign Exchange Settlement, or Circular 16, on June 9, 2016. Under Circular 16, onshore enterprises (including Chinese-funded enterprises and foreign-invested enterprises, excluding financial institutions) may all settle their external debts in foreign currencies according to the method of voluntary foreign exchange settlement. The banks must, in handling each transaction of foreign exchange settlement for an onshore enterprise according to the principle of payment-based foreign exchange settlement, review the authenticity and compliance of the use by the domestic institution of the foreign exchange funds settled in the previous transaction (including voluntary settlement and payment-based settlement). The earnings and expenditures of the account for foreign exchange settlement pending payment are limited to certain scope. The use of foreign exchange earnings under capital account must be within the enterprise's business scope and in a truthful manner for proprietary purposes.

The SAFE promulgated the Notice of the SAFE on Further Promoting the Facilitation of Cross-Border Trade and Investment, or Circular 28, on October 23, 2019, which cancelled the restrictions and allowed non-investment foreign-invested enterprises to make domestic equity investment with their capital funds in accordance with the law under the premise that such investment does not violate the existing special administrative measures (negative list) for foreign investment and the project invested in China is authentic and compliant. According to Circular 28, upon receiving the payment of consideration from a foreign investor for the equity transfer under foreign direct investment, the domestic transferor, with relevant registration certificates, can process the formalities for account opening, fund receipt, and foreign exchange settlement and use directly at the bank. The foreign investor's deposit remitted from overseas or transferred from domestic accounts can be directly used for its lawful domestic capital contribution as well as domestic and overseas payment after the transaction is concluded. Under Circular 28, eligible enterprises in pilot regions are allowed to use the income under capital account, from such sources as capital funds, foreign debt and overseas listing, for domestic payment without having to provide supporting authentication materials to the banks for every transaction, but the use of funds shall be true and compliant as well as conform to the existing administration regulations regarding use of income under capital account.

#### ***Regulations Relating to Foreign Exchange Registration of Offshore Investment by PRC Residents***

Under Circular 75 issued on October 21, 2005, (i) a PRC resident, including a PRC resident natural person (such as a PRC citizen or a foreign citizen who resides primarily in China), must register with the local branch of the SAFE before it establishes or controls an overseas special purpose vehicle for the purpose of overseas equity financing (including convertible debt financing); (ii) when a PRC resident contributes the assets of or its equity interests in a domestic enterprise to an overseas special purpose vehicle, or engages in overseas financing after contributing assets or equity interests to an overseas special purpose vehicle, such PRC resident must register his or her interest in the overseas special purpose vehicle and the change thereof with the local SAFE branch; and (iii) when the overseas special purpose vehicle undergoes a material event outside of China, such as a change in share capital, or merger or acquisition, the PRC resident must, within 30 days of the occurrence of such event, register such change with the local SAFE branch. PRC residents who are shareholders of overseas special purpose vehicles established before November 1, 2005 were required to register with the local SAFE branch before March 31, 2006.

The SAFE promulgated Circular 37 on July 4, 2014, which superseded Circular 75. Circular 37 requires PRC residents to register with local branches of the SAFE in connection with their direct establishment or indirect control of an offshore entity, for the purpose of overseas investment and financing, with such PRC residents' legally owned assets or equity interests in domestic enterprises or offshore assets or interests, referred to in Circular 37 as a "special purpose vehicle." Circular 37 further requires amendment to the registration in the event of any significant changes with respect to the special purpose vehicle, such as increase or decrease of capital contributed by PRC individuals, share transfer or exchange, merger, division or other material event. According to Circular 13 issued by the SAFE on February 13, 2015, starting from June 1, 2015, all new such registrations required under Circular 37 (other than make-up registrations) will be handled by qualified banks instead of the local SAFE branches. The qualified banks, under the supervision of the SAFE, will directly review the applications and process the registration.

Under Circular 37, in the event that a PRC shareholder holding interests in a special purpose vehicle fails to fulfill the required SAFE registration, the PRC subsidiaries of that special purpose vehicle may be prohibited from making profit distributions to the offshore parent and from carrying out subsequent cross-border foreign exchange activities, and the special purpose vehicle may be restricted in its ability to contribute additional capital into its PRC subsidiary. Moreover, failure to comply with the various SAFE registration requirements described above could result in liability under PRC law for evasion of foreign exchange controls. See "Item 3.D. Key Information — Risk Factors — Risks Related to Doing Business in China — PRC regulations relating to offshore investment activities by PRC residents may increase our administrative burden and adversely impact our business and prospects."



### ***Regulations Relating to Employee Stock Option Plans***

On December 25, 2006, the People's Bank of China promulgated the Measures for the Administration of Individual Foreign Exchange, and on January 5, 2007, the SAFE further promulgated the implementation rules on those measures. Both became effective on February 1, 2007. According to the implementation rules, if individuals in the PRC participate in any employee stock ownership plan or stock option plan of an overseas-listed company, those individuals must apply as a group through the company or a domestic agency to the SAFE or the appropriate local branch for approval for any foreign exchange-related transactions concerning that plan.

On March 28, 2007, the SAFE promulgated the Stock Option Rule. Under the Stock Option Rule, PRC citizens who are granted stock options by an overseas-listed company are required, through a PRC agent or PRC subsidiary of such overseas-listed company, to register with the SAFE and complete certain other procedures.

On February 15, 2012, the SAFE promulgated the New Stock Option Rule. Upon the effectiveness of the New Stock Option Rule on February 15, 2012, the Stock Option Rule became void, although the basic requirements and procedures provided under the Stock Option Rule are kept unchanged in the New Stock Option Rule, i.e., the domestic employees participating in stock incentive plan of an overseas-listed company must appoint the PRC subsidiary of the overseas-listed company or a domestic qualified agent to make the registration of the stock incentive plan with the SAFE and handle all foreign exchange-related matters of the stock incentive plan through the special bank account approved by the SAFE. The New Stock Option Rule clarifies that the domestic subsidiary of an overseas-listed company must include the limited liability company, partnership and the representative office directly or indirectly established by such overseas-listed company in China and the domestic employees must include the directors, supervisors, the senior management and other employees of the domestic subsidiary, including the foreign employees of the domestic subsidiary who continuously reside in China for no less than one year.

Similar to the Stock Option Rule, the New Stock Option Rule requires that the annual allowance with respect to the purchase of foreign exchange in connection with stock holding or stock option exercises be subject to the approval of the SAFE. The New Stock Option Rule further requires that the material amendments of the stock incentive plan be filed with the SAFE within three months following the occurrence of the material amendments. The domestic agent must also make a quarterly update to the SAFE to disclose the information with respect to the stock option exercises, the stock holding and foreign exchange matters. If the domestic employees or the domestic agent fails to comply with the requirements of the New Stock Option Rule, the SAFE may require the remedy and even impose administrative penalties that the SAFE deems appropriate.

In addition, the STA has issued circulars concerning employee share options. Under these circulars, individuals working in China who exercise share options will be subject to PRC individual income tax. We have obligations to file documents related to employee share options with relevant tax authorities and withhold the individual income taxes of employees who exercise their share options.

### ***Regulations Relating to Dividend Distribution***

The principal regulations governing distribution of dividends paid by foreign-invested enterprises include:

- PRC Foreign Investment Law (2020);
- Implementation Regulations for the PRC Foreign Investment Law, or the Implementation Regulations (2020);
- PRC Company Law (1993), amended in 1999, 2004, 2005, 2013, and 2018;
- PRC Partnership Enterprise Law (1997), amended in 2006; and
- PRC Enterprise Income Tax Law and its Implementation Rules (2007), amended in 2017, 2018, and 2019.

Under the current laws and regulations, foreign-invested enterprises are required to set aside 10% of their after-tax profits according to PRC accounting standards and regulations to fund the statutory reserve funds until the cumulative amount of the statutory reserve funds exceed 50% of their registered capital. Such statutory reserve funds are not distributable as cash dividends.

The dividend distribution among shareholders of a foreign-invested enterprise is no longer required to be made in accordance with their capital contribution. Instead, the dividend distribution method can be otherwise agreed upon by all the shareholders. Regardless of the above, the dividend distribution method agreed in the existing contract among the equity joint venture or cooperative joint venture parties may remain effective, at the choice of such parties, and the foreign-invested enterprise may continue to make their dividend distribution in accordance with such existing contracts.



***Regulations Relating to Mergers and Acquisitions of Domestic Enterprises by Foreign Investors***

In August 2006, six PRC regulatory agencies jointly adopted the M&A Rules, which became effective in September 2006 and was further amended in June 2009. The M&A Rules established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex. These rules require, among other things, that the MOFCOM be notified in advance of any change-of-control transaction in which a foreign investor will take control of a PRC domestic enterprise or a foreign company with substantial PRC operations, if certain thresholds under the Provisions on Thresholds for Prior Notification of Concentrations of Undertakings issued by the State Council on August 3, 2008 are triggered.

Under the FIL, where a foreign investor acquires any domestic enterprise in the PRC or participates in the concentration of business operators by other means (i.e., obtaining control over or decisive influence on other business operators by means of merger, acquisition of equity interests or assets, or contracts, among others, as defined in the PRC Anti-Monopoly Law), it is subject to review on concentration of business operators pursuant to the PRC Anti-Monopoly Law. Additionally, under the Guideline on Anti-Monopoly of Platform Economy Sector, which became effective on February 7, 2021, the concentration of undertakings that involves a contractual arrangements structure falls within the scope of anti-monopoly review of concentration of undertakings.

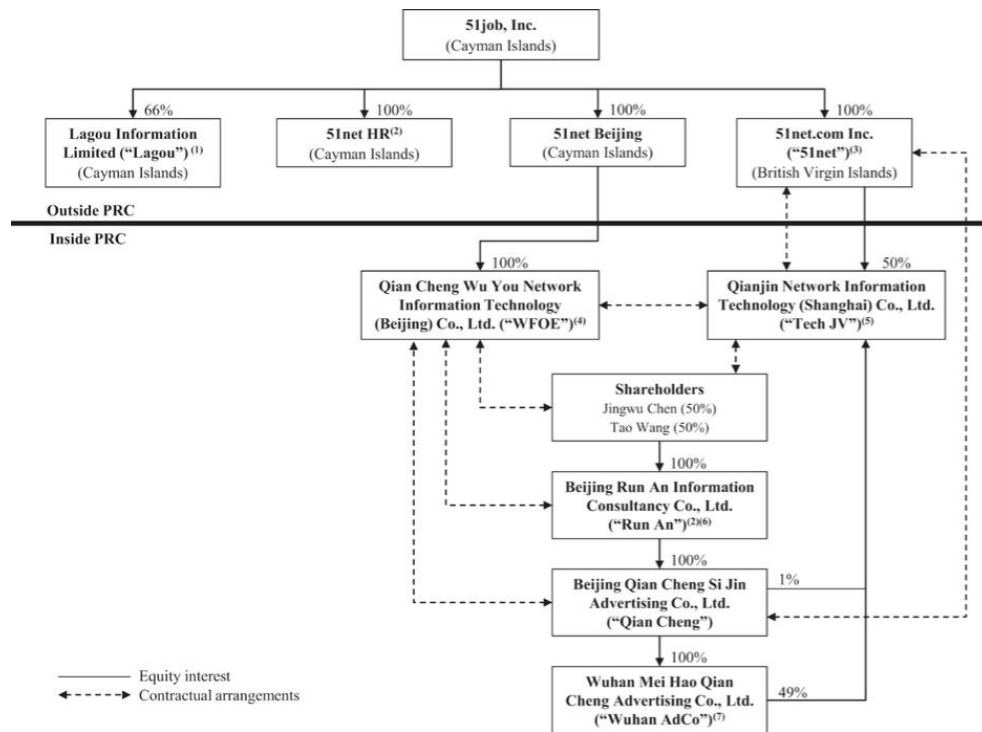
Complying with these requirements could affect our ability to expand our business. See “Item 3.D. Key Information — Risk Factors — Risks Related to Doing Business in China — Certain PRC regulations may make it more difficult for us to pursue growth through acquisitions in China.”

***Regulations Relating to Taxation***

For a discussion of applicable PRC tax regulations, see “Item 5.A. Operating and Financial Review and Prospects — Operating Results — Taxation — PRC.”

## C. Organizational Structure

The following chart illustrates our corporate structure, including our principal operating subsidiaries and consolidated affiliated entities as of the date of this annual report.



- (1) Acquired in December 2017. Includes Lagou Information HongKong Limited, a wholly owned Hong Kong subsidiary, which is the shareholder of Beijing Lagou Science and Technology Co., Ltd., a PRC wholly foreign owned enterprise.
- (2) Includes Shanghai Wang Ju Human Resource Consulting Co., Ltd., incorporated in the PRC, which conducts human resource services and is 70% owned by 51net HR and 30% owned by Run An.
- (3) In addition, 51net directly or indirectly wholly owns three PRC subsidiaries which have no current operations: Shanghai Wang Ju Advertising Co., Ltd.; Wang Jin Information Technology (Shanghai) Co., Ltd., or Wang Jin; and Wuhan Wang Cai Information Technology Co., Ltd.
- (4) Includes Shanghai Jinli Information Technology Co., Ltd., a wholly owned subsidiary with no current operations.

- (5) Includes four PRC subsidiaries of Tech JV: Qianjin Human Resource Services (Guangzhou) Co., Ltd., a wholly owned subsidiary which conducts human resource services; Shanghai Qianjin Zhong Cheng Human Resources Co., Ltd., a wholly owned subsidiary which conducts human resource services; Shanghai Yishu Information Technology Co., Ltd., a wholly owned subsidiary which conducts online recruitment services; and Beijing Zhiding Youyuan Management Consulting Co., Ltd., a 60% owned subsidiary which conducts human resource services. In addition, Tech JV directly or indirectly owns four PRC subsidiaries which have no current operations: Qianjin Wu You Network Technology (Shanghai) Co., Ltd., a wholly owned subsidiary; Shanghai Qianjin Advertising Co., Ltd., or AdCo, an 80% owned subsidiary; Shanghai Wang Cai Advertising Co., Ltd., or Wang Cai, a subsidiary jointly owned by Tech JV and AdCo; and Zhongli Information Technology Services (Shanghai) Co., Ltd., a subsidiary owned by Tech JV, Wang Cai, Wang Jin and AdCo.
- (6) Includes Beijing Lagou Network Technology Co., Ltd., a 60% owned PRC subsidiary which conducts online recruitment services. In addition, Run An directly and indirectly wholly owns three PRC subsidiaries which have no current operations: Ningbo Yijian Network Science and Technology Co., Ltd.; Shenzhen City Huiyuan Cultural Industry Communication Co., Ltd.; and Wanyi (Shanghai) Internet Information Service Co., Ltd.
- (7) Includes Qianjin Zhong Cheng Technology (Wuhan) Co., Ltd., a wholly owned PRC subsidiary which conducts human resource services.

Our subsidiary, 51net, directly holds 50% of the outstanding shares of Tech JV, Qian Cheng directly holds 1% of the outstanding shares of Tech JV, and Wuhan AdCo directly holds the remaining 49% of the outstanding shares of Tech JV. As a result of Qian Cheng's ownership of Wuhan AdCo, each of 51net and Qian Cheng effectively holds 50% of the equity interest in Tech JV.

Our services are principally provided through Tech JV and its subsidiaries, which hold licenses to provide online advertising services, human resource related services and information services via the Internet and mobile networks.

Tech JV and its subsidiaries recognize most of our revenues and receive most of the cash payments from our clients. Our relationships with Qian Cheng and Run An, our affiliated entities, have been governed by a series of agreements, under which we have borne all of the economic risks and received all of the economic rewards in these affiliated entities. In addition, through a call option agreement between 51net and Qian Cheng, 51net or its designee is able to purchase the equity interests in Tech JV that are held by Qian Cheng and Wuhan AdCo as well as the equity interest in AdCo that is held by Qian Cheng. As a result, the historical financial results of these entities have been consolidated in our financial statements. For a discussion on the contractual arrangements among our entities, see "Item 7.B. Major Shareholders and Related Party Transactions — Related Party Transactions — Contractual Arrangements Among Our Group Entities."

We have been advised by Jun He Law Offices, our PRC legal counsel, that:

- our current ownership structure is in compliance with existing PRC laws and regulations;
- the agreements among our subsidiaries, affiliated entities and their respective shareholders are valid and binding, and are enforceable under, and will not result in any violation of, existing PRC laws or regulations, with exception to the trademark license agreement, which may not be enforceable against bona fide third parties until registration with the relevant trademark administration authorities; and
- except as otherwise disclosed herein, our current business operations as described in this annual report are not in violation of existing PRC laws, rules and regulations in all material aspects.

There are, however, substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including but not limited to the laws and regulations governing our business or the enforcement and performance of our contractual arrangements in the event of the imposition of statutory liens, death, bankruptcy and criminal proceedings. Accordingly, we cannot assure you that PRC regulatory authorities will not take a view contrary to that of our PRC legal counsel. See "Item 3.D. Key Information — Risk Factors — Risks Related to Our Corporate Structure — The PRC laws and regulations governing our business operations and contractual arrangements are uncertain, and if we are found to be in violation, we could be subject to sanctions" and "— Risks Related to Doing Business in China — The PRC legal system has inherent uncertainties that could materially and adversely affect us."

We intend to continue to evaluate from time to time the PRC regulatory environment with respect to the foreign ownership of value-added communications services and plan to continue to streamline our ownership structure and operations as and when permitted by PRC laws and regulations.

#### **D. Property, Plants and Equipment**

Our executive offices as well as our principal marketing and development facilities, comprising approximately 12,600 square meters, are currently located at No. 1387 Zhang Dong Road, Shanghai 201203, People's Republic of China. We operate a national sales and customer service call center with a total floor area of approximately 18,840 square meters across two locations in Wuhan. We also maintain a large sales office in downtown Shanghai comprising of three floors in an office building, totaling approximately 4,845 square meters. In addition, we lease space for our network of sales offices and service locations in more than 30 cities across China, including Beijing, Chengdu, Guangzhou, Hangzhou, Nanjing, Shanghai, Shenzhen and Wuhan. As of the date of this annual report, we have leases for office space totaling approximately 44,500 square meters. We believe that we will be able to obtain adequate facilities to accommodate our expansion plans in the near future.

In March 2018, we completed the acquisition of office space in Shanghai to accommodate our growing business operations. The purchase price was RMB57.4 million and was fully paid from our existing cash resources.

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

None.

#### **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

*The following discussion of our financial condition and results of operations is based upon and should be read in conjunction with our consolidated financial statements and their related notes included elsewhere in this annual report on Form 20-F. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Item 3.D. Key Information — Risk Factors" or in other parts of this annual report.*

##### **A. Operating Results**

###### **Overview**

We believe that we are a leading nationwide provider of integrated human resource services in China. We provide online recruitment services and other complementary human resource related services, consisting primarily of business process outsourcing, campus recruitment, training, assessment and placement services. We aim to be a "one-stop" solution to human resource departments by providing recruitment and other human resource related services to employers.

For the year ended December 31, 2020, our online recruitment services generated approximately 58% of our revenues with the remaining 42% from our other human resource related services.

###### **Key Factors Affecting Our Results of Operations**

###### ***Growth of the Chinese Economy and Demand for Human Resource Services in China***

China's economic growth has served as an important catalyst for the development of the country's human resource services industry. The rise of the private sector as well as the increasing contribution of the service industry to gross domestic product has also driven a proliferation of new enterprises that has led to increased market liberalization and competition. As a result, companies in China are recognizing the need for improved recruitment and talent management processes, which stimulates the demand for human resource services.

Our financial results are sensitive to the overall growth of the Chinese economy and market demand for human resource services, in particular recruitment services. We could be adversely affected by an economic slowdown, geopolitical uncertainty or other negative developments that harm China's economy. In an environment of slower economic growth or recession, market demand for human resource services may decline. Employers may take actions such as hiring fewer employees, engaging in hiring freezes, reducing the number of employees and curtailing spending on human resource services. If this occurs, our financial condition and results of operations may be adversely affected by lower or negative revenue growth rates, margin contraction and decreased profitability. For example, due to the global economic and financial market crisis, the Chinese economy saw a downturn in economic activity, and we experienced a period of revenue reduction and lower margins in 2008 and 2009. Recently, our results of operations have been affected by the COVID-19 pandemic's impact on the Chinese and global economy. For details, see "— Impact of the COVID-19 Pandemic on Our Operations."

#### ***Breadth and Effectiveness of Our Service Offerings***

Our results of operations depend on our ability to provide a comprehensive suite of services that are effective in assisting our customers to attract, hire, train, manage and retain workers. As the Chinese economy grows and changes, the need for workers by different skill level, educational background, experience, geography and other characteristics has been evolving. We operate multiple recruitment platforms that target various segments of the labor market, and we also have a large team of sales and customer service staff that provides online and offline support to employers and individuals. In addition to our broad range of recruitment solutions, we offer business process outsourcing, training and assessment services. We continue to upgrade our platforms and expand our service offerings through in-house product development, acquisition and partnerships. Our ability to successfully increase user acceptance and adoption of our services materially affects our results of operations.

#### ***Our Brand Recognition and Market Leadership***

While the 51job name has become well known in the human resource services industry in China over the past two decades, our ability to strengthen our brand recognition and market leadership is critical for us to attract new users and deepen our relationships with existing customers. As we broaden our product portfolio and launch new services, we may also need to establish new brand names. To further solidify our brand recognition and our reputation as an industry leader, we may increase our investments in sales and marketing activities, technology and product development, which may affect our margins and profitability.

#### ***Our Ability to Improve Productivity and Manage Operating Efficiency***

Our results of operations have been, and will continue to be, affected by our ability to improve our productivity and manage our operating efficiency. We utilize a direct sales approach with over 4,300 account management and service representatives that serve our corporate customers. Our productivity depends on the success of our sales people to engage with employers, to explain the value proposition of our products, and to ultimately increase customer usage and their spending with us. To support these efforts, we incur operating costs to conduct advertising and promotion campaigns as well as invest in technology and product development to create up-selling and cross-selling opportunities. Although we expect our sales force to expand and our operating costs to increase, we aim to improve our sales productivity and operating efficiency in the long term.

#### ***Seasonality in the Human Resource Services Market***

The human resource services industry is characterized by seasonal fluctuations. These fluctuations, particularly in the seasonal peak recruitment period following the Chinese New Year holiday in the first quarter, may cause our results to vary from quarter to quarter. During the seasonal peak period, demand for online recruitment and other human resource related services may or may not rise significantly depending on the needs of employers as well as their perceptions of the job market. In addition, the Chinese New Year holiday is based on the lunar calendar, which varies from year to year and affects our first and second quarter results as well as their comparability to financial results of the same quarters in prior years. We historically observe strong seasonal campus recruitment activity by employers in the fourth quarter of each year but also a general slowdown in overall recruitment at calendar year end. Our future results may continue to be affected by such seasonal fluctuations.

## Impact of the COVID-19 Pandemic on Our Operations

Our results of operations have been, and may continue to be materially and adversely affected by the COVID-19 pandemic. To contain the spread of COVID-19, the Chinese government has instituted certain emergency measures. Due to the extension of the Chinese New Year holidays, quarantines, closure of businesses and facilities, and travel bans then in place, the traditional peak season for recruitment activity was significantly disrupted in the first quarter of 2020. Overall market demand for our online recruitment services was negatively impacted as our customers adapted to the challenges brought on by the pandemic, delayed or canceled their hiring plans, and curtailed their spending on our platforms in 2020. Our ability to conduct in-person recruitment events and training seminars was also affected by restrictions and limitations on social gatherings that were in effect from time to time. As a result, for the year ended December 31, 2020, our online recruitment services revenues decreased 13.1% and the growth of our other human resource related revenues slowed to 0.8%. While containment measures have been relaxed as of the date of this annual report, there have been occasional regional outbreaks of COVID-19 in China and authorities may again take these or further measures to keep the pandemic in check.

There are still significant uncertainties surrounding the COVID-19 pandemic. The duration and extent of the pandemic's impact on our financial results and outlook cannot be reasonably or fully estimated at this time. See also "Item 3.D. Key Information — Risk Factors — Risks Related to Our Business and Industry — We face risks related to health epidemics and other natural disasters."

## Key Components of Our Results of Operations

### Revenues

A significant majority of our revenues come from employers who purchase our online recruitment services. We also provide other complementary human resource related services, consisting primarily of business process outsourcing, campus recruitment, training, assessment and placement services.

The following table sets forth the revenues from our principal lines of business as a percentage of our net revenues for the periods indicated.

	For the year ended December 31,		
	2018	2019	2020
Revenues:			
Online recruitment services	64.3 %	61.8 %	58.2 %
Other human resource related revenues	35.7	38.2	41.8
Net revenues	100.0 %	100.0 %	100.0 %

The following table sets forth our revenue growth rates by business line for the periods indicated.

	2018 compared to 2017	2019 compared to 2018	2020 compared to 2019
Online recruitment services	29.9 %	1.6 %	(13.1)%
Other human resource related revenues	33.7 %	13.2 %	0.8 %

### Online Recruitment Revenues

We generate our online recruitment services revenues from fees we charge employers for placing recruitment and related advertisements on our websites and mobile applications, downloading information from our online resumé database and utilizing our recruitment management tools and systems. We also provide online marketing services to employers, such as priority listings, keyword purchases, display advertising, and e-mail and text messaging campaigns, which enhance the placement of their job opportunities across our various recruitment platforms and enable them to target and attract the attention of certain job seekers. In addition, we generate online revenues for website design and hosting services that we provide to corporations that wish to maintain their own dedicated recruitment website within our platforms. While we do not charge job seekers for accessing our websites, installing our mobile applications on their devices and using basic functions, including the ability to register and maintain a user account, search and browse job postings and submit job applications, certain enhanced services are available to job seekers for a fee.

For the future, we expect the growth of our online recruitment services revenues will be primarily driven by increasing average revenue per unique employer through our up-selling efforts and potential price adjustments. As customers become increasingly familiar with our online platforms and we build customer loyalty, we aim to upgrade them to higher priced products, to sell them a package of multiple online recruitment services, and/or extend the length of their membership period, all of which increase our average revenue per unique employer. In addition, another component of our growth strategy is to selectively acquire new employers to our customer base, which may require us to deploy greater resources in sales and marketing activities. Our ability to attract new employers, retain existing customers and increase average revenue per unique employer may be adversely affected by, among other things, economic growth and policies in China, market demand for online recruitment services, difficulties we may encounter in developing or launching higher priced services and price competition in the online recruitment services market in China.

We define a unique employer as a customer that purchases our online recruitment services during a specified period. An employer who purchases online services multiple times or in multiple quarters throughout the fiscal year is counted as one unique employer for the annual total. We make adjustments for multiple purchases by the same customer within a city to avoid double counting. Each employer is assigned a unique identification number in our management information system. Affiliates and branches of a given employer may, under certain circumstances, be counted as separate unique employers. Our calculation of the number of unique employers is subject to misidentification and other forms of error, including errors in judgment as to appropriate adjustments to be made to the data. We cannot assure you that our methodology, employer identification, calculations and analyses are accurate, or that they yield results that are comparable between periods or give a correct approximation of actual numbers of customers. The estimated number of unique employers using our online recruitment services does not include employers utilizing Lagou.com, which we acquired in December 2017. We define average revenue per unique employer as online recruitment services revenues divided by the number of unique employers for the specified period.

The following table sets forth the estimated number of unique employers who used our online recruitment services and the average revenue per unique employer for the periods indicated. In 2019, due to weak macroeconomic conditions that resulted in business inactivity and closures especially among smaller-sized companies, we saw a decrease in the estimated number of unique employers who used our online recruitment services. In 2020, the severe disruptions caused by the COVID-19 pandemic also led to a reduction in the number of unique employers using our online platforms. However, despite the decline in unique employers, the average revenue per unique employer grew in 2019 and 2020 due to our successful efforts to increase spending among active customers and greater contribution from larger-sized accounts, whose hiring plans and budgets demonstrated better adaptability and continuity under challenging market and economic circumstances.

	For the year ended December 31,		
	2018	2019	2020
Estimated unique employers using online recruitment services	485,008	422,458	360,755
Average revenue per unique employer (in RMB)	5,014	5,850	5,952

We generally require that all advertising fees be paid in advance of posting an advertisement on our platforms, although we may offer credit terms to select clients on a case-by-case basis.

### ***Other Human Resource Related Revenues***

We generate revenues from employers and enterprises for using our other human resource related services. For our business processing outsourcing services, we receive a monthly fee, which is based on such factors as the scope and complexity of services provided, the cities where services will be delivered and the number of employees under contract to us, per each individual we serve on behalf of our corporate clients. For our campus recruitment services, we charge employers fees for preparing a customized campus recruitment strategic plan, promoting their image to students and schools, and handling on-campus logistics, event management, media content production and administrative tasks. For our training services, we receive participant fees for attending our seminars and workshops in-person and to access our various training materials and programs online. For our professional assessment tools and tests, we charge a subscription fee based on the number of individuals evaluated or tests taken as well as the type of tests administered on behalf of employers. For engaging our placement and executive search services, we receive fees for identifying prospective candidates, conducting interviews and completing new hires on behalf of employers. In addition, we also charge enterprises for purchasing our studies and reports on compensation and other human resource topics and for participating in our industry conferences and events. We expect to continue to expand and develop additional human resource related services and products for our corporate clients. We believe that these services are an important component of our “one-stop” human resource solutions strategy and enhance our reputation and image as an industry innovator. In addition, we believe our business process outsourcing business may experience less seasonal and cyclical variations in revenues than our online recruitment services over time.

The growth of our other human resource related services will be dependent on our ability to successfully develop, introduce and increase usage of these types of products and services. In addition, changes in government regulations and enforcement policies in China, as well as changes in the behavior and attitude of employers regarding compliance to tax and labor laws, talent development and human resource management, may affect the growth of our other human resource related services.

We believe the increase in our other human resource related revenues has been primarily driven by our ongoing sales and marketing efforts to promote customer understanding, acceptance and adoption of these products and services, particularly our business process outsourcing and training services. We expect that as we continue to expand the scale and scope of these services and meet growing market demand, revenues generated from these services may increase as a percentage of our overall revenues in the future.

### **Costs**

We operate and manage our various businesses as a single segment. In addition, we share operating costs and management resources amongst these businesses. As a result, we do not account for our results of operations on a geographical or other basis, and we are unable to allocate costs among our various businesses.

The following table sets forth our cost of services and total operating expenses as a percentage of our net revenues for the periods indicated.

	For the year ended December 31,		
	2018	2019	2020
Cost of services	(28.6)%	(30.6)%	(34.2)%
Total operating expenses	(41.0)%	(39.3)%	(42.3)%

Our cost of services as a percentage of our net revenues is affected by our ability to achieve economies of scale and operating efficiencies. We believe that as we grow our operations and infrastructure, we can increase up-selling and cross-selling opportunities with customers across multiple markets and services, thereby allowing us to achieve economies of scale as we may be able to realize a higher level of revenues relative to our direct costs.

Although we expect to increase spending on sales and marketing activities and product development in order to strengthen our brand names and enhance our service offerings, we aim to decrease our cost of services and total operating expenses as a percentage of our net revenues in the longer term through greater economies of scale and improved operating efficiencies. However, our ability to achieve these objectives is subject to significant uncertainties, and we cannot assure you that we will be able to decrease these costs as a percentage of our net revenues.



***Cost of Services***

Our cost of services primarily consists of the following: salary and employee compensation; subcontracting expenses; venue rental, event decoration, media content production, and other planning and logistics costs related to providing our campus recruitment services; costs related to training materials and contracted instructors; and data storage and bandwidth costs. The majority of our employee compensation and other service costs are largely shared across our various business lines. We pay subcontracting fees to third parties to provide services to us in connection with the operations of our business process outsourcing business. For our online recruitment services business, we have been able to leverage our existing infrastructure to grow our revenues, allowing us to incur limited additional costs relative to the higher revenues we have generated. While we expect that our cost of services in absolute amount will increase as we expand our business operations, we aim to lower this cost as a percentage of net revenues over time through greater economies of scale and scope as well as improved efficiency and productivity. However, cost of services as a percentage of net revenues increased in 2019 and 2020 due to headcount additions and greater employee costs which outpaced slower revenue growth in a period of heightened economic uncertainty and reduced market demand for our services in China.

***Operating Expenses***

Our operating expenses include sales and marketing expenses and general and administrative expenses.

The following table sets forth our operating expenses as a percentage of our net revenues for the periods indicated.

	For the year ended December 31,		
	2018	2019	2020
Operating expenses:			
Sales and marketing	(31.7)%	(29.7)%	(32.1)%
General and administrative	(9.3)	(9.6)	(10.2)
Total operating expenses	<u>(41.0)%</u>	<u>(39.3)%</u>	<u>(42.3)%</u>

Our sales and marketing expenses primarily consist of the following: salaries, commissions and share-based compensation for our sales and marketing staff; advertising and promotion expenses; and expenses for our sales management and staff related to our daily operations in local markets. The level of sales and marketing expenditures varies in each city annually and is impacted by a number of factors, including customer demand, competition and our strategic objectives in each market. In addition, the sales and marketing strategies we employ in each city varies depending on our determination of the most effective means to promote our brand names and services. We expect to continue to invest resources to strengthen our market position and brand names, to expand our sales force and to promote new products and services. Although we expect that our sales and marketing expenses in absolute amount will increase as we grow our businesses, we aim to manage these expenses as a percentage of net revenues over time by focusing on operational scalability and efficiency improvements.

Our general and administrative expenses primarily consist of the following: employee salaries, bonuses and share-based compensation; building depreciation, office rent and property management fees; administrative office expenses; and professional services fees. While we expect that our general and administrative expenses in absolute amount will increase as we grow our businesses, we aim to lower our general and administrative expenses as a percentage of net revenues in the longer term by capitalizing on operational and management efficiencies.

***Taxation***

We file income tax returns in multiple jurisdictions because we, our subsidiaries and our affiliated entities are tax residents of different jurisdictions.

***Cayman Islands***

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. No Cayman Islands stamp duty will be payable unless an instrument is executed in, or after execution, brought to or produced before a court in the Cayman Islands.

### ***British Virgin Islands***

51net, our subsidiary incorporated in the British Virgin Islands, or BVI, is a business company subject to the provisions of the BVI Business Companies Act 2004 (as amended). Under current BVI laws, 51net is exempt from all provisions of the Income Tax Ordinance of the BVI (including with respect to all dividends, interests, rents, royalties, compensation and other amounts payable by 51net to persons who are not persons resident in the BVI). Capital gains realized with respect to any shares, debt obligations or other securities of a company by persons who are not persons resident in the BVI are also exempt from all provisions of the Income Tax Ordinance of the BVI. In addition, there are currently no withholding taxes or exchange control regulations in the BVI applicable to 51net.

### ***Hong Kong***

51net is registered in Hong Kong as a non-Hong Kong company and is subject to Hong Kong profits tax at a rate of 16.5% on its assessable profit.

### ***PRC***

*Enterprise Income Tax.* In March 2007, the National People's Congress enacted the EIT Law (as amended in February 2017 and December 2018, respectively), which applies a uniform 25% EIT rate to both foreign-invested enterprises and domestic enterprises effective from January 1, 2008. In December 2009, Tech JV was designated by relevant local authorities in Shanghai as a "High and New Technology Enterprise," or HNTE, under the EIT Law and became subject to a preferential tax rate of 15%. Tech JV is entitled to this preferential 15% tax rate as long as it maintains the required qualifications, which is subject to review every three years. In 2018, its preferential tax status was renewed and is valid through 2020. We cannot assure you that Tech JV will continue to qualify as a HNTE when it is subject to reevaluation in the future.

The amount of income tax payable by our PRC subsidiaries and affiliated entities in the future will depend on various factors, including, among other things, the results of operations and taxable income of, and the EIT rate applicable to, each of the subsidiaries and affiliated entities, and our effective tax rate depends in part on the extent of each of our subsidiaries' and affiliated entities' relative contribution to our consolidated taxable income. As our overseas entities recognize share-based compensation expense and may recognize losses from foreign currency translation and from the change in fair values of financial instruments, which are not deductible for PRC tax purposes, our effective tax rate has at times exceeded the EIT rate in our history, including in 2019.

*Withholding Tax.* Under the EIT Law, dividends payable by a foreign-invested enterprise to its foreign investors from profits earned after January 1, 2008 are subject to a 10% withholding tax, unless any such foreign investor's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. The Cayman Islands, where we are incorporated, does not have such a tax treaty with China. Since we intend to permanently reinvest earnings to further expand our businesses in China, we do not intend to declare dividends from our foreign-invested enterprises in China to its immediate foreign holding entities in the foreseeable future. Accordingly, as of December 31, 2020, we have not recorded any withholding tax on the retained earnings of our foreign-invested enterprises in China.

*Tax Residence.* Under the EIT Law, enterprises organized under the laws of jurisdictions outside China with their "de facto management bodies" located within China may be considered PRC resident enterprises and therefore subject to an EIT rate of 25% on their worldwide income. See "Item 3.D. Key Information — Risk Factors — Risks Related to Doing Business in China — We may be deemed a PRC resident enterprise under the EIT Law, which could subject us to PRC taxation on our global income and may have a material adverse effect on our results of operations."

*Value-Added Tax.* Our net revenues reflect the impact of value-added tax, or VAT, which are levied on revenues generated from services we provide in China. Generally, our PRC subsidiaries and affiliated entities are subject to VAT rates of 5% or 6%, and are permitted to offset input VAT supported by valid VAT special invoices received from vendors against their VAT liability. VAT on the invoiced amount collected by the PRC subsidiaries and affiliated entities on behalf of tax authorities in respect of services provided, net of VAT paid for purchases, is recorded as taxes payable until it is paid to the tax authorities.

**Government Surcharges.** Our PRC subsidiaries and affiliated entities are also subject to certain government surcharges, including urban maintenance and construction tax and education surcharge, on the VAT payable in the PRC. In addition, our PRC subsidiaries and affiliated entities providing advertising services are subject to the cultural business construction fee at the rate of 3% on the relevant taxable sales amount. Beginning January 1, 2019, the presentation of government surcharges has been included in cost of services. The amount of government surcharges for the year ended December 31, 2018 has been reclassified to conform with the current year's presentation. This reclassification had no effect on the reported results in our consolidated statements of operations and comprehensive income.

### **Critical Accounting Policies**

We prepare financial statements in conformity with U.S. GAAP, which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities on the date of the financial statements, and the reported amounts of revenues and expenses during the financial reporting period. Our significant estimates include those related to allowances for accounts receivable and payments made on behalf of customers, estimated useful lives of property and equipment and intangible assets, fair values of options to purchase our common shares, fair values of financial instruments, impairment of long-lived assets, long-term investments and goodwill, the purchase price allocation and fair value of non-controlling interests with respect to business combinations, and deferred tax valuation allowance. We continually evaluate these estimates and assumptions based on the most recently available information, our own historical experience and various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates. We consider the policies discussed below to be critical to an understanding of our financial statements as their application assists our management in making business decisions.

We operate and manage our various businesses as a single segment. In addition, since our revenues are primarily generated from customers in the PRC, we do not account for our results of operations on a geographical or other basis. Since many of our management and staff provide services with respect to many or all of our businesses, and since our infrastructure and operations are designed to facilitate all of our businesses as an integrated unit, we are unable to allocate costs among our various businesses or present our financial results in terms of multiple business segments.

### ***Basis for Consolidation and Our Relationships with Our Affiliated Variable Interest Entities***

We consolidate 100% of the interests of all of our subsidiaries and affiliated variable interest entities.

We have entered into contractual arrangements with Qian Cheng and Run An under which we bear all of their economic risks and received all of their economic rewards. In our consolidated financial statements, we have consolidated all of the interests of Qian Cheng and Run An under Accounting Standards Codification, or ASC, 810 "Consolidation," or ASC 810. Qian Cheng is wholly owned by Run An. Run An is jointly owned by Jingwu Chen and Tao Wang, PRC nationals and long-time members of our senior management team.

ASC 810 requires a "variable interest entity" to be consolidated by the primary beneficiary of such entity. An entity is considered to be a variable interest entity if certain conditions are present, such as if the equity investors in the entity do not have the characteristics of a controlling financial interest or the entity does not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. Under various agreements with Qian Cheng and Run An, we are considered the primary beneficiary of Qian Cheng and Run An, and all of their interests have been consolidated in our financial statements. All significant transactions and balances between us, our subsidiaries, Qian Cheng and Run An have been eliminated upon consolidation.

We have been advised by Jun He Law Offices, our PRC legal counsel, except as otherwise disclosed in this annual report, that these contractual arrangements are enforceable and our current business operations are not in violation of existing PRC laws, rules and regulations in all material aspects. There are, however, substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including but not limited to the laws and regulations governing our business or the enforcement and performance of our contractual arrangements in the event of the imposition of statutory liens, death, bankruptcy and criminal proceedings. Accordingly, we cannot assure you that PRC regulatory authorities will not take a view contrary to that of our PRC legal counsel. See “Item 3.D. Key Information — Risk Factors — Risks Related to Our Corporate Structure — The PRC laws and regulations governing our business operations and contractual arrangements are uncertain, and if we are found to be in violation, we could be subject to sanctions” and “— Risks Related to Doing Business in China — The PRC legal system has inherent uncertainties that could materially and adversely affect us.”

For additional information with respect to our contractual arrangements with Qian Cheng and Run An, see “Item 7.B. Major Shareholders and Related Party Transactions — Related Party Transactions — Contractual Arrangements Among Our Group Entities.”

### ***Revenue Recognition***

In accordance with ASC 606, revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

The following is a description of the accounting policy for our principal revenue streams.

#### ***Online Recruitment Services Revenues***

We provide online recruitment services through several websites and their respective mobile applications.

We sell recruitment packages that provide a single service or combination of services, such as job postings, access to a searchable resumé database, advertising and online management tools, which assist employers with their hiring process. The subscription period of recruitment packages ranges from one month to one year, and the display period for online advertising ranges from one week to one year. Revenue is recognized when services are provided over the subscription or display period.

#### ***Other Human Resource Related Revenues***

We provide other value-added human resource services, such as business process outsourcing, campus recruitment, training, assessment, placement and other services.

We assist employers with human resource administrative functions on an outsourced basis, which mainly consist of social insurance, benefits and payroll processing as well as regulatory compliance services. Employers can choose to utilize a single service or combination of services. The fees collected for providing these services are mainly based on a fixed fee per employee or transaction processed. The contract term for business process outsourcing services ranges from one to three years. Revenue is recognized when services are performed and the customer simultaneously receives and consumes the benefits from these services, generally on a monthly basis.

We provide campus recruitment services to employers. These services include planning, promoting and managing recruitment events online or in-person on or near college campuses as well as a host of selection and screening services that enable employers to successfully recruit college students and graduates. Revenue is recognized when these events and the tasks in conjunction to these events as outlined in the contract with customers have been completed.

We conduct training programs, workshops and physical activities related to a variety of business and management topics, such as leadership, communication skills and team building. Revenue is recognized when participants attend training events we organize. For professional assessment tests, revenue is recognized when tests are administered to job candidates and employees.

For placement services, revenue is recognized as the identification of prospective candidates to fill job positions as designated in the contract is completed and accepted by customers. For other services such as compensation benchmarking reports, revenue is recognized when services are performed and items are delivered.

For a contract involving multiple services, we allocate revenue based on a relative basis, using the value of each service on a standalone basis, which is determined utilizing our regular selling prices charged in unbundled arrangements. Cash received in advance of services being delivered are recognized as advances from customers.

See Note 2(k) to our consolidated financial statements included elsewhere in this annual report for further discussion of revenue recognition under ASC 606.

***Allowances for Credit Losses on Accounts Receivable and Payments Made on Behalf of Customers***

On January 1, 2020, we adopted ASU No. 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments,” which amends previously issued guidance regarding the impairment of financial instruments by creating an impairment model that is based on expected losses rather than incurred losses. The adoption of this standard had no material impact on our consolidated financial statements.

To estimate expected credit losses, we have identified the relevant risk characteristics of our customers and the related accounts receivable and payments made on behalf of customers which include size, type of the services or the products we provide, or a combination of these characteristics. Receivables with similar risk characteristics have been grouped into pools. For each pool, we consider the past collection experience, current economic conditions, future economic conditions (external data and macroeconomic factors) and changes in our customer collection trends. This is assessed at each quarter based on specific facts and circumstances.

***Long-Term Investments***

Our long-term investments include equity securities with readily determinable fair values, equity securities without readily determinable fair values, equity method investments and available-for-sale debt securities. Equity securities with readily determinable fair values are measured at fair value with unrealized gains and losses recorded in the consolidated statements of operations and comprehensive income. Equity securities without readily determinable fair values, and for which we do not control or exercise significant influence, are measured and recorded using a measurement alternative that measures the securities at cost less impairment, if any, plus or minus changes resulting from qualifying observable price changes. For investees over which we do have the ability to exercise significant influence, but do not have a controlling interest, we account for these investments under the equity method. Under the equity method, we initially record investments at cost and subsequently recognize proportionate share of each equity investee’s change in fair value in the consolidated statements of operations and comprehensive income and accordingly adjust the carrying amount of the investment. Available-for-sale debt securities are carried at their fair value at each balance sheet date and changes in fair value are reflected in the consolidated statements of operations and comprehensive income. We also evaluate equity method investments and available-for-sale debt securities for other-than-temporary impairment. No other-than-temporary impairment charge for our long-term investments was incurred in the years ended December 31, 2018 and 2020. For the year ended December 31, 2019, we recognized an impairment loss of RMB98.3 million associated with an investment in a provider of on-demand work opportunities in the United States, primarily due to changes in its business prospects and financial condition.

***Fair Value of Available-for-Sale Debt Securities***

We report available-for-sale debt securities at fair value at each balance sheet date and changes in fair value are reflected in the consolidated statements of operations and comprehensive income. Fair value of the available-for-sale debt securities is measured using Level 3 inputs within the fair value hierarchy. In determining the fair value and with assistance from an independent appraisal, we utilize a market approach, which requires management to use unobservable inputs such as the probabilities of various exit scenarios to the investment, time to exit events and the expected share volatility based on volatilities of selected peer companies. These unobservable inputs and resulting fair value estimates may be affected by unexpected changes in future market or economic conditions.

For details of the fair value measurement of available-for-sale debt securities and the fair value hierarchy, see Note 15 to our consolidated financial statements included elsewhere in this annual report.

### ***Long-Lived Assets***

Our accounting for long-lived assets, including property and equipment, goodwill and intangible assets, is described in Notes 2(g) and 2(i) to our consolidated financial statements included elsewhere in this annual report. The recorded value of long-lived assets is affected by a number of management estimates, including estimated useful lives, residual values and impairment charges.

#### ***Impairment of Long-Lived Assets Other Than Goodwill***

We assess long-lived assets for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. We assess the recoverability of an asset group based on the undiscounted future cash flows the asset group is expected to generate and recognize an impairment loss when the estimated undiscounted future cash flows expected to result from the use of the asset group plus net proceeds expected from the disposition of the asset group, if any, are less than the carrying value of the asset group. If we identify an impairment, we reduce the carrying amount of the asset group to its estimated fair value based on a discounted cash flow approach or, when available and appropriate, to comparable market values. We did not record any impairment charges for long-lived assets for the years ended December 31, 2018, 2019 and 2020.

#### ***Impairment of Goodwill***

We assess goodwill for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that it might be impaired. Our annual testing date is December 31. We first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. In the qualitative assessment, we consider primary factors such as industry and market considerations, overall financial performance of the reporting unit, and other specific information related to the operations. Based on the qualitative assessment, if it is more likely than not that the fair value of each reporting unit is less than the carrying amount, the quantitative impairment test is performed.

In performing the two-step quantitative impairment test, we first compare the book value of net assets to the fair value of the reporting units. If the fair value is determined to be less than the book value, a second step is performed to compute the amount of impairment as the difference between the estimated fair value of goodwill and the carrying value.

On January 1, 2020, we adopted ASU No. 2017-04, "Simplifying the Test for Goodwill Impairment," which simplifies the test for goodwill impairment by removing the second step. We, therefore, perform the goodwill impairment test by comparing the fair value of the reporting unit with its carrying amount and recognizing an impairment charge for the amount by which the carrying amount exceeds the fair value, not to exceed the total amount of goodwill allocated to the reporting unit.

Application of a goodwill impairment test requires significant management judgment, including the identification of reporting units, assigning assets, liabilities and goodwill to reporting units, and determining the fair value of each reporting unit. We estimate the fair value of the reporting unit using a discounted cash flow model. This valuation approach considers various assumptions including projections of future cash flows, perpetual growth rates and discount rates. The assumptions about future cash flows and growth rates are based on management's assessment of a number of factors, including the reporting unit's recent performance against budget, performance in the market that the reporting unit serves, as well as industry and general economic data from third party sources. Discount rate assumptions reflect an assessment of the risk inherent in those future cash flows. Changes to the underlying businesses could affect the future cash flows, which in turn could affect the fair value of the reporting unit.

We had no goodwill impairment for the years ended December 31, 2018, 2019 and 2020.

#### ***Share-Based Compensation***

We account for share-based compensation arrangements under ASC 718 "Compensation – Stock Compensation," or ASC 718, which requires companies to expense the value of employee stock options and similar awards. Under ASC 718, share-based compensation is measured at the grant date based on the fair value of the award and is recognized as an expense on a straight-line basis, net of estimated forfeitures, over the vesting period. We recognized share-based compensation expense of RMB105.0 million in 2018, RMB126.1 million in 2019 and RMB143.8 million (US\$22.0 million) in 2020 in connection with the grant of options to our employees, executives and directors.

Under ASC 718, we utilize the Black-Scholes valuation model in determining the fair value of options granted, which requires the input of highly subjective assumptions, including the expected life of the stock option, stock price volatility, dividend rate and risk-free interest rate. Our assumption for expected life takes into account vesting and contractual terms, employee demographics and historical exercise behavior, which we believe are useful reference points. We estimate expected volatility at the date of grant based on historical volatilities of the market price of our ADSs. The assumption for expected dividend yield is consistent with our current policy of no dividend payout. Risk-free interest rates are based on U.S. Treasury yield for the terms consistent with the expected life of award at the time of grant. The assumptions used in calculating the fair value of stock options represent our best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and we use different assumptions, our share-based compensation expense could be materially different in the future. In addition, we are required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest.

We estimate the forfeiture rate based on historical experience of our stock options that are granted, exercised and forfeited. If our actual forfeiture rate is materially different from our estimate, the share-based compensation expense could be significantly different from what we have recorded in the current period.

See Note 2(o) to our consolidated financial statements included elsewhere in this annual report for further discussion of share-based compensation under ASC 718. The guidance provided in ASC 718 may be subject to further interpretation and refinement over time.

### ***Business Combinations***

U.S. GAAP requires that all business combinations be accounted for under the purchase method. The cost of an acquisition is measured as the aggregate of the fair values at the date of exchange of the assets given, liabilities incurred and equity instruments issued. The transaction costs directly attributable to the acquisition are expensed as incurred. Identifiable assets, liabilities and contingent liabilities acquired or assumed are measured separately at their fair value as of the acquisition date, irrespective of the extent of any non-controlling interests. The excess of the (i) the total of cost of acquisition, fair value of the non-controlling interests and acquisition date fair value of any previously held equity interest in the acquiree over (ii) the fair value of the identifiable net assets of the acquiree is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the consolidated statements of operations and comprehensive income.

### ***Income Taxes***

We account for income taxes using the liability method. Under this method, deferred income taxes are recognized for the differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities by applying enacted statutory rates applicable to future years in which the differences are expected to reverse. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

We provide a valuation allowance on our deferred tax assets to the extent we consider it to be more likely than not that we will be unable to realize all or part of such assets. Our future realization of our deferred tax assets is dependent on many factors, including our ability to generate taxable income within the period during which temporary differences reverse or before our tax loss carryforwards expire, the outlook for the Chinese economy and overall outlook for our industry. We consider these factors at each balance sheet date and determine whether valuation allowances are necessary.

All deferred tax assets and liabilities within a single tax jurisdiction are offset and presented as a single amount. We classify all deferred tax assets and liabilities as non-current items on our consolidated balance sheet.

We had deferred tax assets, net of valuation allowance, of RMB15.0 million, RMB22.1 million and RMB38.0 million (US\$5.8 million) as of December 31, 2018, 2019 and 2020, respectively. We had deferred tax liabilities of RMB210.8 million, RMB214.3 million and RMB232.1 million (US\$35.6 million) as of December 31, 2018, 2019 and 2020, respectively.

As of December 31, 2018, 2019 and 2020, we recognized aggregate valuation allowances of RMB43.9 million, RMB49.8 million and RMB53.5 million (US\$8.2 million), respectively. In the event that unexpected developments prevent us from realizing some or all of our deferred tax assets, we will be required to take a charge against our net income for the period in which such events occur.

We account for uncertainties in income taxes under ASC 740-10-25 “Income Taxes – Overall – Recognition.” We have elected to classify interest and penalties related to an uncertain tax position, if any and when required, as general and administrative expenses. In the years ended December 31, 2018, 2019 and 2020, we did not record any interest and penalties associated with uncertain tax positions as there were no uncertain tax positions.

***Government Subsidies***

We have received government subsidies which represent discretionary cash subsidies granted by the local government to encourage the development of certain enterprises that are established in the local special economic region. Cash subsidies have no defined rules and regulations to govern the criteria necessary for companies to enjoy the benefits and are recognized as other income when received and when all conditions for their receipt have been satisfied. We recognized government subsidies of RMB173.8 million, RMB202.4 million and RMB169.8 million (US\$26.0 million) for the years ended December 31, 2018, 2019 and 2020, respectively. We cannot assure you if or when we will receive such government subsidies in the future. See “Item 3.D. Key Information — Risk Factors — Risks Related to Doing Business in China — Our business has benefitted from financial incentives granted by local governments.”

**Recent Accounting Pronouncements**

See Note 2(y) to our consolidated financial statements included elsewhere in this annual report for discussion on recent accounting pronouncements.



## Results of Operations

The following table sets forth a summary of our consolidated statements of operations and comprehensive income for the periods indicated both in Renminbi and as a percentage of net revenues:

	For the year ended December 31,					
	2018		2019		2020	
	RMB	%	RMB	%	RMB	%
	(in thousands, except percentages)					
Revenues:						
Online recruitment services	2,431,898	64.3	2,471,179	61.8	2,147,334	58.2
Other human resource related revenues	1,350,048	35.7	1,528,846	38.2	1,541,617	41.8
Net revenues	3,781,946	100.0	4,000,025	100.0	3,688,951	100.0
Cost of services <sup>(1)</sup>	(1,081,011)	(28.6)	(1,221,935)	(30.6)	(1,261,731)	(34.2)
Gross profit	2,700,935	71.4	2,778,090	69.4	2,427,220	65.8
Operating expenses <sup>(1)</sup> :						
Sales and marketing	(1,197,178)	(31.7)	(1,188,233)	(29.7)	(1,182,677)	(32.1)
General and administrative	(353,557)	(9.3)	(384,072)	(9.6)	(377,438)	(10.2)
Total operating expenses	(1,550,735)	(41.0)	(1,572,305)	(39.3)	(1,560,115)	(42.3)
Income from operations	1,150,200	30.4	1,205,785	30.1	867,105	23.5
Gain (Loss) from foreign currency translation	(112,353)	(2.9)	67,881	1.7	(53,442)	(1.5)
Interest and investment income, net	113,673	3.0	175,584	4.4	228,500	6.2
Change in fair value of listed equity securities investment	—	—	(42,410)	(1.0)	10,760	0.3
Change in fair value of long-term investments	—	—	—	—	39,614	1.1
Change in fair value of convertible senior notes	99,079	2.6	(752,073)	(18.8)	—	—
Impairment of long-term investments	—	—	(98,277)	(2.5)	—	—
Gain from sale of long-term investments	61,070	1.6	—	—	—	—
Other income, net	175,206	4.6	205,602	5.1	167,308	4.5
Income before income tax expense	1,486,875	39.3	762,092	19.0	1,259,845	34.1
Income tax expense	(242,434)	(6.4)	(235,890)	(5.9)	(188,417)	(5.1)
Net income	1,244,441	32.9	526,202	13.1	1,071,428	29.0
Net loss attributable to non-controlling interests	7,878	0.2	6,116	0.2	25,848	0.7
Net income attributable to 51job, Inc.	1,252,319	33.1	532,318	13.3	1,097,276	29.7

(1) Share-based compensation:

Included in cost of services	(16,316)	(0.4)	(20,189)	(0.5)	(23,648)	(0.6)
Included in operating expenses:						
Sales and marketing	(14,026)	(0.4)	(17,356)	(0.4)	(20,329)	(0.6)
General and administrative	(74,623)	(2.0)	(88,604)	(2.2)	(99,829)	(2.7)

## 2020 Compared to 2019

**Net Revenues.** Our net revenues decreased 7.8% to RMB3,689.0 million (US\$565.4 million) in 2020 from RMB4,000.0 million in 2019. We derived our net revenues from:

- **Online Recruitment Services.** Our online recruitment services revenues decreased 13.1% to RMB2,147.3 million (US\$329.1 million) in 2020 from RMB2,471.2 million in 2019. The decline was mainly attributable to the disruptive global, social and economic impact of the COVID-19 pandemic on companies in China, which affected business operations, limited recruitment activity and curtailed overall employer spending on our online recruitment platforms in 2020. As a result, the estimated number of unique employers using our online recruitment services decreased 14.6% to 360,755 in 2020 from 422,458 in 2019. However, average revenue per unique employer increased 1.8% in 2020 primarily due to our strategic focus on larger-sized customer accounts, whose hiring plans and budgets demonstrated better adaptability and continuity under challenging market conditions.
- **Other Human Resource Related Revenues.** Our revenues from other human resource related services increased 0.8% to RMB1,541.6 million (US\$236.3 million) in 2020 from RMB1,528.8 million in 2019. This growth was primarily due to resilient customer demand and usage of our campus recruitment, training, assessment and business process outsourcing services despite the disruptions caused by the COVID-19 pandemic.

**Cost of Services.** Our cost of services increased 3.3% to RMB1,261.7 million (US\$193.4 million) in 2020 from RMB1,221.9 million in 2019. This increase was primarily due to higher salaries, headcount additions and greater direct costs, such as venue rental, event decoration and media content production, associated with our campus recruitment business, which was partially offset by a reduction in contributions to social welfare funds in 2020. Our cost of services in 2020 also included share-based compensation expense of RMB23.6 million (US\$3.6 million) compared with RMB20.2 million in 2019.

**Gross Profit.** As a result of the above factors, our gross profit decreased 12.6% to RMB2,427.2 million (US\$372.0 million) in 2020 from RMB2,778.1 million in 2019. Our gross profit margin, which is our gross profit as a percentage of net revenues, was 65.8% in 2020 compared with 69.4% in 2019.

**Operating Expenses.** Our total operating expenses decreased 0.8% to RMB1,560.1 million (US\$239.1 million) in 2020 from RMB1,572.3 million in 2019. The decrease in our operating expenses was due to both a reduction in sales and marketing expenses as well as general and administrative expenses. Our operating expenses consisted of:

- **Sales and Marketing Expenses.** Our sales and marketing expenses decreased 0.5% to RMB1,182.7 million (US\$181.3 million) in 2020 from RMB1,188.2 million in 2019. This decrease was primarily due to lower performance-based employee bonuses and a reduction in contributions to social welfare funds, which was largely offset by greater brand advertising and promotion expenses. Our advertising and promotion expenses increased 34.7% to RMB272.1 million (US\$41.7 million) in 2020 from RMB202.0 million in 2019. Our sales and marketing expenses in 2020 included share-based compensation expense of RMB20.3 million (US\$3.1 million) compared with RMB17.4 million in 2019.
- **General and Administrative Expenses.** Our general and administrative expenses decreased 1.7% to RMB377.4 million (US\$57.8 million) in 2020 from RMB384.1 million in 2019. This decrease was primarily due to a reduction in contributions to social welfare funds as well as a smaller provision for credit losses, which was partially offset by higher share-based compensation expense. Our general and administrative expenses in 2020 included share-based compensation expense of RMB99.8 million (US\$15.3 million) compared with RMB88.6 million in 2019.

**Income from Operations.** As a result of the above factors, our income from operations decreased 28.1% to RMB867.1 million (US\$132.9 million) in 2020 from RMB1,205.8 million in 2019. Our operating margin, which is our income from operations as a percentage of net revenues, was 23.5% in 2020 compared with 30.1% in 2019.

**Gain (Loss) from Foreign Currency Translation.** We recognized a loss from foreign currency translation of RMB53.4 million (US\$8.2 million) in 2020 compared with a gain of RMB67.9 million in 2019 due to the change in exchange rate between the Renminbi and U.S. dollar on our U.S. dollar cash deposits. For more information about China's foreign exchange policy, see "Item 4.B. Information on the Company — Business Overview — Regulation — Regulations Relating to Foreign Currency Exchange."

*Interest and Investment Income, Net.* Our interest and investment income increased 30.1% to RMB228.5 million (US\$35.0 million) in 2020 from RMB175.6 million in 2019. The increase was primarily due to a higher balance and income earned on our interest bearing bank accounts and time deposits in 2020.

*Change in Fair Value of Listed Equity Securities Investment.* We recorded a mark-to-market gain of RMB10.8 million (US\$1.6 million) in 2020 compared with a loss of RMB42.4 million in 2019 associated with a change in fair value of our investment in Huali University Group Limited, which is traded on the Hong Kong Stock Exchange.

*Change in Fair Value of Long-Term Investments.* We recorded a gain of RMB39.6 million (US\$6.1 million) in 2020 associated with a change in fair value of an investment in a human resource consulting and executive search services company in China.

*Other Income, Net.* Other income decreased 18.6% to RMB167.3 million (US\$25.6 million) in 2020 from RMB205.6 million in 2019 primarily due to a decrease in financial incentives received from local tax authorities, which totaled RMB169.8 million (US\$26.0 million) in 2020 compared with RMB202.4 million in 2019.

*Income Tax Expense.* Our income tax expense decreased 20.1% to RMB188.4 million (US\$28.9 million) in 2020 compared with RMB235.9 million in 2019. Our effective tax rate decreased to 15.0% in 2020 compared with 31.0% in 2019 primarily due to a reduction in non-tax deductible items, which comprised a smaller portion of the income before income tax expense in 2020.

*Net Income Attributable to 51job, Inc.* As a result of the above factors, our net income increased 106.1% to RMB1,097.3 million (US\$168.2 million) in 2020 from RMB532.3 million in 2019.

### **2019 Compared to 2018**

*Net Revenues.* Our net revenues increased 5.8% to RMB4,000.0 million in 2019 from RMB3,781.9 million in 2018. We derived our net revenues from:

- *Online Recruitment Services.* Our online recruitment services revenues increased 1.6% to RMB2,471.2 million in 2019 from RMB2,431.9 million in 2018. The growth was driven by an increase in the average revenue per unique employer, which was partially offset by a decrease in the number of unique employers utilizing our online recruitment services. Our average revenue per unique employer increased 16.7% primarily due to greater purchases of higher-priced or multiple online services by larger-sized customer accounts. However, as a result of weak macroeconomic conditions in China that affected recruitment market demand and caused business inactivity or closures especially among smaller-sized companies, as well as our strategic decision to moderate new user additions, the estimated number of unique employers using our online recruitment services decreased 12.9% to 422,458 in 2019 from 485,008 in 2018.
- *Other Human Resource Related Revenues.* Our revenues from other human resource related services increased 13.2% to RMB1,528.8 million in 2019 from RMB1,350.0 million in 2018. This growth was primarily due to increased customer acceptance and adoption of our business process outsourcing, training, assessment and campus recruitment services.

*Cost of Services.* Our cost of services increased 13.0% to RMB1,221.9 million in 2019 from RMB1,081.0 million in 2018. This increase was primarily due to higher employee compensation expense, staff additions and greater offline costs related to conducting campus recruitment events. Our cost of services in 2019 also included share-based compensation expense of RMB20.2 million compared with RMB16.3 million in 2018.

*Gross Profit.* As a result of the above factors, our gross profit increased 2.9% to RMB2,778.1 million in 2019 from RMB2,700.9 million in 2018. Our gross profit margin was 69.4% in 2019 compared with 71.4% in 2018.

*Operating Expenses.* Our total operating expenses increased 1.4% to RMB1,572.3 million in 2019 from RMB1,550.7 million in 2018. The increase in our operating expenses was mainly due to higher general and administrative expenses, which was partially offset by lower sales and marketing expenses. Our operating expenses consisted of:

- *Sales and Marketing Expenses.* Our sales and marketing expenses decreased 0.7% to RMB1,188.2 million in 2019 from RMB1,197.2 million in 2018. This decrease was primarily due to lower performance-based employee bonuses, selling costs and advertising expenses, which was mostly offset by higher salaries and share-based compensation expenses. Our advertising and promotion expenses decreased 1.6% to RMB202.0 million in 2019 from RMB205.3 million in 2018. Our sales and marketing expenses in 2019 included share-based compensation expense of RMB17.4 million compared with RMB14.0 million in 2018.
- *General and Administrative Expenses.* Our general and administrative expenses increased 8.6% to RMB384.1 million in 2019 from RMB353.6 million in 2018. This increase was mainly due to a larger provision for credit losses associated with business growth and the balance of account receivables, and higher share-based compensation expenses. Our general and administrative expenses in 2019 included share-based compensation expense of RMB88.6 million compared with RMB74.6 million in 2018.

*Income from Operations.* As a result of the above factors, our income from operations increased 4.8% to RMB1,205.8 million in 2019 from RMB1,150.2 million in 2018. Our operating margin was 30.1% in 2019 compared with 30.4% in 2018.

*Gain (Loss) from Foreign Currency Translation.* We recognized a gain from foreign currency translation of RMB67.9 million in 2019 compared with a loss of RMB112.4 million in 2018. Due to the change in exchange rate between the Renminbi and U.S. dollar in 2019, we realized a gain of RMB38.1 million on our U.S. dollar-denominated convertible senior notes issued in 2014 and a gain of RMB29.8 million on our U.S. dollar cash deposits.

*Interest and Investment Income, Net.* Our interest and investment income increased 54.5% to RMB175.6 million in 2019 from RMB113.7 million in 2018. The increase was mainly due to a higher balance and income earned on our interest bearing bank deposits, as well as lower interest expense associated with our U.S. dollar-denominated convertible senior notes of RMB11.0 million in 2019 compared with RMB37.2 million in 2018 due to changes in the exchange rate of the Renminbi against the U.S. dollar and the maturity of the notes in April 2019.

*Change in Fair Value of Listed Equity Securities Investment.* We recorded a mark-to-market loss of RMB42.4 million in 2019 associated with a change in fair value of our investment in Huali University Group Limited, which completed an initial public offering in November 2019 on the Hong Kong Stock Exchange.

*Change in Fair Value of Convertible Senior Notes.* We recorded a loss of RMB752.1 million in 2019 compared with a gain of RMB99.1 million in 2018, which was associated with the change in fair value of our convertible senior notes, primarily as a result of the change in the market price of the notes during the period.

*Impairment of Long-Term Investments.* In 2019, we recognized an impairment loss of RMB98.3 million associated with an investment in a provider of on-demand work opportunities in the United States, primarily due to changes in its business prospects and financial condition.

*Other Income, Net.* Other income increased 17.3% to RMB205.6 million in 2019 compared to RMB175.2 million in 2018 primarily due to an increase in financial incentives received from local tax authorities, which totaled RMB202.4 million in 2019 compared with RMB173.8 million in 2018.

*Income Tax Expense.* Our income tax expense decreased 2.7% to RMB235.9 million in 2019 compared with RMB242.4 million in 2018. Our effective tax rate increased to 31.0% in 2019 compared with 16.3% in 2018 primarily due to non-tax deductible items, such as the change in the fair value of convertible senior notes, comprising a larger portion of the income before income tax expense in 2019.

*Net Income Attributable to 51job, Inc.* As a result of the above factors, our net income decreased 57.5% to RMB532.3 million in 2019 from RMB1,252.3 million in 2018.

## ***Inflation***

According to the National Bureau of Statistics of China, the annual average percent changes in the consumer price index in China for 2018, 2019 and 2020 were increases of 2.1%, 2.9% and 2.5%, respectively. The year-over-year percent changes in the consumer price index for March 2019, 2020 and 2021 were an increase of 2.3%, 4.3% and 0.4%, respectively. Although we have not been materially and adversely affected by inflation in the past, we can provide no assurance that we will not be affected in the future by higher rates of inflation in China. For example, certain operating costs and expenses, such as employee compensation and office operating expenses, may increase as a result of higher inflation. Additionally, because a substantial portion of our assets consists of cash, short-term investments and non-current time deposits, high inflation could significantly reduce the value and purchasing power of these assets. We are unable to hedge our exposures to higher inflation in China.

## **B. Liquidity and Capital Resources**

### **Liquidity**

Our liquidity from 2018 to 2020 has been principally affected by net cash generated from operating activities, our purchases of businesses, investments, property and equipment, and the exercise of stock options.

The following table sets forth a summary of our cash flows for the periods indicated.

	For the year ended December 31,			
	2018 RMB	2019 RMB	2020 RMB	2020 US\$
	(in thousands)			
Net cash provided by operating activities	1,792,942	1,761,773	1,405,307	215,373
Net cash used in investing activities	(2,280,197)	(1,678,532)	(604,885)	(92,703)
Net cash provided by financing activities	145,121	281,376	161,133	24,695
Effect of foreign exchange rate changes on cash and restricted cash	23,530	22,335	(27,672)	(4,241)
Net increase (decrease) in cash and restricted cash	(318,604)	386,952	933,883	143,124
Cash and restricted cash, beginning of year	2,292,725	1,974,121	2,361,073	361,850
Cash and restricted cash, end of year	1,974,121	2,361,073	3,294,956	504,974

*Cash Flows from Operating Activities.* Our net cash provided by operating activities in 2020 was RMB1,405.3 million (US\$215.4 million) compared with RMB1,761.8 million in 2019. The decrease in 2020 was primarily due to the impact of the COVID-19 pandemic that negatively affected economic conditions, reduced market demand for our services and caused a decline in our revenues and net income, as adjusted for a net add-back of RMB262.0 million (US\$40.2 million) in non-cash items, relating primarily to share-based compensation expenses, depreciation expenses, amortization expenses, loss from foreign currency translation and change in fair value of long-term investments. The decrease in net cash provided by operating activities was also affected by the following: a decrease in taxes payable of RMB95.3 million (US\$14.6 million), primarily due to the decrease in revenues and operating income in 2020; a decrease in lease liabilities of RMB44.2 million (US\$6.8 million); and an increase in accounts receivable of RMB38.6 million (US\$5.9 million). Offsetting this decrease in net cash provided by operating activities in 2020 was the following: a decrease in prepayments and other current assets of RMB167.8 million (US\$25.7 million); an increase in advances from customers of RMB50.1 million (US\$7.7 million), primarily due to a rebound in customer orders and sales contracts in the second half of 2020; and an increase in accounts payable of RMB34.6 million (US\$5.3 million).

Our net cash provided by operating activities in 2019 was RMB1,761.8 million compared with RMB1,792.9 million in 2018. The decrease was primarily due to weak macroeconomic conditions that slowed demand for our services and growth in our revenues in 2019. Although there was an increase in net income, as adjusted for a net add-back of RMB1,102.3 million in non-cash items, relating primarily to share-based compensation expenses, depreciation expenses, gain from foreign currency translation, change in fair value of listed equity securities investment, change in fair value of convertible senior notes, impairment of long-term investments and gain from sale of long-term investments, this was offset by a decrease in the net change in operating assets and liabilities in 2019 compared with 2018. The decrease in net cash provided by operating activities was mainly affected by the following: an increase in prepayments and other current assets of RMB72.1 million, primarily due to an increase in receivables related to net proceeds from share options exercised and interest income receivable; an increase in accounts receivable of RMB59.2 million; a decrease in lease liabilities of RMB42.8 million; and a decrease in advances from customers of RMB17.8 million, primarily due to sales decline of our online recruitment services in the second half of 2019 which usually requires payment at the time of purchase.

*Cash Flows from Investing Activities.* Our net cash used in investing activities was RMB604.9 million (US\$92.7 million) in 2020 compared with RMB1,678.5 million in 2019. The decrease was primarily due to a fewer number of long-term investments and cash received from short-term investments, which was partially offset by an increase in non-current time deposits in the amount of RMB700.0 million (US\$107.3 million) in 2020.

Our net cash used in investing activities was RMB1,678.5 million in 2019 compared with RMB2,280.2 million in 2018. The decrease was primarily due to fewer purchases of short-term investments, property and intangible assets, which was partially offset by an increase in long-term investments in the amount of RMB876.6 million in 2019.

*Cash Flows from Financing Activities.* Our net cash provided by financing activities was RMB161.1 million (US\$24.7 million) in 2020, due to proceeds from the exercise of stock options, compared with RMB281.4 million in 2019.

Our net cash provided by financing activities was RMB281.4 million in 2019, which principally consisted of proceeds from the exercise of stock options, compared with RMB145.1 million in 2018.

### **Capital Resources**

To date, we have primarily financed our operations through cash flows from operating activities, our initial public offering in 2004 and the issuance of our convertible senior notes in 2014. As of December 31, 2020, we had RMB11,483.4 million (US\$1,759.9 million) in cash, restricted cash, short-term investments and non-current time deposits held in Renminbi, U.S. dollars and Hong Kong dollars. Cash consists of cash on hand and in banks. Restricted cash consists of cash proceeds from the exercise of share options by our employees, executives and directors held in a bank account which have yet to be transmitted to them. Short-term investments consist of time deposits with original maturities between three months and one year. Non-current time deposits have an original maturity of three years.

In April 2014, we completed an offering of US\$172.5 million in aggregate principal amount of 3.25% convertible senior notes due 2019. In connection with the notes offering, we entered into zero-strike call option transactions with affiliates of the initial purchasers of the notes. The call options were intended to facilitate privately negotiated transactions by which investors in the notes were able to hedge their investment. We used approximately US\$50 million in net proceeds from the notes offering to pay for the call option premium. The remainder of the net proceeds was for general corporate purposes. The notes matured on April 15, 2019. All holders of the notes requested the conversion of the notes into our ADSs at a rate of 23.3952 ADSs per US\$1,000 principal amount, which resulted in the issuance of 4,035,664 shares and a cash payment of approximately US\$704 for the fractional shares in 2019. The settlement of the call options over the term of the notes resulted in the retirement of 1,462,204 common shares between 2014 and 2019. As of December 31, 2020, we had no debt outstanding.

We believe that our current cash and cash flow from operations will be sufficient to meet our anticipated cash needs, including our cash needs for working capital and capital expenditures, for the foreseeable future. We may, however, require additional cash resources due to changing business conditions or other future developments, including any investments or acquisitions we may decide to pursue.

## **Capital Expenditures**

Our capital expenditures totaled RMB170.7 million, RMB34.5 million and RMB47.7 million (US\$7.3 million) in 2018, 2019 and 2020, respectively. These capital expenditures were primarily for the purchases of computers, servers, office equipment, furnishings, software and licenses as well as the purchases of office space from time to time. In 2018, we paid RMB57.4 million for 1,615 square meters of office space in Shanghai to accommodate our growing business operations, and the purchase was funded from our existing cash resources. In 2018, we also entered into an agreement to acquire the intangible assets, including an online audio/video program transmission license, of an online training services company in China for RMB89.8 million. The purchase was funded from our existing cash resources, and a remaining balance of RMB7.4 million was paid in 2019. As of December 31, 2020, our primary capital commitment was RMB0.6 million (US\$0.1 million) in connection with capital expenditures for office furnishings.

## **Holding Company Structure**

51job, Inc. is a holding company with no operations of its own. Our operations in China are conducted primarily through Tech JV and its subsidiaries. As a result, our ability to finance our operations and any debt that we, or our subsidiaries, may incur is dependent, in part, upon the flow of dividends from, and the payment of royalties and other fees by, our subsidiaries. The payment of dividends in China is subject to restrictions. PRC regulations currently permit payment of dividends only out of accumulated profits as determined in accordance with PRC accounting standards and regulations. Our subsidiaries and affiliated entities in the PRC are also required to set aside a portion of their after-tax profits according to PRC accounting standards and regulations to fund statutory reserve funds that are not distributable as cash dividends. Through certain contractual arrangements, we are able to require Qian Cheng to transfer to us its equity interests in Tech JV and its subsidiaries. Our ability to obtain cash or other assets under these contracts depends on their effectiveness and enforceability. For a description of these agreements and our PRC legal counsel's advice as to their enforceability, see "Item 7.B. Major Shareholders and Related Party Transactions — Related Party Transactions — Contractual Arrangements Among Our Group Entities."

## **C. Research and Development, Patents and Licenses, Etc.**

We employ over 1,400 graphic designers, software developers and other technical staff to design, update and create our websites, mobile applications and proprietary software. We intend to continue to upgrade our proprietary management systems, search engine methodology and information technology as we grow our business operations and keep up with evolving user needs and behavior. For more information on our technology operations, see "Item 4.B. Information on the Company — Business Overview — Technology."

## **D. Trend Information**

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the period from January 1, 2020 to December 31, 2020 that are reasonably likely to have a material effect on our net revenues, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

## **E. Off-Balance Sheet Arrangements**

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. In addition, other than the zero-strike call options, which were fully settled in 2019, we have not entered into any derivative contracts that are indexed to our own 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. Moreover, 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 research and development services with us.

## F. Tabular Disclosure of Contractual Obligations

The following table sets forth our contractual obligations as of December 31, 2020:

	Payments due by period				
	Total RMB	Less than 1 year RMB	1-3 years RMB (in thousands)	3-5 years RMB	More than 5 years RMB
Operating lease obligations	93,558	42,942	47,533	3,083	—
Purchase obligations	57,413	40,303	12,487	4,623	—
Total	150,971	83,245	60,020	7,706	—

Our operating lease obligations consist largely of property lease agreements for office premises.

Our purchase obligations consist primarily of agreements for property management services for our office premises, for advertising services from media companies, for hosting and network services for our online operations and to purchase office furnishings.

WFOE, our wholly owned PRC subsidiary, has entered into an exclusive purchase option agreement with the shareholders of Run An. Under this agreement, WFOE has an irrevocable option to purchase all or a portion of the shareholder's equity interests in Run An at any time by issuing a written notice to the shareholders, subject to compliance with applicable PRC laws and regulations. In addition, through a call option agreement between 51net and Qian Cheng, 51net or its designee is able to purchase the equity interests in Tech JV that are held by Qian Cheng and Wuhan AdCo as well as the equity interest in AdCo that is held by Qian Cheng. For a detailed description of the exclusive purchase option agreement and the call option agreement, see "Item 7.B. Major Shareholders and Related Party Transactions — Related Party Transactions — Contractual Arrangements Among Our Group Entities."

## G. Safe Harbor

See "Forward-Looking Statements."



**ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****A. Directors and Senior Management**

The names of our directors and senior management, their ages as of the date of this annual report and the principal positions with 51job, Inc. held by them are as follows:

Name	Age	Position / Title
David K. Chao <sup>(1) (2) (3)</sup>	54	Chairman of the board and independent director
Rick Yan	58	Director, chief executive officer, president and secretary
Junichi Arai	55	Non-executive director
Li-Lan Cheng <sup>(1) (2)</sup>	56	Independent director
Eric He <sup>(1) (3)</sup>	61	Independent director
Kathleen Chien	51	Chief operating officer and acting chief financial officer
Jingwu Chen	53	Senior vice president
Tao Wang	58	Vice president

(1) Member of audit committee.

(2) Member of compensation committee.

(3) Member of nominating and corporate governance committee.

There are no family relationships among any of the directors or senior management of our company.

**Biographical Information**

*David K. Chao* is the chairman of the board of directors of our company. Mr. Chao is an independent director who has been a member of our board since 2000. Mr. Chao is a co-founder and general partner of DCM, an early stage technology venture capital firm that manages over US\$4 billion. DCM has offices in Menlo Park, USA, Beijing, China and Tokyo, Japan. Prior to joining DCM, Mr. Chao was a co-founder of Japan Communications, Inc., a publicly traded provider of mobile data and voice communications services in Japan. Prior to that, he also worked at McKinsey & Company, Apple Computer and Recruit Co., Ltd. Mr. Chao serves on the boards of directors of numerous DCM portfolio companies. Mr. Chao received his Bachelor of Arts degree in Economics and East Asian Studies (Anthropology) from Brown University and his Master of Business Administration degree from Stanford University.

*Rick Yan* is a director, chief executive officer and president of our company. Mr. Yan has been a director and chief executive officer of our company since 2000. Mr. Yan is responsible for our overall strategy and management. Mr. Yan was an investor and advisor of our company from its inception and prior to his appointment as chief executive officer. Prior to joining our company, he was a Director and the Head of China Practice at Bain & Company, an international strategy consulting company. Mr. Yan joined the firm in London in 1989, returned to Asia and set up Bain & Company's Hong Kong and Beijing offices in 1991 and 1993, respectively. In his 11-year tenure with Bain & Company, he was widely acknowledged as an expert in the consumer products and technology sectors. Prior to his affiliation with Bain & Company, Mr. Yan worked at Hewlett-Packard in Hong Kong for four years and was awarded Marketing Executive of the Year. Mr. Yan received his Bachelor of Engineering degree and Master of Philosophy degree from the University of Hong Kong and his Master of Business Administration degree with distinction from INSEAD in France.

*Junichi Arai* is a director of our company. Mr. Arai has been a director of our company since May 2017. Mr. Arai is a corporate executive officer of Recruit Holdings Co., Ltd., a leading human resource and information services company in Japan that is listed on the Tokyo Stock Exchange. Mr. Arai is Special Advisor to the CEO and is responsible for investor relations in the corporate planning division. Prior to joining Recruit in November 2016, Mr. Arai had an extensive career in investment banking, especially in strategic advisory services, for 28 years. He worked at Lehman Brothers Japan, Morgan Stanley Japan and Mitsubishi UFJ Securities and also co-founded Nakamura Arai Partners, a small boutique advisory firm, in 2011. Mr. Arai received his Bachelor degree in Economics from Keio University in 1988.

*Li-Lan Cheng* is a director of our company. Mr. Cheng has been an independent director of our company since March 2013. Mr. Cheng is the chief operating officer of E-House (China) Holdings Limited, or E-House, a real estate services company in China, since 2012 and served as its chief financial officer from 2006 to 2012. Mr. Cheng has been an executive director of E-House (China) Enterprise Holdings Limited, a real estate transaction services provider in China that is listed on the Hong Kong Stock Exchange and an affiliate of E-House, since March 2018. In addition, Mr. Cheng has been the acting chief financial officer of Leju Holdings Limited, a leading online-to-offline real estate services provider in China that is listed on the New York Stock Exchange and an affiliate of E-House, since June 2017. From 2005 to 2006, Mr. Cheng served as the chief financial officer of SouFun Holdings Limited, a leading real estate Internet portal and a leading home furnishing website in China. From 2002 to 2004, he served as an executive director and the chief financial officer of SOHO China Limited, a real estate developer in China. From 1997 to 2002, Mr. Cheng was an assistant director and the head of Asian transportation sector investment banking group of ABN AMRO Asia. Mr. Cheng is also an independent director of LAIX Inc., an artificial intelligence company for English language training in China that is listed on the New York Stock Exchange, and Yunji Inc., a leading membership-based social e-commerce platform in China that is listed on the NASDAQ Stock Market. Mr. Cheng received his Bachelor degree in Economics from Swarthmore College and his Ph.D. degree in Economics from the Massachusetts Institute of Technology. Mr. Cheng is a chartered financial analyst.

*Eric He* is a director of our company. Mr. He has been an independent director of our company since July 2014. From August 2011 to May 2017, Mr. He was the chief financial officer of YY Inc., a leading live streaming social media platform in China that is listed on the NASDAQ Stock Market. From March 2007 to August 2011, Mr. He served as the chief financial officer of Giant Interactive Group Inc. From 2004 to 2007, he served as the chief strategy officer of Ninetowns Internet Technology Group Company Limited. From 2002 to 2004, Mr. He served as a private equity investment director of AIG Global Investment Corporation (Asia) Ltd. Mr. He is also an independent director of Bilibili Inc., a leading online entertainment platform in China that is listed on the NASDAQ Stock Market, and Agora, Inc. a leading platform for real-time engagement application programming interfaces that is listed on the NASDAQ Stock Market. Mr. He received his Bachelor degree in Accounting from National Taipei University and his Master of Business Administration degree from the Wharton School of the University of Pennsylvania. Mr. He is a chartered financial analyst and certified public accountant in the United States.

*Kathleen Chien* is chief operating officer and acting chief financial officer of our company. Ms. Chien joined our company in 1999 and served as our chief financial officer from 2004 to March 2009. Prior to joining our company, Ms. Chien worked in the financial services and management consulting industries, including three years with Bain & Company in Hong Kong and two years with Capital Securities Corp., a leading investment bank in Taiwan. During her tenure at Bain & Company, she was a consultant to a number of companies on strategic and marketing issues, including entry into the Chinese market and achieving cost and operational efficiencies. While at Capital Securities Corp., she completed a number of equity and equity-linked transactions, including the first ever Swiss-franc convertible bond issuance out of Taiwan, enabling client companies to raise significant capital from the European and U.S. investment community. Ms. Chien is also an independent director of Vipshop Holdings Limited, a leading online discount retailer for brands in China that is listed on the New York Stock Exchange. Ms. Chien received her Bachelor of Science degree in Economics from the Massachusetts Institute of Technology and her Master of Business Administration degree from the Haas School of Business at the University of California, Berkeley.

*Jingwu Chen* is a senior vice president of our company. Mr. Chen joined our company in 2000. Prior to joining our company, Mr. Chen worked as a senior sales manager in the consumer goods industry for more than 10 years including Amway (China) and Mars Foods (China). He received his Bachelor degree in Business Administration from Zhongnan University of Economics and Law in Wuhan.

*Tao Wang* is a vice president of our company. Mr. Wang joined our company in 2000. Prior to joining our company, Mr. Wang spent four years as a senior consultant at Bain & Company. Also, he served as a representative and the general manager of a joint venture company in Wuhan for TI Group Asia Pacific. Earlier in his career, Mr. Wang held engineering and project management positions at the PRC Ministry of Aerospace Industry in China. Mr. Wang received a Bachelor of Science degree in Math from Shandong University and a Master of Engineering degree from the Second Academy under the PRC Ministry of Aerospace Industry. Mr. Wang also holds a Master of Business Administration degree from the Business School at University of Warwick in the United Kingdom.

## **B. Compensation**

### **Compensation of Directors and Senior Management**

We pay our chairman an annual fee of US\$20,000 and each of our other non-executive directors an annual fee of US\$15,000. In addition, our non-executive directors receive a fee of US\$2,000 for each board meeting attended in person and US\$1,000 for each committee meeting attended in person, or US\$1,000 for each board meeting attended by conference call and US\$500 for each committee meeting attended by conference call. Our directors are also reimbursed for reasonable travel expenses incurred in attending board meetings in person. There are no arrangements between us and our directors providing for special benefits upon our directors' termination of service. For the year ended December 31, 2020, the aggregate cash compensation to our non-executive directors as a group was approximately US\$87,000.

For the year ended December 31, 2020, the aggregate cash compensation to our senior management as a group was approximately RMB11.3 million (US\$1.7 million). We granted options to acquire an aggregate of 484,800 common shares to our senior management in 2020. See "- Stock-Based Compensation Plans" below.

### **Directors' and Officers' Liability Insurance**

We maintain directors' and officers' liability insurance for our directors and officers.

### **Employment Agreements**

We have entered into employment agreements with each of our executive officers. The terms of these agreements are substantially similar to each other. Under these agreements, each of our executive officers is employed at will, and their employment may be terminated, with or without cause, by either party. These agreements do not provide for any special termination benefits, nor do we have other arrangements with these executive officers for special termination benefits. Each executive officer has agreed to hold in strict confidence and not to use, except for the benefit of our company, any proprietary information, technical data, trade secrets and know-how of our company or the confidential or proprietary information of any third party, including our affiliated entities and our subsidiaries, received by our company. Each of these executive officers has also agreed not to engage in any other employment, occupation, consulting or other business activity directly related to the business in which we are involved, or engage in any other activities that conflict with his or her obligations to us during the term of his or her employment. For the 12-month period after any of these executive officers' termination of employment with us for any reason, such officer is prohibited from recruiting any of our employees or soliciting or inducing our employees to leave their employment with us.

### **Stock-Based Compensation Plans**

In April 2009, our board of directors adopted our 2009 share option plan, or our 2009 Option Plan, which received shareholder approval in August 2009. In November 2015, our board of directors adopted our 2015 share incentive plan, or our 2015 Plan, which received shareholder approval in December 2015. The purposes of these plans are to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentive to employees, directors and consultants and to promote the success of our business.

Under our 2009 Option Plan, we are authorized to issue up to 5,000,000 common shares. In October 2011, our board of directors proposed an increase in the number of authorized shares reserved to 10,000,000 common shares, which was approved by our shareholders in December 2011. Our 2009 Option Plan has a term of ten years but may be terminated earlier by our board of directors. Our 2009 Option Plan was replaced by our 2015 Plan, and upon the adoption of our 2015 Plan, we ceased issuances from the 2009 Option Plan.

Under our 2015 Plan, the maximum aggregate number of common shares which may be issued pursuant to all share-based awards is (i) 10,000,000, and (ii) an automatic increase on January 1, 2019, January 1, 2022 and January 1, 2025 by that number of common shares representing 5% of our then total issued and outstanding common shares on an as-converted fully diluted basis as of December 31 of the respective preceding year.

The following paragraphs summarize the key terms of our 2015 Plan.

*Plan Administration.* Our 2015 Plan is administered by the compensation committee of the board of directors, or such other committee of the board to which the board has delegated power to act; provided, that in the absence of any such committee, our 2015 Plan will be administered by the board. The plan administrator has sole discretion in determining the terms and conditions of any award, any vesting acceleration or waiver of forfeiture restrictions, and any restrictions regarding any award or the common shares relating thereto.

*Types of Awards.* Our 2015 Plan provides for the granting of share-based awards such as incentive and non-statutory options, restricted shares, restricted share units, dividend equivalent rights, share appreciation rights, share payments or any other types of share-based award as determined and approved from time to time by the plan administrator.

*Eligibility.* Any employee, director or consultant of our company or affiliated companies is eligible to receive grants under our 2015 Plan.

*Award Agreements.* Awards granted under our 2015 Plan shall be evidenced by an award agreement, which include details on the number of common shares subject to the award, and the terms, conditions and limitations of the award, such as the exercise price, vesting schedule and provisions applicable in the event the participant's employment or service ends.

*Term of Awards.* The term of awards granted under our 2015 Plan shall not exceed ten years from the date of grant.

*Change in Control.* If a change in control of our company occurs, the plan administrator may, in its sole discretion without consent of the plan participant, take any of the following actions:

- accelerate the vesting, in whole or in part of any award;
- purchase any award for an amount of cash or common shares of our company equal to the value that could have been attained upon the exercise of the award or the realization of the plan participant's rights had such award been currently exercisable or payable or fully vested; or
- provide for the assumption, conversion or replacement of any award by the successor corporation, or a parent or subsidiary of the successor corporation, with other rights or property selected by the plan administrator in its sole discretion, or the assumption or substitution of the award by the successor or surviving corporation, or a parent or subsidiary of the surviving or successor corporation, with such appropriate adjustments as to the number and kind of common shares and prices as the plan administrator deems, in its sole discretion, reasonable, equitable and appropriate.

*Amendment and Termination.* Unless earlier terminated, our 2015 Plan is effective for a term of ten years. The board may at any time terminate or amend our 2015 Plan in any respect, but to the extent required by applicable laws or stock exchange rules, shareholder approval of any amendments shall be obtained.

The following table summarizes the options granted to our directors, senior management and other employees and individuals under our option plans during the periods indicated.

	Common shares underlying options granted	Exercise price US\$	Grant date	Expiration date
<b>Granted in 2018</b>				
Rick Yan	180,000	73.67	August 28, 2018	August 27, 2024
Kathleen Chien	180,000	73.67	August 28, 2018	August 27, 2024
Jingwu Chen	72,000	73.67	August 28, 2018	August 27, 2024
Eric He	60,000	73.67	August 28, 2018	August 27, 2024
Tao Wang	50,400	73.67	August 28, 2018	August 27, 2024
Other employees and individuals	71,520	69.71	January 31, 2018	January 30, 2024
Other employees and individuals	706,752	73.67	August 28, 2018	August 27, 2024
	<u>1,320,672</u>			
<b>Granted in 2019</b>				
Rick Yan	168,000	69.45	September 25, 2019	September 24, 2025
Kathleen Chien	168,000	69.45	September 25, 2019	September 24, 2025
Jingwu Chen	72,000	69.45	September 25, 2019	September 24, 2025
Tao Wang	50,400	69.45	September 25, 2019	September 24, 2025
Other employees and individuals	74,400	69.61	February 22, 2019	February 21, 2025
Other employees and individuals	636,928	69.45	September 25, 2019	September 24, 2025
	<u>1,169,728</u>			
<b>Granted in 2020</b>				
Rick Yan	180,000	68.09	September 16, 2020	September 15, 2026
Kathleen Chien	180,000	68.09	September 16, 2020	September 15, 2026
Jingwu Chen	72,000	68.09	September 16, 2020	September 15, 2026
Tao Wang	52,800	68.09	September 16, 2020	September 15, 2026
Other employees and individuals	48,240	65.00	April 7, 2020	April 6, 2026
Other employees and individuals	644,848	68.09	September 16, 2020	September 15, 2026
	<u>1,177,888</u>			

### C. Board Practices

Where a director was appointed by the directors to either fill a casual vacancy or as an addition to the existing directors, such directors will hold office until the next annual general meeting of shareholders and shall then be eligible for re-election at that meeting. In addition, we may by ordinary resolution appoint any person to be a director, remove any director and appoint another person in his stead. At each annual general meeting, all of the directors for the time being shall retire from office, retaining office until the close of such meeting, and shall be eligible for re-election. The office of a director shall be vacated if (i) he gives notice in writing that he resigns the office of director, (ii) all the directors (other than the one to be removed) pass a resolution or sign a notice effecting the removal of such one director from his office as such, (iii) he is prohibited from being a director under any applicable law, rules or regulations and the NASDAQ Stock Market rules, (iv) he absents himself (without being represented by proxy or an alternate director appointed by him) from three consecutive meetings of the board of directors without special leave of absence from the directors, and they pass a resolution that he has by reason of such absence vacated office, (v) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally, or (vi) if he is found to be or becomes of unsound mind. We have no specific policy with respect to director attendance at our board meetings, committee meetings or annual general meetings of shareholders.

### Board Committees

To enhance our corporate governance, we have established three committees under the board of directors: the audit committee, the compensation committee and the nominating and corporate governance committee. We have adopted a charter for each of these committees. The committees have the following functions and members.

### ***Audit Committee***

The members of our audit committee are David K. Chao, who acts as the chairman of our audit committee, Li-Lan Cheng and Eric He. Our board of directors has determined that all members of our audit committee are “independent directors” within the meaning of NASDAQ Stock Market Rule 5605(a)(2) and meet the criteria for independence set forth in Section 10A(m)(3)(B)(i) of the Exchange Act.

Our audit committee is responsible for, among other things:

- the appointment, evaluation, compensation, oversight and termination of the work of our independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting);
- ensuring that it receives from our independent auditor a formal written statement attesting to the auditor’s independence and describing all relationships between the auditor and us;
- pre-approving any audit and non-audit services, including tax services, to be provided by our independent auditor in accordance with NASDAQ Stock Market rules;
- reviewing our annual audited financial statements and quarterly financial statements with management and our independent auditor;
- reviewing with our independent auditor all critical accounting policies and practices to be used by us in preparing our financial statements, all alternative treatments of financial information within U.S. GAAP, and other material communications between our independent auditor and management;
- reviewing our policies with respect to risk assessment and risk management;
- reviewing, with management and counsel, any legal matters that may have a material impact on us and any material reports or inquiries from regulatory or governmental agencies; and
- establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, auditing matters or potential violations of law, and the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters or potential violations of law.

### ***Compensation Committee***

The current members of our compensation committee are Li-Lan Cheng, who acts as the chairman of the committee, and David K. Chao. Our board of directors has determined that all members of our compensation committee are “independent directors” within the meaning of NASDAQ Stock Market Rule 5605(a)(2) and meet the criteria for independence set forth in Section 10A(m)(3)(B)(i) of the Exchange Act.

Members of the compensation committee are not prohibited from direct involvement in determining their own compensation. Our chief executive officer may not be present at any committee meeting during which his compensation is deliberated.

Our compensation committee is responsible for, among other things:

- approving and overseeing the total compensation package for our executive officers;
- reviewing and making recommendations to the board with respect to the compensation of our directors;
- reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer, evaluating the performance of our chief executive officer in light of those goals and objectives, and setting the compensation level of our chief executive officer based on this evaluation;

- reviewing the results of, and procedures for, the evaluation of the performance of other executive officers;
- reviewing periodically and making recommendations to the board regarding any long-term incentive compensation or equity plans, programs or similar arrangements, and administering these plans;
- reviewing and administering our stock-based compensation plans in accordance with the terms thereof; and
- reviewing and making recommendations to the board regarding all new employment, consulting, retirement and severance agreements and arrangements proposed for our executive officers.

#### ***Nominating and Corporate Governance Committee***

The current members of our nominating and corporate governance committee are Eric He, who acts as the chairman of our nominating and corporate governance committee, and David K. Chao. Our board of directors has determined that all members of our nominating and corporate governance committee are “independent directors” within the meaning of NASDAQ Stock Market Rule 5605(a)(2) and meets the criteria for independence set forth in Section 10A(m)(3)(B)(i) of the Exchange Act.

Our nominating and corporate governance committee is responsible for, among other things:

- identifying and recommending to the board nominees for election or re-election to the board, or for appointment to fill any vacancy;
- reviewing annually with the board the current composition of the board in light of the characteristics of independence, age, skills, experience and availability of service to us;
- identifying and recommending to the board the names of directors to serve as members of the audit committee and the compensation committee, as well as the nominating and corporate governance committee itself;
- advising the board periodically with respect to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations, and making recommendations to the board on all matters of corporate governance and on any corrective action to be taken; and
- monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance.

#### **Duties of Directors**

Under Cayman Islands law, our directors owe fiduciary duties to our company, including a duty to act honestly, and a duty to act in what they 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 act with skills they actually possess and exercise such care and diligence that a reasonably prudent person would exercise in comparable circumstances. It was previously considered that a director need not exhibit in the performance of his duties a greater degree of skill than may reasonably be expected from a person of his knowledge and experience. However, English and Commonwealth courts have moved towards an objective standard with regard to the required skill and care and these authorities are likely to be followed in the Cayman Islands. In fulfilling their duty of care to our company, our directors must ensure compliance with our amended and restated memorandum and articles of association, as amended and restated from time to time, and the rights vested thereunder in the holders of the shares. Our directors owe their fiduciary duties to our company and not to our company’s individual shareholders, and it is our company which has the right to seek damages if a duty owed by our directors is breached. In limited exceptional circumstances, a shareholder may have the right to seek damages in our name if a duty owed by our directors is breached.

### **Interested Transactions**

A director may vote in respect of any contract or transaction in which he is interested, provided that the nature of the interest of any director in such contract or transaction shall be disclosed by him at or prior to its consideration and any vote on that matter. A general notice or disclosure to the directors or otherwise contained in the minutes of a meeting or a written resolution of the directors or any committee of directors that a director is a shareholder of any specified firm or company and is to be regarded as interested in any transaction with such firm or company will be sufficient disclosure, and, after such general notice, it will not be necessary to give special notice relating to any particular transaction.

### **Remuneration and Borrowing**

The directors may determine remuneration to be paid to the directors. The compensation committee will assist the directors in reviewing and approving the compensation structure for the directors. We do not provide for any termination benefits for the directors, nor do we have other arrangements with the directors for special termination benefits. The directors may exercise all the powers of our company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of our company or of any third party.

### **Qualification**

There is no shareholding qualification for directors. Further, shareholding qualification for directors may not be fixed by our company in a general meeting.

### **Terms of Directors**

At each annual general meeting of the shareholders of our company, all of our directors at such time are required to retire from office and are eligible for re-election. All of these directors will retain office until the close of such general meeting. If for any cause, any of our directors shall not have been elected by the end of such general meeting, they may be elected as soon thereafter as convenient at an extraordinary general meeting of the members called for that purpose in accordance with our amended and restated memorandum and articles of association.

### **Limitation on Liability and Other Indemnification Matters**

Cayman Islands law allows us to indemnify our directors, officers, auditors and trustee acting in relation to any of our affairs against actions, costs, charges, losses, damages and expenses incurred by reason of any act done or omitted in the execution of their duties as our directors, officers, auditors and trustee, except to the extent that it may be held by the Cayman Islands courts to be contrary to public policy such as to provide indemnification against civil fraud or the consequences of committing a crime.

Under our amended and restated memorandum and articles of association, we may indemnify our directors, officers, employees and agents against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such persons in connection with actions, suits or proceedings to which they are party or are threatened to be made a party by reason of their acting as our directors, officers, employees or agents. To be entitled to indemnification, these persons must have acted in good faith and in the best interest or not opposed to the interest of our company and must not have acted in a manner willfully or grossly negligent, and, with respect to any criminal action, they must have had no reasonable cause to believe their conduct was unlawful. Our amended and restated memorandum and articles of association also provides for indemnification of such person in the case of a suit initiated by our company or in the right of our company. Such indemnification covers expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such suit. There are good faith and other similar conduct requirements for such indemnification rights as those imposed on other types of suits described above. However, if such persons are successful in the merits of the actions, suits or proceedings described above, including suits initiated by or in the right of our company, then they may be indemnified for actual and reasonable expenses without having to meet the conduct requirements.



We have entered into indemnification agreements with each of our directors under which we agree to indemnify each of them to the fullest extent permitted by applicable law and our articles of association, from and against all costs, charges, expenses, liabilities and losses (including attorney's fees) incurred in connection with any litigation, suit or proceeding to which such director is or is threatened to be made a party, witness or other participant. Within 20 days after our receipt of a written demand of such director, we will advance funds for the payment of indemnification of these expenses.

#### **D. Employees**

We had 8,391 employees, 8,650 employees and 8,875 employees as of December 31, 2018, 2019 and 2020, respectively. All of our employees are located in mainland China. The following table sets forth the number of our employees categorized by function as of December 31, 2020.

Sales and account management	4,290
Customer service and production	2,052
Technology and online operations	1,448
Training and search consultants	384
Marketing	140
General and administrative	561
Total	<u>8,875 *</u>

\* Includes 444 temporary, part-time and contract employees.

We believe that we maintain a good working relationship with our employees and we have not experienced any significant labor disputes or any difficulty in recruiting staff for our operations. Our employees are not represented by any collective bargaining agreements or labor unions.

#### **E. Share Ownership**

The following table sets forth information with respect to the beneficial ownership of our common shares as of March 31, 2021, unless otherwise stated:

- by each of our directors and members of senior management; and
- each person known to us to own beneficially more than 5% of our common shares.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power a person has with respect to the common shares. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. The percentage of beneficial ownership of each person is based on 67,432,934 common shares outstanding as of March 31, 2021 and the number of common shares underlying options held by such person that have vested or will vest within 60 days after March 31, 2021. Except as otherwise noted, the address of each person listed in the table is c/o 51job, Inc., Building 3, No. 1387 Zhang Dong Road, Shanghai 201203, People's Republic of China.

	Common shares beneficially owned	
	Number	%
<b>Directors and senior management:</b>		
Rick Yan <sup>(1)</sup>	13,071,504	19.2
Kathleen Chien	2,111,258	3.1
David K. Chao <sup>(2)</sup>	*	*
Tao Wang	*	*
Jingwu Chen	*	*
Junichi Arai <sup>(3)</sup>	*	*
Eric He	*	*
Li-Lan Cheng	*	*
All directors and senior management as a group	16,001,085	23.1
<b>Principal shareholders:</b>		
Recruit Holdings Co., Ltd. <sup>(4)</sup>	23,443,981	34.8
RY Holdings Inc. <sup>(5)</sup>	12,386,504	18.4
Massachusetts Financial Services Company <sup>(6)</sup>	4,257,705	6.3

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

- (1) Includes a total of 12,386,504 common shares and common shares in the form of ADSs held by RY Holdings Inc., a British Virgin Islands company wholly owned by Rick Yan.
- (2) The address of David K. Chao is 2420 Sand Hill Road, Suite 200, Menlo Park, CA 94025.
- (3) The address of Junichi Arai is GranTokyo South Tower, 1-9-2 Marunouchi, Chiyoda-ku, Tokyo 100-6640, Japan.
- (4) Includes a total of 23,443,981 common shares and common shares held in the form of ADSs held by Recruit Holdings Co., Ltd. The address of Recruit Holdings Co., Ltd. is GranTokyo South Tower, 1-9-2 Marunouchi, Chiyoda-ku, Tokyo 100-6640, Japan.
- (5) RY Holdings Inc., a company incorporated in the British Virgin Islands, is wholly owned by Rick Yan. The registered address of RY Holdings Inc. is Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands.
- (6) Represents 4,257,705 common shares in the form of ADSs held by Massachusetts Financial Services Company. The information regarding beneficial ownership is as of December 31, 2020, based on the information contained in the Schedule 13G filed by Massachusetts Financial Services Company on February 11, 2021. The address of Massachusetts Financial Services Company is 111 Huntington Avenue, Boston, MA 02199.

To our knowledge, as of March 31, 2021, 32,791,885 common shares were held by six record holders with addresses in the United States, representing approximately 49% of our common shares outstanding. Of this total, 31,356,025 common shares (excluding 8,086,806 common shares that we have reserved for issuance upon exercise of our outstanding options) were held by JPMorgan Chase Bank, N.A., the depository of our ADS program. The number of beneficial owners of our ADSs in the United States is likely to be much larger than the number of record holders of our common shares in the United States.

There are no different voting rights among our shareholders. For information as to stock options granted to our directors, senior management and other employees, see “— Compensation — Stock-Based Compensation Plans.”

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Shareholders

See “Item 6.E. Directors, Senior Management and Employees — Share ownership.”

### B. Related Party Transactions

#### Contractual Arrangements Among Our Group Entities

The PRC government regulates foreign ownership of Internet content provision businesses and historically regulated the foreign ownership of advertising and human resource related services businesses. As a result, relationships and economic arrangements among our subsidiaries, affiliated entities and their respective shareholders are governed by a series of agreements. The material agreements which govern the relationships and economic arrangements among our group entities are described in greater detail below.

##### *Technical and Consulting Service Agreements*

*Qian Cheng Technical and Consulting Service Agreement.* WFOE and Qian Cheng have entered into a technical and consulting service agreement dated as of May 3, 2004, and supplemented and amended as of July 2, 2004 and January 27, 2014, under which WFOE has the exclusive right to provide advertising, software design and web related technical and consulting services to Qian Cheng. Qian Cheng will pay service fees to WFOE based on the extent and nature of the services provided by WFOE, as set forth in invoices issued by WFOE to Qian Cheng from time to time. WFOE did not issue any invoices to Qian Cheng and Qian Cheng did not pay any fees to WFOE for the years ended December 31, 2018, 2019 and 2020. The technical and consulting service agreement is valid through May 2, 2034 and may be extended with the consent of the parties. Although the renewal is upon mutual consent, WFOE may, through its power of attorney, direct Run An to cause Qian Cheng to renew the technical and consulting service agreement upon expiration. The technical and consulting service agreement is not subject to early termination, other than by WFOE solely upon a default by Qian Cheng. Qian Cheng has no early termination rights with respect to this agreement. Qian Cheng is wholly owned by Run An.

*Run An Technical and Consulting Service Agreement.* WFOE and Run An have entered into a technical and consulting service agreement dated as of September 11, 2007, and supplemented and amended as of September 4, 2017, under which WFOE has the exclusive right to provide human resources, software design and web related technical and consulting services to Run An. Run An will pay service fees to WFOE based on the extent and nature of the services provided by WFOE, as set forth in invoices issued by WFOE to Run An from time to time. WFOE did not issue any invoices to Run An and Run An did not pay any fees to WFOE for the years ended December 31, 2018, 2019 and 2020. The technical and consulting service agreement is valid to September 11, 2027 and may be extended with the consent of the parties. Although the renewal is upon mutual consent, WFOE may, through its power of attorney, direct Run An to renew the technical and consulting service agreement upon expiration. The technical and consulting service agreement is not subject to early termination, other than by WFOE solely upon a default by Run An. Run An has no early termination rights with respect to this agreement.

##### *Equity Pledge Agreement*

As security for the obligations of Run An under the technical and consulting service agreement and the obligations of Run An and its shareholders under the exclusive purchase option agreement described below, the shareholders of Run An have pledged all of their equity interest in Run An to WFOE under an equity pledge agreement. According to the pledge agreement, WFOE has the right to dispose of the pledged equity pursuant to PRC law in the event of default by Run An or its shareholders as provided in the pledge agreement. The shareholders of Run An have agreed that they will not dispose of the pledged equity interest or take any actions that will prejudice WFOE’s interest under the Run An equity pledge agreement. The equity pledge agreement was entered into on September 4, 2017 and shall expire two years after the fulfillment of all obligations under the Run An technical and consulting service agreement and the exclusive purchase option agreement. This pledge agreement, in combination with the exclusive purchase option agreement, contains content that is substantially the same as the pledge agreements entered into between WFOE and Run An’s shareholders in September 2007 and January 2014, and between WFOE and Qian Cheng’s shareholders in May 2004. The pledge of the equity interest by the shareholders of Run An to WFOE has been registered with the relevant bureau of the SAMR in Beijing.

### ***Exclusive Purchase Option Agreement***

WFOE has entered into an exclusive purchase option agreement with the shareholders of Run An, dated as of January 27, 2014, and supplemented and amended as of September 4, 2017, under which WFOE or its designee is granted an irrevocable option to purchase all or a portion of their equity interests in Run An at any time by issuing a written notice to the shareholders, subject to compliance with applicable PRC laws and regulations. The purchase price shall be equal to the contribution actually made by the shareholder for his equity interest in Run An. If the lowest price permitted under PRC law is above the contribution actually made by the shareholder, the premium shall be paid to Tech JV in accordance with the terms of the loan agreements described below. The exclusive purchase option agreement has the same term as the Run An technical and consulting service agreement. WFOE also has the exclusive right to terminate the agreement at any time by delivering a written notice to the shareholders of Run An.

### ***Powers of Attorney***

In conjunction with the signing of the equity pledge agreement and the exclusive purchase option agreement, the shareholders of Run An has each signed an irrevocable power of attorney to appoint WFOE, as attorney-in-fact to vote, by itself or any other person to be designated at its discretion, on all matters of Run An that need to be decided by its shareholders. Because Qian Cheng is a wholly owned subsidiary of Run An and Wuhan AdCo is a wholly owned subsidiary of Qian Cheng, through controlling all material matters of Run An (including but not limited to all material operational matters and the appointment and removal of directors and senior management), WFOE also has indirect control on all material matters of Qian Cheng and Wuhan AdCo. Each power of attorney was entered into on January 27, 2014, and supplemented and amended as of September 4, 2017, and will remain effective for as long as Run An exists. The shareholders of Run An are not entitled to terminate or amend the terms of the power of attorney without prior written consent from WFOE.

### ***Other Agreements***

*Loan Agreements.* Tech JV has entered into loan agreements dated as of September 11, 2007, and supplemented and amended as of September 4, 2017, with the shareholders of Run An for the sole and exclusive purpose to fund the capitalization of Run An. A loan amount of RMB3.0 million was provided to each individual to acquire a 50% equity interest in Run An. The loans can be repaid only with the proceeds received from the transfer of the shareholders' equity interest in Run An to Tech JV or its designee. The term of the interest-free loan agreements is valid to September 11, 2027 and may be extended upon written consent of the parties.

*Call Option Agreement.* 51net has entered into a call option agreement with Qian Cheng dated as of August 1, 2002, and supplemented and amended as of May 3, 2004 and August 1, 2012, under which 51net or its designee is granted an irrevocable option to purchase all of Qian Cheng's equity interest in Tech JV and AdCo for RMB1.2 million or, if such purchase price is not permissible under applicable PRC laws, the lowest price permitted under then applicable PRC laws. In addition, Qian Cheng granted 51net an irrevocable option to purchase any and all of its equity interests in AdCo's subsidiaries at the lowest price permitted under PRC laws. The call option agreement is valid to July 31, 2022, and the term may be extended upon written consent of the parties.

*Domain Name License Agreement.* 51net has entered into a domain name license agreement with Tech JV dated as of August 15, 2000, and supplemented and amended as of August 15, 2010 and August 14, 2018, under which 51net has granted to Tech JV the right to use the [www.51job.com](http://www.51job.com) domain name in the PRC in connection with Tech JV's operation of this website. Tech JV is not permitted to assign its right under this agreement to any third party. The license fee to be paid under the domain name license agreement will be agreed to by both parties. The domain name license agreement is effective until August 14, 2028 and is renewable upon the written consent of 51net.

*Trademark License Agreement.* WFOE has entered into a trademark license agreement with Tech JV dated as of August 15, 2000, and supplemented and amended as of August 15, 2005, August 15, 2010 and August 14, 2018, under which WFOE has granted to Tech JV the right to use certain trademarks in the PRC, with no right of assignment or sublicense. The license fee to be paid under the trademark license agreement will be agreed to by both parties. The trademark license agreement is effective until August 14, 2028 and is renewable upon the written consent of both parties.

We have been advised by Jun He Law Offices, our PRC legal counsel, that the agreements among our subsidiaries, affiliated entities and their respective shareholders are valid and binding, and are enforceable under, and will not result in any violation of, existing PRC laws or regulations, with exception to the trademark license agreement, which may not be enforceable against bona fide third parties until registration with the relevant trademark administration authorities. However, there are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including but not limited to the laws and regulations governing our business or the enforcement and performance of our contractual arrangements in the event of the imposition of statutory liens, death, bankruptcy and criminal proceedings. Accordingly, we cannot assure you that PRC regulatory authorities will not take a view contrary to that of our PRC legal counsel. See “Item 3.D. Key Information — Risk Factors — Risks Related to Doing Business in China — The PRC legal system has inherent uncertainties that could materially and adversely affect us.”

#### **Stock Option Grants**

We have granted options to purchase common shares in our company to certain of our employees, directors and officers under our share option plans. As of December 31, 2020, there were outstanding options to purchase an aggregate of 5,749,970 common shares in our company. For a description of our share option plans and these option grants, see “Item 6.B. Directors, Senior Management and Employees — Compensation — Stock-Based Compensation Plans.”

#### **Related Party Transactions with Recruit**

We have entered into royalty agreements with Recruit Management Solutions Co., Ltd., or RMS, and Recruit Career Co., Ltd., or RCC, which are wholly owned subsidiaries of Recruit, for the use of training and online assessment materials. RMS took over the human resource assessment solutions business, by means of absorption-type split, from RCC on April 1, 2018 due to business reorganization. The royalty fees charged by RMS were RMB285,000, RMB345,000 and RMB185,000 (US\$28,400) during the years ended December 31, 2018, 2019 and 2020, respectively. The royalty fees charged by RCC were RMB14,000, nil and nil during the years ended December 31, 2018, 2019 and 2020, respectively. As of December 31, 2019 and 2020, the royalty payables due to RMS were RMB78,000 and RMB90,000 (US\$13,800), respectively.

#### **C. Interests of Experts and Counsel**

Not applicable.

### **ITEM 8. FINANCIAL INFORMATION**

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

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

#### **Legal Proceedings**

From time to time, we undertake legal action against entities that misappropriate the content of our websites, including recruitment advertisements and the design of our websites, our brand names and trademarks, materials from our training courses and other proprietary intellectual property. Our intellectual property is subject to theft and other unauthorized use, and our ability to protect our intellectual property is limited. In addition, we may in the future be subject to claims that we have infringed the intellectual property rights of others. See “Item 3.D. Key Information — Risk Factors — Risks Related to Our Business — We may be exposed to infringement or misappropriation claims by third parties, which, if successful, could cause us to pay significant damage awards.”

#### **Dividend Policy**

Since the incorporation of our company in 2000, we have never declared or paid any cash dividends on our common shares. We have historically retained earnings to finance operations and the expansion of our business. The timing, amount and form of future dividends, if any, will depend, among other things, on our future results of operations and cash flow, our future prospects, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries and our affiliated entities, and other factors deemed relevant by our board of directors. Any future dividends on our common shares would be declared by and subject to the discretion of our board of directors.

Holders of ADSs will be entitled to receive dividends, if any, subject to the terms of the deposit agreement, to the same extent as holders of common shares, less the fees and expenses payable under the deposit agreement, and after deduction of any applicable taxes.

**B. Significant Changes**

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

**ITEM 9. THE OFFER AND LISTING**

**A. Offer and Listing Details**

Our ADSs have been trading on the NASDAQ Global Select Market since September 29, 2004 under the symbol “JOBS.” We effected a change in the ratio of our common shares to ADSs from 2:1 to 1:1 effective August 8, 2014.

**B. Plan of Distribution**

Not applicable.

**C. Markets**

Our ADSs have been trading on the NASDAQ Global Select Market since September 29, 2004 under the symbol “JOBS.”

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

Our shareholders adopted our amended and restated memorandum and articles of association at an extraordinary shareholder meeting on April 26, 2004 and approved an amendment by special resolution passed at an extraordinary shareholder meeting on June 20, 2014.

The following are summaries of certain provisions of our amended and restated memorandum and articles of association in effect as of the date of this annual report insofar as they relate to the material terms of our common shares.

## **Registered Office and Objects**

Our registered office in the Cayman Islands is located at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place as our board of directors may from time to time decide. The objects for which our company is established are unrestricted and we have full power and authority to carry out any object not prohibited by the Companies Act (As Revised) or any other law of the Cayman Islands.

## **Board of Directors**

Our board of directors currently consists of five directors. See “Item 6.A. Directors, Senior Management and Employees — Directors and Senior Management” and “Item 6.C. Directors, Senior Management and Employees — Board Practices — Duties of Directors” and “— Terms of Directors.”

## **Common Shares**

*General.* Our authorized share capital is US\$50,000, consisting of 500,000,000 common shares with a nominal or par value of US\$0.0001 each. All of our issued and outstanding shares are fully paid and non-assessable. Our common shares are issued in registered form, and are issued when registered in our register of members. Our shareholders who are non-residents of the Cayman Islands may freely hold and vote their common shares. Under our amended and restated memorandum and articles of association, we may not issue bearer shares.

*Dividends.* The holders of our common shares are entitled to such dividends as may be declared by our board of directors. Under Cayman Islands law, we may declare and pay a dividend only out of funds legally available therefor, namely out of either profit or our share premium account, provided that in no circumstances may we pay a dividend if this would result in our company being unable to pay its debts as they fall due in the ordinary course of business.

*Voting Rights.* Each common share is entitled to one vote on all matters upon which the common shares are entitled to vote. Voting at any meeting of shareholders is by show of hands unless a poll is demanded. A poll may be demanded by the chairman of our board of directors or any other shareholder or shareholders collectively present in person or by proxy and holding at least ten percent in par value of the shares giving a right to attend and vote at the meeting.

A quorum required for a meeting of shareholders shall be at least one shareholder present in person or by proxy, or (in the case of a shareholder being a corporation) by a corporate representative holding not less than one-third of the issued and outstanding voting shares in the capital of our company. Shareholder meetings may be convened by our board of directors on its own initiative or upon a request to the directors by shareholders holding in aggregate not less than ten percent in par value of our voting share capital. Advance notice of at least 20 days (but not more than 60 days) is required for the convening of our annual shareholder meetings or an extraordinary shareholder meeting calling for the passing of a special resolution. Advance notice of at least 14 days (but not more than 60 days) is required for the convening of any other of our extraordinary shareholder meetings.

An ordinary resolution to be passed by the shareholders requires the affirmative vote of a simple majority of the votes attaching to the common shares cast in a general meeting, while a special resolution requires the affirmative vote of no less than two-thirds of the votes attaching to the common shares cast in a general meeting. A special resolution is required for matters such as a change of name or amending the memorandum and articles of association. Holders of the common shares may by ordinary resolution, among other things, increase the amount of our authorized share capital and consolidate and divide all or any of our share capital into shares of larger amount than our existing share capital and cancel any authorized but unissued shares. Both ordinary resolutions and special resolutions may also be passed by unanimous written resolutions signed by all the shareholders of our company, as permitted by the Companies Act and our amended and restated memorandum and articles of association.

*Transfer of Shares.* Subject to the restrictions of our amended and restated memorandum and articles of association, as applicable, any of our shareholders may transfer any or all of his or her common shares by an instrument of transfer in the usual or common form or any other form approved by our board of directors and shall be executed by or on behalf of the transferor.

Our board directors may decline to register any transfer of any share which is not fully paid or on which we have a lien. Our directors may also decline to register any transfer of any share unless:

- the instrument of transfer is lodged with us and is accompanied by the certificate for the shares to which it relates (which shall upon registration of the transfer be cancelled) 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 share;
- the instrument of transfer is properly stamped (in circumstances where stamping is required);
- in the case of a transfer to joint holders, the number of joint holders to which any share is to be transferred does not exceed four;
- the shares concerned are free of any lien in favor of our company; and
- a fee of such maximum sum as our board of directors may from time to time determine to be payable paid to us in respect thereof.

In addition, we are not be obligated to make any transfer to an infant or to a person in respect of whom an order has been made by a competent court or official on the grounds that he or she is or may be suffering from mental disorder or is otherwise incapable of managing his or her affairs or under other legal disability.

Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued without charge to the transferee in respect of the shares transferred to him or her. If any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him or her without charge. We shall also retain the instrument(s) of transfer.

If our board of directors refuses to register a transfer, it shall, within two months after the date on which the transfer was lodged with us, send to each of the transferor and the transferee notice of such refusal. The registration of transfers may be suspended at such time and for such periods as our directors may from time to time determine, provided always that such registration shall not be suspended for more than 45 days in any year.

*Liquidation.* On a return of capital on winding up or otherwise (other than on conversion, redemption or purchase of shares), assets available for distribution among the holders of common shares may be distributed among the holders of the common shares as determined by the liquidator, subject to sanction of a special resolution of our company. If our assets available for distribution are insufficient to repay the whole of the share capital, the assets shall be distributed so that, as nearly as may be, the losses are borne by our shareholders in proportion to the par value of the shares held by them. If our assets for distribution are sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed among our shareholders in proportion to the par value of the shares held by them at the commencement of the winding up.

*Call on Shares and Forfeiture of Shares.* Our directors may from time to time make calls upon shareholders for any amounts unpaid on their shares in a notice served to such shareholders at least 14 days prior to the specified time and place of payment. The shares that have been called upon and remain unpaid on the specified time are subject to forfeiture.

*Redemption of Shares.* Subject to the provisions of the Companies Act, NASDAQ Stock Market rules and our amended and restated memorandum and articles of association, we may issue shares on the terms that they are, at our option or at the option of the holder, to be redeemed on such terms and in such manner as our company, before the issue of the shares, may determine by special resolution.



*Repurchase of Shares.* Subject to the provisions of the Companies Act, NASDAQ Stock Market rules and our amended and restated memorandum and articles of association, we may purchase shares, including redeemable shares, in such manner and on such other terms as our board of directors may agree with the holder, and may make payment therefor in any manner authorized by the Companies Act and NASDAQ Stock Market rules, including out of capital.

*Variation of Rights of Shares.* If at any time the share capital of our company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not our company is being wound-up and except where our articles of association or the Companies Act impose any stricter quorum, voting or procedural requirements in regard to the variation of rights attached to a specific class, be varied either with the consent in writing of the holders of 75% of the issued shares of that class, or with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class.

*Changes in Capital.* Our shareholders may from time to time by ordinary resolution:

- increase the share capital by such sum as the resolutions shall prescribe and with such rights, priorities and privileges annexed thereto, as our company in general meeting may determine;
- consolidate and divide all or any of our share capital into shares of a larger amount than our existing shares;
- by subdivision of our existing shares or any of them divide the whole or any part of its share capital into shares of smaller amount that is fixed by our amended and restated memorandum and articles of association or into shares without par value; or
- cancel any shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person.

Our shareholders may, by special resolution, amongst other things, reduce our share capital and any capital redemption reserve in any manner authorized by law.

*Issuance of Additional Shares.* Our amended and restated memorandum and articles of association authorizes our board of directors to issue additional common shares from time to time as our board of directors shall determine, to the extent there are available authorized but unissued shares.

Our amended and restated memorandum and articles of association authorizes our board of directors to establish from time to time one or more series of redeemable preferred shares and to determine, with respect to any series of redeemable preferred shares, the terms and rights of that series, including:

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

*Anti-Takeover Provisions.* Some provisions of our 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:

- 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
- 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 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.

*Inspection of Books and Records.* No holders of our common shares who is not a director shall have any right of inspecting any of our accounts, books or documents except as conferred by the Companies Act or authorized by our directors or by us in general meeting. However, we will provide our shareholders with annual audited financial statements.

#### **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 “Item 4. Information on the Company” or elsewhere in this annual report on Form 20-F.

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

See “Item 4.B. Information on the Company — Business Overview — Regulation — Regulations Relating to Foreign Currency Exchange.”

#### **E. Taxation**

The following summary of the material Cayman Islands, People’s Republic of China and United States federal income tax consequences of an investment in our ADSs or common 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 summary does not deal with all possible tax consequences relating to an investment in our ADSs or common shares, such as the tax consequences under state, local and other tax laws.

##### **Cayman Islands Taxation**

According to Maples and Calder (Hong Kong) LLP, our counsel as to Cayman Islands law, 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 our company levied by the government of the Cayman Islands except for stamp duties that may be applicable on instruments executed in, or after execution brought within the jurisdiction of, the Cayman Islands. The Cayman Islands are not party to any double taxation 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 common 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 common shares, nor will gains derived from the disposal of the common shares be subject to Cayman Islands income or corporation tax.

## **People's Republic of China Taxation**

Under the EIT Law and its implementation rules, enterprises incorporated under the laws of jurisdictions outside China with their “de facto management bodies” located within China may be considered PRC resident enterprises and therefore subject to an EIT rate of 25% on their worldwide income. Under the implementation regulations issued by the State Council relating to the EIT Law, “de facto management bodies” is defined as the bodies that have material and overall management control over the production and business operations, personnel, accounts and properties of an enterprise. Circular 82 further provides certain specific criteria for determining whether the “de facto management body” of a PRC-controlled offshore incorporated enterprise is located in the PRC. The criteria include whether: (i) the premises where the senior management and the senior management bodies responsible for the routine production and business management of the enterprise perform their functions are mainly located within the PRC; (ii) decisions relating to the enterprise’s financial and human resource matters are made or 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 shareholders’ meeting minutes are located or maintained in the PRC; and (iv) 50% or more of voting board members or senior executives of the enterprise habitually reside in the PRC. Although Circular 82 only applies to offshore enterprises controlled by enterprises or enterprise groups located within the PRC, the determining criteria set forth in Circular 82 may reflect the tax authorities’ general position on how the “de facto management body” test may be applied in determining the tax resident status of other offshore enterprises as well. We are a Cayman Islands holding company and substantially all of our operational management is currently based in China. As the tax resident status of an enterprise is subject to the determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term “de facto management body” as applicable to us, we cannot assure you that we will not be considered as a PRC tax resident enterprise. If we are considered a PRC resident enterprise under the EIT Law, we may be subject to the uniform 25% EIT rate as to our global income.

Moreover, under the EIT Law and related regulations, dividends payable by a foreign-invested enterprise, such as our PRC subsidiaries, to any of its foreign non-resident enterprise investors shall be subject to a 10% withholding tax unless such foreign enterprise investor’s jurisdiction of incorporation has a tax treaty with China that provides for a reduced rate of withholding tax. We are incorporated in the Cayman Islands which does not have such a tax treaty with China.

In addition, if we were treated as a PRC resident enterprise, any dividends payable to non-resident enterprise holders of our common shares or ADSs may be treated as income derived from sources within PRC and therefore subject to a 10% withholding tax (or 20% in the case of non-resident individual holders) unless an applicable income tax treaty provides otherwise. In addition, capital gains realized by non-resident enterprise holders upon the disposition of our common shares or ADSs may be treated as income derived from sources within PRC and therefore subject to 10% income tax (or 20% in the case of non-resident individual holders) unless an applicable income tax treaty provides otherwise.

## **Certain United States Federal Income Tax Considerations**

The following summarizes certain U.S. federal income tax consequences to a U.S. Holder, as defined below, of the ownership and disposition of our ADSs or common shares as of the date of this annual report.

Except where noted, this summary deals only with ADSs and common shares that are held as capital assets by U.S. Holders. This summary does not describe all of the U.S. federal income tax consequences applicable to U.S. Holders that are subject to special treatment under the U.S. federal income tax laws, including:

- dealers in securities or currencies;
- regulated investment companies;
- certain financial institutions;
- real estate investment trusts;
- insurance companies;

- U.S. expatriates;
- tax-exempt organizations;
- persons holding ADSs or common shares as part of a hedging, integrated or conversion transaction, constructive sale or straddle;
- traders in securities that have elected the mark-to-market method of accounting;
- persons liable for alternative minimum tax;
- partnerships or other pass-through entities for U.S. federal income tax purposes;
- persons who own or are deemed to own 10% or more of our shares (by vote or value);
- persons who acquired ADSs or common shares pursuant to the exercise of any employee share option or otherwise as compensation;
- persons required to accelerate the recognition of any item of gross income with respect to our ADSs or common shares as a result of such income being recognized on an applicable financial statement; or
- persons whose “functional currency” is not the U.S. dollar.

This summary is based in part on representations by the depositary and assumes that each obligation under the deposit agreement will be performed in accordance with its terms. Furthermore, the discussion below is based upon the provisions of the Internal Revenue Code of 1986, as amended, or the Code, and U.S. Treasury regulations, rulings and judicial decisions thereunder as of the date hereof, and such authorities may be replaced, revoked or modified, possibly on a retroactive basis, so as to result in U.S. federal income tax consequences different from those discussed below.

This summary does not contain a detailed description of all the U.S. federal income tax consequences to a U.S. Holder in light of its particular circumstances and does not address the Medicare tax on net investment income, U.S. federal estate and gift taxes or the effects of any state, local or non-U.S. tax laws. A U.S. Holder that holds or is considering the acquisition of ADSs or common shares should consult its own tax advisor concerning the U.S. federal income tax consequences and any other U.S. federal tax consequences or consequences arising under the laws of any other taxing jurisdiction in light of the particular circumstances of the U.S. Holder.

As used herein, the term “U.S. Holder” means a beneficial owner of ADSs or common shares that is for U.S. federal income tax purposes:

- an individual citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation, regardless of its source; or
- a trust if it is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust or if the trust has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a partnership holds ADSs or common shares, the tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. A partner of a partnership holding ADSs or common shares should consult its own tax advisors.

## **ADSS**

In general, for U.S. federal income tax purposes, a U.S. Holder of ADSSs will be treated as the owner of the underlying common shares that are represented by such ADSSs. Deposits and withdrawals of common shares in exchange for ADSSs will not be subject to U.S. federal income taxation.

### ***Distributions on ADSSs or Common Shares***

Subject to the discussion under “Passive Foreign Investment Company Rules” below, the gross amount of any distributions on the ADSSs or common shares (including amounts withheld to reflect PRC withholding taxes, if any) will be taxable to a U.S. Holder as dividends to the extent of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Such income will be includable in a U.S. Holder’s gross income as ordinary income on the day actually or constructively received by a U.S. Holder, in the case of common shares, or by the depositary, in the case of ADSSs. Such dividends will not be eligible for the dividends received deduction allowed to corporations under U.S. federal income tax law. Subject to certain limitations, dividends paid to certain non-corporate U.S. Holders, including individuals, will be eligible for a reduced rate of taxation if we are deemed to be a “qualified foreign corporation” for U.S. federal income tax purposes. A qualified foreign corporation includes:

- a foreign corporation that is eligible for the benefits of a comprehensive income tax treaty with the United States which the U.S. Treasury determines to be satisfactory for these purposes and which includes an exchange of information program; and
- a foreign corporation if its shares with respect to which a dividend is paid or its ADSSs backed by such shares with respect to which a dividend is paid are readily tradable on an established securities market within the United States, but does not include an otherwise qualified corporation that is a passive foreign investment company, or a PFIC, in the taxable year in which the dividends are paid or the preceding taxable year. We believe that we will be a qualified foreign corporation with respect to dividends paid on our ADSSs for so long as (i) we are not a PFIC and (ii) the ADSSs are listed on the NASDAQ Global Select Market or a national securities exchange in the United States, and thus are considered to be readily tradable on an established securities market. However, our status as a qualified foreign corporation may change. In addition, subject to the following sentence, we do not believe that dividends that we pay on our common shares that are not represented by ADSSs currently meet the conditions required for these reduced tax rates. In the event that we are deemed to be a PRC resident enterprise under the PRC tax law, we may be eligible for the benefits of the income tax treaty between the United States and the PRC, and if we are eligible for such benefits and are not a PFIC, dividends we pay on our common shares, regardless of whether such shares are represented by ADSSs, would be eligible for the reduced rates of taxation. Non-corporate U.S. Holders that do not meet at minimum holding period requirement during which they are not protected from the risk of loss or that elect to treat the dividend income as “investment income” pursuant to section 163(d)(4) of the Code will not be eligible for the reduced rates of taxation regardless of our status as a qualified foreign corporation. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. This disallowance applies even if the minimum holding period requirement has been met. U.S. Holders should consult their own tax advisors regarding the application of these rules to their particular circumstances.

Under the PRC tax law, if the dividends paid by us are deemed to be derived from sources within the PRC, a U.S. Holder may be subject to PRC withholding taxes on dividends paid with respect to the ADSSs or common shares. See “— People’s Republic of China Taxation.” Subject to certain conditions and limitations, PRC withholding taxes on dividends, if any, may be treated as foreign taxes eligible for credit against a U.S. Holder’s U.S. federal income tax liability. Dividends paid on the ADSSs or common shares will be treated as income from sources outside the United States and generally will constitute “passive category income” for U.S. foreign tax credit limitation purposes. Furthermore, in certain circumstances, if a U.S. Holder has held the ADSSs or common shares for less than a specified minimum period during which it is not protected from risk of loss, or is obligated to make payments related to the dividends, the U.S. Holder will not be allowed a foreign tax credit for any PRC withholding taxes imposed on dividends paid on the ADSSs or common shares. The rules governing the foreign tax credit are complex. U.S. Holders are urged to consult their own tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

To the extent that the amount of any distribution exceeds our current or accumulated earnings and profits for a taxable year, as determined under U.S. federal income tax principles, the distribution will first be treated as a tax-free return of capital, causing a reduction in the adjusted basis of the ADSs or common shares (thereby increasing the amount of gain, or decreasing the amount of loss, a U.S. Holder would recognize on a subsequent disposition of the ADSs or common shares), and the balance in excess of adjusted basis will be taxed as capital gain. However, we do not expect to provide U.S. Holders of ADSs or common shares with information regarding the amount of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Therefore, U.S. Holders should generally expect distributions to be treated as dividends for U.S. federal income tax purposes (as discussed above).

Distributions of ADSs or common shares that are received as part of a pro rata distribution to all of our common shareholders (including ADS holders) generally will not be subject to U.S. federal income tax. The basis of the new ADSs or common shares so received will be determined by allocating a U.S. Holder's basis in the old ADSs or common shares between the old ADSs or common shares and the new ADSs or common shares received, based on their relative fair market values on the date of distribution.

#### ***Sale, Exchange or Other Disposition of ADSs or Common Shares***

Subject to the discussion under "Passive Foreign Investment Company Rules" below, upon the sale, exchange or other disposition of ADSs or common shares, a U.S. Holder generally will recognize capital gain or loss equal to the difference between the amount realized upon the sale, exchange or other disposition and the adjusted tax basis of the U.S. Holder in the ADSs or common shares. Subject to the discussion under "Passive Foreign Investment Company Rules" below, a U.S. Holder's adjusted tax basis in an ADS or a common share will be, in general, the price it paid for that ADS or common share. The capital gain or loss generally will be long-term capital gain or loss if, at the time of sale, exchange or other disposition, the U.S. Holder has held the ADS or common share for more than one year. Net long-term capital gains of non-corporate U.S. Holders, including individuals, are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. Any gain or loss that a U.S. Holder recognizes generally will be treated as gain or loss from sources within the United States for U.S. foreign tax credit limitation purposes. However, in the event that we are deemed to be a PRC resident enterprise under the PRC tax law and PRC tax is imposed on any gain from the sale, exchange or other disposition of the ADSs or common shares, a U.S. Holder eligible for the benefits of the income tax treaty between the United States and the PRC may be able to elect to treat such gain as PRC-source income. U.S. Holders are urged to consult their own tax advisors regarding the tax consequences if a foreign income tax is imposed on a disposition of ADSs or common shares, including the availability of the foreign tax credit under their particular circumstances.

#### ***Passive Foreign Investment Company Rules***

In general, we will be a PFIC for any taxable year in which either (i) at least 75% of our gross income for the taxable year is passive income or (ii) at least 50% of the value (determined on the basis of a quarterly average) of our assets held during the taxable year is attributable to assets that produce or are held for the production of passive income. For this purpose, passive income generally includes dividends, interest, royalties and rents (other than royalties or rents derived in the active conduct of a trade or business and not derived from a related person), annuities, net gains from the sale or exchange of property producing passive income, and net foreign currency gains. Cash is generally a passive asset for these purposes. Goodwill is generally characterized as a non-passive or passive asset based on the nature of the income produced in the activity to which the goodwill is attributable. If we own at least 25% by value of the equity shares of another corporation, we will be treated for purposes of the PFIC tests as owning a proportionate share of the assets of the other corporation, and as receiving directly a proportionate share of the other corporation's income.

Based on the past composition of our income and assets and the value of our assets, including goodwill, we believe that we were not a PFIC for our taxable year ending on December 31, 2020. However, there is a risk that we may become a PFIC in the future. Under the Code, the determination of whether we are a PFIC is made annually and PFIC status will depend upon the composition of our income and assets and the value of our assets for each such year. Accordingly, our PFIC status for any particular taxable year cannot be determined with certainty until after the close of that taxable year. In particular, the value of our assets, and thus our PFIC status, may be determined in large part based on the market price of our common shares, as represented by our ADSs, which is likely to fluctuate. Accordingly, fluctuations in the market price of our common shares, as represented by our ADSs, may result in our being a PFIC in the current or any future taxable year.

In addition, as described under “Item 3.D. Key Information — Risk Factors — Risks Related to Our Corporate Structure,” there exist substantial uncertainties regarding the application, interpretation and enforcement of relevant current and future PRC laws and regulations and their potential effect on our corporate structure and contractual arrangements with certain of our affiliated PRC entities. There can be no assurance that the PRC regulatory authorities will not take a view different from that of our PRC legal counsel. Further, even if the uncertainties as to PRC laws and regulations did not exist, there are also substantial uncertainties as to the treatment of our corporate structure and ownership of these affiliated PRC entities for U.S. federal income tax purposes. If it is determined that we do not own the stock of the affiliated PRC entities, which is held through contractual arrangements, for U.S. federal income tax purposes, we may be treated as a PFIC for our taxable year ending on December 31, 2020 and any taxable year thereafter.

If we are a PFIC for any taxable year during which a U.S. Holder holds our ADSs or common shares, unless the U.S. Holder makes a mark-to-market election or a qualified electing fund election, as discussed below, such U.S. Holder will be subject to the following special tax rules even if we subsequently ceased to be a PFIC.

Gain realized upon the sale or disposition of ADSs or common shares and distributions made to a U.S. Holder by us during a taxable year with respect to the ADSs or common shares that are “excess distributions” (defined generally as the excess of the amount received with respect to the ADSs or common shares in the taxable year over 125% of the average amount received in the shorter of either the three preceding years or a U.S. Holder’s holding period before the taxable year) must be allocated ratably to each day of the U.S. Holder’s holding period. The amount allocated to the current taxable year or any year before we became a PFIC will be included as ordinary income in a U.S. Holder’s gross income for that year. The amount allocated to other prior taxable years will be taxed as ordinary income at the highest rate in effect for the class of U.S. Holder, corporate or non-corporate, in that prior year and the tax is subject to an interest charge at the rate applicable to deficiencies in income taxes.

If we are a PFIC for any taxable year and any of our subsidiaries or affiliated entities is also a PFIC (a “lower-tier PFIC”), a U.S. Holder would be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC for purposes of the application of these rules. U.S. Holders are urged to consult their own tax advisors about the application of the PFIC rules to any of our subsidiaries or affiliated entities.

In addition, non-corporate U.S. Holders will not be eligible for reduced rates of taxation on any dividends received from us if we are a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year.

In certain circumstances, instead of being subject to the rules discussed above with respect to excess distributions and realized gains, a U.S. Holder may make an election to include gain on the ADSs or common shares of a PFIC as ordinary income under a mark-to-market method, provided that the ADSs or common shares are regularly traded on a qualified exchange. Under current law, the mark-to-market election is available for ADSs or common shares that are regularly traded within the meaning of U.S. Treasury regulations on certain designated U.S. exchanges and foreign exchanges that meet trading, listing, financial disclosure and other requirements to be treated as a qualified exchange under applicable U.S. Treasury regulations. The NASDAQ Global Select Market is a qualified exchange but no assurance can be given that the ADSs will be regularly traded for the purposes of the mark-to-market election.

If a U.S. Holder makes an effective mark-to-market election, for each year that we are a PFIC, the U.S. Holder will include as ordinary income, rather than capital gain, the excess, if any, of the fair market value of the U.S. Holder’s ADSs or common shares at the end of the taxable year over such U.S. Holder’s adjusted basis in the ADSs or common shares, and will be permitted an ordinary loss in respect of the excess, if any, of the adjusted basis of these ADSs or common shares over their fair market value at the end of the taxable year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. A U.S. Holder’s basis in the ADSs or common shares will be adjusted to reflect any such income or loss amounts. Any gain or loss on the sale of the ADSs or common shares in a year that we are a PFIC will be ordinary income or loss, except that this loss will be ordinary loss only to the extent of the previously included net mark-to-market gain. If a U.S. Holder makes a mark-to-market election, it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the ADSs or common shares are no longer regularly traded on a qualified exchange or the Internal Revenue Service consents to the revocation of the election. U.S. Holders should consider carefully the impact of a mark-to-market election with respect to their ADSs or common shares given that we may have lower-tier PFICs for which a mark-to-market election may not be available.

Instead of being subject to the rules discussed above with respect to excess distributions and realized gains, a U.S. Holder of shares in a PFIC alternatively may elect to have the company treated as a qualified electing fund, provided that the company provides certain information to make such an election effective. However, this option will not be available to U.S. Holders because we do not intend to provide such information to U.S. Holders.

If a U.S. Holder owns ADSs or common shares during any year that we are a PFIC, the U.S. Holder generally must file an annual report.

A U.S. Holder should consult its own tax advisors concerning the availability and the making of a mark-to-market election and the U.S. federal income tax consequences of holding the ADSs or common shares if we are deemed to be a PFIC in any taxable year.

#### ***Information Reporting and Backup Withholding***

In general, unless a U.S. Holder belongs to a category of certain exempt recipients, information reporting requirements will apply to distributions on ADSs or common shares made within the United States and to the proceeds of sales of ADSs or common shares that are effected through the U.S. office of a broker or the non-U.S. office of a broker that has certain connections with the United States. Backup withholding may apply to these payments if a U.S. Holder fails to provide a correct taxpayer identification number or certification of exempt status, or fails to report in full dividend and interest income.

Backup withholding is not an additional tax and any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a U.S. Holder's U.S. federal income tax, provided the U.S. Holder furnishes the required information to the Internal Revenue Service in a timely manner.

#### **F. Dividends and Paying Agents**

Not applicable.

#### **G. Statements by Experts**

Not applicable.

#### **H. Documents on Display**

We have previously filed with the SEC our registration statement on Form F-1 and prospectus under the Securities Act with respect to our ADSs.

We are subject to the periodic reporting and other informational requirements of the Exchange Act. Under the Exchange Act, we are required to file reports, including annual reports on Form 20-F, and other information with the SEC. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

The registration statements, reports and other information so filed can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents upon payment of a duplicating fee, by writing to the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference rooms. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC using its EDGAR system.

Each year, we furnish our shareholders with an annual report containing a review of operations and annual audited consolidated financial statements prepared in conformity with U.S. GAAP. We will post this annual report on Form 20-F on our website at [ir.51job.com](http://ir.51job.com).



## **I. Subsidiary Information**

Not applicable.

## **ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Interest Rate Risk**

Our exposure to interest rate risk for changes in interest rates relates primarily to the interest income generated by cash deposited in banks. As of December 31, 2020, we had cash, restricted cash, short-term investments and non-current time deposits totaling RMB11,483.4 million (US\$1,759.9 million). Cash consists of cash on hand and in banks. Restricted cash consists of cash proceeds from the exercise of share options by our employees, executives and directors held in a bank account which have yet to be transmitted to them. Short-term investments consist of time deposits with original maturities between three months and one year. Non-current time deposits have an original maturity of three years.

We have not used any derivative financial instruments to hedge interest rate risk. We have not been exposed nor do we anticipate being exposed to material risks due to changes in interest rates, although our future interest income may fluctuate in line with changes in interest rates. The risk associated with fluctuating interest rates is principally confined to our cash deposits in banks, and, therefore, our exposure to interest rate risk is minimal.

A hypothetical 10% increase in the average applicable interest rate for our demand deposits would result in an increase of approximately RMB20.7 million (US\$3.2 million) in interest income from the assumed average cash, restricted cash, short-term investments and non-current time deposits balance in 2020.

### **Credit Risk**

The carrying amounts of cash, restricted cash, short-term investments, non-current time deposits, accounts receivable and other receivables represent our principal exposure to credit risk in relation to our financial assets. As of December 31, 2020, substantially all of our cash were held in uninsured accounts located in China and Hong Kong that we believe are of acceptable credit quality.

### **Foreign Exchange Risk**

Substantially all of our revenues and expenses are denominated in the Renminbi. We do not believe that we currently have significant direct foreign exchange risk and have not used any derivative financial instruments to hedge exposure to such risk. Although our exposure to foreign exchange risk should be limited in general, the value of your investment in our ADSs will be affected by the exchange rate between the Renminbi and U.S. dollar because the value of our business is effectively denominated in the Renminbi, while our ADSs are traded in the U.S. dollar.

Any significant appreciation or depreciation of the Renminbi may materially affect the value of, and any dividends payable on, our ADSs in U.S. dollars. To the extent that we need to convert U.S. dollars into Renminbi for our operations, the appreciation of the Renminbi against the U.S. dollar would have an adverse effect on the Renminbi amount we receive from the conversion. Conversely, if we decide to convert Renminbi into U.S. dollars for the purpose of making payments for dividends on our common shares or ADSs or for other business purposes, the appreciation of the U.S. dollar against the Renminbi would have a negative effect on the U.S. dollar amounts available to us. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and U.S. dollar in the future. See “Item 3.D. Key Information — Risk Factors — Risks Related to Doing Business in China — Fluctuations in exchange rates may have a material and adverse effect on our results of operations and the value of your investment.”

## **ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

### **A. Debt Securities**

Not applicable.

**B. Warrants and Rights**

Not applicable.

**C. Other Securities**

Not applicable.

**D. American Depositary Shares**

**Fees Paid by Our ADS Holders**

ADS holders will be charged a fee for each issuance of ADSs, including issuances resulting from distributions of shares, rights and other property, and for each surrender of ADSs in exchange for deposited securities. The fee in each case is US\$5.00 for each 100 ADSs (or any portion thereof) issued or surrendered.

The following additional charges will be incurred by the ADS holders, by any party depositing or withdrawing shares or by any party surrendering ADSs or to whom ADSs are issued (including, without limitation, issuance pursuant to a stock dividend or stock split declared by us or an exchange of stock regarding the ADSs or the deposited securities or a distribution of ADRs), whichever is applicable:

- a fee of US\$1.50 per ADR or ADRs for transfers of certificated or direct registration ADRs, in each case, on the books of the depositary;
- a fee of US\$0.02 or less per ADS (or portion thereof) for any cash distribution made pursuant to the deposit agreement;
- a fee of US\$0.02 per ADS (or portion thereof) per year to cover such expenses as are incurred by the depositary in administering our ADS program (which fee shall be assessed against holders of ADSs as of the record date set by the depositary not more than once each calendar year and is payable in the manner described in the next succeeding provision);
- any other charge payable by any of the depositary, any of the depositary's agents, including, without limitation, the custodian, or the agents of the depositary's agents in connection with the servicing of our shares or other deposited securities (which charge will be assessed against registered holders of our ADSs as of the record date or dates set by the depositary and will be payable at the sole discretion of the depositary by billing such registered holders or by deducting such charge from one or more cash dividends or other cash distributions);
- a fee for the distribution of securities, such fee being in an amount equal to the fee for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities (treating all such securities as if they were shares) but which securities or the net cash proceeds from the sale thereof are instead distributed by the depositary to those holders entitled thereto;
- stock transfer or other taxes and other governmental charges;
- cable, telex and facsimile transmission and delivery charges incurred at the request of the ADS holders;
- transfer or registration fees for the registration of transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities;
- expenses of the depositary in connection with the conversion of foreign currency into U.S. dollars; and
- such fees and expenses as are incurred by the depositary (including without limitation expenses incurred in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in delivery of deposited securities or otherwise in connection with the depositary's or its custodian's compliance with applicable law, rule or regulation.

We will pay all other charges and expenses of the depositary and any agent of the depositary (except the custodian) pursuant to agreements from time to time between us and the depositary. The fees described above may be amended from time to time.

**Fees and Payments from the Depositary to Us**

Our depositary, JPMorgan Chase Bank, N.A., may make payments to us to reimburse our expenses incurred in connection with the advancement of our ADR and investor relations programs, including legal fees, investor relations expenses, and other expenses related to our ongoing compliance with NASDAQ Stock Market and SEC rules and regulations.

For the year ended December 31, 2020, we did not receive reimbursement from the depositary.

## PART II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

### ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

### ITEM 15. CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Exchange Act, 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) of the Exchange Act, as of the end of the period covered by this annual report. Based on that evaluation, our management has concluded that our disclosure controls and procedures were effective as of December 31, 2020.

#### 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) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Included in our internal control over financial reporting are policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with authorizations from our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation and may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness of our internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management has conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2020 based on 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 our internal control over financial reporting was effective as of December 31, 2020.

#### Attestation Report of the Registered Public Accounting Firm

Our independent registered public accounting firm, PricewaterhouseCoopers Zhong Tian LLP, has audited the effectiveness of our company's internal control over financial reporting as of December 31, 2020, as stated in its report, which appears on page F-2 of this Form 20-F.

## Changes in Internal Control Over Financial Reporting

As required by Rule 13a-15(d), under the Exchange Act, our management, including our chief executive officer and our chief financial officer, also conducted an evaluation of our internal control over financial reporting to determine whether any changes occurred during the period covered by this report have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, it has been determined that there has been no such change during the period covered by this annual report.

### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has concluded that Messrs. David K. Chao, Li-Lan Cheng and Eric He, the three independent directors of our company, each meet the criteria of “audit committee financial expert” as established by the SEC. See “Item 6.C. Directors, Senior Management and Employees — Board Practices.”

### ITEM 16B. CODE OF ETHICS

Our board of directors has adopted a code of ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller and any other persons who perform similar functions for us. We filed our code of business conduct and ethics as an exhibit to our registration statement on Form F-1 in 2004. We have posted our code of business conduct and ethics on our website at *ir.51job.com*.

### ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth the aggregate fees by the category specified below in connection with certain professional services rendered by PricewaterhouseCoopers Zhong Tian LLP, our principal external auditors, for the periods indicated. We did not pay audit-related fees, tax fees or other fees to our auditors during the periods indicated below.

	<u>2019</u> <u>RMB</u>	<u>2020</u> <u>RMB</u> <u>(in thousands)</u>	<u>2020</u> <u>US\$</u>
Audit fees <sup>(1)</sup>	5,828	5,842	895

(1) “Audit fees” represent the aggregate fees for professional services rendered by our principal auditors for the audit of our annual consolidated financial statements, review of quarterly financial information, and audit services that are normally provided by the principal accountant in connection with regulatory filings.

The policy of our audit committee is to pre-approve all audit and non-audit services to be provided by PricewaterhouseCoopers Zhong Tian LLP, including audit 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 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

### ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

In September 2008, our board of directors and shareholders approved a share repurchase program, which provided authorization to purchase up to US\$25 million worth of our outstanding ADSs. Under this program, from 2008 to 2011, we purchased 2,030,658 ADSs, through open-market transactions for an aggregate consideration of approximately US\$11 million, including transaction fees.

In June 2014, our board of directors and shareholders authorized an increase to the size of the share repurchase program originally approved in 2008 from US\$25 million to US\$75 million. In 2015, we purchased 898,950 ADSs through open-market transactions for an aggregate consideration of approximately US\$24 million, including transaction fees. We did not make any repurchase of ADSs in the open market in 2018, 2019 and 2020.

**ITEM 16F. CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANT**

Not applicable.

**ITEM 16G. CORPORATE GOVERNANCE**

NASDAQ Stock Market Rule 5615(a)(3) permits foreign private issuers like us to follow “home country practice” with respect to certain corporate governance matters. We are committed to a high standard of corporate governance, and we do not believe that there are any significant differences between our corporate governance practices and those of U.S. domestic companies under the NASDAQ Stock Market rules.

**ITEM 16H. MINE SAFETY DISCLOSURE**

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 51job, Inc. are included at the end of this annual report.

### ITEM 19. EXHIBITS

Exhibit number	Description of document
1.1	<a href="#">Amended and Restated Memorandum and Articles of Association, as amended as of June 20, 2014 (incorporated by reference to Exhibit 1.1 from our Annual Report on Form 20-F for the year ended December 31, 2014 filed with the Securities and Exchange Commission on March 31, 2015)</a>
2.1	<a href="#">Specimen of Share Certificate (incorporated by reference to Exhibit 4.1 from our Registration Statement on Form F-1 (File No. 333-117194) filed with the Securities and Exchange Commission on July 7, 2004)</a>
2.2	<a href="#">Specimen of American Depositary Receipt (incorporated by reference to Exhibit A of the Post-Effective Amendment No. 1 to Form F-6 (File No. 333-117254) filed with the Securities and Exchange Commission with respect to American Depositary Shares representing common shares on July 18, 2014)</a>
2.3	<a href="#">Form of Deposit Agreement among 51job, Inc., JPMorgan Chase Bank, N.A., as Depositary, and Holders and Beneficial Holders from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, including the form of American Depositary Receipt (incorporated by reference to the Post-Effective Amendment No. 1 to Form F-6 (File No. 333-117254) filed with the Securities and Exchange Commission with respect to American Depositary Shares representing common shares on July 18, 2014)</a>
2.4*	<a href="#">Description of Securities</a>
4.1	<a href="#">2009 Share Option Plan (incorporated by reference to Exhibit 99.2 from our Form 6-K (File No. 000-50841) filed with the Securities and Exchange Commission on July 30, 2009)</a>
4.2	<a href="#">2015 Share Incentive Plan (incorporated by reference to Exhibit 99.3 from our Form 6-K (File No. 000-50841) filed with the Securities and Exchange Commission on November 23, 2015)</a>
4.3	<a href="#">Form of Employment, Confidential Information and Invention Assignment Agreement (incorporated by reference to Exhibit 10.2 from our Registration Statement on Form F-1 (File No. 333-117194) filed with the Securities and Exchange Commission on July 7, 2004)</a>
4.4	<a href="#">Form of Indemnification Agreement (incorporated by reference to Exhibit 10.3 from our Registration Statement on Form F-1 (File No. 333-117194) filed with the Securities and Exchange Commission on July 7, 2004)</a>
4.5	<a href="#">Loan Agreements dated as of September 11, 2007 between Qianjin Network Information Technology (Shanghai) Co., Ltd. and the shareholders of Beijing Run An Information Consultancy Co., Ltd. (incorporated by reference to Exhibit 4.5 from our Annual Report on Form 20-F for the year ended December 31, 2007 filed with the Securities and Exchange Commission on June 27, 2008)</a>
4.6	<a href="#">Supplementary Agreement to the Loan Agreements dated as of September 4, 2017 between Qianjin Network Information Technology (Shanghai) Co., Ltd. and the shareholders of Beijing Run An Information Consultancy Co., Ltd. (incorporated by reference to Exhibit 4.6 from our Annual Report on Form 20-F for the year ended December 31, 2017 filed with the Securities and Exchange Commission on March 30, 2018)</a>
4.7	<a href="#">English Translation of Technical and Consulting Service Agreement dated as of May 3, 2004, as amended as of July 2, 2004, between Beijing Qian Cheng Si Jin Advertising Co., Ltd. and Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd. (incorporated by reference to Exhibit 10.8 from our Registration Statement on Form F-1 (File No. 333-117194) filed with the Securities and Exchange Commission on July 7, 2004)</a>
4.8	<a href="#">English Translation of Supplement Agreement to Technical and Consulting Service Agreement dated as of January 27, 2014 between Beijing Qian Cheng Si Jin Advertising Co., Ltd. and Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd. (incorporated by reference to Exhibit 4.8 from our Annual Report on Form 20-F for the year ended December 31, 2013 filed with the Securities and Exchange Commission on March 28, 2014)</a>

<b>Exhibit number</b>	<b>Description of document</b>
4.9	<a href="#">English Translation of Technical and Consulting Service Agreement dated as of September 11, 2007 between Beijing Run An Information Consultancy Co. Ltd. and Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd. (incorporated by reference to Exhibit 4.8 from our Annual Report on Form 20-F for the year ended December 31, 2007 filed with the Securities and Exchange Commission on June 27, 2008)</a>
4.10	<a href="#">English Translation of Supplementary Agreement to the Technical and Consulting Service Agreement dated as of September 4, 2017 between Beijing Run An Information Consultancy Co. Ltd. and Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd. (incorporated by reference to Exhibit 4.10 from our Annual Report on Form 20-F for the year ended December 31, 2017 filed with the Securities and Exchange Commission on March 30, 2018)</a>
4.11	<a href="#">English Translation of Equity Pledge Agreement dated as of September 4, 2017 between Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd. and the shareholders of Beijing Run An Information Consultancy Co., Ltd. (incorporated by reference to Exhibit 4.11 from our Annual Report on Form 20-F for the year ended December 31, 2017 filed with the Securities and Exchange Commission on March 30, 2018)</a>
4.12	<a href="#">English Translation of Share Transfer Agreement dated as of September 4, 2017 among the shareholders of Beijing Run An Information Consultancy Co., Ltd. (incorporated by reference to Exhibit 4.12 from our Annual Report on Form 20-F for the year ended December 31, 2017 filed with the Securities and Exchange Commission on March 30, 2018)</a>
4.13	<a href="#">English Translation of Share Transfer Agreement dated as of November 12, 2007 between the shareholders of Beijing Qian Cheng Si Jin Advertising Co., Ltd. (incorporated by reference to Exhibit 4.14 from our Annual Report on Form 20-F for the year ended December 31, 2007 filed with the Securities and Exchange Commission on June 27, 2008)</a>
4.14	<a href="#">English Translation of Domain Name License Agreement dated as of August 15, 2000, and as supplemented and amended as of August 15, 2010 between 51net.com Inc. and Qianjin Network Information Technology (Shanghai) Co., Ltd. (incorporated by reference to Exhibit 4.13 from our Annual Report on Form 20-F for the year ended December 31, 2011 filed with the Securities and Exchange Commission on April 12, 2012)</a>
4.15	<a href="#">English Translation of Supplementary Agreement III to the Domain Name License Agreement dated as of August 14, 2018 between 51net.com Inc. and Qianjin Network Information Technology (Shanghai) Co., Ltd. (incorporated by reference to Exhibit 4.15 from our Annual Report on Form 20-F for the year ended December 31, 2018 filed with the Securities and Exchange Commission on March 29, 2019)</a>
4.16	<a href="#">English Translation of Call Option Agreement dated as of August 1, 2002, as supplemented and amended as of May 3, 2004, between Beijing Qian Cheng Si Jin Advertising Co., Ltd. and 51net.com Inc. (incorporated by reference to Exhibit 10.13 from our Registration Statement on Form F-1 (File No. 333-117194) filed with the Securities and Exchange Commission on July 7, 2004)</a>
4.17	<a href="#">English Translation of Supplement Agreement II to Call Option Agreement dated as of August 1, 2012, between Beijing Qian Cheng Si Jin Advertising Co., Ltd. and 51net.com Inc. (incorporated by reference to Exhibit 4.15 from our Annual Report on Form 20-F for the year ended December 31, 2012 filed with the Securities and Exchange Commission on April 12, 2013)</a>
4.18	<a href="#">English Translation of Share Transfer Agreement dated as of April 26, 2009 between 51net.com Inc. and Wuhan Mei Hao Qian Cheng Advertising Co., Ltd. (incorporated by reference to Exhibit 4.20 from our Annual Report on Form 20-F for the year ended December 31, 2009 filed with the Securities and Exchange Commission on April 16, 2010)</a>
4.19	<a href="#">English Translation of Share Transfer Agreement dated as of June 19, 2009 between Shanghai Qianjin Advertising Co., Ltd. and Beijing Qian Cheng Si Jin Advertising Co., Ltd. (incorporated by reference to Exhibit 4.21 from our Annual Report on Form 20-F for the year ended December 31, 2009 filed with the Securities and Exchange Commission on April 16, 2010)</a>
4.20	<a href="#">English Translation of Power of Attorney issued by a shareholder of Beijing Run An Information Consultancy Co., Ltd. on January 27, 2014 (incorporated by reference to Exhibit 4.18 from our Annual Report on Form 20-F for the year ended December 31, 2013 filed with the Securities and Exchange Commission on March 28, 2014)</a>
4.21	<a href="#">English Translation of Power of Attorney issued by a shareholder of Beijing Run An Information Consultancy Co., Ltd. on January 27, 2014 (incorporated by reference to Exhibit 4.19 from our Annual Report on Form 20-F for the year ended December 31, 2013 filed with the Securities and Exchange Commission on March 28, 2014)</a>



[Table of Contents](#)

<b>Exhibit number</b>	<b>Description of document</b>
4.22	<a href="#">English Translation of Exclusive Purchase Option Agreement dated as of January 27, 2014 between Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd. and the shareholders of Beijing Run An Information Consultancy Co., Ltd. (incorporated by reference to Exhibit 4.20 from our Annual Report on Form 20-F for the year ended December 31, 2013 filed with the Securities and Exchange Commission on March 28, 2014)</a>
4.23	<a href="#">English Translation of Supplementary Agreement to the Control Agreements dated as of September 4, 2017 among Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd., Beijing Run An Information Consultancy Co., Ltd. and the shareholders of Beijing Run An Information Consultancy Co., Ltd. (incorporated by reference to Exhibit 4.22 from our Annual Report on Form 20-F for the year ended December 31, 2017 filed with the Securities and Exchange Commission on March 30, 2018)</a>
8.1*	<a href="#">List of Subsidiaries and Affiliated Entities of 51job, Inc.</a>
11.1	<a href="#">Code of Business Conduct and Ethics (incorporated by reference to Exhibit 10.6 from our Registration Statement on Form F-1 (File No. 333-117194) filed with the Securities and Exchange Commission on July 7, 2004)</a>
12.1*	<a href="#">Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
12.2*	<a href="#">Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
13.1**	<a href="#">Chief Executive Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
13.2**	<a href="#">Chief Financial Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
15.1*	<a href="#">Consent of Maples and Calder (Hong Kong) LLP</a>
15.2*	<a href="#">Consent of Jun He Law Offices</a>
15.3*	<a href="#">Consent of PricewaterhouseCoopers Zhong Tian LLP</a>
101.INS*	Inline XBRL Instance Document - this instance document does not appear in the Interactive Data File because its XBRL tags are not embedded within the Inline XBRL document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Filed with this annual report on Form 20-F.

\*\* Furnished with this annual report on Form 20-F.

**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.

51job, Inc.

By: /s/ Rick Yan

Name: Rick Yan

Title: President and Chief Executive Officer

Date: April 23, 2021

**51JOB, INC.**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

	<u>Page</u>
<a href="#">Report of Independent Registered Public Accounting Firm</a>	F-2
<a href="#">Consolidated Statements of Operations and Comprehensive Income for the years ended December 31, 2018, 2019 and 2020</a>	F-4
<a href="#">Consolidated Balance Sheets as of December 31, 2019 and 2020</a>	F-5
<a href="#">Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2018, 2019 and 2020</a>	F-6
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2019 and 2020</a>	F-7
<a href="#">Notes to the Consolidated Financial Statements for the years ended December 31, 2018, 2019 and 2020</a>	F-8

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of 51job, Inc.

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of 51job, Inc. and its subsidiaries (the “Company”) as of December 31, 2020 and 2019, and the related consolidated statements of operations and comprehensive income, of changes in shareholders’ equity and of cash flows for each of the three years in the period ended December 31, 2020, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Changes in Accounting Principle***

As discussed in Note 2(p) to the consolidated financial statements, the Company changed the manner in which it accounts for leases in 2019.

### ***Basis for Opinions***

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Annual Report on Internal Control over Financial Reporting appearing in Item 15 of this Form 20-F. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting 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 in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements 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. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

***Valuation of the Available-for-Sale Debt Security in Golden Finance***

As described in Notes 2(f) and 15 to the consolidated financial statements, the Company's investment in Shanghai Gaodun Education & Training Co., Ltd. ("Golden Finance") was RMB480.0 million as of December 31, 2020. The Company reported this investment at fair value at December 31, 2020 and changes in fair value were reflected as other comprehensive income in the consolidated statements of operations and comprehensive income. Fair value was estimated using a market approach by adopting a backsolve method, which benchmarked the fair value of the investment to a recent transaction of Golden Finance's own securities that occurred close to December 31, 2020, and applied significant assumptions, including the probabilities of various exit scenarios to the investment, time to the exit events and the expected volatility based on volatilities of selected peer companies.

The principal considerations for our determination that performing procedures relating to the valuation of Golden Finance investment is a critical audit matter are (i) there was the significant judgments by management when developing the fair value measurement, which in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence relating to management's valuation model and significant assumptions, including the probabilities of various exit scenarios to the investment, time to the exit events and the expected volatility; and (ii) the audit effort included the involvement of professionals with specialized skill and knowledge to assist in performing these procedures and evaluating the audit evidence obtained.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's fair value measurement. The procedures also included, among others, testing management's process for determining the fair value of the Golden Finance investment by; evaluating the appropriateness of the model used; testing the completeness, accuracy, and relevance of underlying data used in the model; and evaluating the significant assumptions used by management, including the probabilities of various exit scenarios to the investment, time to the exit events and the expected volatility. Evaluating management's significant assumptions involved evaluating whether the assumptions used by management were reasonable considering (i) the business development of Golden Finance, (ii) the consistency of the assumptions with external market information, including the recent transaction of Golden Finance's own securities, and (iii) the appropriateness of the selected peer companies in developing the expected volatility. Professionals with specialized skill and knowledge were also used to assist in evaluating the appropriateness of the model and certain significant assumptions.

/s/ PricewaterhouseCoopers Zhong Tian LLP

Shanghai, the People's Republic of China  
April 23, 2021

We have served as the Company's auditor since 2003.

**51JOB, INC.**
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

	Note	2018 RMB	2019 RMB	2020 RMB	2020 US\$ (Note 2(c))
(in thousands, except share and per share data)					
Revenues:					
Online recruitment services		2,431,898	2,471,179	2,147,334	329,093
Other human resource related revenues		1,350,048	1,528,846	1,541,617	236,263
Net revenues	2(k)	3,781,946	4,000,025	3,688,951	565,356
Cost of services <sup>(1)</sup>	2(l)	(1,081,011)	(1,221,935)	(1,261,731)	(193,369)
Gross profit		2,700,935	2,778,090	2,427,220	371,987
Operating expenses <sup>(1)</sup> :					
Sales and marketing	2(m)	(1,197,178)	(1,188,233)	(1,182,677)	(181,253)
General and administrative	2(n)	(353,557)	(384,072)	(377,438)	(57,845)
Total operating expenses		(1,550,735)	(1,572,305)	(1,560,115)	(239,098)
Income from operations		1,150,200	1,205,785	867,105	132,889
Gain (Loss) from foreign currency translation		(112,353)	67,881	(53,442)	(8,190)
Interest and investment income, net		113,673	175,584	228,500	35,019
Change in fair value of listed equity securities investment	2(f)	—	(42,410)	10,760	1,649
Change in fair value of long-term investments	2(f)	—	—	39,614	6,071
Change in fair value of convertible senior notes	13	99,079	(752,073)	—	—
Impairment of long-term investments	2(f)	—	(98,277)	—	—
Gain from sale of long-term investments	2(f)	61,070	—	—	—
Other income, net	2(x)	175,206	205,602	167,308	25,641
Income before income tax expense		1,486,875	762,092	1,259,845	193,079
Income tax expense	10	(242,434)	(235,890)	(188,417)	(28,876)
Net income		1,244,441	526,202	1,071,428	164,203
Net loss attributable to non-controlling interests		7,878	6,116	25,848	3,961
Net income attributable to 51job, Inc.		1,252,319	532,318	1,097,276	168,164
Net income		1,244,441	526,202	1,071,428	164,203
Other comprehensive income:					
Foreign currency translation adjustments		698	339	(931)	(142)
Unrealized gain on available-for-sale debt securities, net of tax effect of RMB38,847, nil and RMB7,794 in 2018, 2019 and 2020, respectively	15	116,540	—	23,382	3,583
Total comprehensive income		1,361,679	526,541	1,093,879	167,644
Comprehensive loss attributable to non-controlling interests		7,878	6,116	25,848	3,961
Comprehensive income attributable to 51job, Inc.		1,369,557	532,657	1,119,727	171,605
Earnings per share:	14				
—Basic		20.42	8.18	16.35	2.51
—Diluted		19.82	7.98	16.12	2.47
Weighted average number of common shares outstanding:					
—Basic		61,318,292	65,049,597	67,101,601	67,101,601
—Diluted		63,175,483	66,683,457	68,056,724	68,056,724

**(1) Share-based compensation:**

Included in cost of services	(16,316)	(20,189)	(23,648)	(3,624)
Included in operating expenses				
—Sales and marketing	(14,026)	(17,356)	(20,329)	(3,116)
—General and administrative	(74,623)	(88,604)	(99,829)	(15,299)

The accompanying notes are an integral part of these consolidated financial statements.

**51JOB, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**AS OF DECEMBER 31, 2019 AND 2020**

	Note	2019	2020	2020
		RMB	RMB	US\$ (Note 2(c))
(in thousands, except share and per share data)				
ASSETS				
Current assets:				
Cash	2(d)	2,294,904	3,292,698	504,628
Restricted cash	2(d)	66,169	2,258	346
Short-term investments	2(f)	7,645,686	7,469,213	1,144,707
Accounts receivable (net of allowance for credit losses of RMB21,952 and RMB26,798 as of December 31, 2019 and 2020, respectively)	3	266,437	290,480	44,518
Prepayments and other current assets	4	669,208	492,980	75,552
Total current assets		10,942,404	11,547,629	1,769,751
Non-current assets:				
Time deposits	2(f)	—	719,189	110,221
Long-term investments	2(f)	1,482,544	1,576,250	241,571
Property and equipment, net	5	271,932	273,157	41,863
Goodwill	6	1,036,124	1,036,124	158,793
Intangible assets, net	7	203,162	163,503	25,058
Right-of-use assets	8	320,809	307,869	47,183
Other long-term assets		10,420	13,946	2,137
Deferred tax assets	10	22,147	38,013	5,826
Total non-current assets		3,347,138	4,128,051	632,652
Total assets		14,289,542	15,675,680	2,402,403
LIABILITIES, MEZZANINE EQUITY AND EQUITY				
Current liabilities (including amounts of the consolidated VIEs and VIEs' subsidiaries without recourse to the primary beneficiaries of RMB95,671 and RMB180,621 as of December 31, 2019 and 2020, respectively):				
Accounts payable	2(b)	48,114	83,087	12,733
Salary and employee related accruals		162,775	182,565	27,979
Taxes payable		267,596	172,254	26,399
Advances from customers	2(k)	1,108,518	1,158,604	177,564
Lease liabilities, current	8	34,817	34,952	5,357
Other payables and accruals	9	1,211,642	1,178,955	180,683
Total current liabilities		2,833,462	2,810,417	430,715
Non-current liabilities (including amounts of the consolidated VIEs and VIEs' subsidiaries without recourse to the primary beneficiaries of RMB109,909 and RMB112,714 as of December 31, 2019 and 2020, respectively):				
Lease liabilities, non-current	8	50,763	44,949	6,889
Deferred tax liabilities	10	214,307	232,087	35,569
Total non-current liabilities		265,070	277,036	42,458
Total liabilities		3,098,532	3,087,453	473,173
Commitments and contingencies	16	—	—	—
Mezzanine equity:				
Redeemable non-controlling interests	17	216,974	189,811	29,090
Shareholders' equity:				
Common shares (US\$0.0001 par value per share; 500,000,000 shares authorized, 66,784,688 and 67,406,657 shares issued and outstanding as of December 31, 2019 and 2020, respectively)		53	54	8
Additional paid-in capital		4,901,466	5,206,154	797,878
Statutory reserves	2(r)	17,930	18,474	2,831
Accumulated other comprehensive income		254,524	276,975	42,448
Retained earnings		5,774,358	6,871,090	1,053,041
Total 51job, Inc. shareholders' equity		10,948,331	12,372,747	1,896,206
Non-controlling interests		25,705	25,669	3,934
Total equity		10,974,036	12,398,416	1,900,140
Total liabilities, mezzanine equity and equity		14,289,542	15,675,680	2,402,403

The accompanying notes are an integral part of these consolidated financial statements.

**51JOB, INC.**
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

	Common shares		Additional	Statutory	Accumulated	Retained	Total	Non-controlling	Total
	Number	Par	paid-in	reserves	other	earnings	51job, Inc.	interests	equity
	of shares	value	capital		comprehensive		shareholders'		
		RMB	RMB	RMB	income		equity	RMB	RMB
					(in thousands, except share data)				
Balance as of December 31, 2017	61,853,004	50	1,809,732	13,874	136,947	3,993,777	5,954,380	9,153	5,963,533
Exercise of share options	752,814	0	145,196	—	—	—	145,196	—	145,196
Share-based compensation	—	—	100,183	—	—	—	100,183	11,539	111,722
Settlement of zero-strike call options and retirement of common shares	(731,102)	(0)	(75)	—	—	—	(75)	—	(75)
Appropriation of statutory reserves	—	—	—	3,405	—	(3,405)	—	—	—
Foreign currency translation adjustments	—	—	—	—	698	—	698	—	698
Unrealized gain on available-for-sale debt securities, net of tax effect of RMB38,847	—	—	—	—	116,540	—	116,540	—	116,540
Net income	—	—	—	—	—	1,252,319	1,252,319	2,618	1,254,937
Balance as of December 31, 2018	61,874,716	50	2,055,036	17,279	254,185	5,242,691	7,569,241	23,310	7,592,551
Exercise of share options	1,172,210	1	281,411	—	—	—	281,412	—	281,412
Share-based compensation	—	—	125,854	—	—	—	125,854	295	126,149
Settlement of zero-strike call options and retirement of common shares	(297,902)	(0)	(31)	—	—	—	(31)	—	(31)
Conversion of convertible senior notes to common shares	4,035,664	2	2,439,196	—	—	—	2,439,198	—	2,439,198
Appropriation of statutory reserves	—	—	—	651	—	(651)	—	—	—
Foreign currency translation adjustments	—	—	—	—	339	—	339	—	339
Net income	—	—	—	—	—	532,318	532,318	2,100	534,418
Balance as of December 31, 2019	66,784,688	53	4,901,466	17,930	254,524	5,774,358	10,948,331	25,705	10,974,036
Exercise of share options	621,969	1	161,132	—	—	—	161,133	—	161,133
Share-based compensation	—	—	143,556	—	—	—	143,556	250	143,806
Appropriation of statutory reserves	—	—	—	544	—	(544)	—	—	—
Foreign currency translation adjustments	—	—	—	—	(931)	—	(931)	—	(931)
Unrealized gain on available-for-sale debt securities, net of tax effect of RMB7,794	—	—	—	—	23,382	—	23,382	—	23,382
Net income	—	—	—	—	—	1,097,276	1,097,276	(286)	1,096,990
Balance as of December 31, 2020	67,406,657	54	5,206,154	18,474	276,975	6,871,090	12,372,747	25,669	12,398,416
Balance as of December 31, 2020 (US\$ Note 2(c))	67,406,657	8	797,878	2,831	42,448	1,053,041	1,896,206	3,934	1,900,140

The accompanying notes are an integral part of these consolidated financial statements.



**51JOB, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

	2018	2019	2020	2020
	RMB	RMB	RMB	US\$ (Note 2(c))
	(in thousands)			
<b>Cash flows from operating activities:</b>				
Net income for the year	1,244,441	526,202	1,071,428	164,203
Adjustments for:				
Share-based compensation	104,965	126,149	143,806	22,039
Depreciation	57,044	43,811	45,502	6,973
Amortization of intangible assets	38,525	42,467	40,000	6,130
Amortization of right-of-use assets	—	48,995	51,507	7,894
Allowance for credit losses	10,607	27,903	22,929	3,514
Loss due to disposal of fixed assets	225	231	984	151
Loss (Gain) from foreign currency translation	112,351	(67,881)	54,171	8,302
Change in fair value of listed equity securities investment	—	42,410	(10,760)	(1,649)
Change in fair value of long-term investments	—	—	(39,614)	(6,071)
Change in fair value of convertible senior notes	(99,079)	752,073	—	—
Impairment of long-term investments	—	98,277	—	—
Gain from sale of long-term investments	(61,070)	—	—	—
Income from accrued interest on time deposits	—	—	(19,189)	(2,941)
Income from equity method investments	(2,417)	(8,531)	(21,449)	(3,287)
Deferred tax expense (benefit)	18,531	(3,587)	(5,880)	(901)
Changes in operating assets and liabilities, net of effects of acquisitions and disposals:				
Increase in accounts receivable	(54,905)	(59,171)	(38,570)	(5,911)
Decrease (Increase) in prepayments and other current assets	(46,719)	(72,131)	167,826	25,720
Increase (Decrease) in accounts payable	14,958	(1,502)	34,589	5,301
Increase (Decrease) in salary and employee related accruals	29,168	(1,359)	19,790	3,033
Increase (Decrease) in taxes payable	(45,519)	82,381	(95,342)	(14,612)
Increase (Decrease) in advances from customers	188,319	(17,782)	50,086	7,676
Increase (Decrease) in other payables and accruals	275,883	246,289	(18,735)	(2,871)
Decrease (Increase) in other long-term assets	7,634	(684)	(3,526)	(539)
Decrease in lease liabilities	—	(42,787)	(44,246)	(6,781)
Net cash provided by operating activities	1,792,942	1,761,773	1,405,307	215,373
<b>Cash flows from investing activities:</b>				
Cash received from (paid for) short-term investments	(2,005,226)	(766,992)	179,354	27,487
Cash paid for time deposits	—	—	(700,000)	(107,280)
Cash paid for long-term investments	(156,835)	(876,628)	(39,052)	(5,985)
Cash received from disposal of long-term investments	—	—	4,081	625
Cash paid for acquisitions, net of cash acquired	(27,923)	—	—	—
Cash paid for dividend distribution	—	(455)	(1,600)	(245)
Cash received from sale of available-for-sale debt securities	80,500	—	—	—
Purchase of property and equipment	(87,053)	(25,919)	(47,327)	(7,253)
Purchase of intangible assets	(83,660)	(8,538)	(341)	(52)
Net cash used in investing activities	(2,280,197)	(1,678,532)	(604,885)	(92,703)
<b>Cash flows from financing activities:</b>				
Settlement of convertible senior notes	—	(5)	—	—
Settlement of zero-strike call options and retirement of common shares	(75)	(31)	—	—
Proceeds from the exercise of share options	145,196	281,412	161,133	24,695
Net cash provided by financing activities	145,121	281,376	161,133	24,695
Effect of foreign exchange rate changes on cash and restricted cash	23,530	22,335	(27,672)	(4,241)
<b>Net increase (decrease) in cash and restricted cash</b>	(318,604)	386,952	933,883	143,124
<b>Cash and restricted cash, beginning of year</b>	2,292,725	1,974,121	2,361,073	361,850
<b>Cash and restricted cash, end of year</b>	1,974,121	2,361,073	3,294,956	504,974
<b>Supplemental disclosure of cash flow information:</b>				
Cash paid during the years for income taxes	228,158	188,735	254,871	39,061
Cash paid for interest, net of amounts capitalized	36,807	18,982	—	—
<b>Supplemental disclosure of non-cash operating activities:</b>				
Recognition of right-of-use assets and lease liabilities	—	133,094	38,567	5,911
<b>Supplemental disclosure of non-cash investing activities:</b>				
Accrual related to purchase of property, equipment and software	(7,789)	(6,409)	(553)	(85)
Accrual related to purchase of long-term investments	—	(13,952)	—	—
<b>Supplemental disclosure of non-cash financing activities:</b>				
Restricted cash and payables related to the exercise of share options, end of year	5,770	66,169	2,258	346
Settlement of convertible senior notes by common shares	—	(2,439,198)	—	—

The accompanying notes are an integral part of these consolidated financial statements.

**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**1. ORGANIZATION AND PRINCIPAL ACTIVITIES**

The accompanying consolidated financial statements include the financial statements of 51job, Inc., which was incorporated in the Cayman Islands in March 2000, its subsidiaries and certain variable interest entities (“VIEs”).

51job, Inc., its subsidiaries and the VIEs are hereinafter collectively referred to as the “Group” or the “Company.” The Group is an integrated human resource services provider in the People’s Republic of China (the “PRC” or “China”) and is principally engaged in Internet-based recruitment services. The Group also provides other human resource related services, such as business process outsourcing, campus recruitment, training, assessment and placement services.

**2. PRINCIPAL ACCOUNTING POLICIES**

***(a) Basis of Presentation and Use of Estimates***

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the balance sheet dates and the reported amounts of revenues and expenses during the reported years. Management’s significant estimates include those related to allowances for accounts receivable, allowances for prepayments and other current assets, estimated useful lives of property and equipment and intangible assets, fair values of options to purchase the Company’s common shares, fair values of financial instruments, impairment of long-lived assets, long-term investments and goodwill, the purchase price allocation and fair value of non-controlling interests with respect to business combinations, and deferred tax valuation allowance. Management bases the estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may materially differ from those estimates.

***(b) Basis of Consolidation***

The consolidated financial statements include the financial statements of the Company, its subsidiaries and the VIEs of which the Company is the primary beneficiary. All significant transactions and balances between the Company, its subsidiaries and the VIEs have been eliminated upon consolidation.

A subsidiary is an entity in which the Company, directly or indirectly, controls more than one half of the voting power; has the power to appoint or remove the majority of the members of the board of directors; to cast 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.

**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

The Company has adopted Accounting Standards Codification (“ASC”) 810 “Consolidation” for all periods presented. It requires a VIE to be consolidated by the reporting entity that has a controlling financial interest in the VIE, and thus is the VIE's primary beneficiary. An entity is considered to be a VIE if certain conditions are present, such as if the equity investors in the entity do not have the characteristics of a controlling financial interest or the entity does not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. In determining whether the Company or its subsidiary has a controlling financial interest in a VIE, the Company considered whether the Company or its subsidiaries have the power to direct activities that most significantly impact the VIE's economic performance, including the power to appoint senior management, right to direct company strategy, power to approve capital expenditure budgets, power to establish and manage ordinary business operation procedures and internal regulations and systems, and the right to receive benefits from the VIE that could potentially be significant to the VIE or the obligation to absorb losses of the VIE that could potentially be significant to the VIE.

The Company's subsidiaries include the following:

- 51net.com Inc. (“51net”), incorporated in the British Virgin Islands in August 1999, which is wholly owned by the Company;
- 51net Beijing, incorporated in the Cayman Islands in April 2000, which wholly owns Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd. (“WFOE”), incorporated in the PRC in July 2000, which is wholly owned by the Company;
- 51net HR, incorporated in the Cayman Islands in April 2000, which owns 70% of Shanghai Wang Ju Human Resource Consulting Co., Ltd. (“Wang Ju”), incorporated in the PRC in October 2006, which is wholly owned by the Company; and
- Lagou Information Limited (“Lagou”), incorporated in the Cayman Islands in December 2013, which was acquired and became 66% owned by the Company in December 2017.

51net's principal subsidiaries include the following:

- Qianjin Network Information Technology (Shanghai) Co., Ltd. (“Tech JV”), incorporated in the PRC in January 2000, which is 50% owned by 51net;
- Wang Jin Information Technology (Shanghai) Co., Ltd. (“Wang Jin”), incorporated in the PRC in June 2004, which is wholly owned by 51net;
- Shanghai Wang Ju Advertising Co., Ltd., incorporated in the PRC in June 2007, which is wholly owned by 51net; and
- Wuhan Wang Cai Information Technology Co., Ltd., incorporated in the PRC in December 2009, which is wholly owned by Wang Jin.

**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

Tech JV's principal subsidiaries include the following:

- Shanghai Qianjin Advertising Co., Ltd. ("AdCo"), incorporated in the PRC in June 2001, which is 80% owned by Tech JV;
- Shanghai Wang Cai Advertising Co., Ltd., incorporated in the PRC in April 2005, which is jointly owned by Tech JV and AdCo;
- Shanghai Qianjin Zhong Cheng Human Resources Co., Ltd., incorporated in the PRC in December 2010; which is wholly owned by Tech JV;
- Shanghai Yishu Information Technology Co., Ltd., incorporated in the PRC in May 2007; which was acquired and became wholly owned by Tech JV in April 2015;
- Beijing Zhiding Youyuan Management Consulting Co., Ltd., incorporated in the PRC in September 2010, which was acquired and became 60% owned by Tech JV in June 2015; and
- Qianjin Human Resource Services (Guangzhou) Co., Ltd., incorporated in the PRC in January 2020, which is wholly owned by Tech JV.

The Group's VIEs and the VIEs' principal subsidiaries include the following:

- Beijing Run An Information Consultancy Co., Ltd. ("Run An"), incorporated in the PRC in January 1997, which wholly owns Beijing Qian Cheng Si Jin Advertising Co., Ltd. ("Qian Cheng"), owns 30% of Wang Ju, and owns 60% of Beijing Lagou Network Information Technology Co., Ltd., incorporated in the PRC in March 2013 and acquired by Run An in December 2017; and
- Qian Cheng, incorporated in the PRC in February 1999, which owns 20% of AdCo and effectively owns 50% of Tech JV by direct and indirect ownership through Qian Cheng's wholly owned subsidiary Wuhan Mei Hao Qian Cheng Advertising Co., Ltd. ("Wuhan AdCo"), incorporated in the PRC in August 2001.

As of December 31, 2020 and for all years presented, the Company is the primary beneficiary of two VIEs, Run An and Qian Cheng, which were in existence prior to the establishment of the Company and are considered predecessors of the Group. The Company does not have any direct equity ownership in the VIEs and the VIEs' subsidiaries, but through certain arrangements as described below, the Company receives all of the economic benefits, absorbs all of the expected losses and has the power to direct activities that are significant to the VIEs. In addition, through a call option agreement between 51net and Qian Cheng, 51net is able to purchase the equity interests in Tech JV that are held by Qian Cheng and Wuhan AdCo as well as the equity interests in AdCo and its subsidiaries that are held by Qian Cheng. As a result, Run An, Qian Cheng and all of Tech JV and AdCo are included in the consolidated financial statements, and the Company effectively holds all of the equity interests in its subsidiaries including the VIEs.

Run An holds a human resource service permit issued by the Beijing human resources and social security bureau which allows it to provide recruitment, training and human resource consulting services. Run An is jointly owned by two long-time members of the Company's senior management team, Jingwu Chen and Tao Wang. As of December 31, 2020, the registered capital of Run An was RMB6,000 and its accumulated loss was RMB87,743.

Qian Cheng holds a business license to provide advertising services. Qian Cheng is wholly owned by Run An. As of December 31, 2020, the registered capital of Qian Cheng was RMB1,500 and its retained earnings were RMB3,983.

As the consolidated VIEs are incorporated as limited liability companies under the PRC Company Law, creditors of the VIEs do not have recourse to the general credit of the Company. Currently, there is no contractual arrangement that could require the Company to provide additional financial support to the consolidated VIEs, but the Company may provide such support on a discretionary basis in the future, which could expose the Company to loss.

51JOB, INC.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

The Group has entered into various agreements as related to its VIEs. The key provisions of the agreements with the Company or its subsidiaries and the VIEs or its shareholders are as follows:

*Technical and Consulting Service Agreements.* WFOE has entered into technical and consulting service agreements with Run An and Qian Cheng, respectively, under which WFOE has the exclusive right, subject to certain exceptions, to provide technical services to Run An and Qian Cheng for service fees. WFOE did not issue any invoices to either Run An or Qian Cheng, and neither Run An nor Qian Cheng paid any fees to WFOE for the years ended December 31, 2018, 2019 and 2020. The technical and consulting service agreements with WFOE are valid to September 11, 2027 under the Run An agreement and valid to May 2, 2034 under the Qian Cheng agreement, and can only be terminated by WFOE during the term. Such term is renewable upon written consent of the parties. Although the renewal is upon mutual consent, WFOE may, through its power of attorney, direct Run An and, through Run An, cause Qian Cheng to renew the technical and consulting service agreements upon expiration.

*Equity Pledge Agreement.* As security for the obligations of Run An under the technical and consulting service agreement and the obligations of Run An and its shareholders under the exclusive purchase option agreement described below, the shareholders of Run An have pledged all of their equity interest in Run An to WFOE. According to the pledge agreement, WFOE has the right to dispose of the pledged equity pursuant to PRC law in the event of default by Run An or its shareholders as provided in the pledge agreement. Additionally, the shareholders of Run An have agreed that they will not dispose of the pledged equity or take any actions that will prejudice WFOE's interest under the equity pledge agreement. The equity pledge agreement among WFOE, Run An and its shareholders was entered into on September 4, 2017 and shall expire two years after the fulfillment of all obligations under the Run An technical and consulting service agreement and the exclusive purchase option agreement. This pledge agreement, in combination with the exclusive purchase option agreement, contains content that is substantially the same as the pledge agreements entered into between WFOE and Run An's shareholders in September 2007 and January 2014, and between WFOE and Qian Cheng's shareholders in May 2004. The pledge of the equity interest by the shareholders of Run An to WFOE has been registered with the relevant bureau of the PRC State Administration for Market Regulation.

*Exclusive Purchase Option Agreement.* WFOE has entered into an exclusive purchase option agreement with the shareholders of Run An, dated as of January 27, 2014, and supplemented and amended as of September 4, 2017, under which WFOE or its designee is granted an irrevocable option to purchase all or a portion of the equity interests in Run An at any time by issuing a written notice to the shareholders, subject to compliance with applicable PRC laws and regulations. The purchase price shall be equal to the contribution actually made by the shareholder for his equity interest in Run An. If the lowest price permitted under PRC law is above the contribution actually made by the shareholder, the premium shall be paid to Tech JV in accordance with the terms of the loan agreements described below. The exclusive purchase option agreement has the same term as the Run An technical and consulting service agreement. WFOE also has the exclusive right to terminate the agreement at any time by delivering a written notice to the shareholders of Run An.

51JOB, INC.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

*Powers of Attorney.* In conjunction with the signing of the equity pledge agreement and the exclusive purchase option agreement, each of the shareholders of Run An has signed an irrevocable power of attorney to appoint WFOE, as attorney-in-fact to vote, by itself or any other person to be designated at its discretion, on all matters of Run An that need to be decided by its shareholders. Because Qian Cheng is a wholly owned subsidiary of Run An and Wuhan AdCo is a wholly owned subsidiary of Qian Cheng, through controlling all material matters of Run An (including but not limited to all material operational matters and the appointment and removal of directors and senior management), WFOE also has indirect control on all material matters of Qian Cheng and Wuhan AdCo. Each power of attorney was entered into on January 27, 2014, and supplemented and amended as of September 4, 2017, and will remain effective for as long as Run An exists. The shareholders of Run An are not entitled to terminate or amend the terms of the power of attorney without prior written consent from WFOE.

*Loan Agreements.* Tech JV has entered into loan agreements dated as of September 11, 2007, and supplemented and amended as of September 4, 2017, for an aggregate amount of RMB6,000 with the shareholders of Run An, with the sole and exclusive purpose to fund the capitalization of Run An. The loans can be repaid only with the proceeds received from the transfer of the shareholders' equity interest in Run An to Tech JV or its designee. The interest-free loan agreements are valid to September 11, 2027, and the term may be extended upon written consent of the parties.

*Call Option Agreement.* 51net has entered into a call option agreement with Qian Cheng dated as of August 1, 2002, and supplemented and amended as of May 3, 2004 and August 1, 2012, under which 51net or its designee is granted an irrevocable option to purchase all of Qian Cheng's equity interest in Tech JV and AdCo for RMB1,200 or, if such purchase price is not permissible under applicable PRC laws, the lowest price permitted under then applicable PRC laws. In addition, Qian Cheng granted 51net an irrevocable option to purchase any and all of its equity interests in the subsidiaries of AdCo at the lowest price permitted under PRC laws. The call option agreement is valid to July 31, 2022, and the term may be extended upon written consent of the parties.

Management monitors the regulatory risk associated with these contractual arrangements. The Company's PRC legal counsel has advised management that these contractual arrangements are not in violation of existing PRC laws, rules and regulations in all material aspects. Based on such advice and management's knowledge and experience, the Company believes that its contractual arrangements with its consolidated VIEs and their shareholders are valid, legally binding and in compliance with current PRC laws. However, there are substantial uncertainties regarding the interpretation and application of current or future PRC laws, rules and regulations that could limit the Company's ability to enforce these contractual arrangements. See Note 18 for further discussion.

**51JOB, INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

Summary financial information of the Group's VIEs and the VIEs' subsidiaries included in the consolidated financial statements is as follows:

	As of December 31,	
	2019	2020
	RMB	RMB
Total assets	478,635	504,043
Total liabilities	205,580	293,335

	For the year ended December 31,		
	2018	2019	2020
	RMB	RMB	RMB
Total revenues	161,816	180,749	211,718
Net income (loss)	18,406	(33,419)	(85,729)

	For the year ended December 31,		
	2018	2019	2020
	RMB	RMB	RMB
Net cash provided by (used in) operating activities	5,855	(24,841)	(8,700)
Net cash used in investing activities	(83,936)	(22,232)	(17,500)
Net cash provided by financing activities	157,000	25,000	—
Net increase (decrease) in cash	78,919	(22,073)	(26,200)
Cash, beginning of year	7,882	86,801	64,728
Cash, end of year	86,801	64,728	38,528

**(c) Foreign Currencies**

The Group's functional and reporting currency is the Renminbi ("RMB"). Transactions denominated in currencies other than RMB are translated into RMB at the exchange rates quoted by the People's Bank of China prevailing at the dates of the transactions. Gains and losses resulting from foreign currency transactions are included in the consolidated statements of operations and comprehensive income. Monetary assets and liabilities denominated in foreign currencies are translated into RMB using the applicable exchange rates quoted by the People's Bank of China at the balance sheet dates. All such exchange gains and losses are included in the consolidated statements of operations and comprehensive income. The exchange differences for translation of group companies' balances where RMB is not their functional currency are included in cumulative translation adjustments, which is a separate component of shareholders' equity in the consolidated financial statements.

The unaudited United States dollar ("US\$") amounts disclosed in the accompanying financial statements are presented solely for the convenience of the readers. Translations of amounts from RMB into US\$ for the convenience of the reader were calculated at the rate of US\$1.00 = RMB6.5250 on December 31, 2020, representing the noon buying rate in The City of New York for cable transfers of RMB as certified for customs purposes by the Federal Reserve Bank of New York. No representation is made that the RMB amounts could have been, or could be, converted into US\$ at that rate on December 31, 2020, or at any other rate.

**51JOB, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)*****(d) Cash and Restricted Cash***

Cash represents cash on hand and demand deposits placed with banks or other financial institutions. Restricted cash represents cash proceeds from the exercise of share options by the Company's employees, executives and directors held in a bank account which have yet to be transmitted to them.

The following table reconciles cash and restricted cash as reported on the consolidated balance sheets as of December 31, 2019 and 2020, to the amounts presented in the consolidated statements of cash flows:

	<u>2019</u> <u>RMB</u>	<u>2020</u> <u>RMB</u>
Cash	2,294,904	3,292,698
Restricted cash	66,169	2,258
Total cash and restricted cash	<u>2,361,073</u>	<u>3,294,956</u>

Included in the cash and restricted cash balances as of December 31, 2019 and 2020 are amounts denominated in United States dollars totaling US\$76,726 and US\$60,072, respectively (equivalent to approximately RMB535,254 and RMB391,964, based on the RMB to US\$ exchange rate quoted by the People's Bank of China on December 31, 2019 and 2020, respectively). The Group receives substantially all of its revenues in RMB, which currently is neither a freely convertible currency nor can it be freely remitted out of China.

***(e) Accounts Receivable and Payments Made on Behalf of Customers***

Accounts receivable and payments made on behalf of customers are presented net of allowance for credit losses.

Prior to January 1, 2020, the Company provided general and specific provisions for credit losses when facts and circumstances indicated that the receivable was unlikely to be collected. If the economic situation and financial condition of a customer deteriorated resulting in an impairment of its ability to make payments, additional allowances may have been required.

On January 1, 2020, the Company adopted ASU No. 2016-13, "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASC 326"), which amends previously issued guidance regarding the impairment of financial instruments by creating an impairment model that is based on expected losses rather than incurred losses. The adoption of ASC 326 had no material impact on the Company's consolidated financial statements.

To estimate expected credit losses, the Company has identified the relevant risk characteristics of its customers and the related accounts receivable and payments made on behalf of customers which include size, type of the services or the products the Company provides, or a combination of these characteristics. Receivables with similar risk characteristics have been grouped into pools. For each pool, the Company considers the past collection experience, current economic conditions, future economic conditions (external data and macroeconomic factors) and changes in the Company's customer collection trends. This is assessed at each quarter based on the Company's specific facts and circumstances.



51JOB, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(f) Investments

The Group's short-term investments consist of time deposits with original maturities between three months and one year with banks in the PRC and Hong Kong, and investment products issued by financial institutions in the PRC with a variable interest rate indexed to the performance of underlying assets. Non-current time deposits with banks in the PRC have an original maturity of three years.

The Group's long-term investments consist of equity securities with readily determinable fair values, equity securities without readily determinable fair values, equity method investments and available-for-sale debt securities.

*Equity Securities with Readily Determinable Fair Values*

Equity securities with readily determinable fair values are measured at fair value with unrealized gains and losses recorded in the consolidated statements of operations and comprehensive income.

For the year ended December 31, 2019, the Company acquired a 5.7% equity interest in Huali University Group Limited, a large-scale private higher education and vocational education group in South China that is listed on the Hong Kong Stock Exchange. The investment cost was RMB201,558 and the fair value as of December 31, 2019 and 2020 was RMB159,148 and RMB158,145, respectively, which was measured using the stock price at the end of the year. The change in fair value was a loss of RMB42,410 and a gain of RMB10,760 for the years ended December 31, 2019 and 2020, respectively.

*Equity Securities without Readily Determinable Fair Values*

Equity securities without readily determinable fair values, and for which the Company does not control or exercise significant influence, are measured and recorded using a measurement alternative that measures the securities at cost less impairment, if any, plus or minus changes resulting from qualifying observable price changes.

For the year ended December 31, 2019, the Company recognized an impairment loss of RMB98,277 associated with an investment in a provider of on-demand work opportunities in the United States, primarily due to changes in its business prospects and financial condition. No other-than-temporary impairment charge was incurred in the years ended December 31, 2018 and 2020.

For the year ended December 31, 2020, the Company recognized a gain of RMB39,614 related to a change in the fair value of a human resource consulting and executive search services provider in China when the Company participated in an additional round of equity financing in the entity along with other third-party investors, and re-measured its previously held equity interest. No qualifying observable price change was noted in the years ended December 31, 2018 and 2019.

**51JOB, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

The Group's investments in equity securities without readily determinable fair values primarily consist of a number of small, non-controlling equity investments in companies that provide services related to the Group's operations or the overall human resources industry. In the year ended December 31, 2018, the Group made the following long-term investments: (i) RMB31,535 for a 14.3% equity interest in a technology talent assessment services provider in the United States; (ii) RMB25,000 for a 18.0% equity interest in a human resource consulting and executive search services company in China; and (iii) a total of RMB300 for a 5.0% equity interest in each of three companies that provide business process outsourcing services in China. In the year ended December 31, 2019, the Group made the following long-term investments: (i) RMB565,664 for a 17.5% equity interest in CDP Holdings, Ltd., a provider of human capital management services delivered through a cloud-based technology platform in China; (ii) RMB78,000 for a 19.5% equity interest in a provider of tools and solutions powered by artificial intelligence that assist HR departments with talent recruitment, training and retention in China; (iii) RMB20,157 for a 3.0% equity interest in a recruiting platform that focuses on gig and hourly services workers within the on-demand labor market in the United States; and (iv) a total of RMB200 for a 5.0% equity interest in each of two companies that provide business process outsourcing services in China. In the year ended December 31, 2020, the Group made the following long-term investments: (i) RMB7,500 to increase its equity interest in a human resource consulting and executive search services company in China from 18.0% to 19.3%; (ii) RMB17,500 for a 19.6% equity interest in an online recruitment platform focused on flexible employment opportunities in the hotel industry in China; and (iii) RMB100 for a 5.0% equity interest in a company that provides business process outsourcing services in China.

*Equity Method Investments*

For investees over which the Group does have the ability to exercise significant influence, but does not have a controlling interest, the Group accounts for these investments under the equity method.

Under the equity method, the Group initially records investments at cost and subsequently recognizes proportionate share of each equity investee's change in fair value in the consolidated statements of operations and comprehensive income and accordingly adjusts the carrying amount of the investment. An impairment charge is recorded if the carrying amount of the investment exceeds its fair value and this condition is determined to be other-than-temporary.

In the year ended December 31, 2018, the Group made an equity method investment of RMB75,000 for a 5.0% equity interest in an investment fund partnership as a limited partner. The Group also entered into an agreement in the amount of RMB50,000 for a 25.0% equity interest in another investment fund partnership as a limited partner, of which RMB25,000 and RMB25,000 was paid in the years ended December 31, 2018 and 2019, respectively. Both funds are focused on exploring opportunities and making investments in companies that primarily provide services in the education and training market in China. No other-than-temporary impairment charge was incurred in the years ended December 31, 2018, 2019 and 2020.

*Available-for-Sale Debt Securities*

Debt securities that the Group has the intent to hold for an indefinite period are classified as available-for-sale and reported at fair value. Unrealized gains and losses (other than impairment losses) are reported, net of the related tax effect, in other comprehensive income. Upon sale, realized gains and losses are reported in net income. The Group monitors these investments for other-than-temporary impairment by considering factors including, but not limited to, current economic and market conditions, the operating performance of the companies including current earnings trends and other company-specific information. The Group also assesses these investments for expected credit losses and did not record any allowance for credit losses as of December 31, 2020.

## 51JOB, INC.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

In September 2016, the Group completed an investment of RMB126,716 for a 15.0% equity interest in Shanghai Gaodun Education & Training Co., Ltd. ("Golden Finance"), a provider of online and offline accounting and finance training courses in China. The Group's shares in Golden Finance have a liquidation preference, and the Group has a right to demand redemption of its investment. Accordingly, due to the redemption option available to the Group, the Golden Finance investment was determined to be a debt, which was classified as available-for-sale debt security measured at fair value on a recurring basis. See Note 15. In 2018, the Company realized a gain of RMB61,070 from the sale of some shares of Golden Finance. As of December 31, 2020, the Group's redeemable equity interest in Golden Finance was 10.8%.

**(g) Property and Equipment**

Property and equipment are stated at cost less accumulated depreciation and impairment if applicable. Repairs and maintenance costs are charged to operating expenses as incurred, whereas the costs of renewals and betterment that extends the useful lives of property and equipment are capitalized as additions to the related assets. Depreciation is calculated on a straight-line basis to allocate the cost of the assets to their estimated residual value over the following estimated useful lives:

	Estimated useful lives
Building	20 years
Leasehold improvements	Lesser of the lease period or the estimated useful life
Electronic equipment	3 to 5 years
Furniture and fixtures	5 years
Motor vehicles	5 years
Other assets	5 years

**(h) Business Combinations**

U.S. GAAP requires that all business combinations not involving entities or businesses under common control be accounted for under the purchase method. The cost of an acquisition is measured as the aggregate of the fair values at the date of exchange of the assets given, liabilities incurred and equity instruments issued. The transaction costs directly attributable to the acquisition are expensed as incurred. Identifiable assets, liabilities and contingent liabilities acquired or assumed are measured separately at their fair value as of the acquisition date, irrespective of the extent of any non-controlling interests. The excess of the (i) the total of cost of acquisition, fair value of the non-controlling interests and acquisition date fair value of any previously held equity interest in the acquiree over (ii) the fair value of the identifiable net assets of the acquiree is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the consolidated statements of operations and comprehensive income.

The determination and allocation of fair values to the identifiable assets acquired and liabilities assumed is based on various assumptions and valuation methodologies requiring considerable management judgment. The most significant variables in these valuations are discount rates, the number of years on which to base the cash flow projections, as well as the assumptions and estimates used to forecast the future cash inflows and outflows. Management determines discount rates to be used based on the risk inherent in the related activity's current business model and industry comparisons. Although management believes that the assumptions applied in the determination are reasonable based on information available at the date of acquisition, actual results may differ from the forecasted amounts and the difference could be material.

## 51JOB, INC.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

A non-controlling interest is recognized to reflect the portion of a subsidiary's equity which is not attributable, directly or indirectly, to the Company. When the non-controlling interest is contingently redeemable upon the occurrence of a conditional event, which is not solely within the control of the Company, the non-controlling interest is classified as mezzanine equity. Consolidated net income on the consolidated statements of operations and comprehensive income includes the net income (loss) attributable to non-controlling interests and mezzanine equity holders when applicable. Net income (loss) attributable to mezzanine equity holders is included in net income (loss) attributable to non-controlling interests on the consolidated statements of operations and comprehensive income, while it is excluded from the consolidated statements of changes in shareholders' equity. For the years ended December 31, 2018, 2019 and 2020, net loss attributable to mezzanine equity holders amounted to RMB10,496, RMB8,671 and RMB27,163, respectively. The cumulative results of operations attributable to non-controlling interests are also recorded as non-controlling interests in the Company's consolidated balance sheets. Cash flows related to transactions with non-controlling interests are presented under financing activities in the consolidated statements of cash flows when applicable.

**(i) Goodwill and Intangible Assets***Goodwill*

Goodwill represents the excess of the total cost of the acquisition, the fair value of any non-controlling interests and the acquisition date fair value of any previously held equity interest in the acquiree over the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed of the acquired entity as a result of the Company's acquisitions of interests in its subsidiaries and the VIEs. Goodwill is not amortized but is tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that it might be impaired. The Company first assesses qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. In the qualitative assessment, the Company considers primary factors such as industry and market considerations, overall financial performance of the reporting unit and other specific information related to the operations. Based on the qualitative assessment, if it is more likely than not that the fair value of each reporting unit is less than the carrying amount, the quantitative impairment test is performed.

In performing the two-step quantitative impairment test, the first step compares the fair values of each reporting unit to its carrying amount, including goodwill. If the fair value of each reporting unit exceeds its carrying amount, goodwill is not considered to be impaired and the second step will not be required. If the carrying amount of a reporting unit exceeds its fair value, then the second step is performed to measure the amount of impairment loss by comparing the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill.

On January 1, 2020, the Group adopted ASU No. 2017-04, "Simplifying the Test for Goodwill Impairment," which simplifies the test for goodwill impairment by removing the second step. The Company, therefore, performs the goodwill impairment test by comparing the fair value of the reporting unit with its carrying amount and recognizing an impairment charge for the amount by which the carrying amount exceeds the fair value, not to exceed the total amount of goodwill allocated to the reporting unit. This adoption did not have a material impact on the Company's consolidated financial statements.

**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

Application of a goodwill impairment test requires significant management judgment, including the identification of reporting units, assigning assets, liabilities and goodwill to reporting units, and determining the fair value of each reporting unit. The Company estimates the fair value of the reporting unit using a discounted cash flow model. This valuation approach considers various assumptions including projections of future cash flows, perpetual growth rates and discount rates. The assumptions about future cash flows and growth rates are based on management's assessment of a number of factors, including the reporting unit's recent performance against budget, performance in the market that the reporting unit serves, as well as industry and general economic data from third party sources. Discount rate assumptions reflect an assessment of the risk inherent in those future cash flows. Changes to the underlying businesses could affect the future cash flows, which in turn could affect the fair value of the reporting unit. Management performs its annual goodwill impairment test on December 31. No impairment of goodwill was recognized in the years ended December 31, 2018, 2019 and 2020.

*Intangible Assets*

Intangible assets purchased and intangible assets arising from acquisitions of subsidiaries are recognized and measured at fair value upon acquisition. The Company's purchased intangible assets include computer software, acquired technology and licenses. Separately identifiable intangible assets arising from acquisitions consist of online program transmission license, trade names, technology and customer relationships. The estimated life of intangible assets subject to amortization is reassessed if circumstances occur that indicate the life has changed. Intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. No impairment of intangible assets was recognized in the years ended December 31, 2018, 2019 and 2020.

**51JOB, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

Amortization is calculated on a straight-line basis over the following estimated useful lives:

	Estimated useful lives
Computer software	2 to 10 years
Acquired technology	5 to 10 years
Trade names	10 to 20 years
Customer relationships	5 years
Acquired program transmission license	6 years
Acquired training and other licenses	5 to 10 years

***(j) Impairment of Long-Lived Assets Other Than Goodwill***

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that carrying amount of an asset group may not be recoverable. The recoverability of an asset group is based on the undiscounted future cash flows the asset group is expected to generate and recognize an impairment loss when the estimated undiscounted future cash flows expected to result from the use of the asset group plus net proceeds expected from the disposition of the asset group, if any, are less than the carrying value of the asset group. If the Group identifies an impairment, the Group reduces the carrying amount of the asset group to its estimated fair value based on a discounted cash flow approach or, when available and appropriate, to comparable market values. No impairment of long-lived assets was recognized in the years ended December 31, 2018, 2019 and 2020.

***(k) Revenue Recognition***

In accordance with ASC 606 "Revenue from Contracts with Customers" ("ASC 606"), revenue is recognized when control of the promised goods or services is transferred to 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 obligation(s) in the contract;
- Determination of the transaction price, including the constraint on variable consideration;
- Allocation of the transaction price to the performance obligation(s) in the contract; and
- Recognition of revenue when (or as) the Group satisfies a performance obligation.

The following is a description of the accounting policy for the principal revenue streams of the Group.

**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

*Online Recruitment Services Revenues*

The Group provides online recruitment services through several websites, including [www.51job.com](http://www.51job.com), [www.yingjiesheng.com](http://www.yingjiesheng.com), [www.51jingying.com](http://www.51jingying.com), [www.lagou.com](http://www.lagou.com) and [www.51mdd.com](http://www.51mdd.com), and their related mobile applications.

The Group sells recruitment packages that provide a single service or combination of services, such as job postings, access to a searchable resumé database, advertising and online management tools, which assist employers with their hiring process. The subscription period of recruitment packages ranges from one month to one year, and the display period for online advertising ranges from one week to one year. The Group satisfies its performance obligation to customers over time starting when jobs posted by employers appear on its recruitment platforms, when the ability to search and download resumes from the database is provided, when advertising is displayed, or when a user account to access the online management system is authorized. The Group's contracts with customers do not include a general right of return for items delivered and services performed. Revenue is recognized when services are provided over the subscription or display period. For recruitment packages with multiple performance obligations, see "Arrangements with Multiple Performance Obligations" below about the allocation of transaction price.

*Other Human Resource Related Revenues*

The Group provides other value-added human resource services, such as business process outsourcing, campus recruitment, training, assessment, placement and other services.

The Group assists employers with human resource administrative functions on an outsourced basis, which mainly consist of social insurance, benefits and payroll processing as well as regulatory compliance services. Employers can choose to utilize a single service or combination of services. The fees collected for providing these services are mainly based on a fixed fee per employee or transaction processed. The contract term for business process outsourcing services ranges from one to three years. The Group satisfies its performance obligation to customers when transactions are processed and tasks are completed. Revenue is recognized when services are performed and the customer simultaneously receives and consumes the benefits from these services, generally on a monthly basis.

The Group provides campus recruitment services to employers. These services include planning, promoting and managing recruitment events online or in-person on or near college campuses as well as a host of selection and screening services that enable employers to successfully recruit college students and graduates. The Group satisfies its performance obligation and revenue is recognized when these events and the tasks in conjunction to these events as outlined in the contract with customers have been completed.

The Group conducts training programs, workshops and physical activities related to a variety of business and management topics, such as leadership, communication skills and team building. The Group satisfies its performance obligation and revenue is recognized when participants attend training events organized by the Group. For professional assessment tests, the Group satisfies its performance obligation and revenue is recognized when tests are administered to job candidates and employees.

For placement services, the Group satisfies its performance obligation and revenue is recognized as the identification of prospective candidates to fill job positions as designated in the contract is completed and accepted by customers. For other services such as compensation benchmarking reports, the Group satisfies its performance obligation and revenue is recognized when services are performed and items are delivered.

**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

*Arrangements with Multiple Performance Obligations*

The Group's contracts with customers may include multiple services and therefore, multiple performance obligations. For such arrangements, the Group allocates revenues to each performance obligation on a relative basis, using the value of each service on a standalone basis, which is determined utilizing regular selling prices charged in unbundled arrangements.

*Contract Balances*

The Group's contract balances include accounts receivable and advances from customers. The contract balances have increased along with the growth of the Group's business.

The Group's advances from customers consist of cash received from customers in advance of revenue recognition, which is a contract liability. The advances from customers balance was RMB1,108,518 and RMB1,158,604 as of December 31, 2019 and 2020, respectively, which was primarily driven by payments from employers received prior to the Group satisfying its performance obligation. This was offset by RMB1,098,970 and RMB1,071,208 of revenues recognized for the years ended December 31, 2019 and 2020, respectively, that were included in the advances from customers balance as of December 31, 2018 and 2019, respectively.

*Practical Expedients and Exemptions*

The Group generally expenses sales commissions when incurred because the amortization period would have been one year or less. These costs are recorded within sales and marketing expenses in the consolidated statements of operations and comprehensive income.

The Group has applied the optional exemption provided by ASC 606 to not disclose the value of remaining performance obligations not yet satisfied as of period end for contracts with original expected duration of one year or less.

*Value-Added Tax and Related Government Surcharges*

Generally, the main businesses of the Group's PRC subsidiaries and VIEs are subject to value-added tax ("VAT") rates of 5% or 6%, and are permitted to offset input VAT supported by valid VAT special invoices received from vendors against their VAT liability. VAT on the invoiced amount collected by the PRC subsidiaries and VIEs on behalf of tax authorities in respect of services provided, net of VAT paid for purchases, is recorded as taxes payable until it is paid to the tax authorities.

The Group's PRC subsidiaries and VIEs are subject to certain government surcharges on the VAT payable in the PRC. Beginning January 1, 2019, the Company's presentation of surcharges has been included in cost of services.

**(I) Cost of Services**

Cost of services consist primarily of payroll compensation and related employee costs, subcontracting fees and other expenses incurred by the Group which are directly attributable to the rendering of the Group's online recruitment and other human resource services. The amount of government surcharges included in cost of services was RMB42,245, RMB49,966 and RMB46,366 for the years ended December 31, 2018, 2019 and 2020, respectively.



## 51JOB, INC.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)*****(m) Sales and Marketing Expenses***

Sales and marketing expenses consist primarily of payroll compensation and related employee costs of the Group's sales and marketing personnel as well as advertising and promotion expenses. Advertising and promotion expenses generally represent the cost of promotions to create or stimulate a positive image of the Group or a desire for the Group's services. Advertising and promotion expenses are charged to the consolidated statements of operations and comprehensive income when incurred and totaled RMB205,279, RMB201,988 and RMB272,110 for the years ended December 31, 2018, 2019 and 2020, respectively.

***(n) General and Administrative Expenses***

General and administrative expenses consist primarily of payroll compensation and related employee costs of the Group's administrative and back office personnel, rental expenses, depreciation and provision for credit losses.

***(o) Share-Based Compensation***

The Company accounts for share-based compensation arrangements with employees in accordance with ASC 718 "Compensation – Stock Compensation." It requires the Company to measure at the grant date the fair value of the stock-based award and recognize compensation costs, net of estimated forfeitures, on a straight-line basis, over the requisite service period. The Company uses the Black-Scholes option pricing model to determine the fair value of stock options. Risk-free interest rates are based on the U.S. Treasury yield for the terms consistent with the expected life of award at the time of grant. Expected life takes into account vesting and contractual terms, employee demographics and historical exercise behavior, which the Company believes are useful reference points. The assumption for expected dividend yield is consistent with the Company's current policy of no dividend payout. The Company estimates expected volatility at the date of grant based on historical volatilities of the market price of its American depositary shares ("ADSs"). Forfeiture rate is estimated based on historical forfeiture patterns and adjusted to reflect future change in circumstances and facts, if any. If actual forfeitures differ from those estimates, the Company may need to revise those estimates used in subsequent periods. The weighted average fair value per stock option on grant date is RMB148.05, RMB153.95 and RMB142.11 for the years ended December 31, 2018, 2019 and 2020, respectively.

For the years ended December 31, 2018, 2019 and 2020, the fair value of options granted was estimated with the following assumptions:

	2018	2019	2020
Risk-free interest rate	2.41%-2.75%	1.61%-2.47%	0.22%-0.42%
Expected life (years)	4	4	4
Expected dividend yield	0%	0%	0%
Volatility	32%	35%-38%	38%-41%
Weighted average fair value per common share on date of option grant	US\$73.46	US\$69.46	US\$67.96

***(p) Leases***

Prior to the adoption of ASC 842 on January 1, 2019, leases where substantially all the rewards and risks of ownership of assets remain with the leasing company were accounted for as operating leases. Payments made under operating leases were charged to the consolidated statements of operations and comprehensive income on a straight-line basis over the lease periods.

**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

On January 1, 2019, the Company adopted ASC 842 using the modified retrospective method. The Company elected practical expedients upon transition that retained the lease classification and initial direct costs for any leases that existed prior to adoption of the standard. The Company did not reassess whether any contracts entered into prior to adoption were leases. Prior periods have not been restated and there was no cumulative-effect adjustment to retained earnings as of January 1, 2019. The adoption of ASC 842 resulted in the recording of right-of-use assets (after adjustments for prepayments in the amount of RMB4,700) and lease liabilities of approximately RMB108,400 and RMB103,700, respectively, based on the present value of remaining lease payments over the lease term. Total right-of-use assets included net book value of RMB236,700 in land use rights that were previously presented in property and equipment on the consolidated balance sheet as of December 31, 2018. The adoption of ASC 842 did not have a material impact on the Company's consolidated statements of operations and comprehensive income.

The Company determines if an arrangement is a lease at inception. Operating leases are included in right-of-use assets and lease liabilities on the Company's consolidated balance sheets. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease right-of-use assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. When determining the lease term, the Company includes options to extend or terminate the lease when it is reasonably certain that it will exercise that option, if any. As the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate, which it calculates based on the credit quality of the Company and by comparing interest rates available in the market for similar borrowings, and adjusting this amount based on the impact of collateral over the term of each lease.

The Company has elected to adopt the following lease policies in conjunction with the adoption of ASC 842: (i) elect for each lease not to separate non-lease components from lease components and instead to account for each separate lease component and the non-lease components associated with that lease component as a single lease component; and (ii) for leases that have lease terms of 12 months or less and do not include a purchase option that is reasonably certain to exercise, the Company elected not to apply ASC 842 recognition requirements.

**(q) Taxation**

The Company accounts for income taxes using the liability method. Under this method, deferred income taxes are recognized for the differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities by applying enacted statutory rates applicable to future years in which the differences are expected to reverse. The tax base of an asset or liability is the amount attributed to that asset or liability for tax purposes. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided to reduce the amount of deferred tax assets if it is considered more likely than not that some portion of, or all of, the deferred tax assets will not be realized.

The Company accounts for uncertainties in accordance with ASC 740-10-25 "Income Taxes – Overall – Recognition." The Company recognizes a tax benefit associated with an uncertain tax position when, in management's judgment, it is more likely than not that the position will be sustained upon examination by a taxing authority. The Company has elected to classify interest and penalties related to an uncertain tax position, if any and when required, as general and administrative expenses. In the years ended December 31, 2018, 2019 and 2020, the Company did not record any interest and penalties associated with uncertain tax positions as there were no uncertain tax positions.

51JOB, INC.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

**(r) Statutory Reserves**

With the exception of Tech JV which is 50% owned by 51net, a British Virgin Islands company, and Wang Ju which is majority owned by 51net HR, a Cayman Islands company, the Group's subsidiaries and VIEs incorporated in the PRC are required on an annual basis to allocate at least 10% of their after-tax profit, after the recovery of accumulated deficit, to the statutory common reserve. The amount of allocation is calculated based on an entity's after-tax profit shown in its statutory financial statements which are prepared in accordance with PRC accounting standards and regulations until the reserve has reached 50% of the registered capital of each company. Once the total statutory common reserve fund reaches 50% of the registered capital of the respective companies, further appropriations are discretionary. The statutory common reserve fund is not distributable to shareholders except in the event of liquidation. Since 2008, the statutory common reserve fund for more than half of the Group's subsidiaries and VIEs incorporated in the PRC had reached 50% of the registered capital of the respective companies. As a result, no appropriations were made by these entities to their respective statutory reserve funds in the years ended December 31, 2018, 2019 and 2020. With the exception of a few entities, all remaining subsidiaries whose total statutory common reserve fund had not reached 50% of its respective registered capital had accumulative losses as of December 31, 2018, 2019 and 2020. As a result, these entities did not make appropriations to their statutory reserve funds in the years ended December 31, 2018, 2019 and 2020. During the years ended December 31, 2018, 2019 and 2020, the Group's subsidiaries that did not have accumulative losses made total appropriations to their statutory common reserve fund in the amount of RMB3,405, RMB651 and RMB544, respectively.

In addition, the Group's subsidiaries and VIEs incorporated in the PRC may, at the discretion of its board of directors, on an annual basis set aside the statutory common welfare fund, which can be used for staff welfare of the Group. No appropriations to the statutory common welfare fund were made for the years ended December 31, 2018, 2019 and 2020.

Appropriations to the statutory common reserve fund and the statutory common welfare fund are accounted for as a transfer from retained earnings to the statutory reserves.

There are no legal requirements in the PRC to fund these reserves by transfer of cash to any restricted accounts, and the Group does not do so. These reserves are not distributable as cash dividends.

**(s) Dividend and Restricted Net Assets**

Dividends are recognized when declared. PRC regulations currently permit payment of dividends only out of accumulated profits as determined in accordance with PRC accounting standards and regulations. Additionally, the Group's PRC subsidiaries and VIEs can only distribute dividends after they have met the PRC requirements for appropriation to statutory reserves. See Note 2(r). In addition, the net assets of the Group's subsidiaries and VIEs associated with their paid-in capital are not distributable in the form of dividends. Aggregate net assets of the Group's PRC subsidiaries and VIEs not distributable in the form of dividends to the parent as a result of the aforesaid PRC regulations and related to the paid-in capital and statutory reserves were approximately RMB493,962 and RMB497,704, or 4.4% and 4.0% of total consolidated net assets as of December 31, 2019 and 2020, respectively. However, the PRC subsidiaries may transfer such net assets to the Company by other means, including through royalty and trademark license agreements or certain other contractual agreements, at the discretion of the Company without third party consent.

51JOB, INC.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

**(i) Earnings Per Share**

In accordance with ASC 260 “Earnings Per Share,” basic earnings per share is computed by dividing net income attributable to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings per share is calculated by dividing net income attributable to common shareholders, as adjusted for the change in income resulting from the assumed conversion of securities or other contracts (i.e., zero-strike call option contracts) to common shares, by the weighted average number of common and dilutive common equivalent shares outstanding during the period. Common equivalent shares consist of the common shares issuable upon the conversion of the convertible senior notes (using the if-converted method) and common shares issuable upon the exercise of outstanding share options (using the treasury stock method).

The common shares underlying the zero-strike call option contracts are excluded from both the basic and diluted earnings per share calculation as they are considered as deemed repurchased for the purpose of calculating both basic and diluted earnings per share. See Note 14.

**(u) Segment Reporting**

Based on the criteria established by ASC 280 “Segment Reporting,” the Group currently operates and manages its business as a single operating and single reportable segment. The Group’s chief operating decision-maker (“CODM”) is the chief executive officer. The CODM reviews operating results to make decisions about allocating resources and assessing performance for the entire Group. The Group primarily generates its revenues from customers in the PRC, and assets of the Group are also located in PRC. Accordingly, no geographical segments are presented.

**(v) Stock Repurchase**

When the Company’s common shares are repurchased for retirement, the excess of cost over par value is charged entirely to additional paid-in capital, limited to additional paid-in capital of the same issue being retired.

**(w) Comprehensive Income**

In accordance with ASC 220 “Comprehensive Income,” other comprehensive income/loss is defined as the change in equity of a company during the period from transactions and other events and circumstances excluding transactions resulting from investments from owners and distributions to owners. Accumulated other comprehensive income mainly consists of cumulative foreign currency translation adjustments and unrealized gains on available-for-sale debt securities.

**(x) Government Subsidies**

Government subsidies represent discretionary cash subsidies granted by the local government to encourage the development of certain enterprises that are established in the local special economic region. Cash subsidies have no defined rules and regulations to govern the criteria necessary for companies to enjoy the benefits and are recognized as other income when received and when all conditions for their receipt have been satisfied.

The Group recognized government subsidies of RMB173,760, RMB202,354 and RMB169,840 which were included in other income for the years ended December 31, 2018, 2019 and 2020, respectively.

51JOB, INC.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**2. PRINCIPAL ACCOUNTING POLICIES (Continued)**

*(y) Recent Accounting Pronouncements*

*New and Amended Standards Adopted by the Group*

In June 2016, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2016-13, “Financial Instruments – Credit Losses,” which amends previously issued guidance regarding the impairment of financial instruments by creating an impairment model that is based on expected losses rather than incurred losses. The Company has adopted this standard on January 1, 2020 and its adoption had no material impact on the Company’s consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-04, “Simplifying the Test for Goodwill Impairment,” which removes the requirement to compare the implied fair value of goodwill with its carrying amount as part of the second step of the goodwill impairment test. The Company has adopted this standard on January 1, 2020 and its adoption had no material impact on the Company’s consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-13, “Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement” (“ASU 2018-13”), which eliminates, adds and modifies certain disclosure requirements for fair value measurements. Under the guidance, public companies will be required to disclose the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. The guidance is effective for all entities for fiscal years beginning after December 15, 2019 and for interim periods within those fiscal years, but entities are permitted to early adopt either the entire standard or only the provisions that eliminate or modify the requirements. The Company has adopted ASU 2018-13 on January 1, 2020, and for the relevant additional disclosure, see Note 15.

*New and Amended Standards Not Yet Adopted by the Group*

In December 2019, the FASB issued ASU No. 2019-12, “Simplifying the Accounting for Income Taxes,” to remove specific exceptions to the general principles in Topic 740 and to simplify accounting for income taxes. The standard is effective for public companies for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. Early adoption is permitted. The Company is currently evaluating the impact of this ASU on its consolidated financial statements.

In January 2020, the FASB issued ASU No. 2020-01, “Investments – Equity Securities (Topic 321), Investments – Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815): Clarifying the Interactions between Topic 321, Topic 323, and Topic 815,” which clarifies the interaction of the accounting for equity investments under Topic 321 and investments accounted for under the equity method of accounting in Topic 323 and the accounting for certain forward contracts and purchased options accounted for under Topic 815. The standard is effective for public companies for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. Early adoption is permitted. The Company is currently evaluating the impact of this ASU on its consolidated financial statements.

**51JOB, INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**3. ACCOUNTS RECEIVABLE**

	As of December 31,	
	2019	2020 <sup>(1)</sup>
	RMB	RMB
Accounts receivable	288,389	317,278
Less: Allowance for credit losses	(21,952)	(26,798)
	<u>266,437</u>	<u>290,480</u>

The movement of allowance for credit losses is analyzed as follows:

	2018	2019	2020 <sup>(1)</sup>
	RMB	RMB	RMB
Balance at beginning of year	5,384	11,014	21,952
Provisions	11,701	22,799	14,527
Write-offs	(6,071)	(11,861)	(9,681)
Balance at end of year	<u>11,014</u>	<u>21,952</u>	<u>26,798</u>

- (1) The allowance for credit losses reflects the Company's estimated probable incurred losses upon adoption of ASC 326. See Note 2(e) for the Company's estimated credit losses policy.

**4. PREPAYMENTS AND OTHER CURRENT ASSETS**

Components of prepayments and other current assets as of December 31, 2019 and 2020 are as follows:

	2019	2020
	RMB	RMB
Rental and other deposits	4,691	22,895
Prepayments for rental and others	16,208	15,926
Employee advances	23,295	2,466
Payments made on behalf of customers, net of allowance	475,901	329,038
Prepaid insurance premium	1,493	2,238
Interest income receivable	88,990	100,177
Receivables related to net proceeds from share options exercised	50,765	1,356
Others	7,865	18,884
Total	<u>669,208</u>	<u>492,980</u>

**51JOB, INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**4. PREPAYMENTS AND OTHER CURRENT ASSETS (Continued)**

Payments made on behalf of customers are associated with the operations of the Company's business process outsourcing services. The Company has remitted funds in advance on behalf of its customers for purposes such as monthly customers' employee benefits, social insurance and payroll payments, which will be reimbursed to the Company in the near term. The movement of allowance for credit losses on the payments made on behalf of customers is analyzed as follows:

	2018 RMB	2019 RMB	2020 <sup>(1)</sup> RMB
Balance at beginning of year	3,047	1,391	5,545
Provisions	—	5,104	8,402
Reversals	(1,094)	—	—
Write-offs	(562)	(950)	(2,838)
Balance at end of year	<u>1,391</u>	<u>5,545</u>	<u>11,109</u>

(1) The allowance for credit losses reflects the Company's estimated probable incurred losses upon adoption of ASC 326. See Note 2(e) for the Company's estimated credit losses policy.

**5. PROPERTY AND EQUIPMENT**

Property and equipment and its related accumulated depreciation as of December 31, 2019 and 2020 are as follows:

	2019 RMB	2020 RMB
Building	356,085	353,334
Leasehold improvements	39,902	42,390
Electronic equipment	165,015	194,284
Furniture and fixtures	7,763	7,782
Motor vehicles	6,583	6,466
Other assets	56,412	57,502
Less: Accumulated depreciation	<u>(359,828)</u>	<u>(388,601)</u>
Net book value	<u>271,932</u>	<u>273,157</u>

Depreciation expense was RMB57,044, RMB43,811 and RMB45,502 for the years ended December 31, 2018, 2019 and 2020, respectively. Loss due to disposal of fixed assets was RMB225, RMB231 and RMB984 for the years ended December 31, 2018, 2019 and 2020, respectively.

**6. GOODWILL**

The carrying amount of goodwill as of December 31, 2019 and 2020 was RMB1,036,124.

No impairment of goodwill was recognized in the years ended December 31, 2018, 2019 and 2020.

**51JOB, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**7. INTANGIBLE ASSETS**

Intangible assets and their related accumulated amortization as of December 31, 2019 and 2020 are as follows:

	<u>2019</u>	<u>2020</u>
	<u>RMB</u>	<u>RMB</u>
Computer software	30,321	30,654
Acquired technology	60,251	60,251
Trade names	95,783	95,783
Customer relationships	12,270	—
Acquired program transmission license	119,728	119,728
Acquired training and other licenses	4,151	4,151
Less: Accumulated amortization	(119,342)	(147,064)
Net book value	<u>203,162</u>	<u>163,503</u>

Amortization expense was RMB38,525, RMB42,467 and RMB40,000 for the years ended December 31, 2018, 2019 and 2020, respectively.

No impairment of intangible assets was recognized in the years ended December 31, 2018, 2019 and 2020.

Estimated amortization expenses for intangible assets in future years are as follows:

	<u>RMB</u>
2021	38,889
2022	38,443
2023	30,848
2024	15,706
2025 and thereafter	39,617
Total estimated amortization expenses	<u>163,503</u>



**51JOB, INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**8. LEASES**

The Company has entered into non-cancelable agreements with initial or remaining terms in the range of one to six years for office premises. When determining the lease term, the Company includes options to extend or terminate the lease when it is reasonably certain that it will exercise that option, if any. All of the Company's leases qualify as operating leases. With the adoption of ASC 842, the Company has recorded a right-of-use asset and corresponding lease liability, by calculating the present value of future lease payments, discounted at a range of 4.35% to 4.90%, the Company's incremental borrowing rate, over the expected term. Variable lease cost and short-term leases (lease terms less than 12 months) are recognized as incurred.

The components of lease expense for the years ended December 31, 2019 and 2020 are as follows:

	2019 RMB	2020 RMB
Amortization of right-of-use assets	48,995	51,507
Interest on lease liabilities	4,462	4,108
Expense for short-term leases within 12 months	4,239	3,659
Total lease expense	<u>57,696</u>	<u>59,274</u>

Supplemental balance sheet information related to leases as of December 31, 2019 and 2020 is as follows:

	2019 RMB	2020 RMB
Operating lease right-of-use assets	<u>320,809</u>	<u>307,869</u>
Operating lease liabilities, current	34,817	34,952
Operating lease liabilities, non-current	50,763	44,949
Total lease liabilities	<u>85,580</u>	<u>79,901</u>

	2019	2020
Weighted average remaining lease term (in years):		
Operating leases	1.28	1.40
Land use rights	36.45	34.98
Weighted average discount rate	4.76 %	4.77 %

Supplemental cash flow information related to leases for the years ended December 31, 2019 and 2020 are as follows:

	2019 RMB	2020 RMB
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash outflows for operating leases	46,495	48,825

Maturities of lease liabilities as of December 31, 2020 are as follows:

	RMB
2021	36,850
2022	30,447
2023	16,897
2024	2,000
2025 and thereafter	1,083
Total future lease payments	87,277
Less: Imputed interest	(7,376)
Total lease liabilities	<u>79,901</u>

**51JOB, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**9. OTHER PAYABLES AND ACCRUALS**

Components of other payables and accruals as of December 31, 2019 and 2020 are as follows:

	<b>2019</b>	<b>2020</b>
	<b>RMB</b>	<b>RMB</b>
Receipts from customers	958,347	792,426
Payables to customers related to government subsidies	164,572	362,567
Professional service fees	4,281	3,839
Office expenses	8,769	7,290
Payables to employees related to net proceeds from share options exercised	56,594	2,806
Others	19,079	10,027
<b>Total</b>	<b>1,211,642</b>	<b>1,178,955</b>

Receipts from customers are associated with the operations of the Company's business process outsourcing services. The Company has received funds in advance from its customers for purposes such as monthly customers' employee benefits, social insurance and payroll payments, which will be disbursed by the Company to other parties on behalf of its customers in the near term. The payables to customers related to government subsidies are for amounts received from the government on behalf of the Company's business process outsourcing customers for maintaining a certain level of employment rate, which the Company is then obligated to remit to its customers.

51JOB, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

10. TAXATION

*Cayman Islands*

Under the current laws of the Cayman Islands, the Company and its subsidiaries that are incorporated in the Cayman Islands are not subject to tax on income or capital gain. In addition, upon payments of dividends by those companies to their shareholders, no Cayman Islands withholding tax will be imposed.

*British Virgin Islands*

Under the current laws of the British Virgin Islands, the Company's subsidiary that is incorporated in the British Virgin Islands is not subject to tax on income or capital gain. In addition, upon payments of dividends by that company to its shareholders, no British Virgin Islands withholding tax will be imposed.

*Hong Kong*

51net is registered in Hong Kong as a non-Hong Kong company and is subject to Hong Kong profits tax at a rate of 16.5% on its assessable profit.

*China*

The PRC Enterprise Income Tax Law ("EIT Law"), which became effective January 1, 2008, applies a uniform enterprise income tax ("EIT") rate of 25% to both foreign-invested enterprises ("FIEs") and domestic enterprises.

In December 2009, Tech JV was designated by relevant local authorities in Shanghai as a "High and New Technology Enterprise" ("HNTE") under the EIT Law. Tech JV became subject to a preferential tax rate of 15%. Tech JV is entitled to this preferential 15% tax rate as long as it maintains the required qualifications, which is subject to review every three years. In 2018, the renewal of Tech JV's preferential tax status valid from 2018 through 2020 was processed without objection. In addition, two PRC subsidiaries of the Group, Beijing Lagou Network Technology Co., Ltd. and Beijing Zhiding Youyuan Management Consulting Co., Ltd., have been designated as HNTEs under the EIT Law, and each of their preferential tax status of 15% is also valid through 2020.

The Group's other PRC subsidiaries, VIEs and VIEs' subsidiaries are subject to the statutory EIT rate of 25%.

The EIT Law also imposes a 10% withholding income tax ("WHT") for dividends declared out of the profits earned after January 1, 2008 by a foreign-invested enterprise ("FIE") to its immediate holding company outside China. For certain treaty jurisdictions such as Hong Kong which has signed tax treaties with the PRC, the WHT rate is 5% if certain conditions are met. Such conditions may include that the parent company is a tax resident of the treaty jurisdiction, owns at least 25% equity in the FIE and is the beneficial owner of the dividends. Since the Company intends to permanently reinvest earnings to further expand its businesses in mainland China, its FIEs do not intend to declare dividends to its immediate foreign holding entities in the foreseeable future. Accordingly, as of December 31, 2020, the Company has not recorded any withholding tax on the retained earnings of its FIEs in China. Cumulative undistributed earnings of the Company's PRC subsidiaries intended to be permanently reinvested totaled RMB8,425,647 and RMB9,793,059, and the amount of the unrecognized deferred tax liability on the permanently reinvested earnings was RMB842,565 and RMB979,306 as of December 31, 2019 and 2020, respectively.

**51JOB, INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**10. TAXATION (Continued)**
***Composition of Income Tax Expense***

Income (loss) before income tax expense for the years ended December 31, 2018, 2019 and 2020 were taxed within the following jurisdictions:

	2018 RMB	2019 RMB	2020 RMB
PRC entities	1,617,091	1,711,678	1,448,879
Non-PRC entities	(130,216)	(949,586)	(189,034)
Total	<u>1,486,875</u>	<u>762,092</u>	<u>1,259,845</u>

The current and deferred portion of income tax expense (benefit) included in the consolidated statements of operations and comprehensive income for the years ended December 31, 2018, 2019 and 2020 are as follows:

	2018 RMB	2019 RMB	2020 RMB
Current income tax expense:			
PRC entities	223,903	239,477	194,297
Non-PRC entities	—	—	—
Total	<u>223,903</u>	<u>239,477</u>	<u>194,297</u>
Deferred income tax expense (benefit):			
PRC entities	18,531	(3,587)	(5,880)
Non-PRC entities	—	—	—
Total	<u>18,531</u>	<u>(3,587)</u>	<u>(5,880)</u>
Income tax expense:			
PRC entities	242,434	235,890	188,417
Non-PRC entities	—	—	—
Total	<u>242,434</u>	<u>235,890</u>	<u>188,417</u>

***Reconciliation of the Differences between Statutory Tax Rate and the Effective Tax Rate***

Reconciliation between the statutory EIT rate in the PRC and the Group's effective tax rate for the years ended December 31, 2018, 2019 and 2020 are as follows:

	2018	2019	2020
EIT statutory rate	25 %	25 %	25 %
Difference in EIT rates of certain subsidiaries	(11)%	(22)%	(12)%
Change in fair value of convertible senior notes	(2)%	25 %	—
Expenses incurred outside the PRC	5 %	7 %	4 %
Other permanent differences	(1)%	(4)%	(2)%
Effective EIT rate of the Group	<u>16 %</u>	<u>31 %</u>	<u>15 %</u>

**51JOB, INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**10. TAXATION (Continued)**

Income tax expense differs from the amounts computed by applying the EIT rate primarily due to (i) the change in fair value of convertible senior notes, (ii) the expenses incurred outside the PRC which cannot be utilized to offset PRC taxable income, and (iii) the preferential tax rate enjoyed by Tech JV in the PRC. The aggregate amount and per share effect of the preferential tax rate for the years ended December 31, 2018, 2019 and 2020 are as follows:

	2018 RMB	2019 RMB	2020 RMB
	(in thousands, except per share data)		
Aggregate effect	154,182	163,146	141,631
Basic net income per share effect	2.51	2.51	2.11
Diluted net income per share effect	2.44	2.45	2.08

Significant components of deferred tax assets and liabilities as of December 31, 2019 and 2020 are as follows:

	2019 RMB	2020 RMB
Deductible temporary differences related to other payables and accruals	1,297	997
Deductible temporary differences related to provision for credit losses	4,108	5,669
Deductible temporary differences related to advertising expenses	14,358	22,615
Tax loss carryforwards	57,580	68,819
Amount offset by non-current deferred tax liabilities	(5,385)	(6,567)
	71,958	91,533
Less: Valuation allowance	(49,811)	(53,520)
Total deferred tax assets	22,147	38,013
Taxable temporary differences related to depreciation period	(11,096)	(9,469)
Taxable temporary differences related to long-term investments	—	(5,942)
Taxable temporary differences related to available-for-sale debt securities	(85,373)	(93,167)
Taxable temporary differences related to government subsidy income	(84,623)	(99,044)
Taxable temporary differences related to trade names, technology and customer relationships	(17,399)	(14,819)
Taxable temporary differences related to acquired program transmission license	(21,201)	(16,213)
Amount offset by non-current deferred tax assets	5,385	6,567
Total deferred tax liabilities	(214,307)	(232,087)

All deferred tax assets and liabilities within a single tax jurisdiction are offset and presented as a single amount in accordance with ASC 740-10-45-6 “Income Taxes – Overall – Other Presentation Matters.” The Group has classified all deferred tax assets and liabilities as non-current items on its consolidated balance sheet as of December 31, 2019 and 2020.

**51JOB, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**10. TAXATION (Continued)**

As of December 31, 2019 and 2020, valuation allowances were provided on the deferred tax assets to the extent that management believed it was more likely than not that such deferred tax assets would not be realized in the foreseeable future. Valuation allowances were also provided because it was more likely than not that the Group will not be able to utilize certain tax loss carryforwards generated by certain subsidiaries or VIEs. As those entities continue to generate tax losses and tax planning strategies are not available to utilize those tax losses in other group companies, management believes it is more likely than not that such losses will not be utilized before they expire. However, certain valuation allowance was reversed in 2018, 2019 and 2020 when certain entities generated sufficient taxable income to utilize the deferred tax assets. If events occur in the future that prevent these entities from realizing some or all of its deferred tax assets, an adjustment to the valuation allowances will be recognized when such events occur. As of December 31, 2020, the Group had net operating loss carryforwards in PRC entities of RMB323,767, which can be carried forward to offset taxable income. The carryforward period for net operating losses under the EIT Law is five years. The net operating loss carryforwards of the Group will expire in varying amounts from 2021 to 2025. Other than the expiration, there are no other limitations or restrictions upon the Group's ability to use these operating loss carryforwards.

The following represents a roll-forward of the valuation allowance for each of the years:

	<b>2018</b>	<b>2019</b>	<b>2020</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
Balance at beginning of year	39,576	43,913	49,811
Additions	6,305	6,088	4,181
Reversals	(1,968)	(190)	(472)
Balance at end of year	<u>43,913</u>	<u>49,811</u>	<u>53,520</u>

**11. SHARE-BASED COMPENSATION**

In April 2009, the Company adopted a share option plan ("2009 Option Plan"), which provided for the issuance of up to 5,000,000 common shares. The total number of common shares reserved under the 2009 Option Plan was increased to 10,000,000 in December 2011. Issuances from this plan ceased in 2015.

In November 2015, the Company adopted a share incentive plan ("2015 Plan"). Under the 2015 Plan, share-based awards such as share options, restricted shares, restricted share units, dividend equivalent rights, share appreciation rights and share payments may be granted. The 2015 Plan has a term of ten years. The maximum aggregate number of common shares which may be issued pursuant to all share-based awards under the 2015 Plan is (i) 10,000,000, and (ii) an automatic increase on January 1, 2019, January 1, 2022 and January 1, 2025 by that number of common shares representing 5% of the then total issued and outstanding common shares of the Company on an as-converted fully diluted basis as of December 31 of the respective preceding year.

Under the share option and incentive plans, the directors may, at their discretion, grant share-based awards to any senior executives, directors, employees or consultants of the Group. As of December 31, 2020, the only share-based awards that have been granted under the plans are share options to purchase the Company's common shares. The share options are granted at the fair market value of the common shares at the date of grant, vest over a period of four years and expire six years from the date of grant.

**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**  
(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**11. SHARE-BASED COMPENSATION (Continued)**

The following table summarizes the Company's share option activity for the years ended December 31, 2018, 2019 and 2020:

	Number of shares	Weighted average exercise price	Weighted average remaining contractual life (years)	Aggregate intrinsic value (thousands)
Outstanding at December 31, 2017	4,806,982	US\$ 38.17	3.83	US\$ 109,017
Granted	1,320,672	US\$ 73.46		
Exercised	(752,814)	US\$ 29.71		
Forfeited	(55,850)	US\$ 35.72		
Outstanding at December 31, 2018	5,318,990	US\$ 48.16	3.76	US\$ 90,526
Granted	1,169,728	US\$ 69.46		
Exercised	(1,172,210)	US\$ 35.03		
Forfeited	(53,557)	US\$ 62.65		
Outstanding at December 31, 2019	5,262,951	US\$ 55.67	3.76	US\$ 153,857
Granted	1,177,888	US\$ 67.96		
Exercised	(621,969)	US\$ 37.27		
Forfeited	(68,900)	US\$ 66.63		
Outstanding at December 31, 2020	5,749,970	US\$ 60.04	3.57	US\$ 61,468
Vested and expected to vest at December 31, 2020	5,497,397	US\$ 59.65	3.51	US\$ 60,980
Exercisable at December 31, 2020	3,187,958	US\$ 53.11	2.57	US\$ 56,352

The aggregate intrinsic value in the table above represents the difference between the Company's closing stock price on the last trading day and the exercise price for in-the-money options of the respective year.

The total intrinsic value of options exercised for the years ended December 31, 2018, 2019 and 2020 was RMB280,679, RMB333,261 and RMB131,962 (US\$20,224), respectively.

As of December 31, 2020, there was RMB358,053 (US\$54,874) of unrecognized share-based compensation cost related to non-vested share options. That deferred cost is expected to be recognized over a weighted average vesting period of 2.86 years. To the extent the actual forfeiture rate is different from the original estimate, actual share-based compensation related to these awards may be different from the expectation. For the year ended December 31, 2020, total cash received from the exercise of share options amounted to RMB161,133 (US\$24,695).

**51JOB, INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**11. SHARE-BASED COMPENSATION (Continued)**

A summary of non-vested share option activity for the years ended December 31, 2018, 2019 and 2020 is presented below:

	Number of shares	Weighted average grant-date fair value (per share)
Non-vested at December 31, 2017	2,570,297	US\$ 12.86
Granted	1,320,672	US\$ 21.53
Vested	(1,132,050)	US\$ 12.51
Forfeited	(55,850)	US\$ 10.83
Non-vested at December 31, 2018	2,703,069	US\$ 17.29
Granted	1,169,728	US\$ 22.12
Vested	(1,182,589)	US\$ 15.99
Forfeited	(53,557)	US\$ 18.16
Non-vested at December 31, 2019	2,636,651	US\$ 20.00
Granted	1,177,888	US\$ 21.78
Vested	(1,183,627)	US\$ 18.70
Forfeited	(68,900)	US\$ 19.85
Non-vested at December 31, 2020	2,562,012	US\$ 21.42
Expected to vest at December 31, 2020	2,309,439	US\$ 21.41

There were no capitalized share-based compensation costs for the years ended December 31, 2018, 2019 and 2020. Share-based compensation expense with respect to the share option plans recognized during the years ended December 31, 2018, 2019 and 2020, totaled RMB100,183, RMB125,854 and RMB143,556 (US\$22,001), respectively. The total fair value of share options vested during the years ended December 31, 2018, 2019 and 2020 was RMB97,364, RMB131,641 and RMB144,457 (US\$22,139), respectively.

*Share-Based Compensation of Subsidiary*

Lagou has adopted a 2014 Stock Option Plan, a 2016 Stock Option Plan and a 2018 Stock Option Plan (collectively, the "Lagou Stock Option Plans"), which permit the granting of stock options and/or stock purchase rights of Lagou to employees, directors and consultants. Share-based compensation expense with respect to the Lagou Stock Option Plans recognized during the years ended December 31, 2018, 2019 and 2020 was RMB4,782, RMB295 and RMB250 (US\$38), respectively. As of December 31, 2020, the unrecognized share-based compensation expense related to the Lagou Stock Option Plans was RMB1,442 (US\$221). This amount is expected to be recognized over a weighted average period of 3.17 years.



**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**12. EMPLOYEE BENEFITS**

The full-time employees of the Group's subsidiaries and VIEs that are incorporated in the PRC are entitled to staff welfare benefits including medical care, welfare subsidies, unemployment insurance, pension benefits and housing fund. These companies are required to contribute to these benefits based on certain percentages of the employees' salaries in accordance with the relevant regulations and charge the amount contributed to these benefits to the consolidated statements of operations and comprehensive income. The total amounts charged to the consolidated statements of operations and comprehensive income for such employee benefits amounted to RMB293,452, RMB322,522 and RMB219,438 for the years ended December 31, 2018, 2019 and 2020, respectively. The PRC government is responsible for the welfare and medical benefits and ultimate pension liability to these employees.

**13. CONVERTIBLE SENIOR NOTES**

On April 3, 2014, the Company issued US\$172,500 of 3.25% Convertible Senior Notes due 2019 (the "Notes"). The Notes matured on April 15, 2019 and were converted into the Company's ADSs at a rate of 23.3952 ADSs per US\$1,000 principal amount of the Notes, which resulted in the issuance of 4,035,664 shares and a cash payment of US\$0.704 for the fractional shares. The interest expense incurred associated with the Notes was RMB37,191 and RMB10,966 for the years ended December 31, 2018 and 2019, respectively.

The Group's functional currency is the RMB, and the Notes were denominated in US\$. As a result, the conversion feature of the Notes was indexed to the Company's stock as well as the RMB and US\$ exchange rate. Therefore, it was considered an embedded derivative which is required to be bifurcated from the host instrument in accordance with ASC 815 "Derivatives and Hedging."

As permitted under ASC 815-15-25, the Company elected to measure the Notes in their entirety at fair value with changes in fair value recognized as non-operating income or loss at each balance sheet date. The change in fair value of the Notes was a gain of RMB99,079 and a loss of RMB752,073 for the years ended December 31, 2018 and 2019, respectively. See Note 15. Furthermore, the fair value of the Notes was translated into RMB at each balance sheet date with the difference being reported as foreign currency translation gain or loss. The Company recorded a foreign currency translation loss of RMB156,293 and a gain of RMB38,052 for the years ended December 31, 2018 and 2019, respectively, associated with the Notes.

The Company evaluated the changes in fair value of the Notes based on its specific credit risk. The Company considered its credit risk was at a relatively low level and assessed that there had been no significant fluctuation in its specific credit risk from the Notes issuance date to maturity date.

*Zero-Strike Call Options*

On April 3, 2014 and in connection with the issuance of the Notes, the Company used approximately US\$50,000 of the net proceeds from the offering to enter into zero-strike call option transactions ("Call Options"), covering 1,462,204 ADSs, with affiliates of the initial purchasers of the Notes ("Dealers"). The Call Options were intended to facilitate privately negotiated transactions by which investors in the Notes were able to hedge their investment. All of the Call Options were settled prior to the maturity of the Notes. The ADSs received from settlement were retired. See Note 2(v).

**51JOB, INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**14. EARNINGS PER SHARE**

Basic earnings per share and diluted earnings per share have been calculated for the years ended December 31, 2018, 2019 and 2020 as follows:

	2018 RMB	2019 RMB	2020 RMB
	(in thousands, except share and per share data)		
Numerator:			
Net income attributable to 51job, Inc.	1,252,319	532,318	1,097,276
Denominator:			
Denominator for basic earnings per share — weighted average common shares outstanding	61,318,292	65,049,597	67,101,601
Dilutive effect of share options	1,857,191	1,633,860	955,123
Denominator for diluted earnings per share	63,175,483	66,683,457	68,056,724
Basic earnings per share	20.42	8.18	16.35
Diluted earnings per share	19.82	7.98	16.12

The convertible senior notes were not included in the calculation of diluted earnings per share in 2018 because their inclusion would have been anti-dilutive.

The Company excluded outstanding share options of 888,548 in 2018, 1,730,427 in 2019 and 2,783,272 in 2020 from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive.

The Company excluded common shares underlying the zero-strike call option contracts from both the basic and diluted earnings per share calculation as they were considered as deemed repurchased for the purpose of calculating both basic and diluted earnings per share.

**15. FAIR VALUE MEASUREMENT**

Fair value reflects 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 in accordance with ASC 820 “Fair Value Measurements and Disclosures” (“ASC 820”). 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 considers assumptions that market participants would use when pricing the asset or liability. ASC 820 clarifies the definition of fair value, prescribes methods for measuring fair value, establishes a fair value hierarchy based on the inputs used to measure fair value and expands disclosures about fair value measurements.

ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

*Level 1* – Observable inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities

*Level 2* – Include other inputs that are directly or indirectly observable in the marketplace

*Level 3* – Unobservable inputs which are supported by little or no market activity

51JOB, INC.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**15. FAIR VALUE MEASUREMENT (Continued)**

ASC 820 describes three main approaches to measuring the fair value of assets and liabilities: (i) market approach; (ii) income approach; and (iii) cost approach. The market approach uses prices and other relevant information generated from market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to convert future amounts to a single present value amount. The measurement is based on the value indicated by current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace an asset.

*Measured on Recurring Basis*

That Group's financial instruments measured at fair value on a recurring basis are cash, restricted cash, short-term investments, time deposits, equity securities with readily determinable fair value, available-for-sale debt securities, receivables and payables, convertible senior notes and zero-strike call options.

As of December 31, 2019 and 2020, the carrying values of cash, restricted cash, accounts receivable and payables approximated their estimated fair values due to the short-term maturities of these instruments. Time deposits are categorized as Level 1 under the fair value hierarchy and the carrying values approximated their estimated fair values because such deposits bear market interest rates. Short-term investments in investment products are categorized as Level 2 under the fair value hierarchy and their fair values are based on quoted prices or other observable inputs in active markets.

Equity securities with readily determinable fair value are classified within Level 1 and include listed equity securities valued using quoted market prices that are currently available on the Hong Kong Stock Exchange. The fair value is measured at each balance sheet date and changes in fair value are reflected in the consolidated statements of operations and comprehensive income.

The Group reports available-for-sale debt securities at fair value at each balance sheet date and changes in fair value are reflected in the consolidated statements of operations and comprehensive income. Fair value of the available-for-sale debt securities is measured using Level 3 inputs within the fair value hierarchy. In determining the fair value, the Group utilizes a market approach, which requires management to use unobservable inputs such as the probabilities of various exit scenarios to the investment, time to exit events and the expected share volatility based on volatilities of selected peer companies. These unobservable inputs and resulting fair value estimates may be affected by unexpected changes in future market or economic conditions.

The Company measured the convertible senior notes at fair value on a recurring basis until their maturity on April 15, 2019. The Company reported the convertible senior notes at fair value at each balance sheet date and changes in fair value were reflected in the consolidated statements of operations and comprehensive income. Fair value of the convertible senior notes was measured using Level 1 inputs within the fair value hierarchy as they were based on quoted market prices that were available on a dealer market. See Note 13.

**51JOB, INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**15. FAIR VALUE MEASUREMENT (Continued)**

The following tables summarize the Group's assets that are measured at fair value on a recurring basis and are categorized under the fair value hierarchy for the periods indicated:

	As of December 31, 2019			
	Level 1 RMB	Level 2 RMB	Level 3 RMB	Total RMB
Short-term investments in time deposits	7,095,686	—	—	7,095,686
Short-term investments in investment products	—	550,000	—	550,000
Listed equity securities	159,148	—	—	159,148
Available-for-sale debt securities	—	—	448,776	448,776

	As of December 31, 2020			
	Level 1 RMB	Level 2 RMB	Level 3 RMB	Total RMB
Short-term investments in time deposits	7,469,213	—	—	7,469,213
Non-current time deposits	719,189	—	—	719,189
Listed equity securities	158,145	—	—	158,145
Available-for-sale debt securities	—	—	479,952	479,952

The following table provides information about Level 1 fair value measurement of listed equity securities for the period indicated:

	RMB
Initial recognition	201,558
Unrealized loss	(42,410)
Balance at December 31, 2019	159,148
Unrealized loss	(1,003)
Balance at December 31, 2020	158,145

The unrealized loss of RMB42,410 and RMB1,003 on listed equity securities were recognized in the consolidated statements of operations and comprehensive income for the years ended December 31, 2019 and 2020, respectively.

The following table provides information about the reconciliation of the Level 3 fair value measurement of available-for-sale debt securities for the periods indicated:

	RMB
Balance at December 31, 2018 and 2019	448,776
Unrealized gain	31,176
Balance at December 31, 2020	479,952

In determining the fair value of the available-for-sale debt securities, the Group utilizes a market approach, which requires management to use unobservable inputs such as the probabilities of various exit scenarios to the investment, time to exit events and the expected share volatility based on volatilities of selected peer companies. The fair value of the available-for-sale debt securities as of December 31, 2020 was estimated using a market approach by adopting a backsolve method, which benchmarked the fair value of the investment to a recent transaction of Golden Finance's own securities that occurred close to December 31, 2020, and the significant unobservable inputs utilized in the valuation are as follows:

**51JOB, INC.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**15. FAIR VALUE MEASUREMENT (Continued)**

Expected share volatility	45.3%
Time to exit events	December 31, 2024
Probability of exit events	Liquidation scenario: 30%
	Redemption scenario: 30%
	IPO scenario: 40%

For the year ended December 31, 2020, an unrealized gain on available-for-sale debt securities of RMB23,382, representing an unrealized fair value gain net of relevant income tax of RMB7,794, was recognized in other comprehensive income. The fair value of the available-for-sale securities was unchanged for the year ended December 31, 2019 as the Company determined that the business prospects of the investee were unchanged, its financial results were consistent with historical expectations, and there were no significant changes in the valuation assumptions used to determine the fair value of the investment.

*Measured on Non-Recurring Basis*

The Group's financial assets that are measured at fair value on a non-recurring basis include certain long-term investments, intangible assets and goodwill when they were determined to be impaired.

Investments in privately held companies for which the Group elected to record using the measurement alternative were re-measured on a non-recurring basis, and are categorized within Level 3 under the fair value hierarchy. The values were estimated based on valuation methods using the observable transaction price at the transaction date and other unobservable inputs.

The inputs used to measure the estimated fair value of intangible assets and goodwill are classified as Level 3 due to the significance of unobservable inputs used, such as historical financial information and assumptions about future growth rates and discount rates, which require significant judgment.

**16. COMMITMENTS AND CONTINGENCIES**
*Contractual Purchase Obligations*

The Group's contractual purchase obligations consist of agreements for property management services for its office premises, for advertising services from media companies, for hosting and network services for its online operations and to purchase office furnishings. Future minimum payments with respect to these agreements for the twelve months ending December 31 of the coming year are as follows:

	Property management services RMB	Advertising services RMB	Hosting and network services RMB	Office furnishings RMB	Total RMB
2021	10,823	24,175	4,799	507	40,304
2022	6,853	300	467	55	7,675
2023	4,542	—	270	—	4,812
2024	2,368	—	7	—	2,375
2025	2,242	—	7	—	2,249

Future minimum payments under non-cancelable agreements for storage and housing rental with lease terms of 12 months or less was RMB1,434 as of December 31, 2020.

**51JOB, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**16. COMMITMENTS AND CONTINGENCIES (Continued)***Contingencies*

As of the filing date of this annual report on Form 20-F, the Group is not currently a party to, nor is aware of, any legal proceeding, investigation or claim which is likely to have a material adverse effect on the Group's business, financial condition, results of operations and cash flows.

Tech JV obtained an advertising license in May 2000, when Tech JV was a 98% foreign owned entity, and a license to conduct human resource services in September 2002, when Tech JV was a 99% foreign owned entity. During the period from the date Tech JV acquired these licenses to the Group's restructuring in May 2004, Tech JV and its licensed PRC subsidiaries conducted all of the advertising and human resource related services. Following the acquisition of these licenses and commencing these operations, the PRC government enacted laws limiting foreign ownership in entities conducting advertising and human resource related services. The PRC government has permitted 100% foreign ownership of advertising businesses since December 2005. For the foreign ownership of human resource services companies, the limitation was 70% for Hong Kong service providers and Macau service providers since June 2005 and for human resource services companies registered in several locations in the PRC, such as Pudong New District, Shanghai since June 2006. Starting from January 2008, the PRC government no longer implemented any foreign ownership percentage limitation for Hong Kong service providers and Macau service providers. Starting from December 31, 2019, the PRC government no longer implements any limitation on foreign ownership of human resource services companies.

Prior to the restructuring in May 2004, the ownership percentage of Tech JV was above the maximum foreign ownership permitted for an entity conducting advertising and human resource operations. The PRC government has not published an official ruling with respect to the status of foreign ownership arrangements that were established prior to the enactment of these limitations and the Group has not received any waiver from the PRC government with respect to this past non-compliance. The PRC government may determine that the Group's ownership structure was inconsistent with or insufficient for the proper operation of the Group's businesses, or that the Group's business licenses or other approvals were not properly issued or not sufficient. In the opinion of management, the likelihood of loss with respect to the Group's past ownership structure is remote.

**17. REDEEMABLE NON-CONTROLLING INTERESTS**

In December 2017, the Company acquired an approximately 66% equity interest in Lagou on a fully diluted basis. As Lagou has shares that could be redeemed by minority shareholders upon the occurrence of certain events that are not solely within the control of the Company, these preferred shares are accounted for as redeemable non-controlling interests in mezzanine equity.

The changes in the amount of redeemable non-controlling interests for the years ended December 31, 2019 and 2020 are as follows:

	2019 RMB	2020 RMB
Balance at beginning of year	225,645	216,974
Net loss attributable to mezzanine equity holders	(8,671)	(27,163)
Balance at end of year	216,974	189,811

**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**18. CERTAIN RISKS AND CONCENTRATION**

*Concentration of Credit Risk*

Financial instruments that potentially subject the Group to significant concentrations of credit risk consist primarily of cash, restricted cash, short-term investments, time deposits and receivables. As of December 31, 2019 and 2020, the Group's cash, restricted cash, short-term investments and time deposits were held in major financial institutions located in the PRC, Hong Kong and the United States which management believes are of high credit quality. As of December 31, 2020, the Company had approximately RMB10,877,734 (US\$1,667,086) in cash and time deposits, which constitute about 95% of total cash, restricted cash, short-term investments and time deposits, held at reputable financial institutions in the PRC. The Company believes that it is not exposed to unusual risks as these PRC financial institutions have high credit quality. However, in the event of bankruptcy of a financial institution in which the Company has deposits or investments, it may be unlikely to claim its deposits or investments back in full. Receivables are typically unsecured and denominated in RMB, and are derived from revenues earned from operations or from payments made on behalf of certain customers arising in the PRC. Management believes credit risk on receivables is moderate due to the diversity of its services and customers. The Company maintains reserves for estimated credit losses and these losses have generally been within its expectations.

No individual customer accounted for more than 10% of net revenues during the years ended December 31, 2018, 2019 and 2020. No individual customer accounted for more than 10% of accounts receivable as of December 31, 2019 and 2020.

51JOB, INC.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**18. CERTAIN RISKS AND CONCENTRATION (Continued)**

*Currency Risk*

The Group's sales and purchase and expense transactions are generally denominated in RMB and substantially all of the Group's liabilities are denominated in RMB. RMB is not freely convertible into foreign currencies.

In the PRC, 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. In addition, the Group's cash denominated in US\$ subject the Group to risks associated with changes in the exchange rate of RMB against US\$ and may affect the Group's results of operations going forward.

*PRC Regulatory Risk*

The Group is subject to regulatory risks, which include the interpretation of current laws, the legality of its corporate structure and the scope of its operations in the PRC, which may result in limitations on the Group's ability to conduct business in the PRC.

The Group conducts some of its operations in the PRC through VIEs and consolidates them pursuant to a series of contractual arrangements. If the contractual arrangements establishing the VIE structure are found to be in violation of any existing or future PRC laws, rules or regulations, the Group may be subject to penalties, which may include but not be limited to, the cancellation or revocation of the Group's business and operating licenses, being required to restructure the Group's operations or discontinue the Group's operating activities. The imposition of any of these or other penalties may result in a material and adverse effect on the Group's ability to conduct its operations. In such case, the Group may lose its rights to direct the activities of and receive economic benefits from its VIEs, which may result in deconsolidation of the VIEs.

In addition, any change in interpretation of current laws or any future laws affecting the determination of whether a VIE is a domestic or foreign-invested company may materially impact the viability of the Group's current corporate structure, corporate governance and business operations in many aspects. On January 1, 2020, the PRC Foreign Investment Law ("FIL") and the Regulations for Implementation of the PRC Foreign Investment Law ("Implementation Regulations") came into effect and replaced the trio of prior 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 FIL and the Implementation Regulations embody 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 they are relatively new, uncertainties still exist in relation to their interpretation and implementation. For instance, under the FIL, "foreign investment" refers to investment activities directly or indirectly conducted by foreign individuals, enterprises or other entities in China. Though it does not explicitly classify contractual arrangements as a form of foreign investment, there is no assurance that foreign investment conducted via contractual arrangement would not be interpreted as a type of indirect foreign investment activity under the definition in the future. In addition, the definition contains a catch-all provision which includes investments made by foreign investors through means stipulated in laws or administrative regulations or other methods prescribed by the State Council. Therefore, it still leaves leeway for future laws, administrative regulations or provisions promulgated by the State Council to provide for contractual arrangements as a form of foreign investment. In any of these cases, it will be uncertain whether contractual arrangements will be deemed to be in violation of the market access requirements for foreign investment under the PRC laws and regulations. Furthermore, if future laws, administrative regulations or provisions prescribed by the State Council mandate further actions to be taken by companies with respect to existing contractual arrangements, the Group may face substantial uncertainties as to whether it can complete such actions in a timely manner, or at all. Failure to take timely and appropriate measures to cope with any of these or similar regulatory compliance challenges could materially and adversely affect the Group's current corporate structure, corporate governance and business operations.



**51JOB, INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020**

(Amounts expressed in thousands of RMB and US\$, except share and per share data)

**19. RELATED PARTY TRANSACTION AND BALANCES**

The Company has entered into royalty agreements with Recruit Management Solutions Co., Ltd. (“RMS”) and Recruit Career Co., Ltd. (“RCC”), which are wholly owned subsidiaries of Recruit Holdings Co., Ltd. (“Recruit”), for the use of training and online assessment materials. Recruit is a shareholder of the Company. RMS took over the human resource assessment solutions business, by means of absorption-type split, from RCC on April 1, 2018 due to business reorganization. The royalty fees charged by RMS were RMB285, RMB345 and RMB185 during the years ended December 31, 2018, 2019 and 2020, respectively. The royalty fees charged by RCC were RMB14, nil and nil during the years ended December 31, 2018, 2019 and 2020, respectively. As of December 31, 2019 and 2020, the royalty payables due to RMS were RMB78 and RMB90, respectively.

**Description of Rights of Securities**  
**Registered under Section 12 of the Securities Exchange Act of 1934 (the “Exchange Act”)**

American Depositary Shares (“ADSs”), each representing one common share of 51job, Inc. (the “we,” “our,” “our company,” or “us”), are listed and traded on the NASDAQ Global Select Market and, in connection with this listing (but not for trading), the common shares are registered under Section 12(b) of the Exchange Act. This exhibit contains a description of the rights of (i) the holders of common shares and (ii) the holders of ADSs. Common shares underlying the ADSs are held by JPMorgan Chase Bank, N.A., as depositary, and holders of ADSs will not be treated as holders of the common shares.

**Description of Common Shares**

The following is a summary of material provisions of our currently effective amended and restated memorandum and articles of association (the “Memorandum and Articles of Association”), as well as the Companies Act (As Revised) of the Cayman Islands (the “Companies Act”) insofar as they relate to the material terms of our common shares. Notwithstanding this, because it is a summary, it may not contain all the information that you may otherwise deem important. For more complete information, you should read the entire Memorandum and Articles of Association, which has been filed with the SEC as an exhibit to our annual report on Form 20-F for the year ended December 31, 2014 filed on March 31, 2015.

***Type and Class of Securities (Item 9.A.5 of Form 20-F)***

Each common share has US\$0.0001 par value. The number of common shares that have been issued as of the last day of the financial year ended December 31, 2019 is provided on the cover of the annual report on Form 20-F filed on April 23, 2020 (the “2019 Form 20-F”). Certificates representing our common shares are issued in registered form.

***Preemptive Rights (Item 9.A.3 of Form 20-F)***

Our shareholders do not have preemptive rights.

***Limitations or Qualifications (Item 9.A.6 of Form 20-F)***

Not applicable.

***Rights of Other Types of Securities (Item 9.A.7 of Form 20-F)***

Not applicable.

***Rights of Common Shares (Item 10.B.3 of Form 20-F)***

***Common Shares***

***General.*** Our authorized share capital is US\$50,000, consisting of 500,000,000 common shares with a nominal or par value of US\$0.0001 each. All of our issued and outstanding shares are fully paid and non-assessable. Our common shares are issued in registered form, and are issued when registered in our register of members. Our shareholders who are non-residents of the Cayman Islands may freely hold and vote their common shares. Under the Memorandum and Articles of Association, we may not issue bearer shares.

***Dividends.*** The holders of our common shares are entitled to such dividends as may be declared by our board of directors. Under Cayman Islands law, we may declare and pay a dividend only out of funds legally available therefor, namely out of either profit or our share premium account, provided that in no circumstances may we pay a dividend if this would result in our company being unable to pay its debts as they fall due in the ordinary course of business.

***Voting Rights.*** Each common share is entitled to one vote on all matters upon which the common shares are entitled to vote. Voting at any meeting of shareholders is by show of hands unless a poll is demanded. A poll may be demanded by the chairman of our board of directors or any other shareholder or shareholders collectively present in person or by proxy and holding at least ten percent in par value of the shares giving a right to attend and vote at the meeting.

A quorum required for a meeting of shareholders shall be at least one shareholder present in person or by proxy, or (in the case of a shareholder being a corporation) by a corporate representative holding not less than one-third of the issued and outstanding voting shares in the capital of our company. Shareholder meetings may be convened by our board of directors on its own initiative or upon a request to the directors by shareholders holding in aggregate not less than ten percent in par value of our voting share capital. Advance notice of at least 20 days (but not more than 60 days) is required for the convening of our annual shareholder meetings or an extraordinary shareholder meeting calling for the passing of a special resolution. Advance notice of at least 14 days (but not more than 60 days) is required for the convening of any other of our extraordinary shareholder meetings.

An ordinary resolution to be passed by the shareholders requires the affirmative vote of a simple majority of the votes attaching to the common shares cast in a general meeting, while a special resolution requires the affirmative vote of no less than two-thirds of the votes attaching to the common shares cast in a general meeting. A special resolution is required for matters such as a change of name or amending the memorandum and articles of association. Holders of the common shares may by ordinary resolution, among other things, increase the amount of our authorized share capital and consolidate and divide all or any of our share capital into shares of larger amount than our existing share capital and cancel any authorized but unissued shares. Both ordinary resolutions and special resolutions may also be passed by unanimous written resolutions signed by all the shareholders of our company, as permitted by the Companies Act and the Memorandum and Articles of Association.

*Transfer of Shares.* Subject to the restrictions of the Memorandum and Articles of Association, as applicable, any of our shareholders may transfer any or all of his or her common shares by an instrument of transfer in the usual or common form or any other form approved by our board of directors and shall be executed by or on behalf of the transferor.

Our board directors may decline to register any transfer of any share which is not fully paid or on which we have a lien. Our directors may also decline to register any transfer of any share unless:

- the instrument of transfer is lodged with us and is accompanied by the certificate for the shares to which it relates (which shall upon registration of the transfer be cancelled) 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 share;
- the instrument of transfer is properly stamped (in circumstances where stamping is required);
- in the case of a transfer to joint holders, the number of joint holders to which any share is to be transferred does not exceed four;
- the shares concerned are free of any lien in favor of our company; and
- a fee of such maximum sum as our board of directors may from time to time determine to be payable paid to us in respect thereof.

In addition, we are not be obligated to make any transfer to an infant or to a person in respect of whom an order has been made by a competent court or official on the grounds that he or she is or may be suffering from mental disorder or is otherwise incapable of managing his or her affairs or under other legal disability.

Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued without charge to the transferee in respect of the shares transferred to him or her. If any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him or her without charge. We shall also retain the instrument(s) of transfer.

If our board of directors refuses to register a transfer, it shall, within two months after the date on which the transfer was lodged with us, send to each of the transferor and the transferee notice of such refusal. The registration of transfers may be suspended at such time and for such periods as our directors may from time to time determine, provided always that such registration shall not be suspended for more than 45 days in any year.

*Liquidation.* On a return of capital on winding up or otherwise (other than on conversion, redemption or purchase of shares), assets available for distribution among the holders of common shares may be distributed among the holders of the common shares as determined by the liquidator, subject to sanction of a special resolution of our company. If our assets available for distribution are insufficient to repay the whole of the share capital, the assets shall be distributed so that, as nearly as may be, the losses are borne by our shareholders in proportion to the par value of the shares held by them. If our assets for distribution are sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed among our shareholders in proportion to the par value of the shares held by them at the commencement of the winding up.

*Call on Shares and Forfeiture of Shares.* Our directors may from time to time make calls upon shareholders for any amounts unpaid on their shares in a notice served to such shareholders at least 14 days prior to the specified time and place of payment. The shares that have been called upon and remain unpaid on the specified time are subject to forfeiture.

*Redemption of Shares.* Subject to the provisions of the Companies Act, NASDAQ Stock Market rules and the Memorandum and Articles of Association, we may issue shares on the terms that they are, at our option or at the option of the holder, to be redeemed on such terms and in such manner as our company, before the issue of the shares, may determine by special resolution.

*Repurchase of Shares.* Subject to the provisions of the Companies Act, NASDAQ Stock Market rules and the Memorandum and Articles of Association, we may purchase shares, including redeemable shares, in such manner and on such other terms as our board of directors may agree with the holder, and may make payment therefor in any manner authorized by the Companies Act and NASDAQ Stock Market rules, including out of capital.

***Requirements to Change the Rights of Holders of Common Shares (Item 10.B.4 of Form 20-F)***

*Variation of Rights of Shares.* If at any time the share capital of our company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not our company is being wound-up and except where our articles of association or the Companies Act impose any stricter quorum, voting or procedural requirements in regard to the variation of rights attached to a specific class, be varied either with the consent in writing of the holders of 75% of the issued shares of that class, or with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class.

***Limitations on the Rights to Own Common Shares (Item 10.B.6 of Form 20-F)***

There are no limitations under the laws of the Cayman Islands or under the Memorandum and Articles of Association that limit the right of non-resident or foreign owners to hold or vote common shares, other than anti-takeover provisions contained in the Memorandum and Articles of Association to limit the ability of others to acquire control of our company or cause our company to engage in change-of-control transactions.

***Provisions Affecting Any Change of Control (Item 10.B.7 of Form 20-F)***

*Anti-Takeover Provisions in the Memorandum and Articles of Association.* Some provisions of our current 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:

- 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
- 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 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.

***Ownership Threshold (Item 10.B.8 of Form 20-F)***

There are no provisions under Cayman Islands law applicable to our company, or under the Memorandum and Articles of Association, that require our company to disclose shareholder ownership above any particular ownership threshold.

***Differences Between the Law of Different Jurisdictions (Item 10.B.9 of Form 20-F)***

The Companies Act is derived, to a large extent, from the older Companies Acts of England but does not follow recent English statutory enactments, and accordingly there are significant differences between the Companies Act and the current Companies Act of England. In addition, the Companies Act differs from laws applicable to United States corporations and their shareholders. Set forth below is a summary of certain significant differences between the provisions of the Companies Act applicable to us and the comparable provisions of the laws applicable to companies incorporated in the United States and their shareholders.

*Mergers and Similar Arrangements.* The Companies Act permits mergers and consolidations between Cayman Islands companies and between Cayman Islands companies and non-Cayman Islands companies. For these purposes, (a) “merger” means the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company and (b) a “consolidation” means the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies to the consolidated company. In order to effect such a merger or consolidation, the directors of each constituent company must approve a written plan of merger or consolidation, which must then be authorized by (a) a special resolution of the shareholders of each constituent company, and (b) such other authorization, if any, as may be specified in such constituent company’s articles of association. The written plan of merger or consolidation must be filed with the Registrar of Companies together with a declaration as to the solvency of the consolidated or surviving company, a declaration as to the assets and liabilities of each constituent company and an undertaking that a copy of the certificate of merger or consolidation will be given to the members and creditors of each constituent company and that notification of the merger or consolidation will be published in the Cayman Islands Gazette. Dissenting shareholders have the right to be paid the fair value of their shares (which, if not agreed between the parties, will be determined by the Cayman Islands court) if they follow the required procedures set out in the Companies Act, subject to certain exceptions. The exercise of dissenter rights will preclude the exercise by the dissenting shareholder of any other rights to which he or she might otherwise be entitled by virtue of holding shares, save for the right to seek relief on the grounds that the merger or consolidation is void or unlawful. Court approval is not required for a merger or consolidation which is effected in compliance with these statutory procedures.

A merger between a Cayman parent company and its Cayman subsidiary or subsidiaries does not require authorization by a resolution of shareholders of that Cayman subsidiary if a copy of the plan of merger is given to every member of that Cayman subsidiary to be merged unless that member agrees otherwise. For this purpose a company is a “parent” of a subsidiary if it holds issued shares that together represent at least ninety percent (90%) of the votes at a general meeting of the subsidiary.

The consent of each holder of a fixed or floating security interest over a constituent company is required unless this requirement is waived by a court in the Cayman Islands.

Separate from the statutory provisions relating to mergers and consolidations, the Companies Act also contains, there are statutory provisions that facilitate the reconstruction and amalgamation of companies by way of schemes of arrangement, provided that the arrangement is approved by a majority in number of each class of shareholders or creditors with whom the arrangement is to be made, and who must in addition represent three-fourths in value of each such class of shareholders or creditors, as the case may be, that are present and voting either in person or by proxy at a meeting, or meetings, convened for that purpose. The convening of the meetings and subsequently the arrangement must be sanctioned by the Grand Court of the Cayman Islands. While a dissenting shareholder has the right to express to the court the view that the transaction ought not to be approved, the Grand Court of the Cayman Islands can be expected to approve the arrangement if it determines that:

- the statutory provisions as to the required majority vote have been met;
- the shareholders have been fairly represented at the meeting in question and the statutory majority are acting bona fide without coercion of the minority to promote interests adverse to those of the class;
- the arrangement is such that may be reasonably approved by an intelligent and honest man of that class acting in respect of his interest; and
- the arrangement is not one that would more properly be sanctioned under some other provision of the Companies Act.

The Companies Act also contains a statutory power of compulsory acquisition which may facilitate the “squeeze out” of dissentient minority shareholder upon a tender offer. When a tender offer is made and accepted by holders of 90% of the shares affected within four months, the offeror may, within a two-month period commencing on the expiration of such four month period, require the holders of the remaining shares to transfer such shares to the offeror on the terms of the offer. An objection can be made to the Grand Court of the Cayman Islands but this is unlikely to succeed in the case of an offer which has been so approved unless there is evidence of fraud, bad faith or collusion.

If an arrangement and reconstruction by way of scheme of arrangement is thus approved and sanctioned, or if a tender offer is made and accepted, in accordance with the foregoing statutory procedures, a dissenting shareholder would have no rights comparable to appraisal rights, save that objectors to a takeover offer may apply to the Grand Court of the Cayman Islands for various orders that the Grand Court of the Cayman Islands has a broad discretion to make, which would otherwise ordinarily be available to dissenting shareholders of Delaware corporations, providing rights to receive payment in cash for the judicially determined value of the shares.

*Shareholders' Suits.* In principle, we will normally be the proper plaintiff to sue for a wrong done to us as a company, and as a general rule, a derivative action may ordinarily not be brought by a minority shareholder. However, based on English authority, which would in all likelihood be of persuasive authority in the Cayman Islands, the Cayman Islands courts can be expected (and have had occasion) to follow and apply the common law principles (namely the rule in *Foss v. Harbottle* and the exceptions thereto) so that a minority shareholder may be permitted to commence a class action against, or derivative actions in the name of, our company to challenge:

- an act which is ultra vires or illegal and is therefore incapable of ratification by the shareholders;
- an act which constitutes a fraud against the minority where the wrongdoers are themselves in control of the company; and
- an act which requires a resolution with a qualified (or special) majority (i.e. more than a simple majority) which has not been obtained.

*Indemnification of Directors and Executive Officers and Limitation of Liability.* Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. Our Memorandum and Articles of Association provides that we may indemnify our directors, officers, employees and agents against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such persons in connection with actions, suits or proceedings to which they are party or are threatened to be made a party by reason of their acting as our directors, officers, employees or agents. To be entitled to indemnification, these persons must have acted in good faith and in the best interest or not opposed to the interest of our company and must not have acted in a manner willfully or grossly negligent, and, with respect to any criminal action, they must have had no reasonable cause to believe their conduct was unlawful. Our Memorandum and Articles of Association also provides for indemnification of such person in the case of a suit initiated by our company or in the right of our company. Such indemnification covers expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such suit. There are good faith and other similar conduct requirements for such indemnification rights as those imposed on other types of suits described above. However, if such persons are successful in the merits of the actions, suits or proceedings described above, including suits initiated by or in the right of our company, then they may be indemnified for actual and reasonable expenses without having to meet the conduct requirements. This standard of conduct is generally the same as permitted under the Delaware General Corporation Law for a Delaware corporation. In addition, we have entered into indemnification agreements with our directors and executive officers that provide such persons with additional indemnification beyond that provided in the Memorandum and Articles of Association.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers or persons controlling us under the foregoing provisions, we have been informed that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

*Directors' Fiduciary Duties.* Under Delaware corporate law, a director of a Delaware corporation has a fiduciary duty to the corporation and its shareholders. This duty has two components: the duty of care and the duty of loyalty. The duty of care requires that a director act in good faith, with the care that an ordinarily prudent person would exercise under similar circumstances. Under this duty, a director must inform himself of, and disclose to shareholders, all material information reasonably available regarding a significant transaction. The duty of loyalty requires that a director acts in a manner he reasonably believes to be in the best interests of the corporation. He must not use his corporate position for personal gain or advantage. This duty prohibits self-dealing by a director and mandates that the best interest of the corporation and its shareholders take precedence over any interest possessed by a director, officer or controlling shareholder and not shared by the shareholders generally. In general, actions of a director are presumed to have been made on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the corporation. However, this presumption may be rebutted by evidence of a breach of one of the fiduciary duties. Should such evidence be presented concerning a transaction by a director, the director must prove the procedural fairness of the transaction, and that the transaction was of fair value to the corporation.

As a matter of Cayman Islands law, a director of a Cayman Islands company is in the position of a fiduciary with respect to the company and therefore it is considered that he owes the following duties to the company — a duty to act in good faith in the best interests of the company, a duty not to make a personal profit based on his position as director (unless the company permits him to do so), a duty not to put himself in a position where the interests of the company conflict with his personal interest or his duty to a third party and a duty to exercise powers for the purpose for which such powers were intended. A director of a Cayman Islands company owes to the company a duty to act with skill and care. It was previously considered that a director need not exhibit in the performance of his duties a greater degree of skill than may reasonably be expected from a person of his knowledge and experience. However, English and Commonwealth courts have moved towards an objective standard with regard to the required skill and care and these authorities are likely to be followed in the Cayman Islands.

*Shareholder Action by Written Consent.* Under the Delaware General Corporation Law, a corporation may eliminate the right of shareholders to act by written consent by amendment to its certificate of incorporation. Cayman Islands law and the Memorandum and Articles of Association provide that shareholders may approve corporate matters by way of a unanimous written resolution signed by or on behalf of each shareholder who would have been entitled to vote on such matter at a general meeting without a meeting being held.

*Shareholder Proposals.* Under the Delaware General Corporation Law, a shareholder has the right to put any proposal before the annual meeting of shareholders, provided it complies with the notice provisions in the governing documents. A special meeting may be called by the board of directors or any other person authorized to do so in the governing documents, but shareholders may be precluded from calling special meetings.

Cayman Islands law provides shareholders with only limited rights to requisition a general meeting, and does not provide shareholders with any right to put any proposal before a general meeting. However, these rights may be provided in a company's articles of association. The Memorandum and Articles of Association allow our shareholders holding not less than ten percent in par value of our voting share capital to requisition a shareholder's meeting, in which case our directors shall convene an extraordinary general meeting. Other than this right to requisition a shareholders' meeting, the Memorandum and Articles of Association do not provide our shareholders with any right to put proposals before annual general meetings or extraordinary general meetings not called by such shareholders. As an exempted Cayman Islands company, we are not obliged by law to call shareholders' annual general meetings.

*Cumulative Voting.* Under the Delaware General Corporation Law, cumulative voting for elections of directors is not permitted unless the corporation's certificate of incorporation specifically provides for it. Cumulative voting potentially facilitates the representation of minority shareholders on a board of directors since it permits the minority shareholder to cast all the votes to which the shareholder is entitled on a single director, which increases the shareholder's voting power with respect to electing such director. There are no prohibitions in relation to cumulative voting under the laws of the Cayman Islands but the Memorandum and Articles of Association do not provide for cumulative voting. As a result, our shareholders are not afforded any less protections or rights on this issue than shareholders of a Delaware corporation.

*Removal of Directors.* Under the Delaware General Corporation Law, a director of a corporation with a classified board may be removed only for cause with the approval of a majority of the outstanding shares entitled to vote, unless the certificate of incorporation provides otherwise. Under the Memorandum and Articles of Association, directors may be removed with or without cause, by an ordinary resolution of our shareholders. A director's office shall be vacated if (i) he gives notice in writing that he resigns the office of director, (ii) all the directors (other than the one to be removed) pass a resolution or sign a notice effecting the removal of such one director from his office as such, (iii) he is prohibited from being a director under any applicable law, rules or regulations and the NASDAQ Stock Market rules, (iv) he absents himself (without being represented by proxy or an alternate director appointed by him) from three consecutive meetings of the board of directors without special leave of absence from the directors, and they pass a resolution that he has by reason of such absence vacated office, (v) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally, or (vi) he is found to be or becomes of unsound mind. Subject to the foregoing sentence, each director shall hold office until the expiration of his term and until his successor shall have been elected and qualified in accordance with the Memorandum and Articles of Association.

*Transactions with Interested Shareholders.* The Delaware General Corporation Law contains a business combination statute applicable to Delaware corporations whereby, unless the corporation has specifically elected not to be governed by such statute by amendment to its certificate of incorporation, it is prohibited from engaging in certain business combinations with an "interested shareholder" for three years following the date that such person becomes an interested shareholder. An interested shareholder generally is a person or a group who or which owns or owned 15% or more of the target's outstanding voting share within the past three years. This has the effect of limiting the ability of a potential acquirer to make a two-tiered bid for the target in which all shareholders would not be treated equally. The statute does not apply if, among other things, prior to the date on which such shareholder becomes an interested shareholder, the board of directors approves either the business combination or the transaction which resulted in the person becoming an interested shareholder. This encourages any potential acquirer of a Delaware corporation to negotiate the terms of any acquisition transaction with the target's board of directors.

Cayman Islands law has no comparable statute. As a result, we cannot avail ourselves of the types of protections afforded by the Delaware business combination statute. However, although Cayman Islands law does not regulate transactions between a company and its significant shareholders, our directors are required to comply with the fiduciary duties which they owe to us under Cayman Islands law, including the duty to ensure that, in their opinion, any such transactions are bona fide in the best interests of our company and are entered into for a proper purpose and not with the effect of constituting a fraud on the minority shareholders.

*Dissolution; Winding up.* Under the Delaware General Corporation Law, unless the board of directors approves the proposal to dissolve, dissolution must be approved by shareholders holding 100% of the total voting power of the corporation. Only if the dissolution is initiated by the board of directors may it be approved by a simple majority of the corporation's outstanding shares. Delaware law allows a Delaware corporation to include in its certificate of incorporation a supermajority voting requirement in connection with dissolutions initiated by the board.

Under Cayman Islands law, a company may be wound up by either an order of the courts of the Cayman Islands or by a special resolution of its members or, if the company is unable to pay its debts as they fall due, by an ordinary resolution of its members. The court has authority to order winding up in a number of specified circumstances including where it is, in the opinion of the court, just and equitable to do so.

*Variation of Rights of Shares.* Under the Delaware General Corporation Law, a corporation may vary the rights of a class of shares with the approval of a majority of the outstanding shares of such class, unless the certificate of incorporation provides otherwise. Under Cayman Islands law and our articles of association, if our share capital is divided into more than one class of shares, we may vary the rights attached to any class with the written consent of holders of 75% of the issued shares of that class or with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class.

*Amendment of Governing Documents.* Under the Delaware General Corporation Law, a corporation's governing documents may be amended with the approval of a majority of the outstanding shares entitled to vote, unless the certificate of incorporation provides otherwise. Under the Companies Act, our Memorandum and Articles of Association may only be amended by a special resolution of our shareholders.

*Rights of Non-Resident or Foreign Shareholders.* There are no limitations imposed by the Memorandum and Articles of Association on the rights of non-resident or foreign shareholders to hold or exercise voting rights on our shares.

**Changes in Capital (Item 10.B.10 of Form 20-F)**

Our shareholders may from time to time by ordinary resolution:

- increase the share capital by such sum as the resolutions shall prescribe and with such rights, priorities and privileges annexed thereto, as our company in general meeting may determine;
- consolidate and divide all or any of our share capital into shares of a larger amount than our existing shares;
- by subdivision of our existing shares or any of them divide the whole or any part of its share capital into shares of smaller amount that is fixed by the Memorandum and Articles of Association or into shares without par value; or
- cancel any shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person.

Our shareholders may by special resolution, subject to confirmation by the Grand Court of the Cayman Islands on an application by our company for an order confirming such reduction, reduce our share capital or any capital redemption reserve in any manner permitted by law.

**Debt Securities (Item 12.A of Form 20-F)**

Not applicable.

**Warrants and Rights (Item 12.B of Form 20-F)**

Not applicable.

**Other Securities (Item 12.C of Form 20-F)**

Not applicable.



## Description of American Depositary Shares (Items 12.D.1 and 12.D.2 of Form 20-F)

JPMorgan Chase Bank, N.A., as depositary, issues the ADSs. Each ADS represents one common share, deposited with the custodian, as agent of the depositary, under the deposit agreement among our company, the depositary, and the holders of the American depositary receipts (“ADRs”) thereunder. Each ADS also represents any securities, cash or other property deposited with the depositary but which they have not distributed directly to you. Unless specifically requested by you, all ADSs will be issued on the books of our depositary in book-entry form and a statement will be mailed to you which reflects your ownership interest in such ADSs. In our description, references to ADRs shall include the statements you will receive which reflects your ownership of ADSs.

The depositary’s office is located at 383 Madison Ave., Floor 11, New York, NY, 10179.

You may hold ADSs either directly or indirectly through your broker or other financial institution. If you hold ADSs directly, by having an ADS registered in your name on the books of the depositary, you are an ADR holder. This description assumes you hold your ADSs directly. If you hold the ADSs through your broker or financial institution nominee, you must rely on the procedures of such broker or financial institution to assert the rights of an ADR holder described in this section. You should consult with your broker or financial institution to find out what those procedures are.

Because the depositary’s nominee will actually be the registered owner of the shares, you must rely on it to exercise the rights of a shareholder on your behalf. The obligations of the depositary and its agents are set out in the deposit agreement. The deposit agreement and the ADSs are governed by New York law.

The following is a summary of the material terms of the deposit agreement. Because it is a summary, it does not contain all the information that may be important to you. For more complete information, you should read the entire deposit agreement and the form of ADR which contains the terms of your ADSs. You can read a copy of the deposit agreement which is filed as an exhibit to a Registration Statement on Form F-6 (File No. 333-117254) for our company on July 18, 2014.

### ***Share Dividends and Other Distributions***

*How will I receive dividends and other distributions on the shares underlying my ADSs?*

We may make various types of distributions with respect to our securities. The depositary has agreed to pay to you the cash dividends or other distributions it or the custodian receives on shares or other deposited securities, after deducting its expenses. You will receive these distributions in proportion to the number of underlying shares that your ADSs represent.

Except as stated below, to the extent the depositary is legally permitted, it will deliver such distributions to ADR holders in proportion to their interests in the following manner:

*Cash.* The depositary will distribute any U.S. dollars available to it resulting from a cash dividend or other cash distribution or the net proceeds of sales of any other distribution or portion thereof (to the extent applicable), on an averaged or other practicable basis, subject to:

- appropriate adjustments for taxes withheld;
- such distribution being impermissible or impracticable with respect to certain registered holders; and
- deduction of the depositary’s expenses in (1) converting any foreign currency to U.S. dollars to the extent that it determines that such conversion may be made on a reasonable basis; (2) transferring foreign currency or U.S. dollars to the United States by such means as the depositary may determine to the extent that it determines that such transfer may be made on a reasonable basis; (3) obtaining any approval or license of any governmental authority required for such conversion or transfer, which is obtainable at a reasonable cost and within a reasonable time; and (4) making any sale by public or private means in any commercially reasonable manner.

If exchange rates fluctuate during a time when the depositary cannot convert a foreign currency, you may lose some or all of the value of the distribution.

*Shares.* In the case of a distribution in shares, the depositary will issue additional ADRs to evidence the number of ADSs representing such shares. Only whole ADSs will be issued. Any shares which would result in fractional ADSs will be sold and the net proceeds will be distributed to the ADR holders entitled thereto.

*Rights to receive additional shares.* In the case of a distribution of rights to subscribe for additional shares or other rights, if we provide satisfactory evidence that the depositary may lawfully distribute such rights, the depositary will distribute warrants or other instruments in the discretion of the depositary representing such rights. However, if we do not furnish such evidence, the depositary may:

- sell such rights if practicable and distribute the net proceeds as cash; or
- if it is not practicable to sell such rights by reason of the non-transferability of the rights, limited markets therefor, their short duration or otherwise, do nothing and allow such rights to lapse, in which case ADR holders will receive nothing and the rights may lapse.

We have no obligation to file a registration statement under the Securities Act in order to make any rights available to ADR holders.

*Other distributions.* In the case of a distribution of securities or property other than those described above, the depositary may either (i) distribute such securities or property in any manner it deems equitable and practicable, or (ii) to the extent the depositary deems distribution of such securities or property not to be equitable and practicable, sell such securities or property and distribute any net proceeds in the same way it distributes cash.

Any U.S. dollars will be distributed by checks drawn on a bank in the United States for whole dollars and cents. Fractional cents will be withheld without liability and dealt with by the depositary in accordance with its then current practices.

To the extent that the depositary determines in its discretion that any distribution described above is not practicable with respect to any specific registered ADR holder, the depositary may choose any method of distribution that it deems practicable for such ADR holder, including the distribution of foreign currency, securities or property, or it may retain such items, without paying interest on or investing them, on behalf of the ADR holder as deposited securities.

The depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADR holders.

There can be no assurances that the depositary will be able to convert any currency at a specified exchange rate or sell any property, rights, shares or other securities at a specified price, nor that any of such transactions can be completed within a specified time period.

### ***Deposit, Withdrawal and Cancellation***

#### *How does the depositary issue ADSs?*

The depositary will issue ADSs if you or your broker deposit shares or evidence of rights to receive shares with the custodian and pay the fees and expenses owing to the depositary in connection with such issuance. Shares deposited with the custodian must be accompanied by certain delivery documentation and shall, at the time of such deposit, be registered in the name of JPMorgan Chase Bank, N.A., as depositary for the benefit of holders of ADRs or in such other name as the depositary shall direct.

The custodian will hold all deposited shares for the account and to the order of the depositary. ADR holders thus have no direct ownership interest in the shares and only have such rights as are contained in the deposit agreement. The custodian will also hold any additional securities, property and cash received on or in substitution for the deposited shares. The deposited shares and any such additional items are referred to as “deposited securities.”

Upon each deposit of shares, receipt of related delivery documentation and compliance with the other provisions of the deposit agreement, including the payment of the fees and charges of the depositary and any taxes or other fees or charges owing, the depositary will issue an ADR or ADRs in the name or upon the order of the person entitled thereto evidencing the number of ADSs to which such person is entitled. All of the ADSs issued will, unless specifically requested to the contrary, be part of the depositary’s direct registration system, and a registered holder will receive periodic statements from the depositary which will show the number of ADSs registered in such holder’s name. An ADR holder can request that the ADSs not be held through the depositary’s direct registration system and that a certificated ADR be issued.

#### *How do ADR holders cancel an ADS and obtain deposited securities?*

When you turn in your ADS at the depositary’s office, the depositary will, upon payment of certain applicable fees, charges and taxes, and upon receipt of proper instructions and documentation, deliver the underlying shares to an account designated by you maintained by us, in the case of shares in registered form, or transfer to an account of an accredited financial institution on your behalf in the case of shares in bearer form. At your risk, expense and request, the depositary may deliver deposited securities at such other place as you may request.

The depositary may only restrict the withdrawal of deposited securities in connection with:

- temporary delays caused by closing our transfer books or those of the depositary or the deposit of shares in connection with voting at a shareholders' meeting, or the payment of dividends;
- the payment of fees, taxes and similar charges; or
- compliance with any U.S. or foreign laws or governmental regulations relating to the ADRs or to the withdrawal of deposited securities.

This right of withdrawal may not be limited by any other provision of the deposit agreement.

### ***Record Dates***

The depositary may, after consultation with us if practicable, fix record dates (which, to the extent applicable, shall be as near as practicable to any corresponding record dates set by us) for the determination of the registered ADR holders who will be entitled (or obligated, as the case may be):

- to receive any distribution on or in respect of deposited securities,
- to give instructions for the exercise of voting rights at a meeting of holders of shares,
- to pay the fee assessed by the depositary for administration of the ADR program and for any expenses as provided for in the ADR, or
- to receive any notice or to act in respect of other matters,

all subject to the provisions of the deposit agreement.

### ***Voting Rights***

#### ***How do I vote?***

If you are an ADR holder and the depositary asks you to provide it with voting instructions, you may instruct the depositary how to exercise the voting rights for the shares which underlie your ADSs. Subject to the next sentence, as soon as practicable after receiving notice from us of any meeting at which the holders of shares are entitled to vote, or of our solicitation of consents or proxies from holders of shares, the depositary shall fix the ADS record date in accordance with the provisions of the deposit agreement in respect of such meeting or solicitation of consent or proxy. The depositary shall, if we request in writing in a timely manner (the depositary having no obligation to take any further action if our request shall not have been received by the depositary at least 30 days prior to the date of such vote or meeting) and at our expense and provided that no legal prohibitions exist, distribute to the registered ADR holders a notice stating such information as is contained in the voting materials received by the depositary and describing how you may instruct or, subject to the next sentence, will be deemed to instruct, the depositary to exercise the voting rights for the shares which underlie your ADSs, including instructions for giving a discretionary proxy to a person designated by us.

To the extent we have timely requested that the depositary distribute materials to ADR holders of a proposed meeting, if voting instructions are not timely received by the depositary from any holder, such holder shall be deemed, and in the deposit agreement the depositary is instructed to deem such holder, to have instructed the depositary to give a discretionary proxy to a person designated by us to vote the shares represented by their ADSs as desired, provided that no such instruction shall be deemed given and no discretionary proxy shall be given (a) if we inform the depositary in writing (and we agree to provide the depositary with such information promptly in writing) that (i) we do not wish such proxy to be given, (ii) substantial opposition exists, or (iii) materially affects the rights of holders of shares, and (b) unless, with respect to such meeting, the depositary has been provided with an opinion of counsel, in form and substance satisfactory to the depositary, to the effect that (i) the granting of such discretionary proxy does not subject the depositary to any reporting obligations in the Cayman Islands, (ii) the granting of such proxy will not result in a violation of Cayman Islands law, rule, regulation or permit, (iii) the voting arrangement and proxy as contemplated under the deposit agreement will be given effect under Cayman Island law, and (iv) the depositary will not be deemed to be authorized to exercise any discretion when voting in accordance with the terms of the deposit agreement and will not be subject to any liability under Cayman Islands law for losses arising from the exercise of the voting arrangements.

Holders are strongly encouraged to forward their voting instructions to the depositary as soon as possible. For instructions to be valid, the ADR department of the depositary that is responsible for proxies and voting must receive them in the manner and on or before the time specified, notwithstanding that such instructions may have been physically received by the depositary prior to such time. The depositary will not itself exercise any voting discretion. Furthermore, neither the depositary nor its agents are responsible for any failure to carry out any voting instructions, for the manner in which any vote is cast or for the effect of any vote. Notwithstanding anything contained in the deposit agreement or any ADR, the depositary may, to the extent not prohibited by law or regulations, or by the requirements of the stock exchange on which the ADSs are listed, in lieu of distribution of the materials provided to the depositary in connection with any meeting of, or solicitation of consents or proxies from, holders of deposited securities, distribute to the registered holders of ADRs a notice that provides such holders with, or otherwise publicizes to such holders, instructions on how to retrieve such materials or receive such materials upon request (i.e., by reference to a website containing the materials for retrieval or a contact for requesting copies of the materials).

We have advised the depositary that under the laws of the Cayman Islands and our constituent documents, each as in effect as of the date of the deposit agreement, voting at any meeting of shareholders is by show of hands unless a poll is (before or on the declaration of the results of the show of hands) demanded. In the event that voting on any resolution or matter is conducted on a show of hands basis in accordance with our constituent documents, the depositary will refrain from voting and the voting instructions received by the depositary from holders shall lapse. The depositary will not demand a poll or join in demanding a poll, whether or not requested to do so by holders of ADSs.

There is no guarantee that you will receive voting materials in time to instruct the depositary to vote and it is possible that you, or persons who hold their ADSs through brokers, dealers or other third parties, will not have the opportunity to exercise a right to vote.

### ***Reports and Other Communications***

*Will I be able to view our reports?*

The depositary will make available for inspection by ADR holders at the offices of the depositary and the custodian the deposit agreement, the provisions of or governing deposited securities, and any written communications from us which are both received by the custodian or its nominee as a holder of deposited securities and made generally available to the holders of deposited securities.

Additionally, if we make any written communications generally available to holders of our shares, and we furnish copies thereof (or English translations or summaries) to the depositary, it will distribute the same to registered ADR holders.

Further, we are subject to periodic reporting and other informational requirements of the Exchange Act as applicable to foreign private issuers and, accordingly, file certain reports with the SEC. All information filed with the SEC can be obtained over the Internet at the SEC's website at [www.sec.gov](http://www.sec.gov). Such reports and other information may be inspected and copied at public reference facilities maintained by the SEC located at 100 F Street, NE, Washington, DC 20549.

### ***Fees and Expenses***

*What fees and expenses will I be responsible for paying?*

ADR holders will be charged a fee for each issuance of ADSs, including issuances resulting from distributions of shares, rights and other property, and for each surrender of ADSs in exchange for deposited securities. The fee in each case is US\$5.00 for each 100 ADSs (or any portion thereof) issued or surrendered.

The following additional charges shall be incurred by the ADR holders, by any party depositing or withdrawing shares or by any party surrendering ADRs or to whom ADRs are issued (including, without limitation, issuance pursuant to a stock dividend or stock split declared by our company or an exchange of stock regarding the ADRs or the deposited securities or a distribution of ADRs), whichever is applicable:

- a fee of US\$1.50 per ADR or ADRs for transfers of certificated or direct registration ADRs, in each case, on the books of the depositary;
- a fee of US\$0.02 or less per ADS (or portion thereof) for any cash distribution made pursuant to the deposit agreement;
- a fee of US\$0.02 per ADS (or portion thereof) per year to cover such expenses as are incurred by the depositary in administering our ADS program (which fee shall be assessed against holders of ADSs as of the record date set by the depositary not more than once each calendar year and is payable in the manner described in the next succeeding provision);

- any other charge payable by any of the depositary, any of the depositary's agents, including, without limitation, the custodian, or the agents of the depositary's agents in connection with the servicing of our shares or other deposited securities (which charge will be assessed against registered holders of our ADSs as of the record date or dates set by the depositary and will be payable at the sole discretion of the depositary by billing such registered holders or by deducting such charge from one or more cash dividends or other cash distributions);
- a fee for the distribution of securities, such fee being in an amount equal to the fee for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities (treating all such securities as if they were shares) but which securities or the net cash proceeds from the sale thereof are instead distributed by the depositary to those holders entitled thereto;
- stock transfer or other taxes and other governmental charges;
- cable, telex and facsimile transmission and delivery charges incurred at the request of the ADS holders;
- transfer or registration fees for the registration of transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities;
- expenses of the depositary in connection with the conversion of foreign currency into U.S. dollars; and
- such fees and expenses as are incurred by the depositary (including without limitation expenses incurred in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in delivery of deposited securities or otherwise in connection with the depositary's or its custodian's compliance with applicable law, rule or regulation.

The fees described above may be amended from time to time.

#### ***Payment of Taxes***

ADR holders must pay any tax or other governmental charge payable by the custodian or the depositary on any ADS or ADR, deposited security or distribution. If an ADR holder owes any tax or other governmental charge, the depositary may deduct the amount thereof from any cash distributions, or sell deposited securities and deduct the amount owing from the net proceeds of such sale. In either case, the ADR holder remains liable for any deficiency. Additionally, if any tax or governmental charge is unpaid, the depositary may also refuse to effect any registration, registration of transfer, split-up or combination of deposited securities or withdrawal of deposited securities (except under limited circumstances mandated by securities regulations). If any tax or governmental charge is required to be withheld on any non-cash distribution, the depositary may sell the distributed property or securities to pay such taxes and distribute any remaining net proceeds to the ADR holders entitled thereto.

#### ***Reclassifications, Recapitalizations and Mergers***

If we take certain actions that affect the deposited securities, including (i) any change in par value, split-up, consolidation, cancellation or other reclassification of deposited securities, (ii) any distributions of shares or other property not made to holders of ADRs, or (iii) any recapitalization, reorganization, merger, consolidation, liquidation, receivership, bankruptcy or sale of all or substantially all of our assets, then the depositary may choose to:

- amend the form of ADR;
- distribute additional or amended ADRs;
- distribute cash, securities or other property it has received in connection with such actions;
- sell any securities or property received and distribute the proceeds as cash; or
- none of the above.

If the depositary does not choose any of the above options, any of the cash, securities or other property it receives will constitute part of the deposited securities and each ADS will then represent a proportionate interest in such property.

## ***Reclassifications, Recapitalizations and Mergers***

### ***How may the deposit agreement be amended?***

We may agree with the depositary to amend the deposit agreement and the ADSs without your consent for any reason. ADR holders must be given at least 30 days' notice of any amendment that imposes or increases any fees or charges (other than stock transfer or other taxes and other governmental charges, transfer or registration fees, cable, telex or facsimile transmission costs, delivery costs or other such expenses), or otherwise prejudices any substantial existing right of ADR holders. Such notice need not describe in detail the specific amendments effectuated thereby, but must identify to ADR holders a means to access the text of such amendment. If an ADR holder continues to hold an ADR or ADRs after being so notified, such ADR holder is deemed to agree to such amendment and to be bound by the deposit agreement as so amended. Notwithstanding the foregoing, if any governmental body or regulatory body should adopt new laws, rules or regulations which would require amendment or supplement of the deposit agreement or the form of ADR to ensure compliance therewith, we and the depositary may amend or supplement the deposit agreement and the ADR at any time in accordance with such changed laws, rules or regulations, which amendment or supplement may take effect before a notice is given or within any other period of time as required for compliance. No amendment, however, will impair your right to surrender your ADSs and receive the underlying securities, except in order to comply with mandatory provisions of applicable law.

### ***How may the deposit agreement be terminated?***

The depositary may, and shall at our written direction, terminate the deposit agreement and the ADRs by mailing notice of such termination to the ADRs holders at least 30 days prior to the date fixed in such notice for such termination. The depositary may also at any time resign by delivering 60 days prior written notice of its election to do so to us. After the date so fixed for termination, (a) all direct registration ADRs shall cease to be eligible for the direct registration system and shall be considered ADRs issued on the ADR register maintained by the depositary, and (b) the depositary shall use its reasonable efforts to ensure that the ADSs cease to be DTC eligible so that neither DTC nor any of its nominees shall thereafter be a registered holder of ADRs. At such time as the ADSs cease to be DTC eligible and/or neither DTC nor any of its nominees is a registered holder of ADRs, the depositary shall (a) instruct its custodian to deliver all shares to us along with a general stock power that refers to the names set forth on the ADR register maintained by the depositary and (b) provide us with a copy of the ADR register maintained by the depositary. Upon receipt of such shares and the ADR register maintained by the depositary, we have agreed to use our best efforts to issue to each registered holder a share certificate representing the common shares represented by the ADSs reflected on the ADR register maintained by the depositary in such registered holder's name and to deliver such share certificate to the registered holder at the address set forth on the ADR register maintained by the depositary. After providing such instruction to the custodian and delivering a copy of the ADR register to us, the depositary and its agents will perform no further acts under the deposit agreement or the ADRs and shall cease to have any obligations under the deposit agreement and/or the ADRs.

### ***Limitations on Obligations and Liability to ADR Holders***

#### *Limits on our obligations and the obligations of the depositary; limits on liability to ADR holders and holders of ADSs*

Prior to the issue, registration, registration of transfer, split-up, combination, or cancelation of any ADRs, or the delivery of any distribution in respect thereof, and from time to time in the case of the production of proofs as described below, we or the depositary or its custodian may require:

- payment with respect thereto of (i) any stock transfer or other tax or other governmental charge, (ii) any stock transfer or registration fees in effect for the registration of transfers of shares or other deposited securities upon any applicable register and (iii) any applicable fees and expenses described in the deposit agreement;
- the production of proof satisfactory to it of (i) the identity of any signatory and genuineness of any signature and (ii) such other information, including without limitation, information as to citizenship, residence, exchange control approval, beneficial ownership of any securities, compliance with applicable law, regulations, provisions of or governing deposited securities and terms of the deposit agreement and the ADRs, as it may deem necessary or proper; and
- compliance with such regulations as the depositary may establish consistent with the deposit agreement.

The issuance of ADRs, the acceptance of deposits of shares, the registration, registration of transfer, split-up or combination of ADRs or the withdrawal of shares, may be suspended, generally or in particular instances, when the ADR register or any register for deposited securities is closed or when any such action is deemed advisable by the depositary; provided that the ability to withdraw shares may only be limited under the following circumstances: (i) temporary delays caused by closing transfer books of the depositary or our transfer books or the deposit of shares in connection with voting at a shareholders' meeting, or the payment of dividends, (ii) the payment of fees, taxes, and similar charges, and (iii) compliance with any laws or governmental regulations relating to ADRs or to the withdrawal of deposited securities.

The deposit agreement expressly limits the obligations and liability of the depositary, ourselves and our respective agents. Neither we nor the depositary nor any such agent will be liable if:

- any present or future law, regulation of the United States, Cayman Islands, the People's Republic of China (including the Hong Kong Special Administrative Region, the People's Republic of China), or any other country, or of any governmental or regulatory authority or any securities exchange or market or automated quotation system, the provisions of or governing any deposited securities, any present or future provision of our charter, any act of God, war, terrorism, nationalization or other circumstance beyond its control shall prevent or delay, or shall cause any of them to be subject to any civil or criminal penalty in connection with, any act which the deposit agreement or the ADR provides shall be done or performed by it or them
- by reason of any exercise or failure to exercise any discretion given it in the deposit agreement or the ADR (including, without limitation, any failure to determine that any distribution or action may be lawful or reasonably practicable);
- it performs its obligations without gross negligence or willful misconduct;
- it takes any action or inaction by it in reliance upon the advice of or information from legal counsel, accountants, any person presenting shares for deposit, any holder, or any other person believed by it to be competent to give such advice or information; or
- it relies upon any written notice, request, direction, instruction or document believed by it to be genuine and to have been signed, presented or given by the proper party or parties.

Neither the depositary nor its agents have any obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any deposited securities or the ADRs. We and our agents shall only be obligated to appear in, prosecute or defend any action, suit or other proceeding in respect of any deposited securities or the ADRs, which in our opinion may involve us in expense or liability, if indemnity satisfactory to us against all expense (including fees and disbursements of counsel) and liability is furnished as often as may be required. The depositary and its agents may fully respond to any and all demands or requests for information maintained by or on its behalf in connection with the deposit agreement, any registered holder or holders of ADRs, any ADRs or otherwise related to the deposit agreement or ADRs to the extent such information is requested or required by or pursuant to any lawful authority, including without limitation laws, rules, regulations, administrative or judicial process, banking, securities or other regulators. The depositary shall not be liable for the acts or omissions made by, or the insolvency of, any securities depository, clearing agency or settlement system. Furthermore, the depositary shall not be responsible for, and shall incur no liability in connection with or arising from, the insolvency of any custodian that is not a branch or affiliate of JPMorgan Chase Bank, N.A. Notwithstanding anything to the contrary contained in the deposit agreement or any ADRs, the depositary shall not be responsible for, and shall incur no liability in connection with or arising from, any act or omission to act on the part of the custodian except to the extent that the custodian has (i) committed fraud or willful misconduct in the provision of custodial services to the depositary or (ii) failed to use reasonable care in the provision of custodial services to the depositary as determined in accordance with the standards prevailing in the jurisdiction in which the custodian is located.

The depositary shall not have any liability for the price received in connection with any sale of securities, the timing thereof or any delay in action or omission to act nor shall it be responsible for any error or delay in action, omission to act, default or negligence on the part of the party so retained in connection with any such sale or proposed sale.

The depositary has no obligation to inform ADR holders or other holders of an interest in any ADSs about the requirements of Cayman Islands or People's Republic of China (including the Hong Kong Special Administrative Region, the People's Republic of China) law, rules or regulations or any changes therein or thereto.

Additionally, none of us, the depositary or the custodian shall be liable for the failure by any registered holder of ADR or beneficial owner therein to obtain the benefits of credits on the basis of non-U.S. tax paid against such holder's or beneficial owner's income tax liability. Neither we nor the depositary shall incur any liability for any tax consequences that may be incurred by registered holders or beneficial owners therein on account of their ownership of ADRs or ADSs.

Neither the depositary nor its agents will be responsible for any failure to carry out any instructions to vote any of the deposited securities, for the manner in which any such vote is cast or for the effect of any such vote. The depositary may rely upon instructions from us or our counsel in respect of any approval or license required for any currency conversion, transfer or distribution. The depositary shall not incur any liability for the content of any information submitted to it by us or on our behalf for distribution to ADR holders or for any inaccuracy of any translation thereof, for any investment risk associated with acquiring an interest in the deposited securities, for the validity or worth of the deposited securities, for the credit-worthiness of any third party, for allowing any rights to lapse upon the terms of the deposit agreement or for the failure or timeliness of any notice from us. The depositary shall not be liable for any acts or omissions made by a successor depositary whether in connection with a previous act or omission of the depositary or in connection with any matter arising wholly after the removal or resignation of the depositary. Neither the depositary nor any of its agents shall be liable to registered holders or beneficial owners of interests in ADSs for any indirect, special, punitive or consequential damages (including, without limitation, lost profits) of any form incurred by any person or entity, whether or not foreseeable and regardless of the type of action in which such a claim may be brought.

In the deposit agreement each party thereto (including, for avoidance of doubt, each holder and beneficial owner and/or holder of interests in ADRs) irrevocably waives, to the fullest extent permitted by applicable law, any right it may have to a trial by jury in any suit, action or proceeding against the depositary and/or the company directly or indirectly arising out of or relating to the shares or other deposited securities, the ADSs or the ADRs, the deposit agreement or any transaction contemplated therein, or the breach thereof (whether based on contract, tort, common law or any other theory).

The depositary and its agents may own and deal in any class of securities of our company and affiliates and in ADRs.

#### ***Disclosure of Interest in ADSs***

To the extent that the provisions of or governing any deposited securities may require disclosure of or impose limits on beneficial or other ownership of deposited securities, other shares and other securities and may provide for blocking transfer, voting or other rights to enforce such disclosure or limits, you agree to comply with all such disclosure requirements and ownership limitations and to comply with any reasonable instructions we may provide in respect thereof. We reserve the right to instruct you to deliver your ADSs for cancellation and withdrawal of the deposited securities so as to permit us to deal with you directly as a holder of shares and, by holding an ADS or an interest therein, you will be agreeing to comply with such instructions.



***Books of Depositary***

The depositary or its agent will maintain a register for the registration, registration of transfer, combination and split-up of ADRs, which register shall include the depositary's direct registration system. Registered holders of ADRs may inspect such records at the depositary's office at all reasonable times, but solely for the purpose of communicating with other holders in the interest of the business of our company or a matter relating to the deposit agreement. Such register may be closed at any time or from time to time, when deemed expedient by the depositary or, in the case of the issuance book portion of the ADR register, when reasonably requested by us solely in order to enable us to comply with applicable law.

The depositary will maintain facilities for the delivery and receipt of ADRs.

## List of Subsidiaries and Affiliated Entities of 51job, Inc.

Name	Jurisdiction of Incorporation
51net Beijing	Cayman Islands
51net HR	Cayman Islands
Lagou Information Limited	Cayman Islands
51net.com Inc.	British Virgin Islands
Lagou Information HongKong Limited	Hong Kong
Beijing Lagou Network Technology Co., Ltd.	PRC
Beijing Lagou Science and Technology Co., Ltd.	PRC
Beijing Qian Cheng Si Jin Advertising Co., Ltd.	PRC
Beijing Run An Information Consultancy Co., Ltd.	PRC
Beijing Zhiding Youyuan Management Consulting Co., Ltd.	PRC
Ningbo Yijian Network Science and Technology Co., Ltd.	PRC
Qian Cheng Wu You Network Information Technology (Beijing) Co., Ltd.	PRC
Qianjin Human Resource Services (Guangzhou) Co., Ltd.	PRC
Qianjin Network Information Technology (Shanghai) Co., Ltd.	PRC
Qianjin Wu You Network Technology (Shanghai) Co., Ltd.	PRC
Qianjin Zhong Cheng Technology (Wuhan) Co., Ltd.	PRC
Shanghai Jinli Information Technology Co., Ltd.	PRC
Shanghai Qianjin Advertising Co., Ltd.	PRC
Shanghai Qianjin Zhong Cheng Human Resources Co., Ltd.	PRC
Shanghai Wang Cai Advertising Co., Ltd.	PRC
Shanghai Wang Ju Advertising Co., Ltd.	PRC
Shanghai Wang Ju Human Resource Consulting Co., Ltd.	PRC
Shanghai Yishu Information Technology Co., Ltd.	PRC
Shenzhen City Huiyuan Cultural Industry Communication Co., Ltd.	PRC
Wang Jin Information Technology (Shanghai) Co., Ltd.	PRC
Wanyi (Shanghai) Internet Information Service Co., Ltd.	PRC
Wuhan Mei Hao Qian Cheng Advertising Co., Ltd.	PRC
Wuhan Wang Cai Information Technology Co., Ltd.	PRC
Zhongli Information Technology Services (Shanghai) Co., Ltd.	PRC

**Certification by the Principal Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Rick Yan, certify that:

1. I have reviewed this annual report on Form 20-F of 51job, Inc.;
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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) 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
  - (d) 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 (or persons performing the equivalent functions):
  - (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 23, 2021

By: /s/ Rick Yan

Name: Rick Yan

Title: President and Chief Executive Officer

---

**Certification by the Principal Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Kathleen Chien, certify that:

1. I have reviewed this annual report on Form 20-F of 51job, Inc.;
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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) 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
  - (d) 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 (or persons performing the equivalent functions):
  - (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 23, 2021

By: /s/ Kathleen Chien

Name: Kathleen Chien

Title: Chief Operating Officer and Acting Chief Financial Officer

---

**Certification by the Principal Executive Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of 51job, Inc. (the "Company") on Form 20-F for the year ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Rick Yan, 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 23, 2021

By: /s/ Rick Yan  
Name: Rick Yan  
Title: President and Chief Executive Officer

---

**Certification by the Principal Financial Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of 51job, Inc. (the "Company") on Form 20-F for the year ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kathleen Chien, 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 23, 2021

By: /s/ Kathleen Chien  
Name: Kathleen Chien  
Title: Chief Operating Officer and Acting Chief Financial Officer

---

[Maples Group letterhead]

**Our ref** VSL/303788-000002/16442978v1

51job, Inc.  
Building 3, No. 1387, Zhang Dong Road  
Shanghai 201203  
People's Republic of China

23 April 2021

Dear Sir and Madam,

**Re: 51job, Inc.**

We have acted as legal advisors as to the laws of the Cayman Islands to 51job, Inc., an exempted company with limited liability incorporated in the Cayman Islands (the “**Company**”), in connection with the filing by the Company with the United States Securities and Exchange Commission of an annual report on Form 20-F for the year ended December 31, 2020.

We hereby consent to the reference of our name under the heading “Additional Information – Taxation – Cayman Islands Taxation” in the Form 20-F.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP

---

[Jun He Law Offices letterhead]

April 23, 2021

51job, Inc.  
Building 3  
No. 1387, Zhang Dong Road  
Shanghai 201203, People's Republic of China

Dear Sirs,

We consent to the reference to our firm under the headings “Key Information - Risk Factors,” “Information on the Company - Organizational Structure,” “Operating and Financial Review and Prospects - Operating Results - Critical Accounting Policies” and “Major Shareholders and Related Party Transactions - Related Party Transactions” in 51job, Inc.’s Annual Report on Form 20-F for the year ended December 31, 2020, which will be filed with the Securities and Exchange Commission in the month of April 2021.

Yours faithfully,

/s/ CUI Li Xin

Jun He Law Offices



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-162976, No. 333-139596, No. 333-124838, No. 333-179526 and No. 333-210736) of 51job, Inc. of our report dated April 23, 2021 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in this Annual Report on Form 20-F.

/s/ PricewaterhouseCoopers Zhong Tian LLP

Shanghai, the People's Republic of China

April 23, 2021

---