

The information set forth in this appendix does not form part of the accountants' report on the historical financial information of the Group for each of the three years ended December 31, 2021 and the six months ended June 30, 2022 (the "Track Record Period") (the "Accountants' Report") prepared by Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, nor the unaudited condensed consolidated financial statements for the nine months ended September 30, 2022 (the "Unaudited Condensed Consolidated Financial Statements") as set forth in Appendix IA and Appendix IB to this prospectus, respectively, and is included herein for information only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the Accountants' Report and the Unaudited Condensed Consolidated Financial Statements set forth in Appendix IA and Appendix IB to this prospectus, respectively.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP ATTRIBUTABLE TO ORDINARY SHAREHOLDERS OF THE COMPANY

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company which has been prepared in accordance with paragraph 4.29 of the Listing Rules is set out to illustrate the effect of the Global Offering (as defined in this prospectus) on the unaudited consolidated net tangible assets of the Group attributable to the ordinary shareholders of the Company as of September 30, 2022, as if the Global Offering had taken place on that date.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company, had the Global Offering been completed as of September 30, 2022 or at any future dates.

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company is prepared based on the unaudited consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022 as derived from the Unaudited Condensed Consolidated Financial Statements set out in Appendix IB to this prospectus and adjusted as described below.

	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022 (in thousands of RMB) (Note 1)	Estimated net proceeds from the Global Offering (in thousands of RMB) (Note 2)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022 (in thousands of RMB)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company per ordinary share	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company per ADS	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company per ordinary share	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company per ADS
Based on the indicative offer price of HK\$88.80 per Offer Share	17,896,437	364,214	18,260,651	57.41	114.82	61.74	123.48

Notes:

- (1) The unaudited consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as of September 30, 2022 is arrived at after deducting intangible assets attributable to ordinary shareholders of the Company of RMB4,835,000 from the unaudited consolidated net assets of RMB17,901,272,000 attributable to ordinary shareholders of the Company as of September 30, 2022 as extracted from the Unaudited Condensed Consolidated Financial Statements set out in Appendix IB to this prospectus.
- (2) The estimated net proceeds from the issue of the new shares pursuant to the Global Offering are based on 5,540,000 Offer Shares at the indicative offer price of HK\$88.80 per Offer Share after deduction of the estimated listing and share issue costs (including underwriting fees and other related expenses) expected to be incurred by the Company subsequent to September 30, 2022 and without taking into account of any allotment and issuance of ordinary shares upon the exercise of the Over-allotment Option, the ordinary shares to be issued pursuant to the Share Incentive Plans, including the exercise of stock options or the vesting of restricted shares or other awards that have been or may be granted from time to time, any issuance or repurchase of ordinary shares and/or ADSs by the Company, including the effect of the defense mechanism pursuant to the rights agreement as disclosed in the paragraph headed “Share Capital – Defense Mechanism Against Hostile Takeovers” in this prospectus. For the purpose of calculating the estimated net proceeds from the Global Offering, the amount denominated in Hong Kong dollars has been translated into Renminbi at the exchange rate of HK\$1.00 to RMB0.9299, which is derived from the respective exchange rate on November 4, 2022 set forth in the H.10 statistical release of the Federal Reserve Board. No representation is made that Hong Kong dollars have been, could have been or may be converted to Renminbi, or vice versa, at that rate or at any other rates or at all.
- (3) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company per ordinary share is arrived at on the basis that 318,062,703 ordinary shares were in issue assuming that the Global Offering had been completed on September 30, 2022 and without taking into account any allotment and issuance of ordinary shares upon the exercise of the Over-allotment Option, the ordinary shares to be issued pursuant to the Share Incentive Plans, including the exercise of stock options or the vesting of restricted shares or other awards that have been or may be granted from time to time, any issuance or repurchase of ordinary shares and/or ADSs by the Company, including the effect of the defense mechanism pursuant to the rights agreement as disclosed in the paragraph headed “Share Capital – Defense Mechanism Against Hostile Takeovers” in this prospectus.
- (4) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company per ADS is arrived at on the basis that one ADS represents two ordinary shares.
- (5) For the purpose of this unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company per share or per ADS, the amounts stated in Renminbi are translated into Hong Kong dollars at the exchange rate of RMB1.00 to HK\$1.0754, which is derived from the respective exchange rate on November 4, 2022 set forth in the H.10 statistical release of the Federal Reserve Board. No representation is made that Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate or at any other rates or at all.
- (6) No adjustments have been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company to reflect any trading result or other transactions of the Group entered into subsequent to September 30, 2022. In particular, the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company as shown on II-1 have not been adjusted to illustrate the effect of any dividends to be distributed as disclosed in the Note 16 “Subsequent Events” to Appendix IB in this prospectus.

After taking into account the dividend distribution as disclosed in the Note 16 “Subsequent Events” to Appendix IB in this prospectus, assuming that the dividend had been declared to shareholders of record as of the close of business on September 30, 2022, and the estimated net proceeds from the issue of the new shares pursuant to the Global Offering at the indicative offer price of HK\$88.80 per Offer Share, the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company would have been RMB18,078,148,000 and the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to ordinary shareholders of the Company per ordinary share and per ADS would have been RMB56.84 and RMB113.68 (equivalent to HK\$61.13 and HK\$122.26), respectively, assuming the amounts denominated in Renminbi could have been translated into Hong Kong dollars at the rate of RMB1.00 to HK\$1.0754 and United States dollars (“US\$”) could have been translated into Renminbi at the rate of US\$1.00 to RMB7.2996, which are derived from the exchange rate on November 4, 2022 set forth in the H.10 statistical release of the Federal Reserve Board, respectively. No representation is made that Hong Kong dollars and United States dollars have been, could have been or may be converted to Renminbi, or vice versa, at that rate or at any other rates or at all.

B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of the independent reporting accountants' assurance report received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this prospectus.

Deloitte.**德勤****Independent Reporting Accountants' Assurance Report on the Compilation of Unaudited Pro Forma Financial Information**

To the Directors of 360 DigiTech, Inc.

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of 360 DigiTech, Inc. (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets as at September 30, 2022 and related notes as set out on pages II-1 to II-2 of Appendix II to the prospectus issued by the Company dated November 18, 2022 (the "Prospectus"). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-2 of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed Global Offering (as defined in the Prospectus) on the Group's financial position as at September 30, 2022 as if the proposed Global Offering had taken place at September 30, 2022. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's unaudited condensed consolidated financial statements as of and for the nine months ended September 30, 2022, on which a review report set out in Appendix IB to the Prospectus has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 “Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements” issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants’ Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at September 30, 2022 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
November 18, 2022