

FURTHER INFORMATION ABOUT US

Our Incorporation

Our Company was incorporated in the Cayman Islands under the Cayman Companies Act as an exempted company with limited liability on April 27, 2018. We have registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance with an address at Room 1901, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. Ms. Kwok Siu Ying Sarah (郭兆瑩) has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong.

As we were incorporated in the Cayman Islands, our corporate structure and Memorandum and Articles of Association are subject to the relevant laws and regulations of the Cayman Islands. A summary of the relevant laws and regulations of the Cayman Islands and of the Memorandum and Articles of Association is set out in “Summary of our Constitution and Cayman Company Law” in Appendix III.

Changes in Our Share Capital

As at September 30, 2022, we had an authorized share capital of US\$50,000 divided into 5,000,000,000 shares, comprising (i) 4,900,000,000 Class A ordinary shares with a par value of US\$0.00001 each, (ii) 50,000,000 Class B ordinary shares, with par value of US\$0.00001 each (all of which shall be converted into Class A ordinary shares with no enhanced voting rights upon the removal of the WVR structure), and (iii) 50,000,000 undesignated ordinary shares of a par value of US\$0.00001; and our issued share capital was 272,702,117 Class A ordinary shares and 39,820,586 Class B ordinary shares (all of which shall be converted into Class A ordinary shares with no enhanced voting rights upon the removal of the WVR structure).

The following tables set out the changes in the share capital of our Company during the periods presented in this document:

	Fiscal year ended December 31, 2019		
	Class A ordinary share	Class B ordinary share	Shareholders' Equity (US\$)
Balances as at January 1, 2019	247,832,121	39,820,586	2,877
Issuance of Shares	5,768,093	–	57
Repurchase and/or retirement of Shares	–	–	–
Balances as at December 31, 2019	<u>253,600,214</u>	<u>39,820,586</u>	<u>2,934</u>

	Fiscal year ended December 31, 2020		
	Class A ordinary share	Class B ordinary share	Shareholders' Equity (US\$)
Balances as at January 1, 2020	253,600,214	39,820,586	2,934
Issuance of Shares	11,032,980	–	110
Repurchase and/or retirement of Shares	–	–	–
Balances as at December 31, 2020	<u>264,633,194</u>	<u>39,820,586</u>	<u>3,044</u>
	Fiscal year ended December 31, 2021		
	Class A ordinary share	Class B ordinary share	Shareholders' Equity (US\$)
Balances as at January 1, 2021	264,633,194	39,820,586	3,044
Issuance of Shares	6,033,212	–	60
Repurchase and/or retirement of Shares	(17)	–	(0)
Balances as at December 31, 2021	<u>270,666,389</u>	<u>39,820,586</u>	<u>3,104</u>
	Nine months ended September 30, 2022		
	Class A ordinary share	Class B ordinary share	Shareholders' Equity (US\$)
Balances as at January 1, 2022	270,666,389	39,820,586	3,104
Issuance of Shares	2,035,728	–	20
Repurchase and/or retirement of Shares	–	–	–
Balances as at September 30, 2022	<u>272,702,117</u>	<u>39,820,586</u>	<u>3,125</u>

Changes in the Share Capital of Our Significant Subsidiaries

The following alterations in the share capital of our Significant Subsidiaries have taken place within the two years immediately preceding the date of this document:

1. On May 12, 2021, the registered capital of Shanghai Financing Guarantee was increased from RMB300,000,000 to RMB800,000,000;
2. On October 8, 2021, the registered capital of Shanghai Financing Guarantee was increased from RMB800,000,000 to RMB1,300,000,000;
3. On September 16, 2021, the registered capital of Fuzhou Microcredit was increased from RMB500,000,000 to RMB1,000,000,000;
4. On December 17, 2021, Fuzhou Microcredit received capital injection of RMB4,000,000,000 and its registered capital was increased from RMB1,000,000,000 to RMB5,000,000,000. The registration was completed on January 5, 2022;
5. On January 24, 2022, the registered capital of Fuzhou Financing Guarantee was increased from RMB1,600,000,000 to RMB1,900,000,000;
6. On March 9, 2022, the registered capital of Shanghai Qiyu was increased from RMB200,000,000 to RMB4,303,039,074;
7. On March 28, 2022, the registered capital of Fuzhou Financing Guarantee was increased from RMB1,900,000,000 to RMB2,400,000,000;
8. On May 25, 2022, the registered capital of Fuzhou Financing Guarantee was increased from RMB2,400,000,000 to RMB3,700,000,000;
9. On July 29, 2022, the registered capital of Fuzhou Financing Guarantee was increased from RMB3,700,000,000 to RMB4,600,000,000; and
10. On August 2, 2022, the registered capital of Shanghai Financing Guarantee was decreased from RMB1,300,000,000 to RMB300,000,000.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Company or its subsidiaries within the two years preceding the date of this document and are or may be material, as well as contracts required to be disclosed pursuant to the Hong Kong Stock Exchange's Guidance Letter HKEX-GL94-18 and Listing Decision HKEX-LD43-3.

1. A voting proxy agreement (股東表決權委託協議) dated June 1, 2022 and executed by Shanghai Qiyue Information & Technology Co., Ltd. (上海淇玥信息技術有限公司) (“**Shanghai Qiyue**”), Shanghai Qibutianxia Information Technology Co., Ltd. (上海奇步天下信息技術有限公司) (“**Shanghai Qibutianxia**”) and Shanghai Qiyu Information & Technology Co., Ltd. (上海淇毓信息科技有限公司) (“**Shanghai Qiyu**”), pursuant to which Shanghai Qibutianxia appointed Shanghai Qiyue or its designated person as Shanghai Qibutianxia's attorney-in-fact to exercise all of its rights as a shareholder of Shanghai Qiyu.
2. A voting proxy agreement (股東表決權委託協議) dated June 1, 2022 and executed by Shanghai Qiyue, Shanghai Qibutianxia, and Fuzhou 360 Financing Guarantee Co., Ltd. (福州三六零融資擔保有限公司) (“**Fuzhou Financing Guarantee**”), pursuant to which Shanghai Qibutianxia appointed Shanghai Qiyue or its designated person as Shanghai Qibutianxia's attorney-in-fact to exercise all of its rights as a shareholder of Fuzhou Financing Guarantee.
3. A voting proxy agreement (股東表決權委託協議) dated June 1, 2022 and executed by Shanghai Qiyue, Beijing Zhongxin Baoxin Technology Co., Ltd. (北京中鑫保信科技有限公司) (“**Beijing Zhongxin**”), Beijing Qicaitianxia Technology Co., Ltd. (北京奇才天下科技有限公司) (“**Beijing Qicaitianxia**”) and Shanghai 360 Financing Guarantee Co., Ltd. (上海三六零融資擔保有限公司) (“**Shanghai Financing Guarantee**”), pursuant to which Beijing Zhongxin and Beijing Qicaitianxia appointed Shanghai Qiyue or its designated person as their attorney-in-fact to exercise all of their rights as shareholders of Shanghai Financing Guarantee.
4. An equity interest pledge agreement (股權質押協議) dated June 1, 2022 and executed by Shanghai Qiyue, Shanghai Qibutianxia and Shanghai Qiyu, pursuant to which Shanghai Qibutianxia pledged all of its equity interests in Shanghai Qiyu in favor of Shanghai Qiyue.
5. An equity interest pledge agreement (股權質押協議) dated June 1, 2022 and executed by Shanghai Qiyue, Shanghai Qibutianxia and Fuzhou Financing Guarantee, pursuant to which Shanghai Qibutianxia pledged all of its equity interests in Fuzhou Financing Guarantee in favor of Shanghai Qiyue.

6. An equity interest pledge agreement (股權質押協議) dated June 1, 2022 and executed by Shanghai Qiyue, Beijing Zhongxin, Beijing Qicaitianxia and Shanghai Financing Guarantee, pursuant to which Beijing Zhongxin and Beijing Qicaitianxia pledged all of their equity interests in Shanghai Financing Guarantee in favor of Shanghai Qiyue.
7. An exclusive business cooperation agreement (獨家業務合作協議) dated June 1, 2022 and executed by Shanghai Qiyue and Shanghai Qiyu, pursuant to which Shanghai Qiyue agreed to provide exclusive business, technical and consultation services, amongst others, to Shanghai Qiyu in exchange for a service fee.
8. An exclusive business cooperation agreement (獨家業務合作協議) dated June 1, 2022 and executed by Shanghai Qiyue and Fuzhou Financing Guarantee, pursuant to which Shanghai Qiyue agreed to provide exclusive business, technical and consultation services, amongst others, to Fuzhou Financing Guarantee in exchange for a service fee.
9. An exclusive business cooperation agreement (獨家業務合作協議) dated June 1, 2022 and executed by Shanghai Qiyue and Shanghai Financing Guarantee, pursuant to which Shanghai Qiyue agreed to provide exclusive business, technical and consultation services, amongst others, to Shanghai Financing Guarantee in exchange for a service fee.
10. An exclusive option agreement (獨家購買權協議) dated June 1, 2022 and executed by Shanghai Qiyue, Shanghai Qibutianxia and Shanghai Qiyu, pursuant to which Shanghai Qibutianxia irrevocably granted Shanghai Qiyue an exclusive option to purchase all or part of its equity interests in Shanghai Qiyu and Shanghai Qiyu irrevocably granted Shanghai Qiyue an exclusive option to purchase all or part of Shanghai Qiyu's assets.
11. An exclusive option agreement (獨家購買權協議) dated June 1, 2022 and executed by Shanghai Qiyue, Shanghai Qibutianxia and Fuzhou Financing Guarantee, pursuant to which Shanghai Qibutianxia irrevocably granted Shanghai Qiyue an exclusive option to purchase all or part of its equity interests in Fuzhou Financing Guarantee and Fuzhou Financing Guarantee irrevocably granted Shanghai Qiyue an exclusive option to purchase all or part of Fuzhou Financing Guarantee's assets.
12. An exclusive option agreement (獨家購買權協議) dated June 1, 2022 and executed by Shanghai Qiyue, Beijing Zhongxin, Beijing Qicaitianxia and Shanghai Financing Guarantee, pursuant to which Beijing Zhongxin and Beijing Qicaitianxia irrevocably granted Shanghai Qiyue an exclusive option to purchase all or part of their equity interests in Shanghai Financing Guarantee and Shanghai Financing Guarantee irrevocably granted Shanghai Qiyue an exclusive option to purchase all or part of Shanghai Financing Guarantee's assets.

13. A loan agreement (借款協議) dated June 1, 2022 between Shanghai Qiyue, Shanghai Qibutianxia and Shanghai Qiyu, pursuant to which Shanghai Qiyue agreed to provide interest-free loans to Shanghai Qibutianxia for the purposes of Shanghai Qiyu's business operation and development, including but not limited to injecting such funds to the registered capital of Shanghai Qiyu.
14. A loan agreement (借款協議) dated June 1, 2022 between Shanghai Qiyue, Shanghai Qibutianxia and Fuzhou Financing Guarantee, pursuant to which Shanghai Qiyue agreed to provide interest-free loans to Shanghai Qibutianxia for the purposes of Fuzhou Financing Guarantee's business operation and development, including but not limited to injecting such funds to the registered capital of Fuzhou Financing Guarantee.
15. A loan agreement (借款協議) dated June 1, 2022 between Shanghai Qiyue, Shanghai Qibutianxia, Shanghai Financing Guarantee, Beijing Zhongxin and Beijing Qicaitianxia, pursuant to which Shanghai Qiyue agreed to provide interest-free loans to Shanghai Qibutianxia for the purposes of Shanghai Financing Guarantee's business operation and development, including but not limited to injecting such funds to the registered capital of Shanghai Financing Guarantee through Beijing Zhongxin and Beijing Qicaitianxia.
16. The Hong Kong Underwriting Agreement.

Our Intellectual Property Rights

We regard our trademarks, copyrights, patents, domain names, know-how, proprietary technologies, and similar intellectual property as critical to our success, and we rely on trademark and trade secret law and confidentiality, invention assignment and non-compete agreements with our employees and others to protect our proprietary rights. As of June 30, 2022, we had 54 registered trademarks and 63 registered trademarks pending approval in China, 68 registered patents and 900 patents pending approval in China, a number of which we consider material to our business and future development. We have 66 registered software copyrights and four copyrights of works in the PRC. We are also the registered holder of 360shuke.com and 43 domain names in China.

FURTHER INFORMATION ABOUT DIRECTORS AND EXECUTIVE OFFICERS

Disclosure of Interests

See "Major Shareholders" for disclosure of interests of Directors and executive officers.

Directors' Service Contracts

We have entered into employment agreements with each of our Directors who is also an officer. See "Directors and Senior Management – Compensation – Employment Agreements and Indemnification Agreements".

Directors' Remuneration

See “Directors and Senior Management – Compensation – Compensation of Directors and Executive Officers” for a discussion of Directors’ remuneration.

Disclosures relating to Directors and Experts

Save as disclosed in this document:

- None of our Directors nor any of the persons listed in “– Other Information – Qualification of Experts” below is materially interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this document, acquired or disposed of by or leased to our subsidiaries and our consolidated affiliated entities, or are proposed to be acquired or disposed of by or leased to our subsidiaries and our consolidated affiliated entities.
- None of our Directors nor any of the persons listed in “– Other Information – Qualification of Experts” below is materially interested in any contract or arrangement with us subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to our business as a whole.
- None of the persons listed in “– Other Information – Qualification of Experts” below has any shareholding in us or any of our Significant Subsidiaries or has the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in us or any of our Significant Subsidiaries.

Share Incentive Plans

See “Directors and Senior Management – Compensation – Share Incentive Plans” for details about our Share Incentive Plans.

OTHER INFORMATION**Estate duty**

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

Litigation

See “Our Business – Legal Proceedings and Compliance” for further information.

Joint Sponsors

The Joint Sponsors made an application on behalf of our Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the Global Offering (including the additional Shares which may be issued pursuant to the exercise of the Over-allotment Option), and the Shares to be issued pursuant to the Share Incentive Plans, including pursuant to the exercise of options, the vesting of or vested but outstanding RSUs, or other awards that have been or may be granted from time to time and the Shares to be issued after the conversion of our Class B ordinary shares into Shares without enhanced voting rights. All necessary arrangements have been made to enable such Shares to be admitted into CCASS.

Citigroup Global Markets Asia Limited and China International Capital Corporation Hong Kong Securities Limited satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Hong Kong Listing Rules.

The fee payable to each of the Joint Sponsors is US\$500,000 and is payable by our Company.

No Material Adverse Change

Our Directors confirm that there has been no material adverse change in our financial or trading position since June 30, 2022 (being the date to which our latest audited consolidated financial statements were prepared).

Qualification of Experts

The following are the qualifications of the experts (as defined under the Hong Kong Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice which are contained in this document:

Name	Qualification
Citigroup Global Markets Asia Limited	A licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) regulated activities as defined under the SFO

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A corporation licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Deloitte Touche Tohmatsu	Certified Public Accountants and Registered Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance (Cap. 588)
Shanghai iResearch Co., Ltd., China	Industry consultant
Commerce & Finance Law Offices	Legal adviser to Company as to PRC laws
Maples and Calder (Hong Kong) LLP	Legal adviser to Company as to Cayman Islands law

Consents of Experts

Each of the experts above has given and has not withdrawn its consent to the issue of this document with the inclusion of its report and/or letter and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

Preliminary Expenses

Our Company did not incur any material preliminary expenses.

Promoter

Our Company has no promoter for the purpose of the Hong Kong Listing Rules. Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this document.

Binding Effect

This document shall have the effect, if an application is made in pursuance of this document, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance insofar as applicable.

Bilingual Document

The English language and Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

Miscellaneous

Save as disclosed in this document or otherwise waived or exempted from disclosure pursuant to the waivers and exemptions disclosed in this document, within the two years immediately preceding the date of this document:

- to the best of our knowledge, neither we nor any of our Significant Subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
- no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any share capital or debentures of our Company or any of our Significant Subsidiaries;
- no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued; and
- there is no arrangement under which future dividends are waived or agreed to be waived.

Our branch register of members will be maintained in Hong Kong by our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited. Unless the Directors otherwise agree, all transfers and other documents of title of Shares must be lodged for registration with and registered by our share register in Hong Kong and may not be lodged in the Cayman Islands. All necessary arrangements have been made to enable the Shares to be admitted to CCASS.

Our Directors confirm that:

- there has not been any interruption in our business which may have or have had a material adverse effect on our financial position in the 12 months immediately preceding the date of this document;
- there are no hire purchase commitments, guarantees or other material contingent liabilities of our Company or any member of our Group; and
- we and our Significant Subsidiaries have no outstanding debentures or convertible debt securities.

The English version of this document shall prevail over the Chinese version.