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## DEFINITIONS

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*In this document, unless the context otherwise requires, the following terms shall have the meanings set out below.*

“2018 Plan”	the share incentive plan our Company adopted in May 2018, as amended from time to time, the principal terms of which are set out in “Directors and Senior Management – Compensation – Share Incentive Plans”
“2019 Plan”	the share incentive plan our Company adopted in November 2019, as amended from time to time, the principal terms of which are set out in “Directors and Senior Management – Compensation – Share Incentive Plans”
“360 Group”	360 Security Technology Inc. (三六零安全科技股份有限公司) and its controlled affiliates and predecessors
“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix IA to this document
“ADS(s)”	American Depositary Shares (each representing two Shares)
“AFRC”	Accounting and Financial Reporting Council of Hong Kong
“AI”	artificial intelligence
“Articles” or “Articles of Association”	our second amended and restated memorandum and articles of association of the Company, as adopted by a special resolution passed on October 22, 2018 and effective on December 14, 2018, as amended from time to time, a summary of which is set out in Appendix III to this document
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong or other relevant jurisdictions are generally open for business
“BVI”	British Virgin Islands
“CAC”	the Cyberspace Administration of China (國家互聯網信息辦公室)

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“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“CBRC”	China Banking Regulatory Commission (中國銀行監督管理委員會)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System ( <a href="https://ip.ccass.com">https://ip.ccass.com</a> ) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Centre by completing an input request
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

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“China” or “the PRC”	the People’s Republic of China, excluding, for the purposes of this document only, Taiwan and the special administrative regions of Hong Kong and Macau, except where the context otherwise requires
“Class A ordinary shares”	Class A ordinary shares in the share capital of our Company with a par value of US\$0.00001 each, giving a holder of a Class A ordinary share one vote per share on any resolution tabled at our Company’s general meeting
“Class B ordinary shares”	Class B ordinary shares in the share capital of our Company with a par value of US\$0.00001 each, conferring weighted voting rights in our Company such that a holder of a Class B ordinary share is entitled to 20 votes per share on any resolution tabled at our Company’s general meeting, all of which shall be converted to Class A ordinary shares on a one-for-one basis upon the Listing pursuant to the conversion notice delivered by the relevant shareholder which will take effect upon Listing
“CNNIC”	China Internet Network Information Center (中國互聯網絡信息中心)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company,” “our Company,” “360 DigiTech,” “we,” “our” or “us”	360 DigiTech, Inc. (formerly known as 360 Finance, Inc.), an exempted company incorporated in the Cayman Islands on April 27, 2018 with limited liability and, where the context requires, its subsidiaries and consolidated affiliated entities from time to time
“Consolidated Affiliated Entities”	the entities we control through the Contractual Arrangements, namely, Shanghai Qiyu, Fuzhou Microcredit, Fuzhou Financing Guarantee and Shanghai Financing Guarantee and their respective subsidiaries (each a “Consolidated Affiliated Entity”), details of which are set out in the section headed “Contractual Arrangements”

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“COVID-19”	coronavirus disease 2019, a disease caused by a novel virus designated as severe acute respiratory syndrome coronavirus 2
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deposit Agreement”	the deposit agreement, dated December 13, 2018, as amended or supplemented from time to time, among us, The Bank of New York Mellon and the ADS holders and beneficial owners from time to time
“Director(s)”	director(s) of our Company
“DTC”	The Depository Trust Company or its successor
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), promulgated on March 16, 2007 and came into effect on January 1, 2008 and was most recently amended on December 29, 2018 which became effective on the same date
“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the Price Determination Date or the Listing Date
“First GM”	the first general meeting to be convened by us within six months after the Listing to put forth for voting, amongst others, the amended Articles of Association to be adopted by our Company
“Foreign Investment Law”	the PRC Foreign Investment Law (《中華人民共和國外商投資法》), promulgated by the NPC in March 2019, which became effective on January 1, 2020
“foreign private issuer”	as such term is defined in Rule 3b-4 under the U.S. Exchange Act
“Fuzhou Financing Guarantee”	Fuzhou 360 Financing Guarantee Co., Ltd. (福州三六零融資擔保有限公司), a company established under the laws of PRC on June 29, 2018 and one of our Consolidated Affiliated Entities

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“Fuzhou Microcredit”	Fuzhou 360 Online Microcredit Co., Ltd. (福州三六零網絡小額貸款有限公司), a company established under the laws of PRC on March 30, 2017 and one of our Consolidated Affiliated Entities
“GAPP”	the General Administration of Press and Publication of the PRC (中華人民共和國新聞出版總署)
“Global Offering”	the Hong Kong Public Offering and the International Offering
“ <b>GREEN</b> Application Form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “our Group,” “the Group,” “we,” “us,” or “our”	our Company, subsidiaries and consolidated affiliated entities from time to time
“HK Qirui”	HK Qirui International Technology Company Limited, a company incorporated in Hong Kong on June 14, 2018 and a wholly-owned subsidiary of our Company
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchange and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Hong Kong Offer Shares”	the Shares offered pursuant to the Hong Kong Public Offering

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“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Public Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027%, Hong Kong Stock Exchange trading fee of 0.005% and AFRC transaction levy of 0.00015%) on the terms and conditions described in this document
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting – Hong Kong Underwriters” in this document
“Hong Kong Underwriting Agreement”	the underwriting agreement dated November 17, 2022 relating to the Hong Kong Public Offering and entered into by our Company, Citigroup Global Markets Asia Limited, China International Capital Corporation Hong Kong Securities Limited and the Hong Kong Underwriters
“ICP License”	the value-added telecommunications business operating license (增值電信業務經營許可證) for internet information service
“independent third party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected person of our Company
“International Offer Price”	the final offer price per International Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, Hong Kong Stock Exchange trading fee of 0.005% and AFRC transaction levy of 0.00015%)
“International Offer Shares”	the Shares offered pursuant to the International Offering together with, where relevant, any additional Shares which may be issued by us pursuant to the exercise of the Over-allotment Option

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“International Offering”	the offer of the International Offer Shares at the International Offer Price pursuant to a prospectus supplement and the shelf registration statement on Form F-3 that was filed with the SEC and became effective on November 17, 2022
“International Underwriters”	the group of underwriters, led by the Joint Global Coordinators, that expects to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, which is expected to be entered into by the Joint Global Coordinators, the International Underwriters and us on or about November 23, 2022
“IT”	information technology
“Joint Bookrunners,” “Joint Global Coordinators,” or “Joint Lead Managers”	the joint bookrunners, joint global coordinators or joint lead managers as named in “Directors and Parties Involved in the Global Offering”
“Joint Policy Statement”	the Joint Policy Statement Regarding the Listing of Overseas Companies jointly issued by the Hong Kong Stock Exchange and the SFC on September 27, 2013 and amended on April 30, 2018
“Joint Sponsors”	the Joint Sponsors of the listing of the Shares on the Main Board of the Hong Kong Stock Exchange as named in “Directors and Parties Involved in the Global Offering”
“Latest Practicable Date”	November 9, 2022, being the latest practicable date prior to the date of this document for the purpose of ascertaining certain information contained in this document
“Listing”	the listing we are seeking on the Hong Kong Stock Exchange under Chapter 19C of the Hong Kong Listing Rules
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange

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“Listing Date”	the date, expected to be on or about Tuesday, November 29, 2022 on which the Shares are listed on the Main Board of the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Main Board of the Hong Kong Stock Exchange
“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)
“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Memorandum” or “Memorandum of Association”	our memorandum of association adopted by a special resolution passed on October 22, 2018 and effective on December 14, 2018 (as amended from time to time), a summary of which is set out in Appendix III to this document
“MIIT” or “MII”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部), and its predecessor known as the Ministry of Information Industry of the PRC (中華人民共和國信息產業部)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部), or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易合作部)
“MPS”	Ministry of Public Security of the PRC (中華人民共和國公安部)
“Mr. Zhou”	Mr. Hongyi Zhou, our Director and chairman of the Board
“Nasdaq”	The Nasdaq Stock Market
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)



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“Negative List (2021)”	the Special Administrative Measures (Negative List) for Foreign Investment Access (2021 Version) (《外商投資准入特別管理措施(負面清單) (2021年版)》), most recently jointly promulgated by the MOFCOM and the NDRC, on December 27, 2021 and became effective on January 1, 2022, as amended, supplemented or otherwise modified from time to time
“NPC”	the National People’s Congress of the PRC (全國人民代表大會)
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, being Class A ordinary shares of our Company, together with, where relevant, any additional Class A ordinary shares which we may issue pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option we expect to grant to the International Underwriters, exercisable by the Joint Global Coordinators (for themselves and on behalf of the International Underwriters) under the International Underwriting Agreement, which may require us to allot and issue up to an aggregate of 830,000 additional Offer Shares at the International Offer Price to, among other things, cover over-allocations in the International Offering, if any
“PBOC”	the People’s Bank of China (中國人民銀行)
“PCAOB”	the Public Company Accounting Oversight Board (United States)
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), enacted by the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and effective on July 1, 1994, and subsequently amended on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013 and October 26, 2018, as amended, supplemented or otherwise modified from time to time
“PRC Legal Adviser”	Commerce & Finance Law Offices, our legal adviser as to the laws of the PRC

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“Price Determination Agreement”	the agreement to be entered into by the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and us on the Price Determination Date to record and fix the pricing of the Offer Shares
“Price Determination Date”	the date, expected to be on or about Wednesday, November 23, 2022, on which the International Offer Price and Public Offer Price will be determined, or such later time as the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and we may agree, but in any event, not later than Monday, November 28, 2022
“Principal Share Registrar”	Maples Fund Services (Cayman) Limited
“Public Offer Price”	the final offer price per Hong Kong Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, Hong Kong Stock Exchange trading fee of 0.005% and AFRC transaction levy of 0.00015%)
“Qualifying Issuer”	has the meaning given to it under chapter 19C of the Hong Kong Listing Rules
“Registered Shareholder(s)”	the registered shareholders of the Consolidated Affiliated Entities from time to time; the current registered shareholders are identified in the section headed “Contractual Arrangements”
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“RSU(s)”	restricted share unit(s)
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable

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“SAFE Circular 37”	the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by SAFE with effect from July 4, 2014
“SAIC” or “SAMR”	State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), currently known as the PRC State Administration for Market Regulation (中華人民共和國國家市場監督管理總局)
“SCNPC”	the Standing Committee of the National People’s Congress of the PRC (全國人民代表大會常務委員會)
“SEC”	the United States Securities and Exchange Commission
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shanghai Financing Guarantee”	Shanghai 360 Financing Guarantee Co., Ltd. (上海三六零融資擔保有限公司) (now known as Shanghai Qiyaoxin Technology Co., Ltd. (上海琦曜信技術有限公司)), a company established under the laws of PRC on May 20, 2019 and one of our Consolidated Affiliated Entities
“Shanghai Qibutianxia”	Shanghai Qibutianxia Information Technology Co., Ltd. (上海奇步天下信息技術有限公司) (formerly known as Beijing Qibutianxia Technology Co., Ltd. (北京奇步天下科技有限公司)), a company established under the laws of PRC on November 28, 2006 and one of the Registered Shareholders
“Shanghai Qiyu”	Shanghai Qiyu Information & Technology Co., Ltd. (上海淇毓信息科技有限公司), a company established under the laws of PRC on July 25, 2016 and one of our Consolidated Affiliated Entities
“Share(s)”	the Class A ordinary shares of our Company
“shareholder(s)”	holder(s) of Shares and, where the context requires, ADSs

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“Share Incentive Plans”	the 2018 Plan and the 2019 Plan, details of which are set out in the section headed “Directors and Senior Management – Compensation – Share Incentive Plans”
“Significant Subsidiaries”	our subsidiaries and consolidated affiliated entities as identified in “History and Corporate Structure – Significant Subsidiaries and Operating Entities”
“STA”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Stabilizing Manager”	Citigroup Global Markets Asia Limited
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or around the Price Determination Date between Splendid Tiger Limited and the Stabilizing Manager or its affiliate(s) and agents, pursuant to which the Stabilizing Manager may, on its own or through its affiliate(s) and agents, borrow up to 830,000 Shares from Splendid Tiger Limited to facilitate the settlement of over-allocations
“subsidiaries”	has the meaning ascribed thereto in the Hong Kong Listing Rules
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
“Track Record Period”	the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder

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“U.S. GAAP”	accounting principles generally accepted in the United States
“U.S. Holder”	a beneficial owner of our Shares or ADSs that is, for U.S. federal income tax purposes: (i) an individual who is a citizen or resident of the United States; (ii) a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created in, or organized under the laws of the United States or any state thereof or the District of Columbia; (iii) an estate the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or (iv) a trust (A) the administration of which is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all substantial decisions of the trust or (B) that has otherwise validly elected to be treated as a U.S. person under the U.S. Internal Revenue Code of 1986, as amended
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“variable interest entities,” “VIE” or “VIEs”	our variable interest entities, the financial results of which are consolidated into our consolidated financial statements as if they were our subsidiaries
“VAT”	value-added tax; all amounts are exclusive of VAT in this document except where indicated otherwise
“VIE structure” or “Contractual Arrangements”	variable interest entity structure and, where the context requires, the agreements underlying the structure
“WFOE” or “Shanghai Qiyue”	Shanghai Qiyue Information & Technology Co., Ltd. (上海淇玥信息技术有限公司), a company established under the laws of PRC on August 7, 2018 and a wholly-owned subsidiary of our Company
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the <b>White Form eIPO</b> Service Provider, <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

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In this document, the terms “associate(s),” “close associate(s),” “controlling shareholder(s),” “connected person(s),” “connected transactions(s),” “core connected person(s)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the date of this document.

The English names of PRC entities, PRC laws or regulations, and PRC governmental authorities referred to in this document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.