

**Submission Data File**

General Information	
Form Type*	20-F
Contact Name	Edgar Agents
Contact Phone	732-780-5036
Filer Accelerated Status*	Accelerated Filer
Filer File Number	
Filer CIK*	0001346610 (SOS Ltd)
Filer CCC*	*****
Filer is Shell Company*	N
Filer is Voluntary Filer*	N
Filer is Well Known Seasoned Issuer*	N
Confirming Copy	No
Notify via Website only	No
Return Copy	No
SROS*	NYSE
Period*	12-31-2021
Emerging Growth Company	Yes
Elected not to use extended transition period	Yes
(End General Information)	

Document Information	
File Count*	13
Document Name 1*	f20f2021_soslimited.htm
Document Type 1*	20-F
Document Description 1	Annual Report
Document Name 2*	f20f2021ex1-1_soslimited.htm
Document Type 2*	EX-1.1
Document Description 2	Sixth amended and Restated Memorandum and Articles of Association of the Registrant, as currently in effect
Document Name 3*	f20f2021ex8-1_soslimited.htm
Document Type 3*	EX-8.1
Document Description 3	List of Subsidiaries of the Registrant
Document Name 4*	f20f2021ex12-1_soslimited.htm
Document Type 4*	EX-12.1
Document Description 4	Certification
Document Name 5*	f20f2021ex12-2_soslimited.htm
Document Type 5*	EX-12.2
Document Description 5	Certification
Document Name 6*	f20f2021ex13-1_soslimited.htm
Document Type 6*	EX-13.1
Document Description 6	Certification
Document Name 7*	f20f2021ex13-2_soslimited.htm
Document Type 7*	EX-13.2
Document Description 7	Certification
Document Name 8*	f20f2021ex15-1_soslimited.htm
Document Type 8*	EX-15.1
Document Description 8	Consent of Audit Alliance LLP
Document Name 9*	image_001.jpg
Document Type 9*	GRAPHIC
Document Description 9	Graphic
Document Name 10*	image_002.jpg
Document Type 10*	GRAPHIC
Document Description 10	Graphic
Document Name 11*	image_003.jpg
Document Type 11*	GRAPHIC
Document Description 11	Graphic
Document Name 12*	ex15-1_001.jpg
Document Type 12*	GRAPHIC
Document Description 12	Graphic
Document Name 13*	ex15-1_002.jpg
Document Type 13*	GRAPHIC
Document Description 13	Graphic
(End Document Information)	

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

FORM 20-F

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, 2021

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: 001-38051

**SOS Limited**

(Exact name of Registrant as specified in its charter)

N/A

(Translation of the Registrant's name into English)

**Cayman Islands**

(Jurisdiction of incorporation or organization)

**Building 6, East Seaview Park, 298 Haijing Road, Yinzhū Street  
West Coast New District, Qingdao City, Shandong Province 266400**

**People's Republic of China**  
(Address of principal executive offices)

**Yandai Wang (Chief Executive Officer)**  
Telephone: +86-532-86617117

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American depository shares, each representing 10 Class A ordinary share, par value US\$0.0001 per share	SOS	New York Stock Exchange
Class A ordinary shares, par value US\$0.0001 per share*		New York Stock Exchange

\* Not for trading, but only in connection with the listing on the New York Stock Exchange of American depository shares

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

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

**2,340,462,712 Class A ordinary shares**

**2,775,018,991 Class B ordinary shares**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the US Securities Act of 1933, as amended.

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 † provided pursuant to Section 13(a) of the Exchange Act.

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

Indicate by check mark whether the registrant has filed a report 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

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## INTRODUCTION

Unless otherwise indicated or the context otherwise requires in this annual report:

- “ADSS” refers to our American depository shares, each of which represents 10 Class A ordinary share;
- “China” or the “PRC” refers to the People’s Republic of China, excluding, for the purposes of this annual report only, Hong Kong, Macau and Taiwan;
- “Class A ordinary shares” refers to Class A ordinary shares, par value US\$0.0001 per share of SOS Limited;
- “Class B ordinary shares” refers to Class B ordinary shares, par value US\$0.0001 per share of SOS Limited;
- “SOS,” “we,” “us,” “our company” and “our” refer to SOS Limited, an exempted company registered in the Cayman Islands with limited liability, and its subsidiaries and its consolidated variable interest entities, and, in the context of describing our operations and combined and consolidated financial information, also include its affiliated entity and its subsidiaries;
- “investors” refers to lenders of capital on our marketplace, unless the context indicates otherwise;
- “NYSE” refers to the New York Stock Exchange;
- “RMB” and “Renminbi” refer to the legal currency of China; and
- “US\$,” “U.S. dollars,” “\$” and “dollars” refer to the legal currency of the United States.
- “Parent” refers to SOS Limited., which owns 100% of SOS Information Technology New York Inc., and 100% of YBT Ltd. YBT Ltd. owns 100% of China SOS Ltd. China SOS Ltd owns 100% of Qingdao SOS Investment Management Co., Ltd. (“WFOE”). WFOE owns 99% of Qingdao SOS Investment LLP. These legal entities are connected through equity ownership and are not VIEs.
- “subsidiary(ies)” refer to our subsidiaries, including SOS Information Technology New York, Inc., Yong Bao Two Limited, Canada XX Exchange Limited, China SOS Limited, Qingdao SOS Investment Management Co., Ltd., and Qingdao SOS Investment LLP.
- “variable interest entity(ies)” refer to our consolidated variable interest entities, including Qingdao SOS Industrial Holding Co., Ltd., Qingdao SOS Digital Technologies Inc., SOS Information Technology Co., Ltd., Inner Mongolia SOS Insurance Agency Co., Ltd., SOS Ronghe Digital Technology Co., Ltd. and SOS International Trading Co., Ltd.

#### FORWARD-LOOKING STATEMENTS

This annual report on Form 20-F contains forward-looking statements that reflect our current expectations and views of future events. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by terminology such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “is/are likely to,” “potential,” “continue” or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, but are not limited to:

- our goals and strategies;
- our future business development, financial condition and results of operations;
- the expected growth of the marketing data and cryptocurrency mining industry in China;
- our expectations regarding demand for and market acceptance of our services;
- our plans to invest in our business;
- competition in our industry; and
- relevant government policies and regulations relating to our industry.

We would like to caution you not to place undue reliance on these forward-looking statements and you should read these statements in conjunction with the risk factors disclosed in “Item 3. Key Information—D. Key Information—Risk Factors.” Those risks are not exhaustive. We operate in an evolving environment. New risks emerge from time to time and it is impossible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ from those contained in any forward-looking statement. We do not undertake any obligation to update or revise the forward-looking statements except as required under applicable law. You should read this annual report and the documents that we reference in this annual report completely and with the understanding that our actual future results may be materially different from what we expect.

**PART I**

We are a Cayman Islands holding company conducting a portion of our operations in China through Qingdao SOS Industrial Holding Co., Ltd., a variable interest entity (“VIE”), and its subsidiaries. Investors of our ADSs are not investing in the VIE. Neither we nor our subsidiaries own any share in the VIE. Instead, for accounting purposes, we control and receive the economic benefits of the VIE’s business operation through a series of contractual arrangements, also known as VIE Agreements, dated May 14, 2020, which enables us to consolidate the financial results of the VIE and its subsidiaries in our consolidated financial statements under U.S. GAAP. As a result of these contractual arrangements, which have not been tested in a court of law, under generally accepted accounting principles in the United States (“U.S. GAAP”), the assets and liabilities of the VIE are treated as our assets and liabilities and the results of operations of the VIE are treated in all aspects as if they were the results of our operations. PRC laws, regulations, and rules restrict and impose conditions on direct foreign investment in certain types of business, and we therefore operate these businesses in China through the VIE. We have evaluated the guidance in Financial Accounting Standards Board Accounting Standards Codification 810 and determined that we are regarded as the primary beneficiary of the VIE for accounting purposes, as a result of our direct ownership in WFOE and the provisions of the VIE Agreements. See “Item 3. Key Information — Contractual Agreements between WFOE and The VIE” for a summary of these VIE Agreements.

Because of our corporate structure, we are subject to risks due to uncertainty of the interpretation and the application of the PRC laws and regulations, including but not limited to the validity and enforcement of the VIE Agreements. We are also subject to the risks of uncertainty about any future actions of the PRC government in this regard. Our VIE Agreements may not be effective in providing control over the VIE. The VIE structure is used to replicate foreign investment in China-based companies where Chinese law prohibits direct foreign investment in the operating companies. As a result, you may never directly hold equity interests in our PRC operating entities. We may also be subject to sanctions imposed by PRC regulatory agencies including Chinese Securities Regulatory Commission if we fail to comply with their rules and regulations. We may also be subject to PRC laws relating to, among others, data security and restrictions over foreign investments due to the complexity of the regulatory regime in China, and the recent statements and regulatory actions by the PRC government relating to data security may affect our remaining business operations in China or even our ability to offer securities in the United States. We are also subject to the risks and uncertainties about any future actions of the PRC government that could disallow the VIE structure, which would likely result in a material change in our operations. See “Risk Factors—Risks Related to Doing Business in China—Recent regulatory developments in China may subject us to additional regulatory review and disclosure requirement, expose us to government interference, or otherwise restrict our ability to offer securities and raise capital outside China, all of which could materially and adversely affect our business and the value of our securities,” “Risk Factors—Risks Related to Our Corporate Structure.”

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

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIME TABLE**

Not applicable.

### ITEM 3. KEY INFORMATION

We are a Cayman Islands holding company conducting a portion of our operations in China through Qingdao SOS Industrial Holding Co., Ltd., a variable interest entity (“VIE”), and its subsidiaries. Investors of our ADSs are investing in SOS Limited, the holding company, and are not investing in the VIE in which the Company’s operations are conducted. Neither we nor our subsidiaries own any share in the VIE. Instead, we control and receive the economic benefits of the VIE’s business operation through a series of contractual arrangements, also known as VIE Agreements, dated May 14, 2020. As a result of these contractual arrangements, which have not been tested in a court of law, under generally accepted accounting principles in the United States (“U.S. GAAP”), the assets and liabilities of the VIE are treated as our assets and liabilities and the results of operations of the VIE are treated in all aspects as if they were the results of our operations. Below is a summary of the VIE Agreements:

#### Contractual Agreements between WFOE and the VIE

On May 14, 2020, Qingdao SOS Investment Management Co., Ltd. (formerly known as Weibao Enterprise Management Consulting (Shijiazhuang) Co., Ltd.) (“Qingdao SOS Investment”), Qingdao SOS Industrial Holding Co., Ltd. (formerly known as Guian New Area Zhongyuan Technology Co., Ltd.) (“Qingdao SOS Industrial”), and Messrs. Yilin Wang, Weidong Feng, and Xianlong Wu, citizens of China and shareholders of Qingdao SOS Industrial, entered into the following agreements, or collectively, the “Variable Interest Entity Agreements” or “VIE Agreements,” pursuant to which Qingdao SOS Investment has contractual rights to control and operate the business of Qingdao SOS Industrial (the “VIE”). Therefore, pursuant to ASC 810, Qingdao SOS Industrial has been included in the Company’s consolidated financial statements since then.

The VIE Agreements are as follows:

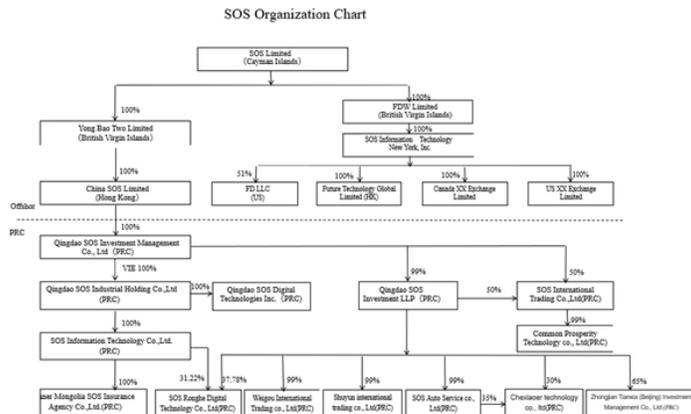
- 1) Technical Consulting and Service Agreement by and between Qingdao SOS Investment and Qingdao SOS Industrial. Pursuant to the Exclusive Technical Consulting and Service Agreement, Qingdao SOS Investment agreed to act as the exclusive consultant of Qingdao SOS Industrial and provide technical consulting and services to Qingdao SOS Industrial. In exchange, Qingdao SOS Industrial agreed to pay Qingdao SOS Investment a technical consulting and service fee, the amount of which is to be equivalent to the amount of net profit before tax of Qingdao SOS Industrial, payable on a quarterly basis after making up losses of previous years (if necessary) and deducting necessary costs, expenses and taxes related to the business operations of Qingdao SOS Industrial. Without the prior written consent of Qingdao SOS Investment, Qingdao SOS Industrial may not accept the same or similar technical consulting and services provided by any third party during the term of the agreement. All the benefits and interests generated from the agreement, including but not limited to intellectual property rights, know-how and trade secrets, will be Qingdao SOS Investment’s sole and exclusive property. This agreement has a term of 20 years and may be extended unilaterally by Qingdao SOS Investment with Qingdao SOS Investment’s written confirmation prior to the expiration date. Qingdao SOS Industrial cannot terminate the agreement early unless Qingdao SOS Investment commits fraud, gross negligence or illegal acts, or becomes bankrupt or winds up.
- 2) Equity Interest Purchase Option Agreement by and among Qingdao SOS Investment, Qingdao SOS Industrial, and Messrs. Yilin Wang, Weidong Feng and Xianlong Wu. Pursuant to the Exclusive Purchase Option Agreement, Messrs. Yilin Wang, Weidong Feng and Xianlong Wu granted to Qingdao SOS Investment and any party designated by Qingdao SOS Investment the exclusive right to purchase, at any time during the term of this agreement, all or part of the equity interests in Qingdao SOS Industrial, or the “Equity Interests,” at a purchase price equal to the registered capital paid by Messrs. Yilin Wang, Weidong Feng and Xianlong Wu for the Equity Interests, or, in the event that applicable law requires an appraisal of the Equity Interests, the lowest price permitted under applicable law. Pursuant to powers of attorney executed by Messrs. Yilin Wang, Weidong Feng and Xianlong Wu, they irrevocably authorized any person appointed by Qingdao SOS Investment to exercise all shareholder rights, including but not limited to voting on their behalf on all matters requiring approval of Qingdao SOS Industrial’s shareholders, disposing of all or part of the shareholders’ equity interest in Qingdao SOS Industrial, and electing, appointing or removing directors and executive officers. The person designated by Qingdao SOS Investment is entitled to dispose of dividends and profits on the equity interest without reliance on any oral or written instructions of Messrs. Yilin Wang, Weidong Feng and Xianlong Wu. The powers of attorney will remain in force for so long as Messrs. Yilin Wang, Weidong Feng and Xianlong Wu remain the shareholders of Qingdao SOS Industrial. Messrs. Yilin Wang, Weidong Feng and Xianlong Wu have waived all the rights which have been authorized to Qingdao SOS Investment’s designated person under the powers of attorney.

- 3) Equity Pledge Agreement by and among Qingdao SOS Investment, Qingdao SOS Industrial, and Messrs. Yilin Wang, Weidong Feng and Xianlong Wu. Pursuant to the Equity Pledge Agreement, Mr. Messrs. Yilin Wang, Weidong Feng and Xianlong Wu pledged all of the Equity Interests to Qingdao SOS Investment to secure the full and complete performance of the obligations and liabilities on the part of Qingdao SOS Industrial and them under this and the above contractual arrangements. If Qingdao SOS Industrial, Messrs. Yilin Wang, Weidong Feng or Xianlong Wu breaches their contractual obligations under these agreements, then Qingdao SOS Investment, as pledgee, will have the right to dispose of the pledged equity interests. Messrs. Yilin Wang, Weidong Feng and Xianlong Wu agree that, during the term of the Equity Pledge Agreements, they will not dispose of the pledged equity interests or create or allow any encumbrance on the pledged equity interests, and they also agree that Qingdao SOS Investment's rights relating to the equity pledge should not be interfered with or impaired by the legal actions of the shareholders of Qingdao SOS Industrial, their successors or designees. During the term of the equity pledge, Qingdao SOS Investment has the right to receive all of the dividends and profits distributed on the pledged equity. The Equity Pledge Agreement will terminate as soon as reasonably practical when Qingdao SOS Industrial, Messrs. Yilin Wang, Weidong Feng and Xianlong Wu have completed all their obligations under the contractual agreements described above.
- 4) Voting Rights Proxy and Financial Support Agreement by and among Qingdao SOS Investment, Qingdao SOS Industrial, and Messrs. Yilin Wang, Weidong Feng and Xianlong Wu. Pursuant to the Voting Rights Proxy and Financial Support Agreement, Messrs. Yilin Wang, Weidong Feng and Xianlong Wu entrusts Qingdao SOS Investment or Qingdao SOS Investment's designee to vote on their behalf at the shareholder meetings of Qingdao SOS Industrial. As consideration for the entrustment of the voting rights of Messrs. Yilin Wang, Weidong Feng and Xianlong Wu at Qingdao SOS Industrial's shareholder meetings to Qingdao SOS Investment, Qingdao SOS Investment agreed to arrange for funds to be provided as necessary in connection with the business operations of Qingdao SOS Industrial. Qingdao SOS Investment further agreed that if the business were to fail in the ordinary course of business, none of Messrs. Yilin Wang, Weidong Feng and Xianlong Wu shall have any obligation to repay the financial support provided by Qingdao SOS Investment.

We primarily have relied and expect to continue to rely on the VIE Agreements to control and operate the business of the VIE. The VIE Agreements, however, may not be as effective in providing us with the necessary control over the VIE and its operations. For example, the VIE and its shareholders could breach their contractual arrangements with us by, among other things, failing to conduct their operations in an acceptable manner or taking other actions that are detrimental to our interests. If we had direct ownership of the VIE, we would be able to exercise our rights as a shareholder to effect changes in the board of directors of the VIE, which in turn could implement changes, subject to any applicable fiduciary obligations, at the management and operational level. Under the current VIE Agreements, however, we rely on the performance by the VIE and its shareholders of their respective obligations under the contracts to exercise control over the VIE. We are also subject to the risks of uncertainty about any future actions of the PRC government in this regard. Because of our corporate structure, we are subject to risks due to uncertainty of the interpretation and the application of the PRC laws and regulations, including but not limited to the validity and enforcement of the VIE Agreements. Our VIE Agreements may not be effective in providing control over the VIE. We may be also subject to sanctions imposed by PRC regulatory agencies including Chinese Securities Regulatory Commission if we fail to comply with their rules and regulations. We may also be subject to PRC laws relating to, among others, data security and restrictions over foreign investments due to the complexity of the regulatory regime in China, and the recent statements and regulatory actions by the PRC government relating to data security may affect our remaining business operations in China or even our ability to offer securities in the United States. Neither we nor any of our subsidiaries has obtained the approval from either the China Securities Regulatory Commission (the "CSRC") or the Cyberspace Administration of China (the "CAC") for any offering of our ADSs in the United States, and we do not intend to obtain the approval from either the CSRC or the CAC in connection with any such offering, since we do not believe, based upon advice of our PRC counsel, Hebei Changjun Law Firm, that such approval is required for the time being. We cannot assure you, however, that regulators in China will not take a contrary view or will not subsequently require us to undergo the approval procedures and subject us to penalties for non-compliance. From time to time, we may have to resort to administrative and court proceedings to enforce our legal rights. Since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, however, it may be more difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection we enjoy in the PRC legal system than in more developed legal systems. Furthermore, the PRC legal system is based in part on government policies, internal rules, and regulations (some of which are not published in a timely manner or at all) that may have retroactive effect and may change quickly with little advance notice. As a result, we may not be aware of our violation of these policies and rules until sometime after the violation. Such uncertainties, including uncertainties over the scope and effect of our contractual, property (including intellectual property), and procedural rights, and any failure to respond to changes in the regulatory environment in China could materially and adversely affect our business and impede our ability to continue our operations. See "Risk Factors—Risks Related to Doing Business in China," "—Risks Related to Our Securities—The approval of the CSRC, the CAC and other compliance procedures may be required in connection with any offering of ADSs we may make, and, if required, we cannot predict whether we will be able to obtain such approval," and "Risk Factors—Risks Related to Our Corporate Structure."

As of December 31, 2021 and 2020, the VIE accounted for an aggregate of 99% and 100%, respectively, of our consolidated total assets, 99% and 100% respectively, of our consolidated total liabilities, and 100% and 100% respectively, of our consolidated total net revenues. See our consolidated financial statements and the related notes in this annual report.

The following diagram illustrates our corporate structure as of the date of this report, including our subsidiaries:



Our ability to pay dividends depends upon dividends paid by our operating entities. If the operating entity incurs debt on its own behalf, the instruments governing its debt may restrict its ability to pay dividends to us.

The operating entity in China will be permitted to pay dividends to us only out of its retained earnings, if any, as determined in accordance with the Accounting Standards for Business Enterprise as promulgated by the Ministry of Finance of the PRC, or PRC GAAP. In accordance with PRC company laws, any consolidated VIEs in China must make appropriations from its after-tax profits to non-distributable reserve funds including (i) statutory surplus fund and (ii) discretionary surplus fund. The appropriation to the statutory surplus fund must be at least 10% of the after-tax profits calculated in accordance with PRC GAAP. Appropriation is not required if the statutory surplus fund has reached 50% of the registered capital of the consolidated VIEs. Appropriation to discretionary surplus fund will be made at the discretion of the consolidated VIEs.

Pursuant to the law applicable to China's foreign investment enterprises, an operating entity that is a foreign investment enterprise in the PRC has to make appropriation from its after-tax profit, as determined under PRC GAAP, to reserve funds including (i) general reserve fund, (ii) enterprise expansion fund and (iii) staff bonus and welfare fund. The appropriation to the general reserve fund must be at least 10% of the after-tax profits calculated in accordance with PRC GAAP. Appropriation is not required if the reserve fund has reached 50% of the registered capital of the operating company. Appropriation to the other two reserve funds is at the discretion of the operating company in China.

As a Cayman Islands holding company, we will be permitted under PRC laws and regulations to provide funding from the proceeds of our offshore fund-raising activities to the operating entities (as a subsidiary) in China only through loans or capital contributions, and to the consolidated affiliated entity only through loans, in each case subject to the satisfaction of the applicable government registration and approval requirements. Before providing loans to the onshore entities (i.e. the PRC subsidiaries and VIE entities), we will be required to make filings about details of the loans with SAFE in accordance with relevant PRC laws and regulations. The PRC subsidiaries and VIE entities that receive the loans are only allowed to use the loans for the purposes set forth in these laws and regulations.

As of the date of this report, there have not been any dividends or distributions made to the holding company, nor have there been any dividends or distributions made to U.S. investors. We are subject to restrictions on foreign exchange and our ability to transfer cash between entities, across borders, and to U.S. investors. We are also subject to restrictions and limitations on our ability to distribute earnings from our businesses, including subsidiaries and/or consolidated VIEs, to our holding company and U.S. investors as well as the ability to settle amounts owed under the VIE agreements. Neither we nor any of our subsidiaries has obtained the approval from either the China Securities Regulatory Commission (the "CSRC") or the Cyberspace Administration of China (the "CAC") for any offering of our ADSs in the United States, and we do not intend to obtain the approval from either the CSRC or the CAC in connection with any such offering, since we do not believe, based upon advice of our PRC counsel, Hebei Changjun Law Firm, that such approval is required for the time being. We cannot assure you, however, that regulators in China will not take a contrary view or will not subsequently require us to undergo the approval procedures and subject us to penalties for non-compliance. See "Risks Related to Doing Business in China — Governmental control of currency conversion may limit our ability to utilize our net revenue effectively and our ability to transfer cash between our PRC subsidiaries and us, across borders, and to investors and affect the value of your investment," and "Risks Related to Our Corporate Structure."

The following financial information has been prepared to illustrate the consolidated cash flows for the years ended December 31, 2021 for (i) SOS Ltd; (ii) China SOS Ltd.; (iii)WFOE; (iv) VIE; (v) Subsidiaries outside China (vi) Subsidiaries inside China. The financial information of SOS Ltd. has been extracted from: SOS Ltd' audited consolidated statements of cash flows for the year ended December 31, 2021 and the related notes, included elsewhere in this annual report.

SOS Ltd. ("SOS") refers to the ultimate parent or the registrant, a Cayman Islands exempt company.

China SOS Ltd ("China SOS") is a Hong Kong corporation.

WFOE refers to Qingdao SOS Investment Management Co., Ltd. ("WFOE"), a PRC corporation.

VIE refers to Qingdao SOS Industrial Holding Co., Ltd. ("VIE"), a PRC corporation.

Subsidiaries outside China include Yong Bao Two Ltd. ("YBT," a British Virgin Islands company), FWD Ltd. ("FWD," British Virgin Islands company), SOS Information Technology New York Inc. ("SOSNY," a New York corporation), FD LLC ("FD," a Nevada corporation), Future Technology Global Ltd. ("FTHK," a Hong Kong corporation), Canada XX Exchange Ltd. ("CXXE," a Canada corporation) and US XX Exchange Ltd. ("USXXE," a Colorado corporation).

Subsidiaries inside China refers to the VIE's subsidiaries, including SOS Information Technology Co.,Ltd ("SOSIT"), Inner Mongolia SOS Insurance Agency Co., Ltd ("IMSOS"); and directly owned subsidiaries including SOS International Trading Co., Ltd ("SOSINT"), Qingdao SOS Investment LLP ("SOSIL"), Qingdao SOS Digital Technologies Ltd. ("SOSDT"), Common Prosperity Technology Co., Ltd. ("SOSCP"), SOS Ronghe Digital Technology Co., Ltd. ("SOSRD"), Weigou International Trading Co., Ltd ("SOSWI"), Shuyun International Trading Co., Ltd ("SOSSI"), SOS Auto Service Co., Ltd. ("SOSAS"), and Chexiaero Technology Co., Ltd ("SOSCX").

Condensed consolidated statement of cash flow

(US\$ thousands, except share data and per share data, or otherwise noted)

	31-Dec-21								
	SOS Ltd.	China SOS Ltd.	WFOE	VIE	Subsidiaries		Consolidation	Consolidation	SOS Ltd.
					Outside China	inside China			
US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>									
Net (loss)	(54,250)	2,648	(12)	3	(10,584)	911	-	12,033	(49,251)
Adjustments to reconcile net income net cash used in operating activities:									
Depreciation of property, plant and equipment	-	-	-	-	-	5,203	-	-	5,203
Depreciation of ROU	-	-	-	-	-	843	-	-	843
Share-based compensation	33,537	-	-	-	-	-	-	-	33,537
Accretion of finance leases	-	-	-	-	-	152	-	-	152
Allowance for doubtful accounts - accounts receivable	-	-	-	-	-	963	-	-	963
Allowance for doubtful accounts - other receivable	-	-	-	-	-	269	-	-	269
Impairment of cryptocurrencies	-	-	-	-	925	-	-	-	925
Changes in operating assets and liabilities									
Accounts receivable	-	-	-	-	-	(15,894)	-	-	(15,894)
Other receivables	(9,522)	(99,516)	-	-	(595)	(16,228)	-	-	(125,861)
Inter-company account	(99,132)	128,855	(311,415)	-	84,650	197,042	-	-	-
Amount due from related parties	-	(900)	(2)	-	1,000	(4,244)	-	-	(4,146)
Intangible assets	-	(14,502)	-	-	-	-	-	-	(14,502)
Accrued liabilities	-	-	-	-	3	19,812	-	-	19,815
Inventory	-	-	-	-	-	(96,071)	-	-	(96,071)
Tax payables	-	-	-	-	-	(8,371)	-	-	(8,371)
Accounts payable	-	11,359	-	-	-	17,050	-	-	28,409
Other payables	5,141	121	47	-	-	(306)	-	-	5,003
Amount due to related parties	15	-	-	-	9	844	-	-	868
Contract liabilities	-	-	-	-	-	(454)	-	-	(454)
Net cash (used in) generated from operating activities	(124,211)	28,065	(311,382)	3	75,408	101,521	-	12,033	(218,563)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>									
Purchase of property, equipment and equipment	-	(11,358)	-	-	(16,922)	(4,754)	-	-	(33,034)
Investment in equity	(374,463)	(310,205)	-	-	(64,794)	(657)	750,119	-	-
Net cash (used in) generated from investing activities	(374,463)	(321,563)	-	-	(81,716)	(5,411)	750,119	-	(33,034)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>									
Repayment of principle portion of lease liabilities	-	-	-	-	-	(1,764)	-	-	(1,764)
Proceed from share issuance, net of issuance costs	510,271	452,076	315,547	-	110,523	(40,426)	(750,119)	(12,033)	585,839
Proceed from private equity placement, net of issuance costs	-	-	-	-	-	-	-	-	-
Net cash generated from (used in) financing activities	510,271	452,076	315,547	-	110,523	(42,190)	(750,119)	(12,033)	584,075
<b>EFFECT OF EXCHANGE RATES ON CASH</b>									
Net increase/(decrease), effect of exchange rate changes on cash and cash equivalent	11,597	158,578	4,164	3	104,117	55,845	-	-	334,304
CASH AND CASH EQUIVALENTS, beginning of year	1	-	-	-	-	3,721	-	-	3,722
CASH AND CASH EQUIVALENTS, end of year	11,598	158,578	4,164	3	104,117	59,566	-	-	338,026

During the year of 2021, SOS Ltd. completed several rounds of registered direct offerings, raising \$585.6 million in net proceeds. Consolidation elimination (b) represents an entry to offset part of its legal expense against gross proceeds from the registered direct offerings.

(a) Some of these proceeds are used to finance its operation in subsidiaries outside China and subsidiaries inside China. For example, inventory, accounts receivable, other receivable/prepayment to vendors inside China have increased to \$96.1 million, \$15.9 million and \$16.2 million, respectively.

SOS has acquired \$27.8 million of equipment for production in total, of which \$26.8 million was spent on the Wisconsin Super Computer Center in North America to build up its hosting service in subsidiaries outside China.

#### PCAOB Inspection

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 a company has 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 such securities from being traded on a national securities exchange or in the over the counter trading market in the U.S. On December 16, 2021, SEC announced that the PCAOB designated China and Hong Kong as the jurisdictions where the PCAOB is not allowed to conduct full and complete audit inspections as mandated under the HFCAA. The Company's auditor, Audit Alliance LLP, is based in Singapore, and therefore are not affected by this mandate by the PCAOB.

#### Risk Factors Summary

Investing in our ADSs involves a high degree of risk. Below is a summary of material factors that make an investment in our ADSs speculative or risky. Importantly, this summary does not address all of the risks that we face. Please refer to the information contained in and incorporated by reference under the heading "Risk Factors" on page 9 of this prospectus and under similar headings in the other documents that are filed with the SEC, and incorporated by reference into this prospectus for additional discussion of the risks summarized in this risk factor summary as well as other risks that we face. These risks include, but are not limited to, the following:

- The outbreak of the COVID-19 has negatively impacted our business operations and is expected to continue to have an adverse impact on our planned operations.
- We are a holding company with no material operations of our own, we conduct a substantial majority of our operations through our subsidiaries established in the PRC and the VIE. We control and receive the economic benefits of the VIE's business operations through certain contractual arrangements. Our ADSs are shares of our Cayman Islands holding company instead of shares of our VIE in China.
- If the PRC government deems that the contractual arrangements in relation to the VIE does not comply with PRC regulatory restrictions on foreign investment in the relevant industries, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations.
- Contractual arrangements in relation to the VIE may be subject to scrutiny by the PRC tax authorities and they may determine that we or the VIE owe additional taxes, which could negatively affect our results of operations and the value of your investment.
- Because we are a Cayman Islands corporation and all of our business is conducted in the PRC, you may be unable to bring an action against us or our officers and directors or to enforce any judgment you may obtain.
- PRC regulations relating to investments in offshore companies by PRC residents may subject our PRC-resident beneficial owners or our PRC subsidiaries to liability or penalties, limit our ability to inject capital into our PRC subsidiaries or limit our PRC subsidiaries' ability to increase their registered capital or distribute profits.
- We are a "foreign private issuer" and our disclosure obligations differ from those of U.S. domestic reporting companies. As a result, we may not provide you the same information as U.S. domestic reporting companies or we may provide information at different times, which may make it more difficult for you to evaluate our performance and prospects.
- Governmental control of currency conversion may affect the value of your investment.

#### A. Selected Financial Data

The following table presents the selected consolidated financial information of our company. The selected consolidated statements of comprehensive income data for the years ended December 31, 2019, 2020 and 2021 and the selected consolidated balance sheets data as of December 31, 2019, 2020 and 2021 have been derived from our audited consolidated financial statements included in this annual report beginning on page F-1. The selected consolidated statements of comprehensive income data for the years ended December 31, 2019, 2020 and 2021 and the selected consolidated balance sheets data as of December 31, 2019, 2020 and 2021 have been derived from our audited consolidated financial statements not included in this annual report. Our audited consolidated financial statements are prepared and presented in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. Our historical results do not necessarily indicate results expected for any future period. You should read the following selected financial data in conjunction with the consolidated financial statements and related notes and "Item 5. Operating and Financial Review and Prospects" included elsewhere in this annual report.

The following table presents our and the selected consolidated balance sheets data as of December 31, 2019, 2020 and 2021 and selected consolidated statement of comprehensive income for the years ended December 31, 2019, 2020 and 2021.

(US\$ thousands, or otherwise noted)

	December 31, 2021	December 31, 2020	December 31, 2019
<b>Total current assets</b>	\$ 663,507	\$ 65,023	\$ 20,546
<b>Total assets</b>	695,300	69,762	20,552
<b>Total current liabilities</b>	59,813	6,777	19,228
<b>Total liabilities</b>	61,731	9,526	19,228
<b>Total shareholders' equity</b>	633,569	60,236	1,324
<b>Total liabilities and shareholders' equity</b>	\$ 695,300	\$ 69,762	\$ 20,552

(US\$ thousands, except share data and per share data, or otherwise noted)

	For the Years Ended December 31,		
	2021	2020	2019
<b>REVENUES</b>	\$ 357,821	\$ 50,289	\$ 11,577
<b>COST OF REVENUES</b>	(336,752)	(37,295)	(9,459)
<b>GROSS PROFIT</b>	21,069	12,994	2,118
<b>OPERATING EXPENSES</b>	(62,419)	(2,907)	(365)
<b>INCOME FROM OPERATIONS</b>	(41,350)	10,087	1,753
<b>OTHER INCOME (EXPENSE), net</b>	(6,962)	(5,054)	41
<b>INCOME (LOSS) BEFORE INCOME TAXES</b>	(48,312)	5,033	1,794
<b>INCOME TAXES</b>	(739)	(147)	(324)
<b>NET INCOME (LOSS) – CONTINUING OPERATION</b>	(49,051)	4,886	1,470
<b>LOSS FROM DISCONTINUED OPEARTION</b>	-	(482)	-
<b>NET PROFIT (LOSS)</b>	\$ (49,051)	\$ 4,404	\$ 1,470
<b>OTHER COMPREHESIVE INCOME (LOSS)</b>			
<b>NET INCOME ATTRIBUTABLE TO NON-CONTROLLING INTERESTS</b>	(200)	(838,048)	(76,108)
<b>NET (LOSS)/INCOME ATTRIBUTABLE TO SOS LIMITED</b>	\$ (49,251)	\$ (1,692,654)	\$ 23,526,400
<b>Foreign currency translation</b>	3,392	874	(16)
<b>TOTAL COMPREHESIVE (LOSS)/INCOME</b>	\$ (45,859)	\$ 5,278	\$ 1,454
Weighted average number of ordinary shares			
Basic	2,340,462,712	325,996,667	59,323,349
Diluted	2,775,018,991	488,960,010	59,323,349
<b>(LOSS)/EARNINGS PER SHARE</b>			
Basic	\$ (0.0202)	\$ 0.0135	\$ 0.0248
Diluted	(0.0177)	0.0090	0.0248

**Exchange Rate Information**

Our business is primarily conducted in China and almost all of our revenues are denominated in RMB. However, periodic reports made to shareholders will include current period amounts translated into U.S. dollars using the then current exchange rates, for the convenience of the readers. Unless otherwise noted, all translations from RMB to U.S. dollars and from U.S. dollars to RMB in this annual report were made at a rate of RMB 6.3757 to US\$1.00 for balance sheet accounts, \$6.4512 for profit and loss accounts the exchange rate set forth by Renming Bank as of December 31, 2021, the last business day of 2021. We make no representation that any RMB or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or RMB, as the case may be, at any particular rate, or at all. The PRC government imposes control over its foreign currency reserves in part through direct regulation of the conversion of RMB into foreign exchange and through restrictions on foreign trade.

The following table sets forth information concerning exchange rates between the RMB and the U.S. dollar for the periods indicated. The source of data in the table is the Federal Reserve official website.

Period	Midpoint of Buy and Dollars per Sell Prices for RMB U.S.	
	Period-End	Average <sup>(1)</sup>
2019	6.9762	6.8985
2020	6.5249	6.8976
2021	6.3757	6.4512

(1) Annual averages are calculated using the average of the rates on the last business day of each month during the relevant year. Monthly averages are calculated using the average of the daily rates during the relevant month.

**B. Capitalization and Indebtedness**

Not applicable.

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

Not applicable.

**D. Risk Factors**

Investing in our ADSs involves a high degree of risk. You should carefully consider the following risks, as well as other information contained in this annual report, before making an investment in our company. The risks discussed below could materially and adversely affect our business, prospects, financial condition, results of operations, cash flows, ability to pay dividends and the trading price of our ADSs. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, prospects, financial condition, results of operations, cash flows and ability to pay dividends, and you may lose all or part of your investment.

**Risks Related to Our Data Mining and Analysis Business**

*Development of data warehouses is capital intensive. We may not be able to generate sufficient capital or obtain additional capital to meet our future capital needs, on favorable terms or at all, which may lead to significant disruption to our business expansion and adversely affect our financial position.*

Expanding and developing data warehouses and data mining capabilities are capital intensive. We are required to fund the costs of expanding and developing our data warehouses and data mining capacity with cash deriving from operations. There can be no assurance that our future revenues would be sufficient to offset increases in these costs, or that our business operations will generate capital sufficient to meet our anticipated capital requirements. If increase in our future revenues would not be sufficient to offset the increased costs, or we cannot generate sufficient capital to meet our anticipated capital requirements, our financial condition, business expansion and future prospects could be materially and adversely affected.

To fund our future growth, we may need to raise additional funds through equity or debt financing in the future in order to meet our operating and capital needs, which may not be available on favorable terms, or at all. If we raise additional funds through issuances of equity or equity-linked securities, our existing shareholders could suffer significant dilution in their ownership percentage of our company, and any new equity securities we issue could have rights, preferences, and privileges senior to those of holders of our ordinary shares. In addition, any debt financing that we may obtain in the future could have restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. Our inability to obtain additional debt and/or equity financing or to generate sufficient cash from operations may require us to prioritize projects or curtail capital expenditures and could adversely affect our results of operations.

*The market in which we participate is competitive. Failure to compete effectively may result in loss of our market share and a decrease in our revenues and profitability.*

We compete with other wide range of data mining providers in the markets we participate. Some of our current and future competitors may have advantages over us, including greater name recognition, longer operating histories, pre-existing relationships with current or potential clients, significantly greater financial, marketing, and other resources and more ready access to capital, all of which allow them to offer competitive prices and respond more quickly to new or changing opportunities. Many of these competitors' own capabilities similar to ours in the same markets in which our business targets, or in markets where the cost to operate a data warehouse and data mining capacity is less than the costs to our operation. Many of our competitors and new entrants to the data mining market are developing additional data warehouses space and data mining capacity in the markets that we serve.

We face pricing pressure for our services. Prices for our services are affected by a variety of factors, including supply and demand conditions and pricing pressures from our competitors. A buildup of new data warehouse and data mining capacity or reduced demand for data warehouse services and data mining capacity could result in an oversupply of data warehouse space and data mining capacity in the markets where we operate. Excess data warehouse or data mining capacity could cause downward pricing pressure and limit the number of economically attractive markets that are available to us for expansion, which could negatively impact our business and results of operations. In addition, our competitors may offer services that are more competitively priced compared to ours. We may be required to lower our prices to remain competitive, which may decrease our margins and adversely affect our business prospects, financial condition, and results of operations.

We will also face increased competition as we expand our operations, and our competitors in new markets we expand into may have more experience than us in operating in those markets. If we fail to compete effectively, our business, financial performance and prospects will be materially and adversely affected.

***Our revenues are highly dependent on a limited number of major clients, and the loss of any such client or any other significant client, or the inability of any such client or any other significant client to make payments to us as due, could have a material adverse effect on our business, results of operations and financial condition.***

During the year of 2021 in insurance market business, we have positive change to our sales pattern to have more diverse customers. Our top ten customers take up only 94.30% of our total sales compared to top one customer made up of our 97.9% sales in 2020. We become more competitive in this market as we have less reliance over big customer. We have in the past derived, and believe that we will continue to derive, a significant portion of our revenues from a limited number of clients. 97.9% of our revenues generated in the twelve months ended December 31, 2020 are from our insurance marketing business, of which we rely on two key clients or agents to dispatch insurance data mining business to us. Revenues from Beijing Sense Time Information Technology Co., Ltd. ("BSIT") accounted for 75.0%, 68.8% and 84.1% of our total revenues in 2018, 2019 and 2020 of the twelve months ended December 31 respectively. Revenues from Beijing Ruijing Hengbao Insurance Agency Ltd. accounted for 23.1%, 29.3% and 14.5% of our total revenues in 2018, 2019 and 2020 for the twelve months ended December 31, 2020. No other client accounted for 10% or more of our total revenues in 2018, 2019 and 2020 for the twelve months ended December 31, 2020. As a data mining solution provider, we expect our revenues will continue to be highly dependent on a limited number of clients who account for a large percentage of our contractually committed capacity. If one or more of our significant clients fail to make payments to us or does not honor their contractual commitments, our revenues and results of operations would be materially and adversely affected. In addition, some contracts we entered into with our significant clients provide that they have early termination options if we breach the terms of contracts, subject to payment of liquidated damages. If any of our significant clients exercises any applicable early termination options or we are unable to renew our existing contracts with them on similar terms or at all, and we are unable to find new clients to utilize the space to be vacated in a timely manner or at the same fee levels, our results of operations will be adversely affected. For example, certain of our agreements with BSIT will expire in September 2021, and we may not be able to renew them at favorable terms to us, or at all. As of the date of this report, none of our clients have exercised their early termination options which we believe would have a material adverse effect on our business, results of operations and financial condition. However, we cannot provide any assurance that they will not do so in the future.

There are a number of factors that could cause us to lose major clients. Because many of our contracts involve services that are mission-critical to our clients, any failure by us to meet a client's expectations could result in cancellation or non-renewal of the contract. Our contracts usually allow our clients or agents to terminate their contracts with us before the end of the contract period under certain specified circumstances, including our failure to deliver services as required under such agreements. In addition, our clients may decide to reduce spending on our services in response to a challenging economic environment or other factors, both internal and external, relating to their business such as corporate restructuring or changing their outsourcing strategy by moving more facilities in-house or outsourcing to other service providers. Some of our clients may choose to develop or expand their own data warehouse facilities and data mining capacities in the future, which may result in a decline in our existing or potential clients.

In addition, our reliance on any individual significant client may give that client a degree of pricing leverage against us when negotiating contracts and terms of services with us. The loss of any of our major clients, or a significant decrease in the extent of the services that they outsource to us or the level of prices we offer, could materially and adversely affect our financial condition and results of operations.

Any of our clients could experience a downturn in their business, which in turn could result in their inability or failure to make timely payments to us pursuant to their contracts with us. In the event of any client default, our liquidity could be adversely impacted and we may experience delays in enforcing our rights and may incur substantial costs in protecting our investment. These risks would be particularly significant if one of our major clients were to experience adverse effects to its business and defaults under their contracts with us. The inability of any significant client to meet its payment obligations could impact us negatively and significantly.

***If we do not succeed in attracting new clients or agents for our services and/or growing revenues from existing clients or agents, our business and results of operation may be adversely affected.***

We have been expanding our client base to cover more insurance companies and different types of insurance category. We are highly relying on our agents to dispatch data mining business of insurance company to us. Our ability to attract new clients, as well as our ability to grow revenues from our existing clients, depends on a number of factors, including our data warehouse capacity, our ability to offer high-quality services at competitive prices, the strength of our competitors and the capabilities of our client acquisition team to attract new clients. If we fail to attract new clients, we may not be able to grow our revenue as quickly as we anticipate or at all.

In addition, as our client base grows and diversifies into other types of insurance category, we may be unable to provide services that cater to their changing needs, which could result in client dissatisfaction, decreased overall demand for our services and loss of expected revenues. Moreover, our inability to meet client expectations may damage our reputation and could consequently limit our ability to retain existing clients and attract new clients, which would adversely affect our ability to generate revenues and negatively impact our results of operations.

***Factors that adversely affect the industries in which our clients operate or information technology spending in these industries, particularly in the Internet and cloud service industries and insurance industries, may adversely affect our business.***

Our clients are primarily technology companies in the Internet, cloud, software and other technology-based industries. The end-users of our data mining products are primarily large insurance companies in China. Our clients, some of whom have experienced rapid changes in their business, substantial price competition and pressures on their profitability, may request price reductions or decrease their demand for our data mining analysis, which could harm our financial performance. Furthermore, a decline in the technology industry or the demand for cloud-based services, or the desire of any of these companies, including our client and the end-user insurance companies, to outsource their data warehouse and data mining needs, could lead to a decrease in the demand for space in our data warehouses and data mining analysis business, which would have an adverse effect on our business and financial condition. We also are susceptible to adverse developments in the industries in which our clients operate, such as decreases in demand for their products or services, business layoffs or downsizing, industry slowdowns, relocations of businesses, costs of complying with government regulations or increased regulation and other factors. We also may be materially adversely affected by any downturns in the market for data warehouses and data mining due to, among other things, oversupply of or reduced demand for space or a slowdown in the technology industry. Also, a lack of demand for data warehouse space and data mining by enterprise clients could have a material adverse effect on our business, results of operations and financial condition. If any of these events happen, we may lose clients or have difficulties in selling our services, which would materially and adversely affect our business and results of operations.

***We purchase a significant portion of our meta data from a small number of data suppliers. A significant disruption in any of such data suppliers could materially and adversely affect our business, results of operations and financial condition.***

We purchase a significant portion of our raw data from a small number of data suppliers and a significant disruption to any single location could materially and adversely affect our operations. We highly rely on three data suppliers, Shandong Shubao IT Ltd., Jiangxi Chacha IT Ltd., and Liaoning Tianzheng Ltd. to provide large amounts of data that we need, in which we conducted data mining and data analysis. The occurrence of a catastrophic event, or a prolonged disruption in any of these data providers, could materially and adversely affect our operations.

***If we do not succeed in maintaining business relationship with our data suppliers, our business and results of operation may be adversely affected.***

We have been purchasing a significant portion of our raw data from a small number of data suppliers and termination of business relationship with them could materially and adversely affect our business. We are highly relying on our data suppliers to provide us large amounts of data that we need. Our business to conduct data mining analysis, as well as our ability to sell our insurance marketing information to our agents, depends on a number of factors, including a consistent and reliable data supply by our data suppliers. If we fail to maintain our business relationship with our data suppliers, or the costs of gaining data from our data suppliers increase, we may not be able to grow our revenue as quickly as we anticipate or at all.

***If we are unable to adapt to new technologies or industry standards in a timely and cost-effective manner, our business, financial performance and prospects could be materially and adversely affected.***

The markets for the data warehouses and data mining facilities we own and operate, as well as certain of the insurance industry in which our end-use clients operate, are characterized by rapidly changing technologies, evolving industry standards, and frequent new service introductions. As a result, the infrastructure at our data warehouses and data mining facilities may become obsolete or unmarketable due to demand for new processes and technologies, including new technology that permits higher levels of critical load and heat removal than our data warehouses are currently designed to provide. In addition, the systems that connect our data warehouses and data mining facilities to the Internet and other external networks may become outdated, including with respect to latency, reliability and diversity of connectivity. When clients demand new processes or technologies, we may not be able to upgrade our data warehouse facilities and data mining capacities on a cost-effective basis, or at all, due to, among other things, increased expenses to us that cannot be passed on to clients or insufficient revenues to fund the necessary capital expenditures. The obsolescence of our power and cooling systems and/or our inability to upgrade our data mining capacities, including associated connectivity, could reduce revenues at our data mining and analysis and could have a material adverse effect on us. To be successful, we must adapt to our rapidly changing market by continually improving the performance, features and reliability of our services and modifying our business strategies accordingly, which could cause us to incur substantial costs. We may not be able to adapt to changing technologies in a timely and cost-effective manner, if at all, which would adversely impact our ability to sustain and grow our business. If we are unable to purchase the hardware or obtain a license for the software that our services depend on, our business could be significantly and adversely affected.

Furthermore, potential future regulations that apply to industries we serve may require us, our data suppliers, or our clients to seek specific requirements from their data operations that we are unable to provide. If such regulations were adopted, we could lose clients or be unable to attract new clients in certain industries, which could have a material adverse effect on us.

In addition, new technologies or industry standards have the potential to replace or provide lower cost alternatives to our services. We focus primarily on providing data mining services and solutions through data warehouses. We cannot guarantee that we will be able to identify the emergence of all the new service alternatives successfully, modify our services accordingly, or develop and bring new services to market in a timely and cost-effective manner to address these changes. If and when we do identify the emergence of new service alternatives and introduce new services to market, those new services may need to be made available at lower profit margins than our then-current services. Failure to provide services to compete with new technologies or the obsolescence of our services could lead us to lose current and potential clients or could cause us to incur substantial costs, which would harm our operating results and financial condition. Our introduction of new alternative services that have lower price points than our current offerings may also result in our existing clients switching to the lower cost products, which could reduce our revenues and have a material adverse effect on our results of operation.

***Any significant or prolonged failure in the data warehouse facilities and data mining facilities we operate or services we provide, including events beyond our control, would lead to significant costs and disruptions and would reduce the attractiveness of our facilities, harm our business reputation and have a material adverse effect on our results of operation.***

The data warehouse facilities and data mining facilities we operate are subject to failure. Any significant or prolonged failure in any data warehouse and data mining facilities we operate or services that we provide, including a breakdown in critical plant, equipment or services, such as the generators, backup batteries, routers, switches, or other equipment, power supplies, or network connectivity, whether or not within our control, could result in service interruptions and data losses for our clients as well as equipment damage, which could significantly disrupt the normal business operations of our clients and harm our reputation and reduce our revenues. Any failure or downtime in one of the data warehouse and data mining facilities that we operate could affect many of our clients. The total destruction or severe impairment of any of the data warehouse and data mining facilities we operate could result in significant downtime of our services and catastrophic loss of client data. Since our ability to attract and retain clients depends on our ability to provide highly reliable service, even minor interruptions in our service could harm our reputation and cause us to incur financial penalties. The services we provide are subject to failures resulting from numerous factors, including, but not limited to, human error or accident, natural disasters and security breaches, whether accidental or willful.

We may in the future experience interruptions in service, power outages and other technical failures or be otherwise unable to satisfy the requirements of the agreements we have with clients for reasons outside of our control. As our services are critical to many of our clients' business operations, any significant or prolonged disruption in our services could result in lost profits or other indirect or consequential damages to our clients and subject us to lawsuits brought by the clients for potentially substantial damages. Furthermore, these interruptions in service, regardless of whether they result in breaches of the agreements we have with clients, may negatively affect our relationships with clients and lead to clients terminating their agreements with us or seeking damages from us or other compensatory actions. We have taken and continue to take steps to improve our infrastructure to prevent service interruptions and satisfy the requirements of the agreements we have with clients, including upgrading our electrical and mechanical infrastructure and sourcing, designing the best facilities possible and implementing rigorous operational procedures to maintenance programs to manage risk. Service interruptions continue to be a significant risk for us and could affect our reputation, damage our relationships with clients and materially and adversely affect our business. Any breaches of the agreements we have with clients will damage our relationships with clients and materially and adversely affect our business.

***Security breaches or alleged security breaches of our data warehouses could disrupt our operations and have a material adverse effect on our business, financial condition and results of operation.***

A security breach of our data warehouse facilities could result in the misappropriation of our or our clients' information, and may cause interruptions or malfunctions in our operations or the operations of our clients. As we and our data warehouse service provider commit to implementing effective security measures to safeguard our data warehouses, such a compromise could be particularly harmful to our brand and reputation. We may be required to expend significant capital and resources to protect against such threats or to alleviate problems caused by breaches in security. Security risks and deficiencies may also be identified in the course of government inspections, which could subject us to fines and other sanctions. As techniques used to breach security change frequently and are often not recognized until launched against a target, we may not be able to implement new security measures in a timely manner or, if and when implemented, we may not be certain whether these measures could be circumvented. Any breaches that may occur could expose us to increased risk of lawsuits, regulatory penalties, loss of existing or potential clients, harm to our reputation and increases in our security costs, which could have a material adverse effect on our financial condition and results of operations.

In addition, any assertions of alleged security breaches or systems failure made against us, whether true or not, could harm our reputation, cause us to incur substantial legal fees and have a material adverse effect on our business, reputation, financial condition, and results of operations.

***Our subscription agreements for data warehouses could be terminated early and we may not be able to renew our existing leases on commercially acceptable terms or our rent or payment under the agreements could increase substantially in the future, which could materially and adversely affect our operations.***

We enter into certain data warehouse subscription agreements with Tencent Cloud Computing (Beijing) Co., Ltd. for our data warehouses. Upon the expiration of such subscription agreements, we may not be able to renew these subscription agreements on commercially reasonable terms, if at all. Under certain subscription agreements, the data warehouse service provider may terminate the agreement by giving prior notice and paying default penalties to us. However, such default penalties may not be sufficient to cover our losses. Even though the data warehouse service provider for our data warehouses generally do not have the right of unilateral early termination unless they provide the required notice, the subscription agreements may nonetheless be terminated early if we are in material breach of the subscription agreements. We may assert claims for compensation against the data warehouse service provider if they elect to terminate a subscription agreement early and without due cause. Although there are no substantial barriers to renew subscription agreements we want to renew, and we do not believe that any of our subscription agreements will be terminated early in the future, there can be no assurance that the data warehouse service provider will not terminate any of our subscription agreements prior to its expiration date. If the data warehouse subscription agreements were terminated early prior to their expiration date, notwithstanding any compensation we may receive for early termination of such leases, or if we are not able to renew such subscription agreements, or if we are unable to find suitable alternative data warehouses in a timely manner, we may have to incur significant costs related to relocation of our data. Any relocation could also affect our ability to provide continuous uninterrupted services to our customers and harm our reputation. Furthermore, rent or payment under such leases in the future may increase substantially in the future. Any of the foregoing could have an adverse impact on our business and results of operations.

***We may face claims of privacy infringement and other related claims, which could be time-consuming and costly to defend and may result in an adverse impact over our operations.***

We cannot assure you that our operations or any aspects of our business do not or will not infringe upon or violate privacy rights owned or held by third parties. We may also be subject to legal or administrative proceedings and claims relating to privacy rights of third parties in the future. If we become liable to third parties for infringing upon their privacy rights, we could be required to pay a substantial damage award. We may also be subject to injunctions that prohibit us from using such data and require us to alter our processes or methodologies, which may not be technically or commercially feasible and may cause us to expend significant resources. Any claims or litigation in these issues, whether we ultimately win or lose, could be time-consuming and costly, could cause the diversion of management's attention and resources away from the operations of our business and could damage our reputation.

Although we purchase data from our data suppliers, we cannot assure you that our use of such data will not be subject to infringement litigation or proceeding. A third party who claims the ownership over data we purchase from our data suppliers may impede our ability to use the data. As of the date of this report, we had not encountered any legal claims brought by third parties relating to infringement or violation of any privacy rights which may have a material adverse effect on us. However, there can be no assurance that third parties holding ownership over the data and privacy would not take actions against us alleging infringement of such rights or otherwise assert their rights.

***We face risks related to natural disasters, health epidemics and other catastrophes, which could significantly disrupt our business, operations, liquidity, and financial condition.***

Our business could be materially and adversely affected by natural disasters or other catastrophes, such as earthquakes, fire, floods, hail, windstorms, severe weather conditions, environmental accidents, power loss, communications failures, explosions, terrorist attacks and similar events. Our business could also be materially and adversely affected by public health emergencies, such as the outbreak of avian influenza, severe acute respiratory syndrome, or SARS, Zika virus, Ebola virus, COVID-19 or other local health epidemics in China and worldwide. If any of our employees is suspected of having contracted any contagious disease, we may under certain circumstances be required to quarantine such employees and the affected areas of our premises. As a result, we may have to temporarily suspend part of or all our operations. Furthermore, authorities may impose restrictions on travel and transportation and implement other preventative measures in affected regions to contain a disease outbreak, which may lead to the temporary closure of our facilities and declining economic activity at large. A prolonged outbreak of any of illness or other adverse public health developments in China or elsewhere in the world could have a material adverse effect on our business operations.

***Our success depends substantially on the continued retention of certain key personnel and our ability to hire and retain qualified personnel in the future to support our growth and execute our business strategy.***

Our success is, to a certain extent, attributable to the management, and research and development expertise and sales and marketing of key personnel. While we depend on the abilities and participation of our current management team generally, we are dependent on the services of Mr. Yandai Wang, Chief Executive Officer Mr. Steven Li, Chief Financial Officer, for the continued growth and operation of our Company. Their services are critical to our overall management, as well as the continued development of our strategic direction, due to their experience, personal and business contacts in cryptocurrency mining, security and insurance technologies.

If one or more of our senior executives or other key personnel are unable or unwilling to continue in their present positions, our business may be disrupted and our financial condition and results of operations may be materially and adversely affected. The loss of the services of Mr. Wang and Mr. Han for any reason could significantly adversely impact our business and results of operations. Competition for senior management and senior technology personnel in the PRC is intense and the pool of qualified candidates is very limited. We cannot assure you that the services of our senior executives and other key personnel will continue to be available to us, or that we will be able to find a suitable replacement for them if they were to leave.

**Risks Relating to the Cryptocurrency Mining, Security and Insurance Business**

*Our cryptocurrency mining, security and insurance businesses are still under development, with many uncertainties in research of relevant technologies, which makes it hard for us to evaluate their ability to generate revenue through operations, and to date, each of them has not generated revenue from any commercially available blockchain-based products or services.*

Our cryptocurrency mining, security and insurance businesses were recently initiated in January 2021. Our limited operating history in the research and development of cryptocurrency mining, protection and insurance and the relative immaturity of the blockchain industry make it difficult for us to evaluate future prospects of these sectors. Our new business may encounter and may continue to encounter, risks and difficulties frequently experienced by growing companies in rapidly developing and changing industries, including challenges in forecasting accuracy, determining appropriate uses of their limited resources, gaining market acceptance, managing a complex and evolving regulatory landscape and developing new products, especially in cryptocurrency industry, a highly volatile industry. Our future operating model of cryptocurrency mining, security and insurance is immature and may require many changes in order for them to scale their operations efficiently and be successful. Investors in our securities should consider the business and prospects of our new areas in China in light of the risks and difficulties they face as early-stage companies focused on developing products in the field of blockchain based technology.

*Cryptocurrency mining relies on a steady and inexpensive power supply for operating mining farms and running mining hardware. Failure to access a large quantity of power at reasonable costs could significantly increase our operating expenses and adversely affect our demand for our mining machines.*

Cryptocurrency mining consumes a significant amount of energy power to process the computations and cool down the mining hardware. Therefore, a steady and inexpensive power supply is critical to cryptocurrency mining. There can be no assurance that the operations of our planned cryptocurrency mining business will not be affected by power shortages or an increase in energy prices in the future. In addition, as we intend to establish and operate mining machines and engage in key mainstream cryptocurrencies mining activities, such as Bitcoin, in the near future, any increase in energy prices or a shortage in power supply in the area of our mining machines may be located will increase our potential mining costs and reduce the expected economic returns from our mining operation significantly.

In particular, the power supply could be disrupted by natural disasters, such as floods, mudslides and earthquakes, or other similar events beyond our control. Further, we may experience power shortages due to seasonal variations in the supply of certain types of power such as hydroelectricity. Power shortages, power outages or increased power prices could adversely affect our mining businesses. Under such circumstances, our business, results of operations and financial condition could be materially and adversely affected.

*Shortages in, or rises in the prices of mining machines may adversely affect our business*

Given the long production period to manufacture and assemble mining machines, there is no assurance that we can acquire enough mining machines for our planned cryptocurrency mining. We may rely on third parties to supply mining machines to us, and shortages of mining machines or any delay in delivery of our orders could seriously interrupt our operations. The scale of our cryptocurrency mining capacity depends on obtaining adequate mining machines on a timely basis and at competitive prices. Shortages of mining machines could result in reduced mining capacity, as well as an increase in operation costs, which could materially delay the completion of our mining capacity and commencement of our mining. As a result, our business, results of operations and reputation could be materially and adversely affected.

***We may not be able to develop our cryptocurrency mining capacity, blockchain-based security and insurance technologies in the safeguard of digital assets because we may fail to anticipate or adapt to technology innovations in a timely manner, or at all.***

The cryptocurrencies mining, security and insurance markets are experiencing rapid technological changes. Failure to anticipate technology innovations or adapt to such innovations in a timely manner, or at all, may result in our research becoming obsolete at sudden and unpredictable intervals and, accordingly, we may not successfully develop our mining capacity and cryptocurrency security products at all. To establish our cryptocurrency mining capacity, cryptocurrency protection and insurance products, we will invest heavily in technology research and development. The process of research and developing new technologies in cryptocurrency is inherently complex and involves significant uncertainties. There are a number of risks, including the following:

- our research and development efforts may fail in resulting in the development or commercialization of new technologies or ideas in blockchain or cryptocurrency;
- our research and development efforts may fail to translate new product plans into commercially feasible products;
- our new technologies or new products may not be well received by the markets;
- we may not have adequate funding and resources necessary for continual investments in research and development;
- even assuming our technologies and products become marketable or profitable, they may become obsolete due to rapid advancements in technology and changes in the mainstream markets; and
- our newly developed technologies may not be protected as proprietary intellectual property rights.

Our research and development efforts may not yield the expected results, or may prove to be futile due to the lack of market demand. Further, any failure to anticipate the next-generation technology roadmap or changes in the mainstream markets or to timely develop new or enhanced technologies in response could result in loss of our business.

***Adverse changes in the regulatory environment in the PRC market could have a material adverse impact on our planned cryptocurrency related business.***

Our planned cryptocurrency mining, protection and insurance will be in China. Our cryptocurrency related products business could therefore be significantly affected by, among other things, the regulatory developments in the PRC. Governmental authorities are likely to continue to issue new laws, rules and regulations governing the cryptocurrency industry that we plan to enter and enhance enforcement of existing laws, rules and regulations. For example, Xinjiang, an autonomous region in northwest China, warned local Bitcoin mining enterprises that were operating illegally to close their operations before August 30, 2018 and the People's Bank of China, or the PBOC, imposed a ban in September 2017 prohibiting financial institutions from engaging in initial coin offering transactions. Some jurisdictions, including the PRC, restrict various uses of cryptocurrencies, including the use of cryptocurrencies as a medium of exchange, the conversion between cryptocurrencies and fiat currencies or between cryptocurrencies, the provision of trading and other services related to cryptocurrencies by financial institutions and payment institutions, and initial coin offerings and other means of capital raising based on cryptocurrencies. In addition, cryptocurrencies may be used by market participants for black market transactions, to conduct fraud, money laundering and terrorism-funding, tax evasion, economic sanction evasion or other illegal activities. As a result, governments may seek to regulate, restrict, control or ban the mining, use, holding and transferring of cryptocurrencies.

With advances in technology, cryptocurrencies are likely to undergo significant changes in the future. It remains uncertain whether cryptocurrencies will be able to cope with, or benefit from, those changes. In addition, as cryptocurrency mining employs sophisticated and high computing power devices that need to consume large amounts of electricity to operate, future developments in the regulation of energy consumption, including possible restrictions on energy usage in the jurisdictions where we intend to deploy our mining capacities, may also affect the development of our business plan. There has been negative public reaction to surrounding the environmental impact of Bitcoin mining, particularly the large consumption of electricity, and governments of various jurisdictions have responded.

Further, relevant restrictions from existing and future regulations on mining, holding, using, or transferring of cryptocurrencies may adversely affect our future business operations and results of operations. For example, although mining activities have not been explicitly prohibited by the PRC government, any further order of the PRC government to limit cryptocurrency mining may result in a crackdown on the cryptocurrency market and adversely affect our cryptocurrency-related business plans. If any jurisdictions impose limitations on the mining, use, holding or transferring of cryptocurrencies or any cryptocurrency-related activity, our business prospects, operations and financial results may be negatively impacted.

In addition, if cryptocurrencies or the mining of cryptocurrencies are regarded as securities by various governmental authorities, our planned cryptocurrency mining is likely to be deemed as issuance of cryptocurrencies to investors for financing purpose and thus prohibited under the PRC laws. Any such regulations, if implemented, will cause us to incur additional compliance costs and have a material adverse effect on our future business operations.

***We may face intense industry competition.***

Cryptocurrency mining, security, and insurance is in a highly competitive environment. Our competitors include companies that may have a longer history, larger market share, greater brand recognition, greater financial resources in research or other competitive advantages. We anticipate that competition will increase as cryptocurrencies gain greater acceptance and more players join the market of cryptocurrency mining and mining farm operations.

Strong competition in the market may require us to increase our marketing expenses and sales expenses, if any, or otherwise invest greater resources to gain market shares and expand our mining capacities as needed to adequately compete. Such efforts may negatively impact our profitability. If we are unable to effectively meet our business plans in the competitive landscape, our business, financial conditions and results of operations may be adversely affected.

***Because cryptocurrencies may be determined to be investment securities, we may inadvertently violate the Investment Company Act and incur large losses as a result and potentially be required to register as an investment company or terminate operations and we may incur third party liabilities.***

In recent years, the SEC has ruled that the two most valuable cryptocurrencies—Bitcoin and Ethereum—are not securities. We therefore believe that we are not engaged in the business of investing, reinvesting, or trading in securities, and we do not hold ourselves out as being engaged in those activities. However, under the Investment Company Act a company may be deemed an investment company under section 3(a)(1)(C) thereof if the value of its investment securities is more than 40% of its total assets (exclusive of government securities and cash items) on an unconsolidated basis.

As a result of our investments and our mining activities, including investments in which we do not have a controlling interest, the investment securities we hold could exceed 40% of our total assets, exclusive of cash items and, accordingly, we could determine that we have become an inadvertent investment company. The bitcoins we own, acquire or mine may be deemed an investment security by the SEC, although we do not believe any of the cryptocurrencies we own, acquire or mine are securities. An inadvertent investment company can avoid being classified as an investment company if it can rely on one of the exclusions under the Investment Company Act. One such exclusion, Rule 3a-2 under the Investment Company Act, allows an inadvertent investment company a grace period of one year from the earlier of (a) the date on which an issuer owns securities and/or cash having a value exceeding 50% of the issuer's total assets on either a consolidated or unconsolidated basis and (b) the date on which an issuer owns or proposes to acquire investment securities having a value exceeding 40% of the value of such issuer's total assets (exclusive of government securities and cash items) on an unconsolidated basis. We may take actions to cause the investment securities held by us to be less than 40% of our total assets, which may include acquiring assets with our cash and bitcoin on hand or liquidating our investment securities or bitcoin or seeking a no-action letter from the SEC if we are unable to acquire sufficient assets or liquidate sufficient investment securities in a timely manner.

As the Rule 3a-2 exception is available to a company no more than once every three years, and assuming no other exclusion were available to us, we would have to keep within the 40% limit for at least three years after we cease being an inadvertent investment company. This may limit our ability to make certain investments or enter into joint ventures that could otherwise have a positive impact on our earnings. In any event, we do not intend to become an investment company engaged in the business of investing and trading securities.

Classification as an investment company under the Investment Company Act requires registration with the SEC. If an investment company fails to register, it would have to stop doing almost all business, and its contracts would become voidable. Registration is time consuming and restrictive and would require a restructuring of our operations, and we would be very constrained in the kind of business we could do as a registered investment company. Further, we would become subject to substantial regulation concerning management, operations, transactions with affiliated persons and portfolio composition, and would need to file reports under the Investment Company Act regime. The cost of such compliance would result in the Company incurring substantial additional expenses, and the failure to register if required would have a materially adverse impact to conduct our operations.

***Our results of operations may be negatively impacted by sharp Bitcoin and Ethereum price decreases.***

The price of Bitcoin and Ethereum may experience significant fluctuations over its relatively short existence and may continue to fluctuate significantly in the future. Bitcoin prices ranged from approximately US\$13,850.40 per coin as of December 31, 2017, US\$3,747.39 per coin as of December 31, 2018, US\$7,183.88 per coin as of December 31, 2019, US\$28,972.40 per coin as of December 31, 2020, to US\$46,197.31 per coin as of December 31, 2021, according to Blockchain.com. Ethereum prices ranged from approximately US\$741.27 per coin as of December 31, 2017, US\$133.14 per coin as of December 31, 2018, US\$129.02 per coin as of December 31, 2019, US\$737.15 per coin as of December 31, 2020, to US\$3,675.79 per coin as of December 31, 2021, according to Blockchain.com.

We expect our results of operations to continue to be affected by the Bitcoin and Ethereum price as most of the revenue is from bitcoin mining production as of the filing date. Any future significant reductions in the price of Bitcoin and Ethereum will likely have a material and adverse effect on our results of operations and financial condition. We cannot assure you that the Bitcoin and Ethereum price will remain high enough to sustain our operation or that the Bitcoin and Ethereum price will not decline significantly in the future. Furthermore, fluctuations in the Bitcoin and Ethereum price can have an immediate impact on the trading price of the ADSs even before our financial performance is affected, if at all.

Various factors, mostly beyond our control, could impact the Bitcoin and Ethereum price. For example, the usage of Bitcoins in the retail and commercial marketplace is relatively low in comparison with the usage for speculation, which contributes to Bitcoin price volatility. Additionally, the reward for Bitcoin mining will decline over time, which may further contribute to Bitcoin price volatility. Although we will use different line of business to hedge our business in cryptocurrency mining, there is no assurance that we will not be affected by the fluctuations of the prices of the cryptocurrencies.

***Our mining operating costs may outpace our mining revenues, which could seriously harm our business or increase our losses.***

Our mining operations are costly and our expenses may increase in the future. We intend to use funds on hand from our registered offering to continue to purchase Bitcoin and Ethereum mining machines. This expense increase may not be offset by a corresponding increase in revenue. Our expenses may be greater than we anticipate, and our investments to make our business more efficient may not succeed and may outpace monetization efforts. Increases in our costs without a corresponding increase in our revenue would increase our losses and could seriously harm our business and financial performance.

***We have an evolving business model which is subject to various uncertainties.***

As Bitcoin and Ethereum assets may become more widely available, we expect the services and products associated with them to evolve. In order to stay current with the industry, our business model may need to evolve as well. From time to time, we may modify aspects of our business model relating to our strategy. We cannot offer any assurance that these or any other modifications will be successful or will not result in harm to our business. We may not be able to manage growth effectively, which could damage our reputation, limit our growth and negatively affect our operating results. Further, we cannot provide any assurance that we will successfully identify all emerging trends and growth opportunities in this business sector and we may lose out on those opportunities. Such circumstances could have a material adverse effect on our business, prospects or operations.

***The properties included in our mining network may experience damages, including damages that are not covered by insurance.***

Our current mining operation in Sichuan China is, and any future mining site we establish will be, subject to a variety of risks relating to physical condition and operation, including:

- the presence of construction or repair defects or other structural or building damage;
- any noncompliance with or liabilities under applicable environmental, health or safety regulations or requirements or building permit requirements;
- any damage resulting from natural disasters, such as hurricanes, earthquakes, fires, floods and windstorms; and
- claims by employees and others for injuries sustained at our properties.

For example, our mine could be rendered inoperable, temporarily or permanently, as a result of a fire or other natural disaster, the coronavirus, or by a terrorist or other attack on the mine. The security and other measures we take to protect against these risks may not be sufficient. Additionally, our mine could be materially adversely affected by a power outage or loss of access to the electrical grid or loss by the grid of cost-effective sources of electrical power generating capacity. Given the power requirement, it would not be feasible to run miners on back-up power generators in the event of a power outage. Our insurance covers the replacement cost of any lost or damaged miners, but does not cover any interruption of our mining activities; our insurance therefore may not be adequate to cover the losses we suffer as a result of any of these events. In the event of an uninsured loss, including a loss in excess of insured limits, at any of the mines in our network, such mines may not be adequately repaired in a timely manner or at all and we may lose some or all of the future revenues anticipated to be derived from such mines. The potential impact on our business is currently magnified because we are only operating a single mine.

***Regulatory changes or actions may alter the nature of an investment in us or restrict the use of cryptocurrencies in a manner that adversely affects our business, prospects or operations.***

As cryptocurrencies have grown in both popularity and market size, governments around the world have reacted differently to cryptocurrencies; certain governments have deemed them illegal, and others have allowed their use and trade without restriction, while in some jurisdictions, such as in the U.S., subject to extensive, and in some cases overlapping, unclear and evolving regulatory requirements. Ongoing and future regulatory actions may impact our ability to continue to operate, and such actions could affect our ability to continue as a going concern or to pursue our new strategy at all, which could have a material adverse effect on our business, prospects or operations.

As our substantial operation is in China, if the PRC government or a government in any other jurisdiction changes its policy or regulations to prevent or limit the development of Bitcoin or cryptocurrencies generally, the price of Bitcoin or cryptocurrencies as well as the future development of our cryptocurrency related business would decrease or fail, and our business operations and financial results could be adversely affected. Therefore, our ability to comply with government policies and regulations, and to anticipate and respond to potential changes in government policies and regulations will have a significant impact on our business operations and our overall results of operations.

***Banks and financial institutions may not provide banking services, or may cut off services, to businesses that engage in bitcoin-related activities or that accept cryptocurrencies as payment, including financial institutions of investors in our securities.***

A number of companies that engage in bitcoin and/or other bitcoin-related activities have been unable to find banks or financial institutions that are willing to provide them with bank accounts and other services. Similarly, a number of companies and individuals or businesses associated with cryptocurrencies may have had and may continue to have their existing bank accounts closed or services discontinued with financial institutions in response to government action, particularly in China, where regulatory response to cryptocurrencies has been to exclude their use for ordinary consumer transactions within China. We also may be unable to obtain or maintain these services for our business. The difficulty that many businesses that provide bitcoin and/or derivatives on other bitcoin-related activities have and may continue to have in finding banks and financial institutions willing to provide them services may be decreasing the usefulness of cryptocurrencies as a payment system and harming public perception of cryptocurrencies, and could decrease their usefulness and harm their public perception in the future.

The usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks or financial institutions were to close the accounts of businesses engaging in bitcoin and/or other bitcoin-related activities. This could occur as a result of compliance risk, cost, government regulation or public pressure. The risk applies to securities firms, clearance and settlement firms, national stock and derivatives on commodities exchanges, the over-the-counter market, and the Depository Trust Company, which, if any of such entities adopts or implements similar policies, rules or regulations, could negatively affect our relationships with financial institutions and impede our ability to convert cryptocurrencies to fiat currencies. Such factors could have a material adverse effect on our ability to continue as a going concern or to pursue our new strategy at all, which could have a material adverse effect on our business, prospects or operations and harm investors.

***The decentralized nature of bitcoin systems may lead to slow or inadequate responses to crises, which may negatively affect our business.***

The decentralized nature of the governance of bitcoin systems may lead to ineffective decision making that slows development or prevents a network from overcoming emergent obstacles. Governance of many cryptocurrency systems is by voluntary consensus and open competition with no clear leadership structure or authority. To the extent lack of clarity in corporate governance of cryptocurrency systems leads to ineffective decision making that slows development and growth of such cryptocurrencies, the value of our common stock may be adversely affected.

***It may be illegal now, or in the future, to acquire, own, hold, sell or use bitcoin, ether, or other cryptocurrencies, participate in blockchains or utilize similar bitcoin assets in one or more countries, the ruling of which would adversely affect us.***

Although currently cryptocurrencies generally are not regulated or are lightly regulated in most countries, one or more countries such as China and Russia, which have taken harsh regulatory action, may take regulatory actions in the future that could severely restrict the right to acquire, own, hold, sell or use these bitcoin assets or to exchange for fiat currency. In many nations, particularly in China and Russia, it is illegal to accept payment in bitcoin and other cryptocurrencies for consumer transactions and banking institutions are barred from accepting deposits of cryptocurrencies. Such restrictions may adversely affect us as the large-scale use of cryptocurrencies as a means of exchange is presently confined to certain regions globally. Such circumstances could have a material adverse effect on our ability to continue as a going concern or to pursue our new strategy at all, which could have a material adverse effect on our business, prospects or operations and potentially the value of any bitcoin or other cryptocurrencies we mine or otherwise acquire or hold for our own account, and harm investors.

***There is a lack of liquid markets, and possible manipulation of blockchain/bitcoin-based assets.***

Cryptocurrencies that are represented and trade on a ledger-based platform may not necessarily benefit from viable trading markets. Stock exchanges have listing requirements and vet issuers; requiring them to be subjected to rigorous listing standards and rules, and monitor investors transacting on such platform for fraud and other improprieties. These conditions may not necessarily be replicated on a distributed ledger platform, depending on the platform's controls and other policies. The laxer a distributed ledger platform is about vetting issuers of bitcoin assets or users that transact on the platform, the higher the potential risk for fraud or the manipulation of the ledger due to a control event. These factors may decrease liquidity or volume or may otherwise increase volatility of investment securities or other assets trading on a ledger-based system, which may adversely affect us. Such circumstances could have a material adverse effect on our ability to continue as a going concern or to pursue our new strategy at all, which could have a material adverse effect on our business, prospects or operations and potentially the value of any bitcoin or other cryptocurrencies we mine or otherwise acquire or hold for our own account, and harm investors.

***Our operations, investment strategies and profitability may be adversely affected by competition from other methods of investing in cryptocurrencies.***

We compete with other users and/or companies that are mining cryptocurrencies and other potential financial vehicles, including securities backed by or linked to cryptocurrencies through entities similar to us. Market and financial conditions, and other conditions beyond our control, may make it more attractive to invest in other financial vehicles, or to invest in cryptocurrencies directly, which could limit the market for our shares and reduce their liquidity. The emergence of other financial vehicles and exchange-traded funds have been scrutinized by regulators and such scrutiny and the negative impressions or conclusions resulting from such scrutiny could be applicable to us and impact our ability to successfully pursue our new strategy or operate at all, or to establish or maintain a public market for our securities. Such circumstances could have a material adverse effect on our ability to continue as a going concern or to pursue our new strategy at all, which could have a material adverse effect on our business, prospects or operations and potentially the value of any bitcoin or other cryptocurrencies we mine or otherwise acquire or hold for our own account, and harm investors.

***Our bitcoins may be subject to loss, theft or restriction on access.***

There is a risk that some or all of our cryptocurrencies could be lost or stolen in the future. Cryptocurrencies are stored in bitcoin sites commonly referred to as “wallets” by holders of bitcoins which may be accessed to exchange a holder’s bitcoin assets. Access to our bitcoin assets could also be restricted by cybercrime (such as a denial of service attack) against a service at which we maintain a hosted hot wallet. A hot wallet refers to any bitcoin wallet that is connected to the Internet. Generally, hot wallets are easier to set up and access than wallets in cold storage, but they are also more susceptible to hackers and other technical vulnerabilities. Cold storage refers to any bitcoin wallet that is not connected to the Internet. Cold storage is generally more secure than hot storage, but is not ideal for quick or regular transactions and we may experience lag time in our ability to respond to market fluctuations in the price of our bitcoin assets. We may hold all of our cryptocurrencies in cold storage to reduce the risk of malfeasance, but the risk of loss of our bitcoin assets cannot be wholly eliminated.

Hackers or malicious actors may launch attacks to steal, compromise or secure cryptocurrencies, such as by attacking the bitcoin network source code, exchange miners, third-party platforms, cold and hot storage locations or software, or by other means. We may be in control and possession of one of the more substantial holdings of cryptocurrencies. As we increase in size, we may become a more appealing target of hackers, malware, cyber-attacks or other security threats. Any of these events may adversely affect our operations and, consequently, our investments and profitability. The loss or destruction of a private key required to access our digital wallets may be irreversible and we may be denied access for all time to our bitcoin holdings or the holdings of others held in those compromised wallets. Our loss of access to our private keys or our experience of a data loss relating to our digital wallets could adversely affect our investments and assets.

Cryptocurrencies are controllable only by the possessor of both the unique public and private keys relating to the local or online digital wallet in which they are held, which wallet’s public key or address is reflected in the network’s public blockchain. We may publish the public key relating to digital wallets in use when we verify the receipt of transfers and disseminate such information into the network, but we will need to safeguard the private keys relating to such digital wallets. To the extent such private keys are lost, destroyed or otherwise compromised, we will be unable to access our bitcoin rewards and such private keys may not be capable of being restored by any network. Any loss of private keys relating to digital wallets used to store our cryptocurrencies could have a material adverse effect on our ability to continue as a going concern or to pursue our new strategy at all, which could have a material adverse effect on our business, prospects or operations and potentially the value of any bitcoin or other cryptocurrencies we mine or otherwise acquire or hold for our own account.

***Risks due to hacking or adverse software event.***

In order to minimize risk, we are in the processes to manage wallets that are associated with our future cryptocurrencies holdings. There can be no assurances that any processes we have adopted or will adopt in the future are or will be secure or effective, and we would suffer significant and immediate adverse effects if we suffered a loss of our bitcoin due to an adverse software or cybersecurity event. We may utilize several layers of threat reduction techniques, including: (i) the use of hardware wallets to store sensitive private key information; (ii) performance of transactions offline; and (iii) offline generation storage and use of private keys.

***Incorrect or fraudulent bitcoin transactions may be irreversible.***

Bitcoin transactions are irrevocable and stolen or incorrectly transferred cryptocurrencies may be irretrievable. As a result, any incorrectly executed or fraudulent bitcoin transactions could adversely affect our investments and assets.

Bitcoin transactions are not, from an administrative perspective, reversible without the consent and active participation of the recipient of the cryptocurrencies from the transaction. In theory, bitcoin transactions may be reversible with the control or consent of a majority of processing power on the network, however, we do not now, nor is it feasible that we could in the future, possess sufficient processing power to effect this reversal. Once a transaction has been verified and recorded in a block that is added to a blockchain, an incorrect transfer of a bitcoin or a theft thereof generally will not be reversible and we may not have sufficient recourse to recover our losses from any such transfer or theft. It is possible that, through computer or human error, or through theft or criminal action, our bitcoin rewards could be transferred in incorrect amounts or to unauthorized third parties, or to uncontrolled accounts. Further, according to the SEC, at this time, there is no specifically enumerated U.S. or foreign governmental, regulatory, investigative or prosecutorial authority or mechanism through which to bring an action or complaint regarding missing or stolen bitcoin. To the extent that we are unable to recover our losses from such action, error or theft, such events could have a material adverse effect on our ability to continue as a going concern or to pursue our new strategy at all, which could have a material adverse effect on our business, prospects or operations of and potentially the value of any bitcoin or other cryptocurrencies we mine or otherwise acquire or hold for our own account.

***The future success of our crypto currency mining business will depend in large part upon the value of bitcoin; the value of bitcoin may be subject to pricing risk and has historically been subject to wide swings.***

The operating results of our crypto currency mining business will depend in large part upon the value of bitcoin because it's the primary bitcoin we currently mine. Specifically, our revenues from our bitcoin mining operations are based upon two factors: (1) the number of bitcoin rewards we successfully mine and (2) the value of bitcoin. In addition, our operating results are directly impacted by changes in the value of bitcoin, because under the value measurement model, both realized and unrealized changes will be reflected in our statement of operations (i.e., we will be marking bitcoin to fair value each quarter). This means that our operating results will be subject to swings based upon increases or decreases in the value of bitcoin. Furthermore, our strategy focuses almost entirely on bitcoin (as opposed to other cryptocurrencies). If other cryptocurrencies were to achieve acceptance at the expense of bitcoin or bitcoin cash causing the value of bitcoin or bitcoin cash to decline, or if bitcoin were to switch its proof of work algorithm to another algorithm for which our miners are not specialized, or the value of bitcoin or bitcoin cash were to decline for other reasons, particularly if such decline were significant or over an extended period of time, our operating results would be adversely affected, and there could be a material adverse effect on our ability to continue as a going concern or to pursue our new strategy at all, which could have a material adverse effect on our business, prospects or operations, and harm investors.

Bitcoin and other bitcoin market prices, which have historically been volatile and are impacted by a variety of factors, are determined primarily using data from various exchanges, over-the-counter markets and derivative platforms. Furthermore, such prices may be subject to factors such as those that impact commodities, more so than business activities, which could be subjected to additional influence from fraudulent or illegitimate actors, real or perceived scarcity, and political, economic, regulatory or other conditions. Pricing may be the result of, and may continue to result in, speculation regarding future appreciation in the value of cryptocurrencies, or our share price, inflating and making their market prices more volatile or creating "bubble" type risks for both bitcoin and our ADSs.

***Cryptocurrencies, including those maintained by or for us, may be exposed to cybersecurity threats and hacks.***

As with any computer code generally, flaws in bitcoin codes may be exposed by malicious actors. Several errors and defects have been found previously, including those that disabled some functionality for users and exposed users' information. Exploitations of flaws in the source code that allow malicious actors to take or create money have previously occurred. Despite our efforts and processes to prevent breaches, our devices, as well as our miners, computer systems and those of third parties that we use in our operations, are vulnerable to cyber security risks, including cyber-attacks such as viruses and worms, phishing attacks, denial-of-service attacks, physical or electronic break-ins, employee theft or misuse, and similar disruptions from unauthorized tampering with our miners and computer systems or those of third parties that we use in our operations. Such events could have a material adverse effect on our ability to continue as a going concern or to pursue our business strategy at all, which could have a material adverse effect on our business, prospects or operations and potentially the value of any bitcoin or other cryptocurrencies we mine or otherwise acquire or hold for our own account.

***If the award of bitcoin rewards, for us primarily bitcoin for solving blocks and transaction fees are not sufficiently high, we may not have an adequate incentive to continue mining and may cease mining operations, which will likely lead to our failure to achieve profitability.***

As the number of bitcoin rewards awarded for solving a block in a blockchain decreases, our ability to achieve profitability may not meet our expectation. Decreased use and demand for bitcoin rewards may adversely affect our incentive to expend processing power to solve blocks. If the award of bitcoin rewards for solving blocks and transaction fees are not sufficiently high, we may not have an adequate incentive to increase our mining capacity and may cease our mining operations. The reduction of fixed reward for solving a new block on the bitcoin blockchain may result in a reduction in the aggregate hash rate of the bitcoin network as the incentive for miners decreases. Miners ceasing operations would reduce the collective processing power on the network, which would adversely affect the confirmation process for transactions (i.e., temporarily decreasing the speed at which blocks are added to a blockchain until the next scheduled adjustment in difficulty for block solutions) and make bitcoin networks more vulnerable to a malicious actor or botnet obtaining control in excess of 50 percent of the processing power active on a blockchain, potentially permitting such actor or botnet to manipulate a blockchain in a manner that adversely affects our activities. A reduction in confidence in the confirmation process or processing power of the network could result and be irreversible. Such events could have a material adverse effect on our ability to continue to pursue our new strategy at all, which could have a material adverse effect on our business, prospects or operations and potentially the value of any bitcoin or other cryptocurrencies we mine or otherwise acquire or hold for our own account.

***We may not adequately respond to price fluctuations and rapidly changing technology, which may negatively affect our business.***

Competitive conditions within the bitcoin industry require that we use sophisticated technology in the operation of our business. The industry for blockchain technology is characterized by rapid technological changes, new product introductions, enhancements and evolving industry standards. New technologies, techniques or products could emerge that might offer better performance than the software and other technologies we currently utilize, and we may have to manage transitions to these new technologies to remain competitive. We may not be successful, generally or relative to our competitors in the bitcoin industry, in timely implementing new technology into our systems, or doing so in a cost-effective manner. During the course of implementing any such new technology into our operations, we may experience system interruptions and failures during such implementation. Furthermore, there can be no assurances that we will recognize, in a timely manner or at all, the benefits that we may expect as a result of our implementing new technology into our operations. As a result, our business and operations may suffer, and there may be adverse effects on the price of our ADS.

***If we are unable to apply technology effectively in driving value for our clients through blockchain-based solutions or gain internal efficiencies and effective internal controls through the application of blockchain technology and related tools, our operating results, client relationships, growth and compliance programs could be adversely affected.***

Our future success in digital assets insurance markets depends, in part, on our ability to anticipate and respond effectively to the threat and opportunity presented by digital disruption and developments in technology. These may include new applications or insurance-related services based on artificial intelligence, machine learning, robotics, blockchain or new approaches to data mining. We may be exposed to competitive risks related to the adoption and application of new technologies by established market participants (for example, through disintermediation) or new entrants such as technology companies, “Insuretech” start-up companies and others. These new entrants are focused on using technology and innovation, including artificial intelligence and blockchain, to simplify and improve the client experience, increase efficiencies, alter business models and effect other potentially disruptive changes in the industries in which we operate. If we fail to develop and implement technology solutions and technical expertise among our employees that anticipate and keep pace with rapid and continuing changes in technology, industry standards, client preferences and internal control standards, our value proposition and operating efficiency could be adversely affected. We may not be successful in anticipating or responding to these developments on a timely and cost-effective basis and our ideas may not be accepted in the marketplace. Additionally, the effort to gain technological expertise and develop new technologies in our business requires us to incur significant expenses. If we cannot offer new technologies as quickly as our competitors, or if our competitors develop more cost-effective technologies or product offerings, we could experience a material adverse effect on our operating results, client relationships, growth and compliance programs.

In some cases, we depend on key third-party vendors and partners to provide technology and other support for our strategic initiatives. If these third parties fail to perform their obligations or cease to work with us, our ability to execute on our strategic initiatives could be adversely affected.

***We may not be able to provide insurance policy for holders of bitcoins or other cryptocurrencies in China due to PRC policies and regulations relating to the bitcoin industry.***

According to the Circular on Prevention of Risks from Bitcoin jointly promulgated by People’s Bank of China, Ministry of Industry and Information Technology, China Banking Regulatory Commission, China Securities Regulatory Commission, or CSRC, and China Insurance Regulatory Commission on December 3, 2013, or the Circular, Bitcoin shall be a kind of virtual commodity in nature, which shall not be in the same legal status with currencies and shall not be circulated as currencies and used in markets as currencies. The Circular also provides that financial institutions and payment institutions shall not engage in business in connection with Bitcoin.

According to the Announcement on Prevention of Risks from Offering and Financing of Tokens promulgated by seven PRC governmental authorities including the People’s Bank of China on September 4, 2017, or the Announcement, activities of offering and financing of tokens, including initial coin offerings, have been forbidden in the PRC since they may be suspected to be considered as illegal offering of securities or illegal fundraising. All so-called token trading platform should not (i) engage in the exchange between any statutory currency with tokens and “virtual currencies,” (ii) trade or trade the tokens or “virtual currencies” as central counterparties, or (iii) provide pricing, information agency or other services for tokens or “virtual currencies.” The Announcement further provides that financial institutions and payment institutions shall not engage in business in connection with transactions of offering and financing of tokens. Further, insurance industry is also a highly regulated industry in China. There is no assurance that we can successfully launch our business to provide insurance policy for holders of bitcoins or other cryptocurrencies in China.

*Even assuming we successfully launch our business to provide insurance policy to cryptocurrency holders, we may not be able prevail our competitors.*

Even assuming we can launch our business to provide insurance policy to cryptocurrency holders, we may not be able to prevail our competitors and therefore, our revenue may not achieve our expectations. For example, Coinbase Global, Inc. (“Coinbase”) procures fidelity (also known as crime) insurance to protect the organization from risks such as theft of funds. Specifically, the fidelity insurance coverage program provides coverage for the theft of funds held in hot or cold storage and provides a limit in excess of \$200,000,000. Coinbase’s insurance coverage program is provided by a syndicate of industry-leading insurers that are highly rated by AM Best. Our competitors in this industry may have more capital than us, and therefore, they may provide insurance with lower cost and higher premium than us.

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

*We do not have direct ownership of our operating entities in China, but have control rights and the rights to the assets, property, and revenue of the VIE through VIE Agreements, which may not be effective in providing control over the VIE.*

We do not have direct ownership of our operating entities in China, but have control rights and the rights to the assets, property, and revenue of the VIE through VIE Agreements. A portion of our current revenue and net income is derived from the VIE in China. To comply with PRC laws and regulations, we do not intend to have an equity ownership interest in the VIE but rely on VIE Agreements with the VIE to control and operate its businesses. However, as discussed above, these VIE Agreements may not be effective from PRC laws in providing us with the necessary control over the VIE and its operations. Any deficiency in these VIE Agreements may result in our loss of control over the management and operations of the VIE, which will result in a significant loss in the value of an investment in our company. Because of the practical restrictions on direct foreign equity ownership imposed by provincial government authorities, we must rely on contractual rights through our VIE structure to effect control over and management of the VIE, which exposes us to the risk of potential breach of contract by the shareholders of the VIE.

*Because we are a Cayman Islands holding company and conduct our business through the VIE in China, if we fail to comply with applicable PRC law, we could be subject to severe penalties and our business could be adversely affected.*

We are a Cayman Islands holding company and operate a portion of our business through the VIE in China through VIE Agreements, as a result of which, under United States generally accepted accounting principles, the assets and liabilities of the VIE are treated as our assets and liabilities and the results of operations of the VIE are treated in all respects as if they were the results of our operations. There are uncertainties regarding the interpretation and application of PRC laws, rules and regulations, including but not limited to the laws, rules and regulations governing the validity and enforcement of the VIE Agreements between WFOE and the VIE.

The Provisions Regarding Mergers and Acquisitions of Domestic Projects by Foreign Investors (the “M&A Rules”) requires an overseas special purpose vehicle that are controlled by PRC companies or individuals formed for the purpose of seeking a public listing on an overseas stock exchange through acquisitions of PRC domestic companies using shares of such special purpose vehicle or held by its shareholders as considerations to obtain the approval of the China Securities Regulatory Commission, or the CSRC, prior to the listing and trading of such special purpose vehicle’s securities on an overseas stock exchange. However, the application of the M&A Rules remains unclear. If CSRC approval is required, it is uncertain whether it would be possible for us to obtain the approval. Any failure to obtain or delay in obtaining CSRC approval for such an offering would subject us to sanctions imposed by the CSRC and other PRC regulatory agencies.

Furthermore, on July 10, 2021, the Cyberspace Administration of China (“CAC”) publicly issued the Measures for Cybersecurity Censorship (Revised Draft for Comments) aiming to, upon its enactment, replace the existing Measures for Cybersecurity Censorship. The draft measures extend the scope of cybersecurity reviews to data processing operators engaging in data processing activities that affect or may affect national security, including listing in a foreign country. If the enacted version of the draft measures mandates clearance of cybersecurity review and other specific actions to be completed by companies, we face uncertainties as to whether such clearance is required for our offering and whether such clearance can be timely obtained, or at all.

If WFOE, the VIE or their ownership structure or the VIE Agreements are determined to be in violation of any existing or future PRC laws, rules or regulations, or WFOE or the VIE fail to obtain or maintain any of the required governmental permits or approvals, the relevant PRC regulatory authorities would have broad discretion in dealing with such violations, including:

- revoking the business and operating licenses of WFOE or the VIE;
- discontinuing or restricting the operations of WFOE or the VIE;
- imposing conditions or requirements with which we, WFOE, or the VIE may not be able to comply;
- requiring us, WFOE, or the VIE to restructure the relevant ownership structure or operations which may significantly impair the rights of the holders of our ADSs in the equity of the VIE; and
- imposing fines.

We cannot assure you that the PRC courts or regulatory authorities may not determine that our corporate structure and VIE Agreements violate PRC laws, rules or regulations. If the PRC courts or regulatory authorities determine that our contractual arrangements are in violation of applicable PRC laws, rules or regulations, our VIE Agreements will become invalid or unenforceable, and the VIE will not be treated as VIE entities and we will not be entitled to treat the VIE’s assets, liabilities and results of operations as our assets, liabilities and results of operations, which could effectively eliminate the assets, revenue and net income of the VIE from our balance sheet, which would most likely require us to cease conducting our business and would result in the delisting of our ADSs from the New York Stock Exchange and a significant impairment in the market value of our ADSs.

***We may have difficulty in enforcing any rights we may have under the VIE Agreements in PRC.***

As all of our VIE Agreements with the VIE are governed by the PRC laws and provide for the resolution of disputes through arbitration in the PRC, they would be interpreted in accordance with PRC law and any disputes would be resolved in accordance with PRC legal procedures. The legal environment in the PRC is not as developed as in the United States. As a result, uncertainties in the PRC legal system could further limit our ability to enforce these VIE Agreements. Furthermore, these VIE Agreements may not be enforceable in China if PRC government authorities or courts take a view that such VIE Agreements contravene PRC laws and regulations or are otherwise not enforceable for public policy reasons. In the event we are unable to enforce these VIE Agreements, we may not be able to exert effective control over the VIE, and our ability to conduct our business may be materially and adversely affected.

***The approval of the China Securities Regulatory Commission and other compliance procedures may be required in connection with offerings of our ADSs, and, if required, we cannot predict whether we will be able to obtain such approval. As a result, both you and us face uncertainty about future actions by the PRC government that could significantly affect the operating company's financial performance and the enforceability of the VIE Agreements.***

The Provisions Regarding Mergers and Acquisitions of Domestic Projects by Foreign Investors (the "M&A Rules") requires an overseas special purpose vehicle that are controlled by PRC companies or individuals formed for the purpose of seeking a public listing on an overseas stock exchange through acquisitions of PRC domestic companies using shares of such special purpose vehicle or held by its shareholders as considerations to obtain the approval of the China Securities Regulatory Commission, or the CSRC, prior to the listing and trading of such special purpose vehicle's securities on an overseas stock exchange. However, the application of the M&A Rules remains unclear. If CSRC approval is required, it is uncertain whether it would be possible for us to obtain the approval. Any failure to obtain or delay in obtaining CSRC approval would subject us to sanctions imposed by the CSRC and other PRC regulatory agencies.

Our PRC legal counsel has advised us based on their understanding of the current PRC laws, regulations and rules that the CSRC's approval may not be required for the listing and trading of our ADSs on the New York Stock Exchange, given that: (i) the CSRC currently has not issued any definitive rule or interpretation concerning whether we would subject to this regulation, (ii) we establish our WFOE by means of direct investment and acquiring equity interest or assets of an entity other than "PRC domestic company" as defined under the M&A Rules, and (iii) no explicit provision in the M&A Rules clearly classifies VIE Agreements as a type of transaction subject to such Rules.

However, our PRC legal counsel has further advised us that there remains some uncertainty as to how the M&A Rules will be interpreted or implemented in the context of an overseas offering and its opinions summarized above are subject to any new laws, regulations and rules or detailed implementations and interpretations in any form relating to the M&A Rules. We cannot assure you that relevant PRC regulatory agencies, including the CSRC, would reach the same conclusion as our PRC legal counsel does. If it is determined that CSRC approval is required for any of our future offerings, we may face sanctions by the CSRC or other PRC regulatory agencies for failure to obtain or delay in obtaining CSRC approval for such offerings. These sanctions may include fines and penalties on our operations in China, limitations on our operating privileges in China, delays in or restrictions on the repatriation of the proceeds from such offerings into the PRC, restrictions on or prohibition of the payments or remittance of dividends by our subsidiaries in China, or other actions that could have a material and adverse effect on our business, reputation, financial condition, results of operations, prospects, as well as the trading price of our ADSs. The CSRC or other PRC regulatory agencies may also take actions requiring us, or making it advisable for us, to halt such offerings before the settlement and delivery of the ADSs offered thereunder. Consequently, if you engage in market trading or other activities in anticipation of and prior to the settlement and delivery of the ADSs in such an offering, you would be doing so at the risk that the settlement and delivery may not occur. In addition, if the CSRC or other regulatory agencies later promulgate new rules or explanations requiring that we obtain their approvals for our offerings, we may be unable to obtain a waiver of such approval requirements.

Recently, the General Office of the Central Committee of the Communist Party of China and the General Office of the State Council jointly issued the Opinions on Severe and Lawful Crackdown on Illegal Securities Activities, which was available to the public on July 6, 2021. These opinions emphasized the need to strengthen the administration over illegal securities activities and the supervision on overseas listings by China-based companies. These opinions proposed to take effective measures, such as promoting the construction of relevant regulatory systems, to deal with the risks and incidents facing China-based overseas-listed companies and the demand for cybersecurity and data privacy protection. The aforementioned policies and any related implementation rules to be enacted may subject us to additional compliance requirement in the future. As of the date of this annual report, we have not received or been denied of any permission from the PRC authorities to list on U.S. stock exchanges. As these opinions were recently issued, official guidance and interpretation of the opinions remain unclear in several respects at this time. Therefore, we cannot assure you that we will remain fully compliant with all new regulatory requirements of these opinions or any future implementation rules on a timely basis, or at all. We face uncertainty about future actions by the PRC government that could significantly affect the operating company's financial performance and the enforceability of the VIE Agreements.

***PRC laws and regulations governing our current business operations are sometimes vague and uncertain and any changes in such laws and regulations may impair our ability to operate profitable.***

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 and the enforcement and performance of our arrangements with customers in certain circumstances. The laws and regulations are sometimes vague and may be subject to future changes, and their official interpretation and enforcement may involve substantial uncertainty. The effectiveness and interpretation of newly enacted laws or regulations, including amendments to existing laws and regulations, may be delayed, and our business may be affected if we rely on laws and regulations which are subsequently adopted or interpreted in a manner different from our understanding of these laws and regulations. New laws and regulations that affect existing and proposed future businesses may also be applied retroactively. We cannot predict what effect the interpretation of existing or new PRC laws or regulations may have on our business.

On July 6, 2021, the General Office of the Communist Party of China Central Committee and the General Office of the State Council jointly issued a document to crack down on illegal activities in the securities market and promote the high-quality development of the capital market, which, among other things, requires the relevant governmental authorities to strengthen cross-border oversight of law-enforcement and judicial cooperation, to enhance supervision over China-based companies listed overseas, and to establish and improve the system of extraterritorial application of the PRC securities laws. Since this document is relatively new, uncertainties still exist in relation to how soon legislative or administrative regulation making bodies will respond and what existing or new laws or regulations or detailed implementations and interpretations will be modified or promulgated, if any, and the potential impact such modified or new laws and regulations will have on companies like us.

***Regulations relating to offshore investment activities by PRC residents may limit our ability to acquire PRC companies and could adversely affect our business.***

In July 2014, State Administration of Foreign Exchange, or SAFE, promulgated the Circular on Issues Concerning Foreign Exchange Administration Over the Overseas Investment and Financing and Roundtrip Investment by Domestic Residents Via Special Purpose Vehicles, or Circular 37, which replaced Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Corporate Financing and Roundtrip Investment through Offshore Special Purpose Vehicles, or Circular 75. Circular 37 requires PRC residents to register with local branches of SAFE in connection with their direct establishment or indirect control of an offshore entity, referred to in Circular 37 as a "special purpose vehicle" for the purpose of holding domestic or offshore assets or interests. Circular 37 further requires amendment to a PRC resident's registration in the event of any significant changes with respect to the special purpose vehicle, such as an increase or decrease in the capital contributed by PRC individuals, share transfer or exchange, merger, division or other material event. Under these regulations, PRC residents' failure to comply with specified registration procedures may result in restrictions being imposed on the foreign exchange activities of the relevant PRC entity, including the payment of dividends and other distributions to its offshore parent, as well as restrictions on capital inflows from the offshore entity to the PRC entity, including restrictions on its ability to contribute additional capital to its PRC subsidiaries. Further, failure to comply with the SAFE registration requirements could result in penalties under PRC law for evasion of foreign exchange regulations.

Although we believe that our agreements relating to our structure are in compliance with current PRC regulations, we cannot assure you that the PRC government would agree that these VIE Agreements comply with PRC licensing, registration or other regulatory requirements, with existing policies or with requirements or policies that may be adopted in the future.

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

On March 15, 2019, the National People's Congress approved the Foreign Investment Law, which has come into effect on January 1, 2020 and replaced the trio of existing laws regulating foreign investment in China, namely, the Sino-foreign Equity Joint Venture Enterprise Law, the Sino-foreign Cooperative Joint Venture Enterprise Law and the Wholly Foreign-invested Enterprise Law, together with their implementation rules and ancillary regulations. The Foreign Investment Law embodies an expected PRC regulatory trend to rationalize its foreign investment regulatory regime in line with prevailing international practice and the legislative efforts to unify the corporate legal requirements for both foreign and domestic investments. However, since it is relatively new, uncertainties still exist in relation to its interpretation and implementation. For instance, under the Foreign Investment Law, "foreign investment" refers to the investment activities directly or indirectly conducted by foreign individuals, enterprises or other entities in China. Though it does not explicitly classify VIE Agreements as a form of foreign investment, there is no assurance that operation conducted by foreign investors or foreign-invested enterprises via contractual arrangement would not be interpreted as a type of indirect foreign investment activities 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 VIE Agreements as a form of foreign investment. In any of these cases, it will be uncertain whether our VIE Agreements 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 VIE Agreements, 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.

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

*Governmental control of currency conversion may limit our ability to utilize our net revenue effectively and our ability to transfer cash between our PRC subsidiaries and us, across borders, and to investors and affect the value of your investment.*

We are subject to the PRC's rules and regulations on currency conversion. In the PRC, the SAFE regulates the conversion of the Renminbi, the Chinese currency, into foreign currencies. 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.

Under PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval of SAFE by complying with certain procedural requirements. Under existing exchange restrictions, without prior approval of SAFE, cash generated from PRC subsidiaries in China may be used to pay dividends.

However, approval from or registration with appropriate government authorities is required where Renminbi is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may at its discretion restrict access to foreign currencies for current account transactions in the future. If the foreign exchange control system prevents us from obtaining sufficient foreign currencies to satisfy our foreign currency demands, we may not pay dividends in foreign currencies to our investors.

PRC regulatory authorities could impose further restrictions on the convertibility of the Renminbi. Any future restrictions on currency exchanges may limit our ability to use the proceeds of such offerings in a business combination with a PRC target company and the use of our cash flow for the distribution of dividends to our shareholders or to fund operations we may have outside of the PRC.

***Our ADSs may be delisted under the Holding Foreign Companies Accountable Act if the PCAOB is unable to inspect our auditors for three consecutive years beginning in 2021. The delisting of our ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment.***

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 a company has 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 such securities from being traded on a national securities exchange or in the over the counter trading market in the U.S.

On March 24, 2021, the SEC adopted interim final rules relating to the implementation of certain disclosure and documentation requirements of the HFCA Act. A company will be required to comply with these rules if the SEC identifies it 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.

On September 22, 2021, the PCAOB adopted a final rule implementing the Holding Foreign Companies Accountable Act, which provides a framework for the PCAOB to use when determining, as contemplated under the Holding Foreign Companies Accountable Act, whether the board of directors of a company is unable to inspect or investigate completely registered public accounting firms located in a foreign jurisdiction because of a position taken by one or more authorities in that jurisdiction.

On December 2, 2021, the SEC issued amendments to finalize rules implementing the submission and disclosure requirements in the HFCAA. The rules apply to registrants that the SEC identifies as having filed an annual report with an audit report issued by a registered public accounting firm that is located in a foreign jurisdiction and that PCAOB is unable to inspect or investigate completely because of a position taken by an authority in foreign jurisdictions.

On December 16, 2021, SEC announced that the PCAOB designated China and Hong Kong as the jurisdictions where the PCAOB is not allowed to conduct full and complete audit inspections as mandated under the HFCAA. The Company’s auditor, Audit Alliance LLP, is based in Singapore, and therefore are not affected by this mandate by the PCAOB.

Our auditor, the independent registered public accounting firm that issues the audit report incorporated by reference in this prospectus, 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. Our auditor is currently subject to PCAOB inspections. However, the recent developments would add uncertainties to our offering and we cannot assure you whether the New York Stock Exchange or regulatory authorities would apply additional and more stringent criteria to us after considering the effectiveness of our auditor’s audit procedures and quality control procedures, adequacy of personnel and training, or sufficiency of resources, geographic reach or experience as it relates to the audit of our financial statements.

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 fulfil 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's auditor 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 SEC has announced that the SEC staff is preparing a consolidated proposal for the rules regarding the implementation of the HFCA Act and to address the recommendations in the PWG report. It is unclear when the SEC will complete its rulemaking and when such 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 on the national securities exchange earlier than would be required by the HFCA Act. If our ADSs are unable to be listed on another securities exchange 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 recent joint statement by the SEC and an act passed by the U.S. Senate and the U.S. House of Representatives, all call for additional and more stringent criteria to be applied to emerging market companies. These developments could add uncertainties to our offering, business operations, share price and reputation.***

U.S. public companies that have substantially all of their operations in China have been the subject of intense scrutiny, criticism and negative publicity by investors, financial commentators and regulatory agencies, such as the SEC. Much of the scrutiny, criticism and negative publicity has centered on financial and accounting irregularities and mistakes, a lack of effective internal controls over financial accounting, inadequate corporate governance policies or a lack of adherence thereto and, in many cases, allegations of fraud.

On December 7, 2018, the SEC and the PCAOB issued a joint statement highlighting continued challenges faced by the U.S. regulators in their oversight of financial statement audits of U.S.-listed companies with significant operations in China. On April 21, 2020, SEC Chairman Jay Clayton and PCAOB Chairman William D. Duhnke III, along with other senior SEC staff, released a joint statement highlighting the risks associated with investing in companies based in or have substantial operations in emerging markets including China, reiterating past SEC and PCAOB statements on matters including the difficulty associated with inspecting accounting firms and audit work papers in China and higher risks of fraud in emerging markets and the difficulty of bringing and enforcing SEC, Department of Justice and other U.S. regulatory actions, including in instances of fraud, in emerging markets generally.

On May 20, 2020, the U.S. Senate passed the Holding Foreign Companies Accountable Act requiring a foreign company to certify it is not owned or controlled by a foreign government if the PCAOB is unable to audit specified reports because the company uses a foreign auditor not subject to PCAOB inspection. If the PCAOB is unable to inspect the company's auditors for three consecutive years, the issuer's securities are prohibited to trade on a national exchange. On December 2, 2020, the U.S. House of Representatives approved the Holding Foreign Companies Accountable Act.

As a result of these scrutiny, criticism and negative publicity, the publicly traded stock of many U.S. listed Chinese companies sharply decreased in value and, in some cases, has become virtually worthless. Many of these companies are now subject to shareholder lawsuits and SEC enforcement actions and are conducting internal and external investigations into the allegations. It is not clear what effect this sector-wide scrutiny, criticism and negative publicity will have on us, our offering, business and our share price. If we become the subject of any unfavorable allegations, whether such allegations are proven to be true or untrue, we will have to expend significant resources to investigate such allegations and/or defend our company. This situation will be costly and time consuming and distract our management from developing our growth. If such allegations are not proven to be groundless, we and our business operations will be severely affected and you could sustain a significant decline in the value of our share.

***The approval of the CSRC and other compliance procedures may be required, and, if required, we cannot predict whether we will be able to obtain such approval.***

The M&A Rules requires an overseas special purpose vehicle that are controlled by PRC companies or individuals formed for the purpose of seeking a public listing on an overseas stock exchange through acquisitions of PRC domestic companies using shares of such special purpose vehicle or held by its shareholders as considerations to obtain the approval of the China Securities Regulatory Commission, or the CSRC, prior to the listing and trading of such special purpose vehicle's securities on an overseas stock exchange. However, the application of the M&A Rules remains unclear. If CSRC approval is required, it is uncertain whether it would be possible for us to obtain the approval. Any failure to obtain or delay in obtaining CSRC approval would subject us to sanctions imposed by the CSRC and other PRC regulatory agencies.

Our PRC legal counsel has advised us based on their understanding of the current PRC laws, regulations and rules that the CSRC's approval may not be required for the listing and trading of our ADSs on the New York Stock Exchange, given that: (i) the CSRC currently has not issued any definitive rule or interpretation concerning whether we would be subject to this regulation, (ii) we establish our WFOE by means of direct investment and acquiring equity interest or assets of an entity other than "PRC domestic company" as defined under the M&A Rules, and (iii) no explicit provision in the M&A Rules clearly classifies contractual arrangements as a type of transaction subject to such Rules.

However, our PRC legal counsel has further advised us that there remains some uncertainty as to how the M&A Rules will be interpreted or implemented in the context of an overseas offering and its opinions summarized above are subject to any new laws, regulations and rules or detailed implementations and interpretations in any form relating to the M&A Rules. We cannot assure you that relevant PRC regulatory agencies, including the CSRC, would reach the same conclusion as our PRC legal counsel does. If it is determined that CSRC approval is required for a future offering, we may face sanctions by the CSRC or other PRC regulatory agencies for failure to obtain or delay in obtaining CSRC approval for such offering. These sanctions may include fines and penalties on our operations in China, limitations on our operating privileges in China, delays in or restrictions on the repatriation of the proceeds from such offering into the PRC, restrictions on or prohibition of the payments or remittance of dividends by our subsidiaries in China, or other actions that could have a material and adverse effect on our business, reputation, financial condition, results of operations, prospects, as well as the trading price of the ADSs. The CSRC or other PRC regulatory agencies may also take actions requiring us, or making it advisable for us, to halt such offering before the settlement and delivery of the ADSs that we offer in such offering. Consequently, if you engage in market trading or other activities in anticipation of and prior to the settlement and delivery of the ADSs in such offering, you would be doing so at the risk that the settlement and delivery may not occur. In addition, if the CSRC or other regulatory agencies later promulgate new rules or explanations requiring that we obtain their approvals for such offering, we may be unable to obtain a waiver of such approval requirements.

Recently, the General Office of the Central Committee of the Communist Party of China and the General Office of the State Council jointly issued the Opinions on Severe and Lawful Crackdown on Illegal Securities Activities, which was available to the public on July 6, 2021. These opinions emphasized the need to strengthen the administration over illegal securities activities and the supervision on overseas listings by China-based companies. These opinions proposed to take effective measures, such as promoting the construction of relevant regulatory systems, to deal with the risks and incidents facing China-based overseas-listed companies and the demand for cybersecurity and data privacy protection. The aforementioned policies and any related implementation rules to be enacted may subject us to additional compliance requirement in the future. As these opinions were recently issued, official guidance and interpretation of the opinions remain unclear in several respects at this time. Therefore, we cannot assure you that we will remain fully compliant with all new regulatory requirements of these opinions or any future implementation rules on a timely basis, or at all.

***Failure to comply with laws and regulations applicable to our business could subject us to fines and penalties and could also cause us to lose customers or otherwise harm our business.***

Our business is subject to regulation by various governmental agencies in China, including agencies responsible for monitoring and enforcing compliance with various legal obligations, such as intellectual property laws, employment and labor laws, workplace safety, environmental laws, consumer protection laws, governmental trade laws, import and export controls, anti-corruption and anti-bribery laws, and tax laws and regulations. In certain jurisdictions, these regulatory requirements may be more stringent than in China. These laws and regulations impose added costs on our business. Noncompliance with applicable regulations or requirements could subject us to:

- investigations, enforcement actions, and sanctions;
- mandatory changes to our network and products;
- disgorgement of profits, fines, and damages;
- civil and criminal penalties or injunctions;
- claims for damages by our customers or channel partners;
- termination of contracts;
- loss of intellectual property rights;
- failure to obtain, maintain or renew certain licenses, approvals, permits, registrations or filings necessary to conduct our operations; and
- temporary or permanent debarment from sales to public service organizations.

If any governmental sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, results of operations, and financial condition could be adversely affected. In addition, responding to any action will likely result in a significant diversion of our management's attention and resources and an increase in professional fees. Enforcement actions and sanctions could materially harm our business, results of operations, and financial condition.

Any reviews by regulatory agencies or legislatures may result in substantial regulatory fines, changes to our business practices, and other penalties, which could negatively affect our business and results of operations. Changes in social, political, and regulatory conditions or in laws and policies governing a wide range of topics may cause us to change our business practices. Further, our expansion into a variety of new fields also could raise a number of new regulatory issues. These factors could negatively affect our business and results of operations in material ways.

Moreover, we are exposed to the risk of misconduct, errors and failure to functions by our management, employees and parties that we collaborate with, who may from time to time be subject to litigation and regulatory investigations and proceedings or otherwise face potential liability and penalties in relation to noncompliance with applicable laws and regulations, which could harm our reputation and business.

*If we cease to qualify as a foreign private issuer, we would be required to comply fully with the reporting requirements of the Exchange Act applicable to U.S. domestic issuers, and we would incur significant additional legal, accounting and other expenses that we would not incur as a foreign private issuer.*

As a foreign private issuer, we will remain exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders will be exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we will not be required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as United States domestic issuers, and we will not be required to disclose in our periodic reports all of the information that United States domestic issuers are required to disclose. While we currently expect to continue to qualify as a foreign private issuer, we may cease to qualify as a foreign private issuer in the future.

*We may fail to obtain, maintain and update licenses and permits necessary to conduct our operations in the PRC, and our business may be materially and adversely affected as a result of any changes in the laws and regulations governing the VATS industry in the PRC.*

The laws and regulations regarding value-added telecommunications services, or VATS, licenses in the PRC are relatively new and are still evolving, and their interpretation and enforcement involve significant uncertainties. Investment activities in the PRC by foreign investors are principally governed by the Industry Catalog Relating to Foreign Investment, or the Catalog. The Catalog divides industries into three categories: encouraged, restricted and prohibited. Industries not included in the Catalog are permitted industries. Industries such as VATS, including Internet data warehouse services, or IDC services, restrict foreign investment. Specifically, the Administrative Regulations on Foreign-Invested Telecommunications Enterprises restrict the ultimate capital contribution percentage held by foreign investor(s) in a foreign-invested VATS enterprise to 50% or less. Under the Telecommunications Regulations, telecommunications service providers are required to procure operating licenses prior to their commencement of operations. The Administrative Measures for Telecommunications Business Operating License, which took effect on April 10, 2009 and was amended on September 1, 2017, set forth the types of licenses required to provide telecommunications services in China and the procedures and requirements for obtaining such licenses.

As of the date of this report, we have obtained a Telecommunications Business License and a Telecommunication Network Number Utilization Resource Certificate for our 10086 hot-line center and are currently applying for an ICP license from the Chinese Ministry of Industry and Information Technology.

There can be no assurance that we will be able to maintain our existing licenses or permits necessary to provide our current IDC services in the PRC, renew any of them when their current term expires, or update existing licenses or obtain additional licenses necessary for our future business expansion. The failure to obtain, retain, renew or update any license or permit generally, and our IDC licenses in particular, could materially and adversely disrupt our business and future expansion plans.

In addition, if future PRC laws or regulations governing the VATS industry require that we obtain additional licenses or permits or update existing licenses in order to continue to provide our IDC services, there can be no assurance that we would be able to obtain such licenses or permits or update existing licenses in a timely fashion, or at all. If any of these situations occur, our business, financial condition and prospects would be materially and adversely affected.

***We may rely principally on dividends and other distributions on equity paid by our wholly foreign-owned entities, or WFOEs, to fund any cash and financing requirements we may have, and any limitation on the ability of our WFOEs to pay dividends to us could have a material adverse effect on our ability to conduct our business.***

We are a holding company, and we may rely principally on dividends and other distributions on equity paid by our WFOEs, which in turn relies on consulting and other fees paid to us by our variable interest entities, for our cash and financing requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders and service any debt we may incur. If our WFOEs incur debt on their own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other distributions to us. In addition, the PRC tax authorities may require us to adjust our taxable income under the contractual arrangements our WFOEs currently have in place with our VIEs in a manner that would materially and adversely affect their ability to pay dividends and other distributions to us.

Under PRC laws and regulations, our WFOEs, as wholly foreign-owned enterprise in the PRC, may pay dividends only out of their accumulated profits as determined in accordance with PRC accounting standards and regulations. In addition, wholly foreign-owned enterprise, such as our WFOEs, is required to set aside at least 10% of its accumulated after-tax profits after making up the previous year's accumulated losses each year, if any, to fund statutory reserve funds, until the aggregate amount of such fund reaches 50% of its registered capital. It may allocate a portion of its after-tax profits based on PRC accounting standards to discretionary reserve funds according to its shareholder's decision. These statutory reserve funds and discretionary reserve funds are not distributable as cash dividends.

In addition, the PRC Enterprise Income Tax Law and its implementation rules provide that withholding tax rate of 10% will be applicable to dividends payable by PRC companies to non-PRC-resident enterprises unless otherwise exempted or reduced according to treaties or arrangements between the PRC central government and governments of other countries or regions where the non-PRC-resident enterprises are incorporated.

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

***Adverse changes in China's economic, political and social conditions, as well as laws and government policies, may materially and adversely affect our business, financial condition, results of operations and growth prospects.***

We conduct businesses in the PRC, and therefore our financial conditions and results of operations are subject to influences from PRC's economic, political and social conditions to a great extent. The PRC economy differs from the economies of most developed countries in many aspects, including, but not limited to, the degree of government involvement, control level of corruption, control of capital investment, reinvestment control of foreign exchange, allocation of resources, growth rate and development level. Although the PRC government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets, and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the government. In addition, the PRC government continues to play a significant role in regulating industry development by imposing industrial policies. The PRC government also exercises significant control over China's economic growth by allocating resources, controlling payment of foreign currency-denominated obligations, setting monetary policy, regulating financial services and institutions and providing preferential treatment to particular industries or companies.

For approximately four decades, the PRC government has implemented economic reform measures to utilize market forces in the development of the PRC economy. We cannot predict whether changes in the PRC's economic, political and social conditions and in its laws, regulations and policies will have any adverse effect on our current or future business, financial condition or results of operations. In addition, many of the economic reforms carried out by the PRC government are unprecedented or experimental and are expected to be refined and improved over time. This refining and improving process may not necessarily have a positive effect on our operations and business development. For example, the PRC government has in the past implemented a number of measures intended to slow down certain segments of the economy, including the real property industry, which the government believed to be overheating. These actions, as well as other actions and policies of the PRC government, could cause a decrease in the overall level of economic activity in the PRC and, in turn, have an adverse impact on our business and financial condition.

***Uncertainties in the interpretation and enforcement of PRC laws and regulations could limit the legal protections available to you and us.***

We conduct a substantial portion of business operations in the PRC, and our PRC subsidiaries and consolidated VIEs are subject to laws, rules and regulations applicable to foreign investment in China. The PRC legal system is a civil law system based on written statutes. Unlike the common law system, prior court decisions may be cited for reference but have limited precedential value. The PRC legal system is evolving rapidly, and the interpretation of many laws, regulations and rules may contain inconsistencies and enforcement of these laws, regulations and rules involves uncertainties.

In 1979, the PRC government began to promulgate a comprehensive system of laws, rules and regulations governing economic matters in general. The overall effect of legislation over the past four decades has significantly enhanced the protections afforded to various forms of foreign investment in China. However, China has not developed a fully integrated legal system, and recently enacted laws, rules and regulations may not sufficiently cover all aspects of economic activities in China or may be subject to significant degrees of interpretation by PRC regulatory agencies. In particular, because these laws, rules and regulations are relatively new, and because of the limited number of published decisions and the nonbinding nature of such decisions, and because the laws, rules and regulations often give the relevant regulator significant discretion in how to enforce them, the interpretation and enforcement of these laws, rules and regulations involve uncertainties and can be inconsistent and unpredictable.

From time to time, we may have to resort to administrative and court proceedings to enforce our legal rights. However, since PRC judicial and administrative authorities have significant discretion in interpreting and implementing statutory provisions and contractual terms, it may be more difficult to predict the outcome of a judicial or administrative proceeding than that in more developed jurisdictions. Furthermore, 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, but which may have retroactive effects. As a result, we may not always be aware of any potential violation of these policies and rules. Such unpredictability towards our contractual, property (including intellectual property) and procedural rights could adversely affect our business and impede our ability to continue our operations.

***Uncertainties with respect to the PRC legal system could affect us***

Changes in the policies, regulations, rules, and the enforcement of laws of the PRC government may be quick with little advance notice and could have a significant impact upon our ability to operate profitably in the PRC.

The Chinese government may exercise significant oversight and discretion over the conduct of business in the PRC and may intervene in or influence our operations at any time, which could result in a material change in our operations and/or the value of our securities. We are also currently not required to obtain approval from Chinese authorities to list on U.S. exchanges, however, if we are required to obtain approval in the future and are denied permission from Chinese authorities to list on U.S. exchanges, we will not be able to continue listing on U.S. exchange, which would materially affect the interest of the investors.

The PRC government may intervene or influence our business operations at any time or may exert more control over offerings conducted overseas and foreign investment in China based issuers, which could result in a material change in our business operations or the value of our securities. Additionally, the governmental and regulatory interference could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless.

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

Pursuant to the Notice on Issues Concerning the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas Publicly Listed Company, issued by the State Administration of Foreign Exchange, or SAFE, in February 2012, employees, directors, supervisors and other senior management participating in any stock incentive plan of an overseas publicly 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 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 directors, executive officers and other employees who are PRC citizens or who reside in the PRC for a continuous period of not less than one year and who have been granted restricted shares, restricted share units or options will be subject to these regulations if those employees exercise such restricted shares, restricted share units or options. Separately, SAFE Circular 37 also requires certain registration procedures to be completed if those employees exercise restricted shares, restricted share units or options before listing. Failure to complete the SAFE registrations may subject them to fines and legal sanctions and may also limit our ability to contribute additional capital into our wholly foreign-owned subsidiaries in China and limit these subsidiaries' ability to distribute dividends to us. We also face regulatory uncertainties that could restrict our ability to adopt additional incentive plans for our directors and employees under PRC law.

In addition, the State Administration of Taxation, or the SAT has issued certain circulars concerning employee share options or restricted shares. Under these circulars, the employees working in the PRC who exercise share options or are granted restricted share units will be subject to PRC individual income tax. Our WFOEs have obligations to file documents related to employee share options or restricted shares with relevant tax authorities and to withhold individual income taxes of those employees who exercise their share options. If our employees fail to pay or we fail to withhold their income taxes according to relevant laws and regulations, we may face sanctions imposed by the tax authorities or other PRC government authorities.

***Failure to make adequate contributions to various employee benefit plans as required by PRC regulations may subject us to penalties.***

Companies operating in China are required to participate in various government-mandated employee benefit contribution plans, including certain social insurance, housing funds and other welfare plans, open and register accounts for social insurance accounts and housing funds, and contribute in their own names to the plans in amounts equal to certain percentages of salaries, including bonuses and allowances, of employees up to a maximum amount specified by the local government from time to time at locations where companies operate our businesses. The requirements of employee benefit contribution plans have not been implemented consistently by the local governments in China given the different levels of economic development in different geographical areas.

As of the date of this report, certain of our PRC subsidiaries failed to open and register the accounts for social insurance and housing funds, and entrust third-party agencies to pay social insurance and housing provident fund for some of our employees. We may be required to make up the contributions for these welfare plans as well as late fees and fines. If we are subject to investigations or penalties related to non-compliance with labor laws, our business, financial condition and results of operations could be adversely affected.

***The enforcement of the Labor Contract Law of the People's Republic of China, or the PRC Labor Contract Law, and other labor-related regulations in the PRC may increase our labor costs, impose limitations on our labor practices and adversely affect our business and our results of operations.***

On June 29, 2007, the Standing Committee of the National People's Congress of China enacted the PRC Labor Contract Law, which became effective on January 1, 2008 and was amended on December 28, 2012. The PRC Labor Contract Law introduces specific provisions related to fixed-term employment contracts, part-time employment, probation, consultation with labor unions and employee assemblies, employment without a written contract, dismissal of employees, severance, and collective bargaining, which together represent enhanced enforcement of labor laws and regulations. According to the PRC Labor Contract Law, an employer is obliged to sign an unfix-term labor contract with any employee who has worked for the employer for 10 consecutive years. Further, if an employee requests or agrees to renew a fixed-term labor contract that has already been entered into twice consecutively, the resulting contract must have an unfix-term, with certain exceptions. The employer must pay economic compensation to an employee where a labor contract is terminated or expires in accordance with the PRC Labor Contract Law, except for certain situations which are specifically regulated. In addition, the government has issued various labor-related regulations to further protect the rights of employees. According to such laws and regulations, employees are entitled to annual leave ranging from five to 15 days and are able to be compensated for any untaken annual leave days in the amount of three times their daily salary, subject to certain exceptions. In the event that we decide to change our employment or labor practices, the PRC Labor Contract Law and its implementation rules may also limit our ability to effect those changes in a manner that we believe to be cost-effective. In addition, as the interpretation and implementation of these new regulations are still evolving, our employment practices may not be at all times deemed in compliance with the new regulations. If we are subject to severe penalties or incur significant liabilities in connection with labor disputes or investigations, our business and financial conditions may be adversely affected.

***It may be difficult to effect service of process upon us, our directors or our executive officers that reside in China or to enforce any judgments obtained from non-PRC courts or bring actions against them or us in China.***

Certain of our directors and most of our executive officers reside in China. In addition, most of our assets and those of our directors and executive officers are located in China. The PRC does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States, the United Kingdom, Japan and many other jurisdictions. As a result, it may not be possible for investors to serve process upon us or those persons in China, or to enforce against us or them in China, any judgments obtained from non-PRC jurisdictions.

On July 14, 2006, the Supreme People's Court of China and the Government of the Hong Kong Special Administrative Region signed an Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters, or the 2006 Arrangement. Under such arrangement, where any designated People's Court or any designated Hong Kong court has made an enforceable final judgment requiring payment of money in a civil and commercial case pursuant to a choice of court agreement, any party concerned may apply to the relevant People's Court or Hong Kong court for recognition and enforcement of the judgment. On January 18, 2019, the Supreme Court of the People's Republic of China and the Department of Justice under the Government of the Hong Kong Special Administrative Region signed the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region, or the 2019 Arrangement. The 2019 Arrangement, for the reciprocal recognition and enforcement of judgments in civil and commercial matters between the courts in mainland China and those in the Hong Kong Special Administrative Region, stipulates the scope and particulars of judgments, the procedures and ways of the application for recognition or enforcement, the review of the jurisdiction of the court that issued the original judgment, the circumstances where the recognition and enforcement of a judgment shall be refused, and the approaches towards remedies, among others. After a judicial interpretation has been promulgated by the Supreme People's Court and the relevant procedures have been completed by the Hong Kong Special Administrative Region, both sides shall announce a date on which the 2019 Arrangement shall come into effect. The 2019 Arrangement shall apply to any judgment made on or after its effective date by the courts of both sides. The 2006 Arrangement shall be terminated on the same day when the 2019 Arrangement comes into effect. If a "written choice of court agreement" has been signed by parties according to the 2006 Arrangement prior to the effective date of the 2019 Arrangement, the 2006 Arrangement shall still apply. Although the 2019 Arrangement has been signed, its effective date has yet to be announced. Therefore, there are still uncertainties about the outcomes and effectiveness of enforcement or recognition of judgments under the 2019 Arrangement.

Shareholder claims that are common in the United States, including securities law class actions and fraud claims, generally are difficult to pursue as a matter of law or practicality in China. For example, in China, there are significant legal and other obstacles to obtaining information needed for shareholder investigations or litigation outside China or otherwise with respect to foreign entities. Although the local authorities in China may establish a regulatory cooperation mechanism with the securities regulatory authorities of another country or region to implement cross-border supervision and administration, such regulatory cooperation with the securities regulatory authorities in the United States has not been efficient in the absence of mutual and practical cooperation mechanism. According to Article 177 of the PRC Securities Law which became effective in March 2020, no overseas securities regulator is allowed to directly conduct investigation or evidence collection activities within the PRC. Accordingly, without the consent of the competent PRC securities regulators or other relevant authorities, no entity or individual may provide any documents and materials relating to securities business activities to foreign entities or government agencies.

***The recent joint statement by the SEC and the Public Company Accounting Oversight Board, or the PCAOB, and an act signed into law all call for additional and more stringent criteria to be applied to emerging market companies upon assessing the qualification of their auditors, especially non-U.S. auditors who are not inspected by the PCAOB. These developments could add uncertainties to our offering, business operations, share price and reputation.***

U.S. public companies that have substantially all of their operations in China have been the subject of intense scrutiny, criticism and negative publicity by investors, financial commentators and regulatory agencies, such as the SEC. Much of the scrutiny, criticism and negative publicity has centered on financial and accounting irregularities and mistakes, a lack of effective internal controls over financial accounting, inadequate corporate governance policies or a lack of adherence thereto and, in many cases, allegations of fraud.

On December 7, 2018, the SEC and the PCAOB issued a joint statement highlighting continued challenges faced by the U.S. regulators in their oversight of financial statement audits of U.S.-listed companies with significant operations in China. On April 21, 2020, SEC Chairman Jay Clayton and PCAOB Chairman William D. Duhnke III, along with other senior SEC staff, released a joint statement highlighting the risks associated with investing in companies based in or have substantial operations in emerging markets including China, reiterating past SEC and PCAOB statements on matters including the difficulty associated with inspecting accounting firms and audit work papers in China and higher risks of fraud in emerging markets and the difficulty of bringing and enforcing SEC, Department of Justice and other U.S. regulatory actions, including in instances of fraud, in emerging markets generally.

Enactment of the Holding Foreign Companies Accountable Act or other efforts to increase U.S. regulatory access to audit information could cause investor uncertainty for affected issuers, including us, and the market price of the ordinary shares could be adversely affected. In addition, enactment of the Holding Foreign Companies Accountable Act will result in prohibitions on the trading of the ordinary shares on NYSE or other U.S. exchange if our auditor fails to be inspected by the PCAOB for three consecutive years.

The lack of access to the PCAOB inspection in China prevents the PCAOB from fully evaluating audits and quality control procedures of the auditors based in China. As a result, investors may be 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 these accounting firms' audit procedures or quality control procedures as compared to auditors outside of China that are subject to the PCAOB inspections, which could cause existing and potential investors in our stock to lose confidence in our audit procedures and reported financial information and the quality of our financial statements.

Moreover, on June 22, 2021, the U.S. Senate passed the Accelerating Holding Foreign Companies Accountable Act, which, if enacted, would amend the HFCAA and require the SEC to prohibit an issuer's securities from trading on U.S. exchanges if its auditor is not subject to PCAOB audit for two consecutive years instead of three, thus reducing the time period before such securities would be delisted.

As a result of these scrutiny, criticism and negative publicity, the publicly traded stock of many U.S. listed Chinese companies sharply decreased in value and, in some cases, has become virtually worthless. Many of these companies are now subject to shareholder lawsuits and SEC enforcement actions and are conducting internal and external investigations into the allegations. It is not clear what effect this sector-wide scrutiny, criticism and negative publicity will have on us, our offering, business and our share price. If we become the subject of any unfavorable allegations, whether such allegations are proven to be true or untrue, we will have to expend significant resources to investigate such allegations and/or defend our company. This situation will be costly and time consuming and distract our management from developing our growth. If such allegations are not proven to be groundless, we and our business operations will be severely affected and you could sustain a significant decline in the value of our share.

**Risks Related to Our ADSs*****The trading price of our ADSs may be volatile, which could result in substantial losses to investors.***

The trading price of our ADSs may be volatile and could fluctuate widely due to factors beyond our control. This may happen because of broad market and industry factors, like the performance and fluctuation of the market prices of other companies with business operations located mainly in China that have listed their securities in the United States. A number of Chinese companies have listed their securities on U.S. stock markets, and some of these companies have experienced significant volatility. The trading performances of these Chinese companies' securities after their offerings may affect the attitudes of investors toward Chinese companies listed in the United States in general and consequently may impact the trading performance of our ADSs, regardless of our actual operating performance.

In addition to market and industry factors, the price and trading volume for our ADSs may be highly volatile for factors specific to our own operations, including the following:

- variations in our revenues, earnings, cash flow and data related to our user base or user engagement;
- announcements of new investments, acquisitions, strategic partnerships or joint ventures by us or our competitors;
- announcements of new products, services and expansions by us or our competitors;
- announcements of changes to regulations;
- changes in financial estimates by securities analysts;
- detrimental adverse publicity about us, our services or our industry;
- additions or departures of key personnel;
- release of lock-up or other transfer restrictions on our outstanding equity securities or sales of additional equity securities; and
- Potential litigation or regulatory investigations.

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

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

In December 2019, the Company instructed its Depository Bank to implement a ratio change for its American Depositary Shares ("ADSs"). The new ratio is 10 Class A ordinary shares per 1 ADS. The effective date for the ratio change is December 3, 2019.

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

Short selling is the practice of selling securities that the seller does not own but rather has borrowed from a third party with the intention of buying identical securities back at a later date to return to the lender. The short seller hopes to profit from a decline in the value of the securities between the sale of the borrowed securities and the purchase of the replacement shares, as the short seller expects to pay less in that purchase than it received in the sale. As it is in the short seller's interest for the price of the security to decline, many short sellers publish, or arrange for the publication of, negative opinions regarding the relevant issuer and its business prospects in order to create negative market momentum and generate profits for themselves after selling a security short. These short attacks have, in the past, led to selling of shares in the market.

Public companies listed in the United States that have a substantial majority of their operations in China have been the subject of short selling. Much of the scrutiny and negative publicity has centered on allegations of a lack of effective internal control over financial reporting resulting in financial and accounting irregularities and mistakes, inadequate corporate governance policies or a lack of adherence thereto and, in many cases, allegations of fraud. As a result, many of these companies are now conducting internal and external investigations into the allegations and, in the interim, are subject to shareholder lawsuits and/or SEC enforcement actions.

We are currently, and may in the future be, the subject of unfavorable allegations made by short sellers. Any such allegations may be followed by periods of instability in the market price of our ordinary shares and ADSs and negative publicity. If and when we become the subject of any unfavorable allegations, whether such allegations are proven to be true or untrue, we could have to expend a significant amount of resources to investigate such allegations and/or defend ourselves. While we would strongly defend against any such short seller attacks, we may be constrained in the manner in which we can proceed against the relevant short seller by principles of freedom of speech, applicable federal or state law or issues of commercial confidentiality. Such a situation could be costly and time-consuming and could distract our management from growing our business. Even if such allegations are ultimately proven to be groundless, allegations against us could severely impact our business operations and shareholder's equity, and the value of any investment in our ADSs could be greatly reduced or rendered worthless.

***We are defendants in securities class actions litigation which could result in substantial costs and liabilities.***

The market for our ADSs may have, when compared to seasoned issuers, significant price volatility and we expect that our share price may continue to be more volatile than that of a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. On March 30, 2021, a securities class action lawsuit was filed against the Company, its Chief Executive Officer, and the President of the Company's operating subsidiary. The class action is on behalf of persons that purchased or acquired our ADSs between July 22, 2020 and February 25, 2021, a period of volatility in our stock. The complaint is based solely upon a research article issued on February 26, 2021, which contained false claims and was responded to by the Company in a press release dated March 1, 2021. Nevertheless, this securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

***Substantial future sales or perceived potential sales of our ADSs in the public market could cause the price of our ADSs to decline.***

Sales of our ADSs in the public market, or the perception that these sales could occur, could cause the market price of our ADSs to decline. As of April 30, 2021, we had 1,769,744,565 Class A ordinary shares outstanding. Among these shares, 1,629,935,120 Class A ordinary shares are in the form of ADSs. All our ADSs are freely transferable without restriction or additional registration under the Securities Act of 1933, as amended, or the Securities Act. The remaining Class A ordinary shares outstanding will be available for sale, subject to volume and other restrictions as applicable under Rules 144 and 701 under the Securities Act.

Certain major holders of our ordinary shares may cause us to register under the Securities Act the sale of their shares. Registration of these shares under the Securities Act would result in ADSs representing these shares becoming freely tradable without restriction under the Securities Act immediately upon the effectiveness of the registration. Sales of these registered shares in the form of ADSs in the public market could cause the price of our ADSs to decline.

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

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

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

***We may be classified as a passive foreign investment company for U.S. federal income tax purposes, which could result in adverse U.S. federal income tax consequences to U.S. Holders of our ADSs or ordinary shares.***

Depending upon the value of our assets, which is determined in part by the market value of our ADSs or ordinary shares, and the composition of our assets and income over time, we could be classified as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes. Based on the projected composition of our assets and income, we do not anticipate becoming a PFIC for our taxable year ending December 31, 2019. While we do not anticipate becoming a PFIC, fluctuations in the market price of our ADSs or ordinary shares may cause us to become a PFIC for the current or any subsequent taxable year.

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. Whether we are a PFIC is a factual determination and we must make a separate determination each taxable year as to whether we are a PFIC (after the close of each taxable year). Accordingly, we cannot assure you that we will not be a PFIC for our taxable year ending December 31, 2019 or any future taxable year. The determination of whether we will become a PFIC will depend, in part, on how, and how quickly, we use our liquid assets and the cash that was raised in our IPO.

If we were to be classified as a PFIC for any taxable year during which a U.S. Holder (as defined in “Item 10. Additional information—E. Taxation—U.S. Federal Income Tax Considerations”) holds an ADS or an ordinary share, such U.S. Holder would generally be subject to reporting requirements and might incur significantly increased U.S. federal income tax on gain recognized on the sale or other disposition of the ADSs or ordinary shares and on the receipt of distributions on the ADSs or ordinary shares to the extent such gain or distribution is treated as an “excess distribution” under the applicable U.S. federal income tax rules. Further, if we were to be classified as a PFIC for any year during which a U.S. Holder holds our ADSs or ordinary shares, we generally would continue to be treated as a PFIC for all succeeding years during which such U.S. Holder holds our ADSs or ordinary shares even if we cease to qualify as a PFIC under the rules set forth above. You are urged to consult your tax advisor concerning the U.S. federal income tax consequences of acquiring, holding, and disposing of ADSs or ordinary shares if we were to be classified as a PFIC. For more information see “Item 10. Additional information—E. Taxation—U.S. Federal Income Tax Considerations—PFIC Rules.”

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

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

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

Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares are entitled to one vote per share, while holders of Class B ordinary shares are entitled to 10 votes per share, subject to the limitations set forth in “Item 10. Additional Information—B. Memorandum and Articles of Association—Ordinary Shares.” Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances. Upon any transfer of Class B ordinary shares by a holder thereof to any person or entity which is not an affiliate of such holder, such Class B ordinary shares shall be automatically and immediately converted into an equal number of Class A ordinary shares.

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

We are an exempted company limited by shares registered under the laws of the Cayman Islands. Our corporate affairs are governed by our memorandum and articles of association, the Companies Law (2018 Revision) of the Cayman Islands 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 the common law of England, the decisions of whose courts are of persuasive authority, but are not binding, on a court in the Cayman Islands. The rights of our shareholders and the fiduciary duties of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands has a less developed body of securities laws than the United States. Some U.S. states, such as Delaware, have more fully developed and judicially interpreted bodies of corporate law than the Cayman Islands. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action in a federal court of the United States.

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

Certain corporate governance practices in the Cayman Islands, which is our home country, differ significantly from requirements for companies incorporated in other jurisdictions such as the U.S. Currently, we do not plan to rely on home country practice with respect to any corporate governance matter. However, if we choose to follow home country practice in the future, our shareholders may be afforded less protection than they otherwise would under rules and regulations applicable to U.S. domestic issuers.

As a result of all of the above, public shareholders may have more difficulty in protecting their interests in the face of actions taken by management, members of the board of directors or controlling shareholders than they would as public shareholders of a company incorporated in the United States. For a discussion of significant differences between the provisions of the Companies Law of the Cayman Islands and the laws applicable to companies incorporated in the United States and their shareholders, see “Item 10. Additional Information—B. Memorandum and Articles of Association—Differences in Corporate Law.”

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

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

***We are an emerging growth company within the meaning of the Securities Act and may take advantage of certain reduced reporting requirements.***

We are an “emerging growth company,” as defined in the JOBS Act, and we may take advantage of certain exemptions from requirements applicable to other public companies that are not emerging growth companies including, most significantly, not being required to comply with the auditor attestation requirements of Section 404 for so long as we are an emerging growth company.

The JOBS Act also provides that an emerging growth company does not need to comply with any new or revised financial accounting standards until such date that a private company is otherwise required to comply with such new or revised accounting standards. However, we have elected to “opt out” of this provision and, as a result, we will comply with new or revised accounting standards as required when they are adopted for public companies. This decision to opt out of the extended transition period under the JOBS Act is irrevocable.

***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 United States domestic public companies.***

Because we are 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 of quarterly reports on Form 10-Q or current reports on Form 8-K with the SEC;
- 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 non-public 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 prior to 2019, and intend to continue to publish in the future, our results on a quarterly basis through press releases, distributed pursuant to the rules and regulations of the NYSE. Press releases relating to financial results and material events will also be furnished to the SEC on Form 6-K. However, the information we are required to file with or furnish to the SEC will be less extensive and less timely compared to that required to be filed with the SEC by U.S. domestic issuers. As a result, you may not be afforded the same protections or information, which would be made available to you, were you investing in a U.S. domestic issuer. In addition, if and to the extent we fail to qualify as a foreign private issuer in any future period, we would have increased disclosure and other requirements, which would increase our compliance and other costs.

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

As a holder of our ADSs, you will only be able to direct the exercise of the voting rights attaching to the Class A ordinary shares which are represented by your ADSs in accordance with the provisions of the deposit agreement. Under the deposit agreement, you must vote by giving voting instructions to the depository. Upon receipt of your voting instructions, the depository will endeavor, insofar as practical and lawful to vote the Class A ordinary shares which are represented by your ADSs in accordance with your instructions. You will not be able to directly exercise any right to vote with respect to the shares represented by your ADSs unless you withdraw the shares from the depository. Under our sixth amended and restated memorandum and articles of association, the minimum notice period required for convening a general meeting is 15 calendar days. When a general meeting is convened, you may not receive sufficient advance notice to withdraw the shares represented by your ADSs to allow you to vote with respect to any specific resolution or matter to be considered and voted upon at such general meeting. If we give notice to our shareholders of any general meeting, the depository will notify you of the upcoming vote and will arrange to deliver our voting materials to you. We cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depository to vote the shares represented by your ADSs. In addition, the depository and its agents are not responsible for failing to carry out voting instructions or for their manner of carrying out your voting instructions. Also, as a party to the deposit agreement, you waive your right to trial by jury in any legal proceedings arising out of the deposit agreement or the ADSs against us and/or the depository. This means that you may not be able to exercise your right to vote and you may have no legal remedy if the shares underlying your ADSs are not voted as you requested.

***The depository for our ADSs will give us a discretionary proxy to vote the Class A ordinary shares represented by your ADSs if you do not vote at shareholders' meetings, except in limited circumstances, which could adversely affect your interests.***

Under the deposit agreement for the ADSs, if you do not give proper or timely voting instructions to the depository, the depository will give us a discretionary proxy to vote the Class A ordinary shares represented by your ADSs at shareholders' meetings unless:

- we have failed to timely provide the depository with notice of meeting and related voting materials;
- we have instructed the depository that we do not wish a discretionary proxy to be given;
- we have informed the depository that there is substantial opposition as to a matter to be voted on at the meeting; or
- we have informed the depository that a matter to be voted on at the meeting would have a material adverse impact on shareholders.

The effect of this discretionary proxy is that if you do not give proper or timely voting instructions to the depository as to how to vote at shareholders' meetings, you cannot prevent the Class A ordinary shares represented by your ADSs from being voted, except under the circumstances described above. This may make it more difficult for shareholders to influence the management of our company. Holders of our Class A ordinary shares are not subject to this discretionary proxy.

***You may not receive dividends or other distributions on our ordinary shares and you may not receive any value for them if it is illegal or impractical to make them available to you.***

The depository of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on Class A ordinary shares or other deposited securities which are represented by your ADSs, after deducting its fees and expenses. You will receive these distributions in proportion to the number of Class A ordinary shares your ADSs represent. However, the depository is not responsible if it decides that it is unlawful or impractical to make a distribution available to any holders of ADSs. For example, it would be unlawful to make a distribution to a holder of ADSs if it consists of securities that require registration under the Securities Act but that are not properly registered or distributed under an applicable exemption from registration. The depository may also determine that it is not feasible to distribute certain property through the mail. Additionally, the value of certain distributions may be less than the cost of mailing them. In these cases, the depository may determine not to distribute such property. We have no obligation to register under U.S. securities laws any ADSs, ordinary 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, ordinary shares, rights or anything else to holders of ADSs. This means that you may not receive distributions we make on our Class A ordinary shares or any value for them if it is illegal or impractical for us to make them available to you. These restrictions may cause a material decline in the value of our ADSs.

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

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

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

Your ADSs are transferable on the books of the depository. However, the depository may close its books at any time or from time to time when it deems expedient in connection with the performance of its duties. The depository may close its books from time to time for a number of reasons, including in connection with corporate events such as a rights offering, during which time the depository needs to maintain an exact number of ADS holders on its books for a specified period. The depository may also close its books in emergencies, or on weekends and public holidays. The depository may refuse to deliver, transfer or register transfers of our ADSs generally when our share register or the books of the depository are closed, or at any time if we or the depository thinks it is advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

***We incur significant costs as a result of being a public company.***

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, or the Exchange Act, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules and regulations of the NYSE. Being subject to these rules and regulations results in legal, accounting and financial compliance costs, makes some activities more difficult, time-consuming and costly and can also place significant strain on our personnel, systems and resources.

## ITEM 4. INFORMATION ON THE COMPANY

### A. History and Development of the Company

We were formed in Delaware on July 12, 2004 as China Risk Finance LLC. We began our credit analytics service provider business in 2001. We developed our proprietary, advanced technology over the past 18 years, during which our founders and management team advised many of China's largest banks in analyzing consumer credit to issue over one hundred million credit cards to consumers. On April 28, 2017, our ADSs commenced trading on the NYSE under the symbol "XRF." In May 2017, we completed our IPO in which we sold a total of 11,500,000 of our ADSs, each representing ten Class A Ordinary Shares and listing of our ADSs on the NYSE. In the third quarter 2018, due to regulatory changes that made it cost-prohibitive, and in some ways very risky from the regulatory compliance perspective, to own and operate our legacy marketplace lending platform, we decided to cease the customer acquisition and loan facilitation at our legacy marketplace lending platform and started to transition our business to other industries.

On May 5, 2020, we entered into a set of agreements with YBT, the shareholders of YBT (the "YBT Shareholders"), eight individual investors introduced by YBT (collectively with the YBT Shareholders, the "Investors") and True North Financial, LLC to acquire YBT, which controls its variable interest entity SOS Information. The transaction was consummated on May 15, 2020. As a result, we now own 100% of YBT, which controls its variable interest entity, SOS Information. The shares issued to the Investors were relied on exemption from registration in accordance with Regulation S and/or Rule 4(a)(2) under the Securities Act of 1933, as amended. Accordingly, we started our newly acquired data mining and targeted marketing services business through SOS Information.

On August 3, 2020, we entered into a certain share purchase agreement (the "Disposition SPA") with Hantu (Hangzhou) Asset Management Co., Ltd. (the "Purchaser"). Pursuant to the Disposition SPA, the Purchaser agreed to purchase CRF China Holding Co. Limited, a Hong Kong limited company, China Capital Financial LLC, a Delaware limited liability company, CRF China Limited, a British Virgin Islands company, CRF Technology LLC, a California limited liability company, and HML China LLC, a Delaware limited liability company (collectively, the "XRF Subsidiaries") in exchange for cash consideration of \$3.5 million. Upon the closing of the transaction (the "Disposition") contemplated by the Disposition SPA, the Purchaser will become the sole shareholder of the XRF Subsidiaries and as a result, assume all assets and liabilities of all the subsidiaries and variable interest entities owned or controlled by the XRF Subsidiaries. The Disposition closed on August 6, 2020. As a result of the Disposition, we ceased our legacy peer-to-peer lending business and have since focused on becoming a leading high-technology services business with services including marketing data, technology and solutions for insurance companies and emergency rescue services in China. We also changed our trading symbol to "SOS."

### B. Business Overview

We provide a wide range of data mining and analysis services to our corporate and individual members, including providing marketing data, technology and solutions for insurance companies, emergency rescue services, and insurance product and health care information portal in China. Our mission is to make it easier, safer and more efficient for our clients to obtain and process the data of their target customers.

We primarily address the large unmet demand for marketing-related data for clients such as insurance companies, financial institutions, medical institutions, healthcare providers and other service providers in the emergency rescue services industry by creating a SOS cloud emergency rescue service software as a service (SaaS) platform.

Furthermore, we have also established a data warehouse with 120 million active customer records as of the date of this report. Our data collection covers a wide variety of sources and are mainly from offline third party purchases, online subscription, AI recognition and cold calls, which account for approximately 75%, 18% and 7% of our data inventory, respectively.

Recently, we have launched our crypto mining business, and aim to start infrastructure services in blockchain security for our big data insurance marketing as well as provide insurance and banking services for digital assets and cryptocurrencies.

### Our Products and Services

In our marketing data business, we currently focused on four product offerings, including insurance marketing, 10086 hot-line, bankcard call center, SaaS services, cryptocurrency mining and commodity trading. As of December 31, 2021, insurance marketing represented 18.4% of our total revenue, with 10086 hot-line, SaaS, cryptocurrency mining and commodity trading individually accounting for 0.09%, 0.2%, 4.3% and 77.0% of our total revenue, respectively.

We began generating revenue from our cryptocurrency mining operations since February 2021. We have mined an aggregate of 132.1 units of BTC and 1,853.1 units of ETH as of June 30, 2021 from our mining pools.

We established a subsidiary named “Qingdao SOS Digital Technologies Inc.,” focusing on the research and business of cryptocurrency mining, blockchain-based insurance and blockchain-based security management in 2021. Dr. Eric H. Yan serves as the president of this newly formed subsidiary.

### Marketing Data Business

#### Insurance marketing

We purchase data from our suppliers, including Shandong Subao IT Ltd., Jiangxi Chacha IT Ltd. and Liaoning Tianzheng Ltd. With a stable supply of data, we use data mining and analytics technologies to find patterns and valuable data within the large amounts of data we collect. We then provide specific data point recommendations to our clients.

Our strong data mining capabilities lay a solid foundation for the solutions to our clients, which we believe differentiate us from many other competitors in the same market. We have an experienced team of data experts in this field and we have a well-established data infrastructure system, ranging from mining, to processing and distribution. SOS warehouses its data through a subscription to Tencent’s iCloud service.

Our main competitors include Jiutian Speed Rescue Technology Co., Ltd., which provides rescue services through operators and sells membership cards, and Beijing Yuanbao Technology Co., Ltd. and Beijing Yuanshanbao Technology Co., Ltd., which provide insurance marketing services.

We currently only possess an insurance agent license for operations within Inner Mongolia, China. As such, as of the date of this report, our revenues are mainly generated through various insurance agents. We primarily work with two agents, Beijing Sense Time Information Technology Co., Ltd. (“BSIT”), which generates the majority of our insurance marketing revenues, as well as Beijing Ruijing Hengbao Insurance Agency Ltd.

Insurance companies such as People’s Insurance Company (Group) of China, Ltd. (“PICC”), or Ping An Insurance (Group) Company of China, Ltd. (“Ping An”) will request shortlists from these insurance agents. The insurance agents will then subcontract the task to various vendors such as SOS Information, and SOS Information will collect raw data from third parties or from its own data warehouse and utilize its data mining and analytics technologies to process the data, creating a shortlist and selling it to the agents. The agents will then provide the list to insurance companies. We charge information service fee from these insurance agents based on the amount of insurance policy orders placed by insurance companies through these agents. Our service model is represented by the following diagram:



#### *10086 Hot-line*

SOS Information is contracted with China Mobile Limited as its outsourced service center and operates the 10086 hot-line for the Hebei Province, charging China Mobile by customer call-in time.

#### *Bank Card Call Center*

SOS Information operates a promotional center for Guangdong Bank of Development and charges by the number of successfully registered accounts.

#### *SaaS service*

The three major SaaS offerings by SOS Information are as follows:

- basic cloud system (Medical Rescue Card, Auto Rescue Card, Financial Rescue Card and Life Rescue Card)
- cooperative cloud system (information rescue center, intelligent big data, intelligent software and hardware)
- information cloud system (Information Today and E-commerce Today)

SOS Information provides warehouse access to insurance companies, financial institution and medical institutions etc., and generates revenues through a monthly subscription fee.

#### *Blockchain-based Business System*

We plan to apply blockchain technologies as an infrastructure to restructure and reshape the traditional centralized business and technology framework of our marketing data servicing business. We believe that the application of blockchain technologies to our traditional business model will enhance its reliability, efficiency and sustainability. Potential blockchain applications to our traditional businesses include insurance of supply chain management based on consortium blockchain; blockchain-based identity management; insurance policy based on consensus; blockchain-based insurance claim settlement system; decentralized insurance policy data management system; decentralized global emergency rescue network; marketing and sales based on blockchain incentives, etc.

#### ***Cryptocurrency Mining, Blockchain-based Insurance and Security Management Business***

##### *Cryptocurrency Mining Business*

We are currently focusing on the mining of the key mainstream cryptocurrencies such as Bitcoin. We have entered into a purchase agreement to procure bitcoin mining rigs from HY International Group New York Inc. As of the date of the report, we have received the 3 batches of deliveries composing of a pool of 15,646 pieces of mining rigs. The pool of mining rigs is generating approximately Bitcoin hash power 527P and Ethereum hash power 1056G, and we expect to create roughly 3.5 Bitcoin and 63 Ethereum every day. On April 20, 2021, we have entered into an agreement to purchase 575 cryptocurrency ETH mining rigs, which expected to generate Ethereum hash power 400G. The mining rigs are expected to be delivered on or about April 30, 2021. If these machines operate as expected, the annual return on investment is projected to be significant based on the current cryptocurrency price momentum.

In addition to our purchase of mining rigs, we are also actively seeking steady and inexpensive power supplies for operating mining farms. On February 3, 2021, we have entered into a framework agreement with Leibodong Hydropower Station ("Leibodong") in Hejiang, Luzhou, Sichuan Province, where hydropower resources are much richer and electricity prices much lower than the rest of China. Pursuant to the framework agreement, Leibodong will supply electricity to a cloud cryptocurrency mining center to be built by us for a price between RMB0.22 to RMB0.38 for each kW/h. The parties are expected to enter into a definitive agreement with respect to the price and other terms and conditions contemplated by the framework agreement.

As of December 31, 2021, the value of cryptocurrencies is determined based on the market prices of the related cryptocurrencies at the time of receipt. The rental fees of hash power are also determined proportionally based on the market prices of the related cryptocurrencies.

##### *Crypto Assets Insurance*

Currently, we are building a fully decentralized wallet and exchange system for digital assets and cryptocurrencies, based on the blockchain-based decentralized management framework for identification, backstage, and private keys, to counteract against the significant numbers of private keys being stolen or lost every year. Once the decentralized wallet and exchange system begin operations, we will launch a line of business including insurance services for digital assets and cryptocurrencies.

##### *Commodity Trading*

Since April 2021, we launched commodity trading via our subsidiary SOS International Trading Co. Ltd., We facilitate trading of commodity including but not limited to mineral resin, soy bean, wheat, sesame, liquid sulfur and latex. We identify suppliers and buyers and generate revenue from the price difference. Revenue is recognized after products have been delivered and title to the goods and risk has been transferred from a seller to a buyer.

## Competition

During and prior to the year of 2020 our major business was insurance-driven marketing, this market is featured as a monopolistic competition with low barrier to entry and a large of amount of small or regional players to compete to earn low gross margin, and so thinning profit. Major regional players include SSA Jino Co., Ltd.(福建吉诺车辆服务股份有限公司 (SAA吉诺股份)), Luhua Rescue Service Co., Ltd. (路华救援有限公司), Guangdong Tian Yuanting Rescue Service Technology Co., Ltd. (广东天廷救援技术服务有限公司), God Strategy Network Technology Co., Ltd. (神策网络科技(北京)有限公司) and Jiangsu Junhuan Ring Co., Ltd. (江苏骏环昇旺科技产业股份有限公司). We are a national service provider covering Hebei Province, Henan Province, Zhejiang Province, Shangdong Province etc.

We have begun penetrating into the cryptocurrency mining industry towards the end of 2020. In the cryptocurrency mining business, companies, groups and individuals generate units of bitcoin through mining pools. Miners can range from individual enthusiasts to professional mining operations with dedicated data centers.

Sources of information in public domain include "bitcoin.org" and "blockchain.info." We believe that our competitors include public companies engaging in the cryptocurrency mining business that are listed either on the U.S. or international stock exchanges, such as Bit-digital.com, The9.com, Overstock.com Inc, Bitcoin Investment Trust, Blockchain Industries, Inc, (formerly Omni Global Technologies, Inc.), Bitfarms Technologies Ltd. (formerly Blockchain Mining Ltd), DMG Blockchain Solutions Inc, Hive Blockchain Technologies Inc, Hut 8 Mining Corp, HashChain Technology, Inc, MGT Capital Investments, Inc, DPW Holdings, Inc, Layer1 Technologies, LLC, Northern Data AG, Riot Blockchain, Inc, Marathon Digital Holdings. The cryptocurrency mining industry is a highly competitive and rapidly changing industry and new competitors could enter the market and affect our competitiveness in the future. For more information regarding those risk factors known to us, see the section entitled "Risk Factors" herein.

## Intellectual Property

We regard our trademarks, 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 and invention assignment with our employees and others to protect our proprietary rights.

The Company has 99 registered software copyrights, 2 granted utility model patents and 1 domain name. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our technology. Monitoring unauthorized use of our technology is difficult and costly, and we cannot be certain that the steps we have taken will prevent misappropriation of our technology. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources. In addition, third parties may initiate litigation against us alleging infringement of their proprietary rights or declaring their non-infringement of our intellectual property rights. In the event of a successful claim of infringement and our failure or inability to develop non-infringing technology or license the infringed or similar technology on a timely basis, our business could be harmed. Moreover, even if we are able to license the infringed or similar technology, license fees could be substantial and may adversely affect our results of operations.

## Corporate Information

Our principal executive office is located at Building 6, East Seaview Park, 298 Haijing Road, Yinzu Street, West Coast New District, Qingdao City, Shandong Province, People's Republic of China 266400. Our telephone number is +86-532-86617117. We maintain a website at <http://www.sosyun.com/> that contains information about our Company, and we make available free of charge through our website our annual report on Form 20-F, current reports on Form 6-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

## Recent Developments

### Thor Miner Purchase and Sale Agreement

On January 10, 2022, SOS Information Technology New York Inc. ("SOS NY"), a wholly-owned subsidiary of the Company, entered into a certain purchase and sale agreement (the "Purchase Agreement") with Thor Miner Inc. ("Thor"), pursuant to which SOS NY shall purchase certain cryptocurrency mining hardware and other equipment (the "Equipment") from Thor from time to time in separate purchase orders (each, an "Order").

The parties agreed that SOS NY shall pay 50% of the total purchase price of each Order within five (5) days, and the remaining 50% to be paid at least seven (7) calendar days prior to the shipment of the Equipment pursuant to each Order. The parties have made customary representations and warranties, including but not limited to: (i) obtaining all necessary approvals, rights and authorizations to enter into the Purchase Agreement; (ii) the execution, delivery and performance of the Purchase Agreement does not violate any applicable law, charter, regulation or other agreements; (iii) Thor has good and marketable title of the Equipment free and clear of all claims and other encumbrances of every kind; (iv) the Equipment will be free from defects of workmanship and materials and that the Equipment will operate in accordance with the material functions and features stated in the Order under normal use and conditions for a period of 360 days following its delivery.

#### Receipt of SEC Subpoena

As previously disclosed, on March 30, 2021, a purported shareholder, Kimberly Beltran, filed a securities class action complaint in the United States District Court District of New Jersey against the Company, Yandai Wang, and Eric H. Yan, the Chief Executive Officer of the Company and President of the Company's operating subsidiary, respectively. The action, *Beltran v. SOS Limited, et al.*, Case No. 1:21-cv-07454 (the "Lawsuit"), pleads class action claims on behalf of persons that purchased or acquired the Company's ADSs between July 22, 2020 and February 25, 2021, which was a period of volatility in the Company's stock. On November 2, 2021, the Court appointed two other shareholders, Shawn Ho and William Rodgers, to serve as Lead Plaintiffs in the Lawsuit pursuant to the Private Securities Litigation Reform Act. No class has yet been certified in the Lawsuit. The Company and its officers believe the Lawsuit lacks merit and intend to defend against it vigorously. The Company and its officers have not yet filed a formal response to the Lawsuit; their deadline to do so has been postponed by agreement with the Lead Plaintiffs and the Court while the parties explore the possibility of a mediated resolution.

On February 16, 2022, the Company received a subpoena from the Securities and Exchange Commission (the "SEC") requesting the production of certain documents related to an investigation by the SEC (the "Investigation"). The SEC's subpoena, like the Lawsuit, refers to a February 26, 2021, derogatory report about the Company published by Hindenburg Research LLC, to which the Company responded in a press release dated March 1, 2021. Among the documents the SEC seeks are those pertaining to the matters discussed in the report and to the Company's assertions in the press release that the report contained false information. Because the Investigation is at an early stage, the Company cannot predict its outcome, duration, or any potential consequences at this time. The SEC has not advised the Company that it has concluded any legal violation has occurred, but any Investigation potentially could result in government enforcement actions and, to civil and/or criminal sanctions under relevant laws.

On April 29, 2022, the Company received a second subpoena from the SEC requesting the production of additional documents related to the Investigation. The Company intends to cooperate with the SEC with respect to the Investigation.

#### Registered Direct Offering in March 2022 and Repricing of Warrants

On March 31, 2022, the Company entered into certain securities purchase agreement ("March 2022 SPA") with certain non-affiliated institutional investors, pursuant to which the Company agreed to sell 37,750,000 ADSs, for gross proceeds of approximately \$20 million (the "March 2022 Offering")

The Company has previously issued ADS purchase warrants dated February 17, 2021, February 22, 2021 March 1, 2021 and April 1, 2021 to certain institutional investors (the "Prior Warrants"). Under the terms of the March 2022 SPA, the Company has agreed to reduce the exercise price of each of the Prior Warrants to \$0.56, subject to further adjustment pursuant to such Prior Warrants. The March 2022 Offering closed on April 4, 2022.

### **C. Regulation**

#### *Chinese Regulations and Policies Relating to Insurance*

Insurance and insurance related business is heavily regulated. The regulatory body is called China Banking and Insurance Regulatory Commission (CBIRC). It issued the "Notice on Issues Concerning the Adjustment of Long-term Medical Insurance Product Rates", formally introducing a long-term medical insurance product rate adjustment mechanism to help insurance companies reduce the risk of medical expenses inflation, increase willingness to supply long-term medical insurance, and better solve consumption And meet their long-term health protection needs. In 2020, the regulatory authorities will strengthen the standardized management of the insurance agent team and promote the implementation of the independent insurance agent system. In August, CBIRC drafted the "Notice on Matters Concerning the Development of Independent Individual Insurance Agents by Insurance Companies (Draft for Solicitation of Comments)". In November, CBIRC formally issued the "Regulations on the Supervision of Insurance Agents." In December, CBIRC issued the "Notice on Matters Concerning the Development of Independent Individual Insurance Agents." In September 2020, CBIRC issued the "Notice on Regulating the Health Management Services of Insurance Companies" to establish a regulatory framework for insurance companies' health management services, standardize service behaviors, promote the integrated development of health management services and health insurance businesses, and expand the connotation of health insurance services. Improve health insurance risk management and professional service capabilities.

#### *U.S. Regulations and Policies Relating to Blockchain and Cryptocurrencies*

Blockchain and cryptocurrencies are increasingly becoming subject to governmental regulation, both in the U.S. and internationally. State and local regulations also may apply to our activities and other activities in which we may participate in the future. Other governmental or semi-governmental regulatory bodies have shown an interest in regulating or investigating companies engaged in the blockchain or cryptocurrency business. For instance, the Cyber-Digital Task Force of the U.S. Department of Justice (the "DOJ") published a report entitled "Cryptocurrency: An Enforcement Framework" in October 2020. This report provides a comprehensive overview of the possible threats and enforcement challenges the DOJ views as associated with the use and prevalence of cryptocurrency, as well as the regulatory and investigatory means the DOJ has at its disposal to deal with these possible threats and challenges. Further, in early March 2021, the SEC chairperson nominee expressed an intent to focus on investor protection issues raised by bitcoin and other cryptocurrencies.

Presently, we do not believe any U.S. or State regulatory body has taken any action or position adverse to our main cryptocurrency, bitcoin, with respect to its production, sale, and use as a medium of exchange; however, future changes to existing regulations or entirely new regulations may affect our business in ways it is not presently possible for us to predict with any reasonable degree of reliability.

Further, following the appreciation of the market price of bitcoin in the second half of 2020, we have observed increasing media attention directed at the environmental concerns associated with cryptocurrency mining, particularly its energy-intensive nature. We do not believe any U.S.-based regulators have taken a position adverse to bitcoin mining thus far.

As the regulatory and legal environment evolves, we may become subject to new laws, such as further regulation by the SEC and other agencies, which may affect our mining and other activities. For additional discussion regarding our belief about the potential risks existing and future regulation pose to our business, see the Section entitled "Risk Factors" herein.

#### *Chinese Regulations on Cryptocurrency in General*

According to the Circular of the People's Bank of China, Ministry of Industry and Information Technology, China Banking Regulatory Commission, China Securities Regulatory Commission, and China Insurance Regulatory Commission on Guarding against Bitcoin Risks issued on December 3, 2013, or the 2013 Circular, Bitcoin should be regarded as a specific virtual commodity, and it does not possess the status that a legal currency has, and cannot and should not be circulated in market as a currency. The 2013 Circular also provides that financial institutions and payment institutions shall not engage in business in connection with Bitcoin.

Another notable law on recognition of virtual property is the PRC Civil Code, which became effective on January 1, 2021. Article 127 of PRC Civil Code provides that: "Where laws contain provisions in respect of the protection of data and network virtual property, such provisions shall apply." We believe that this provision together with the 2013 Circular recognizes the lawful possession by PRC citizens and organizations of Bitcoin as a kind of virtual property.

According to the Announcement of the People's Bank of China, the Office of the Central Cyberspace Security and Informatization Leading Group, the Ministry of Industry and Information Technology, the State Administration for Industry and Commerce, the China Banking Regulatory Commission, the China Securities Regulatory Commission and the China Insurance Regulatory Commission on Preventing Token Fundraising Risks issued on September 4, 2017, or the 2017 Announcement, activities of offering and financing of tokens, including initial coin offerings, or ICOs, should be forbidden in the PRC since they are essentially illegal public financing activities, which are suspected to involve financial crimes such as illegal distribution of financial tokens, illegal issuance of securities, illegal fundraising, financial fraud or pyramid sales. All so-called token trading platforms should not (i) engage in any exchange between any fiat currency with tokens or "virtual currencies", (ii) trade tokens or "virtual currencies" or trade them as central counterparties, or (iii) provide pricing, information agency or other services for tokens or "virtual currencies". The 2017 Announcement further orders that financial institutions and non-banking payment institutions should not do any business related to token trading.

According to the Risk Warning on Preventing Illegal Fundraising in the Name of “Virtual Currency” or “Blockchain” jointly promulgated by the Banking and Insurance Regulatory Commission, the Office of the Central Cyberspace Affairs Commission, the Ministry of Public Security, the People’s Bank of China and the State Administration for Market Regulation on August 24, 2018, or the 2018 Warning, raising funds through the issuance of so-called “virtual currency”, “virtual asset” or “digital asset” under the flag of “financial innovation” or “blockchain” is not based on real blockchain technology, but rather the practice of using speculative blockchain concepts for illegal fundraising, pyramid schemes, or fraud. The 2018 Warning reiterates the position of the Chinese government on ICOs.

Despite the Chinese government’s resentment of non-government backed cryptocurrencies in general, China has been testing digital Renminbi through pilot programs. On October 23, 2020, the People’s Bank of China published the revised Law of the People’s Republic of China on the People’s Bank of China (draft), or the draft PBOC Law, to solicit comment from the public. Article 19 of the draft PBOC Law provides that Renminbi may take a physical form or a digital form. This draft PBOC Law, if enacted, will pave the way for the formal launch of digital Renminbi. However, Article 22 of the draft PBOC Law reiterates that no entity or individual should produce or offer coupon tokens or digital tokens to replace Renminbi for circulation in market. This has been the consistent position of the Chinese government since 2013.

#### *Chinese Regulations on Cryptocurrency Mining*

Cryptocurrency mining is not prohibited by Chinese laws, but is subject to an unclear and evolving regulatory and policy framework in China. On January 2, 2018, China’s Leading Special Task Team for Remediation of Internet Financial Risks mandates that local governments should take measures of electricity prices, taxes, or land use, to guide the orderly exit of entities from cryptocurrency mining operations and that local governments must submit reports on cryptocurrency mining operations in their respective jurisdictions to the task team on a regular basis. Since then, local regulations on cryptocurrency mining have been tightened, at least in some Chinese provinces, such as Xinjiang and Inner Mongolia.

At the beginning of 2021, which is the first year of the “14th Five-Year Plan” of China, the National Development and Reform Commission of China publicly emphasized the need to improve the dual control system for energy consumption, to solidly promote working towards carbon peaking and carbon neutrality, and to accelerate the elimination of outdated and inefficient excess production capacity. On March 9, 2021, the Inner Mongolia Development and Reform Commission and two other local governmental agencies jointly published the Certain Safeguard Measures to Ensure Completion of the “14th Five-Year Plan” Goals on Dual Control of Energy Consumption, or the Safeguard Measures. The Safeguard Measures order that, cryptocurrency mining projects in Inner Mongolia should be completely cleaned up and shut down by the end of April 2021. So far, no similar orders have been published by the government of Sichuan Province, in which province the three mining farms of the Company reside.

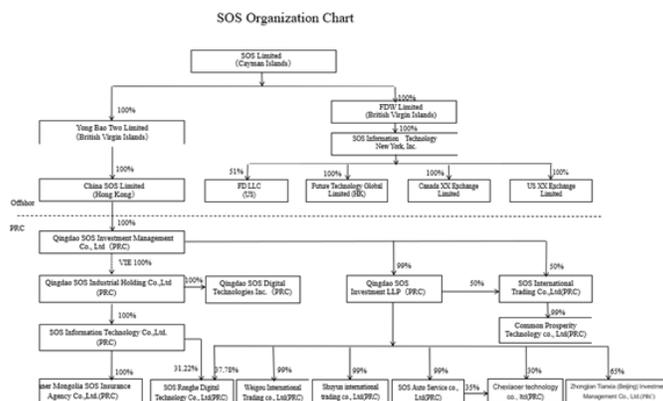
The Guidance Catalogue of Industry Structural Adjustment (2019 Edition), or the 2019 Guidance Catalogue, promulgated by the National Development and Reform Commission, became effective on January 1, 2020. The 2019 Guidance Catalogue contains a catch-all clause which provides that, if any process, technology, products or equipment is not in compliance with (a) the Law of the People’s Republic of China on Prevention and Control of Atmospheric Pollution, the Law of the People’s Republic of China on Prevention and Control of Water Pollution, the Law of the People’s Republic of China on Prevention and Control of Environmental Pollution Caused by Solid Wastes, the Energy Conservation Law of the People’s Republic of China, the Work Safety Law of the People’s Republic of China, the Product Quality Law of the People’s Republic of China, the Land Administration Law of the People’s Republic of China, the Law of the People’s Republic of China on Prevention & Control of Occupational Diseases or other laws and regulations, (b) national mandatory standards for safety, environmental protection, energy consumption and quality, or (c) the requirements of international environmental conventions or other requirements, they should be restricted or eliminated. We cannot exclude the possibility that the National Development and Reform Commission of China restricts or even prohibits mining operations in China on the basis that mining operations fall under the above-mentioned catch-all clause. The National Development and Reform Commission of China may even update the “Guidance Catalogue for Industry Structural Adjustment” to explicitly restrict or prohibit mining operations in China.

*Regulations on Registration of Blockchain Information Service Providers*

Entities or nodes providing information services based on blockchain technologies or systems in China are required to be registered with the Cyberspace Administration of China. According to the Administrative Regulations on Blockchain Information Services issued by the Cyberspace Administration of China and effective on February 15, 2019, or the Blockchain Regulation, blockchain information services shall refer to information services provided to the public through internet sites, applications, etc. based on blockchain technologies or systems. The Blockchain Regulations also provide that, a provider of blockchain information services shall fill in its name, service category, service form, application domain, server address and other information through the management system of blockchain information services established by the Cyberspace Administration of China. We do not believe we should make such filing with the Cyberspace Administration of China based on our current business operations. However, uncertainties exist regarding the interpretation and implementation of the Blockchain Regulation, and future Chinese laws and regulations may require us to register or file with Chinese cyberspace authorities.

**D. Organizational Structure**

The following diagram illustrates our corporate structure as of the date of this report, including our subsidiaries:



**E. Property, Plant and Equipment**

Our headquarters are located in Qingdao, China. We have leased an aggregate of approximately 86,111 square meters of office space throughout China as of December 31, 2021. Our Qingdao headquarters has office spaces of 64,583 square meters. We believe that we will be able to obtain adequate facilities, principally through leasing, to accommodate our future expansion plans.

On September 1, 2021, we rented a new office at 866 Second Avenue, New York, New York 10017, with 1457 square feet for our operations in the United States.

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

None.

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

The Company provides substantially all of its services to large businesses and SMEs in China via the VIE and its subsidiaries, due to PRC legal restrictions of foreign ownership in certain sectors. Substantially all of the Company's revenues, costs and net income in China are directly or indirectly generated through the VIE and its subsidiaries. The Company has signed the VIE Agreements with the VIE and legal shareholders of the VIE to allow the transfer of economic benefits from the VIE to the Company and to direct the activities of the VIE.

Total assets and liabilities presented on the Company's consolidated balance sheets and revenue, expense, net income presented on consolidated statement of operations and comprehensive income as well as the cash flow from operating, investing and financing activities presented on the consolidated statement of cash flows are substantially the financial position, operation and cash flow of the Company's VIE and the VIE's subsidiaries. The Company has not provided any financial support to the VIE and the VIE's subsidiaries for the years ended at December 31, 2021 and 2020. As of December 31, 2021, the VIE and its subsidiaries accounted for an aggregate of 50.4% and 76.0% of our total assets and total liabilities, respectively. As of December 31, 2019, the VIE and its subsidiaries accounted for an aggregate of 100% and 100% of our total assets and total liabilities, respectively. As of December 31, 2021 and 2020 \$ 338.0 million and \$3.7 million, \$60.3 million and \$0.4 million of cash and cash equivalents were denominated in RMB, respectively. The following table sets forth the assets, liabilities, results of operations and changes in cash, cash equivalents the VIE and its subsidiaries taken as a whole, which were included in the Company's consolidated balance sheets and statements of comprehensive income and statements of cash flows with intercompany transactions eliminated:

The following financial information of SOS, China SOS, WFOE, VIE, Subsidiaries outside China and Subsidiaries outside China was recorded in the accompanying consolidated financial statements:

Condensed Consolidated Balance Sheet  
(US\$ thousands, except share data and per share data, or otherwise noted)

	31-Dec-21																		
	SOS Ltd.	China SOS Ltd.	WFOE	VIE	Subsidiaries		SOS Ltd.						China SOS Ltd.	WFOE	VIE	Inter-company elimination	Subsidiaries Outside China	Subsidiaries Inside China	SOS Ltd.
					Outside China	Inside China	Adjustment (a)	Adjustment (b)	Adjustment (c)	Adjustment (d)	Adjustment (e)	Adjustment (f)							
US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$
<b>ASSETS</b>																			
Current assets:																			
Cash and cash equivalents	12,301	160,091	4,164	2	101,210	60,258	-	-	-	-	-	-	-	-	-	-	-	-	338,026
Accounts receivable, net	-	-	-	-	-	26,129	-	-	-	-	-	-	-	-	-	-	-	-	26,129
Other receivables - net	67,962	16,902	-	-	345	903	-	-	-	-	-	-	-	-	-	-	-	-	6,721
Amount due from related parties	-	900	-	-	1,000	5,939	-	-	-	-	-	-	-	-	-	-	-	-	7,839
Inter-company receivable	19,791	(153,855)	311,415	(2)	(19,791)	(196,737)	39,179	-	-	3,578	-	-	-	-	-	-	-	(3,578)	-
Inventory	-	-	-	-	-	96,071	-	-	-	-	-	-	-	-	-	-	-	-	96,071
Intangible assets	14,502	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	14,502
Advance payments	6,400	97,115	-	-	300	62,698	-	-	-	-	-	-	-	-	-	-	-	-	166,513
Tax recoverable	-	-	-	-	-	7,706	-	-	-	-	-	-	-	-	-	-	-	-	7,706
<b>Total current assets</b>	<b>120,956</b>	<b>121,153</b>	<b>315,579</b>	<b>-</b>	<b>83,064</b>	<b>62,967</b>	<b>39,179</b>	<b>-</b>	<b>-</b>	<b>3,578</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(79,391)</b>	<b>-</b>	<b>(3,578)</b>	<b>663,507</b>
Non-current assets:																			
Operating lease, right-of-use assets	-	-	-	-	-	3,401	-	-	-	-	-	-	-	-	-	-	-	-	3,401
Property equipment and	-	9,844	-	-	16,903	535	-	-	-	-	-	-	-	-	-	-	-	-	27,282
Goodwill	-	-	-	-	-	72	-	-	-	-	-	-	-	-	-	-	-	-	72
Investment in subsidiaries	374,463	-	-	-	-	-	-	-	(374,463)	-	-	-	-	-	-	-	-	-	-
Investment in WFOE	-	310,205	-	-	-	-	-	(310,205)	-	-	-	-	-	-	-	-	-	-	-
Investment in China SOS	-	-	-	-	64,794	-	-	-	-	-	(64,794)	-	-	-	-	-	-	-	-
Prepaid expense	-	-	-	-	-	1,038	-	-	-	-	-	-	-	-	-	-	-	-	1,038
<b>Total non-current assets</b>	<b>374,463</b>	<b>320,049</b>	<b>-</b>	<b>-</b>	<b>81,697</b>	<b>5,046</b>	<b>-</b>	<b>(310,205)</b>	<b>(374,463)</b>	<b>-</b>	<b>(64,794)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>31,793</b>
<b>Total assets</b>	<b>495,419</b>	<b>441,202</b>	<b>315,579</b>	<b>-</b>	<b>164,761</b>	<b>68,013</b>	<b>39,179</b>	<b>(310,205)</b>	<b>(374,463)</b>	<b>3,578</b>	<b>-</b>	<b>(64,794)</b>	<b>-</b>	<b>-</b>	<b>(79,391)</b>	<b>-</b>	<b>(3,578)</b>	<b>-</b>	<b>695,300</b>
<b>LIABILITIES AND EQUITY</b>																			
Current liabilities:																			
Liabilities:																			
Accounts payable	-	11,359	-	-	-	18,128	-	-	-	-	-	-	-	-	-	-	-	-	29,487
Amount due to related parties	15	-	2	-	18	2,742	-	-	-	-	-	-	-	-	-	-	-	-	2,777
Operating lease liability-current	-	-	-	-	-	894	-	-	-	-	-	-	-	-	-	-	-	-	894
Advance from customers	-	-	-	-	-	19,968	-	-	-	-	-	-	-	-	-	-	-	-	19,968
Payroll payable	-	-	-	-	1	2	-	-	-	-	-	-	-	-	-	-	-	-	3
Other payables	5,141	(24,879)	47	-	5,093	104,201	-	-	-	(3,528)	-	-	-	-	-	(79,391)	-	-	6,684
<b>Total current liabilities</b>	<b>5,156</b>	<b>(13,520)</b>	<b>49</b>	<b>-</b>	<b>5,112</b>	<b>145,935</b>	<b>-</b>	<b>-</b>	<b>(3,528)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(79,391)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>59,813</b>
Operating lease liability-noncurrent	-	-	-	-	-	1,918	-	-	-	-	-	-	-	-	-	-	-	-	1,918
<b>Total non-current liability</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,918</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,918</b>
<b>Total liabilities</b>	<b>5,156</b>	<b>(13,520)</b>	<b>49</b>	<b>-</b>	<b>5,112</b>	<b>147,853</b>	<b>-</b>	<b>-</b>	<b>(3,528)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(79,391)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>61,731</b>
Shareholders' equity																			
Paid up capital	427,236	452,076	315,546	-	99,290	(94,881)	15	(310,205)	(374,463)	7,106	(453,082)	(64,794)	-	-	-	-	-	(3,578)	266
Additional paid-in capital	119,147	-	-	-	-	10	39,163	-	-	-	514,065	-	-	-	-	-	-	-	672,386
Retained earnings	(56,120)	2,646	(16)	-	60,359	14,831	-	-	-	-	(65,113)	-	-	-	-	-	-	-	(43,413)
Accumulated other comprehensive income	-	-	-	-	-	-	-	-	-	-	4,130	-	-	-	-	-	-	-	4,130
Non-controlling interest	-	-	-	-	-	200	-	-	-	-	-	-	-	-	-	-	-	-	200
<b>Total Shareholders' equity</b>	<b>490,263</b>	<b>454,722</b>	<b>315,530</b>	<b>-</b>	<b>159,649</b>	<b>(79,840)</b>	<b>39,178</b>	<b>(310,205)</b>	<b>(374,463)</b>	<b>7,106</b>	<b>-</b>	<b>(64,794)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(3,578)</b>	<b>633,569</b>
<b>Total Liabilities and shareholders' equity</b>	<b>495,419</b>	<b>441,202</b>	<b>315,579</b>	<b>-</b>	<b>164,761</b>	<b>68,013</b>	<b>39,178</b>	<b>(310,205)</b>	<b>(374,463)</b>	<b>3,578</b>	<b>-</b>	<b>(64,794)</b>	<b>-</b>	<b>-</b>	<b>(79,391)</b>	<b>-</b>	<b>(3,578)</b>	<b>-</b>	<b>695,300</b>

Condensed Consolidated Balance Sheet  
(US\$ thousands, except share data and per share data, or otherwise noted)

	31-Dec-20														
	China		WFOE	VIE	Subsidiaries		SOS Ltd.		China SOS Ltd.	WFOE	VIE	Inter-company elimination (c)	Subsidiaries		
	SOS Ltd.	SOS Ltd.			Outside China	Inside China	Adjustment (a)	Adjustment (b)					Adjustment	Adjustment (d)	Adjustment
US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	
<b>ASSETS</b>															
<b>Current assets:</b>															
Cash and cash equivalents	1	268	3,304	2	-	147	-	-	-	-	-	-	-	-	3,722
Accounts receivable, net	-	-	-	-	-	10,235	-	-	-	-	-	-	-	-	10,235
Other receivables - net	102	-	100	-	-	43,671	-	3,500	-	-	-	-	-	-	47,373
Amount due from related parties	-	-	-	-	-	3,693	-	-	-	-	-	-	-	-	3,693
Inter-company receivable (c)	-	-	-	-	-	-	(38,429)	-	-	-	-	38,429	-	-	-
Total current assets	103	268	3,404	2	57,746	57,746	(38,429)	3,500	-	-	-	38,429	-	-	65,023
<b>Non-current assets:</b>															
Operating lease, right-of-use assets	-	-	-	-	-	4,158	-	-	-	-	-	-	-	-	4,158
Property equipment and software, net	-	-	-	-	-	509	-	-	-	-	-	-	-	-	509
Investment in WFOE (d)	-	3,391	-	-	-	-	-	-	(3,391)	-	-	-	-	-	-
Investment in subsidiaries inside China (e)	-	-	-	-	-	644	-	-	-	-	-	-	-	(644)	-
Goodwill	-	-	-	-	-	-	-	-	-	-	-	-	-	72	72
Total non-current assets	-	3,391	-	-	-	5,311	-	-	(3,391)	-	-	-	-	(572)	4,739
Total assets	103	3,659	3,404	2	63,057	63,057	(38,429)	3,500	-	(3,391)	-	38,429	-	(572)	69,762
<b>LIABILITIES AND EQUITY</b>															
<b>Current liabilities:</b>															
<b>Liabilities:</b>															
Accounts payable	-	-	-	-	-	1,078	-	-	-	-	-	-	-	-	1,078
Amount due to related parties	-	-	-	-	-	1,909	-	-	-	-	-	-	-	-	1,909
Inter-company payable	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating lease liability-current	-	-	-	-	-	834	-	-	-	-	-	-	-	-	834
Contract liability	-	-	-	-	-	610	-	-	-	-	-	-	-	-	610
Tax payable	-	-	-	-	-	665	-	-	-	-	-	-	-	-	665
Other payables	-	100	2	2	-	40,007	-	-	-	-	(38,429)	-	-	-	1,681
Total current liabilities	-	100	2	2	-	45,103	-	-	-	-	(38,429)	-	-	-	6,777
Operating lease liability-noncurrent	-	-	-	-	-	2,749	-	-	-	-	-	-	-	-	2,749
Total non-current liability	-	-	-	-	-	2,749	-	-	-	-	-	-	-	-	2,749
Total liabilities	-	100	2	2	-	47,852	-	-	-	-	(38,429)	-	-	-	9,526
<b>Shareholder's equity</b>															
Paid up capital	(1)	3	-	-	-	-	46	12	-	-	-	-	-	-	60
Additional paid-in capital	1,960	3,558	3,406	-	-	590	38,383	9,649	-	(3,406)	-	-	-	(540)	53,600
Retained earnings	(1,856)	(2)	(3)	-	-	13,903	-	(6,161)	-	3	-	-	-	(46)	5,838
Accumulated other comprehensive income (loss)	-	-	-	-	-	712	-	-	-	12	-	-	-	14	738
Total Shareholders' equity	103	3,559	3,402	-	-	15,205	38,429	3,500	-	(3,391)	-	-	-	(570)	60,236
Total Liabilities and shareholders' equity	103	3,659	3,404	2	63,057	63,057	(38,429)	3,500	-	(3,391)	-	38,429	-	(570)	69,762

Condensed Consolidated Balance Sheet  
(US\$ thousands, except share data and per share data, or otherwise noted)

	31-Dec-19													SOS Ltd Consolidated total	
	China		Subsidiaries		Subsidiaries	SOS Ltd.	China SOS Ltd.	WFOE	VIE	Inter-company	Subsidiaries	Subsidiaries	SOS Ltd		
	SOS Ltd.	SOS Ltd.	WFOE	VIE	Outside China	Inside China	Adjustments	Adjustment	Adjustment	Adjustment	Elimination	Adjustment	Adjustment		US\$
US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	
<b>ASSETS</b>															
Current assets:															
Cash and cash equivalents	-	-	-	-	-	41	-	-	-	-	-	-	-	-	41
Accounts receivable, net	-	-	-	-	-	8,171	-	-	-	-	-	-	-	-	8,171
Other receivables - net	-	-	-	-	-	11,512	-	-	-	-	-	-	-	-	11,512
Amount due from related parties	-	-	-	-	-	822	-	-	-	-	-	-	-	-	822
Inter-company receivable (e)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total current assets	-	-	-	-	-	20,546	-	-	-	-	-	-	-	-	20,546
Non-current assets:															
Operating lease, right-of-use assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Property equipment and software, net	-	-	-	-	-	6	-	-	-	-	-	-	-	-	6
Investment in WFOE (d)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investment in subsidiaries inside China (e)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Goodwill	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total non-current assets	-	-	-	-	-	6	-	-	-	-	-	-	-	-	6
Total assets	-	-	-	-	-	20,552	-	-	-	-	-	-	-	-	20,552
<b>LIABILITIES AND EQUITY</b>															
Current liabilities:															
Liabilities:															
Accounts payable	-	-	-	-	-	13,018	-	-	-	-	-	-	-	-	13,018
Amount due to related parties	-	-	-	-	-	5,575	-	-	-	-	-	-	-	-	5,575
Inter-company payable	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating lease liability-current	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Contract liability	-	-	-	-	-	64	-	-	-	-	-	-	-	-	64
Tax payable	-	-	-	-	-	374	-	-	-	-	-	-	-	-	374
Other payables	-	-	-	-	-	197	-	-	-	-	-	-	-	-	197
Total current liabilities	-	-	-	-	-	19,228	-	-	-	-	-	-	-	-	19,228
Operating lease liability-noncurrent	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total non-current liability	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total liabilities	-	-	-	-	-	19,228	-	-	-	-	-	-	-	-	19,228
Shareholder's equity															
Paid up capital	-	-	-	-	-	6	-	-	-	-	-	-	-	-	6
Additional paid-in capital	-	-	-	-	-	(6)	-	-	-	-	-	-	-	-	(6)
Retained earnings	-	-	-	-	-	1,340	-	-	-	-	-	-	-	-	1,340
Accumulated other comprehensive income (loss)	-	-	-	-	-	(16)	-	-	-	-	-	-	-	-	(16)
Total Shareholders' equity	-	-	-	-	-	1,324	-	-	-	-	-	-	-	-	1,324
Total Liabilities and shareholders' equity	-	-	-	-	-	20,552	-	-	-	-	-	-	-	-	20,552

Note:

There were only subsidiaries inside China during the year of 2019, that is why there is no entry for subsidiaries outside China.

### Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations relates to our consolidated financial statements, which have been prepared in accordance with United States of America generally accepted accounting principles ("U.S. GAAP"). The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, costs and expenses, and related disclosures.

For a detailed discussion of our significant accounting policies and related judgments, please see "Note 2—Summary of Significant Accounting Policies". You should read the following description of critical accounting estimates in conjunction with our consolidated financial statements and other disclosures included in this annual report.

### A. Results of Operations

#### Revenues

The following table presents our revenues by revenue source and by proportion for the periods indicated (in thousands, except percentages):

	FY 2021		FY 2020		FY 2019	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
Commodity trading	275,363	77.0%	-	0.0%	-	0.0%
Insurance marketing	65,880	18.4%	49,234	97.9%	11,577	100.0%
Cryptocurrency mining	15,427	4.3%	-	0.0%	-	0.0%
Telecom call center	338	0.1%	920	1.8%	-	0.0%
Bank call center	-	0.0%	76	0.2%	-	0.0%
SaaS	813	0.2%	58	0.1%	-	0.0%
<b>Total</b>	<b>357,821</b>	<b>100.0%</b>	<b>50,289</b>	<b>100.0%</b>	<b>11,577</b>	<b>100%</b>

Revenues for the fiscal years ended on December 31 in 2019, 2020 and 2021 were \$12 million, \$50 million and \$358 million, respectively. The increase in revenue from \$50 million in 2020 to \$358 million in 2021 was due to the strong and effective execution of the Company's strategy, which included rapid market expansion from regional to national markets and the addition of crypto-mining and commodity trading operations. The increase in revenue from \$12 million in 2019 to \$50 million in 2020 was mainly due to expansion in the new operation district. As of December 31, 2021, SOS has focused on six product lines and services, including insurance marketing, telecom call centers, bankcard call centers, SaaS services, cryptocurrency mining, and commodity trading. The top three product lines, commodity trading, insurance marketing, and cryptocurrency marketing, constitute 99.7% of the total revenue, representing 77.0%, 18.4%, and 4.3%, respectively. Insurance marketing, the Company's traditional business, has increased 33.9% from \$49.2 million to \$65.9 million year over year due to the rapid market expansion from regional to national coverage, which facilitates the Company's access to a broader customer base around China.

The Company began generating revenue from cryptocurrency mining in February 2021 and, as of June 30, 2021, has mined an aggregate of 174.28 units of BTC and 2,770.09 units of ETH from its mining pools. The Chinese government's ban on certain types of cryptocurrency mining in mainland China at the end of June 2021 caused the Company to lose BTC and ETH production capacity. As a result of being unable to continue currency mining business in China, the Company began transitioning the crypto-mining business to Wisconsin, USA.

Commodity trading was added to the Company's product mix during the year to leverage its blockchain technology. The Company bought and sold commodity products such as sesame, sulfur, asphalt, and circuit modular units. The company recognizes revenue when the product has been delivered, title to the good and risk associated with it has been transferred to the customer. Revenue generated from commodity trading amounts to \$275.4 million during the year of 2021 representing 77.0% of the total sales., of which top two customers are Qingdao zhengli Industrial Co., Ltd.(青岛正立信实业有限责任公司) and China Energy (Qingdao)Industrial Investment Co., Ltd.(中能投(青岛)实业有限公司) representing 22.6% and 18.76% of total consolidated net sales.

**Bitcoin Production**

The following table presents our bitcoin mining activities for the year ended December 31, 2021.

	Number of bitcoins <sup>(1)</sup>	Amount <sup>(2)</sup>
<b>Balance as of December 31, 2020</b>	-	\$ -
Receipt of BTC from mining services and investment income	174.28	8,976,455
Impairment of BTC	-	(925,082)
<b>Balance as of December 31, 2021</b>	<u>174.28</u>	<u>\$ 8,051,373</u>

(1) Includes bitcoins and bitcoin equivalents.

(2) Receipt of digital assets from mining services are the product of the number of bitcoins received multiplied by the bitcoin price published on <https://coinmarketcap.com/currencies/bitcoin/historical-data/>, calculated on a daily basis. Sales of digital assets are the actual amount received from sales.

The following table presents our Ethereum mining activities for the year ended December 31, 2021.

	Number of Ethereums <sup>(1)</sup>	Amount <sup>(2)</sup>
<b>Balance as of December 31, 2020</b>	-	\$ -
Receipt of ETH from mining services and investment income	2770.09	6,450,554
<b>Balance as of December 31, 2021</b>	<u>2770.09</u>	<u>\$ 6,450,554</u>

(1) Includes etherums and etherums equivalents.

(2) Receipt of digital assets from mining services are the product of the number of etherums received multiplied by the etherum price published on <https://coinmarketcap.com/currencies/ethereum/historical-data/>, calculated on a daily basis. Sales of digital assets are the actual amount received from sales.

Realized gain on exchange of digital assets

We record digital assets at cost and any gains or losses from sales of digital assets are recorded as "Realized gain (loss) on exchange of "digital assets" in the consolidated statements of operations. For the year ended December 31, 2021, we did not record the realized gain on exchange of digital assets.

**Cost of revenues**

Revenue costs increased from \$9 million in 2019 to \$37 million in 2020, constituting an increase of \$28 million, and increased again to \$337 million in 2021, constituting an increase of \$299 million. The increases in operating costs and expenses include data acquisition costs for the insurance marketing business, landline telephone expenses for call centers, maintenance expenses and hardware depreciation for cryptocurrency mining rigs, and the cost of goods sold for commodity trading.

**Operating expenses**

The following table presents our cost of revenues by source and by proportion for the periods indicated (in thousands, except percentages):

	FY 2021		FY 2020		FY 2019	
Selling	674	1%	-	-	-	-
General and administrative	28,208	45%	2,401	83%	365	100%
Share-based compensation	33,537	54%	506	17	-	-
	62,419		2,907		365	

Operating expenses increased from \$0.4 million in 2019 to \$2.9 million in 2020, representing an increase of \$2.5 million and increased to \$62.42 million in 2021, representing a year-on-year increase of \$59.52 million.

Selling expenses increased from nil in 2020 and 2019 to \$0.67 million in 2021, representing an increase of \$0.47 million due to the Company expanding the business into commodity trading, which incurred added expenses such as storage, handling charges and freight.

General and administrative expenses increased from \$0.37 million in 2019 to \$2.4 million in 2020, representing an increase of \$2.03 million, and increased again to \$28.2 million in 2021, representing a year-on-year increase of \$26.17 million. The increase mainly consisted of a \$17.1 million increase in professional fees, \$5.3 million increase in salary & benefits expenses, \$1.2 million increase in bad debt expenses and other increase in professional fees related to class action lawsuit against the Company and its management.

Share-based compensation expenses increased from \$0.51 million in 2020 to \$33.54 million in 2021, representing an increase of \$3303 million due to the amortization of share-based payments to employees and management over the vesting period.

**Operating (Loss)/Profit**

We had operating loss of \$41.4 million for 2021, compared to an operating income of \$10.1 million for 2020 and an operating income of \$1.8 million for 2019.

**Other (Expense)/Income**

Other expense was \$6.9 million for 2021 and \$5.1 million for 2020, respectively. There was \$0.04 million other income in 2019.

**Income tax**

Income tax expense was \$0.7 million for 2021, compared to income tax expense of \$0.1 million and income tax expense of 0.3 million, respectively, for 2020 and 2019.

**Net Income/(Loss)**

As a result of the foregoing, we had net loss from continuing operations of \$49.1 million for 2021, compared to a net income of \$4.9 million and a net income of \$1.4 million, respectively, for 2020 and 2019.

We had net loss from discontinued operations of \$0.5 million for 2020.

**B. Liquidity and Capital Resources**

Our principal sources of liquidity are cash and cash equivalents and cash flows generated from our operations.

As of December 31, 2021, we had cash and cash equivalents of approximately \$338.0 million. Of our cash and cash equivalents, \$64.4 million was held in financial institutions inside Mainland China and \$273.6 million was held in financial institutions outside of Mainland China.

We believe our current liquidity and capital resources are sufficient to meet anticipated working capital needs (net cash used in operating activities), commitments, capital expenditures and for at least the next twelve months. We may, however, require additional cash resources due to changes in business conditions and other future developments, or changes in general economic conditions.

**Cash Flows and Working Capital**

	Year ended December 31, 2021	Year ended December 31 2020	Year ended December 31, 2019
Net cash (used in)/generated from operating activities	(218,563)	(43,552)	44
Net cash (used in)/generated from investing activities	(33,034)	2,999	-
Net cash generated from financing activities	584,075	43,551	-
EFFECT OF EXCHANGE RATES ON CASH	1,825	683	(16)

**Net Cash Provided by/(Used in) Operating Activities**

**The Years Ended December 31, 2021 and 2020**

Net cash used in operating activities was \$43,552 million for the year ended December 31, 2020, which increased to \$218,563 million in 2021. Net loss for the year ended December 31, 2021 was \$49.25 million, which decreased from a net profit of \$4.4 million for the year ended December 31, 2020. The decrease was primarily due to the combined impact of significant increases in both operating costs and expenses in 2021.

In addition to the increase in operating costs and expenses, the decrease in net cash provided by operating activities was the result of the following major changes in our working capital and non-cash items:

- A cash outflow of \$96.07 million from change in inventory for the year ended December 31, 2021;
- A cash outflow of \$125.86 million from changes in other receivables for the year ended December 31, 2021, compared with a cash outflow of \$36.02 million for the previous year.
- A cash outflow of \$15.89 million in accounts receivable for the year ended December 31, 2021, compared with a cash outflow of \$2.07 million for the previous year.

***Years Ended December 31, 2020 and 2019***

The net cash generated from operating activities was negative \$43.55 million for the year ended December 31, 2020, a decrease of \$0.04 million from the \$ 44 million of net cash used in operating activities for the year ended December 31, 2019.

The decrease in net cash used in operating activities was the result of the following major changes in our working capital and non-cash items:

- A cash outflow of \$36.02 million arising from changes in other receivables for the year ended December 31, 2020, compared with a decrease of \$Nil for the same period ended December 31, 2019.
- A cash inflow of \$11.94 million arising from changes in accounts payables for the year ended December 31, 2020, compared with a cash inflow of \$3.85 million for the same period ended December 31, 2019.

***Net Cash (Used in)/Generated from Investing Activities******Years Ended December 31, 2021 and 2020***

The net cash used in investing activities was \$33.03 million for the year ended December 31, 2021, representing an increase in the spending of \$33.0 million in 2021. The \$33.0 million PPE purchase in 2021 was an increase of \$32.5 million compared to the \$0.5 million spending on PPE in 2020. The most part of PPE purchase in 2021 is mining machines.

***Years Ended December 31, 2020 and 2019***

The net cash generated from investing activities was \$ 2.999 million for the year ended December 31, 2020, which increased by \$2.998 million in 2020. The PPE purchase was \$ 0.5 million in 2020 and nil in 2019, and the disposition of assets generated cash \$3.5 million in 2020 and \$0.001million in 2019.

***Net Cash Generated from Financing Activities******Years Ended December 31, 2021 and 2020***

The net cash generated from financing activities was \$ 583.8 million for the year ended December 31, 2021, an increase of \$540.2 million compared to the same period of 2020.

The cash inflow from proceeds of share issuance was \$ 585.6 million in 2021 and \$ 3.58 million in 2020. The cash inflow from private equity placement was nil in 2021 and \$39.97 million in 2020. The increase is mainly due to the ADS and warrants arrangement in 2021.

We have financed our operations primarily through cash flows from operations, working capital from our shareholders, and equity financing through public and private offerings of our securities. We plan to support our future operations primarily from cash generated from our operations and equity financing.

### **Private Placements**

In July, August and November of 2020, the Company raised gross proceeds of approximately \$9.9 million, \$11.5 million, and \$14.7 million, respectively, through private placements with certain non-U.S. investors.

### **Registered Direct Offering**

On December 22, 2020, the Company entered into certain securities purchase agreement (the "December SPA") with the Purchasers pursuant to which the Company sold 2,600,000 of its ADSs and warrants ("December Warrants") to purchase 2,600,000 ADSs (the "December Offering"), for gross proceeds of approximately \$4 million. The December Warrants will be exercisable immediately following the date of issuance for a period of five years at an initial exercise price of \$1.55. The purchase price for each ADS and the corresponding December Warrant is \$1.55. The December Offering closed on December 24, 2020.

On January 7, 2021, the Company entered into certain securities purchase agreement with the purchasers, pursuant to which the Company agreed to sell 13,525,000 of its ADSs and warrants ("January Warrants") to purchase 13,525,000 ADSs, for gross proceeds of \$25,021,250. The January Warrants will be exercisable immediately following the date of issuance for a period of five years at an initial exercise price of \$1.85. The net proceeds from the above offering were \$23,117,863, after deducting underwriting discounts and commissions and other estimated offering expenses.

On January 15, 2021, the Company entered into a letter agreement (the "January Letter Agreement") with certain holders of Company's warrants, pursuant to which the holders of Company's warrants exercised all of the unexercised December 2020 Warrants and January Warrants (collectively, the "Existing Warrants") to purchase up 14,925,000 of the Company's ADSs. The net proceeds from the above were \$27,147,863, after deducting the professional service fees.

On February 9, 2021, the Company entered into a letter agreement (the "February Letter Agreement") with certain holders of the Company's warrants, pursuant to which the holders of the Company's warrants exercised all of the January Inducement Warrants to purchase up to 23,880,000 of the Company's ADSs. The net proceeds from the above were \$44,416,800, after deducting the professional service fees.

On February 24, 2021, the Company entered into a letter agreement (the "Second February Letter Agreement") with certain holders of the Company's warrants, pursuant to which the holders of the Company's warrants exercised all of the February Inducement Warrants to purchase up to 23,880,000 of the Company's ADSs. The net proceeds from the above were \$89,944,020, after deducting the professional service fees.

On February 11, 2021, the Company entered into certain securities purchase agreement with the purchasers, pursuant to which the Company agreed to sell 22,000,000 of its ADSs and warrants ("February Warrants") to purchase 16,500,000 ADSs, for gross proceeds of \$110,000,000. The net proceeds from the above were \$102,140,000, after deducting underwriting discounts and commissions and other estimated offering expenses. On February 17, 2021, 2,475,000 warrants were exercised by several warrant-holders with gross proceeds of \$12,375,000. The net proceeds were \$11,508,750 after deducting the commissions.

On February 18, 2021, the Company entered into certain securities purchase agreement with the purchasers, pursuant to which the Company agreed to sell 8,600,000 of its ADSs and warrants ("Second February Warrants") to purchase 4,300,000 ADSs, for gross proceeds of \$86,000,000. The net proceeds from the above were \$79,860,000, after deducting underwriting discounts and commissions and other estimated offering expenses.

On March 29, 2021, the Company entered into certain securities purchase agreement (the "March SPA") with the purchasers, pursuant to which the Company agreed to sell 25,000,000 of its ADSs and warrants ("March Warrants") to purchase 25,000,000 ADSs, for gross proceeds of \$125,000,000. The net proceeds from the above were \$116,110,000, after deducting underwriting discounts and commissions and other estimated offering expenses.

On November 9, 2021, the Company entered into certain securities purchase agreement (the "November SPA") with the purchasers party thereto pursuant to which the Company agreed to sell 51,500,000 of its ADSs, for gross proceeds of approximately \$90.1 million. The Offering closed on November 15, 2021.

### **Years Ended December 31, 2020 and 2019**

The cash generated from financing activities was \$43.55 million for the year ended December 31, 2020 and nil in 2019.

### C. Research & Development

During the year of 2021, SOS Institution of Research & Development in Qingdao has achieved the following registered IPs in decentralized block-chain technology system, including:

#### *SOS-Qingdao Research Institute (2021)*

In line with the company development direction, the R&D department of SOS-Qingdao Research Institute has achieved gratifying achievements in 2021. Major R&D achievements attained include the following platforms:

- SOS cloud blockchain firewall system (software copyright certified)
- SOS cloud blockchain personal bioinformation storage system (software copyright certified)
- SOS cloud blockchain decentralized antivirus system (software copyright certified)
- 1. Blockchain Inventory Management system for international trade (in operation). SOS Inventory Management System is a decentralized intelligent product track-and-trace platform that leverages blockchain technology. It provides reliable and comprehensive solution to traceability issues in value chain. The intelligent digital trading platform uses blockchain technology to digitize the commodity information across the full value chain, from product origin, manufacturers, channels, retailers, promoters to consumers. The information of each participant can be viewed in the blockchain. The structure of blockchain ensures that each step in the production is accountable and traceable.
- 2. Blockchain supercomputing center management system (in operation): The R&D department of SOS-Qingdao Research Institute cooperates with Fish Pond, the world's largest Bitcoin mining pool and Litecoin mining pool service provider, to develop its own backend management system to assist the overseas business expansion of SOS Supercomputing Center.

#### *Insurance promotion industry research and development*

SOS is committed to the development of insurance product promotion projects, including:

- SOS Cloud Alliance System: Integration of resources across industries to jointly promote the transformation, upgrade, development and integration of the insurance market to create an open platform, mainly for the accurate promotion of insurance products.
- Yuge CRS agent distribution system: for insurance agents, brokers tailor-made development of a set of high-tech intelligent system for insurance business tracking and promotion of orders, through which the system can be managed, viewed, modified, quantified, inquired and other management operations, so that the process is standardized, improving work efficiency.
- AI Smart and Artificial Electronic Marketing System: Developed automatic external voice robot for screening effective customer resources and manual tracking through manual electronic marketing system to improve the efficiency of ordering.
- SOS Big Data Platform: Big Data Integration, Ledger Management Platform, can organize, match, process customer resources, high-performance data sharing services and provide compliance basis for relevant departments.

The foregoing R&D is being conducted through the cooperation of more than 60 high-tech talents and a number of project leaders. The R&D project is mainly being developed through, Java, .Net, PHP, Android and IOS, and continuous system upgrades, and functional expansions.

*Cryptocurrency mining industry research and development*

- Secure wallet
  - Private key local secure save, support for a variety of wallet types, nation code backups for anti-loss, multi-signature anti-theft system, ease of import and export for wallet.
  - Add digital assets with one click, track trading trends in real time, and view asset balance changes.
  - Follow the world's major exchange prices and price alerts, seize investment opportunities with built-in trading exchange services.
  - Integrate third-party DAP interactions with push industry information, technology advances, and multi-dimensional data information to discover investment opportunities.
- Private mine pool
  - Support for multi-currency mining (tentative support for ETH, BTC)
  - Intuitive revenue calculator, to fill in one's own mining machine's calculation power, so that each time one opens the wallet, he or she may intuitively see which currency is currently being mined with a higher yield, to help create mining strategies.
  - Information-rich monitoring interface computing power, estimated daily revenue, temperature, power consumption, electricity charges, fans, graphics card serial number, graphics card name, PCI socket, etc.

The foregoing R&D is being conducted through the cooperation of more than 39 high-tech talent and a number of system analysis management personnel. The R&D project is mainly being developed through C++, Python, Go, Java, .Net, PHP, Android, and IOS, with constant system upgrades and feature expansions.

#### 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 year ended December 31, 2021 that are reasonably likely to have a material adverse effect on our revenues, net income, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial conditions.

#### E. Off Balance Sheet Arrangements

None.

#### F. Contractual Obligations

The Company has entered into two agreements for leasehold improvements on the office premises. As of December 31, 2021, the Company's commitment under these agreements amounted to \$4.56 million. There is \$7 million and nil commitment as of December 31, 2020 and 2019.

#### G. Impact of Recently Issued Accounting Pronouncements

Simplifying the accounting for income taxes (Topic 740).

In December 2019, the FASB issued ASU No. 2019-12, Income Taxes (Topic 740)-Simplifying the Accounting for Income Taxes. ASU No. 2019-12 removes certain exceptions to the general principles in Topic 740 and provides for consistent application of and simplifies generally accepted accounting principles for other areas of Topic 740 by clarifying and amending existing guidance. The guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. The method of adoption varies depending on the component of the new rule that is being adopted. Early application is permitted. The adoption of this standard did not have a material impact on the SOS Group's consolidated financial statements.

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.

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. The amendments clarify 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 guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020, with early adoption permitted. The adoption of this standard did not have a material impact on the SOS Group's consolidated financial statements.

#### H. Safe Harbor

Certain statements made herein are "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "anticipate," "believe," "expect," "estimate," "plan," "outlook," and "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward-looking statements include timing of the proposed transaction; the business plans, objectives, expectations and intentions of the parties once the transaction is complete, and SOS's estimated and future results of operations, business strategies, competitive position, industry environment and potential growth opportunities. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, our actual results may differ materially from our expectations or projections. All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these factors. Other than as required under the securities laws, the Company does not assume a duty to update these forward-looking statements.

Additional information concerning these and other factors that may impact our expectations and projections can be found in our periodic filings with the SEC. SOS's SEC filings are available publicly on the SEC's website at [www.sec.gov](http://www.sec.gov). SOS disclaims any obligation to update the forward-looking statements, whether as a result of new information, future events or otherwise.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and Senior Management

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

Name	Age	Position with the Company
<i>Executive Officers:</i>		
Yandai Wang	44	Executive Chairman and Chief Executive Officer
Li Sing Leung	55	Chief Financial Officer and Director
<i>Directors:</i>		
Russell Krauss	62	Director
Douglas L. Brown	67	Independent Director
Ronggang (Jonathan) Zhang	59	Independent Director
Wenbin Wu	59	Independent Director

#### Executive Officer Biographies

**Mr. Yandai Wang** has been the Chief Executive Officer of the Company and Executive Chairman of the Board since May 2020. Mr. Wang has served as Chief Executive Officer of SOS since November 2018 and executive chairman of Yongbao Group since April 2015. He has over 20 years of industrial experience in emergency rescue, telecom and call center services. Mr. Wang received his bachelor's degree in Information Technology and Management from Information Engineering University in 2014 and studied Economic Management at University of San Francisco in 2019.

**Li Sing Leung** has been the Chief Financial Officer of the Company and Director of the Board since August 2020. Mr. Li served as the Chief Financial Officer ("CFO") of Palmerston North Co., Ltd. since June 2020 and as the Financial Controller of Transfar International Group (Hong Kong) Limited from May 2018 to May 2020. He served as the as the Managing Director of Hong Kong and Shanghai Business Corporation from November 2016 to April 2018. From October 2013 to October 2016, Mr. Li served as the CFO of Shopex Network Co., Ltd. Mr. Li has over twenty years of combined experience in auditing, accounting, tax planning and corporate financing. Mr. Li obtained his bachelor's degree in Commerce from the University of New South Wales, Australia, and a MBA from the University of Texas. Mr. Li is a member of the Association of Chartered Certified Accountants and holds a Colorado State CPA license of USA

#### Directors Biographies

**Douglas L. Brown** has been an independent non-executive director on our board since 2007. Mr. Brown is the founder and chairman of DLB Capital, which is a private equity firm with a focus on development and startup companies in the financial services industry in the United States and China. He has held his positions at DLB Capital since 2006. Prior to DLB Capital, Mr. Brown held the position of vice chairman—investment banking at Morgan Stanley where, among other responsibilities, he advised on initial public offerings and the privatization of Chinese state-owned financial institutions. Mr. Brown was also the non-executive chairman of HighTower Advisors, LLC from its founding in 2007 to 2011, and was its first institutional investor through DLB Capital. He continues to serve as a director of HighTower Advisors, LLC. Mr. Brown also serves as a director of Transamerica Corporation, a position he has held since 2008. Mr. Brown received his bachelor's degree from Bowdoin College.

**Russell Krauss** served as our co-chief executive officer from September 2018 to September 30, 2019, vice-chairman from September 2018 to September 30, 2019, and prior to that served as an independent non-executive director on our board since October 2016. Previously, Mr. Krauss served as a Senior Vice President, Accounts and Business Operations for DXC Technology from 2017 to 2018. In that role, he was responsible for enterprise-wide operations, acted as chief client officer and oversaw top accounts for the \$24 billion business. Prior to that, he was vice president and managing director for several of EDS' (and then HP's) largest businesses where he drove significant value for both clients and shareholders through major transformation initiatives. Prior to that, Mr. Krauss was vice president and CIO for the New York Power Authority, the largest non-federal utility in the U.S. He led the Y2K transition of one of the nation's "Top 10 Critical Infrastructure" entities and was the executive responsible for a \$1.4 billion divestiture of the Nuclear Generation business—the largest transaction of its kind in U.S. history. Krauss has served as business leader and division CIO in Westinghouse Electric Corporation and United Technologies Corporation. He received his MBA from the University of New Haven and bachelor's degree in Computer Science from State University, New York.

**Ronggang (Jonathan) Zhang** has served as our independent director since May 2020. Mr. Zhang is the Chief Executive Officer of 5CGroup International Asset Management Co., Ltd. and Strategic Development Consultant of SG & CO PRC Lawyers, positions he has held since 2015. Mr. Zhang has served since 2015 as master's supervisor of Zhejiang Sci-Tech University and visiting professor of Zhejiang NDRC Training Center. Mr. Zhang previously served as the Department Chief of Commercial Bureau of HEDA between 2003 and 2015 and as Chief of Investment Bureau of Ningbo Free Trade Zone between 2000 and 2003. Mr. Zhang received his bachelor's degree at Hubei University in 1987, and Visiting Scholar to University of Newcastle upon Tyne, UK in 1996.

**Wenbin Wu** has served as our independent director since May 2020, has been appointed an independent director of the Board as a nominee of YBT. Mr. Wu currently serves as the Chairman of Shenzhen Rongde Investments Ltd. and Shenzhen Rongde Enterprise Management Advisory Company. Mr. Wu also has served as executive director of Shenzhen ZhongHengHe Asset Management Ltd. and as an IPO consultant of Shenzhen Rongde Culture Media Group Ltd. Mr. Wu studied Financial Accounting and Social Science at Zhengzhou University of Aeronautics-ZUA and Nanjing University of Aeronautics and Astronautics and received a bachelor's degree of Law and a MBA certificate from Queen's University of Brighton.

#### **B. Compensation**

For the fiscal year ended December 31, 2021, we paid an aggregate of approximately US\$2,353,209 in cash to our directors and executive officers and granted an aggregate of 52,400,000 restricted share units to our directors and executive officers. We have not set aside or accrued any amount to provide pension, retirement or other similar benefits to our executive officers and directors. In accordance with the PRC law, our PRC subsidiary and consolidated affiliated entity and its subsidiaries are required by law to make contributions equal to certain percentages of each employee's salary for his or her pension insurance, medical insurance, unemployment insurance and other statutory benefits and a housing provident fund.

#### **Employment Agreements**

We and our subsidiaries have entered into one or more employment agreements with each of our executive officers. Under these agreements, each of our executive officers is employed for a specified time period subject to renewals upon mutual consent unless written notice is given by us or the executive officer within a specified time prior to the end of the then-current term.

#### **Confidentiality**

Each executive officer has agreed to hold, both during and after the termination or expiry of his employment agreement, in strict confidence and not to use, except as required in the performance of his or her duties in connection with the employment or pursuant to applicable law, any of our confidential information, trade secrets, know-how or confidential business information. The executive officers have also agreed to disclose in confidence to us all inventions, designs and trade secrets which they conceive, develop or reduce to practice during the executive officer's employment with us and to assign all right, title and interest in them to us, and assist us in obtaining and enforcing patents, copyrights and other legal rights for these inventions, designs and trade secrets.

#### **Non-Competition and Non-Solicitation**

In addition, each executive officer has agreed to be bound by non-competition and non-solicitation restrictions during the term of his or her employment and for at least one year following the last date of employment. Specifically, each executive officer has agreed not to (i) solicit, divert or take away any of our customers or business existing at the time of the termination of employment or (ii) directly or indirectly compete with our existing, planned or proposed business. In addition, executive officers have agreed for a period of two years following the termination of their employment with us to not solicit or discuss the employment or retention of our employees or consultants while such employees or consultants are in our employ and for a six-month period thereafter.

#### **Indemnification Agreements**

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

**Share Incentive Plans*****2021 Equity Incentive Plan***

Our 2021 Equity Incentive Plan was adopted on December 31, 2021, as amended, to attract and retain the best available personnel for positions of responsibility, provided additional incentive to employees and service providers and promote the success of our business. The equity incentive plan provided for the grant of incentive stock options, or ISOs, within the meaning of Section 422 of the Code, to our employees and any of our subsidiaries' employees (including officers and inside directors), and for the grant of non-statutory stock options, or NSOs, stock appreciation rights, or SARs, restricted stock, restricted share units, performance units and performance shares to our employees, directors and consultants.

As of the date of this report, 50,526,127 Class A ordinary shares have been issued to our officers, directors and employees pursuant to the 2021 Equity Incentive Plan.

*Authorized Shares.* The maximum aggregate number of shares that may be issued under the 2021 Equity Incentive Plan is 280,000,000 of our Class A ordinary shares. Vested restricted share units will be settled with one Class A ordinary share. Class A ordinary shares issued pursuant to awards under the 2021 Equity Incentive Plan that we repurchase or that are forfeited, as well as Class A ordinary shares used to pay the exercise price of an award or to satisfy the tax withholding obligations related to an award, will become available for future grant under the 2021 Equity Incentive Plan. In addition, Class A ordinary shares will not be deemed to have been issued under the 2021 Equity Incentive Plan with respect to any portion of an award that is paid out in cash rather than Class A ordinary shares. During the term of the 2020 Equity Incentive Plan, we will at all times reserve and keep available a sufficient number of Class A ordinary shares to satisfy the requirements of the 2021 Equity Incentive Plan.

*Plan Administration.* The 2021 Equity Incentive Plan is administered by our compensation committee and/or one or more additional committees of directors or other individuals or compensation consultants appointed by our board of directors in accordance with the terms of the 2021 Equity Incentive Plan. To the extent that the administrator decides to qualify an award as performance-based compensation, the 2021 Equity Incentive Plan will be administered by a committee of two or more outside directors. Subject to the provisions of the 2021 Equity Incentive Plan, the administrator has the power to determine the terms of awards, including the recipients, the exercise price, if any, the number of shares subject to each award, the fair value of a share of our Class A ordinary shares, the vesting schedule applicable to the awards, together with any vesting acceleration, and the form of consideration, if any, payable upon exercise of the award and the terms of the award agreement for use under the 2021 Equity Incentive Plan.

### Compensation Consultant

Our board of directors is authorized to engage its own independent consultant to advise it with respect to executive compensation matters. While the board of directors may rely on external information and advice, the decisions made by the board of directors may reflect factors and considerations other than, or that may differ from, the information and recommendations provided by any external compensation consultants that may be retained from time to time.

### C. Board Practices

Our board of directors consists of six directors, including two executive directors and four non-executive directors. The powers and duties of our directors include convening general meetings and reporting our board's work at our shareholders' meetings, declaring dividends and distributions, determining our business and investment plans, appointing officers and determining the term of office of the officers, preparing our annual financial budgets and financial reports, formulating proposals for the increase or reduction of our authorized capital as well as exercising other powers, functions and duties as conferred by our articles of association. Our 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, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of our company or of any third party. A director is not required to hold any shares in our company to qualify to serve as a director.

Subject to NYSE rules, a director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the directors at which any such contract or proposed contract or arrangement is considered. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with us is required to declare the nature of his interest at a meeting of our directors. A general notice given to the directors by any director to the effect that he is a member, shareholder, director, partner, officer or employee of any specified company or firm and is to be regarded as interested in any contract or transaction with that company or firm shall be deemed a sufficient declaration of interest for the purposes of voting on a resolution in respect to a contract or transaction in which he has an interest, and after such general notice it shall not be necessary to give special notice relating to any particular transaction.

### Committees of the Board of Directors

We have several committees under the board of directors, including an audit committee, a compensation committee, and a nominating and corporate governance committee. We have adopted a charter for each of our committees. The audit committee, compensation committee, and nominating and corporate governance committee's members and functions are described below.

**Audit Committee.** Our audit committee consists of Douglas Brown, Ronggang (Jonathan) Zhang and Wenbin Wu and is chaired by Wenbin Wu and each satisfy the "independence" requirements of the NYSE listing rules of and meet the independence standards under Rule 10A-3 under the Exchange Act. We have determined that Mr. Wu qualifies as an "audit committee financial expert." The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

- selecting the independent registered public accounting firm and pre-screening all auditing and non-auditing services permitted to be performed by the independent registered public accounting firm;
- reviewing with the independent registered public accounting firm any audit problems or difficulties and management's response;
- reviewing and approving all proposed related party transactions, as defined in Item 404 of Regulation S-K under the Securities Act;
- discussing the annual audited financial statements with management and the independent registered public accounting firm;
- reviewing the adequacy of our internal controls and any special audit steps adopted in light of material control deficiencies;

- annually reviewing and reassessing the adequacy of our audit committee charter;
- meeting separately and periodically with management and the independent registered public accounting firm; and
- reporting to the board of directors.

**Compensation Committee.** Our compensation committee consists of Douglas L. Brown, Ronggang (Jonathan) Zhang and Wenbin Wu and is chaired by Ronggang (Jonathan) Zhang and each satisfy the “independence” requirements of the listing rules of the NYSE. The compensation committee assists the board of directors in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. Our executive officers may not be present at any committee meeting during which their compensation is deliberated upon. The compensation committee is responsible for, among other things:

- reviewing the total compensation package for our executive officers and making recommendations to the board of directors with respect to it;
- approving and overseeing the total compensation package for our executives other than the three most senior executives;
- reviewing the compensation of our directors and making recommendations to the board of directors with respect to it; and
- periodically reviewing and approving any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, and employee pension and welfare benefit plans.

**Nominating and Corporate Governance Committee.** Our nominating and corporate governance committee consists of Douglas L. Brown, Ronggang (Jonathan) Zhang and Wenbin Wu, and is chaired by Douglas L. Brown and each satisfy the “independence” requirements of the listing rules of the NYSE. The nominating and corporate governance committee assists the board of directors in selecting individuals qualified to become our directors and in determining the composition of the board of directors and its committees. The nominating and corporate governance committee is responsible for, among other things:

- recommending nominees to the board of directors for election or re-election to the board of directors, or for appointment to fill any vacancy on the board of directors;
- reviewing annually with the board of directors the current composition of the board of directors with regards to characteristics such as independence, age, skills, experience and availability of service to us;
- selecting and recommending to the board of directors the names of directors to serve as members of the audit committee and the compensation committee, as well as of the nominating and corporate governance committee itself; and
- 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 to us fiduciary duties, 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 also owe to our 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. In fulfilling their duty of care to us, our directors must ensure compliance with our memorandum and articles of association, as amended and restated from time to time, 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.

**Terms of Directors**

Pursuant to our sixth amended and restated memorandum and articles of association, our directors are not subject to a term of office and hold their offices until such time as they are removed from office by an ordinary resolution of our shareholders. In addition, the office of any of our directors shall be vacated if the director (a) dies, becomes bankrupt or makes any arrangement or composition with his creditors, (b) is found to be or becomes of unsound mind, (c) resigns his office by notice in writing to our company, or (d) without special leave of absence from our board of directors, is absent from three consecutive meetings of the board and the board resolves that his office be vacated.

**D. Employees**

We had 91,125 and 167 full-time employees as of December 31, 2020 and 2021, respectively. None of our employees are represented by a labor union. We have not experienced any work stoppages, and we consider our relations with our employees to be good.

As required by regulations in China, we participate in various government statutory social security plans, including a pension contribution plan, a medical insurance plan, an unemployment insurance plan, a work-related injury insurance plan, a maternity insurance plan and a housing provident fund. We are required under PRC law to contribute to social security plans at specified percentages of the salaries, bonuses and certain allowances of our employees up to a maximum amount specified by the local government from time to time.

We enter into standard labor contracts with our employees. We also enter into standard confidentiality and non-compete agreements with our executive officers. See "Item 6. Directors, Senior Management and Employees—B. Compensation—Employment Agreements."

**E. Share Ownership**

For information regarding the share ownership of our directors and officers, see "Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders." For information as to incentive shares and options granted to our directors, executive officers and other employees, see "Item 6. Directors, Senior Management and Employees—B. Compensation—Share Incentive Plans."

**ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS****A. Major Shareholders**

The following table sets forth information with respect to the beneficial ownership of our ordinary shares, as of April 28, 2022, by:

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

The calculations in the table below assume there are 2,847,805,237 ordinary shares (including 2,699,862,712 Class A ordinary shares and 147,942,525 Class B ordinary shares) outstanding as of April 28, 2022.

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

Unless otherwise noted, the business address for each beneficial owner is Building 6, East Seaview Park, 298 Haijing Road, Yinzhū Street, West Coast New District, Qingdao City, Shandong Province, People's Republic of China 266400.

	Ordinary shares beneficially owned				
	Class A ordinary shares	Class B ordinary shares	Total ordinary shares on as-converted basis	% of total ordinary shares on as-converted basis <sup>(1)</sup>	% of aggregate voting power <sup>(2)</sup>
<b>Directors and Executive Officers:</b>					
Yandai Wang	10,170,210	64,375,000	74,545,210	2.62%	15.65%
Li Sing Leung	82,880	248,641	331,521	*	*
Russell Krauss <sup>(3)</sup>	1,737,500	—	1,737,500	*	*
Douglas L. Brown <sup>(4)</sup>	650,006	—	650,006	*	*
Wenbin Wu	93,750	281,250	375,000	*	*
Ronggang (Jonathan) Zhang	93,750	281,250	375,000	*	*
All directors and executive officers as a group (6 persons)	12,828,096	65,186,141	78,014,237	2.74%	15.90%
<b>Principal Shareholders:</b>					

\* Less than 1%.

(1) For each person and group included in this column, percentage ownership is calculated by dividing the number of Class A and Class B ordinary shares beneficially owned by such person or group by the sum of the total number of Class A and Class B ordinary shares outstanding, which is 2,847,805,237 ordinary shares (including 2,699,862,712 Class A ordinary shares and 147,942,525 Class B ordinary shares) as of April 28, 2022, plus the number of Class A and Class B ordinary shares such person or group has the right to acquire upon the exercise of options, warrants or other rights within 60 days after April 28, 2022. We use the conversion rate of 1:1 for the incentive shares for the purpose of calculating the beneficial ownership of our ordinary shares. Vested incentive shares convert to ordinary shares of our company at a 1:1 conversion rate, subject to payment of the reserve amount, which was calculated by us to be our good faith estimate of the fair market value of our ordinary shares (or equivalent thereof) at the time of the grant of such incentive shares.

(2) For each person or group included in this column, the percentage of total voting power represents voting power based on both Class A and Class B ordinary shares held by such person or group as of April 28, 2022 with respect to all of our outstanding Class A and Class B ordinary shares as one class as of April 28, 2022. Each holder of Class A ordinary shares is entitled to one vote per share, subject to the limitations set forth in "Item 10. Additional Information—B. Memorandum and Articles of Association—Ordinary Shares." Each holder of our Class B ordinary shares is entitled to 10 votes per share on all matters subject to a shareholder's vote. Our Class B ordinary shares are convertible at any time by the holder into Class A ordinary shares on a one-for-one basis, whereas Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances. The total voting power of the Class B Holders is limited. See "Item 10. Additional Information—B. Memorandum and Articles of Association—Ordinary Shares."

To our knowledge, on the same basis of calculation as above, approximately 83.95% of our total outstanding Class A ordinary shares were held by one record shareholder in the United States, namely, Citibank, N.A., which held 2,266,459,260 Class A ordinary shares represented by 226,645,926 ADSs. 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 ordinary shares in the United States.

None of our shareholders has informed us that it is affiliated with a registered broker-dealer or is in the business of underwriting securities. None of our existing shareholders will have different voting rights from other shareholders, except with respect to the differences in voting rights afforded to holders of Class A ordinary shares and Class B ordinary shares. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

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

For details of related party transactions, see Note 8 "Related Party Balances and Transactions" to our consolidated financial statements.

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

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

#### **Share Incentive Plan**

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

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

Not applicable.

## ITEM 8. FINANCIAL INFORMATION

### A. Consolidated Statements and Other Financial Information

See “Item 3. Key Information—A. Selected Financial Data” and “Item 17. Financial Statements.”

#### Legal Proceedings

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

##### *2021 Class Action Litigation*

On March 30, 2021, a purported shareholder Kimberly Beltran filed a securities class action complaint in the United States District Court District of New Jersey against the Company, Yandai Wang and Eric H. Yan, the Chief Executive Officer of the Company and President of the Company’s operating subsidiary, respectively. The action, *Kimberly Beltran v. SOS Limited, et al.*, Case No. 1:21-cv-07454 (the “Action”), is filed on behalf of a putative class consisting of all persons and entities other than the Company that purchased or otherwise acquired SOS American depository shares (“ADSs”) between July 22, 2020 and February 25, 2021 (the “Plaintiffs”), both dates inclusive (the “Class Period”), seeking to recover damages allegedly caused by Company’s violations of the federal securities laws against the Company and certain of its top officials. The Complaint was filed in this Action on March 30, 2021 and the Action has not advanced beyond that stage. On November 2, 2021, the Court signed an Order a stipulation entered into between the various Plaintiffs’ counsels appointing a co-lead Plaintiffs’ counsel. The Parties have agreed to, and the Court has approved of, a Scheduling Order which provides that Plaintiffs shall file an amended complaint on or before May 13, 2022 and the Company shall answer or otherwise respond to the Amended Complaint on or before July 1, 2022. In the interim, Plaintiffs and the Company were engaged in settlement discussions.

On April 28, 2022, the Plaintiffs and the Company agreed to a settlement in principle that contemplates a \$5 million settlement payment covering all administration costs and Plaintiffs’ legal fees. The Company does not admit to any wrongdoing in this settlement and in accordance with the settlement there will be a full release of the Company and its officers and directors, for all claims arising during the Class Period that were or could have been asserted in the Action. The Plaintiffs and the Company plan to enter into a full settlement agreement within forty-five (45) days.

#### Dividend Policy

Our board of directors has discretion regarding whether to declare or pay dividends. In addition, our shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by our directors. In either case, all dividends are subject to certain restrictions under Cayman Islands law, namely that our company may only pay dividends out of profits or share premium, and provided always that we are able to pay our debts as they fall due in the ordinary course of business. Even if our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that the board of directors may deem relevant.

We have never declared or paid cash dividends on our shares. We do not have any present plan to pay any cash dividends on our ordinary shares in the foreseeable future. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and grow our business.

We are a holding company registered in the Cayman Islands. We may rely on dividends from our subsidiaries in China for our cash requirements, including any payment of dividends to our shareholders. PRC regulations may restrict the ability of our PRC subsidiaries to pay dividends to us. See “Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—Any limitation on the ability of our PRC subsidiaries to pay dividends or other distributions to us and repay their debts to creditors could limit our ability to distribute profits to our shareholders and fulfill our repayment obligations” and “Item 3. Key Information—D. Risk Factors—Risks Related to Doing Business in China—The PRC tax authorities’ heightened scrutiny over acquisition transactions may have a negative impact on our business operations or our acquisitions or the value of your investment in us.”

If we pay any dividends, we will pay such dividends on the shares represented by ADSs to the depository, and the depository will pay such dividends to our ADS holders to the same extent as holders of our ordinary shares, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. Cash dividends on our ordinary shares, if any, will be paid in U.S. dollars.

### 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. Offering and Listing Details**

Not applicable.

**B. Plan of Distribution**

Not applicable.

**C. Markets**

Our ADSs, each representing ten of our Class A ordinary shares, have been listed on the NYSE under the symbol "SOS."

**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**

We are a Cayman Islands exempted company with limited liability and our affairs are governed by our memorandum and articles of association, as amended and restated from time to time and the Companies Law of the Cayman Islands, which is referred to as the Companies Law below, and the common law of the Cayman Islands.

Our sixth amended and restated memorandum and articles of association, which became effective immediately following our IPO, provides for two classes of shares, the Class A ordinary shares and Class B ordinary shares. Our authorized share capital is US\$600,000 divided into 6,000,000,000 shares with a par value of US\$0.0001 each (the "Ordinary Shares"), comprised of (1) 4,900,000,000 Class A Ordinary Shares with a par value of \$0.0001 each, and (2) 1,100,000,000 Class B Ordinary Shares with a par value of \$0.0001 each. As of April 28, 2022, we had 2,699,862,712 Class A ordinary shares and 147,942,525 Class B ordinary shares issued and outstanding. Our directors may, in their absolute discretion and without the approval of our shareholders, create and designate out of the unissued shares of our company (including unissued Class A ordinary shares) one or more classes or series of preferred shares, comprising such number of preferred shares, and having such designations, powers, preferences, privileges and other rights, including dividend rights, voting rights, conversion rights, terms of redemption and liquidation preferences, as our directors may determine. The following are summaries of material provisions of our sixth amended and restated memorandum and articles of association and the Companies Law insofar as they relate to the material terms of our ordinary shares.

**Ordinary Shares**

*General.* All of our issued and outstanding ordinary shares are fully paid and non-assessable. Our ordinary shares are issued in registered form, and are issued when registered in our register of members. Our shareholders who are nonresidents of the Cayman Islands may freely hold and vote their shares. Under our sixth amended and restated memorandum and articles of association, our company may issue only non-negotiable shares and may not issue bearer or negotiable shares.

*Dividends.* The holders of our ordinary shares are entitled to such dividends as may be declared by our board of directors. In addition, our shareholders may by ordinary resolution declare a dividend, but no dividend may exceed the amount recommended by our directors. Under Cayman Islands law, dividends may be declared and paid only out of funds legally available therefor, namely out of either profit or our share premium account, provided that a dividend may not be paid if this would result in our company being unable to pay its debts as they fall due in the ordinary course of business.

*Classes of Ordinary Shares.* Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Except for conversion rights and voting rights, the Class A ordinary shares and Class B ordinary shares shall carry equal rights and rank pari passu with one another, including but not limited to the rights to dividends and other capital distributions.

Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. In addition, (i) each Class B ordinary share shall automatically and immediately be converted into one Class A ordinary share if at any time the total number of the issued and outstanding Class B ordinary shares is less than 5% of the total number of Class B ordinary shares of our company issued and outstanding immediately following the IPO, and (ii) upon any sale, transfer, assignment or disposition of Class B ordinary shares by a holder thereof to any person or entity which is not an Affiliate (as defined in our sixth amended and restated memorandum and articles of association) of such holder, such Class B ordinary shares shall be automatically and immediately converted into an equal number of Class A ordinary shares. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

*Voting Rights.* Holders of our ordinary shares vote as a single class on all matters submitted to a vote of our shareholders, except as may otherwise be required by law. In respect of matters requiring shareholders' vote, each Class A ordinary share is entitled to one vote and each Class B ordinary share is entitled to 10 votes.

An ordinary resolution to be passed by the shareholders requires the affirmative vote of a simple majority of the votes cast by those shareholders entitled to vote who are present in person or by proxy at a general meeting, while a special resolution requires the affirmative vote of no less than two-thirds of the votes cast by those shareholders entitled to vote who are present in person or by proxy at a general meeting. A special resolution is required for important matters such as a change of name or any amendment to our sixth amended and restated memorandum and articles of association. Holders of our ordinary shares may effect certain changes by ordinary resolution, including increasing the amount of our authorized share capital, consolidating all or any of our share capital into shares of larger amount than our existing shares, sub-dividing our shares or any of them into shares of an amount smaller than that fixed by our memorandum, and cancelling any unissued shares.

*General Meetings of Shareholders and Shareholder Proposals.* As a Cayman Islands exempted company, we are not obliged by the Companies Law to call shareholders' annual general meetings. Our sixth amended and restated memorandum and articles of association provide that we may, but are not obliged to, in each year hold a general meeting as our annual general meeting in which case we shall specify the meeting as such in the notices calling it, and the annual general meeting shall be held at such time and place as may be determined by our directors.

Shareholders' annual general meetings and any other general meetings of our shareholders may be convened by our board of directors. Advance notice of at least 15 calendar days is required for the convening of our annual general shareholders' meeting and any other general meeting of our shareholders. A quorum required for a general meeting of shareholders consists of one or more shareholders present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative, who hold in aggregate not less than one-third of the votes attaching to all issued and outstanding shares of our company entitled to vote at general 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. Our sixth amended and restated memorandum and articles of association allow any of our shareholders holding in the aggregate not less than two-thirds of the aggregate number of votes attaching to all issued and outstanding shares of our company entitled to vote at general meetings, to requisition an extraordinary general meeting of the shareholders, in which case our directors are obliged to call such meeting and to put the resolutions so requisitioned to a vote at such meeting; however, our sixth amended and restated memorandum and articles of association do not provide our shareholders with any right to put any proposals before annual general meetings or extraordinary general meetings not called by such shareholders.

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

Our board of directors may, in its absolute discretion, and without assigning any reason, refuse to register any transfer of any ordinary share which is not fully paid up or upon which our company has a lien. Our directors may also decline to register any transfer of any ordinary share unless (a) the instrument of transfer is lodged with us, accompanied by the certificate for the ordinary shares to which it relates and such other evidence as our board of directors may reasonably require to show the right of the transferor to make the transfer; (b) the instrument of transfer is in respect of only one class of shares; (c) the instrument of transfer is properly stamped, if required; (d) in the case of a transfer to joint holders, the number of joint holders to whom the ordinary share is to be transferred does not exceed four; or (e) a fee of such maximum sum as the NYSE may determine to be payable, or such lesser sum as our board of directors may from time to time require, is paid to us in respect thereof.

If our directors refuse to register a transfer they shall, within two months after the date on which the instrument of transfer was lodged, send to each of the transferor and the transferee notice of such refusal. The registration of transfers may, on fourteen (14) days' notice being given by advertisement in an appointed newspaper or any other newspapers or by any other means in accordance with the requirements of the NYSE to that effect, be suspended at such times and for such periods (not exceeding in the whole thirty (30) calendar days in any year) as our directors may determine.

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

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

*Variations of Rights of Shares.* If at any time, our share capital is divided into different classes of shares, the rights attached to any class of shares may be varied or abrogated either with the written consent of the holders of two-thirds of the issued shares of that class, or with the sanction of a special resolution passed at a general meeting of the holders of shares of that class. The rights conferred upon the holders of the shares of any class issued with preferred or other rights will not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* with such existing class of shares.

*Inspection of Books and Records.* Holders of our ordinary shares have no general right under Cayman Islands law to inspect or obtain copies of our list of shareholders or our corporate records. However, at the discretion of our board of directors, we intend to provide our shareholders with annual audited financial statements. See "Item 10. Additional Information—H. Documents on Display."

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

- increase our share capital by such sum, to be divided into shares of such classes and amount, as the resolution shall prescribe;
- consolidate or divide all or any of our share capital into shares of a larger or smaller amount than our existing shares;
- sub-divide our existing shares, or any of them into shares of as amount smaller than that fixed by our memorandum; and
- 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 and diminish the amount of our share capital by the amount of the shares so cancelled.

Our shareholders may, by special resolution and 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 and any capital redemption reserve in any manner authorized by law.

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

Our sixth amended and restated memorandum and articles of association authorizes our board of directors to establish from time to time one or more series of convertible redeemable preferred shares and to determine, with respect to any series of convertible 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.

The issuance of convertible redeemable preferred shares may be used as an anti-takeover device without further action on the part of the shareholders. Issuance of these shares may dilute the voting power of holders of ordinary shares.

*Anti-Takeover Provisions.* Some provisions of our sixth 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 sixth amended and restated memorandum and articles of association for a proper purpose and for what they believe in good faith to be in the best interests of our company.

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

- does not have to file an annual return of its shareholders with the Registrar of Companies;
- is not required to open its register of members for inspection;

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

"*Limited liability*" means that the liability of each shareholder is limited to the amount unpaid by the shareholder on its shares of the company (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil). Our sixth amended and restated memorandum and articles of association contains a declaration that the liability of our members is so limited.

*Register of Members.* Under the Companies Law, we must keep a register of members and there should be entered therein:

- the names and addresses of our members, a statement of the shares held by each member, and of the amount paid or agreed to be considered as paid, on the shares of each member;
- the date on which the name of any person was entered on the register as a member; and
- the date on which any person ceased to be a member.

Under Cayman Islands law, the register of members of our company is prima facie evidence of the matters set out therein (i.e., the register of members will raise a presumption of fact on the matters referred to above unless rebutted) and a member registered in the register of members is deemed as a matter of Cayman Islands law to have legal title to the shares as set against its name in the register of members.

If the name of any person is incorrectly entered in or omitted from our register of members, or if there is any default or unnecessary delay in entering on the register the fact of any person having ceased to be a member of our company, the person or member aggrieved (or any member of our company or our company itself) may apply to the Grand Court of the Cayman Islands for an order that the register be rectified, and the Court may either refuse such application or it may, if satisfied of the justice of the case, make an order for the rectification of the register.

#### **Differences in Corporate Law**

The Companies Law is derived, to a large extent, from the older Companies Acts of England, but does not follow recent United Kingdom statutory enactments, and accordingly there are significant differences between the Companies Law and the current Companies Act of England. In addition, the Companies Law 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 Law applicable to us and the comparable provisions of the laws applicable to companies incorporated in the State of Delaware and their shareholders.

*Mergers and Similar Arrangements.* The Companies Law 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 (i) a special resolution of the shareholders of each constituent company and (ii) such other authorization, if any, as may be specified in such constituent company's articles of association. The 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 list of 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 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, subject to certain exceptions. Court approval is not required for a merger or consolidation effected in compliance with these statutory procedures.

In addition, there are statutory provisions that facilitate the reconstruction and amalgamation of companies, provided that the arrangement is approved by a majority in number of each class of shareholders and 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 court 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 Law.

When a take-over offer is made and accepted by holders of 90.0% of the shares affected (within four months after they marking the offer), the offeror may, within a two-month period commencing on the expiration of such four months period, require the holders of the remaining shares to transfer such shares 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 is thus approved, the dissenting shareholder would have no rights comparable to appraisal rights, 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 not be brought by a minority shareholder. However, based on English authorities, which would in all likelihood be of persuasive authority in the Cayman Islands, the Cayman Islands courts can be expected to apply and follow common law principles so that a non-controlling shareholder may be permitted to commence a class action against the company or a derivative action in the name of the company to challenge certain acts, including the following:

- an act which is ultra vires the company or illegal and is therefore incapable of ratification by the shareholders;
- an act which, although not ultra vires, could only be effected if duly authorized by a resolution with a qualified or special majority (i.e., more than a simple majority) that has not been obtained; and

*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 sixth amended and restated memorandum and articles of association provide that our directors and officers shall be indemnified against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such director or officer, other than by reason of such person's own dishonesty, willful default or fraud, in or about the conduct of our company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such director or officer in defending (whether successfully or otherwise) any civil proceedings concerning our company or its affairs in any court whether in the Cayman Islands or elsewhere. This standard of conduct is generally the same as permitted under the Delaware General Corporation Law for a Delaware corporation. In addition, we intend to enter into indemnification agreements with our directors and senior executive officers that will provide such persons with additional indemnification beyond that provided in our sixth amended and restated 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 act in a manner he or she reasonably believes to be in the best interests of the corporation. He or she must not use his or her 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, a 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 bona fide in the best interests of the company, a duty not to make a profit based on his or her position as director (unless the company permits him to do so) and a duty not to put himself in a position where the interests of the company conflict with his or her personal interest or his or her duty to a third party. 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 or her duties a greater degree of skill than may reasonably be expected from a person of his or her 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. As permitted by Cayman Islands law, our sixth amended and restated memorandum and articles of association provide that our 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. Our sixth amended and restated memorandum and articles of association allow any of our shareholders holding in the aggregate not less than two-thirds of the aggregate number of votes attaching to all issued and outstanding shares of our company entitled to vote at general meetings to requisition an extraordinary meeting of the shareholders, in which case the directors are obliged to call such meeting and to put the resolutions so requisitioned to a vote at such meeting. However, our articles do not provide our shareholders with any right to put any proposals before annual general meetings or extraordinary general meetings not called by such shareholders.

As an exempted Cayman Islands company, we are not obliged by law to call shareholders' annual general meetings. Our sixth amended and restated memorandum and articles of association provides that we may in each year to hold a general meeting as our annual general meeting, and to specify the meeting as such in the notice calling it.

*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 Cayman Islands law, but our sixth amended and restated 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 of directors 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 our sixth amended and restated memorandum and articles of association, directors may be removed by ordinary resolution. The notice of any meeting at which a resolution to remove a director is proposed or voted upon must contain a statement of the intention to remove that director and such notice must be served on that director not less than ten (10) calendar days before the meeting. Such director is entitled to attend the meeting and be heard on the motion for his removal.

*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 stock 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, it does provide that such transactions must be entered into bona fide in the best interests of the company for a proper corporate 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 of directors. 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.

Under the Companies Law of the Cayman Islands, our company may be dissolved, liquidated or wound up voluntarily by a special resolution, or by an ordinary resolution on the basis that we are unable to pay our debts as they fall due.

*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 our sixth amended and restated memorandum and articles of association, and as permitted by Cayman Islands law, if our share capital is divided into more than one class of shares, we may vary the rights attached to any class either with the written consent of the holders of two-thirds 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 Cayman Islands law, our memorandum and articles of association may only be amended by special resolution.

*Inspection of Books and Records.* Under the Delaware General Corporation Law, any shareholder of a corporation may for any proper purpose inspect or make copies of the corporation's stock ledger, list of shareholders and other books and records.

Holders of our shares will have no general right under Cayman Islands law to inspect or obtain copies of our list of shareholders or our corporate records. However, we intend to provide our shareholders with annual reports containing audited financial statements.

*Anti-takeover Provisions in Our Memorandum and Articles of Association.* Some provisions of our sixth 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 a provision that authorizes our board of directors to issue preference shares in one or more series and to designate the price, rights, preferences, privileges and restrictions of such preference shares without any further vote or action by our shareholders.

Such 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 these preference shares, the price of our ADSs may fall and the voting and other rights of the holders of our ordinary shares and ADSs may be materially and adversely affected.

However, under Cayman Islands law, our directors may only exercise the rights and powers granted to them under our sixth 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.

*Rights of Non-resident or Foreign Shareholders.* There are no limitations imposed by our sixth amended and restated memorandum and articles of association on the rights of non-resident or foreign shareholders to hold or exercise voting rights on our shares. In addition, there are no provisions in our sixth amended and restated memorandum and articles of association governing the ownership threshold above which shareholder ownership must be disclosed.

#### **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. Information on the Company— B. Business Overview—Regulations—Regulations Related to Foreign Exchange."

## E. Taxation

The following summary of the material Cayman Islands, PRC and U.S. federal income tax consequences of ownership of our ADSs or ordinary shares is based upon laws and relevant interpretations thereof in effect as of the date of this registration statement, all of which are subject to change. This summary does not deal with all possible tax consequences relating to ownership of our ADSs or ordinary shares, such as the tax consequences under U.S. state and local tax laws or under the tax laws of jurisdictions other than the Cayman Islands, PRC and the United States.

### Cayman Islands Taxation

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

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

No stamp duty is payable on an instrument of transfer in respect of an ordinary share.

### People's Republic of China Taxation

Under the EIT Law, which became effective on January 1, 2008, an enterprise established outside the PRC with "de facto management bodies" within the PRC is considered a "resident enterprise" for PRC enterprise income tax purposes and is generally subject to a uniform 25% enterprise income tax rate on its worldwide income. In 2009, the SAT issued SAT Circular 82, which provides certain specific criteria for determining whether the "de facto management body" of a PRC controlled enterprise that is incorporated offshore is located in China. Further to SAT Circular 82, in 2011, the SAT issued SAT Bulletin 45 to provide more guidance on the implementation of SAT Circular 82.

According to SAT Circular 82, an offshore incorporated enterprise controlled by a PRC enterprise or a PRC enterprise group will be considered a PRC resident enterprise by virtue of having its "de facto management body" in China and will be subject to PRC enterprise income tax on its worldwide income only if all of the following conditions are met: (a) the senior management and core management departments in charge of its daily operations function have their presence mainly in the PRC; (b) its financial and human resources decisions are subject to determination or approval by persons or bodies in the PRC; (c) its major assets, accounting books, company seals, and minutes and files of its board and shareholders' meetings are located or kept in the PRC; and (d) more than half of the enterprise's directors or senior management with voting rights habitually reside in the PRC. Although SAT Circular 82 and SAT Bulletin 45 only apply to offshore incorporated enterprises controlled by PRC enterprises or PRC enterprise groups and not those controlled by PRC individuals or foreigners, the determination criteria set forth therein may reflect the SAT's general position on how the term "de facto management body" could be applied in determining the tax resident status of offshore enterprises, regardless of whether they are controlled by PRC enterprises, individuals or foreigners.

We believe that we do not meet all of the criteria described above. We believe that neither we nor our subsidiaries outside of China are PRC tax resident enterprises, because neither we nor they are controlled by a PRC enterprise or PRC enterprise group, and because our records and their records (including the resolutions of the respective boards of directors and the resolutions of shareholders) are maintained outside the PRC. However, as the tax resident status of an enterprise is subject to determination by the PRC tax authorities and uncertainties remain with respect to the interpretation of the term "de facto management body" when applied to our offshore entities, we may be considered as a resident enterprise and therefore may be subject to PRC enterprise income tax at 25% on our worldwide income. In addition, if the PRC tax authorities determine that we are a PRC resident enterprise for PRC enterprise income tax purposes, dividends we pay to non-PRC holders may be subject to PRC withholding tax, and gains realized on the sale or other disposition of ADSs or ordinary shares may be subject to PRC tax, at a rate of 10% in the case of non-PRC enterprises or 20% in the case of non-PRC individuals (in each case, subject to the provisions of any applicable tax treaty), if such dividends or gains are deemed to be from PRC sources. Any such tax may reduce the returns on your investment in the ADSs.

If we are considered a “non-resident enterprise” by the PRC tax authorities, the dividends we receive from our PRC subsidiaries will be subject to a 10% withholding tax. The EIT Law also imposes a withholding income tax of 10% on dividends distributed by a foreign invested enterprise to its immediate holding company outside of China, if such immediate holding company is considered as a non-resident enterprise without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company’s jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Under the Arrangement Between the PRC and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital, the dividend withholding tax rate may be reduced to 5%, if a Hong Kong resident enterprise that receives a dividend is considered a non-PRC tax resident enterprise and holds at least 25% of the equity interests in the PRC enterprise distributing the dividends, subject to approval of the PRC local tax authority. However, if the Hong Kong resident enterprise is not considered to be the beneficial owner of such dividends under applicable PRC tax regulations, such dividends may remain subject to withholding tax at a rate of 10%. Accordingly, CRF China Holding Co. Limited may be able to enjoy the 5% withholding tax rate for the dividends it receives from its PRC subsidiaries if it satisfies the relevant conditions under tax rules and regulations, and obtains the approvals as required.

#### U.S. Federal Income Tax Considerations

The following is a discussion of the material U.S. federal income tax considerations relevant to the ownership and disposition of our ADSs or ordinary shares by U.S. Holders (as defined below) that hold our ADSs or ordinary shares as “capital assets” (generally, property held for investment) under the U.S. Internal Revenue Code of 1986, as amended, or the Code. This discussion is based upon applicable provisions of the Code, U.S. Treasury regulations promulgated thereunder, pertinent judicial decisions, interpretive rulings of the Internal Revenue Service, or the IRS, and such other authorities as we have considered relevant, all of which are subject to change, possibly with retroactive effect. This discussion does not address all aspects of U.S. federal income taxation that may be important to particular investors in light of their individual investment circumstances, including investors subject to special tax rules (for example, certain financial institutions; insurance companies; broker-dealers; pension plans; regulated investment companies; real estate investment trusts; tax-exempt organizations (including private foundations); holders who are not U.S. Holders (as defined below); holders who own (directly, indirectly, or constructively) 10% or more of our voting stock; investors that will hold their ADSs or ordinary shares as part of a straddle, hedge, conversion, constructive sale, or other integrated transaction for U.S. federal income tax purposes; investors that are traders in securities that have elected the mark-to-market method of accounting; or investors that have a functional currency other than the U.S. dollar), all of whom may be subject to tax rules that differ significantly from those discussed below.

In addition, this discussion does not address tax considerations relevant to U.S. Holders under any non-U.S., state or local tax laws, the Medicare tax on net investment income, U.S. federal estate or gift tax, or the alternative minimum tax. Each U.S. Holder is urged to consult its tax advisor regarding the U.S. federal, state, local, and non-U.S. income and other tax considerations of an investment in ADSs or ordinary shares.

The discussion below of U.S. federal income tax consequences applies to you if you are a “U.S. Holder.” You are a U.S. Holder if you are a beneficial owner of our ADSs or ordinary shares and you are: (i) an individual who is a citizen or resident of the United States for U.S. federal income tax purposes; (ii) a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created in, or organized under the law of the United States, 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 Code.

If you are a partner in a partnership (including any entity or arrangement treated as a partnership for U.S. federal income tax purposes) that holds our ADSs or ordinary shares, your tax treatment generally will depend on your status and the activities of the partnership. Partners in a partnership holding our ADSs or ordinary shares should consult their tax advisors regarding the tax consequences of an investment in the ADSs or ordinary shares.

We are a corporation organized under the laws of the Cayman Islands. As such, we believe that we are properly classified as a non-U.S. corporation for U.S. federal income tax purposes. Under certain provisions of the Code and U.S. Treasury regulations, however, if (1) pursuant to a plan (or a series of related transactions), a non-U.S. corporation (such as our company) acquires substantially all of the properties constituting a trade or business of a U.S. partnership, (2) after the acquisition 80% or more of the stock (by vote or value) of the non-U.S. corporation (excluding stock issued in a public offering related to the acquisition) is owned by former partners of the U.S. partnership by reason of their holding a capital or profits interest in the U.S. partnership, and (3) the non-U.S. corporation and certain of its affiliates do not have substantial business activities in the country in which the non-U.S. corporation is organized, then the non-U.S. corporation will be considered a U.S. corporation for U.S. federal income tax purposes. Prior to our conversion to a Cayman Islands company, we were a Delaware LLC treated as a partnership for U.S. federal income tax purposes. We do not believe that the Delaware LLC was engaged in a trade or business, either directly or through entities treated as transparent for U.S. federal income tax purposes and therefore, we believe that the first requirement was not met. However, there is no direct authority on how the relevant rules of the Code might apply to us and our reorganization. You are urged to consult your tax advisor concerning the income tax consequences of holding or disposing of ADSs or ordinary shares if we were to be treated as a U.S. corporation for U.S. federal income tax purposes. The remainder of this discussion assumes that our company is treated as a non-U.S. corporation for U.S. federal income tax purposes.

#### **Dividends**

Subject to the PFIC rules discussed below, any cash distributions (including the amount of any PRC tax withheld) paid on our ADSs or ordinary shares out of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles, will generally be includible in your gross income as dividend income on the day actually or constructively received by you, in the case of ordinary shares, or by the depository, in the case of ADSs. Because we do not intend to determine our earnings and profits under U.S. federal income tax principles, any distribution paid will generally be treated as a dividend for U.S. federal income tax purposes. Dividends received on our ADSs or ordinary shares will not be eligible for the dividends received deduction allowed to corporations under the Code.

A non-corporate recipient will be subject to tax at preferential tax rates applicable to "qualified dividend income," provided that certain conditions are satisfied, including that (1) our stock (or ADSs representing such stock) is readily tradable on an established securities market in the United States, or, in the event that we are deemed to be a PRC tax resident enterprise under the PRC tax law, we are eligible for the benefit of the United States-PRC income tax treaty, or the Treaty, (2) we are neither a PFIC nor treated as such with respect to a U.S. Holder (as discussed below) for the taxable year in which the dividend was paid and the preceding taxable year, and (3) certain holding period requirements are met.

In the event that we are deemed to be a PRC tax resident enterprise under PRC tax law, you may be subject to PRC withholding taxes on dividends paid on our ADSs or ordinary shares, as described under "— People's Republic of China Taxation". If we are deemed to be a PRC tax resident enterprise, we may, however, be eligible for the benefits of the Treaty. If we are eligible for such benefits, dividends we pay on our ordinary shares, regardless of whether such shares are represented by our ADSs, may be eligible for the reduced rates of taxation applicable to qualified dividend income, as discussed above.

For U.S. foreign tax credit purposes, dividends generally will be treated as income from foreign sources and generally will constitute passive category income. Depending on your particular circumstances, you may be eligible, subject to a number of complex limitations, to claim a foreign tax credit in respect of any foreign withholding taxes imposed on dividends received on our ADSs or ordinary shares. If you do not elect to claim a foreign tax credit for foreign tax withheld, you may instead claim a deduction, for U.S. federal income tax purposes, for the foreign tax withheld, but only for a year in which you elect to do so for all creditable foreign income taxes. The rules governing the foreign tax credit are complex. You are urged to consult your tax advisor regarding the availability of the foreign tax credit under your particular circumstances.

***Sale or Other Disposition of ADSs or Ordinary Shares***

Subject to the PFIC rules discussed below, you generally will recognize capital gain or loss upon the sale or other disposition of our ADSs or ordinary shares in an amount equal to the difference, if any, between the amount realized upon the disposition and your adjusted tax basis in such ADSs or ordinary shares. Any capital gain or loss will belong-term capital gain or loss if you have held the ADSs or ordinary shares for more than one year, and will generally be U.S.-source gain or loss for U.S. foreign tax credit purposes. The deductibility of a capital loss may be subject to limitations. In the event that we are deemed to be a PRC tax resident enterprise under PRC tax law, gain from the disposition of the ADSs or ordinary shares may be subject to tax in the PRC, as described under “—People’s Republic of China Taxation.” If such income were treated as U.S.-source income for foreign tax credit purposes, you might not be able to use the foreign tax credit arising from any tax imposed on the sale, exchange, or other taxable disposition of our ADSs or ordinary shares unless such credit could be applied (subject to applicable limitations) against tax due on other income derived from foreign sources. However, if PRC tax were to be imposed on any gain from the disposition of our ADSs or ordinary shares, and if you are eligible for the benefits of the Treaty, you generally may treat such gain as foreign-source income. You are urged to consult your tax advisor regarding the tax consequences if a foreign tax is imposed on a disposition of our ADSs or ordinary shares, including the availability of the foreign tax credit under your particular circumstances.

***PFIC Rules***

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, rents, annuities, net gains from the sale or exchange of property producing such income and net foreign currency gains. For this purpose, cash is categorized as a passive asset and the company’s goodwill associated with active business activity is taken into account as a non-passive asset. We will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, more than 25% (by value) of the stock.

Based on the projected composition of our assets and income, we believe we are not currently a PFIC and we do not anticipate becoming a PFIC for our taxable year ending December 31, 2019. While we do not anticipate becoming a PFIC, because the value of our assets for purposes of the PFIC asset test will generally be determined by reference to the market price of our ADSs or ordinary shares, fluctuations in the market price of our ADSs or ordinary shares may cause us to become a PFIC for the current or any subsequent taxable year. The determination of whether we will become a PFIC will also depend, in part, on the composition of our income and assets, which will be affected by how, and how quickly, we use our liquid assets and the cash raised in our IPO. Whether we are a PFIC is a factual determination and we must make a separate determination each taxable year as to whether we are a PFIC (after the close of each taxable year). Accordingly, we cannot assure you that we are not a PFIC and will not be a PFIC for our taxable year ending December 31, 2019 or any future taxable year. If we are classified as a PFIC for any taxable year during which you hold our ADSs or ordinary shares, we generally will continue to be treated as a PFIC, unless you make certain elections, for all succeeding years during which you hold our ADSs or ordinary shares even if we cease to qualify as a PFIC under the rules set forth above.

If we are a PFIC for any taxable year during which you hold our ADSs or ordinary shares, you will be subject to special tax rules with respect to any “excess distribution” that you receive and any gain you realize from a sale or other disposition (including a pledge) of our ADSs or ordinary shares, unless you make a “mark- to-market” election as discussed below. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the shorter of the three preceding taxable years or your holding period for the ADSs or ordinary shares will be treated as an excess distribution. Under these special tax rules:

- the excess distribution or gain will be allocated ratably over your holding period for the ADSs or ordinary shares;
- amounts allocated to the current taxable year and any taxable years in your holding period prior to the first taxable year in which we are classified as a PFIC, or a pre-PFIC year, will be taxable as ordinary income; and
- amounts allocated to each prior taxable year, other than the current taxable year or a pre-PFIC year, will be subject to tax at the highest tax rate in effect applicable to you for that year, and such amounts will be increased by an additional tax equal to interest on the resulting tax deemed deferred with respect to such years.

If we are a PFIC for any taxable year during which you hold our ADSs or ordinary shares and any of our non-U.S. subsidiaries is also a PFIC, you will be treated as owning a proportionate amount (by value) of the shares of each such non-U.S. subsidiary classified as a PFIC for purposes of the application of these rules.

Alternatively, a U.S. Holder of "marketable stock" (as defined below) in a PFIC may make a mark-to-market election for such stock of a PFIC to elect out of the tax treatment discussed in the two preceding paragraphs. If you make a valid mark-to-market election for the ADSs, you will include in income each year an amount equal to the excess, if any, of the fair market value of the ADSs as of the close of your taxable year over your adjusted basis in such ADSs. You will be allowed a deduction for the excess, if any, of the adjusted basis of the ADSs over their fair market value as of the close of the taxable year. However, deductions will be allowable only to the extent of any net mark-to-market gains on the ADSs included in your income for prior taxable years. Amounts included in your income under a mark-to-market election, as well as gain on the actual sale or other disposition of the ADSs, will be treated as ordinary income. Ordinary loss treatment will also apply to the deductible portion of any mark-to-market loss on the ADSs, as well as to any loss realized on the actual sale or disposition of the ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ADSs. Your basis in the ADSs will be adjusted to reflect any such income or loss amounts. If you make a mark-to-market election, tax rules that apply to distributions by corporations which are not PFICs (described above in "—Dividends") would apply to distributions by us (except that the preferential rates for qualified dividend income would not apply).

The mark-to-market election is available only for "marketable stock" which is stock that is traded in other than de minimis quantities on at least 15 days during each calendar quarter ("regularly traded") on a qualified exchange or other market, as defined in applicable U.S. Treasury regulations. We expect that the ADSs will be listed on the NYSE, which is a qualified exchange for these purposes. If the ADSs are regularly traded, and the ADSs qualify as "marketable stock" for purposes of the mark-to-market rules, then the mark-to-market election might be available to you if we were to become a PFIC.

Because, as a technical matter, a mark-to-market election cannot be made for any lower-tier PFICs that we may own, you may continue to be subject to the PFIC rules with respect to your indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes.

We do not currently intend to provide information necessary for you to make qualified electing fund elections, which, if available, would result in tax treatment different from the general tax treatment for PFICs described above.

If you own our ADSs or ordinary shares during any taxable year that we are a PFIC, you must file an annual report with the IRS, subject to certain exceptions based on the value of the ADSs or ordinary shares held. A failure to file a required annual report will suspend the statute of limitations with respect to any tax return, event, or period to which such report relates (potentially including with respect to items that do not relate to your investment in the ADSs or ordinary shares). You are urged to consult your tax advisor concerning the U.S. federal income tax consequences of holding and disposing of our ADSs or ordinary shares if we are or become a PFIC, including the possibility of making a mark-to-market election.

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

You may be required to submit to the IRS certain information with respect to your beneficial ownership of our ADSs or ordinary shares, if such ADSs or ordinary shares are not held on your behalf by certain financial institutions. Penalties also may be imposed if you are required to submit such information to the IRS and fail to do so.

Dividend payments with respect to ADSs or ordinary shares and proceeds from the sale, exchange or redemption of ADSs or ordinary shares may be subject to information reporting to the IRS and possible U.S. backup withholding. Backup withholding will not apply to you, however, if you furnish a correct taxpayer identification number and make any other required certification or are otherwise exempt from backup withholding. If you are required to establish your exempt status you generally must provide such certification on IRS Form W-9 or an acceptable substitute form.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS and furnishing any required information. You are urged to consult your tax advisor regarding the application of the U.S. information reporting and backup withholding rules.

#### F. Dividends and Payment Agents

Not applicable.

#### G. Statements by Experts

Not applicable.

#### H. Documents on Display

We previously filed with the SEC our registration statement on Form F-1 (Registration No. 333-217064), as amended, including the annual report contained therein, to register the issuance and sale of our Class A ordinary shares represented by ADSs in relation to our initial public offering. We have also filed with the SEC the registration statements on Form F-6 (Registration No. 333-217079) and Form F-6EF (Registration No. 333-252791) to register our ADSs.

We are subject to periodic reporting and other informational requirements of the Exchange Act as applicable to foreign private issuers, and are required to file reports and other information with the SEC. Specifically, we are required to file annually an annual report on Form 20-F within four months after the end of each fiscal year, which is December 31. 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) or 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 documents, upon payment of a duplicating fee, by writing to 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.

We will furnish Citibank, N.A., the depository of our ADSs, with our annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with U.S. GAAP, and all notices of shareholders' meetings and other reports and communications that are made generally available to our shareholders. The depository will make such notices, reports and communications available to holders of ADSs and, upon our request, will mail to all record holders of ADSs the information contained in any notice of a shareholders' meeting received by the depository from us.

#### I. Subsidiary Information

For information on subsidiaries, see "Item 4. Information on the Company—C. Organizational Structure" and Note 1 to our audited consolidated financial statements as of and for the years ended December 31, 2019, 2018 and 2017 included in "Item 18. Financial Statements" and Exhibit 8.1 to this annual report.

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

#### Foreign Exchange Risk

Our revenue and expenses are mostly denominated in RMB, and a significant portion of our financial assets are also denominated in RMB, whereas our reporting currency is the U.S. dollar. The RMB is not freely convertible into foreign currencies for capital account transactions. The value of the RMB against the U.S. dollar and other currencies is affected by, among other things, changes in China's political and economic conditions and China's foreign exchange policies. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the RMB to the U.S. dollar, and the RMB appreciated more than 20% against the U.S. dollar over the following three years. Between July 2008 and June 2010, this appreciation halted and the exchange rate between the RMB and the U.S. dollar remained within a narrow band. Starting in June 2010, the PRC government allowed the RMB to appreciate slowly against the U.S. dollar. However, with the announcement by the PBOC to devalue the RMB in a move to support exports and boost the role of market pricing, the RMB has experienced significant depreciation against the U.S. dollar. For example, in August 2015, the PRC government allowed the RMB to depreciate by more than 4% against the U.S. dollar. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the RMB and the U.S. dollar in the future. To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk.

**Interest Rate Risk**

We deposit surplus funds with Chinese banks earning daily interest. We do not invest in any instruments for trading purposes. Most of our outstanding debt instruments carry fixed rates of interest. Our operations generally are not directly sensitive to fluctuations in interest rates and we currently do not have any long-term debt outstanding. Management monitors the banks' prime rates in conjunction with our cash requirements to determine the appropriate level of debt balances relative to other sources of funds. We have not entered into any hedging transactions in an effort to reduce our exposure to interest rate risk.

**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 and Charges Our ADS Holders May Have to Pay**

ADS holders will be required to pay the following fees under the terms of the deposit agreement:

<b>Service</b>	<b>Fees</b>
• Issuance of ADSs (i.e., an issuance of ADS upon a deposit of Class A ordinary shares or upon a change in the ADS-to-share ratio), excluding ADS issuances as a result of distributions of Class A ordinary shares	Up to U.S. 5¢ per ADS issued
• Cancellation of ADSs (i.e., a cancellation of ADSs for delivery of deposited property or upon a change in the ADS-to-share ratio)	Up to U.S. 5¢ per ADS cancelled
• Distribution of cash dividends or other cash distributions (i.e., upon a sale of rights and other entitlements)	Up to U.S. 5¢ per ADS held
• Distribution of ADSs pursuant to (i) stock dividends or other free stock distributions, or (ii) exercise of rights to purchase additional ADSs	Up to U.S. 5¢ per ADS held
• Distribution of securities other than ADSs or rights to purchase additional ADSs (i.e., upon a spin-off)	Up to U.S. 5¢ per ADS held
• ADS Services	Up to U.S. 5¢ per ADS held on the applicable record date(s) established by the depository bank

ADS holders will also be responsible to pay certain charges such as:

- taxes (including applicable interest and penalties) and other governmental charges;
- the registration fees as may from time to time be in effect for the registration of Class A ordinary shares on the share register and applicable to transfers of Class A ordinary shares to or from the name of the custodian, the depository bank or any nominees upon the making of deposits and withdrawals, respectively;
- certain cable, telex and facsimile transmission and delivery expenses;
- the expenses and charges incurred by the depository bank in the conversion of foreign currency;
- the fees and expenses incurred by the depository bank in connection with compliance with exchange control regulations and other regulatory requirements applicable to Class A ordinary shares, ADSs and ADRs; and
- the fees and expenses incurred by the depository bank, the custodian, or any nominee in connection with the servicing or delivery of deposited property.

ADS fees and charges payable upon (i) the issuance of ADSs, and (ii) the cancellation of ADSs are charged to the person to whom the ADSs are issued (in the case of ADS issuances) and to the person whose ADSs are cancelled (in the case of ADS cancellations). In the case of ADSs issued by the depository bank into DTC, the ADS issuance and cancellation fees and charges may be deducted from distributions made through DTC, and may be charged to the DTC participant(s) receiving the ADSs being issued or the DTC participant(s) holding the ADSs being cancelled, as the case may be, on behalf of the beneficial owner(s) and will be charged by the DTC participant(s) to the account of the applicable beneficial owner(s) in accordance with the procedures and practices of the DTC participants as in effect at the time. ADS fees and charges in respect of distributions and the ADS service fee are charged to the holders as of the applicable ADS record date. In the case of distributions of cash, the amount of the applicable ADS fees and charges is deducted from the funds being distributed. In the case of (i) distributions other than cash and (ii) the ADS service fee, holders as of the ADS record date will be invoiced for the amount of the ADS fees and charges and such ADS fees and charges may be deducted from distributions made to holders of ADSs. For ADSs held through DTC, the ADS fees and charges for distributions other than cash and the ADS service fee may be deducted from distributions made through DTC, and may be charged to the DTC participants in accordance with the procedures and practices prescribed by DTC and the DTC participants in turn charge the amount of such ADS fees and charges to the beneficial owners for whom they hold ADSs.

In the event of refusal to pay the depository bank fees, the depository bank may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depository bank fees from any distribution to be made to the ADS holder. Certain of the depository fees and charges (such as the ADS services fee) may become payable shortly after the closing of an ADS offering. Note that the fees and charges you may be required to pay may vary over time and may be changed by us and by the depository bank. You will receive prior notice of such changes.

**PART II****ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

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

See “Item 10. Additional Information—B. Memorandum and Articles of Association—Ordinary Shares” for a description of the rights of securities holders, which remain unchanged.

**Use of Proceeds**

None.

**ITEM 15. CONTROLS AND PROCEDURES****Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this Annual Report on Form 20-F.

Based on such evaluation, our chief executive officer and chief financial officer have concluded that as of December 31, 2021, we did not maintain effective disclosure controls and procedures.

**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 Rule 13a-15(f) under the Exchange Act. Our management evaluated the effectiveness of our internal control over financial reporting, as required by Rule 13a-15(c) of the Exchange Act, based on criteria established in the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that our internal control over financial reporting was not effective as of December 31, 2021.

Because of its inherent limitations, internal control over financial reporting 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 and procedures may deteriorate.

In connection with the audit of our consolidated financial statements as of December 31, 2021 and the results of our operations and our cash flows for each of the three years in the period ended December 31, 2021, our independent registered public accounting firm identified four material weaknesses in our internal control over financial reporting. As defined in standards established by the PCAOB, a “material weakness” is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

The material weaknesses identified by us and our independent registered public accounting firm related to (i) a lack of accounting staff and resources with appropriate knowledge of U.S. GAAP and SEC reporting and compliance requirements; (ii) a lack of sufficient documented financial closing policies and procedures, specifically those related to period-end expenses cut-off and accruals; (iii) inadequate controls with respect to the maintenance of sufficient documentation for, and the evaluation of the accounting implications of, significant and non-routine payment transactions; (iv) a lack of sufficient documented financial closing policies and procedures, specifically those related to period-end expenses cut-off and accruals. Neither we nor our independent registered public accounting firm undertook a comprehensive assessment of our internal control under the Sarbanes-Oxley Act for purposes of identifying and reporting any weakness in our internal control over financial reporting. Had we performed a formal assessment of our internal control over financial reporting or had our independent registered public accounting firm performed an audit of our internal control over financial reporting, additional control deficiencies may have been identified.

#### *Remediation of Material Weaknesses*

To remediate our identified material weaknesses, we intend to adopt several measures to improve our internal control over financial reporting, including (i) hiring more qualified accounting personnel, including a financial controller, with relevant U.S. GAAP and SEC reporting experience and qualifications to strengthen the financial reporting function and setting up a financial and system control framework; (ii) implementing regular and continuous U.S. GAAP accounting and financial reporting training programs for our accounting and financial reporting personnel; (iii) setting up an internal audit function as well as engaging an external consulting firm to assist us with assessment of Sarbanes-Oxley compliance requirements and improvement of overall internal controls; (iv) preparing comprehensive accounting policies, manuals and closing procedures to improve the quality and accuracy of our period-end financial closing process; (v) setting up and maintaining a control process for the accounting implication assessment of all significant payment transactions, particularly those that are non-routine; (vi) setting up and maintaining a control process for maintaining all supporting documentation regarding non-routine transactions; (vii) updating the approval requirements for non-routine transactions to ensure that they match our transaction approval policies in place on our other accounts; and (viii) partnering with third party service providers and a custodian bank to assist with borrower bank account management.

We believe that the actions we are taking, as listed above, will help remedy the material weaknesses referred to above, and help strengthen our general internal controls and procedures over financial reporting. However, the process of designing and implementing an effective financial reporting system represents a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a financial reporting system that is adequate to satisfy our reporting obligations. While we have developed a remediation plan to address these material weaknesses, this remediation plan or any additional plan we plan to implement may be insufficient to address our material weaknesses and additional material weaknesses may be discovered in the future. We plan to continue to address and remediate additional control deficiencies we may identify during our evaluation process in 2021. If we fail to implement and maintain an effective system of internal controls or fail to remediate the material weaknesses in our internal control over financial reporting that have been identified, we may be unable to accurately report our results of operations or prevent fraud or fail to meet our reporting obligations, and investor confidence and the market price of our ADSs may be materially and adversely affected."

#### **Attestation Report on Internal Control over Financial Reporting of the Registered Public Accounting Firm**

This annual report on Form 20-F does not include an attestation report on Internal Control over Financial Reporting of our independent registered public accounting firm because we qualified as an "emerging growth company" as defined under the JOBS Act as of December 31, 2021.

#### **Changes in Internal Control over Financial Reporting**

There were no significant changes in our internal controls over financial reporting during the year ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting. We may identify additional control deficiencies in the future. Should we discover such deficiencies, we intend to remediate them as soon as possible.

**ITEM 16.**

**A. Audit Committee Financial Expert**

Our board of directors has determined that Mr. Wenbin Wu, an independent director (under the standards set forth under Section 303A of the Corporate Governance Rules of the New York Stock Exchange and Rule 10A-3 under the Exchange Act) and member of our audit committee, is an audit committee financial expert.

**B. Code of Ethics**

Our board of directors adopted a code of business conduct and ethics that applies to our directors, officers and employees in July 2017. We have posted a copy of our code of business conduct and ethics at <https://www.sec.gov/Archives/edgar/data/1346610/000119312517105710/d146303dex991.htm>.

SOS has not granted a waiver, including an implicit waiver, from a provision of the code of ethics to a principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

**C. Principal Accountant Fees and Services**

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by Shandong Haoxin Certified Public Accountants Co., Ltd. (“Haoxin”) and Audit Alliance LLP (“Audit Alliance”) (our independent registered public accounting firms), we did not pay any other fees to our independent registered public accounting firm during the periods indicated below.

	For the Year Ended December 31,		
	2021	2020	2019
Audit fees <sup>(1)</sup>	\$ 150	\$ 110	\$ 522

(1) “Audit fees” means the aggregate fees billed for each of the fiscal years for professional services rendered by our principal accountant for the audit of our annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years.

The policy of our audit committee is to pre-approve all audit and non-audit services including audit services, audit-related services, tax services and other 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.

**D. Exemptions From the Listing Standards for Audit Committees**

Not applicable.

**E. Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

None.

**F. Change in Registrant’s Certifying Accountant**

Not applicable.

**G. Corporate Governance**

As a Cayman Islands company listed on the NYSE, we are subject to the NYSE corporate governance listing standards. NYSE rules permit a foreign private issuer like us to follow the corporate governance practices of its home country. Certain corporate governance practices in the Cayman Islands, which is our home country, may differ significantly from the NYSE corporate governance listing standards. Currently, we rely on certain home country practices with respect to our corporate governance. See “Item 3. Key Information—D. Risk Factors—Risks Related to Our ADSs—You may face difficulties in protecting your interests, and your ability to protect your rights through U.S. courts may be limited, because we are registered under Cayman Islands law.”

**H. Mine Safety Disclosure**

Not applicable.

**I. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections**

Not applicable.

**PART III**

**ITEM 17. FINANCIAL STATEMENTS**

We have elected to provide financial statements pursuant to Item 18.

**ITEM 18. FINANCIAL STATEMENTS**

See pages F-1 through F-39.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of SOS Limited

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of SOS Limited (collectively, the "Company") as of December 31, 2021 and 2020, the related consolidated statements of income (loss), comprehensive income (loss), shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes to the consolidated financial statements and schedule (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial positions of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the 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 financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Audit Alliance LLP

We have served as the Company's auditor since 2020.

Singapore

May 2, 2022  
PCAOB ID Number 3481

## SOS LIMITED

## CONSOLIDATED BALANCE SHEETS

(US\$ thousands, except share data and per share data, or otherwise noted)

	December 31, 2021	December 31, 2020
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 338,026	\$ 3,722
Accounts receivable, net	26,129	10,235
Inventories	96,071	-
Other receivables, net	173,234	47,373
Amount due from related parties	7,839	3,693
Intangible assets	14,502	-
Tax recoverable	7,706	-
Total current assets	<u>663,507</u>	<u>65,023</u>
Non-current assets:		
Operating lease, right-of-use asset	3,401	4,158
Property, plant and equipment, net	28,320	509
Goodwill	72	72
Total non-current assets	<u>31,793</u>	<u>4,739</u>
Total assets	<u>\$ 695,300</u>	<u>\$ 69,762</u>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accrued liabilities	\$ 19,815	-
Accounts payable	29,487	1,078
Amount due to related parties	2,777	1,909
Operating lease liabilities	894	834
Contract liabilities	156	610
Tax payable	-	665
Other payables	6,684	1,681
Total current liabilities	<u>59,813</u>	<u>6,777</u>
Non-current liabilities:		
Operating lease liabilities	1,918	2,749
Total non-current liabilities	<u>1,918</u>	<u>2,749</u>
Total liabilities	<u>\$ 61,731</u>	<u>\$ 9,526</u>
Shareholder's equity		
Ordinary shares, \$0.001 par value, 6,000,000,000 shares authorized, comprising of 4,900,000,000 Class A shares and 1,100,000,000 Class B shares. 2,340,462,712 Class A shares and 97,722,525 Class B shares were issued and outstanding as of December 31, 2021. 327,616,985 Class A shares and 24,468,652 Class B shares were issued and outstanding as of December 31, 2020.	\$ 300	\$ 60
Additional paid-in capital	672,352	53,600
(Accumulated deficit)/retained earnings	(43,413)	5,838
Accumulated other comprehensive income	4,130	738
Non-controlling interests	200	-
Total shareholder's equity	<u>\$ 633,569</u>	<u>\$ 60,236</u>
Total liabilities and shareholders' equity	<u>\$ 695,300</u>	<u>\$ 69,762</u>

The accompanying notes are an integral part of these consolidated financial statements.

## SOS LIMITED

CONSOLIDATED STATEMENTS OF PROFIT AND OTHER COMPREHENSIVE INCOME  
(US\$ thousands, except share data and per share data, or otherwise noted)

	For the Years Ended December 31,		
	2021	2020	2019
<b>REVENUES</b>	\$ 357,821	\$ 50,289	\$ 11,577
COST OF REVENUES	(336,752)	(37,295)	(9,459)
<b>GROSS PROFIT</b>	21,069	12,994	2,118
<b>OPERATING EXPENSES:</b>			
General and administrative expenses	(28,208)	(2,401)	(365)
Selling expenses	(674)	-	-
Share-based compensation	(33,537)	(506)	-
<b>Total operating expenses</b>	<b>(62,419)</b>	<b>(2,907)</b>	<b>(365)</b>
<b>(LOSS)/INCOME FROM OPERATIONS</b>	<b>(41,350)</b>	<b>10,087</b>	<b>1,753</b>
<b>OTHER (EXPENSE)/INCOME</b>			
Loss on acquisition	-	(5,679)	-
Other (expense)/income, net	(6,962)	625	41
<b>Total (expenses)/income</b>	<b>(6,962)</b>	<b>(5,054)</b>	<b>41</b>
<b>(LOSS)/INCOME BEFORE INCOME TAXES</b>	<b>(48,312)</b>	<b>5,033</b>	<b>1,794</b>
<b>INCOME TAXES</b>	<b>(739)</b>	<b>(147)</b>	<b>(324)</b>
<b>NET (LOSS) /PROFIT</b>	<b>(49,051)</b>	<b>4,886</b>	<b>1,470</b>
<b>DISCONTINUED OPERATIONS</b>			
Loss from discontinued operations	-	(545)	-
Income from disposal of discontinued operations	-	63	-
<b>LOSS FROM DISCONTINUED OPERATIONS</b>	<b>-</b>	<b>(482)</b>	<b>-</b>
<b>NET (LOSS)/PROFIT</b>	<b>\$ (49,051)</b>	<b>\$ 4,404</b>	<b>\$ 1,470</b>
Net income attributable to noncontrolling interests	(200)	-	-
<b>NET (LOSS) ATTRIBUTABLE TO SOS LIMITED</b>	<b>\$ (49,251)</b>	<b>\$ 4,404</b>	<b>\$ 1,470</b>
<b>OTHER COMPREHENSIVE (LOSS)/INCOME</b>			
Foreign currency translation	3,392	874	(16)
<b>TOTAL COMPREHENSIVE (LOSS) /INCOME</b>	<b>\$ (45,859)</b>	<b>\$ 5,278</b>	<b>\$ 1,454</b>
Weighted average number of ordinary shares			
Basic	2,340,462,712	325,996,667	59,323,349
Diluted	2,775,018,991	488,960,010	59,323,349
<b>(LOSS)/EARNINGS PER SHARE</b>			
Basic	\$ (0.0202)	\$ 0.0135	\$ 0.0248
Diluted	\$ (0.0177)	\$ 0.0090	\$ 0.0248

The accompanying notes are an integral part of these consolidated financial statements.

## SOS LIMITED

**CONSOLIDATED STATEMENTS OF EQUITY**  
(US\$ thousands, except share data and per share data, or otherwise noted)

	Ordinary shares			Total shares	Additional		(Accumulated deficits)/retained earnings	Accumulated other comprehensive income	Non- controlling interests	Total shareholder's equity
	Class A shares	Class B shares	Treasury stock		Par value	Paid-in capital				
<b>Balance, January 1, 2019</b>	<b>46,051,534</b>	<b>16,409,405</b>	-	<b>62,460,939</b>	\$ <b>6</b>	\$ <b>(6)</b>	\$ <b>(135)</b>	\$ <b>-</b>	\$ <b>-</b>	\$ <b>(136)</b>
Net income	-	-	-	-	-	-	1,470	-	-	1,470
Foreign currency translation	-	-	-	-	-	-	5	(21)	-	(16)
<b>Balance, December 31, 2019</b>	<b>46,051,534</b>	<b>16,409,405</b>	-	<b>62,460,939</b>	\$ <b>6</b>	\$ <b>(6)</b>	<b>1,340</b>	<b>(16)</b>	-	<b>1,324</b>
Acquisition of China Rapid Finance	66,700,624	5,935,606	-	72,636,230	7	9,654	-	-	-	9,661
Cash paid by investors pursuant to reverse acquisition	-	-	-	-	-	1,000	-	-	-	1,000
Issuance of Class A Ordinary Shares and warrant closed on July 1, 2020, August 27, 2020, November 3, 2020	186,363,343	-	-	186,363,343	19	38,425	-	-	-	38,444
Issuance of Class A Ordinary Shares and warrant closed on 23/12/2020	52,000,000	-	(26,000,000)	26,000,000	3	3,575	-	-	-	3,578
Share based compensation granted to management	2,501,484	2,123,641	-	4,625,125	1	952	-	(2)	-	951
Net profit	-	-	-	-	-	-	4,404	-	-	4,404
Foreign currency translation	-	-	-	-	24	-	94	756	-	874
<b>Balance, December 31, 2020</b>	<b>353,616,985</b>	<b>24,468,652</b>	<b>(26,000,000)</b>	<b>352,085,637</b>	\$ <b>60</b>	\$ <b>53,600</b>	\$ <b>5,838</b>	\$ <b>738</b>	\$ <b>-</b>	\$ <b>60,236</b>
Share-based compensation	47,587,500	73,253,873	-	120,841,373	12	33,141	-	-	-	33,153
Issuance of Class A Ordinary Shares and warrant	2,636,058,227	-	(670,800,000)	1,965,258,227	194	585,645	-	-	-	585,839
Foreign currency translation	-	-	-	-	-	-	-	3,392	-	3,392
Net loss	-	-	-	-	-	-	(49,251)	-	200	(49,051)
<b>Balance, December 31, 2021</b>	<b>3,037,262,712</b>	<b>97,722,525</b>	<b>(696,800,000)</b>	<b>2,438,185,237</b>	\$ <b>266</b>	<b>672,386</b>	<b>(43,413)</b>	<b>4,130</b>	<b>200</b>	<b>633,569</b>

The accompanying notes are an integral part of these consolidated financial statements.

## SOS LIMITED

**CONSOLIDATED STATEMENTS OF CASH FLOW**  
(US\$ thousands, except share data and per share data, or otherwise noted)

	Year ended December 31, 2021	Year ended December 31 2020	Year ended December 31, 2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net (loss)/income	\$ (49,251)	\$ 4,404	\$ 1,470
<b>Adjustments for:</b>			
Depreciation of property, plant and equipment	5,203	2	2
Depreciation of right-of-use asset	843	-	-
Share-based compensation	33,537	506	-
Accretion of finance leases	152	-	-
Allowance for doubtful accounts - accounts receivable	963	1	5
Allowance for doubtful accounts - other receivables	269	158	146
Impairment of intangible assets	925	-	-
Loss on acquisition	-	5,679	-
Income from disposal of discontinued operations	-	(63)	-
	<u>41,892</u>	<u>6,283</u>	<u>153</u>
<b>Changes in operating assets and liabilities:</b>			
Accounts receivable	(15,894)	(2,065)	(5,455)
Other receivables	(125,861)	(36,019)	(1,498)
Amount due from related parties	(4,146)	(2,871)	3,278
Inventories	(96,071)	-	-
Intangible assets	(14,502)	-	-
Accrued liabilities	19,815	-	-
Tax (recoverable)/payable	(8,371)	292	364
Accounts payable	28,409	(11,940)	3,851
Other payables	5,003	1,484	(217)
Amount due to related parties	868	(3,666)	(1,934)
Contract liabilities	(454)	546	32
Net cash (used in)/generated from operating activities	<u>(218,563)</u>	<u>(43,552)</u>	<u>44</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of property, plant and equipment	(33,034)	(501)	-
Proceed from disposals of discontinued operations	-	3,500	-
Net cash (used in)/generated from investing activities	<u>(33,034)</u>	<u>2,999</u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Repayment of principle portion of lease liabilities	(1,764)	-	-
Proceed from share issuance, net of issuance costs	585,839	3,578	-
Proceeds from private equity placement, net of issuance costs	-	39,973	-
Net cash generated from financing activities	<u>584,075</u>	<u>43,551</u>	<u>-</u>
<b>EFFECT OF EXCHANGE RATES ON CASH</b>	<u>1,825</u>	<u>683</u>	<u>(16)</u>
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS</b>	<u>334,303</u>	<u>3,681</u>	<u>28</u>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	<u>3,722</u>	<u>41</u>	<u>13</u>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<u>\$ 338,025</u>	<u>\$ 3,722</u>	<u>\$ 41</u>
<b>Supplemental cash flow information</b>			
Cash paid for income tax	3,480	1,962,855	587,174
Purchases of USDT from a third party exchange platform	65,000	-	-
Payment of deposits on equipment in USDT	<u>(65,000)</u>	<u>-</u>	<u>-</u>

The accompanying notes are an integral part of these consolidated financial statements.

**SOS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)****1. ORGANIZATION AND PRINCIPAL ACTIVITIES**

We were formed in Delaware on July 12, 2004 as China Risk Finance LLC. We began our credit analytics service provider business in 2001. We developed our proprietary, advanced technology over the past 18 years, during which our founders and management team advised many of China's largest banks in analyzing consumer credit to issue over one hundred million credit cards to consumers. On April 28, 2017, our ADSs commenced trading on the NYSE under the symbol "XRF." In May 2017, we completed our IPO in which we sold a total of 11,500,000 of our ADSs, each representing ten Class A Ordinary Shares and listing of our ADSs on the NYSE. In the third quarter 2018, due to regulatory changes that made it cost-prohibitive, and in some ways very risky from the regulatory compliance perspective, to own and operate our legacy marketplace lending platform, we decided to cease the customer acquisition and loan facilitation at our legacy marketplace lending platform and started to transition our business to other industries.

On May 5, 2020, we entered into a set of agreements with Yong Bao Two Limited ("YBT"), the shareholders of YBT (the "YBT Shareholders"), eight individual investors introduced by YBT (collectively with the YBT Shareholders, the "Investors") and True North Financial, LLC to acquire YBT, which controls its variable interest entity SOS Information Technology Co., Ltd. The transaction was consummated on May 15, 2020. As a result, we now own 100% of YBT, which controls its variable interest entity, SOS Information Technology Co., Ltd.. The shares issued to the Investors were relied on exemption from registration in accordance with Regulation S and/or Rule 4(a)(2) under the Securities Act of 1933, as amended. Accordingly, we started our newly acquired data mining and targeted marketing services business through SOS Information.

On August 3, 2020, we entered into certain share purchase agreement (the "Disposition SPA") with Hantu (Hangzhou) Asset Management Co., Ltd. (the "Purchaser"). Pursuant to the Disposition SPA, the Purchaser agreed to purchase CRF China Holding Co. Limited, a Hong Kong limited company, China Capital Financial LLC, a Delaware limited liability company, CRF China Limited, a British Virgin Islands company, CRF Technology LLC, a California limited liability company, and HML China LLC, a Delaware limited liability company (collectively, the "XRF Subsidiaries") in exchange for cash consideration of \$3.5 million. Upon the closing of the transaction (the "Disposition") contemplated by the Disposition SPA, the Purchaser will become the sole shareholder of the XRF Subsidiaries and as a result, assume all assets and liabilities of all the subsidiaries and variable interest entities owned or controlled by the XRF Subsidiaries. The Disposition closed on August 6, 2020. As a result of the Disposition, we ceased our legacy peer-to-peer lending business and have since focused on becoming a leading high-technology services business with services including marketing data, technology and solutions for insurance companies and emergency rescue services in China. We also changed our trading symbol to "SOS."

We provide a wide range of data mining and analysis services to our corporate and individual members, including providing marketing data, technology and solutions for insurance companies, emergency rescue services, and insurance product and health care information portal in China. Our mission is to make it easier, safer and more efficient for our clients to obtain and process the data of their target customers.

We primarily address the large unmet demand for marketing-related data for clients such as insurance companies, financial institutions, medical institutions, healthcare providers and other service providers in the emergency rescue services industry by creating a SOS cloud emergency rescue service software as a service (SaaS) platform.

In 2020, we have launched our crypto mining business, and aim to start infrastructure services in blockchain security for our big data insurance marketing as well as provide insurance and banking services for digital assets and cryptocurrencies.

## SOS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(US\$ thousands, except share data and per share data, or otherwise noted)

## 1. ORGANIZATION AND PRINCIPAL ACTIVITIES - continued

The accompanying consolidated financial statements reflect the activities of SOS Limited and each of the following entities:

Name	Background	
SOS Information Technology New York Inc.	A New York company Incorporated on July 15, 2020 A holding company	SOS NY
Yong Bao Two Ltd.	A British Virgin Island company Incorporated on February 29, 2020 A holding company	YBT
Canada XX Exchange Ltd.	Digital asset exchange platform	Canada XX
US XX Exchange Ltd.	Digital asset exchange platform	US XX
Future Technology Global Ltd. (HK)	A 100% subsidiary of SOS Information Technology Co., Ltd.	Future Technology
FDW Limited	A 100% subsidiary of SOS Ltd.	FDW Limited
China SOS Ltd.	A Hong Kong limited liability company Incorporated on June 19, 2019 A holding company	China SOS
FD LLC	A 51% owned JV with Niagara Development LLC	FD LLC
Qingdao SOS Investment Management Co., Ltd.	A 100% subsidiary of China SOS Limited, a WFOE	WFOE
Qingdao SOS Investment LLP	A 99% subsidiary of Qingdao SOS Investment Management Co., Ltd.(PRC)	Qingdao SOS
SOS Auto Service CO.,Ltd.	A 99% subsidiary of Qingdao SOS Investment Management Co., Ltd.(PRC)	Other Subsidiary
SOS Industrial Holding Co., Ltd.	A VIE of Qingdao SOS Management Consulting Co., Ltd.	VIE
Qingdao SOS Digital Technologies Inc. (PRC)	A 100% subsidiary of Qingdao Enterprise Co. Ltd., operates insurance marketing business,10085 hot line, bankcard promotional center and SaaS service	Other Subsidiary
SOS Information Technology Co., Ltd.	A 100% subsidiary of Qingdao Enterprise Co. Ltd., operates insurance marketing business, 10086 hot line, bankcard promotional center and SaaS service	Other Subsidiary
Inner Mongolia SOS Insurance Agency Co., Ltd.	A 100% subsidiary of SOS Information Technology Co., Ltd, which operates insurance brokerage business within Inner Mongolia region	Other Subsidiary
Common Prosperity Technology Co., Ltd.	A 50% subsidiary of SOS International Trading Co., Ltd. and another 50% owned by Qingdao SOS Investment LLP	Other Subsidiary
SOS International Trading Co., Ltd.	A 100% subsidiary of SOS Information Technology Co., Ltd.	Other Subsidiary
SOS Ronghe Digital Technology Co., Ltd. (PRC)	A 69% subsidiary of SOS Information Technology Co., Ltd.	Other Subsidiary
Weigou International Trading Co., Ltd.	A 99% subsidiary of Qingdao Investment LLP	Other Subsidiary
Shuyun International Trading Co., Ltd.	A 99% subsidiary of Qingdao Investment LLP	Other Subsidiary
Chexiaoeer Technology Co., Ltd.	A 25% subsidiary of Qingdao Investment LLP and A 30% owned by SOS Auto Service Co., Ltd.	Other Subsidiary

## SOS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(US\$ thousands, except share data and per share data, or otherwise noted)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

***Basis of presentation***

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for information pursuant to the rules and regulations of the SEC.

***Principles of consolidation***

The consolidated financial statements include the financial statements of the Company and its subsidiaries, which include the wholly- foreign owned enterprise ("WFOE") and variable interest entities ("VIEs") over which the Company exercises control and, when applicable, entities for which the Company has a controlling financial interest or is the primary beneficiary. All transactions and balances among the Company and its subsidiaries have been eliminated upon consolidation.

***Variable Interest Entity Agreements***

On May 14, 2020, Weibao Enterprise Management Consulting (Shijiazhuang) Co., Ltd. ("Weibao Enterprise"), Guian New Area Zhongyuan Technology Co., Ltd. ("Zhongyuan Technology"), and Messrs. Yilin Wang, Weidong Feng, and Xianlong Wu, citizens of China and shareholders of Zhongyuan Technology, entered into the following agreements, or collectively, the "Variable Interest Entity Agreements" or "VIE Agreements," pursuant to which Weibao Enterprise has contractual rights to control and operate the business of Zhongyuan Technology (the "VIE"). Therefore, pursuant to ASC 810, Zhongyuan Technology has been included in the Company's consolidated financial statements since then.

The VIE Agreements are as follows:

- 1) Technical Consulting and Service Agreement by and between Weibao Enterprise and Zhongyuan Technology. Pursuant to the Exclusive Technical Consulting and Service Agreement, Weibao Enterprise agreed to act as the exclusive consultant of Zhongyuan Technology and provide technical consulting and services to Zhongyuan Technology. In exchange, Zhongyuan Technology agreed to pay Weibao Enterprise a technical consulting and service fee, the amount of which is to be equivalent to the amount of net profit before tax of Zhongyuan Technology, payable on a quarterly basis after making up losses of previous years (if necessary) and deducting necessary costs, expenses and taxes related to the business operations of Zhongyuan Technology. Without the prior written consent of Weibao Enterprise, Zhongyuan Technology may not accept the same or similar technical consulting and services provided by any third party during the term of the agreement. All the benefits and interests generated from the agreement, including but not limited to intellectual property rights, know-how and trade secrets, will be Weibao Enterprise's sole and exclusive property. This agreement has a term of 20 years and may be extended unilaterally by Weibao Enterprise with Weibao Enterprise's written confirmation prior to the expiration date. Zhongyuan Technology cannot terminate the agreement early unless Weibao Enterprise commits fraud, gross negligence or illegal acts, or becomes bankrupt or winds up.

## SOS LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)**

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES - continued

- 2) Equity Interest Purchase Option Agreement by and among Weibao Enterprise, Zhongyuan Technology, and Messrs. Yilin Wang, Weidong Feng and Xianlong Wu. Pursuant to the Exclusive Purchase Option Agreement, Messrs. Yilin Wang, Weidong Feng and Xianlong Wu granted to Weibao Enterprise and any party designated by Weibao Enterprise the exclusive right to purchase, at any time during the term of this agreement, all or part of the equity interests in Zhongyuan Technology, or the "Equity Interests," at a purchase price equal to the registered capital paid by Messrs. Yilin Wang, Weidong Feng and Xianlong Wu for the Equity Interests, or, in the event that applicable law requires an appraisal of the Equity Interests, the lowest price permitted under applicable law. Pursuant to powers of attorney executed by Messrs. Yilin Wang, Weidong Feng and Xianlong Wu, they irrevocably authorized any person appointed by Weibao Enterprise to exercise all shareholder rights, including but not limited to voting on their behalf on all matters requiring approval of Zhongyuan Technology's shareholders, disposing of all or part of the shareholders' equity interest in Zhongyuan Technology, and electing, appointing or removing directors and executive officers. The person designated by Weibao Enterprise is entitled to dispose of dividends and profits on the equity interest without reliance on any oral or written instructions of Messrs. Yilin Wang, Weidong Feng and Xianlong Wu. The powers of attorney will remain in force for so long as Messrs. Yilin Wang, Weidong Feng and Xianlong Wu remain the shareholders of Zhongyuan Technology. Messrs. Yilin Wang, Weidong Feng and Xianlong Wu have waived all the rights which have been authorized to Weibao Enterprise's designated person under the powers of attorney.
- 3) Equity Pledge Agreement by and among Weibao Enterprise, Zhongyuan Technology, and Messrs. Yilin Wang, Weidong Feng and Xianlong Wu. Pursuant to the Equity Pledge Agreement, Mr. Messrs. Yilin Wang, Weidong Feng and Xianlong Wu pledged all of the Equity Interests to Weibao Enterprise to secure the full and complete performance of the obligations and liabilities on the part of Zhongyuan Technology and them under this and the above contractual arrangements. If Zhongyuan Technology, Messrs. Yilin Wang, Weidong Feng or Xianlong Wu breaches their contractual obligations under these agreements, then Weibao Enterprise, as pledgee, will have the right to dispose of the pledged equity interests. Messrs. Yilin Wang, Weidong Feng and Xianlong Wu agree that, during the term of the Equity Pledge Agreements, they will not dispose of the pledged equity interests or create or allow any encumbrance on the pledged equity interests, and they also agree that Weibao Enterprise's rights relating to the equity pledge should not be interfered with or impaired by the legal actions of the shareholders of Zhongyuan Technology, their successors or designees. During the term of the equity pledge, Weibao Enterprise has the right to receive all of the dividends and profits distributed on the pledged equity. The Equity Pledge Agreement will terminate as soon as reasonably practical when Zhongyuan Technology, Messrs. Yilin Wang, Weidong Feng and Xianlong Wu have completed all their obligations under the contractual agreements described above.
- 4) Voting Rights Proxy and Financial Support Agreement by and among Weibao Enterprise, Zhongyuan Technology, and Messrs. Yilin Wang, Weidong Feng and Xianlong Wu. Pursuant to the Voting Rights Proxy and Financial Support Agreement, Messrs. Yilin Wang, Weidong Feng and Xianlong Wu entrusts Weibao Enterprise or Weibao Enterprise's designee to vote on their behalf at the shareholder meetings of Zhongyuan Technology. As consideration for the entrustment of the voting rights of Messrs. Yilin Wang, Weidong Feng and Xianlong Wu at Zhongyuan Technology's shareholder meetings to Weibao Enterprise, Weibao Enterprise agreed to arrange for funds to be provided as necessary in connection with the business operations of Zhongyuan Technology. Weibao Enterprise further agreed that if the business were to fail in the ordinary course of business, none of Messrs. Yilin Wang, Weidong Feng and Xianlong Wu shall have any obligation to repay the financial support provided by Weibao Enterprise.

## SOS LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)**

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES - continued

**Reverse Acquisitions of China Rapid Finance by SOS**

On May 18, 2020, the Company completed the reverse acquisition with Yong Bao Two Ltd. ("YBT"), the parent company of SOS Information Technology Co., Ltd. ("SOS"), acquiring 37,985,203 Class A ordinary shares, and 3,465,574 Class B ordinary shares, par value \$0.193 per ordinary share, for its SOS's asset injection and private placement transactions.

Following the completion of the acquisition, the operations of the Company were primarily comprised of the operations of SOS.

SOS was determined to be the accounting acquirer of the Company. As such, the historical financial statements are those of SOS, and SOS's equity has been re-cast to reflect the equity structure of the Company and the shares of common stock received.

The reverse acquisition was accounted for as asset acquisitions. The purchase price for China Rapid Finance ("CRF") was \$9.7 million. The transaction price of CRF includes 100% of all outstanding stock valued at net \$9.7 million. The stock exchanged equal to the 72,636,230 shares of CRF outstanding prior to the issuance of additional shares in the acquisition, at the market price of \$0.133 per share. The total purchase price has been allocated based on an estimate of the fair value of CRF's assets acquired and liabilities assumed with the remainder recorded as an expense.

On May 18, 2020, the fair value of the following assets and liabilities were acquired resulting in the total loss of approximately \$5.7 million:

*Dollars in thousands*

<b>Total Purchase Price</b>	<b>\$ 9,660</b>
<i>Net Assets Acquired:</i>	
<u>Assets</u>	
Cash and cash equivalents	13,664
Restricted cash	26,524
Accounts receivable	7,426
Inventories	8
Prepaid expenses and other current assets	110
Intangible assets	2,969
Other assets	2,682
<b>Total Assets</b>	<b>53,419</b>
<u>Liabilities</u>	
Accounts payable and accrued liabilities	(49,437)
Total Liabilities	(49,437)
<b>Net Assets Acquired</b>	<b>3,982</b>
<b>Loss on Acquisition</b>	<b>\$ 5,679</b>

**SOS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES - continued

On August 3, 2020, SOS Limited (the "Company," previously known as China Rapid Finance Limited) and Hantu (Hangzhou) Asset Management Co., Ltd. (the "Purchaser") entered into certain share purchase agreement (the "Disposition SPA"). Pursuant to the Disposition SPA, the Purchaser agreed to purchase CRF China Holding Co. Limited, a Hong Kong limited company ("CRF China"), China Capital Financial LLC, a Delaware limited liability company ("China Capital"), CRF China Limited, a British Virgin Islands company ("CRF BVI"), CRF Technology LLC, a California limited liability company ("CRF Technology"), and HML China LLC, a Delaware limited liability company ("HML") (collectively, the "Subsidiaries") in exchange for cash consideration of \$3.5 million (the "Purchase Price"). Upon the closing of the transaction (the "Disposition") contemplated by the Disposition SPA, the Purchaser will become the sole shareholder of the Subsidiaries and as a result, assume all assets and liabilities of all the subsidiaries and variable interest entities owned or controlled by the Subsidiaries.

On August 3, 2020, the fair value of the following assets and liabilities were disposed of resulting in the total gain of approximately \$0.063 million:

<i>Dollars in thousands</i>	
<b>Total Selling Price</b>	<b>\$ 3,500</b>
<i>Net Assets Disposed:</i>	
Total Assets	53,654
Total Liabilities	(50,217)
<b>Net Assets Disposed</b>	<b>3,437</b>
<b>Income from disposal of discontinued operations</b>	<b>\$ 63</b>

Loss on discontinued operations for the year ended December 31, 2020 was as follows:

<i>Dollars in thousands</i>	
<b>Revenue</b>	<b>\$ 453</b>
Expenses	(998)
<b>Loss on discontinued operations</b>	<b>\$ (545)</b>

**SOS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)**

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES - continued

***Use of estimates and assumptions***

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the periods presented. Significant accounting estimates reflected in the Company's consolidated financial statements include the useful lives of plant and equipment and intangible assets, capitalized development costs, impairment of long-lived assets, allowance for doubtful accounts, revenue recognition, allowance for deferred tax assets and uncertain tax position, and inventory allowance. Actual results could differ from these estimates.

***Foreign currency translation and transaction***

The reporting currency of the Company is the U.S. dollar. The Company in China conducts its businesses in the local currency, Renminbi (RMB), as its functional currency. Assets and liabilities are translated at the unified exchange rate as quoted by the People's Bank of China at the end of the period. The statement of income accounts is translated at the average translation rates and the equity accounts are translated at historical rates. Translation adjustments resulting from this process are included in accumulated other comprehensive income. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred.

Translation adjustments included in accumulated other comprehensive income (loss) amounted to \$4,130,440, \$738,038, as of December 31, 2021, 2020, respectively. The balance sheet amounts, with the exception of shareholders' equity at December 31, 2021, 2020 were translated at 6.3757, 6.8632 RMB, respectively. The shareholders' equity accounts were stated at their historical rate. The average translation rates applied to statement of income accounts for the years ended December 31, 2021, 2020 and 2019 were 6.4512 RMB, 6.6174 RMB and 6.8985 RMB to \$1.00, respectively. Cash flows are also translated at average translation rates for the periods, therefore, amounts reported on the statement of cash flows will not necessarily agree with changes in the corresponding balances on the consolidated balance sheet.

***Cash and cash equivalents***

Cash and cash equivalents consist of cash on hand; demand deposits and time deposits placed with banks or other financial institutions and have original maturities of less than three months.

***Accounts receivable, net***

Accounts receivable include trade accounts due from customers. Accounts are considered overdue after 30 days. In establishing the required allowance for doubtful accounts, management considers historical collection experience, aging of the receivables, the economic environment, industry trend analysis, and the credit history and financial conditions of the customers. Management reviews its receivables on a regular basis to determine if the bad debt allowance is adequate, and adjusts the allowance when necessary. Delinquent account balances are written-off against allowance for doubtful accounts after management has determined that the likelihood of collection is not probable.

**SOS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)**

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES - continued

***Other receivables, net***

Other receivables primarily include deposits for business acquisitions, setup of research center, advances to employees, and others. Management regularly reviews the aging of receivables and changes in payment trends and records allowances when management believes collection of amounts due are at risk. Accounts considered uncollectable are written off against allowances after exhaustive efforts at collection are made.

***Inventories***

The availability and prices of inventories are subject to wide fluctuations due to factors such as changes in weather conditions, government programs and policies, competition, changes in customer preferences. Currently, the Company entered into non-derivative contracts. The inventories are valued at the lower of cost or market. The Company determines cost based on the first-in, first-out method. Periodic reviews of inventories for obsolescence mean any inventories identified as obsolete are reserved or written off. In case of inventory damage, the amount of disposal income after deducting the book value and relevant taxes shall be included in the operating expenses. In the balance sheet, the inventory items are reflected by the net amount after deducting the inventory price reduction provision.

If any of the following circumstances are found, the Company shall make inventory impairment:

- The market price continues to fall, and there is no prospect of recovery in the foreseeable future;
- Inventory are obsolete, the consumers' preferences change, or the market demand changes, resulting in the decline of the market price;
- Other circumstances sufficient to prove that the inventory has been substantially impaired.

Inventory price reduction provisions are measured by the cost and net realizable value of a single inventory item; the inventory price reduction provision can be written off by the inventory category for inventory with large quantities and low unit prices.

The Company's inventory is mainly composed of sesame, servers, gold powder, sulfur, diluted asphalt, and mining machines. Due to the rapid turnover rate, no impairment is required.

**SOS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(US\$ thousands, except share data and per share data, or otherwise noted)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES - continued

***Property, plant and equipment, net***

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are as follows:

Category	Depreciation method	Estimated useful lives
Office equipment, fixtures and furniture	Straight-line	5 years

The cost and accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the consolidated statements of income and comprehensive income. Expenditures for maintenance and repairs are charged to earnings as incurred, while additions, renewals and betterments, which are expected to extend the useful life of assets, are capitalized. The Company also re-evaluates the periods of depreciation to determine whether subsequent events and circumstances warrant revised estimates of useful lives.

***Intangible assets***

Intangible assets (including BTC, ETH and USDT) are included in current assets in the accompanying consolidated balance sheets. Intangible assets purchased are recorded at cost and digital assets awarded to the Company through its mining activities are accounted for in connection with the Company's revenue recognition policy disclosed below.

Intangible assets held are accounted for as intangible assets with indefinite useful lives. An intangible asset with an indefinite useful life is not amortized but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value, which is measured using the quoted price of the digital assets at the time its fair value is being measured. In testing for impairment, the Company has the option to first perform a qualitative assessment to determine whether it is more likely than not that an impairment exists. If it is determined that it is not more likely than not that an impairment exists, a quantitative impairment test is not necessary. If the Company concludes otherwise, it is required to perform a quantitative impairment test. To the extent an impairment loss is recognized, the loss establishes the new cost basis of the asset. Subsequent reversal of impairment losses is not permitted.

Purchases of intangible assets by the Company, if any, will be included within investing activities in the accompanying consolidated statements of cash flows, while digital assets awarded to the Company through its mining activities are included within operating activities on the accompanying consolidated statements of cash flows. The sales of digital assets are included within investing activities in the accompanying consolidated statements of cash flows and any realized gains or losses from such sales are included in "realized gain/(loss) on exchange of intangible assets" in the consolidated statements of operations and comprehensive income/(loss). The Company accounts for its gains or losses in accordance with the first-in first-out method of accounting.

***Digital asset mining***

The Company has entered into digital asset mining pools by executing contracts with the mining pool operators to provide computing power to the mining pool. The contracts are terminable at any time by either party and the Company's enforceable right to compensation only begins when the Company provides computing power to the mining pool operator. In exchange for providing computing power, the Company is entitled to a fractional share of the fixed digital assets award the mining pool operator receives, for successfully adding a block to the blockchain. The Company's fractional share is based on the proportion of computing power the Company contributed to the mining pool operator to the total computing power contributed by all mining pool participants in solving the current algorithm.

Providing computing power in digital asset transaction verification services is an output of the Company's ordinary activities. The provision of such computing power is the only performance obligation in the Company's contracts with mining pool operators. The transaction consideration the Company receives, if any, is noncash consideration, which the Company measures at fair value on the date received, which is not materially different than the fair value at contract inception or the time the Company has earned the award from the pools. The consideration is all variable. Because it is not probable that a significant reversal of cumulative revenue will not occur, the consideration is constrained until the mining pool operator successfully places a block (by being the first to solve an algorithm) and the Company receives confirmation of the consideration it will receive, at which time revenue is recognized. There is no significant financing component in these transactions.

Fair value of the digital assets award received is determined using the quoted price of the related digital assets at the time of receipt. There is currently no specific definitive guidance under US GAAP or alternative accounting framework for the accounting for digital assets recognized as revenue or held, and management has exercised significant judgment in determining the appropriate accounting treatment. In the event authoritative guidance is enacted by the FASB, the Company may be required to change its policies, which could have an effect on the Company's consolidated financial position and results from operations.

***Goodwill***

Goodwill of \$71,977 was recognized as of December 31, 2020 in connection with the SOS IT Acquisition. In future years, the Company will complete an annual impairment test for goodwill that includes an assessment of qualitative factors including, but not limited to, macroeconomic conditions, industry and market conditions, and entity specific factors such as strategies and financial performance. The Company will perform annual impairment tests as of December 31, 2021 or earlier if indicators of impairment exist. There were no indicators of goodwill impairment as of December 31, 2021.

***Impairment for long-lived assets***

Long-lived assets, including property and equipment and intangible assets with finite lives are reviewed for impairment whenever events or changes in circumstances (such as a significant adverse change to market conditions that will impact the future use of the assets) indicate that the carrying value of an asset may not be recoverable. The Company assesses the recoverability of the assets based on the undiscounted future cash flows the assets are expected to generate and recognize an impairment loss when estimated undiscounted future cash flows expected to result from the use of the asset plus net proceeds expected from disposition of the asset, if any, are less than the carrying value of the asset. If an impairment is identified, the Company would reduce the carrying amount of the asset to its estimated fair value based on a discounted cash flows approach or, when available and appropriate, to comparable market values. As of December 31, 2021, 2020 and 2019, no impairment of long-lived assets was recognized.

**SOS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)**

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES - continued

***Fair value measurement***

The accounting standard regarding fair value of financial instruments and related fair value measurements defines financial instruments and requires disclosure of the fair value of financial instruments held by the Company.

The accounting standards define fair value, establish a three-level valuation hierarchy for disclosures of fair value measurement and enhance disclosure requirements for fair value measures. The three levels are defined as follow:

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.

Level 3 inputs to the valuation methodology are unobservable and significant to the fair value.

***Non-recurring measurement of fair value***

The Company accounts for its digital currencies as indefinite-lived intangible assets in accordance with Accounting Standards Codification ("ASC") 350, Intangibles – Goodwill and Other. The Company's digital currencies are initially recorded at fair value upon receipt (or "carrying value"). On a quarterly basis, they are measured at carrying value, net of any impairment losses incurred since receipt. Pursuant to guidance from ASC 820, Fair Value Measurement, the Company is required to determine the non-recurring fair value measurement used to determine impairment of the digital currencies held on the balance sheet. The Company will record impairment losses as the fair value falls below the carrying value of the digital currencies. The digital currencies can only be marked down when impaired and not marked up when their value increases. The resulting carrying value represents the fair value of the asset. The last impairment date for the digital currencies was December 31, 2021. The Company had an outstanding carrying balance of digital assets of approximately \$15.1 million, net of impairment losses incurred of \$0.6 million for the year ended December 31, 2021. As of December 31, 2021, the fair value of the approximate 174 bitcoin and 2,770 ethereum held as digital currencies is approximately \$14.5 million.

**SOS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)**

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES - continued

**Revenue recognition**

The Company adopted Accounting Standards Update (“ASU”) 2014-09 Revenue from Contracts with Customers (ASC 606). The ASU requires the use of a new five-step model to recognize revenue from customer contracts. The five-step model requires that the Company (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, including variable consideration to the extent that it is probable that a significant future reversal will not occur, (iv) allocate the transaction price to the respective performance obligations in the contract, and (v) recognize revenue when (or as) the Company satisfies the performance obligation.

The Company recognizes services revenue for all kind of services provided according to monthly statements with customers, depending on the terms, provided that: there will be acknowledgment by customer as services provided; persuasive evidence of an agreement exists documenting the specific terms of the transaction; the sales price is fixed or determinable; and collectability is reasonably assured. Management assesses the business environment, the customer’s financial condition, historical collection experience, accounts receivable aging, and customer disputes to determine whether collectability is reasonably assured.

The Company also generates revenue from commodity trading. The revenue is measured based on the consideration specified in the contract with the customers, and excludes any sales incentives. The Company follows a policy of recognizing revenue at a single point in time when it satisfies its performance obligation by transferring control over a product or service to a customer, i.e. the company recognizes revenue when goods has been delivered and title to the goods and risk associated with the good have been completed transferred to the customer.

The products sold in the PRC are subject to a Chinese value-added tax (“VAT”). VAT taxes are presented as a reduction of revenue.

**Operating lease**

We adopted ASU No. 2016-02, Leases (Topic 842), or ASC 842, from January 1, 2020. We determine if an arrangement is a lease or contains a lease at lease inception. For operating leases, we recognize a right-of-use (“ROU”) asset and a lease liability based on the present value of the lease payments over the lease term on the consolidated balance sheets at commencement date. As most of our leases do not provide an implicit rate, we estimate our incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The incremental borrowing rate is estimated to approximate the interest rate on a collateralized basis with similar terms and payments, and in economic environments where the leased asset is located. The ROU assets also include any lease payments made, net of lease incentives. Lease expense is recorded on a straight-line basis over the lease term. Our leases often include options to extend and lease terms include such extended terms when we are reasonably certain to exercise those options. Lease terms also include periods covered by options to terminate the leases when we are reasonably certain not to exercise those options.

**Value added taxes**

Revenue represents the invoiced value of service, net of VAT. The VAT is based on gross sales price and VAT rates range up to 6%, depending on the type of service provided. Entities that are VAT general taxpayers are allowed to offset qualified input VAT paid to suppliers against their output VAT liabilities. Net VAT balance between input VAT and output VAT is recorded in tax payable. All of the VAT returns filed by the Company’s subsidiaries in China have been and remain subject to examination by the tax authorities for five years from the date of filing.

**Income taxes**

The Company accounts for current income taxes in accordance with the laws of the relevant tax authorities. The charge for taxation is based on the results for the fiscal year as adjusted for items, which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred taxes are accounted for using the asset and liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax basis used in the computation of assessable tax profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized. Deferred tax is calculated using tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the income statement, except when it is related to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Current income taxes are provided for in accordance with the laws of the relevant taxing authorities.

**SOS LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)**

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES - continued

***Other comprehensive income***

Comprehensive income consists of two components, net income and other comprehensive (loss) income. Other comprehensive (loss) income refers to revenue, expenses, gains and losses that under U.S. GAAP are recorded as an element of shareholders' equity but are excluded from net income. Other comprehensive (loss) income consists of a foreign currency translation adjustment resulting from the Company not using the U.S. dollar as its functional currencies.

***Earnings per share***

The Company computes earnings per share ("EPS") in accordance with ASC 260, "Earnings per Share". ASC 260 requires companies to present basic and diluted EPS. Basic EPS is measured as net income divided by the weighted average ordinary share outstanding for the period. Diluted EPS presents the dilutive effect on a per share basis of the potential ordinary shares (e.g., convertible securities, options and warrants) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential ordinary shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS. For the years ended December 31, 2021 and 2020, there are 2,298,577,369 and 488,960,010 dilutive shares, respectively. For the years ended December 31, 2019, there were no dilutive shares.

***Share-based compensation***

The Company recognizes compensation expense for all share-based payments in accordance with FASB ASC Topic 718, Compensation – Stock Compensation. The Company follows the fair value method of accounting for awards granted to employees, directors, officers and consultants. Share-based awards are measured at their estimated fair value on each respective grant date. The Company recognizes share-based payment expenses over the vesting period. The Company's share-based compensation awards are subject only to service-based vesting conditions. Forfeitures are accounted for as they occur. The fair value of an option award is estimated on the date of grant using the Black-Scholes option valuation model. The Black-Scholes option valuation model requires the development of assumptions that are inputs into the model. These assumptions are the expected stock volatility, the risk-free interest rate, the expected life of the option and the expected dividend yield which is based on the historical dividends issued by the Company. The Company has never paid cash dividends and does not expect to pay any cash dividends in the foreseeable future. Expected volatility is calculated based on the analysis of other public companies. Risk-free interest rates are calculated based on risk-free rates for the appropriate term. The expected life is calculated as (i) the mid-point between the average vested date and the contractual expiration of the option for executives and directors and (ii) three years from the average vesting date for all others due to limited exercise history. Determining the appropriate fair value model and calculating the fair value of equity-based payment awards require the input of the subjective assumptions described above. The assumptions used in calculating the fair value of equity-based payment awards represent management's best estimates, which involve inherent uncertainties and the application of management's judgment.

***Employee benefits***

The full-time employees of the Company are entitled to staff welfare benefits including medical care, housing fund, pension benefits, unemployment insurance and other welfare, which are government mandated defined contribution plans by law. The Company is required to accrue for these benefits based on certain percentages of the employees' respective salaries, subject to certain ceilings, in accordance with the relevant PRC regulations, and make cash contributions to the state-sponsored plans out of the amounts accrued.

## SOS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(US\$ thousands, except share data and per share data, or otherwise noted)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES - continued

**Recently issued accounting pronouncements**

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 (a consensus of the FASB Emerging Issues Task Force) (“ASU 2020-01”), which clarifies the interactions of the accounting for certain equity securities under ASC 321, investments accounted for under the equity method of accounting in ASC 323, and the accounting for certain forward contracts and purchased options accounted for under ASC 815. ASU 2020-01 could change how an entity accounts for (i) an equity security under the measurement alternative and (ii) a forward contract or purchased option to purchase securities that, upon settlement of the forward contract or exercise of the purchased option, would be accounted for under the equity method of accounting or the fair value option in accordance with ASC 825. These amendments improve current U.S. GAAP by reducing diversity in practice and increasing comparability of the accounting for these interactions. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 31, 2020. Early adoption is permitted. The Company is currently in the process of evaluating the effect of adopting ASU 2020-01 on its consolidated financial statements and related disclosure.

In August 2020, the FASB issued ASU No. 2020-06, Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity (“ASU 2020-06”), which focuses on amending the legacy guidance on convertible instruments and the derivatives scope exception for contracts in an entity’s own equity. ASU 2020-06 simplifies an issuer’s accounting for convertible instruments by reducing the number of accounting models that require separate accounting for embedded conversion features. ASU 2020-06 also simplifies the settlement assessment that entities are required to perform to determine whether a contract qualifies for equity classification. Further, ASU 2020-06 enhances information transparency by making targeted improvements to the disclosures for convertible instruments and earnings-per-share (EPS) guidance, i.e., aligning the diluted EPS calculation for convertible instruments by requiring that an entity use the if-converted method and that the effect of potential share settlement be included in the diluted EPS calculation when an instrument may be settled in cash or shares, adding information about events or conditions that occur during the reporting period that cause conversion contingencies to be met or conversion terms to be significantly changed. This update will be effective for the Company’s fiscal years beginning after December 15, 2021, and interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. Entities can elect to adopt the new guidance through either a modified retrospective method of transition or a fully retrospective method of transition. The Company is currently in the process of evaluating the impact of adopting ASU 2020-06 on its consolidated financial statements and related disclosure.

**• Impact of Recently Issued Accounting Pronouncements**

Simplifying the accounting for income taxes (Topic 740)

In December 2019, the FASB issued ASU No. 2019-12, Income Taxes (Topic 740)-Simplifying the Accounting for Income Taxes. ASU No. 2019-12 removes certain exceptions to the general principles in Topic 740 and provides for consistent application of and simplifies generally accepted accounting principles for other areas of Topic 740 by clarifying and amending existing guidance. The guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. The method of adoption varies depending on the component of the new rule that is being adopted. Early application is permitted. The adoption of this standard did not have a material impact on the SOS Group’s consolidated financial statements.

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.

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. The amendments clarify 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 guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020, with early adoption permitted. The adoption of this standard did not have a material impact on the SOS Group’s consolidated financial statements.

## SOS LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 (US\$ thousands, except share data and per share data, or otherwise noted)

## 3. ACCOUNTS RECEIVABLE, NET

Accounts receivable, net consist of the following:

	December 31, 2021	December 31, 2020
Accounts receivable	\$ 27,099	\$ 10,242
Allowance for doubtful accounts	(970)	(7)
<b>Total accounts receivable, net</b>	<b>\$ 26,129</b>	<b>\$ 10,235</b>

Movements of allowance for doubtful accounts are as follows:

Beginning balance	\$ 7	\$ 6
Addition	963	1
<b>Ending balance</b>	<b>\$ 970</b>	<b>\$ 7</b>

## 4. OTHER RECEIVABLES, NET

Other receivables consist of the following:

	December 31, 2021	December 31, 2020
Deposit to non-trade suppliers	\$ 173,796	\$ 43,591
Other receivables from disposal of subsidiaries	-	3,500
Advance to employees	92	667
Allowance for doubtful accounts	(654)	(385)
<b>Total other receivables, net</b>	<b>\$ 173,234</b>	<b>\$ 47,373</b>

Movements of allowance for doubtful accounts are as follows:

Beginning balance	\$ 385	\$ 227
Addition	269	158
<b>Ending balance</b>	<b>\$ 654</b>	<b>\$ 385</b>

## 5. INVENTORIES

Inventories consist of the following:

	Year ended December 31, 2021	Year ended December 31, 2020
Finished goods	\$ 96,071	\$ -

## SOS LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)**

## 6. OPERATING LEASE LIABILITIES

The Company adopted ASU No. 2016-02 and related standards (collectively ASC 842, Leases), which replaced previous lease accounting guidance, on January 1, 2019 using the modified retrospective method of adoption. The Company elected the transition method expedient which allows entities to initially apply the requirements by recognizing a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. As a result of electing this transition method, prior periods have not been restated.

Operating lease expense for the years ended December 31, 2021, 2020 and 2019 was \$996,614, \$338,381, and \$Nil, respectively.

Supplemental balance sheet information related to leases is as follows:

	Location on Face of Balance Sheet	December 31, 2021	December 31, 2020
Operating leases:			
Operating lease right of use assets	Operating lease, right-of-use assets	\$ 3,401	\$ 4,158
Current operating lease liabilities	Operating lease liabilities - current	\$ 894	\$ 834
Non-current operating lease liabilities	Operating lease liabilities	1,918	2,749
Total operating lease liabilities		\$ 2,812	\$ 3,583
Weighted average remaining lease term (in years):			
Operating leases		4.0	4.0
Weighted discount rate:			
Operating leases		4.75%	4.75%

Maturities of lease liabilities were as follows:

	2021	2020
2021	\$ -	\$ 985
2022	1,008	985
2023	1,008	985
2024	1,008	986
Total	3,024	3,941
Less: Amount representing interest	212	358
Present value of future minimum lease payments	2,812	3,583
Less: Current obligations	894	834
Long-term obligations	\$ 1,918	\$ 2,749

## SOS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(US\$ thousands, except share data and per share data, or otherwise noted)

## 7. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment consist of the following:

	December 31, 2021	December 31, 2020
Office equipment, fixtures and furniture	\$ 33,655	\$ 514
Less: Accumulated depreciation	(5,335)	(5)
<b>Total</b>	<b>\$ 28,320</b>	<b>\$ 509</b>

The depreciation expenses for the years ended December 31, 2021, 2020 and 2019 was \$5.2 million, \$2,577 and \$1,547, respectively.

## 8. INTANGIBLE ASSETS

The following table presents the activities of balance as of December 31, 2021:

<b>Balance as of December 31, 2020</b>	\$ -
Additions of intangible assets	15,427
Less: Impairment losses	925
<b>Balance as of December 31, 2021</b>	<b>\$ 14,502</b>

## 9. OTHER PAYABLES

Other payables consist of the following:

	December 31, 2021	December 31, 2020
Payables to non-trade vendors and service providers	\$ 1,674	\$ 1,513
Accrued salary	3	2
Others	5,007	166
	<b>\$ 6,684</b>	<b>\$ 1,681</b>

## SOS LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(US\$ thousands, except share data and per share data, or otherwise noted)

## 10. RELATED PARTY BALANCES AND TRANSACTIONS

*Amount due from related parties*

Name of Related Party	Relationship	Nature	Repayment terms	December 31, 2021	December 31, 2020
Yongbao Insurance Agency Co., Ltd. and subsidiaries	Common shareholder	Inter-transaction	Repayment in demand	\$ 1,173	\$ 3,525
Wang Yaxian	Shareholder of the Company	Other receivables	Repayment in demand	-	-
Feng Weidong	CTO of the Company	Other receivables	Repayment in demand	52	-
Yongbao Information Technology Co., Ltd.	Related Company	Inter-transaction	Repayment in demand	4,705	-
Wu Xianlong	Director of a subsidiary	Account receivables & Other receivables	Repayment in demand	1,901	-
Kong Deyu	Senior management of the Company	Other receivables	Repayment in demand	-	160
Li Sing Leung	CFO of the Company	Other receivables	Repayment in demand	8	7
Wang Yilin	Director of China SOS	Other receivables	Repayment in demand	-	1
				<u>\$ 7,839</u>	<u>\$ 3,693</u>

*Amount due to related parties*

Name of Related Party	Relationship	Nature	Repayment terms	December 31, 2021	December 31, 2020
Yongbao Insurance Agency Co., Ltd.	Common shareholder	Inter-transaction	Repayment in demand	\$ 2,733	\$ 1,831
Wang Yilin	Director of China SOS	Account payables	Repayment in demand	13	70
Wu Wenbin	Non-executive director	Account payables	Repayment in demand	15	-
Li Sing Leung	CFO of the Company	Other payables	Repayment in demand	8	-
Wang Yaxian	Shareholder of the Company	Other payables	Repayment in demand	5	5
Bian Jingxue	Senior management of the Company	Other payables	Repayment in demand	3	3
				<u>\$ 2,777</u>	<u>\$ 1,909</u>

## SOS LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
 (US\$ thousands, except share data and per share data, or otherwise noted)

## 11. TAXES

**Income tax***Cayman Islands*

Under the current laws of the Cayman Islands, the Company is not subject to tax on income or capital gain. Additionally, upon payments of dividends to the shareholders, no Cayman Islands withholding tax will be imposed.

*British Virgin Islands*

YBT is incorporated in the British Virgin Islands and is not subject to tax on income or capital gains under current British Virgin Islands law. In addition, upon payments of dividends by these entities to their shareholders, no British Virgin Islands withholding tax will be imposed.

*Hong Kong*

China SOS is incorporated in Hong Kong and is subject to Hong Kong Profits Tax on the taxable income as reported in its statutory financial statements adjusted in accordance with relevant Hong Kong tax laws. The applicable tax rate is 16.5% in Hong Kong. The Company did not make any provisions for Hong Kong profit tax as there were no assessable profits derived from or earned in Hong Kong since inception. Under Hong Kong tax law, China SOS is exempted from income tax on its foreign-derived income and there are no withholding taxes in Hong Kong on remittance of dividends.

*PRC*

The subsidiaries including WOFE, Qingdao SOS, VIE, SOS IT, SOS Mongolia and SOS Trading are governed by the income tax laws of the PRC and the income tax provision in respect to operations in the PRC is calculated at the applicable tax rates on the taxable income for the periods based on existing legislation, interpretations and practices in respect thereof. Under the Enterprise Income Tax Laws of the PRC (the "EIT Laws"), domestic enterprises and Foreign Investment Enterprises (the "FIE") are usually subject to a unified 25% enterprise income tax rate while preferential tax rates, tax holidays and even tax exemption may be granted on case-by-case basis.

SOS IT obtained the "high-tech enterprise" tax status since 2020, which reduced its statutory income tax rate to 15% in 2020.

Significant components of the provision for income taxes are as follows:

	December 31, 2021	December 31, 2020	December 31, 2019
Current	\$ 739	\$ 147	\$ 324
Income tax expenses	\$ 739	\$ 147	\$ 324

The following table reconciles China statutory rates to the Company's effective tax rate:

	Year ended December 31, 2021	Year ended December 31, 2020
China statutory income tax rate	25%	25%
Preferential tax rate reduction	(10)%	(10)%
Permanent difference	2%	2%
Effective tax rate	17%	17%

## SOS LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(US\$ thousands, except share data and per share data, or otherwise noted)**

## 11. TAXES - continued

**Uncertain tax positions**

The Company evaluates each uncertain tax position (including the potential application of interest and penalties) based on the technical merits and measures the unrecognized benefits associated with the tax positions. As of December 31, 2021 and 2020, the Company did not have any significant unrecognized uncertain tax positions.

The Company did not incur any interest and penalties tax for the years ended December 31, 2021 and 2020. The Company does not anticipate any significant increases or decreases in unrecognized tax benefits in the next twelve months from December 31, 2021.

**Value added tax**

All of the Company's service revenues that are earned and received in the PRC are subject to a Chinese VAT. The rate of Chinese VAT is 6%.

Taxes (recoverable) payable consisted of the following:

	December 31, 2021	December 31, 2020
VAT taxes (recoverable)/payable	\$ (7,786)	\$ 197
Other taxes payable	80	468
<b>Total</b>	<b>\$ (7,706)</b>	<b>\$ 665</b>

## 12. CONCENTRATION OF RISK

**Credit risk**

The Company is exposed to risk from its accounts receivable and other receivables. These assets are subjected to credit evaluations. An allowance has been made for estimated unrecoverable amounts which have been determined by reference to past default experience and the current economic environment.

A majority of the Company's expense transactions are denominated in RMB and a significant portion of the Company and its subsidiaries' assets and liabilities are denominated in RMB. RMB is not freely convertible into foreign currencies. In the PRC, certain foreign exchange transactions are required by law to be transacted only by authorized financial institutions at exchange rates set by the People's Bank of China ("PBOC"). Remittances in currencies other than RMB by the Company in China must be processed through the PBOC or other China foreign exchange regulatory bodies which require certain supporting documentation in order to affect the remittance.

Our functional currency is the RMB, and our financial statements are presented in U.S. dollars. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the RMB and the U.S. dollar in the future. The change in the value of the RMB relative to the U.S. dollar may affect our financial results reported in the U.S. dollar terms without giving effect to any underlying changes in our business or results of operations. Currently, our assets, liabilities, revenues and costs are denominated in RMB.

To the extent that the Company needs to convert U.S. dollars into RMB for capital expenditures and working capital and other business purposes, appreciation of RMB against U.S. dollar would have an adverse effect on the RMB amount the Company would receive from the conversion. Conversely, if the Company decides to convert RMB into U.S. dollar for the purpose of making payments for dividends, strategic acquisition or investments or other business purposes, appreciation of U.S. dollar against RMB would have a negative effect on the U.S. dollar amount available to the Company.

## SOS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(US\$ thousands, except share data and per share data, or otherwise noted)

## 13. SHAREHOLDERS' EQUITY

**Ordinary shares**

SOS Limited was established under the laws of Cayman Islands on August 18, 2015. The authorized number of ordinary shares is 6,000,000,000, comprising of 4,900,000,000 Class A ordinary shares with a par value of \$0.0001 per Class A ordinary share, and 1,100,000,000 Class B ordinary shares with a par value of \$0.0001 per Class B ordinary share.

**Common stock**Securities Purchase Agreement*Registered Direct Offering in December 2020*

On December 22, 2020, the Company entered into certain securities purchase agreement (the "December SPA") with the Purchasers pursuant to which the Company agreed to sell 2,600,000 of its ADSs and warrants ("December Warrants") to purchase 2,600,000 ADSs (the "December Offering"), for gross proceeds of approximately \$4 million. The December Warrants will be exercisable immediately following the date of issuance for a period of five years at an initial exercise price of \$1.55. The purchase price for each ADS and the corresponding December Warrant is \$1.55. Each December Warrant is subject to anti-dilution provisions to reflect stock dividends and splits, subsequent rights offerings or other similar transactions, but not as a result of future securities offerings at lower prices. The December Warrants contain a mandatory exercise right for the Company to force exercise of the December Warrants if the Company's ADSs trade at or above \$4.65 for ten (10) consecutive trading days and when certain other conditions are met. Upon the occurrence of a Fundamental Transaction (as defined in the December Warrants), the December Warrants are subject to mandatory redemption for cash consideration equal to the Black Scholes Value (as defined in the December Warrants) of such portion of such December Warrant to be redeemed. The December Offering closed on December 24, 2020.

*Registered Direct Offering in January 2021*

On January 7, 2021, the Company entered into certain securities purchase agreement (the "January SPA") with the Purchasers pursuant to which the Company agreed to sell 13,525,000 of its ADSs and warrants ("January Warrants") to purchase 13,525,000 ADSs (the "January Offering"), for gross proceeds of approximately \$25 million. The January Warrants will be exercisable immediately following the date of issuance for a period of five years at an initial exercise price of \$1.85. The purchase price for each ADS and the corresponding January Warrant is \$1.85. Each January Warrant is subject to anti-dilution provisions to reflect stock dividends and splits, subsequent rights offerings or other similar transactions, but not as a result of future securities offerings at lower prices. The January Warrants contain a mandatory exercise right for the Company to force exercise of the January Warrants if the Company's ADSs trade at or above \$5.55 for ten (10) consecutive trading days and when certain other conditions are met. Upon the occurrence of a Fundamental Transaction (as defined in the January Warrants), the January Warrants are subject to mandatory redemption for cash consideration equal to the Black Scholes Value (as defined in the January Warrants) of such portion of such January Warrant to be redeemed. The January Offering closed on January 12, 2021.

*January 2021 Warrant Solicitation*

On January 15, 2021, the Company entered into a letter agreement (the "January Letter Agreement") with certain holders of Company's warrants, pursuant to which the holders of Company's warrants exercised all of the unexercised December Warrants and January Warrants (collectively, the "Existing Warrants") to purchase up to 14,925,000 of the Company's ADSs. Pursuant to the January Letter Agreement, each holder received new warrants (the "January Inducement Warrants") to purchase up to 23,880,000 ADSs in exchange for their exercise of all of the unexercised Existing Warrants with cash. The gross proceeds to the Company from the exercise of the unexercised Existing Warrants were approximately \$27.1 million, prior to deducting placement agent fees and estimated offering expenses.

The January Inducement Warrants have substantially the same terms as the Existing Warrants, except for having (i) provisions customary for an unregistered warrant, including a restrictive legend, (ii) registration rights whereby the Company agreed to register the ADSs underlying the January Inducement Warrants within fifteen (15) days of closing, (iii) being exercisable immediately upon issuance, (iv) having a term of five (5) years from the date of issuance, and (v) having an exercise price of \$2.00 per ADS.

*February 2021 Warrant Solicitations*

On February 9, 2021, the Company entered into a letter agreement (the "February Letter Agreement") with certain holders of the Company's warrants, pursuant to which the holders of the Company's warrants exercised all of the January Inducement Warrants to purchase up to 23,880,000 of the Company's ADSs. Pursuant to the February Letter Agreement, each holder received new warrants (the "February Inducement Warrants") to purchase up to 23,880,000 ADSs in exchange for their exercise of all of the January Inducement Warrants with cash. The gross proceeds to the Company from the exercise of the January Inducement Warrants were approximately \$48 million, prior to deducting placement agent fees and estimated offering expenses.

## SOS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(US\$ thousands, except share data and per share data, or otherwise noted)

## 13. SHAREHOLDERS' EQUITY - continued

The February Inducement Warrants have substantially the same terms as the January Inducement Warrants, except for having (i) registration rights whereby the Company agreed to register the ADSs underlying the February Inducement Warrants within twenty-one (21) days of closing, and (ii) an exercise price of \$4.05 per ADS.

On February 24, 2021, the Company entered into a letter agreement (the "Second February Letter Agreement") with certain holders of the Company's warrants, pursuant to which the holders of the Company's warrants exercised all of the February Inducement Warrants to purchase up to 23,880,000 of the Company's ADSs. Pursuant to the Second February Letter Agreement, each holder received new warrants (the "Second February Inducement Warrants") to purchase up to 23,880,000 ADSs in exchange for their exercise of all of the February Inducement Warrants with cash. The gross proceeds to the Company from the exercise of the February Inducement Warrants were approximately \$96.7 million, prior to deducting placement agent fees and estimated offering expenses.

The Second February Inducement Warrants have substantially the same terms as the February Inducement Warrants, except for having (i) registration rights whereby the Company agrees to register the ADSs underlying the Second February Inducement Warrants within eight (8) days of closing, and (ii) an exercise price \$7.00 per ADS.

*Registered Direct Offerings in February 2021*

On February 11, 2021, the Company entered into certain securities purchase agreement (the "February SPA") with the Purchasers pursuant to which the Company agreed to sell 22,000,000 of its ADSs and warrants ("February Warrants") to purchase 16,500,000 ADSs (the "February Offering"), for gross proceeds of approximately \$110 million. The February Warrants will be exercisable immediately following the date of issuance for a period of five years at an initial exercise price of \$5.00. The purchase price for each ADS and the corresponding February Warrant is \$5.00. Each February Warrant is subject to anti-dilution provisions to reflect stock dividends and splits, subsequent rights offerings or other similar transactions, but not as a result of future securities offerings at lower prices. The February Warrants contain a mandatory exercise right for the Company to force exercise of the February Warrants if the Company's ADSs trade at or above \$15.00 for ten (10) consecutive trading days and when certain other conditions are met. Upon the occurrence of a Fundamental Transaction (as defined in the February Warrants), the February Warrants are subject to mandatory redemption for cash consideration equal to the Black Scholes Value (as defined in the February Warrants) of such portion of such February Warrant to be redeemed. The February Offering closed on February 17, 2021.

On February 18, 2021, the Company entered into certain securities purchase agreement (the "Second February SPA") with the Purchasers pursuant to which the Company agreed to sell 8,600,000 of its ADSs and warrants ("Second February Warrants") to purchase 4,300,000 ADSs (the "Second February Offering"), for gross proceeds of approximately \$86 million. The Second February Warrants will be exercisable immediately following the date of issuance for a period of five years at an initial exercise price of \$10.00. The purchase price for each ADS and the corresponding Second February Warrant is \$10.00. Each Second February Warrant is subject to anti-dilution provisions to reflect stock dividends and splits, subsequent rights offerings or other similar transactions, but not as a result of future securities offerings at lower prices. The Second February Warrants contain a mandatory exercise right for the Company to force exercise of the Second February Warrants if the Company's ADSs trade at or above \$30.00 for ten (10) consecutive trading days and when certain other conditions are met. Upon the occurrence of a Fundamental Transaction (as defined in the Second February Warrants), the Second February Warrants are subject to mandatory redemption for cash consideration equal to the Black Scholes Value (as defined in the Second February Warrants) of such portion of such Second February Warrant to be redeemed. The Second February Offering closed on February 22, 2021.

On March 29, 2021, we entered security purchase agreement with certain accredited investors to sell 25,000,000 American Depositary Shares, representing 250,000,000 Class A Ordinary Shares and Warrants to Purchase up to 25,000,000 American Depositary Shares Representing Warrants to Purchase up to 250,000,000 Class A Ordinary Share.

On November 9, 2021, the Company entered into certain securities purchase agreement (the "November SPA") with the purchasers party thereto pursuant to which the Company agreed to sell 51,500,000 of its ADSs, for gross proceeds of approximately \$90.1 million. The Offering closed on November 15, 2021.

For year ended December 31, 2021, the shareholders did not exercise any outstanding warrants.

The Company's outstanding warrants are classified as equity since they qualify for exemption from derivative accounting as they are considered to be indexed to the Company's own stock and require net share settlement. The fair value of the warrants were recorded as additional paid-in capital from common stock.

**SOS LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(US\$ thousands, except share data and per share data, or otherwise noted)

13. SHAREHOLDERS' EQUITY - continued

Following is a summary of the status of warrants outstanding and exercisable as of December 31, 2021:

	Warrants	Weighted Average Exercise Price
Warrants outstanding, as of December 31, 2019	\$ -	\$ -
Issued	212,363,343	0.266
Warrants outstanding, as of December 31, 2020	\$ 212,363,343	\$ 0.266
Issued	184,915,000	0.266
Warrants outstanding, as of December 31, 2021	\$ 397,278,343	\$ 0.266

	Warrants Exercisable	Weighted Average Exercise Price	Average Remaining Contractual Life
<b>Warrants Outstanding</b>			
July 1, 2020 Warrants	67,445,674	\$ 0.29	5 years
August 27, 2020 Warrants	53,580,020	\$ 0.27	5 years
November 3, 2020 Warrants	65,337,649	\$ 0.281	5 years
December 23, 2020 Warrants	26,000,000	\$ 0.155	5 years
January 7, 2021 Warrants	13,525,000	\$ 1.85	5 years
January 15, 2021 Warrants	23,880,000	\$ 2.00	5 years
February 9, 2021 Warrants	23,880,000	\$ 4.05	5 years
February 24, 2021 Warrants	23,880,000	\$ 4.05	5 years
February 11, 2021 Warrants	16,500,000	\$ 7.00	5 years
February 17, 2021 Warrants	2,450,000	\$ 7.00	5 years
February 18, 2021 Warrants	4,300,000	\$ 10.00	5 years
March 29, 2021 Warrants	25,000,000	\$ 5.00	5 years
November 9, 2021 Warrants	51,500,000	\$ 1.75	5 years

14. COMMITMENTS AND CONTINGENCIES

**Purchase commitments**

The Company has entered into two agreements for leasehold improvements on the office premises. As of December 31, 2021, the Company's commitment under these agreements amounted to \$4.56 million. There is \$7 million commitment as of December 31, 2020.

**Variable interest entity structure**

In the opinion of management, (i) the corporate structure of the Company is in compliance with existing PRC laws and regulations; (ii) the Contractual Arrangements are valid and binding, and do not result in any violation of PRC laws or regulations currently in effect; and (iii) the business operations of WFOE and the VIEs are in compliance with existing PRC laws and regulations in all material respects.

However, there are substantial uncertainties regarding the interpretation and application of current and future PRC laws and regulations. Accordingly, the Company cannot be assured that PRC regulatory authorities will not ultimately take a contrary view to the foregoing opinion of its management. If the current corporate structure of the Company or the Contractual Arrangements is found to be in violation of any existing or future PRC laws and regulations, the Company may be required to restructure its corporate structure and operations in the PRC to comply with changing and new PRC laws and regulations. In the opinion of management, the likelihood of loss in respect of the Company's current corporate structure or the Contractual Arrangements is remote based on current facts and circumstances.

In addition, due to restrictions on the distribution of share capital from the Group's PRC subsidiaries and also as a result of these entities' unreserved accumulated losses, total restrictions placed on the distribution of the Group's PRC subsidiaries' net liabilities were \$60.2 million, or 100% of total net assets as of December 31, 2020 and \$ 638.6 million, or 100% of total net assets as of December 2021.

**Litigation**

*Federal Class Action Securities Litigation (Beltran v. SOS Ltd., et al., No. 1:21-cv-07454 (D.N.J.))*

On March 30, 2021, a purported shareholder Kimberly Beltran filed a securities class action complaint in the United States District Court District of New Jersey against the Company, Yandai Wang and Eric H. Yan, the Chief Executive Officer of the Company and President of the Company's operating subsidiary, respectively. The action, Kimberly Beltran v. SOS Limited, et al., Case No. 1:21-cv-07454 (the "Action"), is filed on behalf of a putative class consisting of all persons and entities other than the Company that purchased or otherwise acquired SOS American depository shares ("ADSs") between July 22, 2020 and February 25, 2021 (the "Plaintiffs"), both dates inclusive (the "Class Period"), seeking to recover damages allegedly caused by Company's violations of the federal securities laws against the Company and certain of its top officials. The Complaint was filed in this Action on March 30, 2021 and the Action has not advanced beyond that stage. On November 2, 2021, the Court signed as an Order a stipulation entered into between the various Plaintiffs' counsels appointing a co-lead Plaintiffs' counsel. The Parties have agreed to, and the Court has approved of, a Scheduling Order which provides that Plaintiffs shall file an amended complaint on or before May 13, 2022 and the Company shall answer or otherwise respond to the Amended Complaint on or before July 1, 2022. In the interim, Plaintiffs and the Company were engaged in settlement discussions.

On April 28, 2022, the Plaintiffs and the Company agreed to a settlement in principle that contemplates a \$5 million settlement payment covering all administration costs and Plaintiffs' legal fees. The Company does not admit to any wrongdoing in this settlement and in accordance with the settlement there will be a full release of the Company and its officers and directors, for all claims arising during the Class Period that were or could have been asserted in the Action. The Plaintiffs and the Company plan to enter into a full settlement agreement within forty-five (45) days.

## SOS LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(US\$ thousands, except share data and per share data, or otherwise noted)

## 15. REVENUE ANALYSIS AND SEGMENT INFORMATION

The Company follows ASC 280, Segment Reporting, which requires companies to disclose segment data based on how management makes decision about allocating resources to each segment and evaluating their performances. The Company has three reporting segments. The Company's chief operating decision maker has been identified as the Chief Executive Officer, who reviews consolidated results when making decisions about allocating resources and assessing performance of the Company. The Company considers itself to be operating within one reportable segment. The Company's revenue and net income are substantially derived from Commodity trading.

Disaggregated information of revenues by business lines are as follows:

	FY 2021		FY 2020		FY 2019	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
Commodity trading	275,363	77.0%	-	0.0%	-	0.0%
Insurance marketing	65,880	18.4%	49,232	97.9%	11,577	100%
Cryptocurrency mining	15,427	4.3%	-	0.0%	-	0.0%
Telecom call center	338	0.1%	922	1.8%	-	-%
Bank call center	-	0.0%	77	0.2%	-	-%
SaaS	813	0.2%	58	0.1%	-	-%
<b>Total</b>	<b>357,821</b>	<b>100.0%</b>	<b>50,289</b>	<b>100.0%</b>	<b>11,577</b>	<b>100%</b>

The Company's operations are all based in the PRC, hence, management do not prepare disaggregated information of revenues by geographic locations.

**Segment Reporting**

SOS Ltd. ("SOS") refers to the ultimate parent or the registrant, a Cayman Islands exempt company.

China SOS Ltd ("China SOS") is a Hong Kong corporation.

WFOE refers to Qingdao SOS Investment Management Co., Ltd. ("WFOE"), a PRC corporation.

VIE refers to Qingdao SOS Industrial Holding Co., Ltd. ("VIE"), a PRC corporation.

Subsidiaries outside China include Yong Bao Two Ltd. ("YBT," a British Virgin Islands company), FWD Ltd. ("FWD," British Virgin Islands company), SOS Information Technology New York Inc. ("SOSNY," a New York corporation), FD LLC ("FD," a Nevada corporation), Future Technology Global Ltd. ("FTHK," a Hong Kong corporation), Canada XX Exchange Ltd. ("CXXE," a Canada corporation) and US XX Exchange Ltd. ("USXXE," a Colorado corporation).

Subsidiaries inside China refers to the VIE's subsidiaries, including SOS Information Technology Co., Ltd ("SOSIT"), Inner Mongolia SOS Insurance Agency Co., Ltd ("IMSOS"); and directly owned subsidiaries including SOS International Trading Co., Ltd ("SOSINT"), Qingdao SOS Investment LLP ("SOSIL"), Qingdao SOS Digital Technologies Ltd. ("SOSDT"), Common Prosperity Technology Co., Ltd. ("SOSCP"), SOS Ronghe Digital Technology Co., Ltd. ("SOSRD"), Weigou International Trading Co., Ltd ("SOSWI"), Shuyun International Trading Co., Ltd ("SOSSI"), SOS Auto Service Co., Ltd. ("SOSAS"), and Chexiaier Technology Co., Ltd ("SOSCX").

## SOS LIMITED

**CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**  
 (US\$ thousands, except share data and per share data, or otherwise noted)

	For the Years Ended December 31,		
	2021	2020	2019
<b>Reportable segment revenues</b>	<b>\$ 357,821</b>	<b>\$ 50,289</b>	<b>\$ 11,577</b>
Revenue, net – Insurance marketing	66,951	50,289	11,577
Revenue, net – Commodity trading	268,489	-	-
Revenue, net – Others	23,098	-	-
Eliminations	(717)	-	-
<b>Cost of revenues</b>	<b>(336,752)</b>	<b>(37,295)</b>	<b>(9,459)</b>
Cost of revenues-insurance marketing	(58,872)	(37,295)	(9,459)
Cost of revenues-Commodity trading	(264,764)	-	-
Cost of revenues-Others	(13,115)	-	-
Eliminations	(1)	-	-
<b>Reconciling Items</b>			
Selling, general and administrative	(61,291)	(2,906)	(363)
Depreciation and amortization	(5,203)	(2)	(2)
Impairment of intangible assets	(925)	-	-
Loss on deconsolidation	-	(482)	-
Other (expense)/income	(1,962)	(5,053)	41
Current income tax expense	(739)	(147)	(324)
<b>Net (loss)/income</b>	<b>(49,051)</b>	<b>4,404</b>	<b>1,470</b>

Note Revenue - net, others refers to revenue generated from cryptocurrency mining and other revenue

The following financial information has been prepared to illustrate the consolidated financial position as at December 31, 2020 and 2021 and cash flows and profit or loss and other comprehensive income for the years ended December 31, 2020 and 2021 for (i) SOS Ltd; (ii) China SOS Ltd.; (iii)WFOE; (iv) VIE; (v) Subsidiaries outside China (vi)Subsidiaries inside China. The financial information of SOS Ltd. has been extracted from: SOS Ltd's audited consolidated statements of financial position as of December 31, 2020 and 2021, and the related consolidated statements of profit or loss and other comprehensive income and cash flows for the years ended December 31, 2019, 2020 and 2021 and the related notes, included elsewhere in this annual report.

Condensed consolidated statement of comprehensive loss for the period ended December 31, 2021

**Condensed consolidated Statements of comprehensive of loss**  
(US\$ thousands, except share data and per share data, or otherwise noted)

31-Dec-21															
	SOS Ltd	China	WFOE	VIE	Subsidiaries	Subsidiaries	SOS Ltd.	China SOS	WFOE	VIE	Inter-	Subsidiaries	Subsidiaries	SOS Ltd	
	US\$	SOS Ltd	US\$	US\$	Outside	Inside	Adjustment	Ltd	Adjustment	Adjustment	company	Outside	Inside	Consolidated	
					China	China	(a)	(a)	Adjustment	Adjustment	Elimination	China	China	total	
					US\$	US\$	US\$	US\$	US\$	US\$	US\$	Adjustment	Adjustment	US\$	
REVENUES -net	-	15,315	-	-	718	342,506	-	-	-	-	-	-	(718)	-	357,821
COST OF REVENUES	-	2,327	-	-	3,728	330,697	-	-	-	-	-	-	-	-	336,752
GROSS PROFIT	-	12,988	-	-	(3,010)	11,809	-	-	-	-	-	-	(718)	-	21,069
OPERATING EXPENSES:															
General and administrative	15,713	10,340	12	-	7,574	7,320	(12,033)	-	-	-	-	-	(718)	-	28,208
Share-based compensation	33,537	-	-	-	-	-	-	-	-	-	-	-	-	-	33,537
Selling expense	-	-	-	(3)	-	677	-	-	-	-	-	-	-	-	674
Total operating expenses	49,250	10,340	12	(3)	7,574	7,997	(12,033)	-	-	-	-	-	(718)	-	62,419
INCOME FROM OPERATIONS	(49,250)	2,648	(12)	3	(10,584)	3,812	12,033	-	-	-	-	-	-	-	(41,350)
OTHER INCOME/(EXPENSE):															
Other income/(expense),net	(5,000)	-	-	-	-	(1,962)	-	-	-	-	-	-	-	-	(6,962)
Total other (expenses)income, net	(5,000)	-	-	-	-	(1,962)	-	-	-	-	-	-	-	-	(6,962)
INCOME (LOSS)BEFORE INCOME TAXES	(54,250)	2,648	(12)	3	(10,584)	1,850	12,033	-	-	-	-	-	-	-	(48,312)
INCOME TAXES	-	-	-	-	-	(739)	-	-	-	-	-	-	-	-	(739)
Non-controlling interest	-	-	-	-	-	(200)	-	-	-	-	-	-	-	-	(200)
NET PROFIT/(LOSS)	(54,250)	2,648	(12)	3	(10,584)	911	12,033	-	-	-	-	-	-	-	(49,251)

Notes

(a) SOS Ltd. Completed a couple rounds of F3 financing. This entry is to offset legal fee against gross proceeds from registered direct offering.

(b) This represents an elimination entry to set off inter-company sales from China SOS to FD LLC, which is a service cost to FD LLC.

Condensed consolidated statement of financial position as at December 31, 2021

**Condensed Consolidated Balance Sheet**  
(US\$ thousands, except share data and per share data, or otherwise noted)

31-Dec-21																		
SOS Ltd.	China SOS Ltd.	WOFE	VIE	Subsidiaries		SOS Ltd.						China SOS Ltd.	WOFE	VIE	Inter-company elimination (g)	Subsidiaries Outside China	Subsidiaries Inside China	SOS Ltd.
				Outside China	Inside China	Adjustment (a)	Adjustment (b)	Adjustment (c)	Adjustment (d)	Adjustment (e)	Adjustment (f)							
US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$
<b>ASSETS</b>																		
<b>Current assets:</b>																		
Cash and cash equivalents	12,301	160,091	4,164	2	101,210	60,258	-	-	-	-	-	-	-	-	-	-	-	338,026
Accounts receivable, net	-	-	-	-	-	26,129	-	-	-	-	-	-	-	-	-	-	-	26,129
Other receivables - net	67,962	16,902	-	-	345	903	-	-	-	-	-	-	-	-	(79,391)	-	-	6,721
Amount due from related parties	-	900	-	-	1,000	5,939	-	-	-	-	-	-	-	-	-	-	-	7,839
Inter-company receivable	19,791	(153,855)	311,415	(2)	(19,791)	(196,737)	39,179	-	-	3,578	-	-	-	-	-	-	(3,578)	-
Inventory	-	-	-	-	-	96,071	-	-	-	-	-	-	-	-	-	-	-	96,071
Intangible assets	14,502	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	14,502
Advance payments	6,400	97,115	-	-	300	62,698	-	-	-	-	-	-	-	-	-	-	-	166,513
Tax recoverable	-	-	-	-	-	7,706	-	-	-	-	-	-	-	-	-	-	-	7,706
<b>Total current assets</b>	<b>120,956</b>	<b>121,153</b>	<b>315,579</b>	<b>-</b>	<b>83,064</b>	<b>62,967</b>	<b>39,179</b>	<b>-</b>	<b>-</b>	<b>3,578</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(79,391)</b>	<b>-</b>	<b>(3,578)</b>	<b>-</b>	<b>663,507</b>
<b>Non-current assets:</b>																		
Operating lease, right-of-use assets	-	-	-	-	-	3,401	-	-	-	-	-	-	-	-	-	-	-	3,401
Property equipment and software, net	-	9,844	-	-	16,903	535	-	-	-	-	-	-	-	-	-	-	-	27,282
Goodwill	-	-	-	-	-	72	-	-	-	-	-	-	-	-	-	-	-	72
Investment in subsidiaries outside China	374,463	-	-	-	-	-	-	(374,463)	-	-	-	-	-	-	-	-	-	-
Investment in WFOE	-	310,205	-	-	-	-	-	(310,205)	-	-	-	-	-	-	-	-	-	-
Investment in China SOS	-	-	-	-	64,794	-	-	-	-	-	(64,794)	-	-	-	-	-	-	-
Prepaid expense	-	-	-	-	-	1,038	-	-	-	-	-	-	-	-	-	-	-	1,038
<b>Total non-current assets</b>	<b>374,463</b>	<b>320,049</b>	<b>-</b>	<b>-</b>	<b>81,697</b>	<b>5,046</b>	<b>-</b>	<b>(310,205)</b>	<b>(374,463)</b>	<b>-</b>	<b>(64,794)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>31,793</b>
<b>Total assets</b>	<b>495,419</b>	<b>441,202</b>	<b>315,579</b>	<b>-</b>	<b>164,761</b>	<b>68,013</b>	<b>39,179</b>	<b>(310,205)</b>	<b>(374,463)</b>	<b>3,578</b>	<b>-</b>	<b>(64,794)</b>	<b>-</b>	<b>(79,391)</b>	<b>-</b>	<b>(3,578)</b>	<b>-</b>	<b>695,300</b>
<b>LIABILITIES AND EQUITY</b>																		
<b>Current liabilities:</b>																		
<b>Liabilities:</b>																		
Accounts payable	-	11,359	-	-	-	18,128	-	-	-	-	-	-	-	-	-	-	-	29,487
Amount due to related parties	15	-	2	-	18	2,742	-	-	-	-	-	-	-	-	-	-	-	2,777
Operating lease liability-current	-	-	-	-	-	894	-	-	-	-	-	-	-	-	-	-	-	894
Advance from customers	-	-	-	-	-	19,968	-	-	-	-	-	-	-	-	-	-	-	19,968
Payroll payable	-	-	-	-	1	2	-	-	-	-	-	-	-	-	-	-	-	3
Other payables	5,141	(24,879)	47	-	5,093	104,201	-	-	(3,528)	-	-	-	-	(79,391)	-	-	-	6,684
<b>Total current liabilities</b>	<b>5,156</b>	<b>(13,520)</b>	<b>49</b>	<b>-</b>	<b>5,112</b>	<b>145,935</b>	<b>-</b>	<b>-</b>	<b>(3,528)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(79,391)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>59,813</b>
Operating lease liability-noncurrent	-	-	-	-	-	1,918	-	-	-	-	-	-	-	-	-	-	-	1,918
<b>Total non-current liability</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,918</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,918</b>
<b>Total liabilities</b>	<b>5,156</b>	<b>(13,520)</b>	<b>49</b>	<b>-</b>	<b>5,112</b>	<b>147,853</b>	<b>-</b>	<b>-</b>	<b>(3,528)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(79,391)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>61,731</b>
<b>Shareholder's equity</b>																		
Paid up capital	427,236	452,076	315,546	-	99,290	(94,881)	15	(310,205)	(374,463)	7,106	(453,082)	(64,794)	-	-	-	-	(3,578)	266
Additional paid-in capital	119,147	-	-	-	-	10	39,163	-	-	-	514,065	-	-	-	-	-	-	672,386
Retained earnings	(56,120)	2,646	(16)	-	60,359	14,831	-	-	(56,113)	-	(65,113)	-	-	-	-	-	-	(43,413)
Accumulated other comprehensive income (loss)	-	-	-	-	-	-	-	-	-	4,130	-	-	-	-	-	-	-	4,130
Non-controlling interest	-	-	-	-	-	200	-	-	-	-	-	-	-	-	-	-	-	200
<b>Total Shareholders' equity</b>	<b>490,263</b>	<b>454,722</b>	<b>315,530</b>	<b>-</b>	<b>159,649</b>	<b>(79,840)</b>	<b>39,178</b>	<b>(310,205)</b>	<b>(374,463)</b>	<b>7,106</b>	<b>-</b>	<b>(64,794)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(3,578)</b>	<b>633,569</b>
<b>Total Liabilities and shareholders' equity</b>	<b>495,419</b>	<b>441,202</b>	<b>315,579</b>	<b>-</b>	<b>164,761</b>	<b>68,013</b>	<b>39,178</b>	<b>(310,205)</b>	<b>(374,463)</b>	<b>3,578</b>	<b>-</b>	<b>(64,794)</b>	<b>-</b>	<b>(79,391)</b>	<b>-</b>	<b>(3,578)</b>	<b>-</b>	<b>695,300</b>

Notes

- (a) SOS placed private equity from a number of investors, SOSINT received it on behalf of SOS. This entry represents that SOS is to pick it up by increasing paid-up & additional paid-up capital by going through inter-company account;
- (b) This entry is to eliminate China SOS's investment in WFOE against WFOE's paid-up capital, additional paid-up capital and retained earning if any;
- (c) This entry is to eliminate SOS's investment in China SOS against China SOS's paid-up capital, additional paid-up capital and retained earning if any;
- (d) China SOS received F3 financing net of issuance expenses on behalf of SOS. This entry is to increase SOS's paid-up capital & additional paid-up capital by going through inter-company account to offset other receivables and other payable;
- (e) This entry is to re-classify paid-up capital to additional capital by Register of members reconciliation table and re-classify between retained earnings and additional paid-up capital;
- (f) This entry is to eliminate SOSNY's investment in China SOS against China SOS's paid-up capital, additional paid-up capital and retained earning if any;
- (g) This entry represents an inter-company elimination entry between SOS and SOSNY.

Condensed consolidated statement of cash flow as at December 31, 2021

**Condensed consolidated statement of cash flow**  
(US\$ thousands, except share data and per share data, or otherwise noted)

	31-Dec-21												
	SOS Ltd.		China SOS Ltd.		WFOE		VIE		Subsidiaries		Consolidation Adjustments (a)	Consolidation Adjustments (b)	SOS Ltd. Consolidated total
	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$				
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>													
Net (loss)	(54,250)	2,648	(12)	3	(10,584)	911	-	12,033	(49,251)				
Adjustments to reconcile net income net cash used in operating activities:													
Depreciation of property, plant and equipment	-	-	-	-	-	5,203	-	-	5,203				
Depreciation of ROU	-	-	-	-	-	843	-	-	843				
Share-based compensation	33,537	-	-	-	-	-	-	-	33,537				
Accretion of finance leases	-	-	-	-	-	152	-	-	152				
Allowance for doubtful accounts - accounts receivable	-	-	-	-	-	963	-	-	963				
Allowance for doubtful accounts - other receivable	-	-	-	-	-	269	-	-	269				
Impairment of cryptocurrencies	-	-	-	-	925	-	-	-	925				
Changes in operating assets and liabilities													
Accounts receivable	-	-	-	-	-	(15,894)	-	-	(15,894)				
Other receivables	(9,522)	(99,516)	-	-	(595)	(16,228)	-	-	(125,861)				
Inter-company account	(99,132)	128,855	(311,415)	-	84,650	197,042	-	-	(4,146)				
Amount due from related parties	-	(900)	(2)	-	1,000	(4,244)	-	-	(4,146)				
Intangible assets	-	(14,502)	-	-	-	-	-	-	(14,502)				
Accrued liabilities	-	-	-	-	3	19,812	-	-	19,815				
Inventory	-	-	-	-	-	(96,071)	-	-	(96,071)				
Tax payables	-	-	-	-	-	(8,371)	-	-	(8,371)				
Accounts payable	-	11,359	-	-	-	17,050	-	-	28,409				
Other payables	5141	121	47	-	-	(306)	-	-	5,003				
Amount due to related parties	15	-	-	-	9	844	-	-	868				
Contract liabilities	-	-	-	-	-	(454)	-	-	(454)				
Net cash (used in) generated from operating activities	(124,211)	28,065	(311,382)	3	75,408	101,521	-	12,033	(218,563)				
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>													
Purchase of property, equipment and equipment	-	(11,358)	-	-	(16,922)	(4,754)	-	-	(33,034)				
Investment in equity	(374,463)	(310,205)	-	-	(64,794)	(657)	750,119	-	-				
Net cash (used in) generated from investing activities	(374,463)	(321,563)	-	-	(81,716)	(5,411)	750,119	-	(33,034)				
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>													
Repayment of principle portion of lease liabilities	-	-	-	-	-	(1,764)	-	-	(1,764)				
Proceed from share issuance, net of issuance costs	510,271	452,076	315,547	-	110,523	(40,426)	(750,119)	(12,033)	585,839				
Proceed from private equity placement, net of issuance costs	-	-	-	-	-	-	-	-	-				
Net cash generated from (used in) financing activities	510,271	452,076	315,547	-	110,523	(42,190)	(750,119)	(12,033)	584,075				
<b>EFFECT OF EXCHANGE RATES ON CASH</b>													
Net increase/(decrease), effect of exchange rate changes on cash and cash equivalent	11,597	158,578	4,164	3	104,117	55,845	-	-	334,304				
<b>CASH AND CASH EQUIVALENTS, beginning of year</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,721</b>	<b>-</b>	<b>-</b>	<b>3,722</b>				
<b>CASH AND CASH EQUIVALENTS, end of year</b>	<b>11,598</b>	<b>158,578</b>	<b>4,164</b>	<b>3</b>	<b>104,117</b>	<b>59,566</b>	<b>-</b>	<b>-</b>	<b>338,026</b>				

## Notes

- (a) This entry is to eliminate investment against equity accounts;  
(b) This entry is to offset legal expenses against gross proceeds from direct public offerings.

Condensed consolidated statement of comprehensive loss for the period ended December 31, 2020

**Condensed consolidated Statements of comprehensive of loss**  
(US\$ thousands, except share data and per share data, or otherwise noted)

	31-Dec-20														Consolidated total US\$	
	China		Subsidiaries		Subsidiaries		SOS Ltd		China SOS Ltd	WFOE	VIE	Inter-company	Subsidiaries Outside China	Subsidiaries Inside China		SOS Ltd.
	SOS Ltd US\$	SOS Ltd US\$	WFOE US\$	VIE US\$	Outside China US\$	Inside China US\$	Adjustment (a) US\$	Adjustment (b) US\$	Adjustment US\$	Adjustment US\$	Adjustment US\$	Elimination US\$	Adjustment US\$	Adjustment US\$		SOS Ltd. US\$
REVENUES	-	-	-	-	-	50,289	-	-	-	-	-	-	-	-	-	50,289
COST OF REVENUES	-	-	-	-	-	(37,295)	-	-	-	-	-	-	-	-	-	(37,295)
GROSS PROFIT	-	-	-	-	-	12,994	-	-	-	-	-	-	-	-	-	12,994
OPERATING EXPENSES:																
General and administrative	(897)	(2)	(3)	-	-	(1,047)	-	(452)	-	-	-	-	-	-	-	(2,401)
Share-based compensation	(506)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(506)
Total operating expenses	(1,403)	(2)	(3)	-	-	(1,047)	-	(452)	-	-	-	-	-	-	-	(2,907)
INCOME FROM OPERATIONS	(1,403)	(2)	(3)	-	-	11,947	-	(452)	-	-	-	-	-	-	-	10,087
OTHER INCOME(EXPENSE):																
Loss on acquisition	-	-	-	-	-	-	(5,679)	-	-	-	-	-	-	-	-	(5,679)
Other income(expense),net	-	-	-	-	-	625	-	-	-	-	-	-	-	-	-	625
Total other (expenses)income, net	-	-	-	-	-	625	(5,679)	-	-	-	-	-	-	-	-	(5,054)
INCOME(LOSS)BEFORE INCOME TAXES	(1,403)	(2)	(3)	-	-	12,572	(5,679)	(452)	-	-	-	-	-	-	-	5,033
INCOME TAXES	-	-	-	-	-	(147)	-	-	-	-	-	-	-	-	-	(147)
NET INCOME(LOSS) - CONTINUING OPERATION	(1,403)	(2)	(3)	-	-	12,425	(5,679)	(452)	-	-	-	-	-	-	-	4,886
DISCONTINUED OPERATIONS:																
Loss from discontinued operations	-	-	-	-	-	-	(545)	-	-	-	-	-	-	-	-	(545)
Income from disposal of discontinued operations	-	-	-	-	-	-	63	-	-	-	-	-	-	-	-	63
LOSS FROM DISCONTINUED OPERATIONS	-	-	-	-	-	-	(482)	-	-	-	-	-	-	-	-	(482)
NET PROFIT(LOSS)	(1,403)	(2)	(3)	-	-	12,425	(6,161)	(452)	-	-	-	-	-	-	-	4,404
OTHER COMPREHENSIVE INCOME(LOSS)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign currency translation adjustment - net of tax	-	-	-	-	-	874	-	-	-	-	-	-	-	-	-	874
COMPREHENSIVE INCOME(LOSS)	(1,403)	(2)	(3)	-	-	13,299	(6,161)	(452)	-	-	-	-	-	-	-	5,278

Notes

- (a) SOS disposed off the legacy business in August 2020, it incurred a loss from an acquisition of \$5.68 million and a loss from discontinued operation of \$0.55 million, as well as a gain from the asset sale of 0.63 million, adding up to a total loss of \$6.16 million;
- (b) SOS picked up legal expenses paid by China SOS for the amount of \$0.45 million.

Condensed consolidated statement of financial position as at December 31, 2020

**Condensed Consolidated Balance Sheet**  
(US\$ thousands, except share data and per share data, or otherwise noted)

	31-Dec-20														
	China		Subsidiaries		Subsidiaries		SOS Ltd.		China SOS Ltd.	WFOE	VIE	Inter-company	Subsidiaries	Subsidiaries	SOS Ltd.
	SOS Ltd.	SOS Ltd.	WFOE	VIE	Outside	Inside	Adjustment	Adjustment	Adjustment	Adjustment	Adjustment	elimination	Adjustment	Adjustment	Consolidated
US\$	US\$	US\$	US\$	China	China	(a)	(b)	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$
<b>ASSETS</b>															
<b>Current assets:</b>															
Cash and cash equivalents	1	268	3,304	2	-	147	-	-	-	-	-	-	-	-	3,722
Accounts receivable, net	-	-	-	-	-	10,235	-	-	-	-	-	-	-	-	10,235
Other receivables - net	102	-	100	-	-	43,671	-	3,500	-	-	-	-	-	-	47,373
Amount due from related parties	-	-	-	-	-	3,693	-	-	-	-	-	-	-	-	3,693
Inter-company receivable (c)	-	-	-	-	-	-	(38,429)	-	-	-	-	38,429	-	-	-
<b>Total current assets</b>	<b>103</b>	<b>268</b>	<b>3,404</b>	<b>2</b>	<b>-</b>	<b>57,746</b>	<b>(38,429)</b>	<b>3,500</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>38,429</b>	<b>-</b>	<b>-</b>	<b>65,023</b>
<b>Non-current assets:</b>															
Operating lease, right-of-use assets	-	-	-	-	-	4,158	-	-	-	-	-	-	-	-	4,158
Property equipment and software, net	-	-	-	-	-	509	-	-	-	-	-	-	-	-	509
Investment in WFOE (d)	-	3,391	-	-	-	-	-	-	-	(3,391)	-	-	-	-	-
Investment in subsidiaries inside China (e)	-	-	-	-	-	644	-	-	-	-	-	-	-	(644)	-
Goodwill	-	-	-	-	-	-	-	-	-	-	-	-	-	72	72
<b>Total non-current assets</b>	<b>-</b>	<b>3,391</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,311</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(3,391)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(572)</b>	<b>4,739</b>
<b>Total assets</b>	<b>103</b>	<b>3,659</b>	<b>3,404</b>	<b>2</b>	<b>-</b>	<b>63,057</b>	<b>(38,429)</b>	<b>3,500</b>	<b>-</b>	<b>(3,391)</b>	<b>-</b>	<b>38,429</b>	<b>-</b>	<b>(572)</b>	<b>69,762</b>
<b>LIABILITIES AND EQUITY</b>															
<b>Current liabilities:</b>															
<b>Liabilities:</b>															
Accounts payable	-	-	-	-	-	1,078	-	-	-	-	-	-	-	-	1,078
Amount due to related parties	-	-	-	-	-	1,909	-	-	-	-	-	-	-	-	1,909
Inter-company payable	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating lease liability-current	-	-	-	-	-	834	-	-	-	-	-	-	-	-	834
Contract liability	-	-	-	-	-	610	-	-	-	-	-	-	-	-	610
Tax payable	-	-	-	-	-	665	-	-	-	-	-	-	-	-	665
Other payables	-	100	2	2	-	40,007	-	-	-	-	(38,429)	-	-	1,681	
<b>Total current liabilities</b>	<b>-</b>	<b>100</b>	<b>2</b>	<b>2</b>	<b>-</b>	<b>45,103</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(38,429)</b>	<b>-</b>	<b>-</b>	<b>6,777</b>	
Operating lease liability-noncurrent	-	-	-	-	-	2,749	-	-	-	-	-	-	-	-	2,749
<b>Total non-current liability</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,749</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,749</b>	
<b>Total liabilities</b>	<b>-</b>	<b>100</b>	<b>2</b>	<b>2</b>	<b>-</b>	<b>47,852</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(38,429)</b>	<b>-</b>	<b>-</b>	<b>9,526</b>	
<b>Shareholder's equity</b>															
Paid up capital	(1)	3	-	-	-	-	46	12	-	-	-	-	-	-	60
Additional paid-in capital	1,960	3,558	3,406	-	-	590	38,383	9,649	-	(3,406)	-	-	-	(540)	53,600
Retained earnings	(1,856)	(2)	(3)	-	-	13,903	-	(6,161)	-	3	-	-	-	(46)	5,838
Accumulated other comprehensive income (loss)	-	-	-	-	-	712	-	-	-	12	-	-	-	14	738
<b>Total Shareholders' equity</b>	<b>103</b>	<b>3,559</b>	<b>3,402</b>	<b>-</b>	<b>-</b>	<b>15,205</b>	<b>38,429</b>	<b>3,500</b>	<b>-</b>	<b>(3,391)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(570)</b>	<b>60,236</b>
<b>Total Liabilities and shareholders' equity</b>	<b>103</b>	<b>3,659</b>	<b>3,404</b>	<b>2</b>	<b>-</b>	<b>63,057</b>	<b>38,429</b>	<b>3,500</b>	<b>-</b>	<b>(3,391)</b>	<b>-</b>	<b>(38,429)</b>	<b>-</b>	<b>(570)</b>	<b>69,762</b>

Notes

- (a) SOSIT received fund on behalf of SOS; it was the proceeds net of legal expenses paid by private equity investors, equivalent to \$38.42 million. Together with (c) it is proposed to offset account receivable and account payable for the same amount via inter-company account;
- (b) SOS disposed off the legacy business in August 2020, it incurred a loss from an acquisition of \$5.68 million and a loss from discontinued operation of \$0.55 million, as well as a gain from the asset sale of 0.63 million, adding up to a total loss of \$6.16 million; It was acquired previously in June 2020 by issuing class A common share for the amount of \$9.66 million;
- (c) Together with (b), another half of the elimination of inter-company receivable from SOS and inter-company payable from SOSIT for the same amount of \$38.42 million;
- (d) This entry is to eliminate China SOS's long-term investment at initial cost in WFOE against WFOE's paid-up capital, additional paid-up capital and retained earnings etc;
- (e) This entry is also an elimination entry to knock off SOSIT's long-term investment at cost in IMSOS against IMSOS's paid-up capital, additional capital and retained earning etc.

Condensed consolidated statement of cash flow as at December 31, 2020

**Condensed consolidated statement of cash flow**  
(US\$ thousands, except share data and per share data, or otherwise noted)

	SOS Ltd.	China SOS Ltd.	WFOE	VIE	Subsidiaries Outside China	Subsidiaries Inside China	Consolidation Adjustment (a)	Consolidation Adjustment (b)	SOS Ltd. Consolidated total
	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>									
Net (loss)	(1,403)	(2)	(3)	-	-	12,425	(452)	(6,161)	4,404
Adjustments to reconcile net income net cash used in operating activities:									
Depreciation of property, plant and equipment	-	-	-	-	-	2	-	-	2
Share-based compensation	506	-	-	-	-	-	-	-	506
Allowance for doubtful accounts - accounts receivable	-	-	-	-	-	1	-	-	1
Allowance for doubtful accounts - other receivable	-	-	-	-	-	158	-	-	158
Loss on acquisition	-	-	-	-	-	-	-	5,679	5,679
Income from disposal of discontinued operations	-	-	-	-	-	-	-	(63)	(63)
<b>Changes in operating assets and liabilities</b>									
Accounts receivable	-	-	-	-	-	(2,065)	-	-	(2,065)
Other receivables	-	-	-	-	-	(36,019)	-	-	(36,019)
Amount due from related parties	-	-	-	-	-	(2,871)	-	-	(2,871)
Tax payables	-	-	-	-	-	292	-	-	292
Accounts payable	-	-	-	-	-	(11,940)	-	-	(11,940)
Other payables	-	100	-	-	-	1,384	-	-	1,484
Amount due to related parties	-	-	-	-	-	(3,666)	-	-	(3,666)
Contract liabilities	-	-	-	-	-	546	-	-	546
Net cash (used in) generated from operating activities	(897)	98	(3)	-	-	(41,753)	(452)	(545)	(43,552)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>									
Purchase of property, equipment and equipment	-	-	-	-	-	(501)	-	-	(501)
Investment in equity	-	(3,391)	3,391	-	-	0	-	-	-
Proceed from disposals of discontinued operations	-	-	-	-	-	3,500	-	-	3,500
Net cash (used in) generated from investing activities	-	(3,391)	3,391	-	-	2,999	-	-	2,999
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>									
Proceed from share issuance, net of issuance costs	-	3,578	-	-	-	-	-	-	3,578
Proceed from private equity placement, net of issuance costs	1,000	-	-	-	-	38,973	-	-	39,973
Net cash generated from (used in) financing activities	1,000	3,578	-	-	-	38,973	-	-	43,551
<b>EFFECT OF EXCHANGE RATES ON CASH</b>									
	(1)	(17)	(84)	-	-	785	-	-	683
<b>NET CASH CHANGES IN CASH AND CASH EQUIVALENTS</b>									
	102	268	3,304	-	-	1,004	(452)	(545)	3,681
CASH AND CASH EQUIVALENTS, beginning of year	1	-	-	-	-	40	-	-	41
CASH AND CASH EQUIVALENTS, end of year	103	268	3,304	-	-	1,044	(452)	(545)	3,722

Notes

- (a) SOS picks up the legal expense of \$0.45 million paid by China SOS, this increase the net loss of SOS by the same amount;
- (b) To reflect the impact of SOS's disposition of XRF's fintech business on cash flow: a loss from an acquisition of \$5.68 million and a loss from discontinued operation of \$0.55 million, as well as a gain from the asset sale of 0.63 million, adding up to a total loss of \$6.16 million.

Condensed consolidated Statements of comprehensive of loss  
(US\$ thousands, except share data and per share data, or otherwise noted)

	31-Dec-19																						
	China		WFOE		VIE		Subsidiaries		Subsidiaries		SOS Ltd		China	SOS Ltd	WFOE	VIE	Inter-company	Subsidiaries	Subsidiaries	SOS Ltd.			
	SOS Ltd	SOS Ltd	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$		
	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	
REVENUES	-	-	-	-	-	-	-	11,577	-	-	-	-	-	-	-	-	-	-	-	-	-	-	11,577
COST OF REVENUES	-	-	-	-	-	-	-	(9,459)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(9,459)
GROSS PROFIT	-	-	-	-	-	-	-	2,118	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,118
OPERATING EXPENSES:																							
General and administrative	-	-	-	-	-	-	-	(365)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(365)
Share-based compensation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total operating expenses	-	-	-	-	-	-	-	(365)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(365)
INCOME FROM OPERATIONS	-	-	-	-	-	-	-	1,753	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,753
Other income/(expense),net	-	-	-	-	-	-	-	41	-	-	-	-	-	-	-	-	-	-	-	-	-	-	41
Total other (expenses)income, net	-	-	-	-	-	-	-	41	-	-	-	-	-	-	-	-	-	-	-	-	-	-	41
INCOME/(LOSS)BEFORE INCOME TAXES	-	-	-	-	-	-	-	1,794	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,794
INCOME TAXES	-	-	-	-	-	-	-	(324)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(324)
NET INCOME/(LOSS) - CONTINUING OPERATION	-	-	-	-	-	-	-	1,470	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,470
NET PROFIT/(LOSS)	-	-	-	-	-	-	-	1,470	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,470
Foreign currency translation adjustment - net of tax	-	-	-	-	-	-	-	(16)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(16)
COMPREHENSIVE INCOME/(LOSS)	-	-	-	-	-	-	-	1,454	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,454

Condensed Consolidated Balance Sheet  
(US\$ thousands, except share data and per share data, or otherwise noted)

31-Dec-19													
	China			Subsidiaries	Subsidiaries	SOS Ltd.	China SOS	WFOE	VIE	Inter-	Subsidiaries	Subsidiaries	SOS Ltd.
	SOS Ltd.	SOS Ltd.	WFOE	Outside	Inside China	Adjustments	Ltd.	Adjustment	Adjustment	company	Inside	Outside	Consolidated
	US\$	US\$	US\$	China	US\$	US\$	US\$	US\$	US\$	US\$	China	China	total
	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$
<b>ASSETS</b>													
Current assets:													
Cash and cash equivalents	-	-	-	-	41	-	-	-	-	-	-	-	41
Accounts receivable, net	-	-	-	-	8,171	-	-	-	-	-	-	-	8,171
Other receivables - net	-	-	-	-	11,512	-	-	-	-	-	-	-	11,512
Amount due from related parties	-	-	-	-	822	-	-	-	-	-	-	-	822
<b>Total current assets</b>	-	-	-	-	<b>20,546</b>	-	-	-	-	-	-	-	<b>20,546</b>
Non-current assets:													
Operating lease, right-of-use assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Property equipment and software, net	-	-	-	-	6	-	-	-	-	-	-	-	6
<b>Total non-current assets</b>	-	-	-	-	<b>6</b>	-	-	-	-	-	-	-	<b>6</b>
<b>Total assets</b>	-	-	-	-	<b>20,552</b>	-	-	-	-	-	-	-	<b>20,552</b>
<b>LIABILITIES AND EQUITY</b>													
Current liabilities:													
Liabilities:													
Accounts payable	-	-	-	-	13,018	-	-	-	-	-	-	-	13,018
Amount due to related parties	-	-	-	-	5,575	-	-	-	-	-	-	-	5,575
Contract liability	-	-	-	-	64	-	-	-	-	-	-	-	64
Tax payable	-	-	-	-	374	-	-	-	-	-	-	-	374
Other payables	-	-	-	-	197	-	-	-	-	-	-	-	197
<b>Total current liabilities</b>	-	-	-	-	<b>19,228</b>	-	-	-	-	-	-	-	<b>19,228</b>
<b>Total non-current liability</b>	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total liabilities</b>	-	-	-	-	<b>19,228</b>	-	-	-	-	-	-	-	<b>19,228</b>
Shareholder's equity:													
Paid up capital	-	-	-	-	6	-	-	-	-	-	-	-	6
Additional paid-in capital	-	-	-	-	(6)	-	-	-	-	-	-	-	(6)
Retained earnings	-	-	-	-	1,340	-	-	-	-	-	-	-	1,340
Accumulated other comprehensive loss	-	-	-	-	(16)	-	-	-	-	-	-	-	(16)
<b>Total Shareholders' equity</b>	-	-	-	-	<b>1,324</b>	-	-	-	-	-	-	-	<b>1,324</b>
<b>Total Liabilities and shareholders' equity</b>	-	-	-	-	<b>20,552</b>	-	-	-	-	-	-	-	<b>20,552</b>

Condensed Consolidated Balance Sheet  
(US\$ thousands, except share data and per share data, or otherwise noted)

	31-Dec-19							SOS Ltd. Consolidated total US\$
	SOS Ltd.	China SOS Ltd.	WFOE	VIE	Subsidiaries Outside China	Subsidiaries Inside China	Consolidation	
	US\$	US\$	US\$	US\$	US\$	US\$	US\$	
CASH FLOWS FROM OPERATING ACTIVITIES								
Net profit	-	-	-	-	-	1,470	-	1,470
Adjustments to reconcile net income net cash used in operating activities:								
Depreciation of property, plant and equipment	-	-	-	-	-	2	-	2
Share-based compensation	-	-	-	-	-	-	-	-
Allowance for doubtful accounts - accounts receivable	-	-	-	-	-	5	-	5
Allowance for doubtful accounts - other receivable	-	-	-	-	-	146	-	146
Loss on acquisition	-	-	-	-	-	-	-	-
Income from disposal of discontinued operations	-	-	-	-	-	-	-	-
Changes in operating assets and liabilities								
Accounts receivable	-	-	-	-	-	(5,455)	-	(5,455)
Other receivables	-	-	-	-	-	(1,498)	-	(1,498)
Amount due from related parties	-	-	-	-	-	3,278	-	3,278
Tax payables	-	-	-	-	-	364	-	364
Accounts payable	-	-	-	-	-	3,851	-	3,851
Other payables	-	-	-	-	-	(217)	-	(217)
Amount due to related parties	-	-	-	-	-	(1,934)	-	(1,934)
Contract liabilities	-	-	-	-	-	32	-	32
Net cash generated from operating activities	-	-	-	-	-	44	-	44
EFFECT OF EXCHANGE RATES ON CASH	-	-	-	-	-	(16)	-	(16)
NET CASH CHANGES IN CASH AND CASH EQUIVALENTS	-	-	-	-	-	28	-	28
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	-	-	-	-	-	13	-	13
CASH AND CASH EQUIVALENTS, END OF YEAR	-	-	-	-	-	41	-	41

## 16. SUBSEQUENT EVENTS

**Receipt of SEC Subpoena**

On February 16, 2022, the Company received a subpoena from the Securities and Exchange Commission (the "SEC") requesting the production of certain documents related to an investigation by the SEC (the "Investigation"). The SEC's subpoena, like the Lawsuit, refers to a February 26, 2021, derogatory report about the Company published by Hindenburg Research LLC, to which the Company responded in a press release dated March 1, 2021. Among the documents the SEC seeks are those pertaining to the matters discussed in the report and to the Company's assertions in the press release that the report contained false information. Because the Investigation is at an early stage, the Company cannot predict its outcome, duration, or any potential consequences at this time. The SEC has not advised the Company that it has concluded any legal violation has occurred, but any Investigation potentially could result in government enforcement actions and, to civil and/or criminal sanctions under relevant laws. The Company intends to cooperate with the SEC with respect to the Investigation.

On April 29, 2022, the Company received a second subpoena from the SEC requesting the production of additional documents related to the Investigation. The Company intends to cooperate with the SEC with respect to the Investigation. The Company intends to cooperate with the SEC with respect to the Investigation.

**Registered Direct Offering**

On March 31, 2022, the Company entered into certain securities purchase agreement with the purchaser party thereto pursuant to which the Company agreed to sell 35,750,000 of its ADSs for gross proceeds of approximately \$20 million. The Offering closed on April 4, 2022.

**Placement Agency Agreement**

On March 31, 2022, the Company entered into placement agency agreement with Maxim Group LLC as exclusive placement agent pursuant to which the Placement Agent agreed to act as the sole lead/exclusive placement agent in connection with the Offering. The Company agreed to pay the Placement Agent an aggregate fee equal to 7% of the gross proceeds raised in the Offering. The Company also agreed to reimburse the Placement Agent \$5,000 for non-accountable expenses and up to \$40,000 for the reasonable and accounted fees and expenses of legal counsel.

\* \* \* \* \*

**ITEM 19. EXHIBITS**

- 1.1\* [Sixth amended and Restated Memorandum and Articles of Association of the Registrant, as currently in effect](#)
- 1.2 [Form of Written Ordinary Resolutions of the Company \(incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on November 16, 2020\)](#)
- 2.1 [Registrant's Specimen American Depositary Receipt \(included in Exhibit 2.3\)](#)
- 2.2\*\*\* [Registrant's Specimen Certificate for Ordinary Shares](#)
- 2.3 [Form of Deposit Agreement among the Registrant, the Depositary and Beneficial Owners of the American Depositary Receipts \(incorporated by reference to Exhibit 4.3 of the China Rapid Finance Limited registration statement on Form F-1 \(Registration no. 333-217064\) filed with the Commission on April 14, 2017\)](#)
- 2.4 [Form of Warrant \(incorporated by reference to Exhibit 99.2 of the Company's current report on Form 6-K filed with the Commission on January 13, 2021\)](#)
- 2.5 [Form of Warrant \(incorporated by reference to Exhibit 99.2 of the Company's current report on Form 6-K filed with the Commission on January 26, 2021\)](#)
- 2.6 [Form of Warrant \(incorporated by reference to Exhibit 99.2 of the Company's current report on Form 6-K filed with the Commission on February 12, 2021\)](#)
- 2.7 [Form of Warrant \(incorporated by reference to Exhibit 99.2 of the Company's current report on Form 6-K filed with the Commission on February 17, 2021\)](#)
- 2.8 [Form of Warrant \(incorporated by reference to Exhibit 99.2 of the Company's current report on Form 6-K filed with the Commission on February 22, 2021\)](#)
- 2.9 [Form of Warrant \(incorporated by reference to Exhibit 99.2 of the Company's current report on Form 6-K filed with the Commission on March 3, 2021\)](#)
- 2.10 [Form of Warrant \(incorporated by reference to Exhibit 99.2 of the Company's current report on Form 6-K filed with the Commission on April 1, 2021\)](#)
- 4.1 [Form of Purchase Agreement \(incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on January 13, 2021\)](#)
- 4.2 [Letter Agreement \(incorporated by reference to Exhibit 99.3 of the Company's current report on Form 6-K filed with the Commission on January 13, 2021\)](#)
- 4.3 [Form of the Letter Agreement \(incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on January 26, 2021\)](#)
- 4.4 [Placement Agent Agreement, dated January 15, 2021 \(incorporated by reference to Exhibit 99.3 of the Company's current report on Form 6-K filed with the Commission on January 26, 2021\)](#)
- 4.5 [Form of the Letter Agreement \(incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on February 12, 2021\)](#)
- 4.6 [Engagement Letter, dated February 7, 2021 \(incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on February 12, 2021\)](#)
- 4.7 [Form of Purchase Agreement \(incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on February 17, 2021\)](#)
- 4.8 [Form of Purchase Agreement \(incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on February 22, 2021\)](#)
- 4.9 [Form of Letter Agreement \(incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on March 3, 2021\)](#)

4.10	<a href="#">Engagement Letter, dated February 24, 2021 (incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on March 3, 2021)</a>
4.11	<a href="#">Form of Purchase Agreement (incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on April 1, 2021)</a>
4.12	<a href="#">Form of Lock-Up (incorporated by reference to Exhibit 99.3 of the Company's current report on Form 6-K filed with the Commission on April 1, 2021)</a>
4.13	<a href="#">Form of Purchase Agreement (incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on November 16, 2021)</a>
4.14	<a href="#">Form of Lock-Up (incorporated by reference to Exhibit 99.2 of the Company's current report on Form 6-K filed with the Commission on November 16, 2021)</a>
4.15	<a href="#">Letter Agreement (incorporated by reference to Exhibit 99.3 of the Company's current report on Form 6-K filed with the Commission on November 16, 2021)</a>
4.16	<a href="#">Purchase &amp; Sale Agreement between Thor Miner Inc. and SOS Information Technology New York Inc. dated January 10, 2022 (incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on January 12, 2022)</a>
4.17	<a href="#">Form of Purchase Agreement (incorporated by reference to Exhibit 99.1 of the Company's current report on Form 6-K filed with the Commission on April 4, 2022)</a>
4.18	<a href="#">Form of Lock-Up (incorporated by reference to Exhibit 99.2 of the Company's current report on Form 6-K filed with the Commission on April 4, 2022)</a>
4.19	<a href="#">Letter Agreement (incorporated by reference to Exhibit 99.3 of the Company's current report on Form 6-K filed with the Commission on April 4, 2022)</a>
8.1*	<a href="#">List of Subsidiaries of the Registrant</a>
11.1	<a href="#">Code of Business Conduct and Ethics of the Registrant (incorporated by reference to Exhibit 99.1 of the China Rapid Finance Limited registration statement on Form F-1 (Registration no. 333-217064) filed with the Commission on March 31, 2017)</a>
12.1*	<a href="#">CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
12.2*	<a href="#">CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
13.1**	<a href="#">CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
13.2**	<a href="#">CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
15.1*	<a href="#">Consent of Audit Alliance LLP</a>
101.INS	Inline XBRL Instance 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 (formatted as Inline XBRL and contained in Exhibit 101)

\* Filed herewith.

\*\* Furnished herewith.

\*\*\* No exhibit to be filed as the Registrant does not issue physical ordinary share certificates.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**SOS LIMITED**

By: /s/ Yandai Wang

Name: Yandai Wang  
Title: Chief Executive Officer, Chairman  
and Executive Director

By: /s/ Li Sing Leung

Name: Li Sing Leung  
Title: Chief Financial Officer and Director

Date: May 2, 2022

Exhibit 1.1

**THE COMPANIES ACT (AS REVISED)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES**

**SIXTH AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**SOS LIMITED**

(adopted by a special resolution passed on July 26, 2021)

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**THE COMPANIES ACT (AS REVISED)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES**

**SIXTH AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION  
OF  
SOS LIMITED**

(adopted by a special resolution passed on July 26, 2021)

- 1 The name of the Company is **SOS LIMITED**.
- 2 The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place within the Cayman Islands as the Directors may decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act or any other law of the Cayman Islands.
- 4 The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies Act.
- 5 The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
- 6 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 7 The authorised share capital of the Company is US\$600,000 divided into 6,000,000,000 shares of a par value of US\$0.0001 each, comprising of 4,900,000,000 Class A Ordinary Shares of a par value of US\$0.0001 each and 1,100,000,000 Class B Ordinary Shares of a par value of US\$0.0001 each, provided always that the Directors may, in their absolute discretion and without the approval of the Members, create and designate out of the unissued shares of the Company (including unissued Class A Ordinary Shares) one or more classes or series of preferred shares, comprising such number of preferred shares, and having such designations, powers, preferences, privileges and other rights, including dividend rights, voting rights, conversion rights, terms of redemption and liquidation preferences, as the Directors may determine.
- 8 The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 9 Capitalised terms that are not defined in this Amended and Restated Memorandum of Association bear the same meanings as those given in the Amended and Restated Articles of Association of the Company.

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**THE COMPANIES ACT (AS REVISED)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES**

**SIXTH AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
OF  
SOS LIMITED**

(adopted by a special resolution passed on July 26, 2021)

**1 Interpretation**

1.1 In these Articles Table A in the First Schedule to the Companies Act does not apply and, unless there is something in the subject or context inconsistent therewith, the defined terms shall have the meanings assigned to them as follows:

<b>“ADS”</b>	means an American Depositary Share representing Class A Ordinary Shares;
<b>“Affiliate”</b>	means in respect of a Person, any other Person that, directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such Person, and (i) in the case of a natural person, shall include, without limitation, such person’s spouse, parents, children, siblings, mother-in-law and father-in-law and brothers and sisters-in-law, a trust for the benefit of any of the foregoing, a company, partnership or any natural person or entity wholly or jointly owned by any of the foregoing, and (ii) in the case of an entity, shall include a partnership, a corporation or any natural person or entity which directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such entity. The term “control” shall mean the ownership, directly or indirectly, of shares possessing more than fifty per cent (50%) of the voting power of the corporation, or the partnership or other entity (other than, in the case of corporation, shares having such power only by reason of the happening of a contingency), or having the power to control the management or elect a majority of members to the board of directors or equivalent decision-making body of such corporation, partnership or other entity;
<b>“Articles”</b>	means these articles of association of the Company, as from time to time altered or added to in accordance with the Companies Act and these Articles;
<b>“Board”</b>	means the board of Directors of the Company;
<b>“Chairman”</b>	shall bear the meaning as ascribed to it in Article 27.2;
<b>“Class” or “Classes”</b>	means any class or classes of shares as may from time to time be issued by the Company;
<b>“Class A Ordinary Shares”</b>	means the Class A Ordinary Shares of a par value of US\$0.0001 in the capital of the Company, designated as a Class A Ordinary Shares and having the rights provided for in these Articles;
<b>“Class B Ordinary Shares”</b>	means the Class B Ordinary Shares of a par value of US\$0.0001 in the capital of the Company, designated as a Class B Ordinary Shares and having the rights provided for in these Articles;
<b>“Companies Act”</b>	means the Companies Act (As Revised) of the Cayman Islands and any statutory amendment or re-enactment thereof. Where any provision of the Companies Act is referred to, the reference is to that provision as amended by any law for the time being in force;

<b>“Company”</b>	means SOS LIMITED, a Cayman Islands exempted company limited by shares;
<b>“Company’s Website”</b>	The main corporate or investor relations website of the Company, the address or domain name of which has been notified to Members;
<b>“Constructively Owned”</b>	means the ownership of Voting Interests by a Member that is, or would be, treated as a direct, indirect or constructive owner of such Voting Interests through the application of Section 958(a) or Section 958(b) (whichever imputes to such Member the largest total number of outstanding Voting Interests) of the Internal Revenue Code of 1986, as amended, and the U.S. Treasury regulations promulgated thereunder.
<b>“Conversion Date”</b>	means, (i) in respect of a Conversion Notice, the day on which that Conversion Notice is delivered, or (ii) in respect of any automatic conversion effected pursuant to Articles 4.1(a)(iv) or (v), the date upon which the event which triggers such automatic conversion first occurs;
<b>“Conversion Notice”</b>	means a written notice delivered to the Company (and as otherwise stated therein) stating that a holder of Class B Ordinary Shares elects to convert the number of Class B Ordinary Shares specified therein pursuant to Article 4;
<b>“Conversion Right”</b>	means the right of any holder of Class B Ordinary Shares, subject to the provisions of these Articles to convert all or any of its Class B Ordinary Shares into Class A Ordinary Shares in its discretion;
<b>“Designated Stock Exchange”</b>	means the Global Market of The Nasdaq Stock Market, the New York Stock Exchange, the American Stock Exchange or any other internationally recognised stock exchange where the Company’s ADSs are traded;
<b>“Directors”</b>	means the directors of the Company for the time being, or as the case may be, the Directors assembled as a Board or as a committee thereof;
<b>“dividend”</b>	includes an interim dividend;
<b>“electronic” or “electronically”</b>	has the meaning given to it in the Electronic Transactions Act and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;
<b>“electronic communication”</b>	means electronic posting to the Company’s Website, transmission to any number, address or internet website or other electronic delivery methods as otherwise decided and approved by not less than two-thirds of the Directors voting in a vote of the Board on such method, provided, however, that email correspondence and facsimile shall always be a permitted electronic communication;
<b>“Electronic Transactions Act”</b>	means the Electronic Transactions Act (As Revised) of the Cayman Islands and any statutory amendment or re-enactment thereof;
<b>“in writing”</b>	includes writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on Members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;
<b>“Member”</b>	means a person whose name is entered in the Register of Members as the holder of a share or shares;
<b>“Memorandum of Association”</b>	of means the memorandum of association of the Company, as amended and re-stated from time to time;
<b>“month”</b>	means calendar month;
<b>“Ordinary Resolution”</b>	means a resolution: <p>(a) passed by a simple majority of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company and in computing the majority regard shall be had to the number of votes to which each Member is entitled; or</p>

(b) approved in writing by two-thirds of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members and the effective date of the resolution so adopted shall be the date on which the instrument or the last of such instruments, if more than one, is executed;

<b>“Ordinary Share”</b>	means the Class A Ordinary Shares and the Class B Ordinary Shares collectively;
<b>“paid up”</b>	means paid up as to the par value and any premium payable in respect of the issue of any shares and includes credited as paid up;
<b>“Register of Members”</b>	means the register of Members to be kept by the Company in accordance with the Companies Act;
<b>“Registered Office”</b>	means the registered office for the time being of the Company;
<b>“Seal”</b>	means the common seal of the Company including any facsimile thereof;
<b>“Securities Act”</b>	means the Securities Act of 1933 of the United States of America, as amended from time to time;
<b>“share”</b>	means any share in the capital of the Company and includes a fraction of a share. All references to “shares” herein shall be deemed to be shares of any or all Classes as the context may require;
<b>“signed”</b>	includes a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;
<b>“Special Resolution”</b>	means a special resolution passed in accordance with the Companies Act, being a resolution:  (a) passed by a majority of not less than two-thirds of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given and in computing the majority regard shall be had to the number of votes to which each Member is entitled; or  (b) approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments, if more than one, is executed;

**“Treasury Share”** means a share held in the name of the Company as a treasury share in accordance with the Companies Act;

**“Voting Interests”** means the aggregate number of votes to which a Member is entitled on all matters subject to the vote at general meetings of the Company (disregarding for this purpose any limitations on the voting interests of a Member owning Class B Shares pursuant to Section 4.1(b)), including those derived from holding Class A Ordinary Shares and Class B Ordinary Shares; and

**“year”** means calendar year.

1.2 In these Articles, save where the context requires otherwise:

- (a) words importing the singular number shall include the plural number and vice versa;
- (b) words importing the masculine gender shall include the feminine gender;
- (c) words importing persons shall include companies or associations or bodies of persons, whether corporate or not;
- (d) “may” shall be construed as permissive and “shall” shall be construed as imperative;
- (e) a reference to a dollar or dollars (or US\$) is a reference to dollars of the United States;
- (f) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time;
- (g) any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms; and
- (h) Sections 8 and 19(3) of the Electronic Transactions Act shall not apply.

1.3 Subject to the last two preceding Articles, any words defined in the Companies Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

## 2 Preliminary

- 2.1 The business of the Company may be conducted as the Directors see fit.
- 2.2 The Registered Office shall be at such address in the Cayman Islands as the Directors shall from time to time determine. The Company may in addition establish and maintain such other offices and places of business and agencies in such places as the Directors may from time to time determine.

## 3 Issue of Shares

3.1 Subject to applicable law, rules, regulations and the relevant provisions, if any, in the Memorandum of Association, the Directors may, in their absolute discretion and without the approval of Members, cause the Company to:

- (a) Issue, allot and dispose of shares (including, without limitation, preferred shares) (whether in certificated form or non-certificated form), to such persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine;
- (b) grant rights over existing shares or issue other securities in one or more series as they deem necessary and appropriate and determine designations, powers, preferences, privileges and other rights, including dividend rights, voting rights, conversion rights, terms of redemption and liquidation preferences, any or all of which may be greater than the powers and rights associated with the then outstanding shares, at such times and on such other terms as they think proper; and

(c) grant options with respect to shares and issue warrants or similar instruments with respect thereto.

3.2 Without prejudice to Article 3.1, the Directors may, without the approval of the Members, create and designate out of the unissued shares of the Company (including unissued Class A Ordinary Shares) one or more classes or series of preferred shares, comprising such number of preferred shares, and having such designations, powers, preferences, privileges and other rights, including dividend rights, voting rights, conversion rights, terms of redemption and liquidation preferences, as the Directors may determine in their sole and absolute discretion.

3.3 The Company shall not issue shares which are negotiable or in bearer form.

#### 4 Share Rights

4.1 Subject to Articles 3.1 and 3.2 and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall initially be divided into shares of two classes, Class A Ordinary Shares and Class B Ordinary Shares, immediately upon the effectiveness of these Articles. Class A Ordinary Shares and Class B Ordinary Shares shall carry equal rights and rank pari passu with one another other than as set out below.

(a) With respect to conversion of Class B Ordinary Shares:

- (i) A holder of Class B Ordinary Shares shall have the Conversion Right in respect of each Class B Ordinary Share. For the avoidance of doubt, a holder of Class A Ordinary Shares shall have no rights to convert Class A Ordinary Shares into Class B Ordinary Shares under any circumstances.
- (ii) Each Class B Ordinary Share shall be converted at the option of the holder, at any time after issue and without the payment of any additional sum, into one fully paid Class A Ordinary Share. Such conversion shall take effect on the Conversion Date. A Conversion Notice shall not be effective if it is not accompanied by such evidence (if any) as the Directors may reasonably require to prove the title of the person exercising such right. Any and all taxes and stamp, issue and registration duties (if any) arising on conversion shall be borne by the holder of Class B Ordinary Shares requesting conversion.
- (iii) On the Conversion Date, every Class B Ordinary Share to be converted shall automatically be converted into one Class A Ordinary Share with such rights and restrictions attached to and shall rank pari passu in all respects with the Class A Ordinary Shares then in issue and the Company shall enter or procure the entry of the name of the relevant holder of Class B Ordinary Shares as the holder of the same number of Class A Ordinary Shares resulting from the conversion of the Class B Ordinary Shares in, and make any other necessary and consequential changes to, the Register of Members.
- (iv) If, at any time, the total number of the issued and outstanding Class B Ordinary Shares in aggregate is less than 5% of the total number of the Class B Ordinary Shares of the Company issued and outstanding immediately after the Company's initial public offering, each issued and outstanding Class B Ordinary Share shall be automatically and immediately converted into one Class A Ordinary Share.
- (v) Upon any sale, transfer, assignment or disposition of any Class B Ordinary Share by a holder thereof to any person or entity which is not an Affiliate of such holder, such Class B Ordinary Share shall be automatically and immediately converted into one Class A Ordinary Share. For the avoidance of doubt, (1) a sale, transfer, assignment or disposition shall be effective upon the Company's registration of such sale, transfer, assignment or disposition in the Register of Members; and (2) the creation of any pledge, charge, encumbrance or other third party right of whatever description on any Class B Ordinary Shares to secure a holder's contractual or legal obligations shall not be deemed as a sale, transfer, assignment or disposition unless and until any such pledge, charge, encumbrance or other third party right is enforced and results in the third party or its designee holding legal title to such Class B Ordinary Shares, in which case such Class B Ordinary Share shall be automatically converted into one Class A Ordinary Share upon the Company's registration of the third party or its designee as a Member holding that number of Class A Ordinary Shares in the Register of Members.

- (vi) Until such time as the Class B Ordinary Shares have been converted into Class A Ordinary Shares, the Company shall: (1) at all times keep available for issue and free of all liens, charges, options, mortgages, pledges, claims, equities, encumbrances and other third-party rights of any nature, and not subject to any pre-emptive rights out of its authorized but unissued share capital, such number of authorized but unissued Class A Ordinary Shares as would enable all Class B Ordinary Shares to be converted into Class A Ordinary Shares and any other rights of conversion into, subscription for or exchange into Class A Ordinary Shares to be satisfied in full; and (2) not make any issue, grant or distribution or take any other action if the effect would be that on the conversion of the Class B Ordinary Shares to Class A Ordinary Shares it would be required to issue Class A Ordinary Shares at a price lower than the par value thereof.
- (vii) Any conversion of Class B Ordinary Shares effected pursuant to this Article 4.1 shall be effected in any manner permitted by law (including without limitation by means of either the re-designation and re-classification of such Class B Ordinary Shares into Class A Ordinary Shares, or the repurchase or redemption of such Class B Ordinary Shares and the issue and allotment of the relevant number of Class A Ordinary Shares resulting from the conversion), as may be determined by the Directors in their absolute discretion.
- (b) Holders of Ordinary Shares have the right to receive notice of, attend, speak and vote at general meetings of the Company. Holders of shares of Class A Ordinary Shares and Class B Ordinary Shares shall, at all times, vote together as one class on all matters submitted to a vote for Members' consent. Each Class A Ordinary Share shall be entitled to one (1) vote on all matters subject to the vote at general meetings of the Company, and each Class B Ordinary Share shall be entitled to ten (10) votes on all matters subject to the vote at general meetings of the Company.

## 5 Register of Members

- 5.1 The Company shall maintain a Register of Members. The Register of Members shall specify the share or shares held by that person and the amount paid up thereon.
- 5.2 In the event that shares are held jointly by several persons, any request may be made by any one of the joint holders and if so made shall be binding on all of the joint holders.

## 6 Transfer of Shares

- 6.1 The instrument of transfer of any share shall be in writing and in such usual or common form or such other form as the Directors may in their discretion approve and be executed by or on behalf of the transferor and shall be accompanied by such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
- 6.2 All instruments of transfer which are registered shall be retained by the Company, but any instrument of transfer which the Directors decline to register shall (except in any case of fraud) be returned to the person depositing the same.
- 6.3 The Directors may, in their absolute discretion, and without assigning any reason, refuse to register a transfer of any share which is not fully paid up or upon which the Company has a lien.
- 6.4 The Directors may also decline to register any transfer of any share unless:
  - (a) the instrument of transfer is lodged with the Company, accompanied by the certificate(s) for the shares to which it relates (if any) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
  - (b) the instrument of transfer is in respect of only one Class of shares;

- (c) the instrument of transfer is properly stamped, if required;
- (d) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four; or
- (e) any fee of such maximum sum as the Designated Stock Exchange may determine to be payable, or such lesser sum as the Directors may from time to time require, in respect of the transfer has been paid to the Company.

6.5 If the Directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to each of the transferor and transferee notice of the refusal.

6.6 The registration of transfers of shares may, on fourteen (14) days' notice being given by advertisement in an appointed newspaper or any other newspapers or by any other means in accordance with the requirements of the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) calendar days in any year) as the Directors may determine.

## 7 Redemption, Purchase and Surrender of Own Shares

7.1 Subject to the provisions of the Companies Act and these Articles, the Company may:

- (a) issue shares on terms that they are to be redeemed or are liable to be redeemed at the option of the Member or the Company on such terms and in such manner as the Directors, before the issue of the shares, or the Members by Special Resolution, may determine;
- (b) purchase its own shares (including any redeemable shares) on such terms and in such manner as have been approved by the Board or by the Members by Ordinary Resolution, or are otherwise authorised by these Articles; and
- (c) make a payment in respect of the redemption or purchase of its own shares in any manner permitted by the Companies Act, including out of capital.

7.2 The purchase of any share shall not oblige the Company to purchase any other share other than as may be required pursuant to applicable law and any other contractual obligations of the Company.

7.3 The Company shall pay the holder of the shares being purchased the purchase or redemption monies or consideration in respect thereof.

7.4 The Directors may accept the surrender for no consideration of any fully paid share.

## 8 Treasury Shares

8.1 The Directors may, prior to the purchase, redemption or surrender of any share, determine that such share shall be held as a Treasury Share.

8.2 The Directors may determine to cancel a Treasury Share or transfer a Treasury Share on such terms as they think proper (including, without limitation, for nil consideration).

## 9 Variation of Rights Attaching to Shares

9.1 If at any time the share capital is divided into different Classes or series of shares, the rights attaching to any Class or series (unless otherwise provided by the terms of issue of the shares of that Class or series) may, subject to these Articles, be varied or abrogated with the written consent of the holders of two-thirds (2/3) 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.

9.2 The provisions of these Articles relating to general meetings shall apply to every such general meeting of the holders of one Class or series of shares, except that the necessary quorum shall be one person holding or representing by proxy at least one-third (1/3) of the issued shares of that Class or series. Subject to any rights or restrictions for the time being attached to the shares of that Class or series, every Member of the Class or series shall on a poll have one vote for each share of the Class or series held by him. For the purposes of this Article the Directors may treat all the Classes or series or any two or more Classes or series as forming one Class or series if they consider that all such Classes or series would be affected in the same way by the proposals under consideration, but in any other case shall treat them as separate Classes or series.

- 9.3 The rights conferred upon the holders of the shares of any Class or series shall not, unless otherwise expressly provided by the terms of issue of the shares of that Class or series, be deemed to be varied by the creation or issue of further shares ranking in priority to or pari passu therewith.

#### **10 Commission on Sale of Shares**

The Company may, in so far as the Companies Act from time to time permit, pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any shares of the Company. Such commissions may be satisfied by the payment of cash or the lodgement of fully or partly paid-up shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

#### **11 Non-Recognition of Trusts**

No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future, or partial interest in any share, or any interest in any fractional part of a share, or (except only as is otherwise provided by these Articles or the Companies Act) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### **12 Lien on Shares**

- 12.1 The Company shall have a first and paramount lien and charge on all shares (whether fully paid-up or not) registered in the name of a Member (whether solely or jointly with others) for all debts, liabilities or engagements to or with the Company (whether presently payable or not) by such Member or his estate, either alone or jointly with any other person, whether a Member or not, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The registration of a transfer of any such share shall operate as a waiver of the Company's lien (if any) thereon. The Company's lien (if any) on a share shall extend to all dividends or other monies payable in respect thereof.
- 12.2 The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen (14) calendar days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or to the persons entitled thereto by reason of the death or bankruptcy of such registered holder.
- 12.3 To give effect to any such sale, the Directors may authorise any person to transfer the shares sold to, or in accordance with the direction of, the purchaser thereof. The purchaser or his nominee shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the sale or the exercise of the Company's power of sale under these Articles.
- 12.4 The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.

**13 Calls on Shares**

- 13.1 The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares, and each Member shall (subject to receiving at least fourteen (14) calendar days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on his shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.
- 13.2 The joint holders of a share shall be jointly and severally liable to pay calls in respect thereof.
- 13.3 If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum from the day appointed for the payment thereof to the time of the actual payment at such rate as the Directors may determine, but the Directors may waive payment of that interest wholly or in part.
- 13.4 An amount payable in respect of a share on allotment or at any fixed date, whether on account of the par value of the share or premium or otherwise, shall be deemed to be a call and if it is not paid, all the provisions of these Articles shall apply as if that amount had become due and payable by virtue of a call duly made and notified.
- 13.5 The Directors may make arrangements on the issue of shares for a difference between the Members, or the particular shares, in the amount of calls to be paid and in the times of payment.
- 13.6 The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would otherwise become payable) pay interest at such rate as may be agreed upon between the Member paying the sum in advance and the Directors. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

**14 Forfeiture of Shares**

- 14.1 If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
- 14.2 The notice shall name a further day (not earlier than the expiration of fourteen (14) calendar days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
- 14.3 If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by notice has been made, be forfeited by a resolution of the Directors to that effect.
- 14.4 A forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
- 14.5 A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receives payment in full of all monies due and payable by him with respect to those shares.
- 14.6 A certificate in writing under the hand of a Director of the Company that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- 14.7 The Company may receive the consideration, if any, given for the share or any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

14.8 The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes due and payable, whether on account of the par value of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### 15 Registration of Empowering Instruments

The Company shall be entitled to charge a fee not exceeding one dollar (US\$1.00) on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

#### 16 Transmission of Shares

16.1 The legal personal representative of a deceased sole holder of a share shall be the only person recognised by the Company as having any title to the share. In the case of a share registered in the name of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor, shall be the only person recognised by the Company as having any title to the share. The estate of a deceased Member is not thereby released from any liability in respect of any share, which had been jointly held by him.

16.2 Any person becoming entitled to a share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any other way than by transfer) shall upon such evidence being produced as may from time to time be properly required by the Directors, have the right either to be registered as a Member in respect of the share or, instead of being registered himself, to have some person nominated by him as the transferee. If the person so becoming entitled shall elect to be registered himself as holder he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

16.3 A person becoming entitled to a share by reason of the death or bankruptcy or liquidation or dissolution of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company, provided, however, that the Directors may at any time give notice requiring any such person to elect either to be registered or to transfer the share, and if the notice is not complied with within ninety (90) calendar days, the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.

#### 17 Alteration of Capital

17.1 The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such Classes and amount, as the resolution shall prescribe.

17.2 The Company may by Ordinary Resolution;

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) subdivide its existing shares, or any of them into shares of a smaller amount than that fixed by the Memorandum of Association, provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived; and
- (c) 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 and diminish the amount of its share capital by the amount of the shares so cancelled.

17.3 The Company may by Special Resolution reduce its share capital and any capital redemption reserve in any manner authorised by law.

17.4 All new shares created hereunder shall be subject to the same provisions with reference to the payment of calls, liens, transfers, transmission, forfeiture and otherwise as the shares in the original share capital.

**18 Closing Register of Members or Fixing Record Date**

18.1 For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register of Members shall be closed for transfers for a stated period but not to exceed in any case thirty (30) calendar days. If the Register of Members shall be so closed for the purpose of determining those Members that are entitled to receive notice of, attend or vote at a meeting of Members, such register shall be so closed for at least ten (10) calendar days immediately preceding such meeting and the record date for such determination shall be the date of the closure of the Register of Members.

18.2 In lieu of or apart from closing the Register of Members, the Directors may fix in advance or arrears a date as the record date for any such determination of those Members that are entitled to receive notice of, attend or vote at a meeting of the Members or any adjournment thereof, or for the purpose of determining those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose.

18.3 If the Register of Members is not so closed and no record date is fixed for the determination of those Members entitled to receive notice of, attend or vote at a meeting of Members or those Members that are entitled to receive payment of a dividend, the date on which notice of the meeting is posted or the date on which the resolution of the Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of Members. When a determination of those Members that are entitled to receive notice of, attend or vote at a meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof.

**19 General Meetings**

19.1 All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.

19.2 The Company may in each year hold a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and place as the Directors shall appoint.

19.3 The Directors may call general meetings, and they shall on a Members requisition forthwith proceed to convene an extraordinary general meeting of the Company.

19.4 A Members requisition is a requisition of Members of the Company holding at the date of deposit of the requisition not less than in aggregate not less than two-thirds (2/3) of the aggregate number of votes attaching to all issued and outstanding shares of the Company as at that date that carries the right of voting at general meetings of the Company.

19.5 The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Company's principal place of business (with a copy sent to the Registered Office), and may consist of several documents in like form each signed by one or more requisitionists.

19.6 If the Directors do not within twenty-one (21) calendar days from the date of the deposit of the requisition duly proceed to convene a general meeting to be held within a further twenty-one (21) calendar days, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a general meeting, but any meeting so convened shall not be held after the expiration of three months after the expiration of the second said twenty-one (21) calendar days.

19.7 A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.

**20 Notice of General Meetings**

20.1 At least ten (10) calendar days' notice shall be given for any general meeting. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in the manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company, *provided* that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of these Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed:

- (a) in the case of an annual general meeting by all the Members (or their proxies) entitled to attend and vote thereat; and
- (b) in the case of an extraordinary general meeting by Members (or their proxies) having a right to attend and vote at the meeting and holding not less than seventy-five percent (75%) in par value of the shares giving that right.

20.2 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at any meeting.

**21 Proceedings at General Meetings**

21.1 No business except for the appointment of a chairman for the meeting shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. One or more Members holding shares which represent, in aggregate, not less than one-third (1/3) of the votes attaching to all issued and outstanding Shares and entitled to vote, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorised representative, shall be a quorum for all purposes. A person may participate at a general meeting by conference telephone or other communication equipment by means of which all the persons participating in the meeting can communicate with each other. Participation by a person in a general meeting in this manner is treated as presence in person at that meeting.

21.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day, time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

21.3 The Chairman of the Board shall preside as chairman at every general meeting of the Company. If there is no such Chairman, or if at any general meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, any Director or person nominated by the Directors shall preside as chairman of that meeting, failing which the Members present in person or by proxy shall elect any person present to be chairman of that meeting.

21.4 The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) calendar days or more, not less than seven (7) calendar days' notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21.5 At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll.

21.6 Except on a poll on the election of a chairman or on a question of adjournment, a poll shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 21.7 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
- 21.8 A poll on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll is contingent thereon may proceed pending the taking of the poll.
- 22 Votes of Members**
- 22.1 Except as required by applicable law and subject to these Articles, holders of Class A Ordinary Shares and Class B Ordinary Shares shall at all times vote together as one class on all matters submitted to a vote of the Members. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting:
- (a) every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative, shall have one vote for every fully paid Class A Ordinary Share of which he is the holder; and
  - (b) every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative, shall have ten (10) votes for every fully paid Class B Ordinary Share of which he is the holder.
- 22.2 In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names of the holders stand in the Register of Members.
- 22.3 A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, or other person in the nature of a committee appointed by that court, and any such committee or other person may vote by proxy.
- 22.4 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a Class of shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- 22.5 Votes may be given either personally or by proxy (or in the case of a corporation or other non-natural person by its duly authorised representative or proxy). A Member may appoint more than one proxy or the same proxy under one or more instruments to attend and vote at a meeting. Where a Member appoints more than one proxy the instrument of proxy shall specify the number of shares in respect of which each proxy is entitled to exercise the related votes.
- 22.6 No objection shall be raised to the qualification of any voter except at the general meeting or adjourned general meeting at which the vote objected to is given or tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 22.7 A Member holding more than one share need not cast the votes in respect of his shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing him, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.
- 22.8 An Ordinary Resolution in writing signed by two-thirds of the Members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- 22.9 A Special Resolution in writing signed by all of the Members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

**23 Proxies**

- 23.1 Subject to Article 23.3, the instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company. Members holding Class B Ordinary Shares may not appoint another Member holding Class B Ordinary Shares as its proxy.
- 23.2 The instrument appointing a proxy shall be deposited at such place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; provided that the Directors may in the notice convening the meeting, or in an instrument of proxy sent out by the Company, direct that the instrument appointing a proxy may be deposited at such time (being no later than the time for holding the meeting or adjourned meeting) and at such place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company. The chairman may in any event at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited. An instrument of proxy that is not deposited in the manner permitted shall be invalid.
- 23.3 The instrument appointing a proxy may be in any usual or common form or such other form as the Directors may approve and may be expressed to be for a particular meeting or any adjournment thereof or generally until revoked. If and to the extent allowed by the Companies Act, Members may provide proxies electronically.
- 23.4 Votes given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given unless notice in writing of such death, insanity, revocation or transfer was received by the Company at such place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company, before the commencement of the general meeting or adjourned meeting at which the proxy is sought to be used.

**24 Corporations Acting by Representatives at Meeting**

Any corporation or other non-natural person which is a Member or a Director may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any Class of Members or of the Board or of a committee of the Board, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member or Director.

**25 Depository**

If a depository (or its nominee(s)) is a Member, it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company or at any general meeting of the holders of any Class or series of shares, *provided* that, if more than one person is so authorised, the authorisation shall specify the number and Class or series of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same powers on behalf of the or depository (or its nominee(s)) which he represents as that depository (or its nominee(s)) could exercise if it were an individual Member of the Company holding the number and Class or series of shares specified in such authorisation, notwithstanding any contrary provision contained in these Articles.

**26 Shares that may not be Voted**

Shares in the Company that are beneficially owned by the Company shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time.

**27 Directors**

27.1 Unless otherwise determined by the Company in a general meeting, the number of Directors shall not be less than three (3), the exact number of Directors to be determined from time to time by the Board. There shall be no maximum number of Directors unless otherwise determined by the Company in a general meeting.

27.2 The Board shall have one or two Chairmen of the Board elected and appointed by a majority of the Directors then in office.

27.3 The Company may by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy on the Board or as an addition to the existing Board.

27.4 The Directors may appoint any person as a Director to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

27.5 A Director may be removed from office by Ordinary Resolution or by a written resolution signed by every Director other than the Director being removed at any time notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under such agreement). The notice of any general meeting of shareholders at which a resolution to remove a Director is proposed or voted upon must contain a statement of the intention to remove that Director and such notice must be served on that Director not less than three (3) calendar days before the general meeting. Such Director is entitled to attend general the meeting and be heard on the motion for his removal.

27.6 The Directors may, from time to time adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Directors shall determine by resolution from time to time.

27.7 A Director shall not be required to hold any shares in the Company by way of qualification. A Director who is not a Member of the Company shall nevertheless be entitled to receive notice of and to attend and speak at general meetings of the Company and of all classes of shares of the Company.

**28 Directors' Fees and Expenses**

28.1 The Directors may receive such remuneration as the Directors may from time to time determine. A Director may be entitled to be repaid all travelling, hotel and incidental expenses reasonably incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any Class of shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.

28.2 Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Directors goes beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Articles.

**29 Alternate Director**

- 29.1 Any Director may in writing appoint another person to be his alternate (except that a Director that holds Class B Ordinary Shares shall not be permitted to appoint another person to be his alternative if that other person holds Class B ordinary shares) and, save to the extent provided otherwise in the form of appointment, such alternate shall have authority to sign written resolutions on behalf of the appointing Director, but shall not be required to sign such written resolutions where they have been signed by the appointing Director, and to act in such Director's place at any meeting of the Directors at which the appointing Director is unable to be present. Every such alternate shall be entitled to notice of, attend and vote at meetings of the Directors as a Director when the Director appointing him is not personally present and, where he is a Director, to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Such alternate shall be deemed for all purposes to be a Director of the Company shall not be deemed to be the agent of the Director appointing him. The remuneration of such alternate shall be payable out of the remuneration of the Director appointing him and the proportion thereof shall be agreed between them. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director. Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
- 29.2 Any Director may appoint any person, whether or not a Director, to be the proxy of that Director to attend and vote on his behalf, in accordance with instructions given by that Director or, in the absence of such instructions, at the discretion of the proxy, at a meeting or meetings of the Directors which that Director is unable to attend personally. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting.

**30 Powers and Duties of Directors**

- 30.1 Subject to the provisions of the Companies Act, these Articles and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company. No resolution passed by the Company in a general meeting shall invalidate any prior act of the Directors that would have been valid if that resolution had not been passed.
- 30.2 Subject to these Articles, the Directors may from time to time appoint any natural person or corporation, whether or not a Director, to hold such office in the Company as the Directors may think necessary for the administration of the Company, including without prejudice to the foregoing generality, the office of the Chief Executive Officer, President, one or more Vice Presidents, Chief Operating Officer, Chief Financial Officer, Manager or Controller, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Any natural person or corporation so appointed by the Directors may be removed by the Directors. The Directors may also appoint one or more of their number to the office of Managing Director upon like terms, but any such appointment shall ipso facto determine if any Managing Director ceases from any cause to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office be terminated.
- 30.3 The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that an alternate Director may not act as managing director and the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 30.4 The Directors may from time to time and at any time by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit, and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.

- 30.5 The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the following paragraphs shall be without prejudice to the general powers conferred by this Article.
- 30.6 The Directors may establish any committees, local boards or agencies, or appoint any person to be a manager or agent, for managing the affairs of the Company and may appoint any person to be a member of such committees or local boards and may fix the remuneration of any of the aforesaid. Any such appointment may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee, local board or agency shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 30.7 The Directors may delegate to any such committee, local board, agency, manager or agent any of the powers, authorities and discretions for the time being vested in the Directors. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 30.8 Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.
- 30.9 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

### 31 Disqualification of Directors

The office of Director shall be vacated, if the Director:

- (a) dies, becomes bankrupt or makes any arrangement or composition with his creditors;
- (b) is found to be or becomes of unsound mind;
- (c) resigns his office by notice in writing to the Company;
- (d) without special leave of absence from the Board, is absent from three consecutive meetings of the Board and the Board resolves that his office be vacated; or
- (e) if he shall be removed from office pursuant to these Articles or the Companies Act.

### 32 Proceedings of Directors

- 32.1 The Directors may meet together (whether within or outside the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote. A Director may at any time summon a meeting of the Directors by at least two calendar days' notice in writing to every other Director and alternate Director, which notice shall set forth the general nature of the business to be considered, unless notice is waived by all the Directors (or their alternates) either at, before or after the meeting is held.
- 32.2 A Director or Directors may participate in any meeting of the Board, or of any committee appointed by the Board of which such Director or Directors are members, by means of telephone or similar communication equipment by way of which all persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting. Unless otherwise determined by the Directors the meeting shall be deemed to be held at the place where the chairman is at the start of the meeting.

- 32.3 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be a majority of the directors then in office. A person who holds office as an alternate Director shall, if his appointor is not present, be counted in the quorum. A Director who also acts as an alternate Director shall, if his appointor is not present, count twice towards the quorum. A meeting of the Directors at which a quorum is present when the meeting proceeds to business shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.
- 32.4 A Director who is in any way, whether directly or indirectly, interested in a contract or Transaction or proposed contract or transaction with the Company shall declare the nature of his interest at a meeting of the Directors. A general notice given to the Directors by any Director to the effect that he is a member, shareholder, director, partner, officer or employee of any specified company or firm and is to be regarded as interested in any contract or transaction with that company or firm shall be deemed a sufficient declaration of interest for the purposes of voting on a resolution in respect to a contract or transaction in which he has an interest, and after such general notice it shall not be necessary to give special notice relating to any particular transaction. Subject to the rules of Designated Stock Exchange, a Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.
- 32.5 A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director or alternate Director is in any way interested be liable to be voided, nor shall any Director or alternate Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established. A Director or alternate director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement.
- 32.6 Any Director or alternate Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director or alternate Director; *provided* that nothing herein contained shall authorise a Director or alternate Director, or his firm, to act as auditor to the Company.
- 32.7 The Directors shall cause minutes to be made for the purpose of recording:
- (a) all appointments of officers made by the Directors;
  - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
  - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
- 32.8 When the Chairman of a meeting of the Board signs the minutes of such meeting the same shall be deemed to have been duly held notwithstanding that all the Directors have not actually come together or that there may have been a technical defect in the proceedings.
- 32.9 A resolution in writing signed (in one or more counterparts) by all the Directors or all the members of a committee of Directors (an alternate Director being entitled to sign such a resolution on behalf of his appointor) shall be as valid and effectual as if it had been passed at a meeting of the Directors, or committee of the Directors as the case may be, duly called and constituted.

- 32.10 The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number, or of summoning a general meeting of the Company, but for no other purpose.
- 32.11 The Chairman shall preside as chairman at every meeting of the Board. To the extent that the Chairman is not present at any meeting within fifteen (15) minutes after the time appointed for holding the same, a Director appointed by the Chairman may preside the meeting, or, if no such Director is appointed, the Directors present may choose one of their number to be chairman of the meeting.
- 32.12 Subject to any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within five (5) minutes after the time appointed for holding the same, the committee members present may choose one of their number to be chairman of the meeting.
- 32.13 A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present and in case of an equality of votes the chairman shall have a second or casting vote.
- 32.14 All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

### 33 Presumption of Assent

A Director of the Company who is present at a meeting of the Board at which action on any Company matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent from such action with the person acting as the chairman or secretary of the meeting before the adjournment thereof or shall forward such dissent by registered post to such person immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favour of such action.

### 34 Dividends, Distributions and Reserve

- 34.1 Subject to any rights and restrictions for the time being attached to any Class or Classes of shares and these Articles, the Directors may from time to time declare dividends and other distributions on shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor. At any and every time the Board declare dividends, Class A Ordinary Shares and Class B Ordinary Shares shall have identical rights in the dividends so declared.
- 34.2 Subject to any rights and restrictions for the time being attached to any Class or Classes of shares and these Articles, the Company by Ordinary Resolution may declare dividends or distributions, but no dividend or distribution shall exceed the amount recommended by the Directors.
- 34.3 The Directors may, before recommending or declaring any dividend or distribution, set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends or distributions, or for any other purpose to which those funds may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit.
- 34.4 Any dividend, distribution, interest or other monies payable in cash in respect of shares may be paid by wire transfer to the Member or by cheque sent by mail addressed to the Member at his address in the Register of Members, or addressed to such person and at such addresses as the Member may direct, or in the case of joint holders, to any one of such joint holders at his registered address or to such person and such address as the Member or person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the person to whom it is sent or to the order of such other person as the Member or person entitled, or such joint holders as the case may be, may direct.

- 34.5 The Directors may declare that any dividend or distribution be paid wholly or partly by the distribution of specific assets and in particular paid up shares, debentures or debenture stock of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 34.6 No dividend or distribution shall be paid otherwise than out of profits or, subject to the restrictions of the Companies Act, the share premium account.
- 34.7 Subject to the rights of persons, if any, entitled to shares with special rights as to dividends or distributions, all dividends or distributions shall be declared and paid according to the amounts paid or credited as fully paid on the shares, but if and so long as nothing is paid up on any of the shares in the Company, dividends or distributions may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this Article as paid on the share.
- 34.8 The Directors may deduct from any dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on account of calls or otherwise.
- 34.9 If several persons are registered as joint holders of any share, any of them may give effectual receipts for any dividend, distribution or other moneys payable on or in respect of the share.
- 34.10 No dividend or distribution shall bear interest against the Company. Any dividend or distribution which cannot be paid to a Member and/or which remains unclaimed after one year from the date of declaration of such dividend or distribution may, in the discretion of the Directors, be paid into a separate account in the Company's name, *provided* that the Company shall not be constituted as a trustee in respect of that account and the dividend or distribution shall remain as a debt due to the Member. Any dividend or distribution which remains unclaimed after a period of six (6) years from the date of declaration of such dividend or distribution shall be forfeited and shall revert to the Company.

### 35 Books of Accounts

- 35.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 35.2 The books of account shall be kept at such place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- 35.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies Act or authorised by the Directors or by the Company by Ordinary Resolution.
- 35.4 The accounts relating to the Company's affairs shall be audited in such manner and with such financial year end as may be determined from time to time by the Company by Ordinary Directors or failing any determination as aforesaid shall not be audited.

**36 Annual Returns and Filings**

The Directors shall make the requisite annual returns and any other requisite filings in accordance with the Companies Act.

**37 Audit**

- 37.1 The Directors may appoint an auditor of the Company who shall hold office until removed from office by a resolution of the Directors and may fix his or their remuneration.
- 37.2 Every auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditors.
- 37.3 Auditors shall, if so required by the Directors, make a report on the accounts of the Company during their tenure of office at the next annual general meeting following their appointment in the case of a company which is registered with the Registrar of Companies as an ordinary company, and at the next extraordinary general meeting following their appointment in the case of a company which is registered with the Registrar of Companies as an exempted company, and at any time during their term of office, upon request of the Directors or any general meeting of the Members.

**38 The Seal**

- 38.1 The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. Every instrument to which the Seal has been affixed shall be signed by at least one person who shall be either a Director or an officer or other person appointed by the Directors for the purpose.
- 38.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals each of which shall be a facsimile of the common Seal of the Company and, if the Directors so determine, with the addition on its face of the name of every place where it is to be used.
- 38.3 A Director or officer, representative or attorney of the Company may without further authority of the Directors affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

**39 Capitalisation**

- 39.1 The Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and to apply such sum on their behalf in paying up in full unissued shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

- 39.2 Notwithstanding any provisions in these Articles, the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to apply such sum in paying up in full unissued shares of the Company to be allotted and issued to:
- (a) employees (including Directors) or service providers of the Company or its Affiliates upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Directors or the Members;
  - (b) any trustee of any trust or administrator of any share incentive scheme or employee benefit scheme to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Directors or Members; or
  - (c) any depository of the Company for the purposes of the issue, allotment and delivery by the depository of ADSs to employees (including Directors) or service providers of the Company or its Affiliates upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Directors or the Members.

#### 40 Notices

- 40.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company or by the person entitled to give notice to any Member either personally, by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to the Member at his address as appearing in the Register of Members or, to the extent permitted by all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the Member to the Company or by placing it on the Company's Website. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register of Members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.
- 40.2 Notices posted to addresses outside the Cayman Islands shall be forwarded by prepaid airmail.
- 40.3 Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.
- 40.4 Any notice or other document, if served by (a) post, shall be deemed to have been served five (5) calendar days after the time when the letter containing the same is posted, or (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient, (c) recognised courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service and in proving such service it shall be sufficient to provide that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier or (d) electronic means as provided herein shall be deemed to have been served immediately upon the time of the transmission by electronic means to the electronic number of address or website supplied by the Member to the Company, or upon the time of its placement on the Company's Website.
- 40.5 Any notice or document delivered or sent to any Member in accordance with the terms of these Articles shall notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register of Members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- 40.6 Notice of every general meeting shall be given to:
- (a) every person shown as a Member in the Register of Members on the record date for such meeting except in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the Register of Members;
  - (b) every person entitled to a share in consequence of the death or bankruptcy of a Member, who but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) each Director and Alternate Director.

No other person shall be entitled to receive notices of general meetings.

40.7 Whenever notice is required to be given under any provision of these Articles, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Members, Directors or members of a committee of directors need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by these Articles.

#### 41 Information

41.1 No Member shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors would not be in the interests of the Members to communicate to the public.

41.2 The Board shall be entitled to release or disclose any information in its possession, custody or control regarding the Company or its affairs to any of its Members including, without limitation, information contained in the Register of Members and transfer books of the Company.

41.3 The Directors, or any service providers (including the officers, the secretary and the registered office provider of the Company) specifically authorised by the Directors, shall be entitled to disclose to any regulatory or judicial authority any information regarding the affairs of the Company, including without limitation information contained in the Register of Members and books of the Company.

#### 42 Indemnity

42.1 To the fullest extent permissible under the Companies Act, every Director (including for the purposes of this Article any alternate Director appointed pursuant to the provisions of these Articles), secretary, assistant secretary, or other officer for the time being and from time to time of the Company (but not including the Company's auditors) and the personal representatives of the same (each an "Indemnified Person") shall be indemnified and secured harmless against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by with Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake or judgement) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

42.2 No such Director or officer of the Company shall be liable to the Company for any loss or damage in carrying out his functions unless that liability arises through the actual fraud or wilful default of such Director or officer. References in this Article to actual fraud or wilful default mean a finding to such effect by a competent court in relation to the conduct of the relevant party.

#### 43 Financial Year

Unless the Directors otherwise prescribe, the financial year of the Company shall end on December 31 in each year and, following the year of incorporation, shall begin on January 1 in each year.

**44 Winding Up**

- 44.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the par value of the shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the par value of the shares held by them at the commencement of the winding up subject to a deduction from those shares in respect of which there are monies due, of all monies payable to the Company for unpaid calls or otherwise. This Article is without prejudice to the rights of the holders of shares issued upon special terms and conditions.
- 44.2 Subject to these Articles, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is any liability.

**45 Amendment of Memorandum and Articles of Association and Name of Company**

Subject to the Companies Act and these Articles, the Company may at any time and from time to time by Special Resolution alter or amend these Articles or the Memorandum of Association of the Company, in whole or in part, or change the name of the Company.

**46 Registration by way of Continuation**

Subject to these Articles, the Company may by Special Resolution resolve to be registered by way of continuation in a jurisdiction outside the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing. In furtherance of a resolution adopted pursuant to this Article, the Directors may cause an application to be made to the Registrar of Companies to deregister the Company in the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company.

**47 Mergers and Consolidations**

The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Act), upon such terms as the Directors may determine.

## List of Subsidiaries of the Company

Name	Background
SOS Information Technology New York Inc.	A New York company Incorporated on July 15, 2020 A holding company
Yong Bao Two Ltd.	A British Virgin Island company Incorporated on February 29, 2020 A holding company
Canada XX Exchange Ltd.	Digital asset exchange platform
US XX Exchange Ltd.	Digital asset exchange platform
Future Technology Global Ltd. (HK)	A 100% subsidiary of SOS Information Technology Co., Ltd.
FDW Limited	A 100% subsidiary of SOS Ltd.
China SOS Ltd.	A Hong Kong limited liability company Incorporated on June 19, 2019 A holding company
FD LLC	A 51% owned JV with Niagara Development LLC
Qingdao SOS Investment Management Co., Ltd.	A 100% subsidiary of China SOS Limited, a WOFE
Qingdao SOS Investment LLP	A 99% subsidiary of Qingdao SOS Investment Management Co., Ltd.(PRC)
SOS Auto Service CO.,Ltd.	A 99% subsidiary of Qingdao SOS Investment Management Co., Ltd.(PRC)
SOS Industrial Holding Co., Ltd.	A VIE of Qingdao SOS Management Consulting Co., Ltd.
Qingdao SOS Digital Technologies Inc.(PRC)	A 100% subsidiary of Qingdao Enterprise Co. Ltd., operates insurance marketing business,10085 hot line, bankcard promotional center and SaaS service
SOS Information Technology Co., Ltd.	A 100% subsidiary of Qingdao Enterprise Co. Ltd., operates insurance marketing business, 10086 hot line, bankcard promotional center and SaaS service
Inner Mongolia SOS Insurance Agency Co., Ltd.	A 100% subsidiary of SOS Information Technology Co., Ltd, which operates insurance brokerage business within Inner Mongolia region
Common Prosperity Technology Co., Ltd.	A 50% subsidiary of SOS International Trading Co., Ltd. and another 50% owned by Qingdao SOS Investment LLP
SOS International Trading Co., Ltd.	A 100% subsidiary of SOS Information Technology Co., Ltd.
SOS Ronghe Digital Technology Co., Ltd. (PRC)	A 69% subsidiary of SOS Information Technology Co., Ltd.
Weigou International Trading Co., Ltd.	A 99% subsidiary of Qingdao Investment LLP
Shuyun International Trading Co., Ltd.	A 99% subsidiary of Qingdao Investment LLP
Chexiaoer Technology Co., Ltd.	A 25% subsidiary of Qingdao Investment LLP and A 30% owned by SOS Auto Service Co., Ltd.

**Certification by the Chief Executive Officer****Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Yandai Wang, certify that:

1. I have reviewed this annual report on Form 20-F of SOS Limited (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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 that 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: May 2, 2022

By: /s/ Yandai Wang

Name: Yandai Wang

Title: Chief Executive Officer, Chairman and Executive Director

**Certification by the Chief Financial Officer****Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Li Sing Leung, certify that:

1. I have reviewed this annual report on Form 20-F of SOS Limited (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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: May 2, 2022

By: /s/ Li Sing Leung  
Name: Li Sing Leung  
Title: Chief Financial Officer

**Certification by the Chief Executive Officer****Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of SOS Limited (the "Company") on Form 20-F for the year ended December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Yandai Wang, Chief Executive Officer, Chairman and Executive Director 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: May 2, 2022

By: /s/Yandai Wang  
Name: Yandai Wang  
Title: Chief Executive Officer, Chairman and Executive Director

**Certification by the Chief Financial Officer**

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of SOS Limited (the "Company") on Form 20-F for the year ended December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Li Sing Leung, 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: May 2, 2022

By: /s/ Li Sing Leung  
Name: Li Sing Leung  
Title: Chief Financial Officer

**AUDIT ALLIANCE LLP®**

A Top 18 Audit Firm

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10 Anson Road #20-16 International Plaza Singapore 079903

Website: [www.allianceaudit.com](http://www.allianceaudit.com)**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement of SOS Limited on Forms S-8 (file Nos. 333-250141; 333-262636), Forms F-3 (File Nos. 333-250145; 333-252279), Form F-3MEF (File No. 333-253237) and Form F-3ASR (File No. 333-253402) of our report dated May 2, 2022 with respect to our audits of the consolidated financial statements of the Company as of December 31, 2019, 2020 and 2021, and for the three years in the period ended December 31, 2021, which report is included in this Annual Report on Form 20-F of the Company for the year ended December 31, 2021.

*Audit Alliance LLP*

Audit Alliance LLP  
Singapore  
May 2, 2022