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360 LUDASHI HOLDINGS LIMITED

360 魯大師控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3601)

DISCLOSEABLE TRANSACTION SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCT

SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCT

Reference is made to the 13 June Announcement in respect of the subscription of the structured deposit product under the Structured Deposit Product Agreement XIX which was intended to be entered into between Liu Liuyou Technology and China Merchants Bank. Due to the upgrade of the financial system of the Company, the remittance could not be made before the expiration of the subscription period as stipulated in the Structured Deposit Product Agreement XIX. As a result, the Company failed to subscribe for the structured deposit product under the Structured Deposit Product Agreement XIX. The funds originally intended to be used to subscribe for the structured deposit product under the Structured Deposit Product Agreement XIX are retained by Liu Liuyou Technology.

On 28 June 2022, Liu Liuyou Technology, a subsidiary of the Company, entered into the Structured Deposit Product Agreement XXI with China Merchants Bank, pursuant to which, Liu Liuyou Technology agreed to subscribe for the Structured Deposit Product of RMB20 million from China Merchants Bank. Such subscription was funded by the redeemed principal amount under the Structured Deposit Product Agreement XVII.

LISTING RULES IMPLICATIONS

As the Structured Deposit Product was subscribed from the same bank as and is of similar nature as the Original Structured Deposit Products, the subscription under the Structured Deposit Product Agreement XXI shall be aggregated with the Original Structured Deposit Products pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios, on an aggregated basis, in respect of the Structured Deposit Product exceed 5% but all of the ratios are less than 25%, the subscription of the Structured Deposit Product therefore constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules.

References are made to the announcements of the Company dated 7 July 2021, 12 July 2021, 18 August 2021, 21 October 2021, 29 October 2021, 18 February 2022, 25 February 2022, 3 March 2022, 31 May 2022 and 13 June 2022 (the “**13 June Announcement**”) (the aforesaid announcements together with the 13 June Announcement, the “**Announcements**”) in respect of the subscriptions of the Original Structured Deposit Products from China Merchants Bank. Unless the context otherwise specifies, terms used herein shall have the same meanings as those defined in the Announcements.

As stated in the 13 June Announcement, the subscription of the structured deposit product under the Structured Deposit Product Agreement XIX was intended to be entered into between Liu Liuyou Technology and China Merchants Bank. Due to the upgrade of the financial system of the Company, the remittance could not be made before the expiration of the subscription period as stipulated in the Structured Deposit Product Agreement XIX. As a result, the Company failed to subscribe for the structured deposit product under the Structured Deposit Product Agreement XIX. The funds originally intended to be used to subscribe for the structured deposit product under the Structured Deposit Product Agreement XIX are retained by Liu Liuyou Technology.

On 28 June 2022, Liu Liuyou Technology, a subsidiary of the Company, entered into the Structured Deposit Product Agreement XXI with China Merchants Bank, pursuant to which, Liu Liuyou Technology agreed to subscribe for the Structured Deposit Product of RMB20 million from China Merchants Bank. Such subscription was funded by the redeemed principal amount under the Structured Deposit Product Agreement XVII.

The Structured Deposit Product Agreement XXI

The principal terms of the Structured Deposit Product Agreement XXI are set out below:

Date: 28 June 2022

Product: Gold-linked Series Bearish Three-tier 92-day Structured Deposit of China Merchants Bank*
(招商銀行點金系列看跌三層區間92天結構性存款)

Parties: Liu Liuyou Technology; and
China Merchants Bank

Amount of the deposit: RMB20 million

Type: Principal-guaranteed with floating interest rate

Linked subject and deposit interest: The interest on such deposit is linked to the price of gold. Deposit interest is determined based on the performance of the linked gold price

Expected maturity interest rate per annum: 1.85% to 3.20%

Term of the deposit: 92 days

Value date: 29 June 2022

Expiry date: 29 September 2022

Risk rating of the product (the risk rating made by the bank): R1 (cautious)

Termination and redemption: Liu Liuyou Technology has no right of early termination or redemption of the product

BASIS OF DETERMINATION FOR THE CONSIDERATION

The Directors confirmed that the consideration of the subscription of the Structured Deposit Product was determined on the basis of normal commercial terms negotiated at arm's length between the Group and China Merchants Bank, having considered the then available surplus cash of the Group for treasury management purpose.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

Taking into account that (i) the Structured Deposit Product is fully principal-guaranteed and with minimal risks involved; (ii) compared with the deposit interest rates generally offered by commercial banks in the PRC, the return of the Structured Deposit Product is relatively high; and (iii) the Structured Deposit Product was funded by the Group's idle funds with a relatively short term which will not affect the operational liquidity of the Group, the Group decided to subscribe for the Structured Deposit Product to improve the utilization of its idle funds and generate better returns for the Group.

Accordingly, the Directors (including the independent non-executive Directors) are of the view that the terms of the Structured Deposit Product Agreement XXI were arrived at after the arm's length negotiation and the transaction contemplated thereunder is on normal commercial terms which is fair and reasonable and in the interests of the Company and Shareholders as a whole.

INFORMATION ABOUT THE PARTIES

The Company

The Company was incorporated in the Cayman Islands with limited liability and develops a series of PC and mobile devices utility software and offer them to users free-of-charge in exchange for online traffic that the Company monetizes by online advertising services, online game platforms and operation of exclusive licensed online game business.

Liu Liuyou Technology

Liu Liuyou Technology is a limited liability company established in the PRC and a non-wholly owned subsidiary of Chengdu Qilu, which is deemed to be a wholly-owned subsidiary of the Company pursuant to the Contractual Arrangements. Liu Liuyou Technology is principally engaged in the online game operation business.

China Merchants Bank

China Merchants Bank is a commercial bank in the PRC, headquartered in Shenzhen. Its shares are listed on the Stock Exchange (stock code: 3968) and on the Shanghai Stock Exchange (stock code: 600036). China Merchants Bank is principally engaged in providing customers with various wholesale and retail banking products and services, and conducting capital businesses for itself and on behalf of customers.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, China Merchants Bank and its ultimate beneficial owner(s) are the third parties independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

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DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“Board”	board of directors of the Company
“Chengdu Qilu”	Chengdu Qilu Technology Company Limited* (成都奇魯科技有限公司), a limited liability company established in the PRC on 25 November 2014 and is deemed to be a wholly-owned subsidiary of the Company pursuant to the Contractual Arrangements

“China Merchants Bank”	China Merchants Bank Co., Ltd., a joint stock company incorporated in the PRC with limited liability and the shares of which are listed on the Shanghai Stock Exchange (stock code: 600036) and the Main Board of the Stock Exchange (stock code: 3968)
“China” or “PRC”	the People’s Republic of China
“Company”	360 LUDASHI HOLDINGS LIMITED (360魯大師控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands, whose shares are listed on the Main Board of the Stock Exchange (stock code: 3601)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Contractual Arrangements”	a series of contractual arrangements entered into by Chengdu Anyixun Technology Company Limited* (成都安易迅科技有限公司), Chengdu Qilu and the registered shareholders of Chengdu Qilu (where applicable), details of which are described in the “Contractual Arrangement” section of the prospectus of the Company dated 26 September 2019
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Liu Liyou Technology”	Tianjin Liu Liyou Technology Company Limited* (天津六六遊科技有限公司), a limited liability company established in the PRC on 17 April 2017 and a non-wholly owned subsidiary of Chengdu Qilu
“Original Structured Deposit Products”	the structured deposit products subscribed by the Group on 7 July 2021, 8 July 2021, 18 August 2021, 21 October 2021, 29 October 2021, 18 February 2022, 25 February 2022, 3 March 2022, 31 May 2022 and 13 June 2022, namely, the structured deposit products subscribed under Structured Deposit Product Agreements VII to XX (except the structured deposit product originally intended to be subscribed under the Structured Deposit Product Agreement XIX)
“RMB”	Renminbi, the lawful currency of China

“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Structured Deposit Product”	the structured deposit product subscribed by Liu Liuyou Technology from China Merchants Bank on 28 June 2022 pursuant to the Structured Deposit Product Agreement XXI
“Structured Deposit Product Agreement XXI”	the agreement dated 28 June 2022 entered into between Liu Liuyou Technology and the China Merchants Bank in relation to the subscription of Structured Deposit Product of RMB20 million
“%”	per cent

By order of the Board
360 Ludashi Holdings Limited
Mr. Tian Ye
Chairman and executive Director

Hong Kong, 28 June 2022

As at the date of this announcement, the Board comprises: Mr. Tian Ye and Mr. He Shiwei as executive Directors; Mr. Sun Chunfeng, Mr. Liu Wei and Mr. Zhao Dan as non-executive Directors; and Mr. Li Yang, Mr. Wang Xinyu and Mr. Zhang Ziyu as independent non-executive Directors.

* *For identification purpose only*