

ANTI-CORRUPTION COMPLIANCE POLICY

All employees are required to comply with the policies and guidelines set forth below in this Anti-Corruption Compliance Policy (the “Policy”) adopted by Q&K International Group Limited (together with its subsidiaries and consolidated variable interest entities, the “Company”). The Policy applies to the Company as well as to those acting on behalf of the Company, including officers, directors, employees, shareholders, dealers and other agents or third parties acting on behalf of the Company.

I. Prohibition Against Bribery

It is critical that the Company, its officers, directors, employees, shareholders, and agents comply with all applicable anti-corruption laws. The Company complies fully with the letter and the spirit of all applicable anti-corruption laws, including where appropriate the U.S. Foreign Corrupt Practices Act and all anti-corruption laws in China. *The Company strictly prohibits engaging in or tolerating bribery or any other form of corruption.*

This Policy strictly prohibits the Company and its officers, directors, employees and agents, from offering, promising, authorizing or giving money or anything of value to Influential Outside Persons (defined in Section I.A below) or any other person or entity to secure any improper advantage, or to obtain, direct or retain business. This Policy also prohibits offering, promising, authorizing or giving money or anything of value to an Influential Outside Person in order to influence official acts or decisions of that person or entity, to secure any improper advantage, or to obtain, direct or retain business.

Under this Policy, “anything of value” is defined broadly and is not limited to money – it includes travel, meals, gifts, services, sponsorships, job opportunities, and other tangible or intangible benefits. There is no minimum threshold in determining value. Even small payments or benefits are prohibited if they are intended or operate as bribes. In addition, this Policy prohibits conveying anything of value either directly or indirectly. Thus, the Policy prohibits corruptly conveying a thing of value to an Influential Outside Person through dealers, agents, contractors, intermediaries, or other third parties. Benefits to family members of Influential Outside Persons are similarly prohibited. Nor is there an exception if the Influential Outside Person demands or suggests the payment.

Further, this Policy requires that the Company keep accurate books and records that fairly reflect all transactions involving the Company’s assets, and that all transactions are properly authorized.

It is important to recognize that significant fines and penalties can be imposed for violations, including substantial jail time for criminal violations. Employees may not avoid liability by “turning a blind eye” when circumstances indicate a potential violation of the Policy. If any employee has any doubts or questions as to whether his/her conduct is permissible under this Policy or believes a violation of our Policy has occurred, is occurring, or will occur, he/she must contact the Company’s Compliance Department (or the Company’s compliance email: cd@qk365.com) immediately.

A. Influential Outside Persons

- This Policy is implicated whenever something of value may be promised, offered to or given to an “Influential Outside Person.” Under this Policy, Influential Outside Person is defined very broadly, and includes: Government Official (as defined below) or his/her family members or any other person that has a close relationship with such Government Official; and
- any other individual or entity (in the private or public sector) that has the power to decide or influence the success of the Company’s activities or efforts

For purposes of this Policy, “Government Official” means:

- Any person engaged in public duty in a government agency. Under our Policy, this includes any elected or appointed official or employee of a government, at any level, including national or local government entities. This includes members of legislative, administrative, and judicial bodies, as well as low-level employees of government agencies, such as office workers;
- Any officer or employee of government-owned or government-controlled entities, including state-owned entities that operate in the commercial sector, such as an employee at a state-owned enterprise;
- Any officer or employee of a public international organization (such as the United Nations, the World Bank or the International Monetary Fund);
- Any person acting in an official capacity for a government, government agency, or state-owned enterprise (for example, someone who has been given authority by a government entity to carry out official responsibilities); and
- Any political party, official of a political party, and any candidate for political office.

If you have any questions about whether an individual is an Influential Outside Person under our Policy, please contact the Company’s Compliance Department.

B. Things of Value

The Policy prohibits offering an Influential Outside Person or any other person or entity “anything of value” as a bribe. As noted above, this is broadly defined and includes non-cash items such as gifts, meals, entertainment, outings, favors, services, loans and loan guarantees, investment or business opportunities, the use of property or equipment, job offers, transportation, and the payment or reimbursement of debts, even if provided to the relatives of an Influential Outside Person or other intended beneficiary. Even small payments or benefits are prohibited if they are intended as bribes.

C. Securing an Improper Benefit

As with other aspects of this Policy, the prohibitions on a payment or provision of benefits to secure an improper benefit or obtain, direct or retain business are defined broadly. Under this Policy, this includes any commercial or financial benefit, not only a payment to secure a sale or contract. For example, a payment to persuade an Influential Outside Person not to impose a fine or tax, or to minimize such a fine or tax, would violate the Policy, as

would a payment to prevent enforcement of an applicable law or regulation. Similarly, payments to influence an Influential Outside Person's decision to award a permit or license would violate the Policy.

II. Additional Guidance

A. Retention of Third Parties

This Policy prohibits indirect payments to Influential Outside Persons or other persons or entities, such as payments through a third party. Retaining the services of any third party, including a dealer, agent, consultant, contractor or representative can raise compliance issues.

For further guidance, please refer to the Company's Guidelines Regarding Dealers, Agents, Consultants, Joint Venture Partners or Other Representatives, attached hereto as Annex A.

B. Gifts, Meals and Entertainment

Although business meals and entertainment and business gifts may be common practices, certain benefits to Influential Outside Persons or other persons or entities may violate governing laws, rules and regulations. *Providing meals or entertainment or gifts with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited.*

For further guidance, please refer to the Company's Guidelines Regarding Gifts, Meals and Entertainment, attached hereto as Annex B.

C. Travel

Under this Policy, things of value also include travel expenses, such as travel to inspect the Company's offices or facilities or to a seminar or promotional event. The issue of travel expenses can raise complicated compliance questions. *Paying for or reimbursing travel expenses with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited.*

For further guidance, please refer to the Company's Guidelines Regarding Travel Expenses for Influential Outside Persons, attached hereto as Annex C.

D. "Grease" or "Facilitating" Payments

It is company policy that all payments to Influential Outside Persons to secure an improper advantage, including nominal "facilitating" payments made to Influential Outside Persons to expedite or to secure the performance of a routine governmental action, are strictly prohibited.

E. Illegal or Improper Payments

Any kickbacks or other payments to a customer in any form to secure that customer's purchases are prohibited by this Policy. This prohibition applies to kickbacks paid directly by the Company as well as to payments made indirectly, such as payments made to customers by members of the sales or marketing staff using funds paid to them by the Company as sales commissions or salaries.

During the course of promoting the Company's services, if it is necessary to offer discounts to customers, such discounts must be given openly, evidenced by supporting documents and shall be properly approved by the Company and reported to the Finance Department for book entry.

F. Employee Receipt of Gifts and Entertainment

As detailed in the Company's Code of Business Conduct and Ethics, company policy prohibits employees from receiving gifts or entertainment that influence, or could be viewed as influencing, business decisions. Employees are prohibited from receiving anything of value – including meals, entertainment, favors or gifts – if the purpose or appearance of such an item is to improperly influence the employee in his/her work. Thus, employees may not receive anything of value as an improper inducement to make any decision related to their responsibilities, such as to award a contract or to favor one vendor over another.

Without limiting the generality of the foregoing, employees should not accept gifts if such gifts:

- may result in any unnecessary or unwanted publicity of the Company;
- may influence the Company or place the Company in a dilemma;
- may obligate the recipient in any way; or
- are in the form of cash or cash equivalents.

Each employee must report to his/her departmental head any gifts offered and seek the departmental head's approval prior to receiving such gifts. Each such case must be filed with the Company's HR department. Any employee who is faced with an apparent inducement relating to any particular business decision must report the case to his/her departmental head.

III. Sanctions

Upon discovering a violation of this Policy, the Company may impose such sanctions as it deems appropriate, including, among other things, a letter of censure or suspension or termination of the employment of the violator, or termination of the Company's agreement with a third-party violator.

IV. Compliance Procedures

A copy of this Policy will be furnished to all current and newly hired employees. All current employees undertake to strictly adhere to this Policy during his/her employment.

If you have any questions or concerns regarding the Policy, you should speak to your supervisor or the Company's Compliance Department. The Policy cannot and is not intended to cover every aspect of governing anti-corruption laws or provide answers to all questions that might arise. Accordingly, the Company encourages each employee to seek guidance from the appropriate legal and compliance personnel within the Company on the appropriate course of conduct regarding issues arising under the Policy.

V. Compliance Reporting Hotline/Email Address

The Company has established an email address cd@qk365.com to receive questions or reports of potential policy violations on a confidential basis. All submitted questions and reports will be accessed only by the Company's Legal/Compliance personnel, and will be shared with other employees or external advisors only as necessary to evaluate and respond to the questions or reports received. Company policy strictly prohibits retaliation against any employee who reports a potential compliance issue in good faith.

Annex A:

GUIDELINES REGARDING DEALERS, AGENTS, CONSULTANTS, JOINT VENTURE PARTNERS OR OTHER REPRESENTATIVES

I. Policy Prohibiting Improper Payments Through Third Parties

The Company's Anti-Corruption Compliance Policy prohibits independent third parties acting on behalf of the Company from offering bribes to Influential Outside Persons or other persons or entities. Likewise, this Policy prohibits Company employees from using a third party or other intermediary to pay a bribe.

Agreements with dealers, agents, consultants, joint venture partners, or other representatives (collectively, "Agents") must be in writing and must describe the services to be performed, the basis for any fees or compensation paid to the Agent, the amounts to be paid, and other material terms and conditions of the representation. Such agreements must be approved by the Company's Compliance Department. Further, payments must bear a direct relationship to the value of the services rendered, must be fully documented and must be in full compliance with governing laws.

Payments to Agents should never be made in cash, and should be made to the Agent's bank account in the country where the services are performed or where the Agent's offices are located. Arrangements for payment to other locations must be approved in advance by the Company's Compliance Department.

II. Due Diligence for Third Party Agents

Company employees responsible for engaging the Agent, with the assistance of the Company's Compliance Department, must conduct a thorough diligence and background check to ensure that the proposed Agent possesses both the requisite qualifications and a solid reputation for business integrity. A written due diligence report must be prepared and sent to the Company's Compliance Department. Such reports, along with the underlying documentation, must be retained for at least five years.

III. "Red Flags" or Other Warning Signs

It is important for the Company to monitor the conduct of third parties engaged to act on behalf of the Company to ensure that the third parties continue to comply with all applicable laws and Company policies. If Company employees have reason to suspect that an Agent is engaging in potentially improper conduct, no further payments should be made until an investigation can be conducted. While not exclusive, the following warning signs or "red flags" are indications that an Agent might be engaged in inappropriate or illegal activity:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions or mid-stream compensation payments;

- Requests for payments to an account in a jurisdiction other than where the Agent is located or is working on behalf of the Company;
- Requests for payment to a third party, to a numbered account, in a different currency, or in cash or other untraceable funds;
- Requests for political or charitable contributions or donations;
- The Agent is related to an Influential Outside Person, or has a close personal or business relationship with an Influential Outside Person;
- Any refusal or hesitancy by the Agent to disclose its owners, partners or principals, or to promise in writing to abide by the Company's Anti-Corruption Compliance Policy and relevant laws;
- The Agent uses holding companies or other methods to obscure its ownership, without adequate business justification;
- Charges against the Agent for violation of local or foreign laws, or of regulations concerning the award of contracts;
- A demand or suggestion by an Influential Outside Person that a particular Agent should be retained;
- Reliance by the Agent on government contacts as opposed to knowledgeable staff, sufficient infrastructure, and investment of time to promote the Company's interests;
- The Agent has little experience in the industry; or
- The Agent expresses a desire to keep his representation of the Company or the terms of his retention secret.

IV. Contractual Provisions and Certification

All agreements with Agents must contain written provisions requiring the Agents to comply fully with Company policy and all governing laws, rules and regulations, and to refrain from giving anything of value to Influential Outside Persons, political parties or candidates, or other persons or entities in order to obtain, direct or retain business or secure any improper advantage for the Company. The agreement also should contain an obligation on the part of the Agent's representatives to certify periodically that it has no knowledge of any such activities, and provide that the Company may audit the Agent's books and records to ensure compliance with the foregoing provisions, and may terminate the agreement without penalty if violations are identified. Copies of all such documentation and certifications are to be maintained in the Agent's file and with the Company's Compliance Department.

V. Exceptions to This Policy

Any exceptions to this Policy require prior written approval from the head of the Company's Compliance Department.

VI. What to Do in Case of Questions Regarding This Policy

If you have any questions regarding this Policy, please contact the Company's Compliance Department.

Annex B:

GUIDELINES REGARDING GIFTS, MEALS, AND ENTERTAINMENT

I. Policy on Gifts, Meals and Entertainment

The Company's Anti-Corruption Compliance Policy (the "Anti-Corruption Policy") strictly controls gifts, meals, and entertainment to Influential Outside Persons and other persons and entities. Because of the compliance issues that these expenses can raise, specific limits regarding gifts, meals, and entertainment for Influential Outside Persons (as defined in the Anti-Corruption Policy) and other persons and entities are set forth here.

Even when there is no intent to convey a bribe, such intent may be inferred from the surrounding circumstances. Employees should take the time to ensure they are aware whether an Influential Outside Person or other person or entity for whom the Company incurs gift, meal, or entertainment expenses is in a position to influence a pending business or regulatory decision.

A. Policy on Gifts

Cash gifts to Influential Outside Persons or other persons or entities are prohibited in all circumstances. Cash equivalents, such as gift cards, phone cards, meal vouchers or cards, are also prohibited.

Gifts to Influential Outside Persons or other persons or entities may be incurred without prior approval from the Company's Compliance Department only if *all* of the following circumstances are met:

1. The item is of *nominal value (less than US\$100)* and bears the Company's logo or otherwise is generally distributed by the Company to its customers and vendors as a token of goodwill;
2. The item is commensurate with legitimate and generally accepted local customs for private business people; **and**
3. The gift is permitted by the rules of the recipient's employer.

For all such gifts, the expenses involved must be supported by receipts and must be properly recorded and approved in accordance with Company policies. In the event that a cash advance is obtained to pay for a permissible gift, Company Policy requires that appropriate documentation of the expense, including original receipts, be maintained and submitted pursuant to the Company's reimbursement procedures, as outlined in the Company's reimbursement policy. No individual Influential Outside Person or other third party may receive more than US\$300 total in gifts each year.

Gifts that do not fall specifically within the above guidelines require advance consultation and approval by the Company's Compliance Department. Gifts such as luxury items, wine, cigarettes, and personal electronic equipment such as cameras or smart phones,

are not permitted under this policy. Employees who receive requests for such gifts should contact the Company's Compliance Department.

Gifts are never permissible, regardless of their value, if the purpose of giving them is to improperly influence a decision by an Influential Outside Person or other person or entity.

B. Policy on Meals and Entertainment

It is Company Policy that expenses for meals and entertainment for Influential Outside Persons or other persons or entities may be incurred without prior approval by the Company's Compliance Department only if *all* of the following conditions are met:

1. The purpose of the meal or entertainment is discussion of specific projects or opportunities or education regarding the Company's services, and it is attended by appropriate Company representatives;
2. The cost of the meal or entertainment is less than **US\$200** per person; and
3. The meal or entertainment is permitted by the rules of the recipient's employer.

For all such expenses:

1. The reimbursement request must identify all attendees for the purposes of tracking the frequency of meals and entertainment involving specific Influential Outside Persons or other third parties;
2. All expense reimbursements must be supported by receipts, and expenses and approvals must be accurately and completely recorded in the Company's records; and
3. In the event that a cash advance is obtained to pay for a business meal or entertainment, Company Policy requires that appropriate documentation of the expense be maintained and submitted pursuant to the Company's reimbursement policy.

Any meal expense greater than **US\$200** per person, and any expense at all that is incurred for entertainment unrelated to a business meeting, must be pre-approved by the Company's Compliance Department. No individual Influential Outside Person or other third party may be treated to meals or entertainment more than **five** times per year, or may receive more than **US\$1,000** in meals or entertainment each year.

Meal and entertainment expenses are never permissible, regardless of the amount of the expense, if the purpose of incurring them is to improperly influence a decision by an Influential Outside Person or other person or entity.

II. Exceptions to This Policy

Any exceptions to this policy require prior written approval from the head of the Company's Compliance Department.

III. What to Do in Case of Questions Regarding This Policy

If you have any questions regarding this policy, please contact the Company's Compliance Department.

Annex C:

GUIDELINES REGARDING TRAVEL EXPENSES FOR THIRD PARTIES

I. Policy on Business Trips and Associated Lodging, Meals and Entertainment

The Company's Anti-Corruption Compliance Policy (the "Anti-Corruption Policy") allows, with strict controls, certain travel expenses that are directly related to the promotion or demonstration of the Company's services, or are necessary for the Company to fulfill its obligations under a contract. Because of the compliance issues that these expenses can raise, travel expenses associated with Influential Outside Persons (as defined in the Anti-Corruption Policy) or other third parties must be approved in advance by the head of the Company's Compliance Department.

Even when there is no intent to convey a bribe, such intent may be inferred from the surrounding circumstances. Employees should take the time to ensure they are aware whether an Influential Outside Person or other person or entity for whom the Company incurs travel and associated expenses is in a position to influence a pending business or regulatory decision.

A. This policy is applicable to:

1. All travel and lodging arrangements for Influential Outside Persons or other persons or entities, including travel to conferences, business meetings, or to visit Company facilities for educational or promotional reasons directly related to the Company's business; and
2. Any meals and entertainment given to Influential Outside Persons or other persons or entities associated with the travel.

B. The policy for business trips and associated meals and entertainment is as follows:

1. Advance approval by Compliance Department for an Influential Outside Person or other third party to travel from his or her home location is required.
2. Travel expenses for an Influential Outside Person or other person or entity may be incurred only if the main purpose of the trip is to attend a conference or business meeting sponsored by the Company, or to visit Company facilities, for educational or promotional reasons directly related to the Company's business. Sponsoring travel of an Influential Outside Person or other third party when no Company employee is present for the associated business activity is not permitted under this policy.
3. Invitations to conferences, meetings, or other permissible events that require travel of an Influential Outside Person or other third party should be open and transparent. Where possible, the Influential Outside Person's or third party's supervisor or employer should be notified of the invitation.

4. The Company may pay only reasonable expenses that are actually incurred and are directly related to the business purpose of the trip. In general, the following types of expenses will be approved and may be reimbursed as reasonable expenses:
 - (a) Flight arrangements and hotel expenses that are in line with the Company's travel policies.
 - (b) Appropriate ground transportation.
 - (c) Meals and entertainment costs that are reasonable and in line with the Company's reimbursement policy, if they are arranged as part of a business event and are of subordinate importance and value to the business purpose.
5. The Company may not pay any expenses for spouses and other family members of Influential Outside Persons or other third parties. If family members accompany an Influential Outside Person or other third party person or entity, the Company will not advance or reimburse any travel expenses incurred by the family members.
6. Wherever possible, expenses should be incurred directly by the Company, rather than reimbursed to the Influential Outside Person. Thus, the Company should pay airfares, ground transportation, hotel expenses, and meal expenses directly to the relevant travel service providers.
7. The Company may not pay a cash advance to an Influential Outside Person or third party for any purpose. In the event that the Influential Outside Person incurs permissible expenses during an approved trip, expenses must be submitted in a manner consistent with the name of the Company's disbursement/reimbursement policy and supported by valid receipts.
8. Per diems may not be paid for any reason. All incidental expenses (for example, taxis, coffee and tea) must be documented and supported by valid receipts.
9. Receipts, other supporting documentation, and trip-related correspondence must be collected and maintained. The agreed purpose of the trip should be carefully documented in the Company's files and, when appropriate, the recipient's superior or employer should be notified of the trip. All such documentation must be maintained according to the Company's document retention policy.
10. No individual Influential Outside Person or other third party may receive travel more than **twice** per year or more than US\$2,000 in travel expenses per year.

II. Exceptions to This Policy

Any exceptions to this Policy require prior written approval from the head of the Company's Compliance Department.

III. What to Do in Case of Questions Regarding This Policy

If you have any questions regarding this Policy, please contact the Company's Compliance Department.