

**Q&K INTERNATIONAL GROUP LIMITED  
DISCLOSURE CONTROLS AND PROCEDURES**

**(Adopted by the Board of Directors of Q&K International Group Limited (the “Company”) on September 27, 2019, effective upon the effectiveness of the Company’s registration statement on Form F-1 relating to its initial public offering)**

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These disclosure controls and procedures of the Company have been developed to ensure that information required to be disclosed by the Company in its reports filed or submitted to the U.S. Securities and Exchange Commission (the “**SEC**”) is (i) recorded, processed, summarized and reported accurately and on a timely basis, and (ii) accumulated and communicated to the Company’s management, including its chief executive officer (the “**CEO**”) and chief financial officer (the “**CFO**”), as appropriate, to allow timely decisions regarding required disclosure. These disclosure controls and procedures have been designed to comply with the provisions of Sections 302 and 906 of the U.S. Sarbanes-Oxley Act of 2002 and the rules and regulations promulgated by the SEC to implement Section 302 of such Act, and to enable the CEO and the CFO to evaluate, conclude, certify and report on the effectiveness of the Company’s disclosure controls and procedures.

These disclosure controls and procedures apply to all employees of the Company and its subsidiaries and consolidated variable interest entities and the Board of Directors of the Company. Unless the context otherwise requires, references to the “Company” in these disclosure controls and procedures refer to the Company and its subsidiaries and consolidated variable interest entities.

**I. Disclosure Committee**

*A. Membership*

The Disclosure Committee shall comprise the principal accounting officer or the head of financial reporting, the head of the legal department, the principal investor relations officer and appropriate business unit heads, and the composition of the Disclosure Committee may be adjusted from time to time by the then incumbent committee members in furtherance of the committee’s duties and functions hereunder.

*B. Duties of the Disclosure Committee*

The Disclosure Committee shall report to senior management, including the CEO and the CFO, and be responsible for:

- (i) soliciting, gathering and evaluating information related to the Company;
- (ii) determining the materiality of such information in light of the Company’s disclosure obligations, including determining when material developments justify public release or regulatory reporting and the timing of such releases or reporting, and making recommendations to the CEO and the CFO accordingly;
- (iii) reviewing prior material disclosures of the Company in SEC filings and other public statements to determine whether any updating or correcting is appropriate, but not to conduct investor relations activities;

- (iv) overseeing the preparation and updating (if necessary) of, and presenting for review to the CEO and the CFO, the Company's public disclosure, including all SEC reports on Form 20-F and Form 6-K, all registration statements or private placement memoranda, all press releases containing material information, financial information or earnings guidance, all analyst presentations, investor conference and rating agency presentations, all shareholder correspondence and the investor relations section of the Company's website;
- (v) establishing timelines (allowing for sufficient time for the preparation and review of the disclosure, especially risk-sensitive areas) for each Form 20-F reporting period, which shall include critical dates and deadlines during the disclosure process relating to:
  - preparation and distribution of drafts to and receipt of comments from relevant parties, including the CEO, the CFO, other senior management and the Audit Committee;
  - review of drafts by independent auditors and external legal counsel; and
  - preparation of back-up materials,and for each quarterly earnings announcement period, as it deems appropriate;
- (vi) assigning drafting/reviewing responsibilities by designating personnel to be responsible for drafting/reviewing each portion of the Company's annual report on Form 20-F or quarterly earnings release on Form 6-K (each, a "**periodic report**"). The Disclosure Committee shall ensure that factual back-up documentation is obtained to the extent information included in the disclosures is not derived from the financial statements;
- (vii) circulating drafts of the periodic report to:
  - all Disclosure Committee members;
  - the CEO and the CFO;
  - the independent auditors and external legal counsel; and
  - as appropriate, other officers involved in the disclosure process for their review of the drafts on an ongoing basis or as necessary when developments arise;
- (viii) designating internal or external counsel experienced in SEC matters to conduct form checks of the Form 20-F annual report;
- (ix) consulting with the CEO and the CFO as needed to assist such officers with complying with their certification obligations; and
- (x) monitoring and evaluating, under the direction of the CEO and the CFO, the effectiveness of, and updating, if required, these disclosure controls and procedures on an annual basis.

In connection with the oversight of the operational aspects of the disclosure controls and procedures, the Disclosure Committee shall manage the drafting and review process, organize the documentation of the disclosure controls and procedures and coordinate the

ongoing continuing education of Disclosure Committee members and others involved in the preparation or review of the periodic report, as appropriate, including:

- monitoring developments and proposals in the law and in SEC and Nasdaq rules and regulations; and
- reviewing materials and information necessary to assist the Disclosure Committee in performing its duties, such as analyst reports on the Company and its industry and examples of peer company disclosure.

### C. *Meetings*

The Disclosure Committee shall hold as many meetings as it deems appropriate to carry out its objectives and responsibilities as described in these disclosure controls and procedures, in particular, the review of the disclosure for each periodic report and evaluation of the disclosure controls and procedures in place prior to the filing of that particular report. The CEO, the CFO, other members of senior management and representatives of the independent auditors and external legal counsel may be invited to participate in this discussion.

The Disclosure Committee as a whole shall discuss and review with the CEO and the CFO drafts of the periodic report, procedures and conclusions, answer questions, and highlight disclosure and other issues and the Disclosure Committee's evaluation of the disclosure controls and procedures, as appropriate.

## II. **Information and Data Collection**

It is essential that the Disclosure Committee as a whole be fully apprised of all material developments of the Company in order to evaluate and discuss those developments and to make a decision on the timing of the public release of information concerning Material Events (as defined below) or whether the information should remain confidential and, if so, how to control such information.

Material Events relate to corporate information which is reasonably likely to have an impact or affect the price of the Company's American Depositary Shares or that a reasonable investor would want to know before making an investment decision.

Examples, although not exhaustive, of Material Events are:

- earnings releases;
- mergers, acquisitions, divestitures or joint ventures;
- stock splits or dividends, call for redemption of securities and other events regarding the Company's outstanding securities;
- acquisition or loss of a significant customer or supply contract;
- development of a significant new product or process;
- change in control or a significant change in management;
- change in auditors or auditor notification that the Company can no longer rely on an auditor's report;
- public or private sale or purchase of a significant amount of securities;
- purchase or sale of a significant asset;

- significant change in capital expenditure plans;
- major labor dispute;
- significant change in strategy; and
- material litigation, bankruptcies and receiverships.

All the Company's employees have a responsibility to ensure that all material information relating to the Company, its subsidiaries or affiliated entities or their respective direct or end customers, suppliers, business partners or competitors is immediately forwarded to their immediate supervisors. In case of doubt as to the materiality of any information, such information should be presumed material and reported accordingly. In the event that any employee believes that he/she may be bound by confidentiality, such information may be discussed with the head of the Company's legal department prior to the reporting.

Exhibit A hereto sets out the current processes for the collection, review and approval of financial and non-financial information. The Disclosure Committee shall use various procedures to seek and facilitate the collection and processing of relevant information. Members of the Disclosure Committee shall continue to participate in various ongoing activities that support information collection and disclosure preparation, such as weekly and periodic senior management meetings.

### **III. Procedures**

#### *A. Sign-Off Procedures*

The CEO and the CFO shall discuss with the following constituencies before sign-off and shall reserve sufficient time to adequately review the information, issues involved, disclosures to be made and the procedures followed:

- Disclosure Committee, as a whole;
- independent auditors;
- Audit Committee; and
- other members of senior management and external legal counsel, to the extent appropriate.

The CEO and the CFO shall meet with the Audit Committee and (i) in connection with each quarterly earnings release, present the financial condition and results of operations of the Company, or (ii) in connection with each annual report, present the Form 20-F, along with an oral report highlighting particular disclosure issues, if any, and hold a Q&A session. The quarterly earnings release shall subsequently, before public announcement, be circulated to the Audit Committee for review and sign-off. The Audit Committee shall maintain oversight of the financial statements, "Management's Discussion and Analysis of Financial Condition and Results of Operation" ("**MD&A**") section of the annual reports and the management's discussion of results of operation of the Company in its quarterly earnings releases.

The independent auditors shall be involved throughout the disclosure process. The independent auditors shall review the internal controls for financial reporting and selected portions of the periodic reports and earnings releases, such as the MD&A section (including the critical accounting policies, description of new accounting standards and quantitative and

qualitative disclosures regarding market risk) and other financial sections. These disclosure controls and procedures explicitly note that the procedures followed by the independent auditors are in no way a substitute for any of the disclosure controls and procedures to be followed by the Disclosure Committee.

The Disclosure Committee shall ensure that the back-up documentation supports information contained in the periodic reports. The Disclosure Committee shall contact, as appropriate, the CEO, the CFO and other senior operational officers and business unit heads as soon as practicable prior to the filing of the periodic reports to confirm whether such officer is aware of any new potential disclosure items or changes in the internal control environment since the final Disclosure Committee meeting prior to the filing of the periodic reports.

#### B. *Certifications*

Prior to the filing of the periodic reports, the Disclosure Committee, as a whole, shall certify to the CEO and the CFO that it has followed all of its procedures and policies and evaluated the effectiveness of the disclosure controls and procedures for the reporting period.

Prior to the filing of the periodic reports, the Disclosure Committee as a whole shall consider if other officers participating in the disclosure process should provide mirror certifications (limited to their appropriate spheres of knowledge) to back up the certifications of the CEO and the CFO, which may include representations that (1) the officer understood his/her responsibilities within the disclosure controls and procedures, (2) the officer has communicated all matters that may be material, and (3) to the best of the officer's knowledge, the relevant portion of the report is accurate and complete.

#### C. *Evaluation of the Disclosure Controls and Procedures*

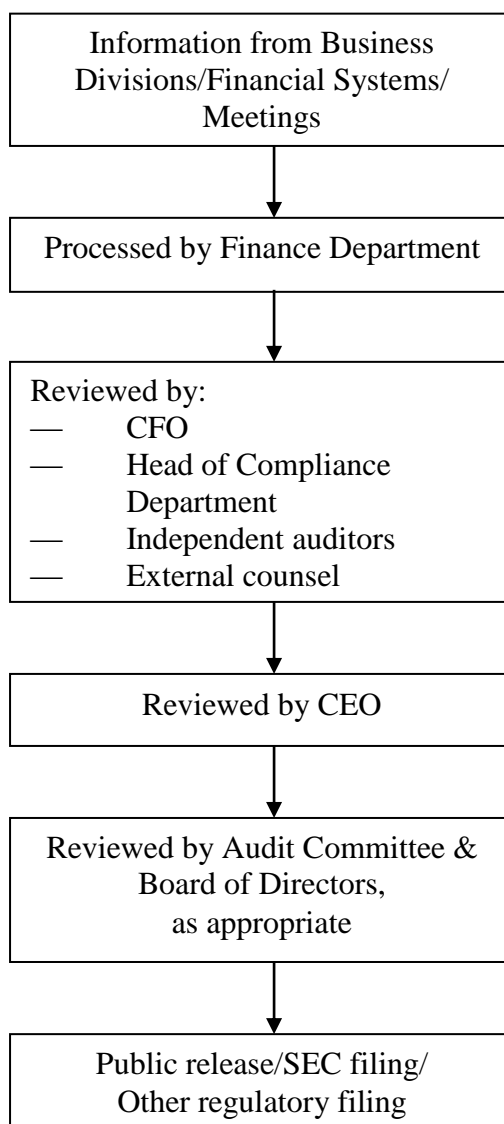
The objective of the evaluation is to ensure that the disclosure controls and procedures in place have been reasonably designed to effectively channel all material information up to the Disclosure Committee, where it will be appropriately discussed and analyzed and then timely disclosed. The evaluation process and analysis shall be discussed with the CEO and the CFO, who must certify as to their evaluation of the effectiveness of the disclosure controls and procedures, and the independent auditors and external legal counsel.

The evaluation process of the disclosure controls and procedures shall be undertaken by the whole Disclosure Committee, through, as appropriate, meetings with the CEO and the CFO, other officers, independent auditors and external legal counsel.

**Processes for the Collection of Information**

Financial Information

The Finance Department will conduct its routine pre-close and close activities, in addition to the process identified below:



Non-Financial Information

The Disclosure Committee shall consider discussing disclosure topics and material information with other senior management critical to the disclosure process, such as the following (if not members of the Disclosure Committee):

Head of Compliance Department/Compliance Officer/Secretary to the Board:

- Procedures to receive notice of all litigation claims
- Identification of any material contracts for the reporting period
- Review of all material agreements
- Material matters arising from Board or Board committee meetings
- Changes in director and officer compensation

The Disclosure Committee shall meet with other senior management at least once at the end of each quarter to review the Company's business and results for that quarter and to discuss the Company's expectations for future periods.