



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

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(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, 2022

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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 _____

For the transition period from _____ to _____

Commission file number 001-38590

Cango Inc.

(Exact name of Registrant as specified in its charter)

Cayman Islands

(Jurisdiction of incorporation or organization)

**8F, New Bund Oriental Plaza II
556 West Haiyang Road, Pudong New Area
Shanghai 200124**

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

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Email: ir@cangoonline.com

At the address of the Company set forth above

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



Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trade symbol</u>	<u>Name of each exchange on which registered</u>
American Depositary Shares, each representing two Class A ordinary shares	CANG	New York Stock Exchange
Class A Ordinary Shares, par value US\$0.0001 per share*	N/A	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
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act

None
(Title of Class)

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

196,605,493 Class A ordinary shares were outstanding as of December 31, 2022
72,978,677 Class B ordinary shares were outstanding as of December 31, 2022

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

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.



CANGO INC.
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None

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Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registration has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued Other
by the International Accounting Standards Board

If "Other" has been checked in response to the previous question, indicate by check mark which consolidated 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 Securities Exchange Act of 1934). Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No



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CONVENTIONS THAT APPLY TO THIS ANNUAL REPORT ON FORM 20-F

Except where the context otherwise requires, references in this annual report to:

- “ADSs” are to our American depositary shares, each of which represents two Class A ordinary shares, and “ADRs” are to the American depositary receipts that evidence our ADSs;
- “CAGR” are to compound annual growth rate;
- “Can Gu Long” are to Can Gu Long (Shanghai) Information Technology Consultation Service Co., Ltd., a company established under the law of the PRC and our wholly-owned subsidiary;
- “car buyers” are to individuals who have purchased a car;
- “China” and the “PRC” are to the People’s Republic of China, excluding, for the purposes of this annual report only, Taiwan, the Hong Kong Special Administrative Region and the Macao Special Administrative Region;
- “consolidated affiliate” are to a subsidiary of the Group’s consolidated VIEs, namely Shanghai Cango and Shanghai Yungu;
- “dealers” are to points of sale that are licensed to engage in retail automobile transactions;
- “Didi Chuxing” are to DiDi Global Inc., a company organized under the laws of the Cayman Islands, and its affiliates;
- “exposure at risk” are to the amount of outstanding principal of specified financing transactions as of a specified date;
- “financial institutions” are to (i) banks and (ii) financing lease companies licensed by the Ministry of Commerce of the PRC;
- “financing transactions” are to loans and financing leases; financing transactions facilitated through Cango platform include financing transactions funded by financial institutions and financing transactions funded by Shanghai Chejia; the “amount of financing transactions” refer to the principal amount of financing transactions facilitated through Cango platform in a specified period;
- “lower-tier cities” are to cities in China that are not tier-one and tier-two cities;



- “M1+ overdue ratio” are to (i) exposure at risk relating to financing transactions for which any installment payment is 30 to 179 calendar days past due as of a specified date, divided by (ii) exposure at risk relating to all financing transactions which remain outstanding as of such date, excluding amounts of outstanding principal that are 180 calendar days or more past due;
- “M3+ overdue ratio” are to (i) exposure at risk relating to financing transactions for which any installment payment is 90 to 179 calendar days past due as of a specified date, divided by (ii) exposure at risk relating to all financing transactions which remain outstanding as of such date, excluding amounts of outstanding principal that are 180 calendar days or more past due;
- “MYbank” are to Zhejiang E-Commerce Bank Co., Ltd., a limited liability company established under the laws of the PRC;
- “OEMs” are to automotive original equipment manufacturer;
- “ordinary shares” are to our Class A ordinary shares, par value US\$0.0001 per share, and Class B ordinary shares, par value US\$0.0001 per share;
- “registered dealers” are to dealers who are registered with Cango platform;
- “RMB” or “Renminbi” are to the legal currency of China;
- “Shanghai Cango” are to Shanghai Cango Investment and Management Consultation Service Co., Ltd., a company established under the law of the PRC and one of the Group’s consolidated VIEs; the Group primarily conducts its operations through the consolidated VIEs and their respective subsidiaries;
- “Shanghai Chejia” are to Shanghai Chejia Financing Lease Co., Ltd. (formerly translated as “Shanghai Autohome Financing Lease Co., Ltd.”), a company organized under the law of the PRC and the Group’s consolidated affiliate;
- “Shanghai Yungu” are to Shanghai Yungu Haoche Electronic Technology Co., Ltd, a company organized under the law of the PRC and one of the Group’s consolidated VIEs;
- “the Group” are to Cango Inc., Shanghai Cango, Shanghai Yungu and their respective subsidiaries;
- “tier-one and tier-two cities” refer to (i) tier-one cities in China, namely Beijing, Shanghai, Guangzhou and Shenzhen and (ii) tier-two cities in China, namely (a) Tianjin and Chongqing, (b) the provincial capital cities except for Guangzhou, Yinchuan, Xining and Lhasa and (c) several prefecture-level cities, namely, Qingdao, Foshan, Dalian, Ningbo, Suzhou, Wuxi, Xiamen, Dongguan and Wenzhou;
- “US\$,” “U.S. dollars,” or “dollars” are to the legal currency of the United States;
- “VIE” are to variable interest entity;



- “we,” “us,” “our company” and “our” are to Cango Inc. and/or its subsidiaries, as the context requires; Cango Inc. is not a Chinese operating company but a Cayman Islands holding company with operations primarily conducted through contractual arrangements with the consolidated VIEs based in China, namely Shanghai Cango and Shanghai Yungu, and the respective subsidiaries of Shanghai Cango and Shanghai Yungu;
- “WeBank” are to Shenzhen Qianhai WeBank Co., Ltd., a limited liability company established under the laws of the PRC; and
- “WP Fintech” are to Warburg Pincus Cango Fintech Investment Company Limited, a British Virgin Islands business company and one of our principal shareholders.

The translations from Renminbi to U.S. dollars and from U.S. dollars to Renminbi in this annual report were made at a rate of RMB6.8972 to US\$1.00, the exchange rates set forth in the H.10 statistical release of the Federal Reserve Board on December 30, 2022. We make no representation that the Renminbi or U.S. dollar amounts referred to in this annual report could have been or could be converted into U.S. dollars or Renminbi, as the case may be, at any particular rate or at all. On April 14, 2023, the noon buying rate for Renminbi was RMB6.8690 to US\$1.00.

We listed our ADSs on the New York Stock Exchange under the symbol “CANG” on July 26, 2018.

FORWARD-LOOKING INFORMATION

This annual report on Form 20-F contains statements of a forward-looking nature. All statements other than statements of historical facts are forward-looking statements. These forward-looking statements are made under the “safe harbor” provision under Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and as defined in the Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements. In some cases, these forward-looking statements can be identified by words or phrases such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “potential,” “continue,” “is/are likely to” or other similar expressions. These forward-looking statements relate to, among others:

- our goal and strategies;
- our expansion plans;
- our future business development, financial condition and results of operations;
- our expectations regarding demand for, and market acceptance of, our solutions and services;



- our expectations regarding keeping and strengthening our relationships with dealers, financial institutions, insurance brokers and companies, car buyers and other platform participants; and
- general economic and business conditions.

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.

You should read these statements in conjunction with the risks disclosed in “Item 3. Key Information—D. Risk Factors” of this annual report and other risks outlined in our other filings with the Securities and Exchange Commission, or the SEC. Moreover, we operate in an emerging and evolving environment. New risks may emerge from time to time, and it is not possible for our management to predict all risks, nor can we assess the impact of such risks on our business or the extent to which any risk, or combination of risks, may cause actual results to differ materially from those contained in any forward-looking statements. The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this annual report and the documents that we have referred to in this annual report completely and with the understanding that our actual future results may be materially different from what we expect.

PART I.

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not Applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

ITEM 3. KEY INFORMATION

Our Corporate Structure

Cango Inc. is not a Chinese operating company but a Cayman Islands holding company with operations mainly conducted through Shanghai Cango and Shanghai Yungu, or the consolidated VIEs, and their subsidiaries. As we engage in value-added telecommunications services, or VATS, namely value-added online services for platform participants, we currently conduct business operations in China through the consolidated VIEs, and rely on contractual arrangements among Can Gu Long, the consolidated VIEs and their shareholders to control the business operation of the consolidated VIEs. Investors in our ADSs do not hold equity interest in the Group’s operating entities in China, but instead hold an equity interest in Cango Inc., a Cayman Islands holding company. As used in this annual report, “we,” “us,” “our company” and “our” are to Cango Inc. and/or its subsidiaries, “the Group” refers to Cango Inc., Shanghai Cango, Shanghai Yungu and their respective subsidiaries, and “consolidated affiliate” refers to a subsidiary of the consolidated VIEs.



We control the consolidated VIEs through a series of contractual arrangements with the consolidated VIEs, their shareholders and Can Gu Long, as described in more detail below, which collectively enables us to:

- receive substantially all the economic benefits of our consolidated VIEs; and
- have an exclusive option to purchase all or part of the equity interests in the equity interest in or all or part of the assets of the consolidated VIEs when and to the extent permitted by PRC law.

These contractual arrangements include equity interest pledge agreements, power of attorney, exclusive business cooperation agreement and exclusive option agreement. As a result of the contractual arrangements, we are considered the primary beneficiary of these companies for accounting purposes, and we have consolidated the financial results of these companies in the Group's consolidated financial statements. However, we do not own equity interest in the consolidated VIEs. Furthermore, Cango Inc., as our holding company, does not conduct operating activities.

We are subject to risks associated with our contractual arrangements with the consolidated VIEs. Our company and its investors may never have a direct ownership interest in the businesses that are conducted by the consolidated VIEs. The contractual arrangements may not be as effective as direct ownership in providing us with control over the consolidated VIEs. If the consolidated VIEs or their shareholders fail to perform their respective obligations under these contractual arrangements, we could be limited in our ability to enforce these contractual arrangements. There are very few precedents and little formal guidance as to how contractual arrangements in the context of a variable interest entity should be interpreted or enforced under PRC law. If we are unable to maintain control, we would not be able to continue to consolidate the financial results of these entities in the Group's financial statements. See “—D. Risk Factors—Risks Relating to Our Corporate Structure—We rely on contractual arrangements with our consolidated VIEs and their shareholders to operate the Group's business, which may not be as effective as direct ownership in providing operational control and otherwise have a material adverse effect as to the Group's business” and “—D. Risk Factors—Risks Relating to Our Corporate Structure—The shareholders of our consolidated VIEs may have potential conflicts of interest with us, which may materially and adversely affect the Group's business and financial condition.”



There are also substantial uncertainties regarding the interpretation and application of current and future PRC laws, regulations and rules regarding the status of the rights of our Cayman Islands holding company with respect to its contractual arrangements with the consolidated VIEs and their nominee shareholders. It is uncertain whether any new PRC laws or regulations relating to variable interest entity structures will be adopted or if adopted, what they would provide. If we or the consolidated VIEs are found to be in violation of any existing or future PRC laws or regulations, or fail to obtain or maintain any of the required permits or approvals, the relevant PRC regulatory authorities would have certain discretion in accordance with the applicable laws and regulations to take action in dealing with such violations or failures. The majority of the Group's assets, along with several material licenses to conduct business in China, are held by the consolidated VIEs and their subsidiaries. In addition, the majority of the Group's revenues are generated by the consolidated VIEs and their respective subsidiaries. An event that results in the deconsolidation of the consolidated VIEs would have a material effect on the Group's operations and cause the value of the ADSs of our company to diminish substantially or even become worthless. See "—D. Risk Factors—Risks Relating to Our Corporate Structure—If the PRC government deems that the contractual arrangements in relation to our consolidated VIEs do 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."

The Group also faces various legal and operational risks and uncertainties associated with being based in or having its operations primarily in China and the country's complex and evolving laws and regulations. For example, the Group faces risks associated with regulatory approvals on offerings conducted overseas by and foreign investment in China-based issuers, the use of consolidated VIEs, anti-monopoly regulatory actions, and oversight on cybersecurity and data privacy, which may impact the Group's ability to conduct certain businesses, accept foreign investments, or list on a U.S. or other foreign exchange outside of China. These risks could result in a material adverse change in the Group's operations and the value of our ADSs, significantly limit or completely hinder our ability to offer or continue to offer securities to investors, or cause the value of such securities to significantly decline. See "—D. Risks Factors—Risks Relating to Doing Business in China."

Holding Foreign Companies Accountable Act

The Holding Foreign Companies Accountable Act, as amended, or the HFCA Act, was signed into law on December 18, 2020 and amended pursuant to the Consolidated Appropriations Act, 2023 on December 29, 2022. Under the HFCA Act and the rules issued by the SEC and the U.S. Public Company Accounting Oversight Board, or the PCAOB, thereunder, if we have retained a registered public accounting firm to issue an audit report where the registered public accounting firm has a branch or office that is located in a foreign jurisdiction and the PCAOB has determined that it is unable to inspect or investigate completely because of a position taken by an authority in the foreign jurisdiction, the SEC will identify us as a "covered issuer", or SEC-identified issuer, shortly after we file with the SEC a report required under the Securities Exchange Act of 1934, or the Exchange Act (such as our annual report on Form 20-F), that includes an audit report issued by such accounting firm; and if we were to be identified as an SEC-identified issuer for two consecutive years, the SEC would prohibit our securities (including our shares or ADSs) from being traded on a national securities exchange or in the over-the-counter trading market in the United States.

In December 2021, the PCAOB made its determinations, or the 2021 determinations, pursuant to the HFCA Act that it was unable to inspect or investigate completely registered public accounting firms headquartered in mainland China or Hong Kong, including our auditor, Ernst & Young Hua Ming LLP. After we filed our annual report on Form 20-F for the fiscal year ended December 31, 2021 that included an audit report issued by Ernst & Young Hua Ming LLP on April 26, 2022, the SEC conclusively identified us as an SEC-identified issuer on May 26, 2022.



Following the Statement of Protocol signed between the PCAOB and the China Securities Regulatory Commission and the Ministry of Finance of the PRC in August 2022 and the on-site inspections and investigations conducted by the PCAOB staff in Hong Kong from September to November 2022, the PCAOB Board voted in December 2022 to vacate the previous 2021 determinations, and as a result, our auditor, Ernst & Young Hua Ming LLP, is no longer a registered public accounting firm that the PCAOB is unable to inspect or investigate completely as of the date of this annual report or at the time of issuance of the audit report included herein. As such, we do not expect to be identified as an SEC-identified issuer again in 2023. However, the PCAOB may change its determinations under the HFCA Act at any point in the future. See “—D. Risks Factors—Risks Relating to Doing Business in China—If the PCAOB determines that it is unable to inspect or investigate completely our auditor at any point in the future, our ADSs may be prohibited from trading in the United States under the Holding Foreign Companies Accountable Act, as amended, or the HFCA Act, and any such trading prohibition on our ADSs or threat thereof may materially and adversely affect the price of our ADSs and value of your investment.”

PRC Licenses, Permissions and Approvals

We conduct business operations mainly through the consolidated VIEs and their respective subsidiaries in China. Our operations in China are governed by PRC laws and regulations. The Group has obtained all requisite permissions and approvals that are material to the Group’s operations in China as of the date hereof, including (i) the VATS license held by Shanghai Yungu to conduct the internet content provider (ICP) services and online data and transaction processing services, (ii) the VATS license held by Shanghai Yungu to conduct the service provider (SP) services, (iii) the filing with Shanghai Administration for Market Regulation by Shanghai Yungu to conduct used-car transaction services, (iv) the filing with Shanghai Municipal Commission of Commerce by Shanghai Yungu to conduct auction business, (v) the governmental approval for, and the license held by, Cango Financing to conduct financing guarantee service, and (vi) the license held by Fushun Insurance Brokerage Co., Ltd. to conduct insurance brokerage service. See “Item 4. Information on the Company—B. Business Overview—PRC Licenses, Permits and Approvals” for more details.



In connection with our previous issuance of securities to foreign investors, under current PRC laws, regulations and regulatory rules, as of the date of this annual report, we, our subsidiaries, the consolidated VIEs and consolidated affiliates, (i) have not received any requirement from competent PRC governmental authorities to obtain permissions from the China Securities Regulatory Commission, or the CSRC, (ii) have not received any requirement from competent PRC governmental authorities to go through cybersecurity review by the Cyberspace Administration of China, or the CAC, and (iii) have not received or were denied such requisite permissions by any PRC authority. However, the PRC government has recently promulgated new laws, regulations or relevant drafts and indicated an intent to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China-based issuers. For more detailed information, see “Item 4. Information on the Company—B. Business Overview—Regulations—M&A Rules and Overseas Listings” and “Item 4. Information on the Company—B. Business Overview—Regulations—Regulation Related to Cybersecurity, Internet Information Security and Privacy Protection.” According to these new laws and regulations and the draft laws and regulations if enacted in their current forms, in connection with our future offshore offering activities, we may be required to fulfill filing and reporting procedures with or obtain approval from the CSRC, and may be required to go through cybersecurity review by the PRC authorities. However, given the uncertainties regarding interpretation, implementation and enforcement of relevant rules and regulations, as well as other factors beyond our control, we cannot assure you that we have obtained or will be able to obtain and maintain all requisite licenses, permits, filings and registrations. See “—D. Risk Factors—Risks Relating to Our Industry and Business—If the Group is unable to safeguard the security of the confidential information of car buyers, dealers or third parties it collaborates with and adapt to the relevant regulatory framework as to protection of such information, the Group’s business and operations may be adversely affected” and “—D. Risk Factors—Risks Relating to Doing Business in China—Changes and developments in the PRC legal system and the interpretation and enforcement of PRC laws, rules and regulations may subject us to uncertainties.”

Cash Transfers within Our Corporate Structure

Cango Inc. is a Cayman Islands holding company with operations mainly conducted through the consolidated VIEs and their respective subsidiaries.

We have established controls and procedures for cash flows within the Group. Each transfer of cash between our Cayman Islands holding company, a subsidiary, the consolidated VIEs or the consolidated affiliates is subject to internal approval.

For the years ended December 31, 2020, 2021 and 2022, our company did not provide any capital contribution to our subsidiaries. For the years ended December 31, 2020, 2021 and 2022, our company provided loans of nil, US\$21 million and nil, net, respectively, to our subsidiaries, and received repayments of US\$117 million, nil and US\$63 million, net, respectively. For the years ended December 31, 2020, 2021 and 2022, our company paid cash dividends of RMB267 million, RMB955 million and RMB1,871 million (US\$271 million) to our shareholders and ADS holders. For the years ended December 31, 2020, 2021 and 2022, there were no other material assets transferred, and there were no dividends or distributions between the Company, the Company’s subsidiaries and the consolidated VIEs for the periods presented.

For the years ended December 31, 2020, 2021 and 2022, the consolidated VIEs and the consolidated affiliates provided capital contributions of nil, RMB200 million and RMB74 million (US\$11 million), respectively, to other subsidiaries of the consolidated VIEs. For the years ended December 31, 2020, 2021 and 2022, the consolidated VIEs and the consolidated affiliates provided loans of RMB1,540 million, RMB365 million and RMB451 million (US\$65 million), respectively, to other subsidiaries of the consolidated VIEs.

When the consolidated VIEs declare and distribute profits to us, such payments will be subject to withholding tax, which will increase our tax liability and reduce the amount of cash available to our company.



Restrictions on Transfer of Funds

The Company’s ability to pay dividends is primarily dependent on the Company receiving distributions of funds from its subsidiaries. Under PRC laws and regulations, our PRC subsidiary is subject to certain restrictions with respect to paying dividends or otherwise transferring any of its net assets offshore to us. Relevant PRC statutory laws and regulations permit payments of dividends by the VIEs and subsidiaries of the VIEs incorporated in PRC only out of their retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. In particular, under PRC laws, rules and regulations, our PRC subsidiary is required to set aside at least 10% of its net income each year to fund certain statutory reserves until the cumulative amount of such reserves reaches 50% of its registered capital. These reserves, together with the registered capital, are not distributable as cash dividends. In addition, the consolidated results of operations reflected in the consolidated financial statements prepared in accordance with U.S. GAAP differ from those reflected in the statutory financial statements of the Company’s subsidiaries.

Appropriations to the enterprise expansion fund and staff welfare and bonus fund are at the discretion of the board of directors of the subsidiary. The PRC entities are also subject to similar statutory reserve requirements. These reserves can only be used for specific purposes and are not transferable to the Company in the form of loans, advances or cash dividends.

Amounts restricted that include paid in capital and statutory reserve funds, as determined pursuant to PRC accounting standards and regulations, were RMB6,301 million and RMB5,621 million (US\$815 million) as of December 31, 2021 and 2022, respectively.

Furthermore, we are subject to restrictions on currency exchange. The Renminbi is currently convertible under the “current account,” which includes dividends, trade and service-related foreign exchange transactions, but not under the “capital account,” which includes foreign direct investment and loans, including loans we may secure from our PRC subsidiary. Currently, our PRC subsidiary may purchase foreign currency for settlement of “current account transactions,” including payment of dividends to us, by complying with certain procedural requirements. However, the relevant PRC governmental authorities may limit or eliminate our ability to purchase foreign currencies in the future for current account transactions. Foreign exchange transactions under the capital account remain subject to limitations and require approvals from, or registration with, the SAFE and other relevant PRC governmental authorities. Since a significant amount of our future revenues and cash flow will be denominated in Renminbi, any existing and future restrictions on currency exchange may limit our ability to utilize cash generated in Renminbi to fund our business activities outside of the PRC or pay dividends in foreign currencies to our shareholders, including holders of our ADSs, and may limit our ability to obtain foreign currency through debt or equity financing for our onshore subsidiaries. If any of our subsidiaries incurs debt on its own behalf in the future, the instruments governing such debt may restrict its ability to pay dividends to us. For certain Cayman Islands, PRC and United States federal income tax considerations in connection with an investment in our ADSs and Class A ordinary shares, see “Item 10. Additional Information—E. Taxation.”



Summary Financial Information Related to the Consolidated VIEs

The following condensed consolidated financial statement information presents information related to Cango Inc., or the Parent, which is a Cayman Islands holding company, the consolidated VIEs and our subsidiaries as of December 31, 2021 and 2022 and for 2020, 2021 and 2022.

The following tables present the condensed consolidated schedule of results of operation data for the periods indicated.

	For the year ended December 31, 2022					
	Parent	WFOE	Subsidiaries (other than WFOE)	VIEs	Eliminating adjustments	Consolidated total
Third-party revenues	—	37	—	1,980,416	—	1,980,453
Intra-Group revenues	—	—	—	—	—	—
Total revenues	—	37	—	1,980,416	—	1,980,453
Third-party costs and expenses	(7,443)	(2)	(20,065)	(2,900,087)	—	(2,927,597)
Intra-Group costs and expenses	—	—	—	—	—	—
Total costs and expenses	(7,443)	(2)	(20,065)	(2,900,087)	—	(2,927,597)
Operating (loss)/income	(7,443)	35	(20,065)	(919,671)	—	(947,144)
Income/(loss) from non-operations	37,172	6,356	3,969	(211,561)	—	(164,064)
Share of loss of subsidiaries	(9,705)	—	—	—	9,705	—
Contractual interests in VIEs and VIEs' subsidiaries ⁽¹⁾	(1,131,232)	—	—	—	1,131,232	—
Net (loss)/income	(1,111,208)	6,391	(16,096)	(1,131,232)	1,140,937	(1,111,208)

	For the year ended December 31, 2021					
	Parent	WFOE	Subsidiaries (other than WFOE)	VIEs	Eliminating adjustments	Consolidated total
Third-party revenues	—	28	—	3,921,688	—	3,921,716
Intra-Group revenues	—	—	—	—	—	—
Total revenues	—	28	—	3,921,688	—	3,921,716
Third-party costs and expenses	(10,080)	(1)	(18,054)	(3,916,831)	—	(3,944,966)
Intra-Group costs and expenses	—	—	—	—	—	—
Total costs and expenses	(10,080)	(1)	(18,054)	(3,916,831)	—	(3,944,966)
Operating (loss)/income	(10,080)	27	(18,054)	4,857	—	(23,250)
(Loss)/income from non-operations	(21,063)	(262)	3,171	32,860	—	14,706
Share of loss of subsidiaries	(15,118)	—	—	—	15,118	—
Contractual interests in VIEs and VIEs' subsidiaries ⁽¹⁾	37,717	—	—	—	(37,717)	—
Net (loss)/income	(8,544)	(235)	(14,883)	37,717	(22,599)	(8,544)

	For the year ended December 31, 2020					
	Parent	WFOE	Subsidiaries (other than WFOE)	VIEs	Eliminating adjustments	Consolidated total
Third-party revenues	—	—	—	2,052,432	—	2,052,432
Intra-Group revenues	—	19	—	—	(19)	—
Total revenues	—	19	—	2,052,432	(19)	2,052,432
Third-party costs and expenses	(11,855)	6	(28,430)	(1,693,856)	—	(1,734,135)
Intra-Group costs and expenses	—	—	—	(19)	19	—
Total costs and expenses	(11,855)	6	(28,430)	(1,693,875)	19	(1,734,135)
Operating (loss)/income	(11,855)	25	(28,430)	358,557	—	318,297
Income/(loss) from non-operations	3,003,855	(3,558)	14,016	40,810	—	3,055,123
Share of loss of subsidiaries	(17,966)	—	—	—	17,966	—
Contractual interests in VIEs and VIEs' subsidiaries ⁽¹⁾	395,484	—	—	—	(399,386)	(3,902)
Net income/(loss)	3,369,518	(3,533)	(14,414)	399,367	(381,420)	3,369,518

Note:

(1) It represents the primary beneficiary's share of loss generated from the VIEs and their subsidiaries.



The following tables present the condensed consolidated schedule of balance sheets data as of the dates indicated.

	As of December 31, 2022					Consolidated total
	Parent	WFOE	Subsidiaries (other than WFOE)	VIEs	Eliminating adjustments	
	(RMB in thousands)					
Cash and cash equivalents	85,823	1,810	22,662	268,622	—	378,917
Restricted cash - current	—	—	—	152,689	—	152,689
Other current assets	1,154,357	72,406	147,116	3,564,859	—	4,938,738
Total current assets	1,240,180	74,216	169,778	3,986,170	—	5,470,344
Restricted cash – non-current	—	—	—	750,877	—	750,877
Investment in subsidiaries	54,820	—	—	—	(54,820)	—
Contractual interest in the consolidated VIEs	2,978,731	—	—	—	(2,978,731)	—
Other non-current assets	—	166	1,452	755,989	37,424	795,031
Total non-current assets	3,033,551	166	1,452	1,506,866	(2,996,127)	1,545,908
Amounts due from the parent	—	—	34,503	—	(34,503)	—
Amounts due from subsidiaries (other than WFOE)	402,664	—	656,474	—	(1,059,138)	—
Amounts due from WFOE	—	—	—	351	(351)	—
Amounts due from VIEs and VIEs' subsidiaries	—	40	—	—	(40)	—
Amounts due from group companies	402,664	40	690,977	351	(1,094,032)	—
Total assets	4,676,395	74,422	862,207	5,493,387	(4,090,159)	7,016,252
Amounts due to the parent	—	—	402,664	—	(402,664)	—
Amounts due to subsidiaries (other than WFOE)	34,503	—	656,474	—	(690,977)	—
Amounts due to WFOE	—	—	—	40	(40)	—
Amounts due to VIEs and VIEs' subsidiaries	—	351	—	—	(351)	—
Amounts due to group companies	34,503	351	1,059,138	40	(1,094,032)	—
Other current liabilities	319,983	—	18	2,211,067	(166)	2,530,902
Other non-current liabilities	—	—	1,433	162,008	—	163,441
Total liabilities	354,486	351	1,060,589	2,373,115	(1,094,198)	2,694,343



As of December 31, 2021

	Parent	WFOE	Subsidiaries (other than WFOE)	VIEs	Eliminating adjustments	Consolidated total
	(RMB in thousands)					
Cash and cash equivalents	857,888	1,838	43,764	531,317	—	1,434,807
Restricted cash - current	—	—	—	61,293	—	61,293
Other current assets	1,681,073	66,195	526,698	3,837,864	—	6,111,830
Total current assets	2,538,961	68,033	570,462	4,430,474	—	7,607,930
Restricted cash – non-current	—	—	—	1,114,181	—	1,114,181
Investment in subsidiaries	64,699	—	—	—	(64,699)	—
Contractual interest in the consolidated VIEs	3,965,066	—	—	—	(3,965,066)	—
Other non-current assets	—	—	165,534	2,187,374	(127,915)	2,224,993
Total non-current assets	4,029,765	—	165,534	3,301,555	(4,157,680)	3,339,174
Amounts due from the parent	—	—	—	—	—	—
Amounts due from subsidiaries (other than WFOE)	738,961	—	606,543	—	(1,345,504)	—
Amounts due from WFOE	—	—	—	351	(351)	—
Amounts due from VIEs and VIEs' subsidiaries	—	—	—	—	—	—
Amounts due from group companies	738,961	—	606,543	351	(1,345,855)	—
Total assets	7,307,687	68,033	1,342,539	7,732,380	(5,503,535)	10,947,104
Amounts due to the parent	—	—	738,961	—	(738,961)	—
Amounts due to subsidiaries (other than WFOE)	—	—	606,543	—	(606,543)	—
Amounts due to WFOE	—	—	—	—	—	—
Amounts due to VIEs and VIEs' subsidiaries	—	351	—	—	(351)	—
Amounts due to group companies	—	351	1,345,504	—	(1,345,855)	—
Other current liabilities	276,373	2	16	3,141,312	—	3,417,703
Other non-current liabilities	40,747	—	—	498,087	—	538,834
Total liabilities	317,120	353	1,345,520	3,639,399	(1,345,855)	3,956,537



The following tables present the condensed consolidated schedule of cash flow data for the periods indicated.

	For the year ended December 31, 2022					
	Parent	WFOE	Subsidiaries (other than WFOE)	VIEs	Eliminating adjustments	Consolidated total
	(RMB in thousands)					
Net cash provided by/(used in) operating activities	44,219	(116)	(27,601)	(599,053)	15,166	(567,385)
Net cash provided by/(used in) investing activities	1,028,108	(6,097)	377,503	1,084,633	(524,618)	1,959,529
Net cash (used in)/provided by financing activities	(1,969,849)	—	(370,800)	(1,020,360)	370,800	(2,990,209)

	For the year ended December 31, 2021					
	Parent	WFOE	Subsidiaries (other than WFOE)	VIEs	Eliminating adjustments	Consolidated total
	(RMB in thousands)					
Net cash (used in)/provided by operating activities	(10,186)	1,706	(9,396)	(374,887)	(11,628)	(404,391)
Net cash provided by/(used in) investing activities	2,150,227	(8,218)	(354,898)	744,833	129,279	2,661,223
Net cash (used in)/provided by financing activities	(1,391,602)	—	119,353	(554,832)	(119,353)	(1,946,434)

	For the year ended December 31, 2020					
	Parent	WFOE	Subsidiaries (other than WFOE)	VIEs	Eliminating adjustments	Consolidated total
	(RMB in thousands)					
Net cash (used in)/provided by operating activities	(13,001)	2,036	962,249	(626,884)	(946,012)	(621,612)
Net cash provided by/(used in) investing activities	456,659	4,308	(29,907)	(81,039)	(843,584)	(493,563)
Net cash (used in)/provided by financing activities	(310,709)	—	(854,719)	(71,082)	855,688	(380,822)



A. [Reserved]

B. Capitalization and Indebtedness

Not Applicable.

C. Reasons for the Offer and Use of Proceeds

Not Applicable.

D. Risk Factors

Summary of Risk Factors

Investing in our ADSs involves significant risks. You should carefully consider all of the information in this annual report before making an investment in the ADSs. Below please find a summary of the principal risks we face, organized under relevant headings:

Risks Relating to Our Industry and Business

Risks and uncertainties relating to our business and industry include, but are not limited to, the following:

- we have a limited operating history in an emerging market. Our historical financial and operating performance may not be indicative of our future prospects and results of operations;
- the COVID-19 pandemic adversely affected our results of operations;
- the Group may not be able to successfully expand or maintain or effectively manage relationships with existing network of dealers;
- our success depends on the ability to attract prospective car buyers;
- the Group relies on a limited number of financial institutions to fund the financing transactions and any adverse change in the relationships with such financial institutions may materially and adversely impact our business and results of operations;
- OEMs may not continue to participate on Cango platform;
- the Group operates in a market where the credit infrastructure is still at an early stage of development. Information received from third parties concerning a prospective car buyer may be outdated, incomplete or inaccurate, which may compromise the accuracy of the Group's credit assessment; and



- the Group relies on credit assessment model and credit assessment team in evaluating credit applications. The current risk management system may not be able to exhaustively assess or mitigate all risks to which the Group is exposed.

Risks Relating to Our Corporate Structure

Risks and uncertainties relating to our corporate structure include, but are not limited to, the following:

- we rely on contractual arrangements with our consolidated VIEs and their shareholders to operate the Group’s business, which may not be as effective as direct ownership in providing operational control and otherwise have a material adverse effect as to the Group’s business;
- any failure by our consolidated VIEs or their shareholders to perform their obligations under our contractual arrangements with them would have a material adverse effect on our business;
- the shareholders of our consolidated VIEs may have potential conflicts of interest with us, which may materially and adversely affect the Group’s business and financial condition;
- if the PRC government deems that the contractual arrangements in relation to our consolidated VIEs do 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; and
- contractual arrangements in relation to our consolidated VIEs may be subject to scrutiny by the PRC tax authorities and they may determine that our consolidated VIEs owe additional taxes, which could negatively affect the Group’s financial condition and the value of your investment.

Risks Relating to Doing Business in China

We are subject to risks and uncertainties relating to doing business in China in general, including, but are not limited to, the following:

- changes and developments in the political and economic policies of the PRC government may materially and adversely affect the Group’s business, financial condition and results of operations and may result in our inability to sustain the Group’s growth and expansion strategies;
- changes and developments in the PRC legal system and the interpretation and enforcement of PRC laws, rules and regulations may subject us to uncertainties;



- the M&A Rules and certain other PRC regulations establish required procedures for acquisitions conducted by foreign investors that could make it more difficult for the Group to grow through acquisitions;
- uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and its implementing rules and how they may impact our business, financial condition and results of operations; and
- PRC regulations relating to investments in offshore companies by PRC residents may subject our PRC-resident beneficial owners or our PRC subsidiary to liability or penalties, limit our ability to inject capital into our PRC subsidiary or limit our PRC subsidiary's ability to increase its registered capital or distribute profits.

Risks Relating to Our ADSs

Risks relating to our ADSs, include, but not limited to, the following:

- we received a notice of non-compliance with continued listing standards from the NYSE for our ADSs. If we are unable to avoid the delisting of our ADSs from the NYSE, it could have a substantial effect on the trading price and liquidity of our ADSs;
- the trading price of our ADSs may be volatile, which could result in substantial losses to you;
- if securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, the market price for our ADSs and trading volume could decline;
- we may not pay additional cash dividends, so you may not receive any return on your investment unless you sell your Class A ordinary shares or ADSs for a price greater than that which you paid for them; and
- substantial future sales or perceived potential sales of our ADSs in the public market could cause the price of our ADSs to decline.

Risks Relating to Our Industry and Business

We have a limited operating history in an emerging market. Our historical financial and operating performance may not be indicative of our future prospects and results of operations.

The automotive and mobility markets, including the automotive finance market, in the PRC are relatively new and at an early stage of development. Such markets have undergone significant volatility in the past few years, and such pattern may continue in the future. As part of the Group's business, the Group offers automobile trading solutions, automotive financing facilitation services and after-market services facilitation to various participants in the automotive transaction value chain, including dealers, financial institutions, insurance brokers and companies, car buyers and other industry participants. Helping more industry participants to recognize the value of the Group's services is critical to increase the number and amount of automobile trading transactions, financing transactions and insurance transactions on Cango platform and to the success of the Group's business.



The Group's business was launched in 2010 with a limited operating history. We may not have sufficient experience to address the risks to which companies operating in new or rapidly evolving markets may be exposed. We have limited experience in several aspects of the Group's business operation, such as automobile trading solutions, after-market services facilitation and the development of long-term relationships with platform participants, such as dealers, financial institutions, insurance brokers and companies and car buyers. The laws and regulations governing the automotive finance industry in the PRC are still at a nascent stage and subject to further changes and interpretation. As the market, the regulatory environment or other conditions evolve, the Group's existing solutions and services may not continue to deliver the expected business results. As the Group's business develops or in response to competition, the Group may continue to introduce new services or make adjustments to existing services, credit assessment model, business model or operations in general. For example, the Group made a business transition in 2022 and no longer considers automotive financing facilitation services as its primary focus. Instead, the Group expanded its automobile trading solutions to provide dealers with new-car transaction services and used-car transaction services. The Group's abilities to retain dealers, financial institutions, insurance brokers and companies and other platform participants and to attract new platform participants are also critical to its business. Any significant change to the business model or failure to achieve the intended business results may have a material and adverse impact on the Group's financial condition and results of operations. Therefore, it may be difficult to effectively assess the Group's future prospects.

You should consider the Group's business and prospects in light of the risks and challenges the Group encounters or may encounter given the rapidly-evolving market in which it operates and its limited operating history. These risks and challenges include the Group's ability to, among other things:

- offer automotive financing solutions to a growing number of car buyers;
- maintain and enhance the relationships and business collaboration with dealers, financial institutions, insurance brokers and companies and other platform participants;
- charge competitive service fees to platform participants while driving the growth and profitability of business;
- maintain low overdue ratios of financing transactions facilitated through Cango platform;
- comply with complex and evolving laws and regulations;
- improve operational efficiency;



- attract, retain and motivate talented employees, particularly sales and marketing, risk management as well as research and development personnel to support its business operations;
- enhance technology infrastructure to support business operations and maintain system security and the confidentiality of the information provided and collected across the system;
- navigate economic conditions and fluctuations;
- successfully implement business strategies and offer new services, such as automobile trading solutions; and
- defend the Group against legal and regulatory actions, such as actions involving intellectual property or data privacy claims.

The COVID-19 pandemic adversely affected our results of operations.

In an effort to halt the outbreaks of COVID-19, the PRC government placed significant restrictions on travel within China and closed certain businesses during certain periods from January 2020 to December 2022, which adversely affected the Group’s business and results of operations. In particular, the Group’s revenue decreased from RMB3,921.7 million for 2021 to RMB1,980.5 million (US\$287.1 million) for 2022. Furthermore, the COVID-19 outbreaks interrupted the Group’s collection efforts and affected car buyers’ ability to make repayments. As a result, the Group experienced an uptick in delinquency rates. M1+ and M3+ overdue ratios were 2.61% and 1.38%, respectively, as of December 31, 2022, as compared to 1.62% and 0.86%, respectively, as of December 31, 2021. Since December 2022, the PRC government has largely lifted pandemic-related restrictions on travel and business operations. Nonetheless, the Group may be affected by any future COVID-19 outbreaks in China.

The Group may not be able to successfully expand or maintain or effectively manage relationships with existing network of dealers.

As of December 31, 2022, the Group had a network of 42,549 registered dealers across China. Such extensive dealer network is a foundation of Cango platform, and the Group closely collaborates with these registered dealers in providing services to financial institutions and car buyers. The Group plans to expand existing dealer network, including by further penetrating existing markets and expanding geographic coverage. As China is a large and diverse market, business practices and demands may vary significantly by region and the experience in the markets in which the Group currently operates may not be applicable in other parts of China. As a result, the Group may not be able to leverage such experience to expand dealer network into other parts of China. Furthermore, the efforts to expand into new geographical markets and attract new dealers to Cango platform may impose considerable burden on the sales, marketing and general managerial resources. If the Group is unable to manage these expansion efforts effectively, if these expansion efforts take longer than planned or if the costs for these efforts exceed expectations, the Group’s results of operations may be materially and adversely affected.



The relationships with existing registered dealers are not exclusive, and there can be no assurance that they will maintain their level of participation on Cango platform. Dealers may find the amount of commissions currently offered to be unattractive. The Group also offers various solutions and services to dealers, including operating an automobile trading platform to source cars for dealers, facilitate car trading amongst dealers and source car buyers online to facilitate purchases from existing registered dealers. However, the registered dealers may not utilize these solutions and services or such solutions and services may not bring the expected benefits to dealers. Dealer participation on Cango platform may also be affected by various factors that are beyond our control, including the decrease in popularity of the car models offered by these registered dealers. A decrease in the number of car buyers referred by these registered dealers or a reduced level of dealers' utilization of other solutions and services could materially and adversely affect our business, financial condition and results of operations.

The Group manages its dealer network through three models, namely self-operated sales model, dealer financial manager model and sales agent model. Under the self-operated sales model, the Group's in-house sales team is responsible for explaining the terms of automotive financing solutions to prospective car buyers and assisting them to complete credit applications. Under the other two models, which collectively accounted for 3.8% of the number of registered dealers in the Group's dealer network as of December 31, 2022, the Group relies on dealer financial managers, who are employees of dealers, and third-party sales agents for direct interaction with prospective car buyers. Each of such dealers and third-party sales agents may collaborate with multiple providers of automotive financing solutions, and they may promote automotive financing solutions offered by competitors more actively. Furthermore, dealer financial managers and sales agents may misrepresent or omit key terms of the Group's automotive financing solutions or otherwise fail to meet the expected quality and service standards, which would harm the Group's reputation. The Group's recourse against dealers and sales agents may be limited in the event their misconduct or negligence has caused harm, and the Group may encounter significant difficulties in enforcing its contractual rights.

Since dealers and sales agents do not bear credit risk, they may refer prospective car buyers without regard to such individuals' creditworthiness. For example, they may refer prospective car buyers who have been turned down by other financing solutions providers to Cango platform, and such prospective car buyers may be of poor credit quality. Certain dealers and sales agents may even assist fraudulent car buyers in preparing credit applications. Failure to detect prospective car buyers with poor credit quality or fraudulent car buyers who are referred by dealers and sales agents may lead to higher overdue ratios and/or cause damage to the Group's existing relationships with financial institutions. To manage such risk, the Group monitors existing registered dealers and sales agents on an ongoing basis, identify parties associated with higher levels of delinquency and terminate those which the Group believes present significant credit risk to it. However, such risk management policy may not be effective and may also contribute to significant turnovers among existing registered dealers and sales agents. Significant turnovers may require the Group to devote considerable resources in identifying and screening new dealers and/or sales agents, which could have an adverse impact on operational efficiency.



Our success depends on the ability to attract prospective car buyers.

In 2021 and 2022, the amount of financing transactions facilitated through Cango platform was RMB30.1 billion and RMB2.8 billion (US\$0.4 billion), respectively. The Group's automotive financing facilitation business depends on its ability to attract prospective car buyers. In order to attract prospective car buyers, the Group must continue to invest significant resources in the development of new solutions and services and build the relationships with financial institutions, dealers, insurance brokers and companies and other platform participants. The ability to successfully launch, operate and expand solutions and services and to improve user experience to attract prospective car buyers depends on many factors, including the ability to anticipate and effectively respond to changing interests and preferences of car buyers, anticipate and respond to changes in the competitive landscape, and develop and offer solutions and services that address the needs of car buyers on Cango platform. If such efforts in these regards are unsuccessful, the base of car buyers, and the amount of financing and other transactions facilitated to them, may not increase at the rate we anticipate, and it may even decrease. As a result, the Group's business, prospects, financial condition and results of operations may be materially and adversely affected.

In addition, in order to attract prospective car buyers, significant resources must be devoted to enhance the experience of car buyers on Cango platform on an ongoing basis. The Group must enhance the functionality and ensure the reliability of Cango platform, and continually enhance the speed for processing credit applications without compromising risk management function. If the Group fails to provide superior customer service or address complaints of car buyers on Cango platform in a timely manner, the Group may fail to attract prospective car buyers as to its solutions and services, the number of financing transactions facilitated may decline.

In the meantime, the Group also seeks to maintain the relationships with existing car buyers and cross-sell new solutions and services, such as insurance and other automotive related services. However, there can be no assurance that the Group will be able to maintain or deepen such relationships.

The Group relies on a limited number of financial institutions to fund the financing transactions and any adverse change in the relationships with such financial institutions may materially and adversely impact its business and results of operations.

The Group relies on a limited number of financial institutions to fund financing transactions to car buyers. As of December 31, 2022, the Group was in collaboration with 13 third-party financial institutions. In 2022, the amount of financing transactions facilitated was RMB2.8 billion (US\$0.4 billion), 97.3% of which was funded by third-party financial institutions. The availability of funding from financial institutions depends on many factors, some of which are out of our control. Financial institutions may find the Group's services, such as credit origination, credit assessment or delinquent asset management, to be ineffective, or the service fees to be too expensive. Furthermore, as the Group no longer considers the financing facilitation services as its primary focus, financial institutions may find the Group's service less attractive without sufficient enhancement or new service introduced. In addition, regardless of the Group's risk management efforts, financing transactions facilitated through Cango platform may nevertheless be considered riskier and may have a higher overdue ratio than financing transactions funded to car buyers with more established credit histories by traditional financial institutions. The Group has relied on, and may continue to rely on, two financial institutions, Bank of Shanghai and MYbank, to arrange funding for a substantial portion of financing transactions facilitated. In 2022, 63.3% and 16.3% of the amount of financing transactions facilitated through Cango platform was respectively funded by Bank of Shanghai and MYbank under the direct partnership model. In 2022, revenues attributable to these collaborations with Bank of Shanghai and MYbank were RMB85.9 million (US\$12.5 million) and RMB31.1 million (US\$4.5 million), which represented 58.7% and 21.2% of the Group's automotive financing facilitation revenues, respectively. For further information as to the arrangements with these financial institutions, see "Item 4. Information on the Company—B. Business Overview—Relationships with Platform Participants—Financial Institutions."



There can be no assurance that the Group will be able to rely on such funding arrangements in the future. For example, although the Group collaborated with several financial institutions under the co-partnership model as of December 31, 2022, any such financial institution may decide to reduce the amount that it will fund for financing transactions facilitated through Cango platform in the future or discontinue such funding altogether. The Group may continue to select new financial institutions to collaborate with, but there can be no assurance that the number of financial institutions the Group collaborates with will become increasingly diversified in the future. Given the Group's current dependence on a relatively small number of financial institutions, if any such financial institution determines not to collaborate with it or limits the funding that is available for financing transactions facilitated, or if any such financial institution encounters liquidity issue in general, the Group's business, financial condition and results of operations may be materially and adversely affected.

Certain financial institutions the Group collaborates with have limited operating history in automotive financing. Furthermore, the Group's ability to collaborate with financial institutions may become subject to new regulatory limitations, as the laws and regulations governing the automotive finance industry and the commercial banking industry in the PRC continue to evolve. The Group may from time to time experience constraints as to the availability of funds from financial institutions, especially when the need for funding increases. Such constraints may affect user experience, including by limiting the ability to facilitate financing transactions. Such limitations may also restrain the growth of business. Any prolonged constraint as to the availability of funds from financial institutions may also harm the reputation or result in negative perception of the services offered, thereby decreasing the willingness of prospective car buyers to seek automotive financing solutions facilitated through Cango platform or the willingness of dealers and other platform participants to collaborate with the Group.

OEMs may not continue to participate on Cango platform.

Some of the financing transactions facilitated through Cango platform are part of OEM-sponsored subsidy programs. The Group enables collaboration between OEMs and financial institutions to design low-interest financing solutions for car buyers. In addition, as part of the automobile trading solutions, the Group purchases cars from OEMs to facilitate the sale of such cars to its registered dealers. We believe such collaboration with OEMs makes Cango platform even more attractive to car buyers and dealers, thereby enhancing the network effect. However, there can be no assurance that the Group will be able to build and grow the relationships with OEMs. OEMs may perceive the Group as a competitor of their affiliated automotive finance companies or prefer to collaborate with other automotive transaction service platforms. As a result, OEMs may reduce the amount of subsidies for low-interest financing solutions offered on Cango platform or even terminate such subsidies. The Group plans to broaden the offering of subsidized financing solutions through collaboration with foreign and sino-foreign joint venture OEMs as well as national banks. As the financing solutions will be marketed to prospective car buyers with stronger credit profiles, we expect to seize new market opportunities while improving existing credit performance through such strategy. However, there can be no assurance that we will be able to successfully implement the strategy. In addition, OEMs may decide not to sell any cars on acceptable terms or at all or limit the number or types of cars that are sold to the Group in connection with the automobile trading solutions. Failure to build and grow the relationships with OEMs could materially and adversely affect the Group's business, financial condition and results of operations.



The Group operates in a market where the credit infrastructure is still at an early stage of development. Information received from third parties concerning a prospective car buyer may be outdated, incomplete or inaccurate, which may compromise the accuracy of the Group's credit assessment.

China's credit infrastructure is still at an early stage of development. The Credit Reference Center established by the People's Bank of China, or the PBOC, in 2002 has been the only credit reporting system in China. This centrally managed nationwide credit database operated by the Credit Reference Center only records limited credit information, such as tax payments, civil lawsuits, foreclosures and bankruptcies. Moreover, this credit database is only accessible to banks and a limited number of market players authorized by the Credit Reference Center and does not support sophisticated credit scoring and assessment. In 2015, the PBOC announced that it would open the credit reporting market to private sectors with a view to spurring competition and innovation, but it may be a long-term process to establish a widely-applicable, reliable and sophisticated credit infrastructure in such current market.

For the purpose of credit assessment, the Group obtains credit information from prospective car buyers, and with their authorization, obtains credit data from external parties to assess applicants' creditworthiness. The Group may not be able to source credit data from such external parties at a reasonable cost or at all. Such credit data may have limitations in measuring prospective car buyers' creditworthiness. If there is an adverse change in the economic condition, credit data provided by external parties may no longer be a reliable reference to assess an applicant's creditworthiness, which may compromise the Group's risk management capabilities. As a result, the assessment of a car buyer's credit profile may not reflect that particular car buyer's actual creditworthiness because assessment may be based on outdated, incomplete or inaccurate information. There is also a risk that after obtaining a car buyer's information, the car buyer may have:

- become delinquent in the payment of an outstanding obligation;
- defaulted on a pre-existing debt obligation;



- taken on additional debt, including pledging the car as collateral for such debt; or
- sustained other adverse financial events.

Such outdated, incomplete or inaccurate information could compromise the accuracy of the Group's credit assessment model and adversely affect the effectiveness of its control over overdue ratios, in which case the Group's results of operations will be harmed.

The Group relies on credit assessment model and credit assessment team in evaluating credit applications. The current risk management system may not be able to exhaustively assess or mitigate all risks to which the Group is exposed.

Credit applications by car buyers are evaluated based on credit assessment conducted by the Group's credit assessment model, and the credit assessment team conducts a manual evaluation when necessary. Based on the credit assessment model, certain of the applications are either automatically approved or automatically rejected. The credit assessment team manually evaluates the rest of the applications. If such credit assessment model or credit assessment team fail to perform effectively, the Group's business and results of operations may be materially and adversely affected.

The existing credit assessment model builds on machine learning algorithms including logistic regression and gradient boost decision tree. While the Group relies on machine learning algorithms to refine such model and system, there can be no assurance that the application of such algorithms will continue to deliver the expected benefits. In addition, as the Group has a limited operating history, it may not have accumulated sufficient credit data to optimize such model and system. Even if there are sufficient credit data and the credit assessment model has been tailored for prospective car buyers on Cango platform for current operation, such data and credit assessment model might not be effective as the Group continues to expand the car buyer base and broaden engagement efforts with car buyers generally through different channels in the future. If existing system contains programming or other errors, if current model is ineffective or if the credit data obtained is incorrect or outdated, the Group's credit assessment abilities could be negatively affected, resulting in incorrect approvals or denials of credit applications.

The Group relies on its credit assessment team to evaluate a substantial portion of credit applications submitted by prospective car buyers. The reviewers frequently exercise judgments based on their experience and knowledge, and such judgments are subject to errors. In addition, if the Group fails to retain experienced reviewers or effectively train new reviewers, the Group may be unable to either offer financing solutions to creditworthy car buyers or maintain low overdue ratios of financing transactions facilitated. To improve operational efficiency, the Group plans to enhance the level of automation in the credit assessment process. However, such change in the credit assessment process could lead to an increase in overdue ratios, which would materially and adversely impact the Group's business and results of operations.



If the Group is unable to maintain low overdue ratios for financing transactions facilitated, the Group's business and results of operations may be materially and adversely affected.

The Group may not be able to maintain low overdue ratios for financing transactions facilitated through Cango platform, and such overdue ratios may be significantly affected by economic downturns or general economic conditions beyond its control and beyond the control of individual car buyers. As a result of the COVID-19 pandemic, the Group experienced an uptick in delinquency rates. The pandemic interrupted the Group's collection efforts and affected car buyers' ability to make repayments. M1+ and M3+ overdue ratios were 2.61% and 1.38%, respectively, as of December 31, 2022, as compared to 1.62% and 0.86%, respectively, as of December 31, 2021. Since December 2022, the PRC government has largely lifted pandemic-related restrictions on travel and business operations. Nonetheless, we cannot assure you that the Group will be able to lower the overdue ratios in the future. Overdue ratios for financing transactions facilitated may deteriorate over time or as the business volume expands, and overdue ratios are also affected by macroeconomic conditions.

The way how car buyers' delinquencies affects the Group's results of operations depends on the funding arrangement for the relevant financing transactions. The Group is not obligated to bear credit risk for financing transactions funded by certain financial institutions. However, an increased level of credit losses suffered by such financial institutions with respect to financing transactions facilitated through Cango platform would harm existing business relationship with them. As of December 31, 2022, the total outstanding balance of financing transactions funded under such arrangements was RMB3.7 billion (US\$0.5 billion), representing 14.6% of the total outstanding balance of financing transactions facilitated.

Under the arrangements with certain other financial institutions, the Group is obligated to purchase the relevant financing receivables upon certain specified events of default by car buyers. As of December 31, 2022, the total outstanding balance of financing transactions funded by financial institutions under such arrangements was RMB21.0 billion (US\$3.0 billion), representing 82.2% of the total outstanding balance of financing transactions facilitated. The Group may increase the proportion of financing transactions funded under risk-bearing arrangements in the future. At the inception of each financing transaction facilitated under such arrangements, the Group recognizes risk assurance liabilities at fair value. The Group recognizes additional risk assurance liabilities when the car buyer's default is probable. Accordingly, an increase in overdue ratios of financing transactions for which the Group is obligated to bear credit risk could have a material adverse impact on its results of operations. The Group's risk assurance liabilities were RMB402.3 million (US\$58.3 million) as of December 31, 2022, and the amount of performed risk assurance liabilities was RMB642.1 million (US\$93.1 million) in 2022. Furthermore, such fair value estimation of risk assurance liabilities requires a significant degree of judgment and may not fully reflect the credit quality of the relevant financing transactions. The Group will incur net loss on risk assurance liabilities to the extent the credit quality of such financing transactions is worse than the estimate at inception.

The Group records financing lease receivables in relation to financing leases funded by Shanghai Chejia on the Group's consolidated balance sheet. As such, the Group bears credit risk as to such financing leases, and recognizes provision for credit losses in its results of operations. Any increase in overdue ratios could materially and adversely affect the Group's business, results of operations and financial condition.



Collection and recovery efforts by the in-house team may become less effective and may also subject us to regulatory risks and reputational risks.

The Group utilizes an in-house team to collect repayment and recover car collaterals. The effectiveness of such collection and recovery efforts is critical to the business. The Group is not obligated to bear credit risk for financing transactions funded by certain financial institutions. However, failures in these collection and recovery efforts would harm the business relationship with such financial institutions. Under the arrangements with certain other financial institutions, the Group is obligated to purchase the relevant financing receivables upon certain specified events of default by car buyers. In addition, the Group records financing receivables in relation to financing leases funded by Shanghai Chejia on its balance sheet. As such, the Group bears credit risk as to such financing leases. There can be no assurance that the Group's collection and recovery efforts will be successful. Failure to collect overdue repayments for the financing transactions facilitated or recover the related car collaterals will have a material adverse effect on the Group's business operations and financial position.

The Group endeavors to ensure its collection and recovery efforts comply with the relevant laws and regulations in the PRC and has established strict policies and implemented measures to ensure that the delinquent asset management personnel do not engage in aggressive or predatory practices. However, there can be no assurance that such personnel will not engage in any misconduct while performing their tasks. Any misconduct by the delinquent asset management personnel or the perception that the collection and recovery practices are considered to be aggressive, predatory or not compliant with the relevant laws and regulations in the PRC may result in harm to our reputation and business, which could further undermine the ability to collect repayments or recover cars from car buyers in default, lead to a decrease in the willingness of prospective car buyers to apply for and utilize financing transactions facilitated through Cango platform, or result in fines and penalties being imposed by the relevant regulatory authorities, any of which may have a material adverse effect on our results of operations.

As a result of the Group's business transition, the service fees for the Group's automotive financing facilitation services have declined in the past and may continue to decline in the future, which may adversely affect the Group's business, financial condition and results of operations.

As the Group made a business transition in 2022 and no longer considers automotive financing facilitation services as its primary focus, the Group experienced a material decrease in the amount of financing transactions facilitated by it, which contributed to the decrease in loan facilitation income and leasing income. The amount of financing transactions facilitated by the Group decreased from RMB30.1 billion in 2021 to RMB2.8 billion (US\$0.4 billion) in 2022. The Group's loan facilitation income and other related income decreased from RMB1.2 billion in 2021 to RMB146.4 million (US\$21.2 million) in 2022. The Group's leasing income decreased from RMB251.3 million in 2021 to RMB155.5 million (US\$22.5 million) in 2022. Although we believe such business transition allows the Group to focus on the automobile trading solutions and will benefit the Group's business in the long run, the Group's loan facilitation income and leasing income will likely decrease in the following years due to an expected decrease in the amount of financing transactions facilitated by it. Such trend may also adversely affect the Group's profitability. Furthermore, the service fees charged to financial institutions could be affected by a variety of factors, including the competitive landscape of the automotive finance industry and regulatory requirements. Such service fees from financial institutions may also be affected by a change over time in the mix of the types of services offered. Competitors may also offer more attractive service fees, which may require the Group to reduce its service fees to compete effectively.



In addition, such financing facilitation service fees are sensitive to many macroeconomic factors beyond our control, such as inflation, recession, the state of the credit markets, changes in market interest rates, global economic disruptions, unemployment and fiscal and monetary policies. In the event that the amount of service fees charged to financial institutions decreases significantly in the future and the Group is not able to adopt any cost control initiatives, the Group's business, financial condition and results of operations will be harmed.

Failure to facilitate the sale of cars owned by the Group may have a material and adverse effect on the Group's business, financial condition and results of operations.

The Group started to significantly expand its automobile trading solutions in the third quarter of 2020. The Group launched Cango Haoche app in 2022 to provide new-car transaction services and Cango U-Car app in 2023 to provide used-car transaction services. In connection with such services, the Group purchases cars from OEMs based on orders from dealers and on-sell cars to the relevant dealers. The sources of cars owned by the Group also include cars disposed by individual car buyers, such as cars collected as part of delinquency asset management process. The Group prices cars based on the massive amount of transaction data associated with providing automotive financing solutions as well as data from facilitating other automotive transactions such as automobile trading between dealers to efficiently facilitate their sale. The Group has limited experience in the purchase of cars for sale to dealers, and there is no assurance that the Group will be able to do so effectively. Demand for the cars purchased could change significantly between the time an order is placed by a dealer and the expected time of sale to the dealer. Demand may be affected by new car launches, product defects, changes in consumer preference and other factors. Even though the Group requires dealers to pay deposits when ordering cars, dealers may choose to forfeit deposits and decline to complete the purchases. As a result, the Group faces inventory risk in connection with the cars purchased by it, including the risk of inventory obsolescence, a decline in values, and significant inventory write-downs or write-offs. The Group may also face increasing costs associated with the storage of these cars. Any of the above may materially and adversely affect our financial condition and results of operations.



The laws and regulations governing the automotive and mobility industries or other industries related to the Group’s business in the PRC are subject to further changes and interpretation. If such business practices or the business practices of third parties that the Group collaborates with are deemed to violate any PRC laws or regulations, our business, financial condition, results of operations and prospects would be materially and adversely affected.

The Group’s business may be subject to a variety of laws and regulations in the PRC governing the automotive and mobility industries, including the automotive finance industry. There are uncertainties regarding the interpretation and application of current and future laws and regulations. The PRC government may also implement measures to control credit supply, which would affect the automotive finance industry.

As of December 31, 2022, the Group had not been subject to any material fines or other penalties under any PRC laws or regulations as to its business operations. However, if the PRC government tightens regulatory framework for the automotive and mobility industries in the future, and subject industry participants such as the Group to new or specific requirements (including without limitation, capital requirements and licensing requirements), the Group’s business, financial condition and prospects would be materially and adversely affected. Compliance with existing and future rules, laws and regulations can be costly and if the Group’s practice is deemed to violate any existing or future rules, laws and regulations, it may face injunctions, including orders to cease non-compliant activities, and may be exposed to other penalties as determined by the relevant government authorities as well.

The Office of the Leading Group for Specific Rectification against Online Finance Risks and the Office of the Leading Group for Specific Rectification against P2P Online Lending Risks jointly issued the Circular on Regulating and Rectifying Cash Loan Business on December 1, 2017, or Circular 141. Among other things, Circular 141 provides restrictions on banks’ collaboration with third parties in cash loan business. Pursuant to Circular 141, a bank may not outsource its core business functions, such as credit assessment and risk management, to third parties. Circular 141 also prohibits a bank participating in loan facilitation transactions from accepting credit enhancement services from a third party which has not obtained any license or approval to provide guarantees, including credit enhancement service in the form of a commitment to assume default risks. In addition, a bank may not permit its service provider in cash loan business to collect interest or fees from borrowers. There is still uncertainty as to the interpretation and application of the requirements in Circular 141. The opening paragraph of Circular 141 states, in relevant parts, that while the growth of cash loan business “has helped certain groups in society satisfy their needs for normal consumption credit to a certain extent, it has created several significant problems including, among other things, over-borrowing, repetitive credit approvals, improper collection practice, excessively high interest rates and intrusions on personal privacy, posing relatively large financial risk and societal risk.” While this statement suggests that the regulatory authorities are primarily concerned about abuses in the cash loan industry, it is uncertain whether any requirements in Circular 141 may be applicable to the automotive finance industry. In connection with the automotive financing facilitation business, the Group provides credit assessment service to financial institutions and the financial institutions make ultimate credit decisions. Under the arrangements with certain financial institutions, the Group is obligated to purchase the relevant financing receivables upon certain specified events of default by car buyers. If the relevant regulatory authorities determine that Circular 141 is applicable to the automotive finance industry, and the abovementioned business is deemed to be in violation of Circular 141, the Group could be subject to penalties and/or be required to significantly change such business model.



The Group operates insurance brokerage business through Fushun Insurance Brokerage Co., Ltd., a subsidiary of our Shanghai Cango. The insurance brokerage business is highly regulated in China, and the regulatory regime continues to evolve. The China Banking and Insurance Regulatory Commission, or the CBIRC, which will be combined into the State Administration for Finance Regulation according to the Reform Plan for the Party and State Institutions promulgated by the Central Committee of the Communist Party of China and the State Council on March 16, 2023, has extensive authority to supervise and regulate the insurance industry in China and has been enhancing its supervision over this industry in recent years, and new laws, regulations and regulatory requirements have been promulgated and implemented from time to time. The Group faces challenges brought by these new laws, regulations and regulatory requirements, as well as significant uncertainties in the interpretation and application thereof. The Group might be required to spend significant time and resources in order to comply with any material changes in the regulatory environment, which could trigger significant changes to the competitive landscape of the insurance brokerage business and we may lose some or all of our competitive advantages during this process. Moreover, the CBIRC and its local branches may conduct various examinations and inspections on the Group's insurance brokerage business operations from time to time, which could cover a broad range of aspects, including financial reporting, tax reporting, internal control and compliance with applicable laws, rules and regulations. If any non-compliance incidents in the Group's insurance brokerage business operation are identified, the Group may be required to take certain rectification measures in accordance with applicable laws and regulations, or be subject to other administrative penalties.

On August 1, 2019, the General Office of the State Council promulgated the Guiding Opinions on Promoting the Well-regulated and Sound Development of the Platform Economy, or the Guiding Opinions on Platform Economy, which provide that the establishment of financial institutions, operation of financial activities, provision of financial information intermediary and transaction matching services shall be subject to entry administration according to the related laws and regulations. Due to the lack of further interpretations of the Guiding Opinions on Platform Economy, it is uncertain whether the Group will be deemed as providing "financial information intermediary and transaction matching services" under the Guiding Opinions on Platform Economy and be subject to entry administration. We cannot assure you that the Group will not be required in the future by the relevant governmental authorities to obtain additional approvals or licenses in this regard, and that such approvals or licenses will be obtained in a timely manner if required. Inability to obtain such approvals or licenses on a timely basis could have an adverse impact on the Group's business.

Shanghai Cango may be deemed to operate financing guarantee business by the PRC regulatory authorities.

The State Council promulgated the Regulations on the Administration of Financing Guarantee Companies, or the Financing Guarantee Rules, on August 2, 2017 which became effective on October 1, 2017. Pursuant to the Financing Guarantee Rules, "financing guarantee" refers to the activities in which guarantors provide guarantee to the guaranteed parties as to loans, bonds or other types of debt financing, and "financing guarantee companies" refer to companies legally established and operating financing guarantee business. According to the Financing Guarantee Rules, the establishment of financing guarantee companies shall be subject to the approval by the competent government authority, and unless otherwise stipulated, no entity may operate financing guarantee business without such approval. If any entity violates these regulations and operates financing guarantee business without approval, the entity may be subject to penalties including ban or suspension of business, fines of RMB500,000 to RMB1,000,000, confiscation of illegal gains if any, and if the violation constitutes a criminal offense, criminal liability shall be imposed in accordance with the law.



On April 2, 2018, the CBIRC, together with several other governmental authorities, jointly adopted (i) the Administrative Measures for the Financing Guarantee Business Permit, (ii) Measures for Measuring the Outstanding Amount of Financing Guarantee Liabilities, (iii) Administrative Measures for the Asset Percentages of Financing Guarantee Companies and (iv) Guidelines on Business Cooperation between Banking Financial Institutions and Financing Guarantee Companies, or the Four Supporting Measures of the Financing Guarantee Rules, which further stipulates that “financing guarantee business” under the Four Supporting Measures of the Financing Guarantee Rules, among other things, includes “guarantee business related to loans,” which refers to the activities whereby a guarantor provides guarantee for loans, online lending, financial leasing, commercial factoring, bill acceptance, letters of credit or other forms of debt financing. Furthermore, the CBIRC, together with several other governmental authorities, jointly issued the Supplementary Provisions on the Supervision and Administration of Financing Guarantee Companies on October 9, 2019, which provide that car dealers and car sales service providers shall not operate the business of providing guarantees for car consumption loans without the approval of competent regulatory authorities, and institutions providing client recommendation, credit evaluation and other services for lending institutions shall not provide financing guarantee services or provide such services in a disguised form without necessary approval from competent government authorities. If an institution without any financing guarantee business permit is engaged in the financing guarantee business, it shall be prohibited from continuing such unlicensed financing guarantee business and ordered to settle its remaining guarantee business properly. If the aforesaid institution intends to continue the financing guarantee business, it shall establish a financing guarantee company in accordance with applicable laws to conduct the financing guarantee business.

Under the arrangements with certain financial institutions, Shanghai Cango and Cango Financing Guarantee Co., Ltd., or Cango Financing, one of the wholly-owned subsidiaries of Shanghai Cango, are obligated to purchase the relevant financing receivables upon certain specified events of default by car buyers. As of December 31, 2022, the total outstanding balance of financing transactions funded by financial institutions under such arrangements was RMB21.0 billion (US\$3.0 billion), representing 82.2% of the total outstanding balance of financing transactions facilitated through Cango platform. Due to the lack of further interpretations of the aforementioned rules related to financing guarantee business, there is still uncertainty as to the exact scope and application of “operating financing guarantee business” and “providing financing guarantee services in a disguised form” under such regulations, and what factors the relevant regulatory authorities may consider in making such a determination. Therefore, it is uncertain whether Shanghai Cango would be deemed to operate financing guarantee business because of the current arrangements with certain financial institutions. The Group has utilized Cango Financing, a financing guarantee company established with the approval by the competent government authority governing the financing guarantee business and with the license to provide financing guarantee services, to provide guarantee for financial institutions in most cases, while in certain cases Shanghai Cango, which does not hold the license to operate financing guarantee business, still undertakes an obligation to purchase the relevant financing receivables upon certain specified events of default by car buyers under the arrangements with such financial institutions. If the relevant regulatory authorities determine that the aforesaid activities of Shanghai Cango under the current arrangements with certain financial institutions qualify as “operating financing guarantee business” or “providing financing guarantee services in a disguised form,” the Group may be required to either cease bearing credit risk as part of the arrangements with the financial institutions as described above, or adjust such arrangements with the financial institutions to the effect that only Cango Financing will bear the credit risk. If the Group is unable to satisfy such requirement, it may no longer be able to collaborate with the relevant financial institutions, or become subject to penalties, and the Group’s business, financial condition, results of operations and prospects could be materially and adversely affected.



Furthermore, even if the Group successfully changes the arrangements with the financial institutions and only Cango Financing will provide such credit enhancement services in the future, the outstanding guarantee liabilities of a financing guarantee company may not exceed ten times of its net assets as required by the Financing Guarantee Rules. If the amount of guarantee liabilities exceeds ten times of Cango Financing's total net assets, the Group may be required to increase the total net assets of Cango Financing by means of, among others, increasing the paid-up capital contribution. However, there can be no assurance that the Group will be able to make such capital contribution timely, or at all. Inability to make such capital contribution on a timely basis could have an adverse impact on our business.

The Group's business of facilitating financing transactions between financial institutions and car buyers may constitute provision of intermediary service, and the agreements with these financial institutions may be deemed as intermediation contracts under the PRC Civil Code.

The Group's business of facilitating financing transactions by connecting financial institutions and individual car buyers may constitute an intermediary service, and such services may be deemed as intermediation contracts under the PRC Civil Code. Under the PRC Civil Code, an intermediary may not claim for service fee and is liable for damages if it conceals any material fact intentionally or provides false information in connection with the conclusion of an intermediation contract, which results in harm to the client's interests. See "Item 4. Information on the Company—B. Business Overview—Regulations—Regulation Related to Intermediation." Therefore, if the Group fails to provide material information to financial institutions, or if it fails to identify false information received from car buyers or others and in turn provides such information to financial institutions, and in either case if the Group is also found to be at fault, due to failure or deemed failure to exercise proper care, such as to conduct adequate information verification or employee supervision, the Group could be held liable for damage caused to financial institutions as an intermediary pursuant to the PRC Civil Code. In addition, if the Group fails to complete the obligations under the agreements entered into with financial institutions, the Group could also be held liable for damages caused to financial institutions pursuant to the PRC Civil Code.

The Group may not be able to enforce its rights against car buyers.

The Group offers car buyers various value-added services associated with purchasing a car with financing. Such services mainly involve registrations of license plates and collaterals with the relevant government authorities. However, the Group does not enter into written contracts with some car buyers, and for those the Group had written contracts with, the contract terms are not clear about the service fees charged. In the event a legal dispute arises between a car buyer and the Group, the Group may not be able to enforce the rights against the relevant car buyer. Failure to enforce such rights may materially and adversely affect the Group's business, results of operation and financial condition.



The scale of Shanghai Chejia's business may be limited by its total net assets.

In September 2013, the Ministry of Commerce, or the MOFCOM, promulgated the Measures for Supervision and Administration of Financing Lease Enterprises, pursuant to which the risk assets of a financing lease enterprise may not exceed ten times of its total net assets. In April 2018, the MOFCOM transferred the duties to make rules on the operation and supervision of financing lease companies to the newly formed CBIRC. In May 2020, the CBIRC promulgated the Interim Measures for the Supervision and Administration of Financial Leasing Companies, which provide that the risk assets of a financing lease enterprise may not exceed eight times of its total net assets, and the term "risk assets" of a financing lease enterprise refer to its total assets, net of cash, bank deposits, Chinese treasury bonds, and supersede the relevant provision in the abovementioned measures. Please refer to "Item 4. Information on the Company—B. Business Overview—Regulation—Regulation Related to Financing Lease" for more details. As the governmental authorities may promulgate more laws, regulations or rules, there are uncertainties how these new measures will be interpreted and implemented. Shanghai Chejia funds financing leases for car buyers on Cango platform, and its risk assets consist of financing lease receivables relating to the financing leases it funds.

Shanghai Chejia is the Group's consolidated affiliate. If the amount of financing lease receivables of Shanghai Chejia exceeds the statutory limits, the Group may be required to increase the total net assets of Shanghai Chejia by means of, among others, increasing the paid-up capital contribution. However, there can be no assurance that the Group will be able to make such capital contribution timely, or at all. Inability to make such capital contribution on a timely basis could have an adverse impact on the Group's business.

The Group faces intense competition and it may not be able to compete effectively.

The automotive transaction industry in China is large yet competitive. The Group competes against automotive transaction platforms that connect various players across the automotive transaction value chain, to facilitate automotive and automotive-related transactions, including automotive financing. The competitors may offer automotive financing solutions with lower cost and/or deliver better user experience to prospective car buyers. OEM-sponsored subsidy programs may also compete with the Group's automotive financing solutions, reduce its market share and adversely affect its results of operations. We may also in the future face competition from new entrants that will increase the level of competition. We anticipate that more established companies, including technology companies that possess large, existing user bases, substantial financial resources and sophisticated technological capabilities may also enter the market in the future. Our competitors may operate different business models, have different cost structures or participate selectively in different industry segments. They may ultimately prove to be more successful or more adaptable to customer demand and new regulatory, technological and other developments. Some of the current and potential competitors may have significantly more financial, technical, marketing and other resources than the Group and may be able to devote greater resources to the development, promotion, sales and support of their platform, product and solution and service offerings. Competitors may also have longer operating history, greater brand recognition and brand loyalty and broader or closer relationships with dealers, financial institutions, OEMs or other automotive transaction industry participants than the Group. Additionally, a current or potential competitor may acquire, or form a strategic alliance with, one or more of the other competitors. These competitors may be better at developing new products and solutions and services, offering more attractive fees, responding more quickly to new technologies and undertaking more extensive and effective marketing campaigns. More players may enter the automotive transaction or automotive finance industry and intensify the market competition. In response to competition and in order to grow or maintain the amount of automotive transactions facilitated to dealers, the Group may have to lower and/or adjust the various fees charged or pay to the different platform participants, which could materially and adversely affect the Group's business, profit margins and results of operations. If the Group is unable to compete with such companies and meet the need for innovation in the industry, the demand for services on Cango platform could stagnate or substantially decline, which could harm the Group's business and results of operations.



If the Group's new solutions and services do not achieve sufficient market acceptance or provide the expected benefits to platform participants, the Group's financial condition, results of operations and competitive position will be materially and adversely affected. New solutions and services may also subject the Group to regulatory risks.

The Group has incurred and will continue to incur expenses and consume resources to develop and market new solutions and services for platform participants, including dealers, financial institutions and car buyers. For example, the Group launched Cango Haoche app in 2022 to provide new-car transaction services and Cango U-Car app in 2023 to provide used-car transaction services. The Group may also develop new solutions and services for other industry participants, such as OEMs and insurance brokers and companies. New solutions and services must achieve high levels of market acceptance in order for the Group to recoup its investment in developing, acquiring and bringing them to market.

Existing or new solutions and services and changes to Cango platform could fail to attain sufficient market acceptance for many reasons, including but not limited to:

- failure to predict market demand accurately and supply solutions and services that meet this demand in a timely fashion;
- platform participants may not like, find useful or agree with any changes made;
- failure to properly price new solutions and services;
- negative publicity about solutions and services or Cango platform's performance or effectiveness;



- failure to seamlessly integrate the Group’s technology system with those of existing or new financial institutions collaborated with;
- failure to evaluate credit applications efficiently;
- views taken by regulatory authorities that the new solutions and services or platform changes do not comply with PRC laws, rules or regulations applicable to the Group; and
- the introduction or anticipated introduction of competing solutions and services by competitors.

If new solutions and services do not achieve adequate acceptance in the market or provide the expected benefits to platform participants, the Group’s competitive position, financial condition and results of operations could be harmed. In addition, the Group may incur higher cost and expenses as a result of new solutions and services. New solutions and services may also subject the Group to additional regulatory or licensing requirements. Failure by the Group to comply with any such new regulatory or licensing requirements could materially and adversely affect our business and results of operations.

We are subject to certain risks relating to our strategic partnership with Didi Chuxing.

We have established a strategic partnership with Didi Chuxing, a leading ride-sharing technology company in China. Through a series of equity investments in the first half of 2018, Didi Chuxing has become a strategic shareholder of our company. For further information, see “Item 6. Directors, Senior Management and Employees — E. Share Ownership.” Pursuant to the shareholders agreement, we may not set up any joint venture, partnership or enter into any strategic cooperation arrangements with certain competitors of Didi Chuxing, for so long as Didi Chuxing’s shareholding percentage in our company is not lower than five percent. Such restrictions may adversely affect our business, results of operations and financial condition.

We may need additional capital to pursue business objectives and respond to business opportunities, challenges or unforeseen circumstances, and financing may not be available on terms acceptable to us, or at all.

Since inception, the Group has issued equity securities and borrowed from financial institutions to support the growth of the Group’s business. As the Group intends to continue to make investments to support the growth of its business, the Group may require additional capital to pursue its business objectives and respond to business opportunities, challenges or unforeseen circumstances, including developing new solutions and services, further enhance the risk management capabilities, increasing sales and marketing expenditures to improve brand awareness and engage car buyers through expanded online channels, enhancing operating infrastructure and acquiring complementary businesses and technologies. For example, the Group may increase the number of cars purchased from OEMs to enable registered dealers to access additional car sourcing channels. Accordingly, the Group may need to engage in equity or debt financings to secure additional funds. However, additional funds may not be available when the Group needs them, on terms that are acceptable to the Group, or at all. Repayment of the debts may divert a substantial portion of cash flow to repay principal and service interest on such debt, which would reduce the funds available for expenses, capital expenditures, acquisitions and other general corporate purposes; and the Group may suffer default and foreclosure on its assets if its operating cash flow is insufficient to service debt obligations, which could in turn result in acceleration of obligations to repay the indebtedness and limit the Group’s sources of financing.



Volatility in the credit markets may also have an adverse effect on the Group's ability to obtain debt financing. If we raise additional funds through further issuances of equity or convertible debt securities, our existing shareholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our Class A ordinary shares. If the Group is unable to obtain adequate financing or financing on terms satisfactory to the Group when the Group requires it, the Group's ability to continue to pursue its business objectives and to respond to business opportunities, challenges or unforeseen circumstances could be significantly limited, and the Group's business, financial condition, results of operations and prospects could be adversely affected.

Failure to adequately recover value of car collaterals may materially and adversely affect the Group's results of operations.

All financing transactions facilitated through Cango platform are secured by car collaterals. Change in the residual value of car collaterals securing these financing transactions may affect their recoverability. How such change affects the Group's results of operations depends on the funding arrangement for the relevant financing transaction. The Group is not obligated to bear credit risk for financing transactions funded by certain financial institutions. Nonetheless, it charges such financial institutions fees for disposals of recovered cars, and such fees are based on a percentage of the proceeds from disposals. As such, a decrease in residual value of car collaterals results in a decrease in the fee charged for disposals. Under the arrangements with certain other financial institutions, Shanghai Cango and Cango Financing are obligated to purchase the relevant financing receivables upon certain specified events of default by car buyers. After purchasing such financing receivables, security interest in the collateral is also transferred to the Group. The Group incurs losses as residual value of car collaterals declines below the amount the Group expected to recover. In addition, the Group's consolidated affiliate Shanghai Chejia directly funds financing leases, in which case security interest in the relevant collaterals belongs to Shanghai Chejia.

Residual values of car collaterals are often affected by factors beyond the Group's control. After purchase by a car buyer, a car may suffer damage from traffic accidents. In addition, the introduction of new car models and overall trend of gradual decrease in used car prices with the age of cars may cause the residual value of cars to decrease. Restrictions on inter-city or inter-province transfer of used cars imposed by various local government authorities in China may also result in lower residual value of cars that likely will be transferred to such cities with local transfer restrictions. Although the central PRC government has issued several official opinions or circulars to prohibit such local restrictions and market segregation, aiming to stimulate inter-city or inter-province used car trading by deregulation, certain transfer restrictions are still officially allowed. Residual value may also be adversely affected due to inappropriate handling of the third parties the Group collaborates with, such as warehouses. Existing pricing models may not be able to capture all factors that may affect the residual value of car collaterals. Significant decrease in residual value of car collaterals may lower the recoverability of financing transactions and undermine the cost efficiency of the Group's recovery efforts, which may materially and adversely affect its results of operations. Furthermore, there can be no assurance that the Group will be able to dispose car collaterals at residual values, or at all.



Any harm to Cango brand or reputation or any damage to the reputation of financial institutions the Group collaborates with or other third parties or the automotive finance industry or failure to enhance existing brand recognition could have a material adverse effect on the Group's results of operations and growth prospects.

Enhancing the recognition and reputation of Cango brand is critical to the Group's business and competitiveness. Factors that are vital to this objective include but are not limited to the ability to:

- maintain the quality and reliability of Cango platform;
- maintain and develop relationships with dealers, financial institutions, insurance brokers and insurance companies;
- maintain and develop relationships with OEMs;
- provide prospective car buyers and existing car buyers with superior experiences;
- enhance and improve credit assessment of car buyers;
- effectively manage and resolve any complaints of dealers, financial institutions or car buyers; and
- effectively protect personal information and privacy of car buyers and any data received from financial institutions.

Any malicious or inadvertent negative allegations made by the media or other parties about the foregoing or other aspects of the Group, including but not limited to the management, business, compliance with law, financial condition or prospects, whether with merit or not, could severely hurt the Group's reputation and harm the Group's business and results of operations.

As the automotive finance market in China is under rapid development and the regulatory framework for this market is also evolving, negative publicity about this industry may arise from time to time. Negative publicity about China's automotive finance industry in general may also have a negative impact on the Group's reputation, regardless of whether the Group has engaged in any inappropriate activities. Furthermore, any negative development in the automotive finance industry, such as bankruptcies or failures of platforms providing automotive financing solutions, and especially a large number of such bankruptcies or failures, or negative perception of the industry as a whole, such as any unethical or illegal activity by other industry players or any failure of platforms providing automotive financing solutions to detect or prevent unethical or illegal activities, even if factually incorrect or based on isolated incidents, could compromise the Group's image, undermine the trust and credibility the Group has established and impose a negative impact on the ability to attract new dealers, financial institutions, car buyers and other platform participants. Negative developments in the automotive finance industry, such as widespread car buyer defaults, unethical or illegal activities by industry players and/or the closure of platforms providing automotive financing solutions, may also lead to tightened regulatory scrutiny of the sector and limit the scope of permissible business activities that may be conducted by companies like the Group. If any of the foregoing takes place, the Group's business and results of operations could be materially and adversely affected.



The Group collaborates with various automotive transaction industry participants in providing solutions and services through Cango platform. Such participants include dealers, financial institutions, sales agents, insurance brokers and companies and other business partners. Negative publicity about such counterparties, including any failure by them to adequately protect the information of car buyers, to comply with applicable laws and regulations or to otherwise meet required quality and service standards could harm the Group's reputation.

Fraudulent activities associated with car buyers could negatively impact the Group's results of operations, brand and reputation and cause the use of the Group's services to decrease.

The Group is subject to the risk of fraudulent activities associated with car buyers, who may provide it with information that is inaccurate or misleading. The Group does not and may not be able to verify all the information received from car buyers. To the extent the Group verifies car buyers' information, existing resources, technologies and fraud detection tools may be insufficient to accurately detect and prevent fraud. Furthermore, parties that handle car buyer information, such as dealers and sales agents, may aid car buyers in committing frauds. A significant increase in fraudulent activities could negatively affect the results of operations, harm Cango brand and reputation, discourage financial institutions from collaborating with the Group, reduce the amount of financing transactions facilitated to car buyers and lead the Group to take additional steps to reduce fraud risk, which could increase the relevant costs. An overall increase of fraudulent activities in the automotive finance market or the consumer finance industry or incidence of high-profile fraudulent activity could even lead to regulatory intervention and may divert management's attention and cause the Group to incur additional expenses and costs. Moreover, inaccurate, misleading or incomplete car buyer information could also potentially subject the Group to liability as an intermediary under the PRC Civil Code. See "Item 4. Information on the Company—B. Business Overview—Regulations—Regulation Related to Intermediation." Although the Group has not been materially affected by fraudulent activities associated with car buyers in the past, there is still a possibility that such fraudulent activities may materially and adversely affect the Group's business, financial condition and results of operations in the future.

Fluctuations in interest rates could negatively affect the Group's reported results of operations.

The Group charges service fees to financial institutions for facilitating financing transactions. If prevailing market interest rates decline, the operating margins of financial institutions may decrease, which may force the Group to lower the service fees it is able to charge them. If the Group does not sufficiently lower such service fees and keep the fees competitive in such instances, financial institutions may decide not to utilize such services because of the less competitive service fees and may take advantage of lower service fees offered by other companies, and the Group's ability to retain, attract and engage prospective financial institutions as well as its competitive position may be severely undermined. On the other hand, if prevailing market interest rates increase, car buyers would be less likely to finance car purchases with credit or the Group may need to reduce the service fees to mitigate the impact of increased interest rates, and its financial condition and profitability could also be materially and adversely affected.



Furthermore, relevant regulatory and judicial authorities may change the private lending rate of interest that can be charged by non-financial institutions from time to time. On August 20, 2020, China's Supreme People's Court, or the SPC, announced its decision to lower the cap for such private lending rate in a revised judicial interpretation. Under the revised judicial interpretation, such total annual percentage rates (inclusive of any default rate, default penalty and any other fee) exceeding four times that of China's benchmark one-year loan prime rate, or LPR, as published each month will not be legally protected. Based on the LPR of 3.65% as published on April 20, 2023, such cap would be 14.6%.

The Group's quarterly results may fluctuate significantly partly due to seasonality and may not fully reflect the underlying performance of business.

The Group's quarterly results of operations, including the levels of its revenues, operating cost and expenses, net income/(loss) and other key metrics, may vary significantly in the future due to a variety of factors, some of which are outside of the Group's control, and period-to-period comparisons of the Group's operating results may not be meaningful, especially given the limited operating history. Accordingly, the results for any one quarter are not necessarily an indication of future performance. Fluctuations in quarterly results may adversely affect the price of our ADSs. Factors that may cause fluctuations in the Group's quarterly financial results include:

- ability to attract new car buyers;
- ability to maintain existing relationships with business partners and establish new relationships with additional business partners, such as dealers, financial institutions and OEMs;
- the amount of financing transactions, automobile trading transactions and insurance transactions on Cango platform;
- overdue ratios of financing transactions facilitated;
- the mix of solutions and services offered;
- the amount and timing of the Group's operating cost and expenses and the maintenance and expansion of existing business, operations and infrastructure;



- financial institutions' willingness and ability to fund financing transactions through Cango platform on reasonable terms;
- emphasis on experience of car buyers, instead of near-term growth;
- the timing of expenses related to the development or acquisition of technologies or businesses;
- proper and sufficient accounting policies with respect to risk assurance liabilities and implementation;
- network outages or security breaches;
- general economic, industry and market conditions; and
- changes in applicable laws and regulations.

In addition, the Group has experienced, and expects to continue to experience, seasonal fluctuations in its revenues and results of operations. Such revenue trends reflect car purchase patterns by car buyers. Car buyers in China tend to purchase a higher volume of cars in the second half of each year, in part due to the introduction of new models from automakers. Further, the holiday period following the Chinese New Year is in the first quarter, which may contribute to lower activity levels in that quarter of each year. As a result of these factors, the Group's revenues may vary from quarter to quarter. The Group's actual results may differ significantly from its targets or estimated quarterly results. Therefore, you may not be able to predict the Group's annual results of operations based on a quarter-to-quarter comparison of its results of operations. The quarterly fluctuations in the Group's revenues and results of operations could result in volatility and cause the price of our ADSs to fall. As the revenues grow, these seasonal fluctuations may become more pronounced.

We may not realize the benefits we expect from our investments in certain securities and investment products, and this may materially and adversely affect our business, financial condition, results of operations and prospects.

We have made short-term investments in a public company and wealth management products, which are primarily invested in various types of debt securities. As of December 31, 2022, the Group had short-term investments of RMB1,941.4 million (US\$281.5 million). We cannot assure you as to the return of our investments and we may need to recognize losses in connection with these investments, which may have a material adverse effect on our business, financial condition and results of operations.



Uncertainties relating to the growth of the Chinese automotive and mobility markets in general could adversely affect the Group's business and results of operations.

The Group generates a substantial portion of its revenue from automobile trading solutions. As a result, the amount of revenue is affected by the development of the automotive and mobility industries in China. The long-term viability and prospects of various automotive transaction and financing models in China remain relatively untested. As such, demand for the Group's solutions and services and future results of operations will depend on numerous factors affecting the development of the automotive and mobility industries in China, which may be beyond its control. These factors include:

- the growth in car ownership and the rate of any such growth;
- changes in car buyer demographics, tastes and preferences;
- changing financing behavior of car buyers;
- the selection, price and popularity of cars offered by dealers and OEMs; and
- whether alternative channels or business models that better address the needs of car buyers emerge in China.

A general decline in the use of and demand for cars, or any failure to adapt Cango platform and maintain and improve the experience of various platform participants as to the solutions and services in response to new trends and requirements, may adversely affect our results of operations and business prospects.

In August 2014, several PRC governmental authorities jointly announced that from September 2014 to December 2017, purchases of new energy cars designated on certain catalogs were exempted from the purchase taxes. On September 18, 2022, the Ministry of Finance of the PRC, together with several other PRC government departments, issued Announcement on Continuation of Policies concerning the Exemption of New Energy Vehicles from Vehicle Purchase Tax, which extended the previous vehicle purchase tax exemption policy for new energy vehicles to December 31, 2023. On December 31, 2020, the Ministry of Finance, the Ministry of Science and Technology, the Ministry of Industry and Information Technology, or the MIIT, and the National Development and Reform Commission jointly issued the Circular on Further Improving the Subsidy Policies for the Promotion and Application of New Energy Vehicles, which became effective on January 1, 2021. Pursuant to this circular, the national subsidies for new energy vehicle, or NEV, would be reduced in 20% increments in 2021 compared with that of 2020. On December 31, 2021, the Ministry of Finance, the Ministry of Science and Technology, the MIIT, and the National Development and Reform Commission jointly issued the Circular on Subsidy Policies for Promotion and Application of New Energy Vehicles in 2022, which became effective on January 1, 2022. Pursuant to this circular, the national subsidies for NEVs were further reduced in 30% increments in 2022 compared with that of 2021, and such subsidies were eliminated at the end of 2022. We cannot predict whether similar incentives will be introduced, and if they are, their impact on automotive retail transactions in China. It is possible that automotive retail transactions may decline significantly upon expiration of the existing government subsidies if consumers have become used to such incentives and delay purchase decisions in the absence of new incentives. If automotive retail transactions indeed decline, the Group's revenues may decrease, and its results of operations may be materially and adversely affected.



Some local governmental authorities also issued regulations and relevant implementation rules in order to control urban traffic and the number of cars within particular urban areas. For example, local Beijing governmental authorities adopted regulations and relevant implementing rules in December 2010 to limit the total number of license plates issued to new car purchases in Beijing each year. Local Guangzhou governmental authorities also announced similar regulations, which came into effect in July 2013. There are similar policies that restrict the issuance of new license plates in Shanghai, Tianjin, Hangzhou, Guiyang and Shenzhen. In September 2013, the State Council released a plan for the prevention and remediation of air pollution, which requires large cities, such as Beijing, Shanghai and Guangzhou, to further restrict the number of motor vehicles. In October 2013, the Beijing government issued an additional regulation to limit the total number of vehicles in Beijing to no more than six million by the end of 2017. Such regulatory developments, as well as other uncertainties, may adversely affect the growth prospects of China's automotive and mobility industries, which in turn may have a material adverse impact on our business.

Any significant disruption in the Group's IT systems, including events beyond control, could prevent the offering of solutions and services through Cango platform or reduce their attractiveness and result in a loss of car buyers, financial institutions and other platform participants.

In the event of a system outage, malfunction or data loss, the ability to provide services would be materially and adversely affected. The satisfactory performance, reliability and availability of the Group's technology and underlying network infrastructure are critical to the operations, user service, reputation and ability to attract new and retain existing car buyers and financial institutions. The Group's IT systems infrastructure is currently deployed, and relevant data is currently maintained through a customized cloud computing system. The Group's servers are housed at third-party data centers, and its operations depend on the service providers' ability to protect such systems in their facilities as well as their own systems against damage or interruption from natural disasters, power or telecommunications failures, air quality issues, environmental conditions, computer viruses or attempts to harm these systems, criminal acts and similar events, many of which may be beyond control. Many of the Group's mobile applications are also provided through third-party app stores and any disruptions to the services of these app stores may negatively affect the delivery of such mobile applications to users. Moreover, if the arrangement with these service providers are terminated or if there is a lapse of service or damage to their facilities or if the services are no longer cost-effective, the Group could experience interruptions in solutions and service as well as delays and additional expense in arranging new automotive financing solutions for car buyers and to serve other platform participants. The ability to exchange information with financial institutions and obtain credit data from third parties could also be interrupted.



Any interruptions or delays in service, whether as a result of third-party error, the Group’s error, natural disasters or security breaches, whether accidental or willful, could harm the relationships with car buyers and financial institution and other platform participants and the Group’s reputation. The Group may not have sufficient capacity to recover all data and services lost in the event of an outage. These factors could prevent it from processing credit applications and other business operations, damage Cango brand and reputation, divert employees’ attention, reduce revenue, subject us to liability and cause car buyers and financial institutions and other platform participants to abandon solutions and services on Cango platform, any of which could adversely affect the Group’s business, financial condition and results of operations.

Technology is a critical aspect in the efficient operation of the Group’s business, and if any of the Group’s systems contain undetected errors, or if the Group fails to effectively implement technology initiatives or anticipate future technology needs or demands, the Group’s operations may be materially and adversely affected.

The efficient and reliable operation of the Group’s business depends on technology as well as the Group’s IT systems. The Group’s systems, enterprise applications and software on which the Group depends for the operation of its business may contain programming errors or other defects that the Group’s internal testing did not detect. The occurrence of such undetected errors or defects in the Group’s systems and software could disrupt operations, damage reputation and detract from the experience of users.

In addition, the Group’s future success depends on its ability to anticipate technology development trends and identify, develop and commercialize new technology initiatives in a timely and cost-effective manner in order to deliver services demanded by platform participants. However, the Group may fail to recruit, train and retain qualified research and development personnel, and there can be no assurance that the Group will be able to implement new technology initiatives effectively, or that the Group will be successful in anticipating new technology needs and demands of customers and of the market at large. Moreover, it may take an extended period of time for the Group’s new technologies and services to gain market acceptance, if at all. If the Group fails to effectively implement technology initiatives or anticipate future technology needs or demands, its operations may materially and adversely affected.

Misconducts and errors by employees and third parties collaborated with could harm the Group’s business and reputation.

The Group is exposed to many types of operational risks, including the risk of misconduct and errors by employees and third-party business partners collaborated with. The Group’s business depends on these employees and third parties, such as dealers, financial institutions and sales agents, to interact with car buyers, process large numbers of transactions and support the collection process. The Group could be materially and adversely affected if transactions are improperly executed, if personal information was disclosed to unintended recipients or if an operational breakdown or failure in the processing of transactions occurred, whether as a result of human error, purposeful sabotage or fraudulent manipulation of the Group’s operations or systems. It is not always possible to identify and deter misconduct or errors by employees or third-party business partners, and the precautions the Group takes to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses. If any of the employees or third-party business partners take, convert or misuse funds, documents or data or fail to follow the rules and procedures when interacting with car buyers, the Group could be liable for damages and subject to regulatory actions and penalties. The Group could also be perceived to have facilitated or participated in the illegal misappropriation of funds, documents or data, or the failure to follow existing rules and procedures, and therefore be subject to civil or criminal liability. Any of these occurrences could result in the Group’s diminished ability to operate its business, potential liability to car buyers, inability to attract car buyers, reputational damage, regulatory intervention and financial harm, which could negatively impact the Group’s business, financial condition and results of operations.



If the Group is unable to safeguard the security of the confidential information of car buyers, dealers or third parties it collaborates with and adapt to the relevant regulatory framework as to protection of such information, the Group's business and operations may be adversely affected.

We face challenges from the evolving regulatory environment regarding cybersecurity, information security, privacy and data protection. Many of these laws and regulations and interpretations of which are subject to changes and uncertainties, and any actual or alleged failure to comply with these laws and regulations could materially and adversely affect our business and results of operations. The Group collects, stores and processes certain personal and other data from car buyers, dealers and other third parties, which makes it an attractive target and potentially vulnerable to cyber-attacks, computer viruses, physical or electronic break-ins or similar disruptions. While the Group has taken steps to protect the confidential information that it has access to, these security measures could be breached. Because techniques used to sabotage or obtain unauthorized access to systems change frequently and generally are not recognized until they are launched against a target, the Group may be unable to anticipate these techniques or to implement adequate preventative measures. Any accidental or willful security breaches or other unauthorized access to the Group's system could cause confidential car buyer information to be stolen and used for criminal purposes. Security breaches or unauthorized access to confidential information could also expose the Group to liability related to the loss of the information, time-consuming and expensive litigation and negative publicity. If security measures are breached because of third-party action, employee error, malfeasance or otherwise, or if design flaws in the Group's technology infrastructure are exposed and exploited, the relationships with car buyers, dealers and/or financial institutions could be severely damaged, the Group could incur significant liability and its business and operations could be adversely affected.

In addition, PRC government authorities have enacted a series of laws and regulations in regard of cybersecurity, information security, privacy and data protection. On June 10, 2021, the Standing Committee of the National People's Congress of China, or the SCNPC, promulgated the PRC Data Security Law, which took effect on September 1, 2021. The PRC Data Security Law imposes data security and privacy obligations on entities and individuals carrying out data activities, and introduces a data classification and hierarchical protection system based on the importance of data in economic and social development, as well as the degree of harm it will cause to national security, public interests, or legitimate rights and interests of individuals or organizations when such data is tampered with, destroyed, leaked, illegally acquired or used. The PRC Data Security Law also provides a national security review procedure for those data activities which may have an impact on national security. On August 20, 2021, the SCNPC promulgated the Personal Information Protection Law of the People's Republic of China, effective from November 1, 2021. The Personal Information Protection Law requires, among others, that (i) the processing of personal information should have a clear and reasonable purpose which shall be directly related to the processing purpose, in a method that has the least impact on personal rights and interests, and (ii) the collection of personal information shall be limited to the minimum scope necessary to achieve the processing purpose and to avoid the excessive collection of personal information. Different types of personal information and personal information processing will be subject to various rules on consent, transfer, and security. Entities processing personal information shall bear responsibilities for their personal information processing activities, and adopt necessary measures to safeguard the security of the personal information they process. Entities processing personal information that fail to comply with the Personal Information Protection Law could be ordered to take remedial measures, suspend or terminate their services, or face confiscation of illegal income, fines or other penalties.



On December 28, 2021, the CAC, together with certain other PRC governmental authorities, promulgated the Cybersecurity Review Measures, which took effective on February 15, 2022. Pursuant to these measures, the purchase of network products and services by an operator of critical information infrastructure or the data processing activities of a network platform operator that affect or may affect national security will be subject to cybersecurity review. The competent governmental authorities may also initiate a cybersecurity review on the operators if the authorities believe that the network product or service or data processing activities of such operators affect or may affect national security.

On November 14, 2021, the CAC promulgated the draft Regulations on the Administration of Cyber Data Security for public comment, pursuant to which data processors conducting the following activities must apply for cybersecurity review: (i) merger, reorganization or division of internet platform operators that possess a large number of data resources related to national security, economic development or public interests that affect or may affect national security; (ii) listing abroad of data processors processing over one million users' personal information; (iii) listing in Hong Kong which affects or may affect national security; or (iv) other data processing activities that affect or may affect national security. Further, the draft regulations require internet platform operators to establish platform rules, privacy policies and algorithm strategies related to data, and solicit public comments on their official websites and sections related to personal information protection for no less than 30 working days when they formulate platform rules or privacy policies or makes any amendments that may have a significant impact on users' rights and interests. In addition, platform rules and privacy policies formulated by operators of large internet platforms with more than 100 million daily active users, or amendments to such rules or policies by operators of large internet platforms with more than 100 million daily active users that may have significant impacts on users' rights and interests shall be evaluated by a third-party organization designated by the CAC and reported to local branch of the CAC for approval. The CAC has solicited comments on this draft until December 13, 2021, but there is no definite timetable as to when the draft regulations will be enacted.



In the meantime, the PRC regulatory authorities have also enhanced the supervision and regulation on cross-border data transmission. For example, on July 7, 2022, the CAC promulgated the Measures for the Security Assessment of Cross-border Data Transmission, which came into effect on September 1, 2022. According to these measures, personal data processors will be subject to security assessment conducted by the CAC prior to any cross-border transfer of data if the transfer involves (i) important data; (ii) personal information transferred overseas by operators of critical information infrastructure or a data processor that has processed personal data of more than one million persons; (iii) personal information transferred overseas by a data processor who has already provided personal data of 100,000 persons or sensitive personal data of 10,000 persons overseas since January 1 of 2022; or (iv) other circumstances as requested by the CAC. According to the official interpretation of the CAC, the Measures for the Security Assessment of Cross-border Data Transmission apply to (i) overseas transfer and storage by data processors of data generated during operations in mainland China, and (ii) access to or use of the data collected and generated by data processors and stored in mainland China by overseas institutions, organizations or individuals. Furthermore, any cross-border data transfer activities conducted in violation of the Measures for the Security Assessment of Cross-border Data Transmission before the effectiveness of these measures are required to be rectified by March 2023. As these measures took effect recently, uncertainties still exist with respect to the interpretation and implementation of these measures in practice and how they will affect the Group’s business operation.

The Group obtains consents from car buyers on Cango platform to use their personal information within the scope of authorization and has taken technical measures to ensure the security of such personal information and prevent the personal information from being divulged, damaged or lost. Furthermore, pursuant to confidentiality provisions in the cooperation agreements with financial institutions, the Group has the obligation to safeguard car buyers’ personal information and to only use such information within the authorized scope. The Group may face litigation brought by financial institutions or car buyers, if it fails to satisfy such confidentiality obligations in the relevant cooperation agreements, or if the use of car buyers’ data falls outside of the scope of their authorization, as the case may be. Furthermore, there is uncertainty as to the interpretation and application of such laws which may be interpreted and applied in a manner inconsistent with current policies and practices or require changes to the features of the Group’s system. Recently, PRC governmental authorities have taken a series of strict examinations and inspections against illegal activities of collecting or using data and personal information, and it was reported that numerous mobile applications or website operators were ordered to rectify their illegal activities, or imposed with warnings, fines or other administrative penalties, or even became subjects of criminal investigations. We cannot rule out the possibility that operators like the Group would also be subject to more comprehensive and stricter supervision by the competent governmental authorities on cybersecurity, information security, privacy and data protection in the future. The regulatory framework for cybersecurity, information security, privacy and data protection in China and worldwide is continuously evolving and is likely to remain uncertain for the foreseeable future, and there can be no assurance that the existing car buyer information protection system and technical measures will be considered sufficient under applicable laws and regulations. If the Group is unable to address any information protection concerns, or to comply with the then applicable laws and regulations, the Group may incur additional costs and liability and its reputation, business and operations might be adversely affected. See “Item 4. Information on the Company—B. Business Overview—Regulations—Regulation Related to Cybersecurity, Internet Information Security and Privacy Protection” for more details.



If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements on a timely basis could be impaired.

As a U.S. public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act and the rules and regulations of the NYSE. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal controls over financial reporting. As required by Section 404 of the Sarbanes-Oxley Act, we must perform system and process evaluation and testing of our internal controls over financial reporting to allow management to report on the effectiveness of our internal controls over financial reporting in our Form 20-F filing for that year. In addition, once we cease to be an “emerging growth company” as the term is defined in the JOBS Act, our independent registered public accounting firm must attest to and report on the effectiveness of our internal control over financial reporting. Our management has concluded that our internal control over financial reporting was effective as of December 31, 2022. See “Item 15. Controls and Procedures — Management’s Annual Report on Internal Control over Financial Reporting.” Our independent registered public accounting firm has not conducted an audit of our internal control over financial reporting.

In addition, our internal control over financial reporting will not prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected.

We may not be able to always maintain an effective internal control over financial reporting for a variety of reasons. Among others, the Group’s operations are based in China, an emerging market where the overall internal control environment may not be as strong as in more established markets. If we are not able to comply with the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner, or if we are unable to maintain proper and effective internal controls, we may not be able to produce timely and accurate financial statements. If that were to happen, the market price of our ADSs could decline and we could be subject to sanctions or investigations by the NYSE, SEC or other regulatory authorities.

The ability of U.S. authorities to bring actions for violations of U.S. securities law and regulations against us, our directors, executive officers or the expert named in this annual report may be limited and therefore you may not be afforded the same protection as provided to investors in U.S. domestic companies.

The SEC, U.S. Department of Justice (“DOJ”) and other authorities often have substantial difficulties in bringing and enforcing actions against non-U.S. companies such as the Group, and non-U.S. persons, such as our directors and executive officers in China. Due to jurisdictional limitations, matters of comity and various other factors, the SEC, DOJ and other U.S. authorities may be limited in their ability to pursue bad actors, including in instances of fraud, in emerging markets such as China. The Group conducts substantially all of its operations in China and substantially all of the Group’s assets are located in China. In addition, a majority of our directors and executive officers reside within China. There are significant legal and other obstacles for U.S. authorities to obtain information needed for investigations or litigation against the Group or our directors, executive officers or other gatekeepers in case the Group or any of these individuals engage in fraud or other wrongdoing. In addition, local authorities in China may be constrained in their ability to assist U.S. authorities and overseas investors more generally. As a result, if we have any material disclosure violation or if our directors, executive officers or other gatekeepers commit any fraud or other financial misconduct, the U.S. authorities may not be able to conduct effective investigations or bring and enforce actions against the Group, our directors, executive officers or other gatekeepers. Therefore, you may not be able to enjoy the same protection provided by various U.S. authorities as it is provided to investors in U.S. domestic companies.



The Group may not be able to prevent others from unauthorized use of its intellectual property and the Group may be subject to intellectual property infringement claims, either of which could harm our business and competitive position.

The Group regards its trademarks, domain names, copyrights, know-how, proprietary technologies and similar intellectual property as critical to its success, and the Group relies on trademark and trade secret law and confidentiality, invention assignment and non-compete agreements with its employees and others to protect its proprietary rights. See “Item 4. Information on the Company—B. Business Overview—Intellectual Property.” However, there can be no assurance that any of the Group’s intellectual property rights would not be challenged, invalidated or circumvented, or such intellectual property will be sufficient to provide the Group with competitive advantages. In addition, other parties may misappropriate the Group’s intellectual property rights, which would cause the Group to suffer economic or reputational damage. Because of the rapid pace of technological change, there can be no assurance that all of the Group’s proprietary technologies and similar intellectual property will be patented in a timely or cost-effective manner, or at all. For example, the Group does not hold any patent relating to the existing credit assessment model. Furthermore, parts of the Group’s business rely on technologies developed or licensed by other parties, or co-developed with other parties, including open source software, and the Group may not be able to obtain or continue to obtain licenses and technologies from these other parties on reasonable terms, or at all.

Intellectual property protection may not be sufficient in the jurisdiction in which the Group operates. Statutory laws and regulations are subject to judicial interpretation and enforcement and may not be applied consistently due to the lack of clear guidance on statutory interpretation. Confidentiality, invention assignment and non-compete agreements may be breached by counterparties, and there may not be adequate remedies available to the Group for any such breach. Accordingly, the Group may not be able to effectively protect its intellectual property rights or to enforce its contractual rights in China. Preventing any unauthorized use of the Group’s intellectual property is difficult and costly and the steps the Group takes may be inadequate to prevent the misappropriation of its intellectual property. In the event that the Group resorts to litigation to enforce its intellectual property rights, such litigation could result in substantial costs and a diversion of its managerial and financial resources. We can provide no assurance that the Group will prevail in such litigation. In addition, the Group’s trade secrets may be leaked or otherwise become available to, or be independently discovered by, our competitors. Any failure in protecting or enforcing the Group’s intellectual property rights could have a material adverse effect on its business, financial condition and results of operations.



Meanwhile, we cannot be certain that the Group's operations or any aspects of its business do not or will not infringe upon or otherwise violate trademarks, copyrights, know-how, proprietary technologies or other intellectual property rights held by other parties. The Group may be from time to time in the future subject to legal proceedings and claims relating to the intellectual property rights of others. In addition, there may be other parties' trademarks, copyrights, know-how, proprietary technologies or other intellectual property rights that are infringed by the Group's services or other aspects of its business without its awareness. Holders of such intellectual property rights may seek to enforce such intellectual property rights against the Group in China, the U.S. or other jurisdictions. If any infringement claims are brought against the Group, we may be forced to divert management's time and other resources from the Group's business and operations to defend against these claims, regardless of their merits.

Currently, open source software is used in certain aspects of Cango platform and business operations, and it is expected that open source software will continue to be used in the future. The Group may face claims from others claiming ownership of, or seeking to enforce the terms of, an open source license, including by demanding release of the open source software, derivative works or our proprietary source code that was developed using such software. These claims could also result in litigation, require the Group to purchase a costly license or require it to devote additional research and development resources to change its technologies, any of which would have a negative effect on its business and operating results. In addition, if the license terms for the open source software the Group utilizes change, it may be forced to reengineer or discontinue relevant solutions or incur additional costs. We cannot be certain that open source software in the existing solutions is incorporated in a manner that is consistent with internal policies.

Additionally, the application and interpretation of China's intellectual property right laws and the procedures and standards for granting trademarks, copyrights, know-how, proprietary technologies or other intellectual property rights in China are still evolving, and there can be no assurance that PRC courts or regulatory authorities would agree with our analysis. If the Group were found to have violated the intellectual property rights of others, the Group may be subject to liability for its infringement activities or may be prohibited from using such intellectual property, and the Group may incur licensing fees or be forced to develop alternatives of its own. As a result, the Group's business and results of operations may be materially and adversely affected.

If the Group fails to keep up with the technological developments and implementation of advanced technologies, the Group's business, results of operations and prospects may be materially and adversely affected.

Technology is applied to serve Cango platform participants more efficiently and bring them better user experience. The Group's success will in part depends on the ability to keep up with the changes in technology and the continued successful implementation of advanced technology, including cloud computing, distributed architecture and big data analytics. If the Group fails to adapt Cango platform and services to changes in technological development in an effective and timely manner, the Group's business operations may suffer. Changes in technologies may require substantial expenditures in research and development as well as in modification of existing services. Technical hurdles in implementing technological advances may result in the services becoming less attractive to platform participants, which, in turn, may materially and adversely affect the Group's business, results of operations and prospects.



As the Group’s business develops, it may be required to obtain additional license or permits.

The Telecommunications Regulations of the PRC, the Administrative Rules for Foreign Investment in Telecommunications Enterprises and other relevant regulations on the operation of VATS business provide a license requirement for operating such business in the PRC. The Group currently engages in the VATS business, including value-added online services for platform participants, through Shanghai Yungu. Therefore, Shanghai Yungu has obtained the relevant VATS licenses as required. However, as the Group continually enriches the service offerings, we cannot assure you that the Group will be able to obtain all the requisite license for providing VATS or other services on a timely basis or at all. The Group’s inability to obtain such license or any delay in obtaining such license could have a material and adverse impact on its business and results of operations.

We are subject to risks relating to leased properties.

Currently all of the Group’s offices and vehicle storage warehouses are on leased premises. The Group may not be able to successfully extend or renew these leases upon expiration of the current terms on commercially reasonable terms or at all, and may therefore be forced to relocate the relevant offices and warehouses. Such relocation could disrupt operations and result in significant relocation expenses, which could adversely affect the Group’s business, financial condition and results of operations. In addition, it might be difficult to locate desirable alternative sites for the current offices and warehouses, and failure in relocating the affected operations could adversely affect our business and operations.

Pursuant to the Land Administration Law of the PRC, land in urban districts is owned by the state. The owner of a property built on state-owned land must possess the proper land and property title certificate to demonstrate that it is the owner of the premises and that it has the right to enter into lease contracts with the tenants or to authorize a third party to sublease the premises. We have entered into certain lease agreements with parties who had not produced evidence of proper legal title of the premises. If such parties are not the owners of the premises, and the actual owners successfully challenge the validity of the relevant leases, the Group would be forced to relocate from the relevant premises. Although the Group may seek damages from the counterparties to the lease agreements, there can be no assurance that it would be able to collect such damages.

Failure to fully comply with PRC labor-related laws may expose the Group to potential penalties.

The PRC government has promulgated laws and regulations to enhance labor protections, such as the Labor Contract Law, the Social Insurance Law and the Regulations on the Administration of Housing Funds. Such laws and regulations require companies operating in China to participate in various government sponsored employee benefit plans, including certain social insurance, housing funds and other welfare-oriented payment obligations, and contribute 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 relevant local government from time to time. The requirement of employee benefit plans has not been implemented consistently by the local authorities in China given the different levels of economic development in different locations. The Group did not pay, or was not able to pay, certain social insurance and housing fund contributions in strict compliance with the relevant PRC regulations for and on behalf of the employees due to differences in local regulations and inconsistent implementation or interpretation by local authorities in the PRC. It may be required to make up the contributions for these plans as well as to pay late fees and fines, and our financial condition and results of operations may be adversely affected.



Any failure by the Group or third parties it collaborates with to comply with applicable anti-money laundering and anti-terrorist financing laws and regulations could damage reputation, result in significant penalties, and decrease revenues and profitability.

The Group has implemented various policies and procedures in compliance with all applicable anti-money laundering and anti-terrorist financing laws and regulations, including internal controls and “know-your-customer” procedures, for preventing money laundering and terrorist financing. In addition, the Group relies on financial institutions to have their own appropriate anti-money laundering policies and procedures. Financial institutions it collaborates with are subject to anti-money laundering obligations under applicable anti-money laundering laws and regulations and are regulated in that respect by the PBOC. The Group has adopted commercially reasonable procedures for monitoring financial institutions it collaborates with.

The Group has not been subject to fines or other penalties, or suffered business or other reputational harm, as a result of actual or alleged money laundering or terrorist financing activities in the past. However, existing policies and procedures may not be completely effective in preventing other parties from using the Group or any financial institutions it collaborates with as a conduit for money laundering (including illegal cash operations) or terrorist financing without the Group’s knowledge. If the Group were to be associated with money laundering (including illegal cash operations) or terrorist financing, its reputation could suffer, and the Group could become subject to regulatory fines, sanctions, or legal enforcement, including being added to any “blacklists” that would prohibit certain parties from engaging in transactions with it, all of which could have a material adverse effect on the Group’s financial condition and results of operations. Even if the Group and financial institutions it collaborates with comply with applicable anti-money laundering laws and regulations, it and these financial institutions may not be able to fully eliminate money laundering and other illegal or improper activities in light of their complexity and the secrecy of these activities. Any negative perception of the industry, such as that which may arise from any failure of other automotive financing solution facilitation service providers to detect or prevent money laundering activities, even if factually incorrect or based on isolated incidents, could compromise the Group’s image, undermine the trust and credibility the Group has established, and negatively impact its financial condition and results of operation.



From time to time we may evaluate and potentially consummate strategic investments or acquisitions, which could require significant management attention, disrupt business and adversely affect the financial results.

We may evaluate and consider strategic investments, combinations, acquisitions or alliances to further increase the value of the Group's services, better serve car buyers, and enhance the Group's competitive position. For example, in June 2018, January 2019 and July 2019, the Group made a series of equity investments in Li Auto. At the end of September 2018, the Group completed the acquisition of Shanghai Chejia. In 2019, the Group acquired Shanghai Quanpin Automobile Sales Co., Ltd., which wholly owns Fushun Insurance Brokerage Co., Ltd., to operate the insurance brokerage business.

These transactions could be material to the Group's financial condition and results of operations if consummated. If we are able to identify an appropriate business opportunity, we may not be able to successfully consummate the transaction and, even if we do consummate such a transaction, we may be unable to obtain the benefits or avoid the difficulties and risks of such transaction, which may result in investment losses.

Strategic investments or acquisitions will involve risks commonly encountered in business relationships, including:

- difficulties in assimilating and integrating the operations, personnel, systems, data, technologies, products and services of the acquired business;
- inability of the acquired technologies, products or businesses to achieve expected levels of revenue, profitability, productivity or other benefits, including the failure to successfully further develop the acquired technology;
- difficulties in retaining, training, motivating and integrating key personnel;
- diversion of management's time and resources from normal daily operations and potential disruptions to the ongoing businesses;
- strain on current liquidity and capital resources;
- difficulties in executing intended business plans and achieving synergies from such strategic investments or acquisitions;
- difficulties in maintaining uniform standards, controls, procedures and policies within the overall organization;
- difficulties in retaining relationships with existing customers, employees and business partners of the acquired business;
- risks of entering markets in which we have limited or no prior experience;



- regulatory risks, including remaining in good standing with existing regulatory bodies or receiving any necessary pre-closing or post-closing approvals, as well as being subject to new regulators with oversight over an acquired business;
- assumption of contractual obligations that contain terms that are not beneficial to us, require us to license or waive intellectual property rights or increase our risk for liability;
- liability for activities of the acquired business before the acquisition, including intellectual property infringement claims, violations of laws, commercial disputes, tax liabilities and other known and unknown liabilities; and
- unexpected costs and unknown risks and liabilities associated with strategic investments or acquisitions.

Any future investments or acquisitions may not be successful, may not benefit the Group's business strategy, may not generate sufficient revenues to offset the associated acquisition costs or may not otherwise result in the intended benefits.

The Group's business depends on the continued efforts of our senior management. If one or more members of our senior management were unable or unwilling to continue in their present positions, the Group's business may be severely disrupted.

The Group's business operations depend on the continued services of our senior management, particularly the executive officers named in this annual report. In particular, Mr. Xiaojun Zhang, our founder and chairman, and Mr. Jiayuan Lin, our founder and chief executive officer, are critical to the management of the Group's business and operations and the development of its strategic direction. While we have provided various incentives to our management, there can be no assurance that we can continue to retain their services. If one or more members of our senior management were unable or unwilling to continue in their present positions, we may not be able to replace them easily or at all, the Group's future growth may be constrained, the Group's business may be severely disrupted, and the Group's financial condition and results of operations may be materially and adversely affected, and the Group may incur additional expenses to recruit, train and retain qualified personnel. Any new executive we recruit may fail to develop or implement effective business strategies. In addition, although we have entered into confidentiality and non-competition agreements with our management, there is no assurance that any member of our management team will not join our competitors or form a competing business. If any dispute arises between our current or former officers and us, we may have to incur substantial costs and expenses in order to enforce such agreements in China or we may be unable to enforce them at all.

Intense competition for employees and increases in labor costs in the PRC may adversely affect the Group's business and results of operations.

We believe the Group's success depends on the efforts and talent of the Group's employees, including sales and marketing, operations, risk management, research and development and finance personnel. The Group's future success depends on its continued ability to attract, develop, motivate and retain qualified and skilled employees. Competition for highly skilled sales and marketing, operations, risk management, research and development and finance personnel is extremely intense. The Group may not be able to hire and retain these personnel at compensation levels consistent with its existing compensation and salary structure. Some of the companies with which the Group competes for experienced employees have greater resources than the Group and may be able to offer more attractive terms of employment.



In addition, the Group invests significant time and expenses in training its employees, which increases their value to competitors who may seek to recruit them. If the Group fails to retain its employees, the Group could incur significant expenses in hiring and training their replacements, and the quality of services and ability to serve dealers, financial institutions, car buyers and other industry participants could diminish, resulting in a material adverse effect to our business.

The economy in China has experienced increases in inflation and labor costs in recent years. As a result, average wages in the PRC are expected to continue to increase. In addition, the Group is required by PRC laws and regulations to pay various statutory employee benefits, including pension insurance, housing funds, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance to designated government agencies for the benefit of the employees. We expect that the Group's labor costs, including wages and employee benefits, will continue to increase. Unless we are able to control the Group's labor costs or pass on these increased labor costs, the Group's financial condition and results of operations may be adversely affected.

Our corporate actions will be substantially controlled by certain of our principal shareholders, who will have the ability to control or exert significant influence over important corporate matters that require approval of shareholders, which may deprive you of an opportunity to receive a premium for your ADSs and materially reduce the value of your investment.

In May 2018, our co-founders Mr. Xiaojun Zhang and Mr. Jiayuan Lin entered into a voting agreement, which was amended and restated in June 2019. Pursuant to the amended and restated voting agreement, the co-founders shall reach a consensus before exercising their voting rights with respect to our shares. As of March 31, 2023, our co-founders collectively exercised 89.1% of the aggregate voting power of our issued and outstanding share capital. For further information, see "Item 6. Directors, Senior Management and Employees—E. Share Ownership." As a result of the ownership concentration, these shareholders have the ability to control or exert significant influence over important corporate matters, investors may be prevented from affecting important corporate matters involving our company that require approval of shareholders, including:

- the composition of our board of directors and, through it, any determinations with respect to our operations, business direction and policies, including the appointment and removal of officers;
- any determinations with respect to mergers or other business combinations;
- our disposition of substantially all of our assets; and
- any change in control.



These actions may be taken even if they are opposed by our other shareholders, including the holders of the ADSs. Furthermore, this concentration of ownership may also discourage, delay or prevent a change in control of our company, which could have the dual effect of depriving our shareholders of an opportunity to receive a premium for their shares as part of a sale of our company and reducing the price of the ADSs. As a result of the foregoing, the value of your investment could be materially reduced.

We are a “controlled company” under the rules of NYSE and, as a result, will rely on exemptions from certain corporate governance requirements that provide protection to shareholders of other companies.

We are a “controlled company” as defined under the NYSE Listed Company Manual. Our co-founders Mr. Xiaojun Zhang and Mr. Jiayuan Lin collectively hold more than 50% of the aggregate voting power of our company. In May 2018, the co-founders entered into a voting agreement, which was amended and restated in June 2019. The amended and restated voting agreement provides that they shall reach a consensus before exercising their voting rights with respect to our shares. For so long as we remain a controlled company under that definition, we are permitted to elect to rely, and will rely, on certain exemptions from corporate governance rules, including an exemption from the rule that a majority of our board of directors must be independent directors. As a result, you will not have the same protection afforded to shareholders of companies that are subject to these corporate governance requirements.

We may incur substantial share-based compensation expenses.

On May 25, 2018, we adopted the Share Incentive Plan 2018, which permits the grant of options, restricted shares, restricted share units and other share-based awards to our employees, directors and consultants. The maximum aggregate number of ordinary shares that may be issued pursuant to the share incentive plan is 27,845,526 initially. Additional ordinary shares may be reserved for issuance of equity awards as determined by our board of directors. We have granted options to purchase our ordinary shares to certain of our officers and employees since then. For example, in June 2022, we granted (i) options to purchase 6,000,000 Class A ordinary shares to Mr. Xiaojun Zhang, our co-founder and chairman, and (ii) options to purchase 6,000,000 Class A ordinary shares to Mr. Jiayuan Lin, our co-founder, director and chief executive officer. These share options were granted in consideration of Mr. Zhang and Mr. Lin’s roles in guiding our Group’s profitable investment in Li Auto. We are required to account for options granted to our employees, directors and consultants. We are required to classify options granted to our employees, directors and consultants as equity awards and recognize share-based compensation expense based on the fair value of such share options, with the share-based compensation expense recognized over the period in which the recipient is required to provide service in exchange for the share option or other equity award. We believe the granting of share-based compensation is of significant importance to our ability to attract, retain and motivate our management team and talented employees, and we will continue to grant share-based compensation to employees in the future. As a result, the expenses associated with share-based compensation may increase significantly, which may have an adverse effect on the Group’s results of operations and financial condition. The Group recognized RMB158.5 million (US\$23.0 million) of share-based compensation expenses in 2022.



We may not have sufficient insurance coverage.

Insurance companies in China currently do not offer as extensive an array of insurance products as insurance companies in more developed economies. Currently, we do not have enough business liability or disruption insurance to cover the Group's operations. We have determined that the costs of insuring for these risks and the difficulties associated with acquiring such insurance on commercially reasonable terms make it impractical for the Group to have such insurance. Any uninsured business disruptions may result in the Group incurring substantial costs and the diversion of resources, which could have an adverse effect on the Group's financial condition and results of operations.

The Group is or may be subject to potential liability in connection with pending or threatened legal proceedings and other matters, which could adversely affect the Group's business or financial results.

From time to time, the Group has become and may in the future become a party to various legal or administrative proceedings arising in the ordinary course of its business, including breach of contract claims, anti-competition claims and other matters. Such proceedings are inherently uncertain, and their results cannot be predicted with certainty. Regardless of the outcome and merit of such proceedings, any such legal action could have an adverse impact on the Group's business because of defense costs, negative publicity, diversion of management's attention and other factors. In addition, it is possible that an unfavorable resolution, including any judgment or settlement subjecting the Group to liability, of one or more legal or administrative proceedings, whether in the PRC or in another jurisdiction, could materially and adversely affect its business, financial position, results of operations or cash flows in a particular period or damage its reputation.

The Group may be subject to product liability claims if people or properties are harmed by cars purchased through Cango platform.

Cars purchased through Cango platform may be defectively designed or manufactured. As a result, the Group may be exposed to product liability claims relating to personal injury or property damage. Third parties subject to such injury or damage may bring claims or legal proceedings against the Group because it facilitates the financing or sale of the product. Although the Group would have legal recourse against the OEMs or dealers under PRC law, attempting to enforce such rights against the OEMs or dealers may be expensive, time-consuming and ultimately futile. In addition, the Group does not currently maintain any third-party liability insurance or product liability insurance in relation to cars purchased through Cango platform. As a result, any material product liability claim or litigation could have a material and adverse effect on the Group's business, financial condition and results of operations. Even unsuccessful claims could result in the expenditure of funds and managerial efforts in defending them and could have a negative impact on the Group's reputation.



A severe or prolonged downturn in the Chinese or global economy could materially and adversely affect the Group's business, financial condition and results of operations.

Any prolonged slowdown in the Chinese or global economy may have a negative impact on the Group's business, financial condition and results of operations. In particular, general economic factors and conditions in China or worldwide, including the general interest rate environment and unemployment rates, may affect consumers' demand for cars, car buyers' willingness to seek credit and financial institutions' ability and desire to fund financing transactions facilitated through Cango platform. Economic conditions in China are sensitive to global economic conditions. The COVID-19 pandemic resulted in declines in economic activities in China and other parts of the world and raised concerns about the prospects of the global economy. There have also been concerns over conflicts in Ukraine and the Middle East, which have resulted in volatility in financial and other markets. Furthermore, the economies may also be affected by the tensions in the relationship between China and the United States. If present Chinese and global economic uncertainties persist, there will be difficulty in obtaining financial institutions to fund financing transactions to car buyers. Adverse economic conditions could also reduce the number of quality car buyers seeking credit through Cango platform, as well as their ability to make payments. Should any of these situations occur, the amount of financing transactions facilitated to car buyers and the relevant revenue will decline, and the Group's business and financial condition will be negatively impacted. Additionally, continued turbulence in the international markets may adversely affect our ability to access the capital markets to meet liquidity needs.

The Group's operations depend on the performance of the internet infrastructure and fixed telecommunications networks in China.

Almost all access to the internet in China is maintained through state-owned telecommunication operators under the administrative control and regulatory supervision of the MIIT. The Group's IT systems infrastructure is currently deployed, and the data is currently maintained through a customized cloud computing system. The Group's servers are housed at third-party data centers. Such service provider may have limited access to alternative networks or services in the event of disruptions, failures or other problems with China's internet infrastructure or the fixed telecommunications networks provided by telecommunication service providers. With the expansion of business, the Group may be required to upgrade its technology and infrastructure to keep up with the increasing number and variety of transactions on Cango platform. There can be no assurance that the current data centers and the underlying internet infrastructure and the fixed telecommunications networks in China will be able to support the demands associated with the continued growth in internet usage.

In addition, we have no control over the costs of the services provided by telecommunication service providers which in turn, may affect the costs of data center services. If the prices paid for data center services rise significantly, the Group's results of operations may be adversely affected.



We face risks related to natural disasters, health epidemics and other outbreaks, which could significantly disrupt our operations.

The Group is vulnerable to natural disasters and other calamities. Fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, riots, terrorist attacks or similar events may give rise to server interruptions, breakdowns, system failures or internet failures, which could cause the loss or corruption of data or malfunctions of software or hardware as well as adversely affect the ability to provide services.

The Group's business could also be adversely affected by the effects of COVID-19 coronavirus, Ebola virus disease, H1N1 flu, H7N9 flu, avian flu, Severe Acute Respiratory Syndrome, or SARS, or other epidemics. The Group's business operations could be disrupted if any of its employees is suspected of having COVID-19 coronavirus, Ebola virus disease, H1N1 flu, H7N9 flu, avian flu, SARS or another contagious disease or condition, since it could require the Group's employees to be quarantined and/or its offices to be disinfected. In addition, the Group's results of operations could be adversely affected to the extent that any of these epidemics harms the Chinese economy in general.

Risks Relating to Our Corporate Structure

We rely on contractual arrangements with our consolidated VIEs and their shareholders to operate the Group's business, which may not be as effective as direct ownership in providing operational control and otherwise have a material adverse effect as to the Group's business.

Cango Inc. is not a Chinese operating company but a Cayman Islands holding company. We rely on contractual arrangements with our consolidated VIEs and their shareholders to operate the Group's business. Therefore, investors in our ADSs do not hold equity interests in our consolidated VIEs in China but instead hold equity interests in a Cayman Islands holding company, and investors in our ADSs may never directly hold equity interests in our consolidated VIEs. For a description of these contractual arrangements, see "Item 4. Information on the Company—C. Organizational Structure—Contractual Arrangements among Can Gu Long, the Consolidated VIEs and Their Shareholders." All of the Group's revenue is attributed to our consolidated VIEs. These contractual arrangements may not be as effective as direct ownership in providing us with control over our consolidated VIEs. If our consolidated VIEs or their shareholders fail to perform their respective obligations under these contractual arrangements, our recourse to the assets held by our consolidated VIEs is indirect and we may have to incur substantial costs and expend significant resources to enforce such arrangements in reliance on legal remedies under PRC law. These remedies may not always be effective, particularly in light of uncertainties in the PRC legal system. Furthermore, in connection with litigation, arbitration or other judicial or dispute resolution proceedings, assets under the name of any of record holder of equity interest in our consolidated VIEs, including such equity interest, may be put under court custody. As a consequence, we cannot be certain that the equity interest will be disposed pursuant to the contractual arrangement or ownership by the record holder of the equity interest.



All of these contractual arrangements are governed by PRC law and provide for the resolution of disputes through arbitration in the PRC. Accordingly, these contracts would be interpreted in accordance with PRC laws and any disputes would be resolved in accordance with PRC legal procedures. However, these contracts such as ours have not been tested in the PRC legal procedures. Uncertainties regarding the interpretation and enforcement of the relevant PRC laws and regulations could limit our ability to enforce these contractual arrangements. In the event that we are unable to enforce these contractual arrangements, or if we suffer significant time delays or other obstacles in the process of enforcing these contractual arrangements, it would be very difficult to allow us to receive economic benefits from our consolidated VIEs, and the Group's ability to conduct its business and the Group's financial condition and results of operations may be materially and adversely affected. See “—Risks Relating to Doing Business in China—Changes and developments in the PRC legal system and the interpretation and enforcement of PRC laws, rules and regulations may subject us to uncertainties.”

Any failure by our consolidated VIEs or their shareholders to perform their obligations under our contractual arrangements with them would have a material adverse effect on our business.

We, through one of our subsidiaries and a wholly foreign-owned enterprise in the PRC, have entered into a series of contractual arrangements with our consolidated VIEs and their shareholders. For a description of these contractual arrangements, see “Item 4. Information on the Company—C. Organizational Structure—Contractual Arrangements among Can Gu Long, the Consolidated VIEs and their Shareholders.” If our consolidated VIEs or their shareholders fail to perform their respective obligations under these contractual arrangements, we may incur substantial costs and expend additional resources to enforce such arrangements. We may also have to rely on legal remedies under PRC laws, including seeking specific performance or injunctive relief, and claiming damages, which we cannot assure you will be effective under PRC laws. For example, if the shareholders of our consolidated VIEs were to refuse to transfer their equity interests in the consolidated VIEs to us or our designee when we exercise the purchase option pursuant to these contractual arrangements, or if they were otherwise to act in bad faith toward us, then we may have to take legal actions to compel them to perform their contractual obligations.

All the agreements under our contractual arrangements are governed by PRC laws and provide for the resolution of disputes through arbitration in China. Accordingly, these contracts would be interpreted in accordance with PRC laws and any disputes would be resolved in accordance with PRC legal procedures. Uncertainties regarding the interpretation and enforcement of the relevant PRC laws and regulations could limit our ability to enforce these contractual arrangements. Meanwhile, there are very few precedents and little formal guidance as to how contractual arrangements in the context of a VIE should be interpreted or enforced under PRC laws. There remain significant uncertainties regarding the ultimate outcome of such arbitration should legal action become necessary. In addition, under PRC laws, rulings by arbitrators are final and parties cannot appeal arbitration results in court unless such rulings are revoked or determined unenforceable by a competent court. If the losing parties fail to carry out the arbitration awards within a prescribed time limit, the prevailing parties may only enforce the arbitration awards in PRC courts through arbitration award recognition proceedings, which would require additional expenses and delay. In the event that we are unable to enforce these contractual arrangements, or if we suffer significant delay or other obstacles in the process of enforcing these contractual arrangements, we may not be able to receive economic benefits from our consolidated VIEs and leverage relevant rights and licenses held by it which we require in order to operate the Group's business, and our ability to conduct the Group's business may be negatively affected. See “—Risks Relating to Doing Business in China—Changes and developments in the PRC legal system and the interpretation and enforcement of PRC laws, rules and regulations may subject us to uncertainties.”



The arbitration provisions under these contractual arrangements have no effect on the rights of our shareholders to pursue claims against us under United States federal securities laws.

The shareholders of our consolidated VIEs may have potential conflicts of interest with us, which may materially and adversely affect the Group's business and financial condition.

The interests of the shareholders of our consolidated VIEs in their capacities as such shareholders may differ from the interests of our company as a whole, as what is in the best interests of our consolidated VIEs, including matters such as whether to distribute dividends or to make other distributions to fund our offshore requirement, may not be in the best interests of our company. There can be no assurance that when conflicts of interest arise, any or all of these shareholders will act in the best interests of our company or those conflicts of interest will be resolved in our favor. In addition, these shareholders may breach or cause our consolidated VIEs and their subsidiaries to breach or refuse to renew the existing contractual arrangements with us.

Currently, we do not have arrangements to address potential conflicts of interest the shareholders of our consolidated VIEs may encounter. We, however, could, at all times, exercise our option under the exclusive option agreement to cause them to transfer all of their equity ownership in our consolidated VIEs to a PRC entity or individual designated by us as permitted by the then applicable PRC laws. In addition, if such conflicts of interest arise, we could also, in the capacity of attorney-in-fact of the then existing shareholders of our consolidated VIEs as provided under the power of attorney, directly appoint new directors of our consolidated VIEs. We rely on the shareholders of our consolidated VIEs to comply with PRC laws and regulations, which protect contracts and provide that directors and executive officers owe a duty of loyalty to our company and require them to avoid conflicts of interest and not to take advantage of their positions for personal gains, and the laws of the Cayman Islands, which provide that directors have a duty of care and a duty of loyalty to act honestly in good faith with a view to our best interests. However, the legal frameworks of China and the Cayman Islands do not provide guidance on resolving conflicts in the event of a conflict with another corporate governance regime. If we cannot resolve any conflicts of interest or disputes between us and the shareholders of our consolidated VIEs, we would have to rely on legal proceedings, which could result in disruption of our business and subject us to substantial uncertainty as to the outcome of any such legal proceedings.

If the PRC government deems that the contractual arrangements in relation to our consolidated VIEs do 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.

We currently engage in telecommunications-related businesses, including value-added online services for platform participants, through Shanghai Yungu, one of our consolidated VIEs. The PRC government regulates telecommunications-related businesses through strict business licensing requirements and other government regulations. These laws and regulations also include limitations on foreign ownership of PRC companies that engage in telecommunications-related businesses. Specifically, as for the telecommunications businesses open for foreign investment according to China's WTO commitment, foreign investors are generally not allowed to own more than a 50% equity interest in any PRC company engaging in value-added telecommunications businesses, except for e-commerce, domestic conferencing, store-and-forward, and call center services.



Because we are an exempted company incorporated in the Cayman Islands, we are classified as a foreign enterprise under PRC laws and regulations, and our wholly foreign-owned enterprise in the PRC is a foreign-invested enterprise, or a FIE. Accordingly, our subsidiary is not eligible to operate a substantial portion of VATS business in China. As such, we conduct our business in China through our consolidated VIEs and their affiliates. Our PRC subsidiary has entered into a series of contractual arrangements with our consolidated VIEs and their shareholders, which enable us to (i) receive substantially all of the economic benefits of the consolidated VIEs and (ii) have an exclusive option to purchase all or part of the equity interests and assets in the consolidated VIEs when and to the extent permitted by PRC law. As a result of these contractual arrangements, we have control over and are the primary beneficiary of the consolidated VIEs for accounting purposes and hence consolidate its financial results as our consolidated VIEs under U.S. GAAP. For a description of these contractual arrangements, see “Item 4. Information on the Company—C. Organizational Structure—Contractual Arrangements among Can Gu Long, the Consolidated VIEs and Their Shareholders.”

We believe that our corporate structure and contractual arrangements comply with the current applicable PRC laws and regulations. Our PRC legal counsel, Fangda Partners, based on its understanding of the relevant laws and regulations, is of the opinion that each of the contracts among our wholly-owned PRC subsidiary, our consolidated VIEs and their shareholders is valid, binding and enforceable in accordance with its terms, except that the pledges in respect of our consolidated VIEs’ equity interests would not be deemed validly created until they are registered with the local administration for market regulation. However, as there are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, there can be no assurance that the PRC government authorities would agree that our corporate structure or any of the above contractual arrangements comply with PRC licensing, registration or other regulatory requirements, with existing policies or with requirements or policies that may be adopted in the future. PRC laws and regulations governing the validity of these contractual arrangements are uncertain and the relevant government authorities have discretion in interpreting these laws and regulations.

On March 15, 2019, the National People’s Congress approved the Foreign Investment Law, and on December 26, 2019, the State Council promulgated the Implementing Rules of the Foreign Investment Law of the People’s Republic of China, or the Implementing Rules, to further clarify and elaborate the relevant provisions of the Foreign Investment Law. The Foreign Investment Law and the Implementing Rules, both taking effect on January 1, 2020, do not explicitly classify whether variable interest entities that are controlled through contractual arrangements would be deemed as foreign invested enterprises if they are ultimately “controlled” by foreign investors. Since the Foreign Investment Law and the Implementing Rules are relatively new, uncertainties still exist in relation to their interpretation and implementation, and it is still unclear how the Foreign Investment Law and the Implementing Rules would affect our VIE structure and business operation. See “—Risks Relating to Doing Business in China—Uncertainties exist with respect to the interpretation and implementation of the PRC Foreign Investment Law and its implementing rules, and how they may impact our business, financial condition and results of operations.”



If our corporate structure and contractual arrangements are deemed by the relevant regulators having competent authority to be illegal, either in whole or in part, we may lose control of our consolidated VIEs and have to modify such structure to comply with regulatory requirements. However, there can be no assurance that we can achieve this without material disruption to the Group's business. Further, if our corporate structure and contractual arrangements are found to be in violation of any existing or future PRC laws or regulations, the relevant regulatory authorities would have discretion in dealing with such violations, including:

- revoking the Group's business and operating licenses;
- levying fines on the Group;
- confiscating any of the Group's income that they deem to be obtained through illegal operations;
- shutting down the Group's services;
- discontinuing or restricting the Group's operations in China;
- imposing conditions or requirements with which the Group may not be able to comply;
- requiring us to change our corporate structure and contractual arrangements;
- restricting or prohibiting our use of the proceeds from overseas offering to finance our consolidated VIEs' business and operations; and
- taking other regulatory or enforcement actions that could be harmful to our business.

Furthermore, new PRC laws, rules and regulations may be introduced to impose additional requirements that may be applicable to our corporate structure and contractual arrangements. Occurrence of any of these events could materially and adversely affect the Group's business, financial condition and results of operations. In addition, if the imposition of any of these penalties or requirement to restructure our corporate structure causes us to lose the rights to direct the activities of our consolidated VIEs or our right to receive their economic benefits, we would no longer be able to consolidate the financial results of such VIEs in our consolidated financial statements. Accordingly, if the PRC government determines that our contractual arrangements do not comply with PRC regulations, or if these regulations change or are interpreted differently in the future, our ADSs may decline in value or become worthless if we are unable to assert contractual control rights over the assets of our consolidated VIEs. See "Item 4. Information on the Company—C. Organizational Structure—Contractual Arrangements among Can Gu Long, the Consolidated VIEs and Their Shareholders."



Contractual arrangements in relation to our consolidated VIEs may be subject to scrutiny by the PRC tax authorities and they may determine that our consolidated VIEs owe additional taxes, which could negatively affect the Group’s financial condition and the value of your investment.

Under applicable PRC laws and regulations, arrangements and transactions among related parties may be subject to audit or challenge by the PRC tax authorities. The PRC enterprise income tax law requires every enterprise in China to submit its annual enterprise income tax return together with a report on transactions with its related parties to the relevant tax authorities. The tax authorities may impose reasonable adjustments on taxation if they have identified any related party transactions that are inconsistent with arm’s length principles. We may face material and adverse tax consequences if the PRC tax authorities determine that the contractual arrangements among our wholly-owned PRC subsidiary, our consolidated VIEs and their shareholders were not entered into on an arm’s length basis in such a way as to result in an impermissible reduction in taxes under applicable PRC laws, regulations and rules, and adjust their income in the form of a transfer pricing adjustment. A transfer pricing adjustment could, among other things, result in a reduction of expense deductions recorded by our wholly-owned PRC subsidiary or consolidated VIEs for PRC tax purposes, which could in turn increase their tax liabilities without reducing their tax expenses. In addition, if our wholly-owned PRC subsidiary requests the shareholders of our consolidated VIEs to transfer their equity interests in our consolidated VIEs at nominal or no value pursuant to these contractual arrangements, such transfer could be viewed as a gift and subject the relevant subsidiary to PRC income tax. Furthermore, the PRC tax authorities may impose late payment fees and other penalties on our PRC subsidiary and consolidated VIEs for adjusted but unpaid taxes according to applicable regulations. The Group’s financial position could be materially and adversely affected if the tax liabilities of our PRC subsidiary and consolidated VIEs increase, or if they are required to pay late payment fees and other penalties.

We may lose the ability to use and enjoy assets held by our consolidated VIEs that are material to business operation if the entity goes bankrupt or becomes subject to a dissolution or liquidation proceeding.

Our consolidated VIEs hold substantially all of the Group’s assets. Under the contractual arrangements, our consolidated VIEs may not and its shareholders may not cause it to, in any manner, sell, transfer, mortgage or dispose of its assets or its legal or beneficial interests in the business without our prior consent. However, in the event that the shareholders of our consolidated VIEs breach these contractual arrangements and voluntarily liquidate our consolidated VIEs, or our consolidated VIEs declare bankruptcy and all or part of their assets become subject to liens or rights of third-party creditors, or are otherwise disposed of without our consent, we may be unable to continue some or all of the current business activities, which could materially and adversely affect the Group’s business, financial condition and results of operations. If our consolidated VIEs undergo a voluntary or involuntary liquidation proceeding, independent third-party creditors may claim rights to some or all of these assets, thereby hindering our ability to operate existing business, which could materially and adversely affect the Group’s business, financial condition and results of operations.



If the custodians or authorized users of our controlling non-tangible assets, including chops and seals, fail to fulfill their responsibilities, or misappropriate or misuse these assets, the Group’s business and operations may be materially and adversely affected.

Under PRC law, legal documents for corporate transactions, including agreements and contracts that the Group’s business relies on, are executed using the chop or seal of the signing entity or with the signature of a legal representative whose designation is registered and filed with the relevant local branch of the State Administration for Market Regulation, or the SAMR, formerly known as the State Administration for Industry and Commerce, or the SAIC. The Group generally executes legal documents by affixing chops or seals, rather than having the designated legal representatives sign the documents.

The Group has three major types of chops—corporate chops, contract chops and finance chops. The Group uses corporate chops generally for documents to be submitted to government agencies, such as applications for changing business scope, directors or company name, and for legal letters. The Group uses contract chops for executing leases and commercial contracts. The Group uses finance chops generally for making and collecting payments, including issuing invoices. Use of corporate chops and contract chops must be approved by the Group’s legal department and administrative department and use of finance chops must be approved by the Group’s finance department. The chops of our subsidiary and consolidated VIEs are generally held by the relevant entities so that documents can be executed locally. Although the Group usually utilizes chops to execute contracts, the registered legal representatives of our subsidiary and consolidated VIEs have the apparent authority to enter into contracts on behalf of such entities without chops, unless such contracts set forth otherwise.

In order to maintain the physical security of the Group’s chops, we generally have them stored in secured locations accessible only to the designated key employees of the Group’s legal, administrative or finance departments. The designated legal representatives of the relevant entities generally do not have access to the chops. Although the Group has approval procedures in place and monitor its key employees, including the designated legal representatives of our subsidiary and consolidated VIEs, the procedures may not be sufficient to prevent all instances of abuse or negligence. There is a risk that the Group’s key employees or designated legal representatives could abuse their authority, for example, by binding our subsidiary and consolidated VIEs with contracts against our interests, as we would be obligated to honor these contracts if the other contracting party acts in good faith in reliance on the apparent authority of the Group’s chops or signatures of the Group’s legal representatives. If any designated legal representative obtains control of the chop in an effort to obtain control over the relevant entity, we would need to have a shareholder or board resolution to designate a new legal representative and to take legal action to seek the return of the chop, apply for a new chop with the relevant authorities, or otherwise seek legal remedies for the legal representative’s misconduct. If any of the designated legal representatives obtains and misuses or misappropriates the Group’s chops and seals or other controlling intangible assets for whatever reason, the Group could experience disruption to its normal business operations. The Group may have to take corporate or legal action, which could involve significant time and resources to resolve while distracting management from the Group’s operations, and the Group’s business and operations may be materially and adversely affected.



Risks Relating to Doing Business in China

Changes and developments in the political and economic policies of the PRC government may materially and adversely affect the Group's business, financial condition and results of operations and may result in our inability to sustain the Group's growth and expansion strategies.

Substantially all of the Group's operations are conducted in the PRC and all of its revenue is sourced from the PRC. Accordingly, the Group's financial condition and results of operations are affected to a significant extent by economic, political and legal developments in the PRC.

The PRC economy differs from the economies of most developed countries in many respects, including the extent of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. A substantial portion of productive assets in China is 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, restricting the inflow and outflow of foreign capital, regulating financial services and institutions and providing preferential treatment to particular industries or companies.

While the PRC economy has experienced significant growth in the past decades, growth has been uneven, both geographically and among various sectors of the economy. The PRC government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures may benefit the overall PRC economy, but may also have a negative effect on the Group. The Group's financial condition and results of operations could be materially and adversely affected by government control over capital investments or changes in tax regulations that are applicable to the Group. The PRC government also has significant authority to exert influence on the ability of a China-based issuer, such as the Group, to conduct its business, control over securities offerings conducted overseas and/or foreign investments in an issuer with substantial operations in China. The PRC government may intervene or influence the operations of an issuer with substantial operations in China, such as the Group, if such issuer is found to violate the relevant PRC laws and regulations, which could result in a material change in the Group's operations and/or the value of our ADSs. In particular, the PRC government has recently and may in the future promulgate new laws and regulations to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in issuers with substantial operations in China. Any such regulatory oversight or control could cause the value of our ADSs to significantly decline or become worthless. See "—Changes and developments in the PRC legal system and the interpretation and enforcement of PRC laws, rules and regulations may subject us to uncertainties." In addition, the PRC government has implemented in the past certain measures to control the pace of economic growth. These measures may cause decreased economic activity, which in turn could lead to a reduction in demand for the Group's services and consequently have a material adverse effect on the Group's business, financial condition and results of operations.



Changes and developments in the PRC legal system and the interpretation and enforcement of PRC laws, rules and regulations may subject us to uncertainties.

Substantially all of the Group’s operations are conducted in the PRC, and are governed by PRC laws, rules and regulations. Our PRC subsidiary and consolidated VIEs and their subsidiaries are subject to laws, rules and regulations applicable to foreign investment in China.

The overall effect of legislation over the past decades has significantly enhanced the protections afforded to various forms of foreign investment in China. However, the PRC legal system is still evolving rapidly, and the PRC governmental authorities may continue to promulgate new laws and regulations regulating the Group’s business. We cannot assure you that the Group’s business operations would not be deemed to violate any existing or future PRC laws or regulations, which in turn may limit or restrict the Group, and could materially and adversely affect the Group’s business and operations. In addition, rules and regulations in China can change quickly with little advance notice. Uncertainties due to evolving laws and regulations could impede the ability of a China-based issuer, such as the Group, to obtain or maintain permits or licenses required to conduct business in China. In the absence of required permits or licenses, governmental authorities could impose material sanctions or penalties on us. In addition, the PRC legal system is based in part on government policies and internal rules, and we may not be aware of the Group’s violation of these policies and rules until after the occurrence of the violation. Furthermore, if China adopts more stringent standards with respect to environmental protection or corporate social responsibilities, the Group may incur increased compliance cost or become subject to additional restrictions in its operations.



Furthermore, the PRC government has significant oversight and discretion over the conduct of the Group's business and may intervene with or influence the Group's operations as the government deems appropriate to further regulatory, political and societal goals. The PRC government has recently published new policies that significantly affected certain industries and China-based issuers, and we cannot rule out the possibility that it will in the future release regulations or policies that could adversely affect the Group's business, financial condition and results of operations. Recent statements and regulatory actions by the PRC government, such as those related to the use of VIEs, overseas offering and listing of China-based companies, data security and anti-monopoly concerns, may give rise to regulatory restrictions on the Group's ability to conduct its business and/or accept foreign investments. For example, certain PRC regulatory authorities issued Opinions on Strictly Cracking Down on Illegal Securities Activities, or the Opinions, which were available to the public on July 6, 2021. The Opinions emphasize the need to strengthen the administration over illegal securities activities and the supervision on overseas listings of China-based companies, and propose to take effective measures, such as promoting the establishment of relevant regulatory systems for prevention and resolution of the risks and contingencies faced by China-based overseas-listed companies, amending the special provisions of the State Counsel on overseas offering and listing by companies limited by shares, and clarifying the responsibilities of administrative and regulatory authorities. Furthermore, on February 17, 2023, the CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, or the Overseas Listing Trial Measures, and relevant five guidelines on the application of regulatory rules, which took effect from March 31, 2023, requiring Chinese domestic companies' overseas offerings and listings of equity securities be filed with the CSRC. The Overseas Listing Trial Measures clarify the scope of overseas offerings and listings by Chinese domestic companies which are subject to the filing and reporting requirements thereunder, and provide, among others, that Chinese domestic companies that have already directly or indirectly offered and listed securities in overseas markets prior to the effectiveness of the Overseas Listing Trial Measures shall fulfill their filing obligations and report relevant information to the CSRC within three working days after conducting a follow-on offering of equity securities on the same overseas market, and follow the relevant reporting requirements within three working days upon the occurrence and public disclosure of any specified circumstances provided thereunder. In addition, we cannot guarantee that new rules or regulations promulgated in the future will not impose any additional requirement on us or otherwise tighten the regulations on PRC companies seeking overseas offering or listing. If it is determined that any approval, filing or other administrative procedure from the CSRC or other PRC governmental authorities is required for our previous listing or future follow-on public offering or debt financing activities, we cannot assure you that we can obtain the required approval or accomplish the required filings or other regulatory procedures in a timely manner, or at all. If we fail to obtain the relevant approval or complete the filings and other relevant regulatory procedures, we may face penalties by the CSRC or other PRC governmental authorities, which may include fines and penalties on our operations in China, limitations on our operating rights in China, 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, financial condition, results of operations, reputation and prospects, as well as the trading price of our ADSs or Class A ordinary shares.

In addition, any administrative and court proceedings in China may be time-consuming, resulting in substantial costs and diversion of resources and management attention. Since PRC administrative and court authorities have certain discretion in interpreting and implementing statutory and contractual terms, it may be difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection the Group enjoys. These uncertainties may impede the Group's ability to enforce the contracts it has entered into and/or its intellectual property rights and could materially and adversely affect the Group's business, financial condition and results of operations.



The M&A Rules and certain other PRC regulations establish required procedures for acquisitions conducted by foreign investors that could make it more difficult for the Group to grow through acquisitions.

On August 8, 2006, six PRC regulatory agencies, including the MOFCOM, the State-Owned Assets Supervision and Administration Commission, the State Administration of Taxation, the SAIC, the CSRC, and the State Administration of Foreign Exchange, or SAFE, jointly adopted the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the M&A Rules, which came into effect on September 8, 2006 and were amended on June 22, 2009. The M&A Rules established, among other things, additional procedures and requirements that are expected to make merger and acquisition activities in China by foreign investors more time-consuming and complex. For example, the M&A rules require that the MOFCOM be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise if (i) any important industry is concerned, (ii) such transaction involves factors that have or may have impact on the national economic security, or (iii) such transaction will lead to a change in control of a domestic enterprise which holds a famous trademark or PRC time-honored brand. The approval from the MOFCOM shall be obtained in circumstances where overseas companies established or controlled by PRC enterprises or residents acquire affiliated domestic companies. Mergers, acquisitions or contractual arrangements that allow one market player to take control of or to exert decisive impact on another market player must also be notified in advance to the anti-monopoly enforcement authority when the threshold under the Provisions on Thresholds for Prior Notification of Concentrations of Undertakings, or the Prior Notification Rules, issued by the State Council in August 2008 and amended in September 2018 is triggered. In addition, the security review rules issued by the MOFCOM that became effective in September 2011 specify that mergers and acquisitions by foreign investors that raise “national defense and security” concerns and mergers and acquisitions through which foreign investors may acquire de facto control over domestic enterprises that raise “national security” concerns are subject to strict review by the MOFCOM, and the rules prohibit any activities attempting to bypass a security review, including by structuring the transaction through a proxy or contractual control arrangement. Furthermore, as required by the Measures for the Security Review of Foreign Investment, promulgated by the National Development and Reform Commission and the MOFCOM on December 19, 2020 and effective as of January 18, 2021, investments in military, national defense-related areas or in locations in proximity to military facilities, or investments that would result in acquiring the actual control of assets in certain key sectors, such as critical agricultural products, energy and resources, equipment manufacturing, infrastructure, transport, cultural products and services, information technology, internet products and services, financial services and technology sectors, are required to obtain approval from designated governmental authorities in advance. The Group may grow its business in part by acquiring other companies operating in our industry. Complying with the requirements of the new regulations to complete such transactions could be time-consuming, and any required approval processes, including approval from the MOFCOM or other governmental authorities, may delay or inhibit the Group’s ability to complete such transactions, which could affect the Group’s ability to expand its business or maintain its market share. See “Item 4. Information on the Company—B. Business Overview—Regulations— M&A Rules and Overseas Listings.”



Uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and its implementing rules and how they may impact our business, financial condition and results of operations.

The VIE structure through contractual arrangements has been adopted by many China-based companies, including us, to obtain necessary licenses and permits in the industries that are currently subject to foreign investment restrictions in China. See “—Risks Relating to Our Corporate Structure” and “Item 4. Information on the Company—C. Organizational Structure.” The MOFCOM published a discussion draft of the proposed Foreign Investment Law in January 2015, or the 2015 Draft FIL, according to which, variable interest entities that are controlled via contractual arrangements would also be deemed as foreign-invested entities, if they are ultimately “controlled” by foreign investors. In March 2019, the PRC National People’s Congress promulgated the Foreign Investment Law, and in December 2019, the State Council promulgated the Implementing Rules to further clarify and elaborate the relevant provisions of the Foreign Investment Law. The Foreign Investment Law and the Implementing Rules both became effective from January 1, 2020 and replaced the major previous laws and regulations governing foreign investments in the PRC. Pursuant to the Foreign Investment Law, “foreign investments” refer to investment activities conducted by foreign investors (including foreign natural persons, foreign enterprises or other foreign organizations) directly or indirectly in the PRC, which include any of the following circumstances: (i) foreign investors setting up foreign-invested enterprises in the PRC solely or jointly with other investors, (ii) foreign investors obtaining shares, equity interests, property portions or other similar rights and interests of enterprises within the PRC, (iii) foreign investors investing in new projects in the PRC solely or jointly with other investors, and (iv) investment in other methods as specified in laws, administrative regulations, or as stipulated by the State Council. The Foreign Investment Law and the Implementing Rules do not introduce the concept of “control” in determining whether a company would be considered as a foreign-invested enterprise, nor do they explicitly provide whether the VIE structure would be deemed as a method of foreign investment. However, the Foreign Investment Law has a catch-all provision that includes into the definition of “foreign investments” made by foreign investors in China in other methods as specified in laws, administrative regulations, or as stipulated by the State Council, and as the relevant government authorities may promulgate more laws, regulations or rules on the interpretation and implementation of the Foreign Investment Law, the possibility cannot be ruled out that the concept of “control” as stated in the 2015 Draft FIL may be embodied in, or the VIE structure adopted by us may be deemed as a method of foreign investment by, any of such future laws, regulations and rules. If our consolidated VIEs were deemed as a foreign-invested enterprise under any of such future laws, regulations and rules, and any of the businesses that the Group operates would be in any “negative list” for foreign investment and therefore be subject to any foreign investment restrictions or prohibitions, further actions required to be taken by the Group under such laws, regulations and rules may materially and adversely affect the Group’s business, financial condition and results of operations. Furthermore, if future laws, administrative regulations or provisions mandate further actions to be taken by companies with respect to existing contractual arrangements, the Group may face substantial uncertainties as to whether it 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 the Group’s current corporate structure, business, financial condition and results of operations.



PRC regulations relating to investments in offshore companies by PRC residents may subject our PRC-resident beneficial owners or our PRC subsidiary to liability or penalties, limit our ability to inject capital into our PRC subsidiary or limit our PRC subsidiary's ability to increase its registered capital or distribute profits.

PRC residents are subject to restrictions and filing requirements when investing in offshore companies. SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37, on July 4, 2014. SAFE 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, for the purpose of overseas investment and financing, with such PRC residents' legally owned assets or equity interests in domestic enterprises or offshore assets or interests, referred to in SAFE Circular 37 as a "special purpose vehicle." Pursuant to SAFE Circular 37, "control" refers to the act through which a PRC resident obtains the right to carry out business operation of, to gain proceeds from or to make decisions on a special purpose vehicle by means of, among others, shareholding entrustment arrangement. SAFE Circular 37 further requires amendment to the registration in the event of any significant changes with respect to the special purpose vehicle, such as increase or decrease of capital contributed by PRC individuals, share transfer or exchange, merger, division or other material event. In the event that a PRC shareholder holding interests in a special purpose vehicle fails to fulfill the required SAFE registration, the PRC subsidiaries of that special purpose vehicle may be prohibited from making profit distributions to the offshore parent and from carrying out subsequent cross-border foreign exchange activities, and the special purpose vehicle may be restricted in its ability to contribute additional capital into its PRC subsidiary. Moreover, failure to comply with the various SAFE registration requirements described above could result in liability under PRC law for evasion of foreign exchange controls. According to the Notice on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment released on February 13, 2015 by SAFE, local banks will examine and handle foreign exchange registration for overseas direct investment, including the initial foreign exchange registration and amendment registration, under SAFE Circular 37 from June 1, 2015.

Mr. Xiaojun Zhang, Mr. Jiayuan Lin and several other beneficial owners of our ordinary shares have completed the SAFE registration pursuant to SAFE Circular 37 in 2018. We have notified substantial beneficial owners of ordinary shares who we know are PRC residents of their filing obligation and other compliance obligations relating to offshore investment. Nevertheless, we may not be aware of the identities of all of our beneficial owners who are PRC residents. We do not have control over our beneficial owners and there can be no assurance that all of our PRC-resident beneficial owners will comply with SAFE Circular 37 and subsequent implementation rules, and there is no assurance that the registration under SAFE Circular 37 and any amendment will be completed in a timely manner, or will be completed at all. The failure of our beneficial owners who are PRC residents to register or amend their foreign exchange registrations in a timely manner pursuant to SAFE Circular 37 and subsequent implementation rules, or the failure of future beneficial owners of our company who are PRC residents to comply with the registration procedures set forth in SAFE Circular 37 and subsequent implementation rules, may subject such beneficial owners or our PRC subsidiary to fines and legal sanctions. Failure to register or comply with relevant requirements may also limit our ability to contribute additional capital to our PRC subsidiary and limit our PRC subsidiary's ability to distribute dividends to our company. These risks may have a material adverse effect on the Group's business, financial condition and results of operations.



Any failure to comply with PRC regulations regarding our employee share incentive plan may subject the PRC plan participants or us to fines and other legal or administrative sanctions.

Pursuant to SAFE Circular 37, PRC residents who participate in share incentive plans in overseas non-publicly-listed companies due to their position as director, senior management or employees of the PRC subsidiaries of the overseas companies may submit applications to SAFE or its local branches for the foreign exchange registration with respect to offshore special purpose companies. Our directors, executive officers and other employees who are PRC residents and who will be granted options may follow SAFE Circular 37 to apply for the foreign exchange registration before our company becomes an overseas listed company. We and our directors, executive officers and other employees who are PRC residents and who have been granted options are subject 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 SAFE in February 2012, according to which, employees, directors, supervisors and other management members participating in any stock incentive plan of an overseas publicly listed company who are PRC residents 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. However, there can be no assurance that they can successfully register with SAFE in full compliance with the rules. Failure to complete the SAFE registrations may subject them to fines and legal sanctions and may also limit the ability to make payment under our share incentive plan or receive dividends or sales proceeds related thereto, or our ability to contribute additional capital into our wholly-foreign owned enterprise in China and limit our wholly-foreign owned enterprise's ability to distribute dividends to us. We also face regulatory uncertainties that could restrict our ability to adopt additional share incentive plans for our directors and employees under PRC law.

We may rely on dividends and other distributions on equity paid by our PRC subsidiary to fund offshore cash and financing requirements. Any limitation on the ability of our PRC subsidiary to make payments to us may have a material adverse effect on our ability to conduct our business.

We are a holding company and may rely on dividends and other distributions on equity paid by our PRC subsidiary and on remittances from the consolidated VIEs, for our offshore cash and financing requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders, fund inter-company loans, service any debt we may incur outside of China and pay our expenses. When our PRC subsidiary or the consolidated VIEs incur additional debt, the instruments governing the debt may restrict their ability to pay dividends or make other distributions or remittances to us. Furthermore, the laws, rules and regulations applicable to our PRC subsidiary and consolidated affiliates permit payments of dividends only out of their retained earnings, if any, determined in accordance with applicable accounting standards and regulations.

Under PRC laws, rules and regulations, enterprises incorporated in China is required to set aside at least 10% of its net income each year to fund certain statutory reserves until the cumulative amount of such reserves reaches 50% of its registered capital. These reserves, together with the registered capital, are not distributable as cash dividends. As a result of these laws, rules and regulations, our PRC subsidiary and consolidated affiliates are restricted in their ability to transfer a portion of their respective net assets to their shareholders as dividends, loans or advances. In addition, registered capital and capital reserve accounts are also restricted from withdrawal in the PRC, up to the amount of net assets held in each operating subsidiary.

Limitations on the ability of our consolidated VIEs to make remittance to the wholly-foreign owned enterprise and on the ability of our PRC subsidiary to pay dividends to us could limit our ability to access cash generated by the operations of those entities, including to make investments or acquisitions that could be beneficial to our businesses, pay dividends to our shareholders or otherwise fund and conduct our business.



We may be treated as a resident enterprise for PRC tax purposes under the PRC Enterprise Income Tax Law, and we may therefore be subject to PRC income tax on our global income.

Under the PRC Enterprise Income Tax Law and its implementing rules, enterprises established under the laws of jurisdictions outside of China with “de facto management bodies” located in China may be considered PRC tax resident enterprises for tax purposes and may be subject to the PRC enterprise income tax at the rate of 25% on their global income. “De facto management body” refers to a managing body that exercises substantive and overall management and control over the production and business, personnel, accounting books and assets of an enterprise. The State Administration of Taxation issued the Notice Regarding the Determination of Chinese-Controlled Offshore-Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies, or Circular 82, on April 22, 2009. Circular 82 provides certain specific criteria for determining whether the “de facto management body” of a Chinese-controlled offshore-incorporated enterprise is located in China. Although Circular 82 only applies to offshore enterprises controlled by PRC enterprises, not those controlled by foreign enterprises or individuals, the determining criteria set forth in Circular 82 may reflect the State Administration of Taxation’s general position on how the “de facto management body” test should be applied in determining the tax resident status of offshore enterprises, regardless of whether they are controlled by PRC enterprises. If we were to be considered a PRC resident enterprise, we would be subject to PRC enterprise income tax at the rate of 25% on our global income. In such case, our profitability and cash flow may be materially reduced as a result of our global income being taxed under the Enterprise Income Tax Law. We believe that none of our entities outside of China is a PRC resident enterprise for PRC tax purposes. However, 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.”

Dividends paid to our foreign investors and gains on the sale of our ADSs or Class A ordinary shares by our foreign investors may become subject to PRC tax.

Under the Enterprise Income Tax Law and its implementation regulations issued by the State Council, a 10% PRC withholding tax is applicable to dividends paid to investors that are non-resident enterprises, which do not have an establishment or place of business in the PRC or which have such establishment or place of business but the dividends are not effectively connected with such establishment or place of business, to the extent such dividends are derived from sources within the PRC. Any gain realized on the transfer of ADSs or Class A ordinary shares by such investors is also subject to PRC tax at a current rate of 10%, if such gain is regarded as income derived from sources within the PRC. If we are deemed a PRC resident enterprise, dividends paid on our Class A ordinary shares or ADSs, and any gain realized from the transfer of our Class A ordinary shares or ADSs, would be treated as income derived from sources within the PRC and would be subject to PRC taxation. Furthermore, if we are deemed a PRC resident enterprise, dividends paid to individual investors who are non-PRC residents and any gain realized on the transfer of ADSs or Class A ordinary shares by such investors may be subject to PRC tax (which in the case of dividends may be withheld at source) at a rate of 20%. Any PRC tax liability may be reduced by an applicable tax treaty. However, if we or any of our subsidiaries established outside China are considered a PRC resident enterprise, it is unclear whether holders of our ADSs or Class A ordinary shares would be able to claim the benefit of income tax treaties or agreements entered into between China and other countries or areas. If dividends paid to our non-PRC investors, or gains from the transfer of our ADSs or Class A ordinary shares by such investors, are deemed as income derived from sources within the PRC and thus are subject to PRC tax, the value of your investment in our ADSs or Class A ordinary shares may decline significantly.



We and our shareholders face uncertainties with respect to indirect transfers of equity interests in PRC resident enterprises or other assets attributed to a Chinese establishment of a non-Chinese company, or immovable properties located in China owned by non-Chinese companies.

On February 3, 2015, the State Administration of Taxation issued the Bulletin on Issues of Enterprise Income Tax on Indirect Transfers of Assets by Non-PRC Resident Enterprises, or Bulletin 7. Pursuant to this Bulletin 7, an “indirect transfer” of assets, including non-publicly traded equity interests in a PRC resident enterprise, by non-PRC resident enterprises may be re-characterized and treated as a direct transfer of PRC taxable assets, if such arrangement does not have a reasonable commercial purpose and was established for the purpose of avoiding payment of PRC enterprise income tax. As a result, gains derived from such indirect transfer may be subject to PRC enterprise income tax. According to Bulletin 7, “PRC taxable assets” include assets attributed to an establishment in China, immovable properties located in China, and equity investments in PRC resident enterprises, in respect of which gains from their transfer by a direct holder, being a non-PRC resident enterprise, would be subject to PRC enterprise income taxes. When determining whether there is a “reasonable commercial purpose” of the transaction arrangement, features to be taken into consideration include: whether the main value of the equity interest of the relevant offshore enterprise derives from PRC taxable assets; whether the assets of the relevant offshore enterprise mainly consists of direct or indirect investment in China or if its income mainly derives from China; whether the offshore enterprise and its subsidiaries directly or indirectly holding PRC taxable assets have real commercial nature which is evidenced by their actual function and risk exposure; the duration of existence of the business model and organizational structure; the replicability of the transaction by direct transfer of PRC taxable assets; and the tax situation of such indirect transfer and applicable tax treaties or similar arrangements. In respect of an indirect offshore transfer of assets of a PRC establishment, the resulting gain is to be included with the enterprise income tax filing of the PRC establishment or place of business being transferred and would consequently be subject to PRC enterprise income tax at a rate of 25%. Where the underlying transfer relates to the immovable properties located in China or to equity investments in a PRC resident enterprise, which is not related to a PRC establishment or place of business of a non-resident enterprise, a PRC enterprise income tax of 10% would apply, subject to available preferential tax treatment under applicable tax treaties or similar arrangements, and the party who is obligated to make the transfer payments has the withholding obligation. Bulletin 7 does not apply to transactions of sale of shares by investors through a public stock exchange where such shares were acquired from a transaction through a public stock exchange. On October 17, 2017, the State Administration of Taxation promulgated the Announcement of the State Administration of Taxation on Issues Concerning the Withholding of Non-resident Enterprise Income Tax at Source, or SAT Circular 37, which became effective on December 1, 2017. SAT Circular 37, among other things, simplified procedures of withholding and payment of income tax levied on non-resident enterprises.



We face uncertainties as to the reporting and other implications of certain past and future transactions where PRC taxable assets are involved, such as offshore restructuring, sale of the shares in our offshore subsidiaries or investments. Our company may be subject to filing obligations or taxed if our company is transferor in such transactions and may be subject to withholding obligations if our company is transferee in such transactions under Bulletin 7 and SAT Circular 37. For transfer of shares in our company by investors that are non-PRC resident enterprises, our PRC subsidiary may be requested to assist in the filing under Bulletin 7 and SAT Circular 37. As a result, we may be required to expend valuable resources to comply with Bulletin 7 and SAT Circular 37 or to request the relevant transferors from whom we purchase taxable assets to comply with these circulars, or to establish that our company should not be taxed under these circulars, which may have a material adverse effect on our financial condition and results of operations.

We are subject to restrictions on currency exchange.

All of the Group's revenue is denominated in Renminbi. The Renminbi is currently convertible under the "current account," which includes dividends, trade and service-related foreign exchange transactions, but not under the "capital account," which includes foreign direct investment and loans, including loans we may secure from our onshore subsidiary or consolidated VIEs. Currently, our PRC subsidiary may purchase foreign currency for settlement of "current account transactions," including payment of dividends to us, by complying with certain procedural requirements. However, the relevant PRC governmental authorities may limit or eliminate our ability to purchase foreign currencies in the future for current account transactions. Foreign exchange transactions under the capital account remain subject to limitations and require approvals from, or registration with, SAFE and other relevant PRC governmental authorities. Since a significant amount of the Group's future revenue and cash flow will be denominated in Renminbi, any existing and future restrictions on currency exchange may limit our ability to utilize cash generated in Renminbi to fund our business activities outside of the PRC or pay dividends in foreign currencies to our shareholders, including holders of our ADSs, and may limit our ability to obtain foreign currency through debt or equity financing for our onshore subsidiary and consolidated VIEs.

PRC regulation of loans to, and direct investment in, PRC entities by offshore holding companies and governmental control of currency conversion may restrict or prevent us from using the proceeds of the initial public offering to make loans to our PRC subsidiary and our consolidated VIEs, or to make additional capital contributions to our PRC subsidiary.

In utilizing the proceeds of our initial public offering, we, as an offshore holding company, are permitted under PRC laws and regulations to provide funding to our PRC subsidiary, which is treated as a foreign-invested enterprise under PRC laws, through loans or capital contributions. However, loans by us to our PRC subsidiary to finance its activities cannot exceed statutory limits and must be registered with the local counterpart of SAFE and capital contributions to our PRC subsidiary are subject to the requirement of making necessary filings in the Foreign Investment Comprehensive Management Information System, and registration with other governmental authorities in China.



SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming the Administration of Foreign Exchange Settlement of Capital of Foreign-invested Enterprises, or Circular 19, effective on June 1, 2015, in replacement of the Circular on the Relevant Operating Issues Concerning the Improvement of the Administration of the Payment and Settlement of Foreign Currency Capital of Foreign-invested Enterprises, or SAFE Circular 142, the Notice from the State Administration of Foreign Exchange on Relevant Issues Concerning Strengthening the Administration of Foreign Exchange Businesses, or Circular 59, and the Circular on Further Clarification and Regulation of the Issues Concerning the Administration of Certain Capital Account Foreign Exchange Businesses, or Circular 45. According to Circular 19, the flow and use of the RMB capital converted from foreign currency-denominated registered capital of a foreign-invested company is regulated such that RMB capital may not be used for the issuance of RMB entrusted loans, the repayment of inter-enterprise loans or the repayment of banks loans that have been transferred to a third party. Although Circular 19 allows RMB capital converted from foreign currency-denominated registered capital of a foreign-invested enterprise to be used for equity investments within the PRC, it also reiterates the principle that RMB converted from the foreign currency-denominated capital of a foreign-invested company may not be directly or indirectly used for purposes beyond its business scope. Thus, it is unclear whether SAFE will permit such capital to be used for equity investments in the PRC in actual practice. SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming and Standardizing the Foreign Exchange Settlement Management Policy of Capital Account, or Circular 16, effective on June 9, 2016, which reiterates some of the rules set forth in Circular 19, but changes the prohibition against using RMB capital converted from foreign currency-denominated registered capital of a foreign-invested company to issue RMB entrusted loans to a prohibition against using such capital to issue loans to non-associated enterprises. Violations of SAFE Circular 19 and Circular 16 could result in administrative penalties. Circular 19 and Circular 16 may significantly limit our ability to transfer any foreign currency we hold, including the net proceeds from our initial public offering, to our PRC subsidiary, which may adversely affect the Group's liquidity and our ability to fund and expand the Group's business in the PRC.

Due to the restrictions imposed on loans in foreign currencies extended to any PRC domestic companies, we are not likely to make such loans to our consolidated VIEs and their subsidiaries, each a PRC domestic company. Meanwhile, we are not likely to finance the activities of our consolidated VIEs and their subsidiaries by means of capital contributions given the restrictions on foreign investment in the businesses that are currently conducted by our consolidated VIEs and their subsidiaries.

In light of the various requirements imposed by PRC regulations on loans to, and direct investment in, PRC entities by offshore holding companies, we cannot assure you that we will be able to complete the necessary government registrations or obtain the necessary government approvals on a timely basis, if at all, with respect to future loans to our PRC subsidiary or consolidated VIEs or future capital contributions by us to our PRC subsidiary. As a result, uncertainties exist as to our ability to provide prompt financial support to our PRC subsidiary or consolidated VIEs and their subsidiaries when needed. If we fail to complete such registrations or obtain such approvals, our ability to use foreign currency, including the proceeds we received from our initial public offering, and to capitalize or otherwise fund operations in China may be negatively affected, which could materially and adversely affect the Group's liquidity and our ability to fund and expand the Group's business.



Fluctuations in exchange rates could result in foreign currency exchange losses and could materially reduce the value of your investment.

The value of the Renminbi against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in political and economic conditions and the foreign exchange policy adopted by the PRC government. Since June 2010, the Renminbi has fluctuated against the U.S. dollar, at times significantly and unpredictably. On November 30, 2015, the Executive Board of the International Monetary Fund (IMF) completed the regular five-year review of the basket of currencies that make up the Special Drawing Right, or the SDR, and decided that with effect from October 1, 2016, Renminbi is determined to be a freely usable currency and will be included in the SDR basket as a fifth currency, along with the U.S. dollar, the Euro, the Japanese yen and the British pound. In the fourth quarter of 2016, the Renminbi has depreciated significantly in the backdrop of a surging U.S. dollar and persistent capital outflows of China. This depreciation halted in 2017, and the Renminbi appreciated approximately 7% against the U.S. dollar during this one-year period. Starting from the beginning of 2019, the Renminbi has depreciated significantly against the U.S. dollar again. In early August 2019, the PBOC set the Renminbi's daily reference rate at RMB7.0039 to US\$1.00, the first time that the exchange rate of Renminbi to U.S. dollar exceeded 7.0 since 2008. With the development of the foreign exchange market and progress towards interest rate liberalization and Renminbi internationalization, the PRC government may in the future announce further changes to the exchange rate system, and we cannot assure you that the Renminbi will not appreciate or depreciate significantly in value against the U.S. dollar in the future. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollar in the future.

All of the Group's revenue and substantially all of its costs are denominated in Renminbi. We are a holding company and we rely on dividends paid by our operating subsidiary in China for our cash needs. Any significant revaluation of Renminbi may materially and adversely affect the Group's results of operations and financial position reported in Renminbi when translated into U.S. dollars, and the value of, and any dividends payable on, the ADSs in U.S. dollars. To the extent that we need to convert U.S. dollars we receive from our initial public offering into Renminbi for the Group's operations, appreciation of the Renminbi against the U.S. dollar would have an adverse effect on the Renminbi amount we would receive. Conversely, if we decide to convert our Renminbi into U.S. dollars for the purpose of making payments for dividends on our Class A ordinary shares or ADSs or for other business purposes, appreciation of the U.S. dollar against the Renminbi would have a negative effect on the U.S. dollar amount.



We could be adversely affected by political tensions between the United States and China.

Political tensions between the United States and China have escalated in recent years due to, among other things, the trade war between the two countries since 2018, the COVID-19 outbreak, the PRC National People’s Congress’ passage of Hong Kong national security legislation, the imposition of U.S. sanctions on certain Chinese officials from China’s central government and the Hong Kong Special Administrative Region by the U.S. government, and the imposition of sanctions on certain individuals from the U.S. by the Chinese government, various executive orders issued by former U.S. President Donald J. Trump, such as the one issued in August 2020 that prohibits certain transactions with ByteDance Ltd., Tencent Holdings Ltd. and the respective subsidiaries of such companies, the executive order issued in November 2020 that prohibits U.S. persons from transacting publicly traded securities of certain “Communist Chinese military companies” named in such executive order, as well as the executive order issued in January 2021 that prohibits such transactions as are identified by the U.S. Secretary of Commerce with certain “Chinese connected software applications,” including Alipay and WeChat Pay, as well as the Rules on Counteracting Unjustified Extra-territorial Application of Foreign Legislation and Other Measures promulgated by China’s Ministry of Commerce, or MOFCOM, on January 9, 2021, which will apply to Chinese individuals or entities that are purportedly barred by a foreign country’s law from dealing with nationals or entities of a third country. Rising political tensions between China and the U.S. could reduce levels of trades, investments, technological exchanges and other economic activities between the two major economies, which would have a material adverse effect on global economic conditions and the stability of global financial markets. The measures taken by the U.S. and Chinese governments may have the effect of restricting our ability to transact or otherwise do business with entities within or outside of China and may cause investors to lose confidence in Chinese companies and counterparties, including the Group. If we were unable to conduct the Group’s business as it is currently conducted as a result of such regulatory changes, the Group’s business, results of operations and financial condition would be materially and adversely affected.

Furthermore, there have been media reports on deliberations within the U.S. government regarding potentially limiting or restricting China-based companies from accessing U.S. capital markets, and delisting China-based companies from U.S. national securities exchanges. In January 2021, after reversing its own delisting decision, the NYSE ultimately resolved to delist China Mobile, China Unicom and China Telecom in compliance with the executive order issued in November 2020, after receiving additional guidance from the U.S. Department of Treasury and its Office of Foreign Assets Control. These delistings have introduced greater confusion and uncertainty about the status and prospects of Chinese companies listed on the U.S. stock exchanges. If any further such deliberations were to materialize, the resulting legislation may have a material and adverse impact on the stock performance of China-based issuers listed in the United States such as the Group, and we cannot assure you that we will always be able to maintain the listing of our ADSs on a national stock exchange in the U.S., such as the NYSE or the NASDAQ, or that you will always be allowed to trade our shares or ADSs.



The audit report included in this annual report is prepared by an auditor which the PCAOB was unable to inspect and investigate completely before 2022 and, as such, our investors have been deprived of the benefits of such inspections in the past, and may be deprived of the benefits of such inspections in the future.

Our auditor, the independent registered public accounting firm that issues the audit report included elsewhere in this annual report, as an auditor of companies that are traded publicly in the U.S. and a firm registered with the PCAOB, is required by the laws of the U.S. to undergo regular inspections by the PCAOB to assess its compliance with the laws of the U.S. and professional standards. 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 territory of the PRC. Accordingly, without the consent of the competent PRC securities regulators and relevant authorities, no organization or individual may provide the documents and materials relating to securities business activities to overseas parties. In 2021, PCAOB made determinations that the positions taken by PRC authorities prevented the PCAOB from inspecting and investigating firms headquartered in mainland China and Hong Kong completely. On August 26, 2022, the PCAOB signed a Statement of Protocol with the China Securities Regulatory Commission and the Ministry of Finance of the PRC, taking the first step toward opening access for the PCAOB to inspect and investigate completely registered public accounting firms headquartered in mainland China and Hong Kong, including our auditor. According to its announcement, the PCAOB sent staff to conduct on-site inspections and investigations in Hong Kong from September to November 2022 and conducted inspection field work and investigative testimony in a manner consistent with the PCAOB’s methodology and approach to inspections and investigations in the U.S. and globally. The PCAOB inspections have preliminarily identified numerous deficiencies in the audit firms in China, which are consistent with the types and number of findings the PCAOB has encountered in other first-time inspections around the world, and the final inspection reports is expected to be completed and made public in 2023. If audit firms in China had been subject to such inspections in the past, such deficiencies may have been identified earlier and these audit firms, including our auditor, may have taken remedial measures to address any such deficiencies, and the historical inability of the PCAOB to inspect audit firms in China has deprived our investors of the benefits of such inspections. Because our auditor was not subject to such inspections before 2022, we cannot assure you that it will have sufficient time to fully address any deficiency that may be identified as part of the inspection process to improve future audit quality. The inability of the PCAOB to conduct complete inspections of auditors in China before 2022 may have made it more difficult to evaluate the effectiveness of our auditor’s audit procedures or quality control procedures as compared to auditors outside of China that are subject to PCAOB inspections, which could cause investors or potential investors in our ADSs to lose confidence in the quality of our consolidated financial statements.

In addition, while the PCAOB announced in December 2022 that it secured complete access to inspect and investigate registered public accounting firms headquartered in China, we cannot assure you that the PCAOB will continue to have such access in the future. If the PCAOB is not able to inspect and investigate completely auditors in China for any reason, such as any change in the position of the governmental authorities in China in the future, our investors may be deprived of the benefits of such inspections again.

If the PCAOB determines that it is unable to inspect or investigate completely our auditor at any point in the future, our ADSs may be prohibited from trading in the United States under the HFCA Act, and any such trading prohibition on our ADSs or threat thereof may materially and adversely affect the price of our ADSs and value of your investment.

The HFCA Act was signed into law on December 18, 2020 and amended pursuant to the Consolidated Appropriations Act, 2023 on December 29, 2022. Under the HFCA Act and the rules issued by the SEC and the PCAOB thereunder, if we have retained a registered public accounting firm to issue an audit report where the registered public accounting firm has a branch or office that is located in a foreign jurisdiction and the PCAOB has determined that it is unable to inspect or investigate completely because of a position taken by an authority in the foreign jurisdiction, the SEC will identify us as a “covered issuer”, or SEC-identified issuer, shortly after we file with the SEC a report required under the Securities Exchange Act of 1934, or the Exchange Act (such as our annual report on Form 20-F), that includes an audit report issued by such accounting firm; and if we were to be identified as an SEC-identified issuer for two consecutive years, the SEC would prohibit our securities (including our shares or ADSs) from being traded on a national securities exchange or in the over-the-counter trading market in the United States.



In December 2021, the PCAOB made its determinations, or the 2021 determinations, pursuant to the HFCA Act that it was unable to inspect or investigate completely registered public accounting firms headquartered in mainland China or Hong Kong, including our auditor, Ernst & Young Hua Ming LLP. After we filed our annual report on Form 20-F for the fiscal year ended December 31, 2021 that included an audit report issued by Ernst & Young Hua Ming LLP on April 26, 2022, the SEC conclusively identified us as an SEC-identified issuer on May 26, 2022. As such, we are required to satisfy additional disclosure requirement for SEC-identified issuers that are also foreign issuers in this annual report. See “Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.”

Following the Statement of Protocol signed between the PCAOB and the China Securities Regulatory Commission and the Ministry of Finance of the PRC in August 2022 and the on-site inspections and investigations conducted by the PCAOB staff in Hong Kong from September to November 2022, the PCAOB Board voted in December 2022 to vacate the previous 2021 determinations, and as a result, our auditor, Ernst & Young Hua Ming LLP, is no longer a registered public accounting firm that the PCAOB is unable to inspect or investigate completely as of the date of this annual report or at the time of issuance of the audit report included herein. As such, we do not expect to be identified as an SEC-identified issuer again in 2023. However, the PCAOB may change its determinations under the HFCA Act at any point in the future. In particular, if the PCAOB finds its ability to completely inspect and investigate registered public accounting firms headquartered in mainland China or Hong Kong is obstructed by the PRC authorities in any way in the future, the PCAOB may act immediately to consider the need to issue new determinations consistent with the HFCA Act. We cannot assure you that the PCAOB will always have complete access to inspect and investigate our auditor, or that we will not be identified as an SEC-identified issuer again in the future.

If we are identified as an SEC-identified issuer again in the future, we cannot assure you that we will be able to change our auditor or take other remedial measures in a timely manner, and if we were to be identified as an SEC-identified issuer for two consecutive years, we would be delisted from the NYSE and our securities (including our shares and ADSs) will not be permitted for trading “over-the-counter” either. If our securities are prohibited from trading in the United States, there is no certainty that we will be able to list on a non-U.S. exchange or that a market for our shares will develop outside of the United States. Such a prohibition or any threat thereof would substantially impair your ability to sell or purchase our ADSs when you wish to do so, and the risk and uncertainty associated with delisting would have a negative impact on the price of our ADSs. Also, such a prohibition or any threat thereof would significantly affect our ability to raise capital on terms acceptable to us, or at all, which would have a material adverse impact on our business, financial condition, and prospects. Moreover, the implementation of the HFCA Act and other efforts to increase the U.S. regulatory access to audit information could cause investor uncertainty as to China-based issuers’ ability to maintain their listings on the U.S. national securities exchanges and the market price of the securities of China-based issuers, including us, could be adversely affected.



If additional remedial measures are imposed on the “big four” PRC-based accounting firms, including our independent registered public accounting firm, in administrative proceedings brought by the SEC alleging such firms’ failure to meet specific criteria set by the SEC with respect to requests for the production of documents, we could be unable to timely file future financial statements in compliance with the requirements of the Exchange Act.

Starting in 2011, the Chinese affiliates of the “big four” accounting firms, including our independent registered public accounting firm, were affected by a conflict between U.S. and Chinese law. Specifically, for certain U.S. listed companies operating and audited in mainland China, the SEC and the PCAOB sought to obtain from the Chinese accounting firms access to their audit work papers and related documents. The firms were, however, advised and directed that under Chinese law they could not respond directly to the U.S. regulators on those requests, and that requests by foreign regulators for access to such papers in China had to be channeled through the CSRC.

In late 2012, this impasse led the SEC to commence administrative proceedings under Rule 102(e) of its Rules of Practice and also under the Sarbanes-Oxley Act of 2002 against the Chinese accounting firms, including our independent registered public accounting firm. In January 2014, the administrative law judge reached an initial decision to impose penalties on the firms including a temporary suspension of their right to practice before the SEC. The accounting firms filed a petition for review of the initial decision. On February 6, 2015, before a review by the commissioners of the SEC had taken place, the firms reached a settlement with the SEC. Under the settlement, the SEC accepts that future requests by the SEC for the production of documents will normally be made to the CSRC. The firms will receive matching Section 106 requests and are required to abide by a detailed set of procedures with respect to such requests, which in substance require them to facilitate production via the CSRC. If they fail to meet specified criteria, the SEC retains authority to impose a variety of additional remedial measures on the firms depending on the nature of the failure. Remedies for any future non-compliance could include, as appropriate, an automatic six-month bar on a single firm’s performance of certain audit work, commencement of a new proceeding against a firm, or in extreme cases the resumption of the current proceeding against all four firms. The audit committee is aware of the policy restriction and regularly communicates with our independent auditor to ensure compliance. If additional remedial measures are imposed on the Chinese affiliates of the “big four” accounting firms, including our independent registered public accounting firm, in administrative proceedings brought by the SEC alleging the firms’ failure to meet specific criteria set by the SEC with respect to requests for the production of documents, we could be unable to timely file future financial statements in compliance with the requirements of the Exchange Act.

In the event that the SEC restarts the administrative proceedings, depending upon the final outcome, listed companies in the U.S. with major PRC operations may find it difficult or impossible to retain auditors in respect of their operations in the PRC, which could result in financial statements being determined to not be in compliance with the requirements of the Exchange Act, including possible delisting. Moreover, any negative news about any such future proceedings against these audit firms may cause investor uncertainty regarding China-based, U.S.-listed companies and the market price of our ADSs may be adversely affected.



If our independent registered public accounting firm were denied, even temporarily, the ability to practice before the SEC and we were unable to timely find another registered public accounting firm to audit and issue an opinion on the Group's consolidated financial statements, such consolidated financial statements could be determined not to be in compliance with the requirements of the Exchange Act. Such a determination could ultimately lead to delisting of our ADSs from the NYSE or deregistration from the SEC, or both, which would substantially reduce or effectively terminate the trading of our ADSs in the U.S.

You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in China, based on United States or other foreign laws, against us, our directors, executive officers or the expert named in this annual report and therefore you may not be able to enjoy the protection of such laws in an effective manner.

We conduct substantially all of the Group's operations in China and substantially all of its assets are located in China. In addition, a majority of our directors and executive officers reside within China. As a result, it may not be possible to effect service of process within the United States or elsewhere outside China upon us, our directors and executive officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. Even if you obtain a judgment against us, our directors, executive officers or the expert named in this annual report in a U.S. court or other court outside China, you may not be able to enforce such judgment against us or them in China. China does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts in the United States, the United Kingdom, Japan or most other western countries. Therefore, recognition and enforcement in China of judgments of a court in any of these jurisdictions may be difficult or impossible. In addition, you may not be able to bring original actions in China based on the U.S. or other foreign laws against us, our directors, executive officers or the expert named in this annual report either. As a result, shareholder claims that are common in the U.S., including class action securities law and fraud claims, are difficult or impossible to pursue as a matter of law and practicality in China. For example, in China, there are certain 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 have 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 territory of the PRC. In addition, on February 24, 2023, the CSRC and several other Chinese authorities promulgated the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies, which provide that where an overseas securities regulator or a competent overseas authority requests to inspect, investigate or collect evidence from a PRC domestic company concerning overseas offering and listing, or to inspect, investigate, or collect evidence from the PRC domestic securities companies and securities service providers that undertake relevant businesses for such PRC domestic companies, such inspection, investigation and evidence collection shall be conducted under a cross-border regulatory cooperation mechanism, and the CSRC or other competent Chinese authorities will provide necessary assistance pursuant to bilateral and multilateral cooperation mechanisms. The PRC domestic company, securities companies and securities service providers shall first obtain approval from the CSRC or other competent Chinese authorities before cooperating with the inspection and investigation by the overseas securities regulator or competent overseas authority, or providing documents and materials requested in such inspection and investigation. Accordingly, without the consent of the competent PRC securities regulators and relevant authorities, no organization or individual may provide the documents and materials relating to securities business activities to overseas parties. As such, the inability for an overseas securities regulator to directly conduct investigation or evidence collection activities within China may further increase difficulties faced by investors in protecting your interests. If an investor is unable to bring a U.S. claim or collect on a U.S. judgment, the investor may have to rely on legal claims and remedies available in China or other overseas jurisdictions where a China-based issuer, such as our company, may maintain assets. The claims and remedies available in these jurisdictions are often significantly different from those available in the United States and difficult to pursue. Therefore, you may not be able to effectively enjoy the protection offered by the U.S. laws and regulations that intend to protect public investors.



Risks Relating to Our ADSs

We received a notice of non-compliance with continued listing standards from the NYSE for our ADSs. If we are unable to avoid the delisting of our ADSs from the NYSE, it could have a substantial effect on the trading price and liquidity of our ADSs.

On October 24, 2019, we received a notification letter, or the Notification Letter, from the NYSE indicating that we were not in compliance with Section 802.01A of the NYSE Listed Company Manual relating to the continued listing standards for stockholders, including (i) number of total stockholders of at least 400 or (ii) number of total stockholders of at least 1,200, if the average monthly volume is less than 100,000 (for the most recent 12 months). The Notification Letter also required us to provide a business plan that demonstrates how we expect to return to compliance with the relevant standards within a maximum period of 18 months from receipt of the Notification Letter. The Notification Letter did not affect our business operations and did not conflict with or cause an event of default under any of our material debt or other agreements.

The NYSE has accepted our business plan and deemed us to have regained compliance with the NYSE’s continued listing standards. However, there can be no assurance that we will be able to maintain compliance with the relevant requirements in the future. Failure to comply with the NYSE requirements could result in a decline in the price of our ADSs or a decline in investor confidence, which could directly impact our ability to efficiently raise capital. In addition, failure to adhere to NYSE requirements could result in trading suspension or delisting.



The trading price of our ADSs may be volatile, which could result in substantial losses to you.

The trading prices of our ADSs have fluctuated since we first listed our ADSs. Since our ADSs became listed on the NYSE on July 26, 2018, the trading prices of our ADSs ranged from US\$1.01 to US\$19.60 per ADS, and the last reported trading price on April 21, 2023 was US\$1.17 per ADS. The prices for our ADSs may continue to fluctuate because of broad market and industry factors, like the performance and fluctuation in the market prices or the underperformance or deteriorating financial results of other listed companies based in China. The securities of some of these companies have experienced significant volatility since their initial public offerings, including, in some cases, substantial price declines in the trading prices of their securities. The trading performances of other Chinese companies' securities after their offerings, including technology companies and transaction service platforms, may affect the attitudes of investors toward Chinese companies listed in the U.S., which consequently may impact the trading performance of our ADSs, regardless of the Group's actual operating performance. In addition, any negative news or perceptions about inadequate corporate governance practices or fraudulent accounting, corporate structure or matters of other Chinese companies may also negatively affect the attitudes of investors towards Chinese companies in general, including the Group, regardless of whether the Group has conducted any inappropriate activities. Furthermore, securities markets may from time to time experience significant price and volume fluctuations that are not related to the Group's operating performance, such as the large decline in share prices in the U.S., China and other jurisdictions in late 2008, early 2009, the second half of 2011, 2015 and 2021, which may have a material and adverse effect on the trading price of our ADSs.

In addition to the above factors, the price and trading volume of our ADSs may be highly volatile due to multiple factors, including the following:

- regulatory developments affecting us or our industry;
- announcements of studies and reports relating to the quality of credit offerings on Cango platform or those of our competitors;
- changes in the economic performance or market valuations of other transaction service platforms;
- actual or anticipated fluctuations in the Group's quarterly results of operations and changes or revisions of its expected results;
- changes in financial estimates by securities research analysts;
- conditions in the markets for car buyers and for financing facilitation services;
- announcements by the Group or our competitors of new product and service offerings, acquisitions, strategic relationships, joint ventures, capital raisings or capital commitments;
- additions to or departures of our senior management;



- fluctuations of exchange rates between the Renminbi and the U.S. dollar;
- release or expiry of lock-up or other transfer restrictions on our outstanding shares or ADSs; and
- sales or perceived potential sales of additional Class A ordinary shares or ADSs.

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, the market price for our ADSs and trading volume could decline.

The trading market for our ADSs will depend in part on the research and reports that securities or industry analysts publish about us or the Group's business. If research analysts do not establish and maintain adequate research coverage or if one or more of the analysts who covers us downgrades our ADSs or publishes inaccurate or unfavorable research about the Group's business, the market price for our ADSs would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which, in turn, could cause the market price or trading volume for our ADSs to decline.

We may not pay additional cash dividends, so you may not receive any return on your investment unless you sell your Class A ordinary shares or ADSs for a price greater than that which you paid for them.

We have made several dividend payments to our shareholders. For example, on June 15, 2022, we paid a special cash dividend of US\$0.5 per ordinary share (or US\$1 per American depositary share) on our outstanding ordinary shares, in an aggregated amount of approximately US\$136.6 million. Later on November 23, 2022, we paid another special cash dividend of US\$0.5 per ordinary share (or US\$1 per American depositary share) on our outstanding ordinary shares, in an aggregated amount of approximately US\$134.8 million. See "Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividend Policy." Nonetheless, we currently intend to retain most, if not all, of our available funds and any future earnings to fund the development and growth of the Group's business. As a result, we may not pay any additional cash dividends. 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. Even if our board of directors decides to declare and pay additional dividends, the timing, amount and form of future dividends, if any, will depend on, among other things, the Group's future results of operations and cash flow, the Group's capital requirements and surplus, the amount of distributions, if any, received by the Group from our subsidiaries, the Group's 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 in the future 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 in our ADSs.



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 significantly. As of December 31, 2022, we had 196,605,493 Class A ordinary shares and 72,978,677 Class B ordinary shares outstanding. All ADSs representing our Class A ordinary shares are freely transferable by persons other than our “affiliates” without restriction or additional registration under the U.S. Securities Act of 1933, as amended, or the Securities Act. All of the other ordinary shares outstanding are available for sale, subject to volume and other restrictions as applicable under Rule 144 and Rule 701 under the Securities Act.

Certain major holders of our ordinary shares have the right to 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 significantly.

You, as holders of ADSs, may have fewer rights than holders of our Class A ordinary shares and must act through the depositary to exercise those rights.

Holders of ADSs do not have the same rights of our shareholders and may only exercise the voting rights with respect to the underlying Class A ordinary shares in accordance with the provisions of the deposit agreement. Under our third amended and restated articles of association, the minimum notice period required to convene a general meeting is ten clear days. When a general meeting is convened, you may not receive sufficient notice of a shareholders’ meeting to permit you to withdraw your Class A ordinary shares to allow you to cast your vote with respect to any specific matter. In addition, the depositary and its agents may not be able to send voting instructions to you or carry out your voting instructions in a timely manner. We will make all reasonable efforts to cause the depositary to extend voting rights to you in a timely manner, but there can be no assurance that you will receive the voting materials in time to ensure that you can instruct the depositary to vote your ADSs. Furthermore, the depositary and its agents will not be responsible for any failure to carry out any instructions to vote, for the manner in which any vote is cast or for the effect of any such vote. As a result, you may not be able to exercise your right to vote and you may lack recourse if your ADSs are not voted as you requested. In addition, in your capacity as an ADS holder, you will not be able to call a shareholders’ meeting.

Your rights to pursue claims against the depositary as a holder of ADSs are limited by the terms of the deposit agreement and the deposit agreement may be amended or terminated without your consent.

Under the deposit agreement, any action or proceeding against or involving the depositary, arising out of or based upon the deposit agreement or the transactions contemplated thereby or by virtue of owning the ADSs may only be instituted in a state or federal court in New York, New York, and you, as a holder of our ADSs, will have irrevocably waived any objection which you may have to the laying of venue of any such proceeding, and irrevocably submitted to the exclusive jurisdiction of such courts in any such action or proceeding. Also, we may amend or terminate the deposit agreement without your consent. If you continue to hold your ADSs after an amendment to the deposit agreement, you agree to be bound by the deposit agreement as amended. See “Item 12. Description of Securities other than Equity Securities—D. American Depositary Shares” for more information.



Your right to participate in any future rights offerings may be limited, which may cause dilution to your holdings.

We may, from time to time, distribute rights to our shareholders, including rights to acquire our securities. However, we cannot make rights available to you in the U.S. unless we register both the distribution and sale of the rights and the securities to which the rights relate under the Securities Act or an exemption from the registration requirements is available. Under the deposit agreement, the depository will not make rights available to you unless both the distribution and sale of the rights and the underlying securities to be distributed to ADS holders are either registered under the Securities Act or exempt from registration under the Securities Act. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause such a registration statement to be declared effective and we may not be able to establish a necessary exemption from registration under the Securities Act. Accordingly, you may be unable to participate in our rights offerings in the future and may experience dilution in your holdings.

You may not receive cash dividends or other distributions if the depository determines it is illegal or impractical to make them available to you.

The depository will pay cash dividends on the ADSs only to the extent that we decide to distribute dividends on our Class A ordinary shares or other deposited securities, and we may not pay any cash dividends. See “Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividend Policy.” To the extent that there is a distribution, the depository of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on our Class A ordinary shares or other deposited securities 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 may, at its discretion, decide that it is illegal or impractical to make a distribution available to any holders of ADSs. For example, the depository may determine that it is not practicable to distribute certain property through the mail, or that the value of certain distributions may be less than the cost of mailing them. In these cases, the depository may decide not to distribute such property to you.

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 transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depository may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depository are closed, or at any time if we or the depository deems it 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.



Our third amended and restated memorandum and articles of association contain anti-takeover provisions that could discourage a third party from acquiring us, which could limit our shareholders' opportunity to sell their shares, including ordinary shares represented by our ADSs, at a premium.

We have adopted the third amended and restated articles of association, which became effective immediately prior to the completion of our initial public offering, that contain provisions to 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 Class A ordinary shares, in the form of ADS 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 Class A ordinary shares and ADSs may be materially and adversely affected. In addition, our third amended and restated memorandum and articles of association contain other provisions that could limit the ability of third parties to acquire control of our company or cause us to engage in a transaction resulting in a change of control, including a provision that entitles each Class B ordinary share to 20 votes in respect of all matters subject to a shareholders' vote.

ADSs holders may not be entitled to a jury trial with respect to claims arising under the deposit agreement, which could result in less favorable outcomes to the plaintiff(s) in any such action.

The deposit agreement governing the ADSs representing our Class A ordinary shares provides that holders and beneficial owners of ADSs irrevocably waive the right to a trial by jury in any legal proceeding arising out of or relating to the deposit agreement or the ADSs, including claims under federal securities laws, against us or the depository to the fullest extent permitted by applicable law. If this jury trial waiver provision is prohibited by applicable law, an action could nevertheless proceed under the terms of the deposit agreement with a jury trial. To our knowledge, the enforceability of a jury trial waiver under the federal securities laws has not been finally adjudicated by a federal court. However, we believe that a jury trial waiver provision is generally enforceable under the laws of the State of New York, which govern the deposit agreement, by a federal or state court in the City of New York, which has non-exclusive jurisdiction over matters arising under the deposit agreement. In determining whether to enforce a jury trial waiver provision, New York courts will consider whether the visibility of the jury trial waiver provision within the agreement is sufficiently prominent such that a party has knowingly waived any right to trial by jury. We believe that this is the case with respect to the deposit agreement and the ADSs. In addition, New York courts will not enforce a jury trial waiver provision in order to bar a viable setoff or counterclaim sounding in fraud or one which is based upon a creditor's negligence in failing to liquidate collateral upon a guarantor's demand, or in the case of an intentional tort claim, none of which we believe are applicable in the case of the deposit agreement or the ADSs. No condition, stipulation or provision of the deposit agreement or ADSs serves as a waiver by any holder or beneficial owner of ADSs or by us or the depository of compliance with any provision of the federal securities laws. If you or any other holder or beneficial owner of ADSs brings a claim against us or the depository in connection with matters arising under the deposit agreement or the ADSs, including claims under federal securities laws, you or such other holder or beneficial owner may not be entitled to a jury trial with respect to such claims, which may have the effect of limiting and discouraging lawsuits against us and/or the depository. If a lawsuit is brought against us and/or the depository under the deposit agreement, it may be heard only by a judge or justice of the applicable trial court, which would be conducted according to different civil procedures and may result in different outcomes than a trial by jury would have had, including results that could be less favorable to the plaintiff(s) in any such action, depending on, among other things, the nature of the claims, the judge or justice hearing such claims and the venue of the hearing.



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

We are an exempted company incorporated under the laws of the Cayman Islands. Substantially all of our assets are located outside the United States. In addition, substantially all of our directors and executive officers and the experts named in this annual report reside outside the United States, and most of their assets are located outside the United States. As a result, it may be difficult or impossible for you to bring an action against us or against them in the United States in the event that you believe that your rights have been infringed under the United States federal securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands, China or other relevant jurisdiction may render you unable to enforce a judgment against our assets or the assets of our directors and officers.

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 incorporated under Cayman Islands law.

We are an exempted company limited by shares incorporated under the laws of the Cayman Islands. Our corporate affairs are governed by our third amended and restated memorandum and articles of association, the Companies Act (As Revised) 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 may be narrower in scope or less developed than they would be under statutes or judicial precedent in some jurisdictions in the U.S. In particular, the Cayman Islands have a less developed body of securities laws than the U.S. 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 (other than the memorandum and articles of association and any special resolutions passed by such companies, and the register of mortgages and charges of such companies) or to obtain copies of lists of shareholders of these companies. Our directors have discretion under the third amended and restated memorandum and 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. This may make it more difficult for you to obtain the information needed to establish any facts necessary for a shareholder resolution or to solicit proxies from other shareholders in connection with a proxy contest.

As a result of all of the above, our 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 U.S.

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 U.S. domestic public companies.

Because we qualify as a foreign private issuer under the Exchange Act, we are exempt from certain provisions of the securities rules and regulations in the U.S. that are applicable to U.S. domestic issuers, including: (i) the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q, quarterly certifications by the principal executive and financial officers, or current reports on Form 8-K; (ii) the sections of the Exchange Act regulating the solicitation of proxies, consents, or authorizations in respect of a security registered under the Exchange Act; (iii) 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 (iv) the selective disclosure rules by issuers of material nonpublic 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 intend to publish the Group's results on a quarterly basis as 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. For example, U.S. domestic issuers are required to file annual reports within 60 to 90 days from the end of each fiscal year. As a result, you may not be afforded the same protections or information that would be made available to you were you investing in a U.S. domestic issuer.



We are an emerging growth company 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 various 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 of Sarbanes-Oxley Act of 2002 for so long as we are an emerging growth company. As a result, if we elect not to comply with such auditor attestation requirements, our investors may not have access to certain information they may deem important.

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. We will take advantage of the extended transition period. As a result of this election, our financial statements may not be comparable to other public companies that comply with the public company effective dates for these new or revised accounting standards.

We have incurred and expect to continue to incur significant costs as a public company, which could lower our profits or make it more difficult to run our business.

As a public company, we have incurred and expect to continue to incur significant legal, accounting and other expenses that we did not incur as a private company to ensure that we comply with the various requirements on corporate governance practices imposed by the Sarbanes-Oxley Act of 2002, as well as rules subsequently implemented by the SEC and NYSE.

For example, we have adopted policies regarding internal controls and disclosure controls and procedures. We have also incurred additional costs associated with our public company reporting requirements. We expect that these rules and regulations will continue to cause us to incur elevated legal and financial compliance costs, devote substantial management effort to ensure compliance and make some corporate activities more time-consuming and costly. We are currently evaluating and monitoring developments with respect to these rules and regulations, and we cannot predict or estimate with any degree of certainty the amount of additional costs we may incur or the timing of such costs.

As a company with less than US\$1.235 billion in net revenues for our last financial year, we qualify as an “emerging growth company” pursuant to the JOBS Act. An emerging growth company may take advantage of specified reduced reporting and other requirements that are otherwise applicable generally to public companies. These provisions include exemption from the auditor attestation requirement under Section 404 of the Sarbanes-Oxley Act of 2002 in the assessment of the emerging growth company’s internal control over financial reporting and permission to delay adopting new or revised accounting standards until such time as those standards apply to private companies. Once we are no longer an “emerging growth company,” we expect to incur significant expenses and devote substantial management effort toward ensuring compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 and the other rules and regulations of the SEC.



In the past, shareholders of a public company often brought securities class action suits against companies following periods of instability in the market price of those companies' 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, which could harm our results of operations and require us to incur significant expenses to defend the suit. 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.

There is a significant risk that we may be classified as a passive foreign investment company, or PFIC, which could result in adverse U.S. tax consequences to U.S. investors.

In general, we will be a PFIC for any taxable year in which:

- at least 75% of our gross income is passive income, or
- at least 50% of the value (generally determined based on a quarterly average) of our assets is attributable to assets that produce or are held for the production of passive income.

There are uncertainties in the application of the PFIC rules to a company with our particular business operations. However, based on the past and projected composition and classification of our income and assets, we believe that there is a significant risk that we were a PFIC for United States federal income tax purposes for 2022, and that we may be classified as a PFIC in the current and future taxable years. The determination of whether we are a PFIC is made annually. Accordingly, it is possible that our PFIC status may change due to changes in our asset or income composition. In addition, the calculation of the value of our assets will be based, in part, on the quarterly market value of our ADSs, which is subject to change. Therefore, fluctuations in the market value of our ADSs can affect our PFIC status.

In addition, there is uncertainty as to the treatment of our corporate structure and ownership of our consolidated VIEs for United States federal income tax purposes. For United States federal income tax purposes, we consider ourselves to own the equity of our consolidated VIEs. If it is determined, contrary to our view, that we do not own the equity of our consolidated VIEs for United States federal income tax purposes (for instance, because the relevant PRC authorities do not respect these arrangements), we are more likely to be treated as a PFIC.

If we are a PFIC for any taxable year during which you hold our ADSs or Class A ordinary shares, our PFIC status could result in adverse United States federal income tax consequences to you if you are a United States Holder, as defined under "Item 10. Additional Information—E. Taxation—Certain United States Federal Income Tax Considerations." For example, if we are or become a PFIC, you may become subject to increased tax liabilities under United States federal income tax laws and regulations, and will become subject to burdensome reporting requirements. See "Item 10. Additional Information—E. Taxation—Certain United States Federal Income Tax Considerations—Passive Foreign Investment Company." There can be no assurance that we will not be a PFIC for the current or any future taxable year.



As a company incorporated in the Cayman Islands, we are permitted to adopt certain home country practices in relation to corporate governance matters that differ significantly from the NYSE corporate governance listing standards. These practices may afford less protection to shareholders than they would enjoy if we complied fully with the NYSE corporate governance listing standards.

We are a company incorporated in the Cayman Islands, and our ADSs are listed on the NYSE. The NYSE market 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.

For instance, we are not required to: (i) have a majority of the board be independent; (ii) have a compensation committee or a nominating and corporate governance committee consisting entirely of independent directors; (iii) obtain shareholders' approval for issuance of securities in certain situations; or (iv) have regularly scheduled executive sessions with only independent directors each year. Furthermore, we are not required by the NYSE to hold annual shareholders meetings.

We intend to rely on the four exemptions described above. As a result, you may not be provided with the benefits of certain corporate governance requirements of the NYSE.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

The Group began operations in August 2010 through Shanghai Cango, which was founded under the laws of the PRC by a group of pioneers who built the first automotive finance business in China, SAIC-GMAC Automotive Finance Co., Ltd. The Group initially focused on providing automotive financing solutions to car buyers by connecting them to dealers and financial institutions through Cango platform. As of December 31, 2022, the Group's dealer network was comprised of 42,549 registered dealers. The Group has also established partnerships with several financial institutions over time, including WeBank, MYbank, Bank of Shanghai, Shanghai Rural Commercial Bank, Jiangnan Rural Commercial Bank and ICBC. Led by an experienced and visionary management team, the Group has extended services beyond the facilitation of automotive financing transactions and identified additional ways to strengthen Cango platform and serve the customers, such as by starting to provide automobile trading solutions in 2015 and after-market services facilitation in 2017.

In October 2017, we incorporated Cango Inc. under the laws of the Cayman Islands, which has become our ultimate holding company, and subsequently, we established a wholly-owned subsidiary in Hong Kong, Cango Group Limited, to be our intermediate holding company. In January 2018, we established Can Gu Long as our wholly foreign owned subsidiary in China. Can Gu Long entered into a series of contractual arrangements with Shanghai Cango and its shareholders in 2018 and entered into a series of contractual arrangements with Shanghai Yungu and its shareholders in 2022, which allows us to receive substantially all the economic benefits of the consolidated VIEs. As a result, we are the primary beneficiary of the consolidated VIEs for accounting purposes and hence consolidate its financial results under U.S. GAAP. The acquisition of Shanghai Chejia was completed at the end of September 2018. In 2019, Shanghai Cango acquired Shanghai Quanpin Automobile Sales Co., Ltd., which wholly owns Fushun Insurance Brokerage Co., Ltd. The purpose was to obtain the insurance brokerage license to enhance after-market services facilitation business.



The Group completed three rounds of equity financing prior to the completion of our initial public offering. The first round of equity financing was completed in July 2017, and investors included Warburg Pincus Financial Global Ltd. and Primavera. The second round of equity financing was completed in March 2018, and investors included, among others, Tencent, Taikang Life Insurance and Didi Chuxing. The third round of equity financing was completed with Didi Chuxing and another investor in June 2018. Our ADSs, each representing two of our Class A ordinary shares, have been listed on the New York Stock Exchange since July 26, 2018 under the symbol “CANG.”

B. Business Overview

Overview

Who We Are

The Group is a leading technology-enabled automotive transaction service platform in China, connecting dealers, OEMs, car buyers and other industry participants. The Cango platform empowers and serves upstream and downstream of the automotive transaction value chain and offers comprehensive services, working together with platform participants to deliver simple and enjoyable car purchasing and ownership experience. The Group has extensive, technology-enabled service offerings that cover each key component of the automotive transaction value chain, including pre-sale automobile trading solutions, during-sale automotive financing facilitation services, and post-sale after-market services facilitation.

Our Vision and Roadmap to Our Vision

Our vision is to make automotive transactions simpler, easier and more pleasant. Automotive financing was originally the Group’s entry point to automotive transaction value chain, and by leveraging its deep expertise in automotive financing, it has accumulated core capabilities that allow it to capture opportunities in upstream and downstream of the automotive transaction value chain. For example, the Group’s customer acquisition channels include 42,549 registered dealers, many of which are non-4S dealers that are under-covered by OEMs. In addition, the Group also established advanced technology-enabled infrastructure to empower platform participants, such as car trading transaction platform, which primarily consists of Cango Haoche app for new cars transactions and Cango U-Car app for used-car transactions, CRM system for dealers, as well as automotive distribution network in lower tier cities. Equipped with unique capabilities and expertise in automotive industry, the Group is well positioned to expand its footprint in automobile trading business and further scale up business.



The Group's diversified customer acquisition channels enable it to acquire latest and first-hand knowledge of car buyers' automotive demand and preference. Leveraging its offline service expertise in lower-tier cities, it has built a distribution network that covers critical warehousing and logistics arrangements to realize the "last mile" delivery of transaction. The Group's industry knowledge, further empowered by technology and data insights, creates opportunities to provide automobile trading solutions. Moreover, automobile trading capabilities enable the Group to achieve scalability in transaction volume, which is an important factor for attracting new business partners and creating future monetization opportunities. By participating on the scalable Cango platform, business partners are able to improve their operating efficiency and capture additional business opportunities. The Group's automotive financing facilitation, after-market service facilitation and other service offerings also can be attached to the automobile trading process, providing a one-stop platform for all key participants, simple and enjoyable car purchasing experience for car buyers, as well as multiple revenue streams for the Group.

The Group has been focusing on building a self-reinforcing ecosystem. Leveraging the well-established automotive transaction service platform, it is well positioned to engage more industry participants through Cango platform. As the Group facilitates more transactions, offers more solutions and services and creates more value for them, it benefits from a self-reinforcing virtuous cycle, which further enhances the close-looped ecosystem. As such, we believe the Cango platform offers core value propositions (i) for car dealers by matching demand and supply to improve their car sourcing efficiency and enable them to access popular car models to better serve car buyers; (ii) for OEMs by expanding sales channels to help them reach under-covered geographies through a vast dealer network; and (iii) for car buyers, as they will enjoy simple and pleasant one-stop car purchasing experience through the solution and service offerings on Cango platform.

Solutions and Service Offerings

The Group provides three types of services covering each key component of the automotive transaction value chain, including pre-sale automobile trading solutions, during-sale automotive financing facilitation and post-sale after-market services facilitation.

Automobile Trading Solutions

The Group provides car sourcing and transaction facilitation services, along with logistics and warehousing support for dealers. Such services are accessible primarily through two apps: Cango Haoche app, which provides new-car transaction services, and Cango U-Car app, which provides used-car transaction services.

Cango Haoche app. The Group provides dealers with a one-stop and comprehensive new cars trading solutions through the Cango Haoche app. The Group's car sourcing services aggregate demand from dealers, makes bulk purchase of cars from OEMs and then arranges delivery of cars to the dealers. Such business model is nimble compared to a traditional automobile trading business, which is typically asset-heavy. The Group only makes bulk purchase from OEMs when it has a high level of confidence on downstream demand, and such demand is backed by the deposits the dealers place with it. In addition, with average turnaround time of approximately less than 30 days, the Group is capable of self-funding the inventory working capital and hence does not have to rely on external leverage. Such ability to source cars from OEMs at attractive price and match demand of car buyers add significant value for dealers in the network, addressing one of their major pain points. As such, this business further increases the Group's market share at such dealers and their loyalty to it. In addition to car sourcing services, the Group also offers transaction facilitation services, which connect dealers looking for cars with dealers wishing to supply cars. Dealers wishing to supply cars can make sales posts on Cango Haoche app and the app will connect them with interested buyers who make the highest bids. The selling dealer and buying dealer can then communicate directly on details and decide whether to enter into a transaction. The Group will arrange delivery of the cars at the option of dealers if a transaction is entered. In addition, dealers can easily access comprehensive transaction supporting services on the Cango Haoche app, including customer leads generation services, logistics services, financial services and insurance services. Through such services, the Group aims to provide dealers with convenient and efficient transaction experience and improve user engagement on Cango platform. The Group also offers new cars trading solutions through Cango Haoche mini-program. As of December 31, 2022, the accumulated page views and unique visitors on Cango Haoche app and mini-program were over 660,000 and 57,000, respectively.



Cango U-Car app. The Group also provides dealers with streamlined used-car transaction services through the launch of Cango U-Car app in 2023. In addition to making bulk purchases from OEMs, the sources of the Group’s self-owned used cars also include cars disposed by individual car buyers who have used the Group’s automotive financing solutions in the past, including cars collected as part of the delinquency asset management process. Leveraging the Group’s wide customer base, the app allows dealers to choose from a large collection of used cars in various types. In addition to car sourcing services, the Group also offers transaction facilitation services on Cango U-Car app. As the conditions of used car vary, the Group has established professional technician teams and car service teams for used-car transactions, providing dealers with car viewing, car inspection and car loan services to further improve the matching conversion rate.

The Group also offers used-car transaction services through Cango U-Car mini-program. As of December 31, 2022, the accumulated page views and unique visitors on Cango U-Car mini-program were over 410,000 and 23,000, respectively.

The Group’s dealer network consisted of 42,549 registered dealers as of December 31, 2022 and places the Cango platform at the center of automotive transaction value chain. Among these dealers, there were 10,112 registered dealers on Cango Haoche app and mini-program and 4,492 registered dealers on Cango U-Car mini-program as of December 31, 2022. In 2022, the Group’s automobile trading solutions enabled 16,418 new car transactions with a total transaction value of RMB1,596.3 million (US\$231.4 million).

Automotive Financing Facilitation Services

The Group provides automotive financing facilitation services primarily by connecting financial institutions and car buyers, leveraging its vast dealer network. Funding for such financing solutions is provided by either third-party financial institutions or Shanghai Chejia, which is the Group’s consolidated affiliate. The Group also provides value-added services, such as assistance with administrative procedures associated with car purchasing and financing. The Group creates value proposition for financial institutions, as it brings underserved customers in lower-tier cities to financial institutions, as well as offering integrated solutions that support the full life cycle of automotive financing transactions, including credit origination, credit assessment, credit servicing and delinquent asset management services. The Group has established in-depth collaboration with 13 third-party financial institutions through two models, which we refer to as the direct partnership model and co-partnership model. The Group also creates value proposition for car buyers, as it provides car buyers with comprehensive one-stop services. The Group facilitated the financing of 30,983 new and used car purchases with a total amount of financing transactions of RMB2.8 billion (US\$0.4 billion) in 2022.



After-market Services Facilitation

The Group facilitates the sale of insurance policies and other after-market services for car buyers. As of December 31, 2022, the Group collaborated with 14 insurance brokers and companies to facilitate the sale of their products, such as auto insurance, accident insurance and other automotive related insurance services, to car buyers. The Group continues to explore opportunities to facilitate other after-market services on Cango platform, including additional types of insurance, extended warranties and car customization services.

New Strategic Initiatives

While the Group strategically started its business in lower-tier cities with primary focus on new car transactions and collaboration with traditional domestic OEMs, it has been developing new strategic initiatives, including expanding into top-tier cities to collaborate with 4S dealers, selected higher-end brands and NEV manufacturers. As it witnesses the emergence of NEVs in the automotive industry as the next-generation trend, it has consistently focused on developing its footprint in the NEV space through several strategic initiatives with NEV manufacturers. The Group collaborates with some major NEV brands, and the cooperation encompasses loan facilitation, insurance, leasing, as well as other services. NEV manufacturers typically do not have a large offline network. This creates a unique opportunity for the Group to provide offline services to NEV manufacturers and their customers by realizing the “last mile” of transaction, leveraging the Group’s nationwide network, operational expertise and industry knowhow. Moreover, the Group has steadfastly expanded its dealer coverage into higher-end market and 4S dealers, as this is a larger addressable market facing a customer base with superior creditworthiness.

The Group will continue investing and upgrading its car trading transaction platform for dealers, which cater to evolving needs of car dealers, by improving user interface and developing diversified modules and functions. The Group plans to improve dealers’ access to car sourcing channels and supply chain financing, as well as helping them to manage inventory and engage potential car buyers. In return, the Group will be able to acquire first-hand demand information from car dealers under its coverage and strengthen its negotiation power with OEMs, eventually resulting in more transactions, more monetization opportunities and enhanced leadership position in the automotive transaction value chain.

Revenue Model

The Group receives sales revenue and fee income for its automobile trading solutions. In automotive financing, the Group charges financial institutions service fee based on a percentage of the principal amount of the relevant financing transactions. For the after-market services, the Group earns fixed service fee for facilitating the sale of different kinds of insurance products, such as accident insurances, automotive insurances and other automotive related insurance services.



Solutions and Service Offerings

The Group provides integrated solutions and services through its technology-enabled platform along the entire automotive transaction value chain. As such, its solutions and service offerings include pre-sale automobile trading solutions, during-sale automotive financing facilitation and post-sale after-market services facilitation. The Group primarily enables other platform participants to optimize their operations or secure better terms in transactions. The unique value proposition brought to platform participants allows the Group to both solidify existing relationships and attract new participants to Cango platform. As the Group serves and interacts with different types of platform participants, it gains further insights into them and captures new business opportunities.

Automobile Trading Solutions

With its automobile trading solutions, the Group is able to provide car sourcing and transaction facilitation services, along with logistics and warehousing support for dealers. Such services are accessible primarily through two apps: Cango Haoche app, which provides new-car transaction services, and Cango U-Car app, which provides used-car transaction services. By using the automobile trading solutions, dealers are able to enjoy economies of scale in vehicle sourcing and logistics management. Furthermore, the automobile trading solutions are powered by the Group's technology platform, aiming to maximize efficiencies.

- *Cango Haoche app.* The Group offers both car sourcing and transaction facilitation services on Cango Haoche app. Such services enable its registered dealers to access additional car sourcing channels and receive value-added services including logistics and warehousing support. As a comprehensive tool kit to address dealers' pain points, Cango Haoche app allows dealers to conveniently source cars, manage inventory and engage potential car buyers. The Group aims to help non-4S dealers source cars cost-efficiently and help OEMs better address market demands across China, especially in lower-tier cities. Dealers can search and view car models available on Cango Haoche app and place orders. For the Group's car sourcing services, it periodically updates the selection of car models based on new car launches and demands by dealers. When placing an order, a dealer is required to pay a deposit, which represents a percentage of the total purchase price. The Group purchases cars from OEMs based on orders from dealers. Dealers are required to pay purchase prices in full and pick up cars from local warehouses maintained by OEMs or the Group before specific deadlines. If dealers fail to make timely payments, their deposits are forfeited and the Group will seek to sell the relevant cars to other buyers.



In addition to car sourcing services, the Group also offers transaction facilitation services, which connect dealers looking for cars with dealers wishing to supply cars. Dealers wishing to supply cars can make sales posts on Cango Haoche app. After screening, such posts can be viewed by buyers and interested buyers can make bids. The system will match the selling dealer with a buying dealer based on the bids. After the match, the selling dealer and buying dealer can communicate directly on details and decide whether to enter into a transaction. The Group charges service fees for the matching services.

- *Cango U-Car app.* The Group offers both car sourcing and transaction facilitation services on Cango U-Car app. For the car sourcing services, in addition to making bulk purchases from OEMs, the sources of the Group's self-owned used cars also include cars disposed by individual car buyers who have used the Group's automotive financing solutions in the past, including cars collected as part of the delinquency asset management process. In addition, when individual car buyers plan to purchase new cars and need to dispose used cars, the Group may offer to buy the used cars from them. When purchasing the Group's self-owned used cars on Cango U-Car app, the dealers are required to pay a deposit first and pay the purchase prices in full before specific deadlines for the cars to be picked up or delivered.

The Group also offers transaction facilitation services on Cango U-Car app. As the conditions of used car vary, the Group has established professional technician teams and car service teams for used-car transactions, providing dealers with car viewing, car inspection and car loan services to further improve the matching conversion rate. For example, after a selling dealer and buying dealer are connected, the Group's car service team will join their communication and sometimes go on-site to assist in the car viewing, car inspection and other relevant services as needed to facilitate the transaction.

Automotive Financing Facilitation Services

Automotive financing facilitation services primarily involve facilitating financing transactions from financial institutions to car buyers. For financial institutions, the Group offers integrated solutions that support the full life cycle of automotive financing transactions, including credit origination, credit assessment, credit servicing and delinquent asset management services. For car buyers, the Group facilitates financing transactions that make their car purchases more affordable, and the Group also assists them in handling administrative procedures in relation to car purchasing and financing. The Group leverages its large nationwide dealer network in providing the services to financial institutions and car buyers. In addition, the focus on technology-driven process also allows the Group to serve customers in a highly efficient manner, achieving average credit decision time of less than two hours for financing transactions facilitated.

Services Provided to Financial Institutions

- **Credit origination:** The Group arranges marketing campaigns of financial institutions' automotive financing solutions at the sites of its registered dealers. The Group utilizes its sales team, dealer financial managers and sales agents to promote automotive financing solutions and explain the key terms to prospective car buyers. The Group provides credit application forms to, and collect completed applications from, prospective car buyers. The Group's technology enables electronic submission of 100% of these credit applications through either mobile applications or webpages by the sales team, dealer financial managers or sales agents. By integrating the Group's IT system with those of financial institutions, it is able to provide them updates as to the number and the amount of financing transactions that it helps them underwrite on a real time basis.



- **Credit assessment:** The Group conducts a thorough credit assessment of each applicant using its credit assessment model and have its credit assessment team conduct a manual evaluation when necessary. To assist financial institutions in making ultimate credit decisions, the Group refers qualified credit applications to such financial institutions, which perform independent credit assessment. The Group has in-depth collaboration with financial institutions and incorporates the credit policies and standards of these financial institutions into its credit assessment system. The Group's IT system is also highly integrated with financial institutions with which it directly collaborates. As such, the Group provides significant value to facilitate the ultimate credit decision making process of financial institutions by enhancing its efficiency.
- **Credit servicing:** Once the credit application is approved, the Group coordinates with the car buyer and the financial institution to execute the necessary financing documents, in most cases electronically. Upon execution of the financing documents, the financial institution will remit the funds to the relevant dealer to close the transaction. Car buyers are required to designate specific bank accounts to make repayments. The Group also assists financial institutions in setting up electronic repayment instructions for car buyers to wire the repayments to financial institutions periodically as well as sending periodical reminders to car buyers ahead of each repayment due date.
- **Delinquent asset management:** The Group helps financial institutions collect repayments and recover collaterals for financing transactions that have become delinquent, with the aim to cost-effectively recover value. The delinquent asset management process consists of six distinct stages, namely automated reminders, live phone calls, in-person visits, recovery, disposal and legal actions. The Group has established a nationwide network of external counsel to supplement its own resources. The in-house team is also closely involved in each stage of the delinquent asset management process to ensure compliance with the relevant laws and regulations.

The Group charges financial institutions service fees for credit origination, credit assessment and credit servicing. These service fees are typically based on a percentage of the principal amount of the relevant financing transaction. The Group charges certain financial institutions additional fees for its delinquent asset management services.



Services Provided to Car Buyers

- **Automotive Financing Solutions:** The Group assists car buyers in obtaining the appropriate financing package for purchasing a car, including introduction of automotive financing solutions of third-party financial institutions that it partners with. These automotive financing solutions are structured as either loans or financing leases. The Group also facilitates financing leases to car buyers through Shanghai Chejia, which is the Group's consolidated affiliate. In 2022, 97.3% of the total amount of the Group's financing transactions were funded by third-party financial institutions, and 78.6% of the amount of financing transactions the Group facilitated were used for purchasing new cars, while the rest were used for used car purchases.
- **Purchase Facilitation:** Leveraging the knowledge of automotive transactions, the Group offers car buyers various value-added services associated with purchasing cars with financing. Such services mainly involve registrations of license plates and collaterals with the relevant government authorities. Car buyers tend to be unfamiliar with the rules and procedures for making such registrations, and we believe these services significantly improve car buyers' experience in purchasing cars with financing.

The Group may charge car buyers a fee for providing value-added services in certain instances. In addition, the Group recognizes leasing income relating to financing leases funded by Shanghai Chejia.

In 2022, the Group made a business transition and no longer considers automotive financing facilitation services as its primary focus. Instead, the Group expanded its automobile trading solutions to provide dealers with new-car transaction services and used-car transaction services as described above.

After-market Services Facilitation

Cango platform also facilitates after-market services to car buyers, which is primarily comprised of facilitating the sale of insurance policies from insurance brokers or companies. The Group's scale and ability to provide an effective channel for insurance brokers and companies to acquire customers has enabled it to negotiate more favorable premium for car buyers. The products currently offered through Cango platform are accident insurances, automotive insurances and other automotive related insurance services. The Group earns service fees for facilitating the sale of such insurance products. We believe the Group is able to understand the needs of car buyers and deliver competitively priced products that resonate with car buyers. In 2020, the Group formed a key account sales team and call center, which helped it drive the growth of insurance facilitation business. The Group will continue to explore and identify opportunities to facilitate other after-market services, including additional types of insurances, extended warranties and car customization services.

Relationships with Platform Participants

As the leading automotive transaction service platform in China, Cango platform connects dealers, financial institutions, car buyers and other participants such as insurance brokers and companies and OEMs. The scale of Cango platform has a network effect that further strengthens the Group's ability to serve each party on the platform. We believe that by leveraging the technological capabilities and strong relationships with customers and business partners, we will be able to transform the automotive and mobility markets in China.

**Dealers**

An extensive dealer network is the foundation of Cango platform, and the Group closely collaborates with registered dealers when providing services to financial institutions and car buyers. At the same time, the Group helps dealers increase their sales and source additional car buyers for them. The Group also enables automobile trading transactions for registered dealers by providing additional car sourcing channels and value-added services including logistics and warehousing support. The Group launched its car trading transaction platform, which allows dealers to conveniently source cars, manage inventory and engage potential car buyers. Such full-process services significantly strengthen the relationships with dealers, which in turn enhance the value of Cango platform to financial institutions, car buyers and OEMs.

As of December 31, 2022, the Group’s dealer network was comprised of 42,549 registered dealers. Among these dealers, there were 10,112 registered dealers on Cango Haoche app and mini-program and 4,492 registered dealers on Cango U-Car mini-program as of December 31, 2022. As of the same date, such extensive dealer network covered 321 cities and all province-level administrative regions in China.

The Group manages the dealer network through a dedicated in-house sales team of 217 employees as of December 31, 2022. Responsibilities of the sales team include sourcing and preliminary review of new dealers, management of relationships with registered dealers and on-the-ground customer support. Responsibilities of regional offices include management of regional dealer networks, management of sales team and organizing regional marketing campaigns. Responsibilities of headquarters include, among other things, review and approval of new dealers, periodic review of existing dealers and management of dealer database. The Group has implemented an incentive scheme for members of the sales team based on their performance, and monitors performance data on a real-time basis through the electronic sales management system.

The sales team also utilizes a sales management system to engage new dealers and monitor existing dealers. The system maintains a comprehensive list of dealers across China, and the Group continually updates this list based on information obtained from third parties such as OEMs and government sources. Based on the list, the Group analyzes the penetration rate of existing dealer network in each region, screen dealers which are suitable for the dealer network and proactively engage these dealers.

To ensure the quality of the dealer network as well as prevent potential fraud risk, the Group has implemented a rigorous procedure to screen dealers based on the dealer’s licensing status, operation history, scale, location and various other factors. The Group maintains an internal blacklist of fraudulent dealers, and also uses a third-party database to identify whether a dealer has been involved in significant lawsuits. The screening procedure involves an on-site visit, during which the sales team interviews the dealership manager, examines the dealer’s business licenses and makes inquiries about its business. The sales team records its findings electronically in the sales management system and submits the findings electronically to supervisors based in the headquarters, who make the final decision as to whether the dealer can join the Group’s network.



Through such sales management system, the Group constantly monitors and evaluates the performance of all registered dealers, including factors such as their productivity and credit quality of financing transactions originated through them. To maintain operational efficiency, the Group terminates relationships with registered dealers that fail to meet the performance expectations. The following table sets forth a breakdown of the number of registered dealers in the Group's dealer network by location, both in absolute terms and as a percentage of the total number of registered dealers, as of the dates indicated.

	As of December 31,					
	2020		2021		2022	
	Number	%	Number	%	Number	%
Tier-one and tier-two cities	13,014	26.8	13,400	29.2	11,268	26.5
Lower-tier cities	35,473	73.2	32,530	70.8	31,281	73.5
Total	48,487	100.0	45,930	100.0	42,549	100.0

The Group collaborates with two types of dealers, namely 4S dealers and non-4S dealers. Each 4S dealer sells products exclusively from one OEM and adopts store designs specified by such OEM. 4S dealers cover a comprehensive set of functions, including auto sales, spare parts, after-sale services and customer surveys. In contrast, non-4S dealers only cover auto sales and after-sales services, but not spare parts or customer surveys. A non-4S dealer does not have an exclusivity arrangement with any individual OEM and tends to sell cars from multiple OEMs. A non-4S dealer may sell new cars, used cars or both. Non-4S dealers tend to have smaller scale of operations and lack connections with OEMs and financial institutions. As such, non-4S dealers tend to lack stable sources to purchase cars by themselves or find financing solutions for car buyers, and Cango platform is well positioned to create significant value for such dealers.

The following table sets forth a breakdown of the number of registered dealers by type, both in absolute terms and as a percentage of the total number of registered dealers, as of the dates indicated.

	As of December 31,					
	2020		2021		2022	
	Number	%	Number	%	Number	%
4S dealers	9,214	19.0	9,844	21.4	9,011	21.2
Non-4S dealers	39,273	81.0	36,086	78.6	33,538	78.8
Total	48,487	100.0	45,930	100.0	42,549	100.0

The Group's sales team actively manages the dealer network through frequent on-site visits and timely updates of product offerings on Cango platform. The Group manages its dealer network through three models, namely the self-operated sales model, dealer financial manager model and sales agent model.

- *Self-operated sales model.* Under this model, a dealer's sales personnel makes the initial introduction of the Group's automotive financing solutions to a prospective car buyer. If a prospective car buyer expresses interest in such solutions, the dealer contacts a member of the Group's in-house sales team, who will come to the dealer's store and explain the terms of the automotive financing solutions to the prospective car buyer and offers assistance in completing the credit application. The in-house sales team then uploads the credit application to the Group's online system for the Group's credit assessment team to evaluate.



- *Dealer financial manager model.* A certain number of dealers, especially 4S dealers, employ dealer financial managers, who have received training from the Group with respect to the automotive financing solutions on Cango platform. Dealer financial managers are capable of explaining the terms of the Group’s automotive financing solutions to prospective car buyers and addressing their questions. As such, the Group’s sales team is generally not directly involved in credit origination under this model. The dealer financial managers are responsible for assisting prospective car buyers in completing the credit applications and submitting them to the Group’s credit assessment team.
- *Sales agent model.* As the Group expands into certain cities, it may collaborate with local sales agents that already have established local dealer networks. The Group provides trainings to sales agents’ employees with respect to the automotive financing solutions on Cango platform. Sales agents are responsible for explaining the terms of the automotive financing solutions to prospective car buyers and collecting credit applications from them. The Group’s sales staff screens these sales agents to evaluate their qualifications, and the Group only works with sales agents who we believe will interact with prospective car buyers professionally. Sales agents receive service fees from financial institutions and, in some instances, from the Group as well. The Group does not collaborate directly with dealers under this model.

The following table sets forth a breakdown of the number of registered dealers by dealer coverage model, both in absolute terms and as a percentage of the total number of registered dealers, as of the dates indicated.

	As of December 31,					
	2020		2021		2022	
	Number	%	Number	%	Number	%
Self-operated sales model	45,990	94.9	43,578	94.9	40,919	96.2
Dealer financial manager model	1,958	4.0	2,302	5.0	1,611	3.8
Sales agent model	539	1.1	50	0.1	19	*
Total	48,487	100.0	45,930	100.0	42,549	100.0

* less than 0.1%.



The following table sets forth the breakdown of the total amount of financing transactions facilitated by dealer coverage model, both in absolute amount and as a percentage of the total amount of financing transactions facilitated, for the periods presented.

	For the year ending December 31,					
	2020		2021		2022	
	RMB	%	RMB	%	RMB	US\$
	(in thousands, except for percentages)					
Self-operated sales model	25,364,140	91.6	24,764,261	82.2	2,593,397	376,007
Dealer financial manager model	2,270,661	8.2	5,358,832	17.8	245,430	35,584
Sales agent model	62,938	0.2	4,488	*	—	—
Total	27,697,739	100.0	30,127,581	100.0	2,838,827	411,591

* less than 0.1%.

To efficiently manage sales efforts, the Group has developed a mobile application for its in-house sales team, dealer financial managers and sales agents. The mobile application enables personnel involved in the sales efforts to submit credit applications on behalf of prospective car buyers and monitor the status of such credit applications. The Group also utilizes the mobile application to assign tasks to such personnel and collect their performance data on a real-time basis.

Given the importance of dealers to the origination process, dealers typically receive commissions for financing transactions facilitated, which are based on a percentage of the principal amount of the relevant financing transaction. A dealer may receive commissions from the Group or the relevant financial institution, depending on the arrangement among the Group, the dealer and the relevant financial institution.

Financial Institutions

Financial institutions are important business partners to Cango platform. Third-party financial institutions fund a major portion of financing transactions that the Group facilitates to car buyers, and the Group also facilitates financing leases funded by Shanghai Chejia. The Group collaborates with third-party financial institutions in facilitating financing transactions under two models, which we refer to as the direct partnership model and co-partnership model, respectively. The Group receives service fees from financial institutions for facilitating automotive financing transactions to car buyers. As of December 31, 2022, the Group was in collaboration with 13 third-party financial institutions.

The table below sets forth a breakdown of the total amount of financing transactions funded by third-party financial institutions and Shanghai Chejia, both in absolute amount and as a percentage of the total amount facilitated, in the periods presented:

	For the year ending December 31,					
	2020		2021		2022	
	RMB	%	RMB	%	RMB	US\$
	(in thousands, except for percentages)					
Financing transactions funded by third-party financial institutions:						
Direct partnership model	17,248,796	62.3	24,479,446	81.3	2,347,394	340,340
Co-partnership model	9,912,405	35.8	4,557,333	15.1	415,614	60,258
Total financing transactions funded by third-party financial institutions	27,161,201	98.1	29,036,779	96.4	2,763,008	400,598
Financing transactions funded by Shanghai Chejia	536,538	1.9	1,091,415	3.6	75,819	10,993
Total	27,697,739	100.0	30,128,194	100.0	2,838,827	411,591



The table below sets forth a breakdown of the total outstanding principal of financing transactions funded by third-party financial institutions and Shanghai Chejia, both in absolute amount and as a percentage of the total outstanding amount facilitated, as of the date presented:

	As of December 31,					
	2020		2021		2022	
	RMB	%	RMB	%	RMB	US\$
(in thousands, except for percentages)						
Outstanding principal of financing transactions funded by third-party financial institutions:						
Direct partnership model	29,367,657	67.5	35,167,521	75.3	20,164,404	2,923,564
Co-partnership model	12,311,059	28.3	9,978,465	21.4	4,588,406	665,256
Total outstanding principal of financing transactions funded by third-party financial institutions	41,678,716	95.8	45,145,986	96.7	24,752,810	3,588,820
Outstanding principal of financing transactions funded by Shanghai Chejia	1,826,119	4.2	1,556,068	3.3	828,444	120,113
Total	43,504,835	100.0	46,702,054	100.0	25,581,254	3,708,933

Direct Partnership Model

Under the direct partnership model, the Group cooperates with the financial institution that would typically view automotive financing as an important part of its growth strategy and is therefore willing to commit a significant amount of capital to fund automotive financing transactions, which the Group would in turn facilitate. Recognizing the strategic value of such commitment, the Group connects its IT system directly with the financial institution, which allows the Group to structure the credit underwriting process at a highly customized level according to the needs of the financial institution. The Group currently maintains such arrangements with 12 financial institutions, such as Bank of Shanghai, MYbank, Shanghai Rural Commercial Bank, Jiangnan Rural Commercial Bank and ICBC. Financing transactions relating to the collaboration with Bank of Shanghai and MYbank accounted for a major portion of the financing transactions facilitated under direct partnership model in 2022.

Pursuant to the agreements with MYbank, the Group collaborates with MYbank to facilitate financing transactions funded by a major commercial bank for car buyers. The Group receives service fees for customer referral, customer consultation, customer repayment reminder, assistance in loan collection and other services, as well as vehicle value assessment from MYbank based on a percentage of the outstanding balance of relevant financing transactions. While MYbank offers such major commercial bank risk assurance up to a certain percentage of the total principal amount of financing transactions facilitated under such arrangement, the Group, in turn, is obligated to compensate MYbank for its payouts in connection with such obligation. After making such payment, security interest in the relevant collateral is also transferred to the Group. The term of the agreement with MYbank is one year from June 2022 and can be automatically renewed for another year after consensus and written confirmation by all parties.

Pursuant to the agreement with Bank of Shanghai, the Group receives service fees for industry information services, auto finance business services, management services for personal consumption loans, and other services. The Group is obligated to repay the overdue loans upon certain specified events of default by car buyers. After making such payment, security interest in the relevant collateral is also transferred to the Group. The term of the agreement with Bank of Shanghai expired on December 31, 2022 and has been automatically renewed for three years. The agreement may be terminated for cause, such as breach of contract or liquidation or dissolution. The agreement with Bank of Shanghai may also be terminated without cause by 90 days' written notice.



Co-partnership Model

The Group started to collaborate with WeBank in 2017 to facilitate financing transactions with funding provided by WeBank and other financial institutions. Pursuant to the agreements with WeBank, WeBank pays the Group service fees for credit origination, credit assessment and credit servicing based on a percentage of the outstanding balance of relevant financing transactions. In addition, for certain arrangements, the Group is obligated to purchase the relevant financing receivables from financial institutions upon certain specified events of default by car buyers up to a certain percentage of the total outstanding amount of financing transactions facilitated under such arrangements. After purchasing such financing receivables, security interest in the relevant collateral is also transferred to the Group. The agreements' term expired in April 2023 and has been automatically renewed for one year. The agreements may be terminated by either party for cause, such as breach of contract.

Financing Leases

Shanghai Chejia funds financing leases with its own capital as well as debt financing provided by Bank of Shanghai and several other institutions. The financing leases are recorded on Shanghai Chejia's balance sheet as financing lease receivables. In 2021 and 2022, the amount of financing leases funded by Shanghai Chejia was RMB1,091.4 million and RMB75.8 million (US\$11.0 million), respectively. As of December 31, 2021 and 2022, the outstanding principal of financing leases funded by Shanghai Chejia was RMB1,556.1 million and RMB828.4 million (US\$120.1 million), respectively.

Car Buyers

The Group seeks to deliver automotive financing solutions to creditworthy car buyers who are underserved by traditional financial institutions. Leveraging the resources on Cango platform, the Group offers car buyers automotive financing solutions that make their dream of purchasing a car a reality. In addition to automotive financing solutions, Cango platform also offers financing related value-added services and facilitates after-market services such as insurance products.

A majority of car buyers that the Group serves are from lower-tier cities. Lower-tier cities in China have demonstrated strong growth potential for automotive transactions. However, car buyers in lower-tier cities tend to be underserved by traditional financial institutions due to the lack of credit records and banking infrastructure coverage, which offers opportunities for technology-enabled service platforms to address the demand from car buyers and expand in these cities. The Group acquires car buyers primarily through registered dealers. In 2021 and 2022, the Group facilitated a total of 318,772 and 30,983 financing transactions, respectively.



The Group remains in contact with many car buyers even after their automotive loans or financing leases are repaid. The Group places phone calls or provides notifications to car buyers regarding additional automotive financing solutions through its mobile application Car Owner eGeneration, if the Group believes that they may become interested in purchasing a new car, or to offer them other after-market services, particularly insurance products.

Other Platform Partners

- ***Insurance Brokers and Companies:*** The Group is able to provide access to a large number of car buyers for insurance brokers and companies, making Cango a natural and highly efficient partner for them to promote their insurance products. The insurance products currently offered through Cango platform are related to accident insurances, automotive insurances and other automotive related insurance services. The Group plans to collaborate with additional insurance brokers and companies to facilitate the offering of more insurance policies.
- ***OEMs:*** Some of the financing transactions facilitated are part of OEM-sponsored subsidy programs. The Group enables collaboration between OEMs and financial institutions to design low-interest financing solutions for car buyers. Cango platform creates significant value for OEMs by helping them extend their sales channels through the Group's vast dealer network, and the Group's automotive financing solutions make their cars more affordable to prospective car buyers. The Group plans to broaden the offering of subsidized financing solutions through collaboration with foreign and sino-foreign joint venture OEMs as well as national banks. As the financing solutions will be marketed to prospective car buyers with stronger credit profiles, the Group expects to seize new market opportunities while improving credit performance through such strategy. The Group started to significantly expand the number of automobile trading transactions in the third quarter of 2020. In connection with such transactions, the Group purchases cars from OEMs based on orders from dealers and on-sells cars to the relevant dealers, aiming to help OEMs better address market demands across China, especially in lower-tier cities.

Credit Underwriting and Risk Management

The Group views credit underwriting and risk management as important components of its business operations. It undertakes these functions as part of facilitating automotive financing.

Credit Underwriting Process

The typical process of loan facilitation for a financial institution includes the following components:

- (1) After receiving the credit application from a car buyer, the Group utilizes its credit assessment system to perform the initial evaluation. To assist financial institutions in making ultimate credit decisions, the Group refers qualified credit applications to such financial institutions, which perform independent credit assessment.



- (2) After the credit application is approved, the car buyer enters into a loan agreement with the financial institution. The car buyer is required to make the down payment to the dealer. On behalf of the car buyer, the financial institution pays the remainder of the purchase price to the dealer.
- (3) The car buyer is required to pledge the car as collateral in favor of the financial institution. The pledge is registered with local government authorities.
- (4) The financial institution pays the Group service fees. A dealer may receive commissions from the Group or the relevant financial institution, depending on the arrangement among the Group, the dealer and the relevant financial institution.
- (5) In the form of automatic payments, the car buyer repays principal and interest in installments to the financial institution. The financial institution's security interest in the collateral is released upon the full repayment of the loan.

The Group also facilitates financing leases, which are mainly structured using sale-and-leaseback method. The Group applies the same credit assessment process in facilitating financing leases as in facilitating loans. Shanghai Chejia takes the role of a lessor in a financing lease transaction. Once a car buyer's lease application is approved, the car buyer utilizes financing provided by the lessor to purchase a car from the dealer. The car buyer is then contractually required to transfer the ownership of the car to the lessor. The lessor then leases the car back to the relevant car buyer in return for monthly lease payments. The typical process of a financing lease using the sale-and-leaseback method includes the following components:

- (1) Prospective car buyers submit lease applications to the Group, and it processes these applications by utilizing its credit assessment system.
- (2) After the Group approves a lease application, the car buyer enters into a lease agreement with Shanghai Chejia, and Shanghai Chejia is identified as the lessor. The car buyer is required to make the down payment to the dealer. Shanghai Chejia funds the remainder of the purchase price to the dealer. The car is then delivered to the car buyer, who temporarily obtains title to the car.
- (3) The car buyer is contractually required to transfer the title to Shanghai Chejia. In order to simplify the transaction process, Shanghai Chejia does not require the car buyer to register the transfer with the government authorities.
- (4) In addition, Shanghai Chejia requires the car buyer to pledge the car as collateral for the car buyer's payment obligations under the lease.
- (5) The car buyer is required to designate a bank account for repayments and authorize automatic lease payments from such account. The payments are made in monthly installments. Shanghai Chejia has the right to recover the collateral in the event of default.



- (6) Upon the expiration of the lease term, Shanghai Chejia transfers the title back to the car buyer, and its security interest in the collateral is also released.

Credit Assessment Model

Credit assessment forms the foundation of the Group’s risk management efforts. The Group takes a prudent approach to credit assessment, relying on credit assessment model and have the credit assessment team conduct a manual evaluation when necessary. The Group continuously refines its credit assessment model, and aims to maintain low overdue ratios for the financing transactions facilitated through Cango platform. M3+ overdue ratio for all financing transactions facilitated and remained outstanding was 0.86% and 1.38% as of December 31, 2021 and 2022, respectively.

Such credit assessment model builds on machine learning algorithms, including logistic regression and gradient boost decision tree, and is continuously optimized using transaction data gained over time. The model analyzes a large amount of multi-dimensional applicant information, including credit data, personal data and behavioral data. The applicant is required to provide certain information as part of the credit application, such as his or her residential address, education level and marital status. The applicant also submits copies of his or her PRC identity card and driver’s license. In addition, the Group obtains applicants’ consents for collecting information from third-party sources. For more details on technologies utilized in credit assessment, see “—Our Technology System.”

With such credit assessment model, the Group automatically approves or automatically rejects certain of the applications. The credit assessment team manually evaluates the rest of the applications. Leveraging their industry experience and insights into borrower behavior, the Group’s credit assessment team provides the second line of defense against credit and fraud risk. The additional factors considered in the manual review process include, among others, (i) whether the purchase price for a car is reasonable in light of the prospective car buyer’s background, (ii) the prospective car buyer’s ability to repay and (iii) whether the information provided by the prospective car buyer is consistent with the information collected from third-party sources. The credit assessment team then makes an assessment based on these additional factors.

For financing transactions funded by financial institutions, the Group conducts credit assessment to assist financial institutions in making ultimate credit decisions. The Group refers qualified credit applications to such financial institutions, which perform independent credit assessment.

Financing Terms

Financing transactions facilitated through Cango platform are structured as either loans or financing leases. Both types of arrangements require car buyers to provide down payments, pledge cars as collateral and make repayments in installments. The terms of the financing transactions are stated in the agreements the car buyers sign with third-party financial institutions or Shanghai Chejia:

- *Down payments.* A car buyer is typically required to provide a down payment to the relevant dealer based on a percentage of the purchase price of the car. This percentage varies among different funding arrangements and typically ranged from 20% to 30% of the purchase price in 2020, 2021 and 2022.



- *Principal.* The principal represents the purchase price of the car net of the down payment, which typically ranged from RMB54,296 to RMB102,798 in 2020, RMB50,400 to RMB100,000 in 2021 and RMB74,900 (US\$10,859) to RMB150,000 (US\$21,748) in 2022.
- *Interest rate.* Annual interest on most of the financing transactions facilitated in 2020 ranged from 8.71% to 9.99%. Annual interest on most of the financing transactions facilitated in 2021 ranged from 8.11% to 9.99%. Annual interest on most of the financing transactions facilitated in 2022 ranged from 7.81% to 9.99%. Besides interest, financial institutions do not charge car buyers additional fees.
- *Installments.* Each car buyer may repay in monthly installments over a period ranging from one to five years. The combined total represents the principal and interest charged to the car buyer. The car buyer is required to designate a bank account for repayments and authorize automatic payments from this account.
- *Prepayment.* Each car buyer who wishes to pay off the outstanding principal before maturity is charged a prepayment fee. The fee is based on a percentage of the outstanding principal amount at the time of prepayment.
- *Late payment penalty fee.* A penalty fee for late payment is laid out in the agreement and imposed based on the outstanding principal amount and number of days that a payment is overdue.

In the event of delinquency, the financing terms are not allowed to be restructured.

Delinquent Asset Management

The delinquent asset management process, which consists of six distinct stages, is designed to recover value in a cost-effective way.

- (1) *Automated reminders.* During the first five days after a delinquency occurs, the Group sends automated text messages and makes automated phone calls as reminders.
- (2) *Live phone calls.* If the delinquency continues for more than five days, members of the Group's delinquent asset management team make phone calls to urge the borrower to make the overdue payments, understand the reasons for the delinquency and inform the borrower of the legal consequences of the delinquency.
- (3) *In-person visits.* If the delinquency continues for more than 15 days, the Group may conduct in-person visits when it determines such measures are warranted. We view the visits as opportunities to collect repayments as well as to investigate the status of the collateral.



- (4) *Recovery.* If a car buyer is unable make repayments, the Group may negotiate with the car buyer and settle the outstanding amount by recovering the car collateral. For the financing transactions funded by financial institutions, the Group obtains their authorizations before recovering the car collateral.
- (5) *Disposal.* After cars are recovered, the Group stores them in warehouses leased by the Group. The Group conducts on-site visits to ensure these warehouses are suitable for automotive storage and are properly guarded to prevent theft. The Group will then sell the cars.
- (6) *Legal actions.* If the Group is unable to recover collateral from a delinquent borrower, it may commence a lawsuit against the borrower. The Group has access to a nationwide network of external counsel who can represent it on such lawsuits at a reasonable cost. The Group views the court judgment as another way to motivate the car buyer to make repayments as well as affirmations of creditor's legal rights under the relevant credit documents.

Technology System

The Group's technology system, which supports all key operations of Cango platform, is designed to optimize for scalability and flexibility. The system handles the massive volume of data required to evaluate a large number of credit applications quickly and monitors repayment activities by borrowers. In the meantime, it is flexible enough to capitalize on changing user preferences, market trends and technological advances. Such technology infrastructure is based on cloud computing distributed platform, which is scalable with strong data processing power. Built on modular architecture, the system can easily expand to enable new business functions, connect new platform participants, and interact with these new participants. Such technology system also allows the Group to achieve high operational efficiency.

Technology is embedded into each of the business lines' operational processes, including:

- *Car trading transaction platform.* The Group launched its car trading transaction platform as a comprehensive tool kit to address dealers' pain points. Such car trading transaction platform allows dealers to conveniently (i) source cars from Cango platform, (ii) manage inventory on their enterprise resource planning systems and (iii) engage potential car buyers. Specifically, the Group developed Cango Haoche app, a mobile application which provides dealers with a one-stop and comprehensive new cars trading solution and Cango U-Car app, a mobile application which provides dealers with streamlined used-car transaction services.
- *Integration with financial institutions.* The IT system is highly integrated with those of financial institutions with which the Group directly collaborates. It typically takes the Group two months to establish an integrated connection with a financial institution's core banking system. Powered by this system, it only takes less than two hours on average from submission of credit application to provision of credit decision. In some instances, credit decisions can be provided in less than half an hour.



- **Credit assessment and data security.** The credit assessment model is based on various algorithms such as the gradient boosting decision tree and processes a large amount of data the Group collects from car buyers, both directly from their applications and indirectly from third-party sources with their consents. The credit decision engine was customized by in-house research and development team. To prevent identity theft, the Group utilizes facial recognition technology, through which an applicant's image can be compared in real time with the photo stored at the National Citizen Identity Information Center of the Ministry of Public Security. The Group stores its data and transmits such data to financial institutions in an encrypted form. The Group has also created controls to limit employee access to such information and monitor access.

Additionally, the Group has focused on developing infrastructure technologies in the following major areas to support the overall business functions.

Cloud computing: The technology system is deployed and the Group's data is maintained through a customized cloud computing system. The Group has established a hyper-converged infrastructure that is supported by high-performance physical servers and virtual servers. The Group utilizes the hyper-converged infrastructure for all service interfaces and core applications in this technology system. Cloud computing enables the Group to maintain flexibility in allocating IT resources with improved manageability and lower labor cost. Thus, the Group can more rapidly adjust resources to meet significant business growth.

Distributed architecture: The Group establishes micro-service interfaces using a distributed architecture, which is supported by virtualization technology. Such distributed architecture enables the Group to expand the technology system rapidly and achieve high concurrence capabilities. Built with flexibility to connect with both internal and external systems, the micro-service interfaces allow the Group to effectively integrate internal IT system with those of financial institutions.

Big data analytics: The Group collects data from car buyers through the credit application process. The Group also collects data from third-party sources with car buyers' consents. The Group continuously enhances its level of automation through big data analysis and machine learning. Leveraging its database, the Group aims to expand the application of big data analysis in the key aspects of operations, such as sales, credit assessment and delinquent asset management, while complying with the applicable laws and regulations.

The in-house research and development department comprised 102 employees as of December 31, 2022, including core team members with extensive experience with leading internet and technology companies in China. These specialists focus on different areas including mobile application development, IT product development, new business incubation and others.



Competition

The automotive transaction industry in China is large yet competitive. The Group competes against automotive transaction platforms that connect various players across the automotive transaction value chain in automotive and automotive-related transaction facilitation. Within automotive financing as a subset of this, the Group competes against players such as Yixin Group. The Group may also in the future face competition from new entrants that will increase the level of competition. We anticipate that more established companies, including technology companies that possess large, existing user bases, substantial financial resources, sophisticated technological capabilities and established distribution channels may also enter the market in the future. As a leading automotive transaction service platform in China, we believe that the Group’s self-reinforcing platform, end-to-end service model, large and powerful dealer network and visionary and experienced management team make Cango platform more attractive and efficient to each type of participants the Group collaborates with, offering a competitive advantage over existing and potential competitors.

Intellectual Property

We regard the Group’s trademarks, domain names, copyrights, know-how, proprietary technologies and similar intellectual property as critical to our success, and the Group relies on trademark and trade secret law and confidentiality, invention assignment and non-compete agreements with the Group’s employees and others to protect its proprietary rights. The Group has registered 12 trademarks in the PRC, including “CANGO Management 灿谷管理.” The Group is the registered holder of 29 domain names in the PRC, such as cangoonline.com. The Group has 83 registered software copyrights relating to its mobile applications.

Seasonality

The Group experiences seasonality in its business, reflecting car buyers’ purchase patterns. A greater number of cars tend to be purchased in the second half of each year, in part due to the introduction of new models from automotive manufacturers. This increase in car sales generates greater demand for the Group’s services. On the other hand, the Chinese New Year holiday contributes to lower activity levels in the first quarter of each year. As a result, the Group typically records higher revenues during the second half of each year compared to the first half.

Insurance

The Group provides social insurance including pension insurance, unemployment insurance, work-related injury insurance and medical insurance for employees. The Group also purchased additional commercial health insurance to increase insurance coverage of employees. The Group does not maintain business interruption insurance or general third-party liability insurance, nor does it maintain product liability insurance or key-man insurance. We consider such insurance coverage to be sufficient for the Group’s business operations in China.



PRC Licenses, Permissions and Approvals

The Group has obtained all requisite permissions and approvals that are material to the Group's operations in China as of the date hereof, including (i) the VATS license held by Shanghai Yungu to conduct the internet content provider (ICP) services and online data and transaction processing services, (ii) the VATS license held by Shanghai Yungu to conduct the service provider (SP) services, (iii) the filing with Shanghai Administration for Market Regulation by Shanghai Yungu to conduct used-car transaction services, (iv) the filing with Shanghai Municipal Commission of Commerce by Shanghai Yungu to conduct auction business, (v) the governmental approval for and the license held by Cango Financing to conduct financing guarantee service, and (vi) the license held by Fushun Insurance Brokerage Co., Ltd. to conduct insurance brokerage service.

In connection with our previous issuance of securities to foreign investors, under current PRC laws, regulations and regulatory rules, as of the date of this annual report, we, our subsidiaries, the consolidated VIEs and consolidated affiliates, (i) have not received any requirement from competent PRC governmental authorities to obtain permissions from the China Securities Regulatory Commission, or the CSRC, (ii) have not received any requirement from competent PRC governmental authorities to go through cybersecurity review by the Cyberspace Administration of China, or the CAC, and (iii) have not received or were denied such requisite permissions by any PRC authority. However, the PRC government has recently promulgated new laws, regulations or relevant drafts and indicated an intent to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China-based issuers. For more detailed information, see “—Regulations—M&A Rules and Overseas Listings” and “—Regulations—Regulation Related to Cybersecurity, Internet Information Security and Privacy Protection” below. According to these new laws and regulations and the draft laws and regulations if enacted in their current forms, in connection with our future offshore offering activities, we may be required to fulfill filing and reporting procedures with or obtain approval from the CSRC, and may be required to go through cybersecurity review by the PRC authorities. However, given the uncertainties regarding interpretation, implementation and enforcement of relevant rules and regulations, as well as other factors beyond our control, we cannot assure you that the Group has obtained or will be able to obtain and maintain all requisite licenses, permits, filings and registrations. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Industry and Business—If the Group is unable to safeguard the security of the confidential information of car buyers, dealers or third parties it collaborates with and adapt to the relevant regulatory framework as to protection of such information, the Group's business and operations may be adversely affected” and “Item 3. Key Information—D. Risk Factors—Risks Relating to Doing Business in China—Changes and developments in the PRC legal system and the interpretation and enforcement of PRC laws, rules and regulations may subject us to uncertainties.”

Regulation

This section sets forth a summary of the most significant rules and regulations that affect our business activities in China or the rights of our shareholders to receive dividends and other distributions from us.



Regulation Related to Financing Lease

The Administrative Measures of Supervision on Financing Lease Enterprises, or the Administrative Measures, was formulated by the MOFCOM and became effective on October 1, 2013. According to the Administrative Measures, the MOFCOM and the provincial-level commerce authorities are in charge of the supervision and administration of financing lease enterprises. A financing lease company shall report, according to the requirements of the MOFCOM, the relevant data in a timely and truthful manner through the National Financing Lease Company Management Information System. Specifically, a financing lease enterprise shall, submit, within 15 business days after the end of each quarter, the statistics on and summary of its operation in the preceding quarter, and statistics on and summary of its operations in the preceding year as well as its financial and accounting report (including appended notes thereto) audited by an auditing firm for the preceding year prior to April 30 of each year. In the event of a change of name, a relocation to another region, an increase or decrease of registered capital, a change of organizational form, an adjustment of ownership structure or other changes, a financing lease company shall report to the competent provincial-level commerce authority in advance. A foreign-invested financing lease company that undergoes such changes shall go through approval and other procedures according to the relevant provisions. A financing lease company shall, within five business days after registering such changes, log into the National Financing Lease Company Management Information System to modify the above information.

Financing lease enterprises should use real entities, which have clear ownership and capable of generating revenue, as lessor to carry out the financing lease business. Financing lease enterprises shall not engage in deposits, loans, entrusted loans or other financial services or inter-bank borrowing unless permission has been granted from the relevant departments. Financing lease enterprises must not carry out illegal fund-raising activities under the name of a financing lease company. According to the Administrative Measures, financing lease enterprises shall strengthen their internal risk controls, and establish effective systems for classifying at risk assets, and adopt a credit appraisal system for the lessee, a post recovery and disposal system and a risk alert mechanism. A financing lease company shall also establish an affiliated transaction management system, and exclude persons related to the affiliated transactions from the voting or decision-making process for affiliated transactions where the lessee is an affiliate. In the event of any purchase of equipment from an affiliated production company, the settlement price for such equipment shall not be lower than the price offered by such company to any third party of such equipment or equipment of the same batch.

The Administrative Measures also contain regulatory provisions specifically focusing on sale-leaseback transactions. The subject matter of a sale-leaseback transaction shall be properties that possess economic functions and produce continuous economic benefits. A financing lease company shall not accept any property to which a lessee has no title, or on which any mortgage has been created, or which has been sealed up or seized by any judicial organ, or whose ownership has any other defects as the subject matter of a sale-leaseback transaction. A financing lease company shall give adequate consideration to and objectively evaluate assets leased back, set purchasing prices for subject matter thereof with reference to reasonable pricing basis in compliance with accounting principles, and shall not purchase any subject matter at a price in excess of the value thereof.



The Guiding Opinions on Accelerating the Development of Financing Lease Industry, or the Guiding Opinion, was promulgated by the General Office of the State Council of the PRC on August 31, 2015; the Guiding Opinion’s main task is to accelerate the development of the financing lease industry in four aspects: system and mechanism reform, development in major fields, innovative development and industry supervision. According to the Guiding Opinion, there is no minimum registered capital requirement for subsidiaries of a financing lease company, a financing lease company is allowed to engage in a side business which is related to its main business, and private capital and independent third-party service providers are encouraged to incorporate financing lease companies.

In April 2018, the MOFCOM transferred the duties to make rules on the operation and supervision of financing lease companies to the China Banking and Insurance Regulatory Commission, or the CBIRC.

In May 2020, the CBIRC promulgated the Interim Measures for the Supervision and Administration of Financial Leasing Companies, or the New Administrative Measures, which aim to strengthen the regulation of financing lease companies. The New Administrative Measures clarify and enumerate the scopes of the financing lease business activities, the leased properties and the activities prohibited to be conducted by the financing lease companies, and set forth the regulatory indexes applicable to financing lease companies including, among others, (i) the assets for financial leasing and other lease arrangements accounting for not less than 60% of the total assets of a financial leasing company; (ii) the risk assets of a financing lease company not exceeding eight times of its total net assets, and the term “risk assets” of a financing lease company refers to its total assets, net of cash, bank deposits, Chinese treasury bonds; (iii) the fixed-income securities investment business carried out by a financial leasing company not exceeding 20% of its net assets. The New Administrative Measures also provide that a financial leasing company established before the implementation of these measures including the Group shall meet the relevant requirements within the transition period prescribed by the relevant provincial financial regulatory authority, which in principle will not exceed three years, subject to extension by the provincial financial regulatory authorities. In addition, the New Administrative Measures require provincial governments to formulate local implementing rules in accordance with the measures, make appropriate adjustments to the regulatory standards according to the local conditions, and report the same to the CBIRC for record-filing.

The PRC Civil Code promulgated by the National People’s Congress effective from January 1, 2021 regulates the civil contractual relationship among natural persons, legal persons and other organizations. Chapter 15 of the PRC Civil Code sets forth related rules about financing lease contracts including that financing lease contracts shall be in written form and normally include terms such as the name, quantity, specifications, technical performance and inspection method of the leased property, the lease term, the composition, payment term, payment method and currency of the rent and the ownership of the leased property upon expiration of the lease. The PRC Civil Code further provides that the lessor and the lessee may agree on the ownership of the leased property upon expiry of the lease term. If the ownership of the leased property is not or is not clearly agreed between the parties, and is still cannot be determined pursuant to the PRC Civil Code, the leased property shall be owned by the lessor.

Shanghai Chejia, the Group’s proprietary financing lease subsidiary, utilizing own capital to fund financing leases to car buyers, has obtained the approval to operate financing lease business as issued by the MOFCOM.



Regulation Related to Intermediation

An intermediation contract under the PRC Civil Code is a contract whereby an intermediary presents to its client an opportunity for entering into a contract or provides the client with other intermediary services in connection with the conclusion of a contract, and the client pays the intermediary service fees. The Group's business practice of connecting financial institutions with individual car buyers may constitute an intermediary service, and the service agreements with financial institutions may be deemed as intermediation contracts. Pursuant to the PRC Civil Code, an intermediary must provide true information relating to the proposed contract. If an intermediary conceals any material fact intentionally or provides false information in connection with the conclusion of the proposed contract, which results in harm to the client's interests, the intermediary may not claim for service fees and is liable for the damages caused.

Regulation Related to Cybersecurity, Internet Information Security and Privacy Protection

PRC government authorities have enacted laws and regulations with respect to Internet information security and protection of personal information from any abuse or unauthorized disclosure. Internet information in China is regulated and restricted from a national security standpoint. The Standing Committee of the National People's Congress, or the SCNPC, China's national legislative body, enacted the Decisions on Maintaining Internet Security in December 2000, which may subject violators to criminal punishment in China for any effort to: (i) gain improper entry into a computer or system of strategic importance; (ii) disseminate politically disruptive information; (iii) leak state secrets; (iv) spread false commercial information; or (v) infringe intellectual property rights. The Ministry of Public Security has promulgated measures that prohibit use of the Internet in ways which, among other things, result in a leakage of state secrets or a spread of socially destabilizing content. If an information service provider violates these measures, the Ministry of Public Security and the local security bureaus may revoke its operating license and shut down its websites.

Pursuant to the Decision on Strengthening the Protection of Online Information issued by the SCNPC in December 2012, any collection and use of user personal information must be subject to the consent of the user, abide by the principles of legality, rationality and necessity and be within the specified purposes, methods and scopes. Any entity collecting personal information must also keep such information strictly confidential, and is further prohibited from divulging, tampering or destroying any such information, or selling or providing such information to other parties, and is required to take technical and other measures to prevent the collected personal information from any unauthorized disclosure, damage or loss. Any violation of these laws and regulations may subject the entity collecting personal information to warnings, fines, confiscation of illegal gains, revocation of licenses, cancellation of filings, closedown of websites or even criminal liabilities.



On November 7, 2016, the SCNPC issued the Cybersecurity Law, which came into effect on June 1, 2017. The Cybersecurity Law requires that network operators set up internal security management systems that meet the requirements of a classified protection system for cybersecurity purpose, including appointing dedicated personnel in charge of cybersecurity, taking technical measures to prevent computer viruses, network attacks and intrusions, taking technical measures to monitor and record network operation status and cybersecurity incidents, and taking data security measures such as data classification, backups and encryption. The Cybersecurity Law also imposes an obligation to provide technical support and assistance to the public and state security authorities in connection with criminal investigations or for the purpose of national security. The Cybersecurity Law sets high requirements for the operational security of facilities deemed to be part of the PRC’s “critical information infrastructure,” which include a requirement to store personal information and important business data within the PRC and national security review requirements for any network products or services that may impact national security. Among other factors, “critical information infrastructure” is defined as critical information infrastructure, that will, in the event of destruction, loss of function or data leak, result in severe damage to national security, economy, people’s livelihoods, or public interest. Furthermore, on September 12, 2022, the CAC released the Draft Amendment to the Cybersecurity Law, which increases the legal liability for violations under the current Cybersecurity Law, integrates and unifies the penalties for violation of network operation security protection obligations, violation of critical information infrastructure security protection obligations and violation of personal information protection obligations. Since the Amendment was released only for soliciting public comments at this stage, uncertainties exist with respect to the enactment timetable, final content, interpretation and implementation.

Pursuant to the Notice of the Supreme People’s Court, the Supreme People’s Procuratorate and the Ministry of Public Security on Legally Punishing Criminal Activities Infringing upon the Personal Information of Citizens, issued in 2013, and the Interpretation of the Supreme People’s Court and the Supreme People’s Procuratorate on Several Issues regarding Legal Application in Criminal Cases Infringing upon the Personal Information of Citizens, which was issued on May 8, 2017 and took effect on June 1, 2017, the following activities may constitute the crime of infringing upon a citizen’s personal information: (i) providing a citizen’s personal information to specified persons or releasing a citizen’s personal information online or through other methods in violation of relevant national provisions; (ii) providing legitimately collected information relating to a citizen to others without such citizen’s consent (unless the information is processed, not traceable to a specific person and not recoverable); (iii) collecting a citizen’s personal information in violation of applicable rules and regulations when performing a duty or providing services; or (iv) collecting a citizen’s personal information by purchasing, accepting or exchanging such information in violation of applicable rules and regulations. In addition, the Opinions of the Supreme People’s Court, the Supreme People’s Procuratorate, and the Ministry of Public Security on Several Issues Concerning the Application of Criminal Procedures in Handling of Criminal Cases Involving Information Networks, which took effect on September 1, 2022, further provide detailed procedures on facilitating the handling of criminal cases of (i) refusing to perform the obligation of managing the security of the information networks, (ii) illegally using the information networks, or (iii) assisting in the criminal activities of the information networks.

According to the Interpretations of the Supreme People’s Court and the Supreme People’s Procuratorate on Several Issues concerning the Application of the Law in Handling Criminal Cases Involving Crimes of Illegally Using the Information Network or Providing Aid for Criminal Activities regarding Information Network issued on October 21, 2019 and taking effect on November 1, 2019, a violator refusing to perform the obligation of safety management for the information network, causing the disclosure of user information, and falling under one of the following circumstances shall be deemed “causing serious consequences” as prescribed under the PRC Criminal Law: (i) causing the disclosure of not less than 500 pieces of location information, communication content, credit information, and property information; (ii) causing the disclosure of not less than 5,000 pieces of accommodation information, communication records, health and physiological information, transaction information and other user information that may affect personal or property safety; (iii) causing the disclosure of not less than 50,000 pieces of user information other than the information set forth in items (i) and (ii); (iv) causing the disclosure of user information which quantity does not meet the standards set forth in items (i), (ii) and (iii), but meets the relevant quantity standards after conversion at the corresponding proportion in aggregate; (v) causing deaths, serious injuries, mental disorders or kidnapping of others, or other serious consequences; (vi) causing material economic losses; (vii) seriously disturbing the social order; or (viii) causing other serious consequences.



Pursuant to the Ninth Amendment to the Criminal Law issued by the SCNPC in August 2015, which became effective in November 2015, any person or entity that fails to fulfill the obligations related to Internet information security administration as required by applicable laws and refuses to rectify upon orders is subject to criminal penalty for the result of (i) any dissemination of illegal information in large scale; (ii) any severe effect due to the leakage of the client’s information; (iii) any serious loss of criminal evidence; or (iv) other severe situation, and any individual or entity that (i) sells or provides personal information to others in a way violating the applicable law, or (ii) steals or illegally obtain any personal information is subject to criminal penalty in severe situation.

On November 28, 2019, the Secretary Bureau of the Cyberspace Administration of China, the General Office of the MIIT, the General Office of the Ministry of Public Security and the General Office of the SAMR jointly issued the Notice on the Measures for Determining the Illegal Collection and Use of Personal Information through Mobile Applications, which aims to provide reference for supervision and administration departments and provide guidance for mobile applications operators’ self-examination and self-correction and social supervision by netizens, and further elaborates the forms of behavior constituting illegal collection and use of the personal information through mobile applications including: (i) failing to publish the rules on the collection and use of personal information; (ii) failing to explicitly explain the purposes, methods and scope of the collection and use of personal information; (iii) collecting and using personal information without the users’ consent; (iv) collecting personal information unrelated to the services it provides and beyond the necessary principle; (v) providing personal information to others without the users’ consent; (vi) failing to provide the function of deleting or correcting the personal information according to the laws or failing to publish information such as ways of filing complaints and reports.

On June 10, 2021, the SCNPC promulgated the Data Security Law, which took effect in September 2021. The Data Security Law imposes data security and privacy obligations on entities and individuals carrying out data activities. The Data Security Law also introduces a data classification and hierarchical protection system based on the importance of data in economic and social development, as well as the degree of harm it will cause to national security, public interests, or legitimate rights and interests of individuals or organizations when such data is tampered with, destroyed, leaked, or illegally acquired or used. The appropriate level of protection measures is required to be taken for each respective category of data. For example, a processor of important data shall have designated personnel and management body in responsible for data security, conduct risk assessments for its data processing activities and file risk assessment reports with the competent authorities. In addition, the Data Security Law provides a national security review procedure for those data activities which may affect national security and imposes export restrictions on certain data and information. We may be required to make further adjustments to our business practices to comply with this law.



On July 30, 2021, the State Council promulgated the Regulations on Security Protection of Critical Information Infrastructure, effective on September 1, 2021. According to the Regulations on Security Protection of Critical Information Infrastructure, a “critical information infrastructure” refers to an important network facility and information system in important industries such as, among others, public communications and information services, as well as other important network facilities and information systems that may severely endanger national security, economy, people’s livelihood, or the public interests in the event of damage, loss of function, or data leakage. The competent governmental authorities and supervision and management authorities of the aforementioned important industries will be responsible for (i) organizing the identification of critical information infrastructures in their respective industries in accordance with certain identification rules, and (ii) promptly notifying the identified operators and the public security department of the State Council of the identification results.

On December 28, 2021, the CAC, together with certain other PRC governmental authorities, promulgated the Cybersecurity Review Measures that replaced the previous version and took effect from February 15, 2022. Pursuant to these measures, the purchase of network products and services by an operator of critical information infrastructure or the data processing activities of a network platform operator that affect or may affect national security will be subject to a cybersecurity review. In addition, any online platform operator possessing over one million users’ individual information must apply for a cybersecurity review before listing abroad. The competent governmental authorities may also initiate a cybersecurity review against the operators if the authorities believe that the network product or service or data processing activities of such operators affect or may affect national security.

Article 10 of the Cybersecurity Review Measures also set out certain general factors which would be the focus in assessing the national security risk during a cybersecurity review, including (i) risks of critical information infrastructure being illegally controlled or subject to interference or destruction; (ii) the harm caused by the disruption of the supply of the product or service to the business continuity of critical information infrastructure; (iii) the security, openness, transparency and diversity of sources of the product or service, the reliability of supply channels, and risks of supply disruption due to political, diplomatic, trade and other factors; (iv) compliance with PRC laws, administrative regulations and departmental rules by the provider of the product or service; (v) the risk of core data, important data or a large amount of personal information being stolen, leaked, damaged, illegally used, or illegally transmitted overseas; (vi) the risk that critical information infrastructure, core data, important data or a large amount of personal information being affected, controlled, and maliciously used by foreign governments for a listing, as well as network information security risks; and (viii) other factors that may endanger the security of critical information infrastructure, cybersecurity and data security.



On August 20, 2021, the SCNPC promulgated the Personal Information Protection Law, which took effect on November 1, 2021. Pursuant to the Personal Information Protection Law, “personal information” refers to any kind of information related to an identified or identifiable individual as electronically or otherwise recorded and exclude anonymized information. The processing of personal information includes the collection, storage, use, processing, transmission, provision, disclosure and deletion of personal information. The Personal Information Protection Law applies to the processing of personal information of individuals within the territory of the PRC, as well as personal information processing activities outside the territory of PRC, for the purpose of providing products or services to natural persons located within PRC, for analyzing or evaluating the behaviors of natural persons located within PRC, or for other circumstances as prescribed by laws and administrative regulations. A personal information processor may process the personal information of this individual only under the following circumstances: (i) where consent is obtained from the individual; (ii) where it is necessary for the execution or performance of a contract to which the individual is a party, or where it is necessary for carrying out human resource management pursuant to employment rules or collective contracts made and executed in accordance with laws; (iii) where it is necessary for performing a statutory responsibility or statutory obligation; (iv) where it is necessary in response to a public health emergency, or for protecting the life, health or property of a natural person in the case of an emergency; (v) where the personal information is processed within a reasonable scope to carry out news reporting, supervision by public opinions or any other activity for public interest purposes; (vi) where the personal information, which has already been disclosed by the individual or otherwise legally disclosed, is processed within a reasonable scope; or (vii) any other circumstance as provided by laws or administrative regulations. In principle, the consent of an individual must be obtained for the processing of his or her personal information, except under the circumstances of the aforementioned items (ii) to (vii). Where personal information is to be processed based on the consent of an individual, such consent shall be a voluntary and explicit indication of intent given by such individual on a fully informed basis. If laws or administrative regulations provide that the processing of personal information shall be subject to a separate consent or written consent of the individual concerned, such provisions shall prevail. In addition, the processing of the personal information of a minor under 14 years old must obtain the consent by a parent or a guardian of such minor and the personal information processors must adopt special rules for processing personal information of minors under 14 years old.

On November 14, 2021, the CAC published a discussion draft of Regulations on the Network Data Security for public comment until December 13, 2021, which provides that data processors conducting the following activities shall apply for cybersecurity review: (i) merger, reorganization or division of internet platform operators that have acquired a large number of data resources related to national security, economic development or public interests affects or may affect national security; (ii) listing abroad of data processors processing over one million users’ personal information; (iii) listing in Hong Kong which affects or may affect national security; or (iv) other data processing activities that affect or may affect national security. As of the date of this annual report, this draft has not been formally adopted, and substantial uncertainties exist with respect to the enactment timetable, final content, interpretation and implementation.



In the meantime, the PRC regulatory authorities have also enhanced the supervision and regulation on cross-border data transmission. For example, on July 7, 2022, the CAC promulgated the Measures for the Security Assessment of Cross-border Data Transfer, which came into effect on September 1, 2022. According to these measures, personal data processors will be subject to security assessment conducted by the CAC prior to any cross-border transfer of data if the transfer involves (i) important data; (ii) personal information transferred overseas by operators of critical information infrastructure or a data processor that has processed personal data of more than one million persons; (iii) personal information transferred overseas by a data processor who has already provided personal data of 100,000 persons or sensitive personal data of 10,000 persons overseas since January 1 of last year; or (iv) other circumstances as requested by the CAC. According to the official interpretation of the CAC, the Measures for the Security Assessment of Cross-border Data Transfer apply to (i) overseas transfer and storage by data processors of data generated during operations in mainland China, and (ii) access to or use of the data collected and generated by data processors and stored in mainland China by overseas institutions, organizations or individuals. Furthermore, any cross-border data transfer activities conducted in violation of the Measures for the Security Assessment of Cross-border Data Transfer before the effectiveness of these measures are required to be rectified by March 2023. As these measures took effect recently, uncertainties still exist with respect to the interpretation and implementation of these measures in practice and how they will affect the Group’s business operation and the value of our securities.

The Group has been in compliance with the regulations and policies that have been issued by the Cyberspace Administration of China to the date of this annual report in all material respects.

Regulation Related to VATS License

Among all of the applicable laws and regulations, the Telecommunications Regulations of the People’s Republic of China, or the Telecom Regulations, promulgated by the PRC State Council in September 25, 2000 and amended on July 29, 2014 and February 6, 2016 respectively, is the primary governing law, and sets out the general framework for the provision of telecommunications services by domestic PRC companies. Under the Telecom Regulations, telecommunications service providers are required to procure operating licenses prior to their commencement of operations. The Telecom Regulations distinguish “basic telecommunications services” from “value-added telecommunications services”, or “VATS”. VATS are defined as telecommunications and information services provided through public networks, and are further divided into Class I VATS and Class II VATS. The Telecom Catalogue was issued as an attachment to the Telecom Regulations to categorize telecommunications services as either basic or value-added. The Telecom Catalogue was most recently updated in June 2019, categorizing online data and transaction processing, information services, among others, as Class II VATS.

The Administrative Measures on Telecommunications Business Operating Licenses, promulgated by the MIIT in 2009 and most recently amended in July 2017, which set forth more specific provisions regarding the types of licenses required to operate VATS, the qualifications and procedures for obtaining such licenses and the administration and supervision of such licenses. Under these regulations, a commercial operator of VATS must first obtain a VATS License, from the MIIT or its provincial level counterparts, otherwise such operator might be subject to sanctions including corrective orders and warnings from the competent administration authority, fines and confiscation of illegal gains and, in the case of significant infringements, the websites may be ordered to close.



Regulation Related to Foreign Investment

Foreign Investment Law

On March 15, 2019, the National People’s Congress approved the Foreign Investment Law, and on December 26, 2019, the State Council promulgated the Implementing Rules to further clarify and elaborate the relevant provisions of the Foreign Investment Law. The Foreign Investment Law and the Implementing Rules both took effect on January 1, 2020 and replaced three major previous laws on foreign investments in China, namely, the Sino-foreign Equity Joint Venture Law, the Sino-foreign Cooperative Joint Venture Law and the Wholly Foreign-owned Enterprise Law, together with their respective implementing rules. Pursuant to the Foreign Investment Law, “foreign investments” refer to investment activities conducted by foreign investors (including foreign natural persons, foreign enterprises or other foreign organizations) directly or indirectly in the PRC, which include any of the following circumstances: (i) foreign investors setting up foreign-invested enterprises in the PRC solely or jointly with other investors, (ii) foreign investors obtaining shares, equity interests, property portions or other similar rights and interests of enterprises within the PRC, (iii) foreign investors investing in new projects in the PRC solely or jointly with other investors, and (iv) investment in other methods as specified in laws, administrative regulations, or as stipulated by the State Council. The Implementing Rules introduce a see-through principle and further provide that foreign-invested enterprises that invest in the PRC shall also be governed by the Foreign Investment Law and the Implementing Rules.

The Foreign Investment Law and the Implementing Rules provide that a system of pre-entry national treatment and negative list shall be applied for the administration of foreign investment, where “pre-entry national treatment” means that the treatment given to foreign investors and their investments at market entry stage is no less favorable than that given to domestic investors and their investments, and “negative list” means the special administrative measures for foreign investment’s entry to specific fields or industries, which will be proposed by the competent investment department of the State Council in conjunction with the competent commerce department of the State Council and other relevant departments, and be reported to the State Council for promulgation, or be promulgated by the competent investment department or competent commerce department of the State Council after being reported to the State Council for approval. Foreign investments beyond the negative list will be granted national treatment. Foreign investors shall not invest in the prohibited fields as specified in the negative list, and foreign investors who invest in the restricted fields shall comply with the special requirements on the shareholding, senior management personnel, etc. In the meantime, relevant competent government departments will formulate a catalogue of industries for which foreign investments are encouraged according to the needs for national economic and social development, to list the specific industries, fields and regions in which foreign investors are encouraged and guided to invest. The current industry entry clearance requirements governing investment activities in the PRC by foreign investors are set out in two categories, namely the Special Entry Management Measures (Negative List) for the Access of Foreign Investment (2021 version), or the 2021 Negative List, as promulgated by the National Development and Reform Commission and the MOFCOM on December 27, 2021 and taking effect on January 1, 2022, and the Encouraged Industry Catalogue for Foreign Investment (2022 version) as promulgated by the National Development and Reform Commission and the MOFCOM on October 26, 2022 and taking effect on January 1, 2023. Industries not listed in these two catalogues are generally deemed “permitted” for foreign investment unless specifically restricted by other PRC laws.



According to the Implementing Rules, the registration of foreign-invested enterprises shall be handled by the SAMR or its authorized local counterparts. Where a foreign investor invests in an industry or field subject to licensing in accordance with laws, the relevant competent government department responsible for granting such license shall review the license application of the foreign investor in accordance with the same conditions and procedures applicable to PRC domestic investors unless it is stipulated otherwise by the laws and administrative regulations, and the competent government department shall not impose discriminatory requirements on the foreign investor in terms of licensing conditions, application materials, reviewing steps and deadlines, etc.

Pursuant to the Foreign Investment Law and the Implementing Rules, and the Information Reporting Measures for Foreign Investment jointly promulgated by the MOFCOM and the SAMR, which took effect on January 1, 2020, a foreign investment information reporting system shall be established and foreign investors or foreign-invested enterprises shall report investment information to competent commerce departments of the government through the enterprise registration system and the enterprise credit information publicity system, and the administration for market regulation shall forward the above investment information to the competent commerce departments in a timely manner.

Foreign Investment Restriction on VATS

According to the 2021 Negative List and the Administrative Regulations on Foreign-Invested Telecommunications Enterprises, which were most recently amended by the State Council on April 7, 2022 and took effect on May 1, 2022 and replaced the previous version afterwards, as for the telecommunications businesses open for foreign investment according to China's WTO commitment, except as otherwise stipulated by the state, the equity interest of foreign investors in the value-added telecommunications enterprises shall not exceed 50%, except for e-commerce, domestic conferencing, store-and-forward, and call center services. In particular, from May 1, 2022, the amended Administrative Regulations on Foreign-Invested Telecommunications Enterprises removed the qualification requirement on the primary foreign investor in a foreign invested value-added telecommunications enterprise for having a good track record and operational experience in the value-added telecommunications industry as stipulated in the currently effective version.

Regulation Related to Financing Guarantee Companies

The State Council promulgated the Regulations on the Administration of Financing Guarantee Companies on August 2, 2017, and on April 2, 2018, the CBIRC, together with several other governmental authorities, jointly adopted four supporting rules of the Administration of Financing Guarantee Companies, which was amended in June 2021: (i) the Administrative Measures for the Financing Guarantee Business Permit, (ii) Measures for Measuring the Outstanding Amount of Financing Guarantee Liabilities, (iii) Administrative Measures for the Asset Percentages of Financing Guarantee Companies and (iv) Guidelines on Business Cooperation between Banking Financial Institutions and Financing Guarantee Companies, or the Four Supporting Measures of the Financing Guarantee Rules. In addition, the CBIRC, together with several other governmental authorities, jointly issued the Supplementary Provisions on the Supervision and Administration of Financing Guarantee Companies on October 9, 2019, which was amended in June 2021.



According to the above rules on financing guarantee companies, or the Financing Guarantee Rules, “financing guarantee” refers to the activities in which guarantors provide guarantee to the guaranteed parties as to loans, bonds or other types of debt financing, including, among other things, the activities whereby a guarantor provides guarantee for loans, online lending, financial leasing, commercial factoring, bill acceptance, letters of credit or other forms of debt financing. “Financing guarantee companies” refer to companies legally established and operating financing guarantee business. According to such rules, the establishment of financing guarantee companies shall be subject to the approval by the competent government authority, and unless otherwise stipulated, no entity may operate financing guarantee business without such approval. If any entity violates these regulations and operates financing guarantee business without approval, the entity may be subject to penalties including ban or suspension of business, fines of RMB500,000 to RMB1,000,000, confiscation of illegal gains if any, and if the violation constitutes a criminal offense, criminal liability shall be imposed in accordance with the law.

As required by the Financing Guarantee Rules, a financing guarantee company shall measure its outstanding guarantee liabilities according to the risk weights stipulated by the government authorities, and the outstanding guarantee liabilities of a financing guarantee company shall not exceed ten times of its net assets, such limitation may be raised to fifteen times for financing guarantee companies which mainly serves small and micro-sized enterprises as well as the agricultural industry, rural areas and farmers. The outstanding guarantee liabilities of a financing guarantee company vis-à-vis the same guaranteed party shall not exceed 10% of the net assets of the financing guarantee company, while the outstanding guarantee liabilities of a financing guarantee company vis-à-vis the same guaranteed party and its affiliated parties shall not exceed 15% of its net assets.

Furthermore, a financing guarantee company shall not provide financing guarantee for its controlling shareholder and actual controller. When a financing guarantee company provides financing guarantee for other affiliated parties, the conditions shall not be more favorable than those for providing similar guarantee for non-affiliated parties. In addition, a financing guarantee company shall not engage in any of the following activities: (i) taking deposits directly or in any disguised form; (ii) being engaged in proprietary lending or entrusted lending business; or (ii) making investment upon entrustment. If the competent governing authority finds that the business activities of a financing guarantee company may cause material risks, the government authority may take any of the following measures depending on actual circumstances: (i) ordering the financing guarantee company to suspend certain business; (ii) restricting the size and manner of use of proprietary funds by the financing guarantee company; or (iii) ordering the financing guarantee company to stop setting up any additional branch. A financing guarantee company that falls under any of the following circumstances shall be ordered by the competent government authority to make correction within the prescribed time limit; and, where it fails to correct by the prescribed deadline, the financing guarantee company may be subject to penalties including, fines of RMB100,000 to RMB500,000, confiscation of illegal gains if any, being ordered to suspend business for rectification, or being revoked of its permit for financing guarantee business under grave circumstances: (i) where the ratio of the outstanding guarantee liabilities of the financing guarantee company to its net assets is not in compliance with relevant requirements; (ii) where the financing guarantee company provides financing guarantee for its controlling shareholder or actual controller, or where the conditions by which the financing guarantee company provides financing guarantee for other affiliated parties are more favorable than those for providing similar guarantee for non-affiliated parties; (iii) where the financing guarantee company fails to accrue corresponding reserves in accordance with relevant provisions; or (iv) where the financing guarantee company fails to use its proprietary funds pursuant to the applicable governmental provisions on the safety and liquidity of the assets of financing guarantee companies.



With respect to the cooperation on guarantee business between financing guarantee companies and banking financial institutions, as required by the Financing Guarantee Rules, the two parties of such cooperation shall follow the principles of free will, equality, fairness and honesty, being compliant with laws, and prudent operation. Financing guarantee companies and banking financial institutions shall enter into cooperation agreements in writing to specify the rights and obligations of both parties, which shall include the scope of business cooperation, duration of cooperation, credit line, risk sharing, grace period for compensation, and information disclosure, among others. Furthermore, banking financial institutions shall not carry out cooperation on guarantee business with any company that does not hold the approval or license to operate financing guarantee business.

In connection with the Group’s automotive financing facilitation business, the Group provides credit assessment service to financial institutions to assist them in making ultimate credit decisions. Under the arrangements with certain financial institutions, the Group is obligated to purchase the relevant financing receivables upon certain specified events of default by car buyers. It is uncertain whether such practices would be deemed to operate financing guarantee business because of the current arrangements with certain financial institutions, which has caused certain risks to the Group’s business, financial condition, results of operations and prospects. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Industry and Business—The laws and regulations governing the automotive and mobility industries or other industries related to the Group’s business in the PRC are subject to further changes and interpretation. If such business practices or the business practices of third parties that the Group collaborate with are deemed to violate any PRC laws or regulations, the Group’s business, financial condition, results of operations and prospects would be materially and adversely affected.” and “Item 3. Key Information—D. Risk Factors —Risks Relating to Our Industry and Business—Shanghai Cango may be deemed to operate financing guarantee business by the PRC regulatory authorities.”

Regulation Related to Insurance Brokerage Business

According to the Measures for the Administration of Licenses of Banking and Insurance Institutions promulgated by the CBIRC on April 28, 2021 and effective on July 1, 2021 and the PRC Insurance Law promulgated by the SCNPC in June 1995 and most recently amended in April 2015, an insurance brokerage company is an entity that, in the interest of the applicant, provides intermediary services between the applicant and the insurer for the conclusion of an insurance contract and receives a commission in accordance with relevant laws. An insurance brokerage company shall obtain an insurance intermediary licenses before it engages in insurance brokerage business.



In accordance with the Regulatory Provisions on Insurance Brokerages, which was promulgated by the CBIRC on February 1, 2018 and took effect on May 1, 2018, or the Insurance Brokerages Provisions, an insurance brokerage company, in order to operate the insurance brokerage business, shall satisfy the relevant statutory requirements with respect to its shareholders, registered capital, business scope, articles of associations, company name, senior management personnel, governance structure, internal control system, feasible business mode, business premise, etc. If the insurance brokerage practitioners of an insurance brokerage company intend to practice the insurance brokerage business, such insurance brokerage company shall complete the practicing registration for those practitioners in the regulatory information system of the CBIRC for insurance intermediaries including the insurance brokerage companies. The practicing registration for each insurance brokerage practitioner shall only be conducted through one insurance brokerage company. Violations of the Insurance Brokerages Provisions by the insurance brokerage companies may subject them to penalties including without limitation warning, fines, confiscation of illegal gains, rectification, revocation of licenses, and the insurance brokerage companies may be prevented from applying for administrative approval again within a specified time.

On April 2, 2019, the CBIRC promulgated the Circular on Issuing the 2019 Plan for the Rectification of Chaos in the Insurance Intermediary Market, or the Rectification Plan, aiming to further curb the chaos of violations of laws and regulations in the insurance intermediary market. The Rectification Plan mainly provides three key targets: (i) to ascertain insurance companies' responsibility for management and control of various intermediary channels; (ii) to carefully investigate business compliance of insurance intermediaries; and (iii) to strengthen the rectification of insurance business of the third-party online platforms in cooperation with insurance institutions. Insurance intermediaries, like the insurance brokerage companies, shall strengthen the internal control management, prevent business risks, and focus on the rectification based on the following factors: (i) whether the professional insurance intermediary assists an insurance company in maliciously obtaining insurance proceeds by fabricating agency business, etc.; (ii) whether the professional insurance intermediary sells unapproved non-insurance financial products; (iii) whether the professional insurance intermediary grants benefits other than those stipulated in relevant insurance contracts to policyholders, the issued and beneficiaries; and (iv) whether the professional insurance intermediary has filed registration for sales personnel for practice in accordance with relevant regulations, etc.

On December 7, 2020, the CBIRC promulgated the Regulatory Measures for Online Insurance Business, or the Online Insurance Measures, which took effect on February 1, 2021. The Online Insurance Measures set forth the fundamental business rules applicable to the business operation of all insurance institutions (including insurance companies and insurance intermediaries) and their self-operated online platforms, as well as the specific business rules applicable to various types of insurance institutions and their business operation. In particular, the Online Insurance Measures provide that insurance institutions shall sell the Internet insurance products or provide insurance brokerage and insurance adjustment services through their self-operated online platforms or the self-operated online platforms of other insurance institutions, and the insurance application page must belong to the self-operated online platforms of insurance institutions. If an insurance intermediary conducts the Internet insurance business, its insurance type shall not exceed the insurance coverage and business area of the underwriting insurance company, and its business scope shall not exceed the scope agreed upon in the cooperation or entrustment agreement. An insurance institution operating the Internet insurance business shall submit information related to its self-operated online platforms, Internet insurance products, cooperative sales channels, and related changes to the relevant information system of the relevant regulatory authority. An insurance institution shall submit a report on the operation of the Internet insurance business over the previous year to the relevant information system before April 30 each year. In addition, insurance institutions are required to conduct rectification in accordance with the Online Insurance Measures, complete the rectification of system construction, marketing, sales management, information disclosure and other issues within three months following the implementation of the Online Insurance Measures, and complete the rectification of other business operation issues within six months thereafter, and complete the network security level protection certification of the self-operated network platform within 12 months thereafter. Any insurance institutions in violation of the Online Insurance Measures may be ordered to make rectification or subject to other regulatory measures.



Regulations Related to Used Automobiles Transaction Business

On August 29, 2005, the MOFCOM, the Ministry of Public Security, the SAIC, and State Administration of Taxation together promulgated the Measures for the Administration of the Circulation of Used Automobiles, which were amended on September 14, 2017. On November 22, 2005, the MOFCOM further promulgated the Notice on Issues Concerning the Implementation of the Measures for the Administration of the Circulation of Used Automobiles. According to aforesaid regulations, the term “business operators of used automobiles” refers to the enterprises that have gone through the registration formalities according to law with the administration for market regulation and undertake the retail, auction, brokerage, authentication and evaluation of used automobiles. After obtaining the business license from the local administration for market regulation, the business operators of used automobiles shall also file for record with the provincial commerce administration within two months. In addition, on September 6, 2020, the MOFCOM and the Ministry of Public Security promulgated the Circular on Improving the Administration of the Record-filing of Participants of the Used Automobile Market and Automobile Transaction Registration, which provides that an enterprise that files a record shall truthfully provide its corporate name, social credit code, address and other business information. All local competent commerce departments shall take effective measures, strengthen the intensity and frequency of law enforcement inspections on sales enterprises and the trading market, and investigate and punish illegal activities in accordance with the laws and regulations. Enterprises which fail to make filing as required shall be dealt with in accordance with the laws and regulations, and the competent commerce departments shall impose restrictions in the pilot demonstration work, and may give warnings, etc.

Anti-money Laundering Regulation

The PRC Anti-money Laundering Law, which became effective in January 2007, sets forth the principal anti-money laundering requirements applicable to financial institutions as well as non-financial institutions with anti-money laundering obligations, including the adoption of precautionary and supervisory measures, establishment of various systems for client identification, retention of clients’ identification information and transactions records, and reports on large transactions and suspicious transactions. According to the PRC Anti-money Laundering Law, financial institutions subject to the PRC Anti-money Laundering Law include banks, credit unions, trust investment companies, stock brokerage companies, futures brokerage companies, insurance companies and other financial institutions as listed and published by the State Council, while the list of the non-financial institutions with anti-money laundering obligations will be published by the State Council. The PBOC and other governmental authorities issued a series of administrative rules and regulations to specify the anti-money laundering obligations of financial institutions and certain non-financial institutions, such as payment institutions. However, the State Council has not promulgated the list of the non-financial institutions with anti-money laundering obligations.



The Internet Finance Guidelines jointly released by ten PRC regulatory agencies in July 2015, purport, among other things, to require Internet finance service providers to comply with certain anti-money laundering requirements, including the establishment of a customer identification program, the monitoring and reporting of suspicious transactions, the preservation of customer information and transaction records, and the provision of assistance to the public security department and judicial authority in investigations and proceedings in relation to anti-money laundering matters. In addition, the PBOC, CBIRC and CSRC jointly promulgated the Measures for the Administration of Anti-money Laundering and Countering the Terrorist Financing by Internet Finance Service Providers (for Trial Implementation) on September 29, 2018, or the Anti-money Laundering Measures for the Internet Finance Service Providers, which took effect from January 1, 2019. The Anti-money Laundering Measures for the Internet Finance Service Providers apply to the institutions established in the PRC with the approval of or upon filing with the appropriate authorities and legally engaged in Internet financial services. According to such measures, the specific work scope of combating money laundering and terrorist financing in the Internet finance industry shall be determined, adjusted and published by the PBOC in conjunction with the relevant financial regulatory authorities of the State Council in accordance with laws and regulatory policies, including but not limited to online payment, peer-to-peer lending, information intermediaries of peer-to-peer lending, equity crowdfunding, online sale of funds, online insurance, online trust, and online consumer finance. Internet finance service providers other than financial institutions and non-bank payment institutions shall file the record of their internal control system for anti-money laundering and countering the terrorist financing to the competent governmental authority. Furthermore, Internet finance service providers other than financial institutions and non-bank payment institutions shall complete the performance registration with the online monitoring platform for anti-money laundering and countering the terrorist financing of Internet finance established by the PBOC. Any Internet finance service provider in violation of such provisions will be ordered to rectify within prescribed time limit and be subject to administration penalties by the PBOC, the financial regulatory authority of the State Council and their local counterparts respectively, or even subject to criminal liabilities.

In addition, pursuant to the Notice of Strengthening Anti-money Laundering in Insurance Industry promulgated by the CBIRC on August 10, 2010 and Administrative Measures for Anti-money Laundering Agenda in Insurance Industry promulgated on September 13, 2011 by the CBIRC and became effective on October 1, 2011, the CBIRC shall organize, coordinate and direct anti-money laundering efforts in insurance industry. Pursuant to the Notice of Strengthening Anti-money Laundering in Insurance Industry, equity investments in insurance intermediaries and equity structure changes therein should be in line with relevant requirements on fund sources in anti-money laundering laws and regulations of the PRC. According to the foregoing regulations, insurance brokerage companies shall, in the light of the real-name system for policies and in accordance with the working principles that client materials are complete, transaction records are available for inspection and circumstance of funds is regulated, effectively enhance the internal control level of anti-money laundering. They shall establish an internal control system for anti-money laundering and prohibit funds of illegal source from investing into them. The senior management officers of insurance brokerage companies shall understand laws and regulations on anti-money laundering. Furthermore, they shall meet anti-money laundering criteria specified by the CBIRC, including (i) establishment of system for client identity recognition, client identity and transaction record keeping, training and education, auditing, confidentiality, internal control system and operation protocols including those facilitating monitoring and inspection and administrative investigation; (ii) dedicated anti-money laundering posts and job descriptions, manning and training for such posts; and (iii) other requirements according to regulatory provisions.



Regulation Related to Intellectual Property Rights

The SCNPC, the State Council and the National Copyright Administration, or the NCAC, have promulgated various rules and regulations relating to the protection of software in China, including without limitation the PRC Copyright Law, adopted in 1997 and last revised in November 2020 (this amendment took effect on June 1, 2021), with its implementation rules adopted in 1991 and revised in 2013, and the Regulations for the Protection of Computer Software as promulgated on January 30, 2013. Under these rules and regulations, software owners, licensees and transferees may register their rights in software with the NCAC or its local branches and obtain software copyright registration certificates. Although such registration is not mandatory under PRC law, software owners, licensees and transferees are encouraged to go through the registration process to enjoy the better protections afforded to registered software rights.

The PRC Trademark Law, adopted in 1982 and last revised in 2019, respectively, with its implementation rules adopted in 2002 and revised in 2014, protects registered trademarks. The State Intellectual Property Office, formerly known as the Trademark Office of the State Administration for Industry and Commerce, handles trademark registrations and grants a protection term of ten years to registered trademarks.

The MIIT promulgated its Administrative Measures on Internet Domain Names in 2017. According to these measures, the MIIT is in charge of the overall administration of domain names in China. The registration of domain names in PRC is on a “first-apply-first-registration” basis. A domain name applicant will become the domain name holder upon the completion of the application procedure.

Regulation Related to Employment

On June 29, 2007, the SCNPC, adopted the Labor Contract Law, which became effective as of January 1, 2008 and was revised on December 28, 2012 and became effective on July 1, 2013. The Labor Contract Law requires employers to enter into written contracts with their employees, restricts the use of temporary workers and aims to give employees long-term job security. Pursuant to the Labor Contract Law, employment contracts lawfully concluded prior to the implementation of the Labor Contract Law and continuing as of the date of its implementation will continue to be performed. Where an employment relationship was established prior to the implementation of the Labor Contract Law but no written employment contract was concluded, a contract must be concluded within one month after the Labor Contract Law’s implementation.



According to the Social Insurance Law promulgated by SCNPC, most recently amended on December 29, 2018, the Regulation of Insurance for Work-Related Injury, the Provisional Measures on Insurance for Maternity of Employees, Regulation of Unemployment Insurance, the Decision of the State Council on Setting Up Basic Medical Insurance System for Staff Members and Workers in Cities and Towns and the Interim Regulation on the Collection and Payment of Social Insurance Premiums, an employer is required to contribute the social insurance for its employees in the PRC, including the pension insurance, medical insurance, unemployment insurance, maternity insurance and work-related injury insurance. Under the Regulations on the Administration of Housing Funds, promulgated by the State Council on April 3, 1999 and as amended on March 24, 2002 and March 24, 2019 respectively, an employer is required to make contributions to a housing fund for its employees.

The use of employees of third-party labor dispatch agencies, who are known in China as “dispatched workers,” is mainly regulated by the Interim Provisions on Labor Dispatching, which was promulgated by the Ministry of Human Resources and Social Security in January 2014. It provides that an employer may use dispatched workers only for temporary, auxiliary or substitute positions, and shall strictly control the number of workers under labor dispatching arrangements. The number of dispatched workers used by an employer shall not exceed 10% of the total number of its employees.

Regulation Related to Foreign Exchange

Regulation on Foreign Currency Exchange

The principal regulations governing foreign currency exchange in China are the Foreign Exchange Administration Regulations, most recently amended in August 2008. Under the PRC foreign exchange regulations, payments of current account items, such as profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval from SAFE by complying with certain procedural requirements. By contrast, approval from or registration with appropriate government authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital account items, such as direct investments, repayment of foreign currency-denominated loans, repatriation of investments and investments in securities outside of China.

In November 2012, SAFE promulgated the Circular of Further Improving and Adjusting Foreign Exchange Administration Policies on Foreign Direct Investment, which substantially amends and simplifies the current foreign exchange procedure. Pursuant to this circular, the opening of various special purpose foreign exchange accounts, such as pre-establishment expenses accounts, foreign exchange capital accounts and guarantee accounts, the reinvestment of RMB proceeds derived by foreign investors in the PRC, and remittance of foreign exchange profits and dividends by a foreign-invested enterprise to its foreign shareholders no longer require the approval or verification of SAFE, and multiple capital accounts for the same entity may be opened in different provinces, which was not possible previously. In addition, SAFE promulgated another circular in May 2013, which specifies that the administration by SAFE or its local branches over direct investment by foreign investors in the PRC must be conducted by way of registration and banks must process foreign exchange business relating to the direct investment in the PRC based on the registration information provided by SAFE and its branches. On February 28, 2015, SAFE promulgated the Notice on Further Simplifying and Improving the Administration of the Foreign Exchange Concerning Direct Investment, or SAFE Notice 13. After SAFE Notice 13 became effective on June 1, 2015, instead of applying for approvals regarding foreign exchange registrations of foreign direct investment and overseas direct investment from SAFE, entities and individuals may apply for such foreign exchange registrations from qualified banks. The qualified banks, under the supervision of SAFE, may directly review the applications and conduct the registration.



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On March 30, 2015, SAFE promulgated the Circular of SAFE on Reforming the Management Approach regarding the Settlement of Foreign Capital of Foreign-invested Enterprise, or Circular 19, which expands a pilot reform of the administration of the settlement of the foreign exchange capitals of foreign-invested enterprises nationwide. Circular 19 came into force and replaced both the Circular of the State Administration of Foreign Exchange on Issues Relating to the Improvement of Business Operations with Respect to the Administration of Foreign Exchange Capital Payment and Settlement of Foreign-invested Enterprises, or Circular 142 and the Circular of the State Administration of Foreign Exchange on Issues concerning the Pilot Reform of the Administrative Approach Regarding the Settlement of the Foreign Exchange Capitals of Foreign-invested Enterprises in Certain Areas, or Circular 36 on June 1, 2015. Circular 19 allows all foreign-invested enterprises established in the PRC to use their foreign exchange capitals to make equity investment and removes certain other restrictions had been provided in Circular 142. However, Circular 19 continues to prohibit foreign-invested enterprises from, among other things, using RMB fund converted from its foreign exchange capitals for expenditure beyond its business scope and providing entrusted loans or repaying loans between non-financial enterprises. SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming and Standardizing the Foreign Exchange Settlement Management Policy of Capital Account, or Circular 16, effective in June 2016, which reiterates some of the rules set forth in Circular 19, but Compared to Circular 19, Circular 16 provides that discretionary foreign exchange settlement applies to foreign exchange capital, foreign debt offering proceeds and remitted foreign listing proceeds, and the corresponding RMB capital converted from foreign exchange are not restricted from extending loans to related parties or repaying the inter-company loans (including advances by third parties). However, there exist substantial uncertainties with respect to the interpretation and implementation in practice with respect to the Circular 16. Circular 19 or Circular 16 may delay or limit us from using the proceeds of offshore offerings to make additional capital contributions or loans to our PRC subsidiary and any violations of these circulars could result in severe monetary or other penalties.



In January 2017, SAFE promulgated the Circular on Further Improving Reform of Foreign Exchange Administration and Optimizing Genuineness and Compliance Verification, or Circular 3, which stipulates several capital control measures with respect to the outbound remittance of profit from domestic entities to offshore entities, including (i) under the principle of genuine transaction, banks shall check board resolutions regarding profit distribution, the original version of tax filing records and audited financial statements; and (ii) domestic entities shall hold income to account for previous years' losses before remitting the profits. Moreover, pursuant to Circular 3, domestic entities shall make detailed explanations of the sources of capital and utilization arrangements, and provide board resolutions, contracts and other proof when completing the registration procedures in connection with an outbound investment.

On October 23, 2019, SAFE promulgated the Circular of the State Administration of Foreign Exchange on Further Promoting the Facilitation of Cross-border Trade and Investment, or Circular 28, which permits non-investment foreign-invested enterprises to use their capital funds to make equity investments in China, with genuine investment projects and in compliance with effective foreign investment restrictions and other applicable laws. However, as the Circular 28 was newly issued, there are still substantial uncertainties as to its interpretation and implementations in practice.

Regulation on Foreign Exchange Registration of Overseas Investment by PRC Residents

SAFE issued SAFE Circular on Relevant Issues Relating to Domestic Resident's Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37, that became effective in July 2014, replacing the Circular of the State Administration of Foreign Exchange on Issues Concerning the Regulation of Foreign Exchange in Equity Finance and Return Investments by Domestic Residents through Offshore Special Purpose Vehicles, or SAFE Circular 75. SAFE Circular 37 regulates foreign exchange matters in relation to the use of special purpose vehicles, or SPVs, by PRC residents or entities to seek offshore investment and financing or conduct round trip investment in China. Under SAFE Circular 37, a SPV refers to an offshore entity established or controlled, directly or indirectly, by PRC residents or entities for the purpose of seeking offshore financing or making offshore investment, using legitimate onshore or offshore assets or interests, while "round trip investment" refers to direct investment in China by PRC residents or entities through SPVs, namely, establishing foreign-invested enterprises to obtain the ownership, control rights and management rights. SAFE Circular 37 provides that, before making contribution into an SPV, PRC residents or entities are required to complete foreign exchange registration with SAFE or its local branch. SAFE promulgated the Notice on Further Simplifying and Improving the Administration of the Foreign Exchange Concerning Direct Investment in February 2015, which took effect on June 1, 2015. This notice has amended SAFE Circular 37 requiring PRC residents or entities to register with qualified banks rather than SAFE or its local branch in connection with their establishment or control of an offshore entity established for the purpose of overseas investment or financing.



PRC residents or entities who had contributed legitimate onshore or offshore interests or assets to SPVs but had not obtained registration as required before the implementation of the SAFE Circular 37 must register their ownership interests or control in the SPVs with qualified banks. An amendment to the registration is required if there is a material change with respect to the SPV registered, such as any change of basic information (including change of the PRC residents, name and operation term), increases or decreases in investment amount, transfers or exchanges of shares, and mergers or divisions. Failure to comply with the registration procedures set forth in SAFE Circular 37 and the subsequent notice, or making misrepresentation on or failure to disclose controllers of the foreign-invested enterprise that is established through round-trip investment, may result in restrictions being imposed on the foreign exchange activities of the relevant foreign-invested enterprise, including payment of dividends and other distributions, such as proceeds from any reduction in capital, share transfer or liquidation, to its offshore parent or affiliate, and the capital inflow from the offshore parent, and may also subject relevant PRC residents or entities to penalties under PRC foreign exchange administration regulations.

Regulation Related to Stock Incentive Plans

SAFE promulgated the Circular of the State Administration of Foreign Exchange on Issues concerning the Administration of Foreign Exchange Used for Domestic Individuals' Participation in Equity Incentive Plans of Companies Listed Overseas, or the Stock Option Rules in February 2012, replacing the previous rules issued by SAFE in March 2007. Under the Stock Option Rules and other relevant rules and regulations, PRC residents who participate in stock incentive plan in an overseas publicly-listed company are required to register with SAFE or its local branches and complete certain other procedures. Participants of a stock incentive plan who are PRC residents must retain a qualified PRC agent, which could be a PRC subsidiary of the overseas publicly listed company or another qualified institution selected by the PRC subsidiary, to conduct the SAFE registration and other procedures with respect to the stock incentive plan on behalf of the participants. In addition, the PRC agent is required to amend the SAFE registration with respect to the stock incentive plan if there is any material change to the stock incentive plan, the PRC agent or other material changes. The PRC agent must, on behalf of the PRC residents who have the right to exercise the employee share options, apply to SAFE or its local branches for an annual quota for the payment of foreign currencies in connection with the PRC residents' exercise of the employee share options. The foreign exchange proceeds received by the PRC residents from the sale of shares under the stock incentive plans granted and dividends distributed by the overseas listed companies must be remitted into the bank accounts in the PRC opened by the PRC agents before distribution to such PRC residents.

Regulation Related to Dividend Distribution

The principal laws, rules and regulations governing dividends distribution by companies in the PRC are the PRC Company Law, which applies to both PRC domestic companies and foreign-invested companies, and the Foreign Investment Law and the Implementing Rules, which apply to foreign-invested companies. Under these laws, regulations and rules, both domestic companies and foreign-invested companies in the PRC are required to set aside as general reserves at least 10% of their after-tax profit, until the cumulative amount of their reserves reaches 50% of their registered capital. PRC companies are not permitted to distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.



Regulation Related to Taxation

Enterprise Income Tax

In March 2007, the National People’s Congress enacted the Enterprise Income Tax Law, which was most recently amended in December 2018, and in December 2007, the State Council promulgated the Implementing Rules of the Enterprise Income Tax Law, which were most recently amended in April 2019. The Enterprise Income Tax Law (i) reduces the top rate of enterprise income tax from 33% to a uniform 25% rate applicable to both foreign-invested enterprises and domestic enterprises and eliminates many of the preferential tax policies afforded to foreign investors, (ii) permits companies to continue to enjoy their existing tax incentives, subject to certain transitional phase-out rules and (iii) introduces new tax incentives, subject to various qualification criteria.

The Enterprise Income Tax Law also provides that enterprises organized under the laws of jurisdictions outside China with their “de facto management bodies” located within China may be considered PRC resident enterprises and therefore be subject to PRC enterprise income tax at the rate of 25% on their worldwide income. The Implementing Rules of the Enterprise Income Tax Law further define the term “de facto management body” as the management body that exercises substantial and overall management and control over the production and operations, personnel, accounts and properties of an enterprise. If an enterprise organized under the laws of jurisdiction outside China is considered a PRC resident enterprise for PRC enterprise income tax purposes, a number of unfavorable PRC tax consequences could follow. First, it would be subject to the PRC enterprise income tax at the rate of 25% on its worldwide income. Second, a 10% withholding tax would be imposed on dividends it pays to its non-PRC enterprise shareholders and a 10% tax would apply with respect to gains derived by its non-PRC enterprise shareholders from transfer of its shares.

According to the Enterprise Income Tax Law, dividends generated after January 1, 2008 and payable by a foreign-invested enterprise in China to its foreign enterprise investors are subject to a 10% withholding tax, unless any such foreign investor’s jurisdiction of incorporation has a tax treaty with China that provides for a preferential withholding arrangement. Pursuant to the Notice of the State Administration of Taxation on Negotiated Reduction of Dividends and Interest Rates, which was issued on January 29, 2008 and supplemented and revised on February 29, 2008, and the Arrangement between Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income, which became effective on December 8, 2006 and applies to income derived in any year of assessment commencing on or after April 1, 2007 in Hong Kong and in any year commencing on or after January 1, 2007 in the PRC, such withholding tax rate may be lowered to 5% if a Hong Kong enterprise is deemed the beneficial owner of any dividend paid by a PRC subsidiary by PRC tax authorities and holds at least 25% of the equity interest in that particular PRC subsidiary at all times within the 12-month period immediately before distribution of the dividends. Furthermore, the State Administration of Taxation promulgated the Public Announcement on Certain Questions in the Recognition of Beneficial Owners in Tax Treaties in 2018, which stipulates that, in determining whether a non-resident enterprise has the status of a beneficial owner, comprehensive analysis shall be conducted based on the factors listed therein and the actual circumstances of the specific case shall be taken into consideration. Non-resident enterprises that cannot provide valid supporting documents as “beneficial owners” may not be approved to enjoy tax treaty benefits. Specifically, it expressly excludes an agent or a “designated payee” from being considered as a “beneficial owner” and a “beneficial owner” analysis is required to be conducted on a case-by-case basis following the “substance-over-the-form” principle.



Value-Added Tax and Business Tax

Pursuant to the Provisional Regulations on Value-Added Tax of the PRC and its implementation regulations, unless otherwise specified by relevant laws and regulations, any entity or individual engaged in the sales of goods, provision of processing, repairs and replacement services and importation of goods into China is generally required to pay a value-added tax, or VAT, for revenues generated from sales of products, while qualified input VAT paid on taxable purchase can be offset against such output VAT.

On April 4, 2018, the Ministry of Finance and the State Administration of Taxation issued the Notice on Adjustment of VAT Rates, which came into effect on May 1, 2018. According to the abovementioned notice, the taxable goods previously subject to VAT rates of 17% and 11% respectively become subject to lower VAT rates of 16% and 10% respectively starting from May 1, 2018. Furthermore, according to the Announcement on Relevant Policies for Deepening Value-added Tax Reform jointly promulgated by the Ministry of Finance, the State Administration of Taxation and the General Administration of Customs, which became effective on April 1, 2019, the taxable goods previously subject to VAT rates of 16% and 10% respectively become subject to lower VAT rates of 13% and 9% respectively starting from April 1, 2019.

Furthermore, on December 30, 2022, the Standing Committee of the National People’s Congress of China released the draft version of the Value Added Tax Law of the People’s Republic of China, or the Draft VAT Law. If passed, the Draft VAT Law will consolidate China’s current VAT regulations into one overarching piece of legislation. The Draft VAT Law was released only for soliciting public comments at this stage and thus substantial uncertainties exist with respect to the enactment timetable, final content, interpretation and implementation.

M&A Rules and Overseas Listings

On August 8, 2006, six PRC regulatory agencies, including the MOFCOM, the State-owned Assets Supervision and Administration Commission, the State Administration of Taxation, the SAIC, the CSRC, and SAFE, jointly issued the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the M&A Rules, which became effective on September 8, 2006 and was amended on June 22, 2009. The M&A Rules, among other things, require that (i) PRC entities or individuals obtain MOFCOM approval before they establish or control a SPV overseas, provided that they intend to use the SPV to acquire their equity interests in a PRC company at the consideration of newly issued share of the SPV, or Share Swap, and list their equity interests in the PRC company overseas by listing the SPV in an overseas market; (ii) the SPV obtains MOFCOM’s approval before it acquires the equity interests held by the PRC entities or PRC individual in the PRC company by Share Swap; and (iii) the SPV obtains CSRC approval.



Certain PRC regulatory authorities issued Opinions on Strictly Cracking Down on Illegal Securities Activities, which were available to the public on July 6, 2021 and emphasized the need to strengthen the administration over illegal securities activities and the supervision on overseas listings by China-based companies, and proposed to take effective measures, such as promoting the establishment of relevant regulatory systems for prevention and resolution of the risks and contingencies faced by China-based overseas-listed companies, amending the special provisions of the State Council on overseas offering and listing by companies limited by shares, and clarifying the responsibilities of administrative and regulatory authorities.

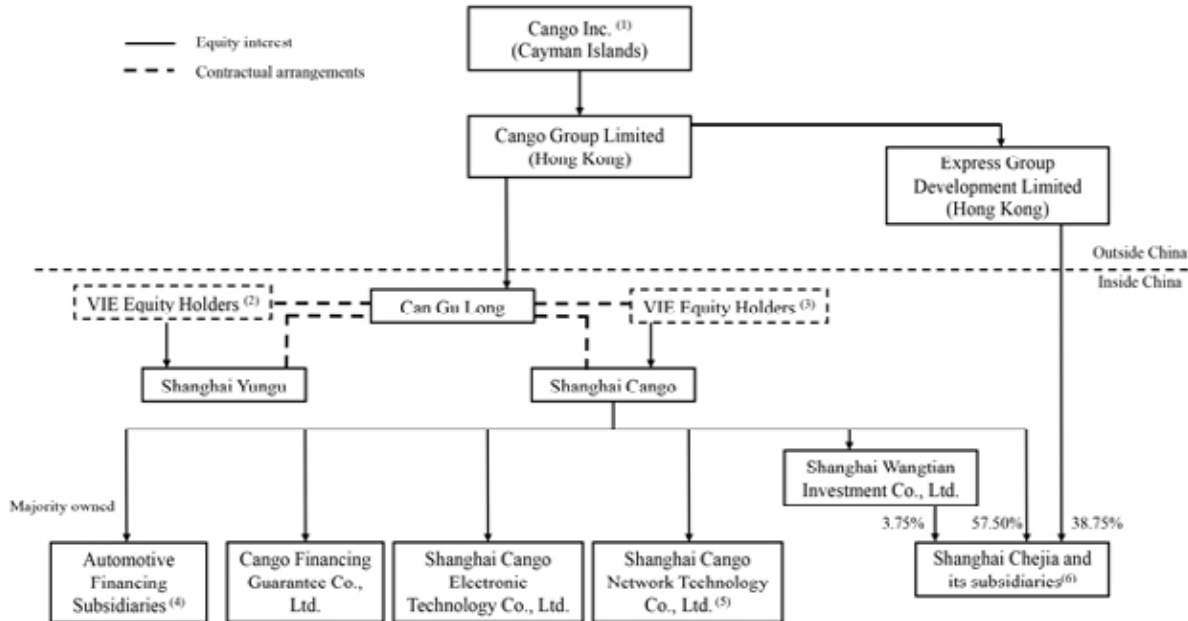
On February 17, 2023, the CSRC promulgated the Overseas Listing Trial Measures, and relevant five guidelines on the application of regulatory rules, which took effect from March 31, 2023, requiring Chinese domestic companies' overseas offerings and listings of equity securities be filed with the CSRC. The Overseas Listing Trial Measures clarify the scope of overseas offerings and listings by Chinese domestic companies which are subject to the filing and reporting requirements thereunder, and provide, among others, that Chinese domestic companies that have already directly or indirectly offered and listed securities in overseas markets prior to the effectiveness of the Overseas Listing Trial Measures shall fulfil their filing obligations and report relevant information to the CSRC within three working days after conducting a follow-on offering of equity securities on the same overseas market, and follow the relevant reporting requirements within three working days upon the occurrence and public disclosure of any specified circumstances provided thereunder, including (i) change of control; (ii) investigations or sanctions imposed by overseas securities regulatory agencies or other relevant competent authorities; (iii) change of listing status or transfer of listing segment and (iv) voluntary or mandatory delisting. In addition, where the main business of an issuer undergoes material change after overseas offering and listing, and is therefore beyond the scope of business stated in the filing documents, such issuer shall follow the relevant reporting requirements within three working days after occurrence of the changes. For violations of these provisions or measures, the competent Chinese authorities may impose administrative regulatory measures, such as orders for correction, warnings, fines, and may pursue legal liability in accordance with law.

Furthermore, on February 24, 2023, the CSRC, together with certain other PRC governmental authorities, promulgated the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies, or the Revised Confidentiality and Archives Administration Provisions, which took into effect on March 31, 2023. According to the Revised Confidentiality and Archives Administration Provisions, Chinese companies that directly or indirectly conduct overseas offerings and listings, shall strictly abide by the relevant laws and regulations on confidentiality when providing or publicly disclosing, either directly or through their overseas listed entities, documents and materials to securities services providers such as securities companies and accounting firms or overseas regulators in the process of their overseas offering and listing. In the event such documents or materials contain state secrets or working secrets of government agencies, the Chinese companies shall first obtain approval from competent authorities according to law, and file with the secrecy administrative department at the same level with the approving authority. In the event that such documents or materials, if divulged, will jeopardize national security or public interest, the Chinese companies shall strictly fulfill relevant procedures stipulated by applicable national regulations. The Chinese companies shall also provide a written statement of the specific state secrets and sensitive information provided when providing documents and materials to securities companies and securities service providers, and the securities companies and securities service providers shall properly retain such written statements for inspection. According to the Revised Confidentiality and Archives Administration Provisions, where overseas securities regulators or relevant competent authorities request to inspect, investigate or collect evidence from Chinese domestic companies concerning their overseas offering and listing or their securities firms and securities service providers that undertake securities business for such Chinese domestic companies, such inspection, investigation and evidence collection must be conducted under the cross-border regulatory cooperation mechanism, and the CSRC or competent authorities of the Chinese government will provide necessary assistance pursuant to bilateral and multilateral cooperation mechanism.



C. Organizational Structure

The following diagram illustrates the Group’s corporate structure. The following diagram omits certain entities that are immaterial to the Group’s results of operations, business and financial condition. Except as otherwise specified, equity interests depicted in this diagram are held as to 100%. The relationships between each of Can Gu Long, the consolidated VIEs and their shareholders as illustrated in this diagram are governed by contractual arrangements and do not constitute equity ownership.



- (1) Investors in our ADSs hold equity interest in Cango Inc., which does not conduct operations.
- (2) Min Gu and Meng Xu hold 99.0% and 1.0% equity interest in Shanghai Yungu, respectively. Both Min Gu and Meng Xu are the Group’s employees. Shanghai Yungu is consolidated with the Group’s results of operations for accounting purposes, but it is not an entity in which we own equity interest. Shanghai Yungu is primarily involved in operating the Cango Haoche app and Cango U-Car app.
- (3) Include Shanghai Wangjin Investment Management Co., Ltd. (controlled by Mr. Xiaojun Zhang), Mr. Jiayuan Lin, Warburg Pincus Financial Global Ltd., Tencent Mobility Limited, Shanghai Xiehuai Investment Management L.P., the Taikang Onshore Entities (including Taikang Life Insurance Co., Ltd. and Shandong State-controlled Taikang Phase I Industrial Development Fund Partnership Enterprise (Limited Partnership)) and Shanghai Huaiyuan Investment Management L.P. (of which Shouyan Xu is the general partner) respectively holding 15.6%, 15.8%, 21.1%, 12.5%, 8.4%, 6.3% and 5.2% of equity interests in Shanghai Cango. The remaining equity interests in Shanghai Cango are held by nine other shareholders. Shanghai Cango is consolidated with the Group’s results of operations for accounting purposes, but it is not an entity in which we own equity interest.
- (4) Includes 21 subsidiaries that are majority owned by Shanghai Cango. These subsidiaries are located in various cities across China and are primarily involved in providing automotive financing facilitation services to financial institutions and car buyers.
- (5) Primarily involved in the operation of the Group’s automobile trading, including purchasing cars from OEMs to facilitate the sales of such cars to registered dealers. One subsidiary, Shanghai Quanpin Insurance Brokerage Co., Ltd., wholly owns Fushun Insurance Brokerage Co., Ltd., which operates the Group’s insurance brokerage business. Shanghai Cango Network Technology Co., Ltd. was formerly known as Shanghai Cango Automobile Sales Services Co., Ltd.
- (6) Includes eight subsidiaries that are wholly-owned by Shanghai Chejia, which primarily engages in providing financing leases to car buyers. Shanghai Cango, one of our consolidated VIEs, currently owns 61.25% equity interest (directly and through Shanghai Wangtian Investment Co., Ltd., its wholly-owned subsidiary) in Shanghai Chejia and Express Group Development Limited, our wholly-owned consolidated subsidiary, owns 38.75% equity interest in Shanghai Chejia. As a result, Shanghai Chejia is the Group’s consolidated affiliate.



Contractual Arrangements among Can Gu Long, the Consolidated VIEs and Their Shareholders

PRC laws and regulations currently restrict foreign ownership and investment in VATS in China. Cango Inc. is a Cayman Islands holding company. We currently engage in VATS business, namely value-added online services for platform participants through Shanghai Yungu, one of our consolidated VIEs. We control the consolidated VIEs through a series of contractual arrangements with the consolidated VIEs, their shareholders and Can Gu Long, as described in more detail below, which collectively enables us to:

- receive substantially all the economic benefits of our consolidated VIEs; and
- have an exclusive option to purchase all or part of the equity interests in the equity interest in or all or part of the assets of our consolidated VIEs when and to the extent permitted by PRC law.

As a result of these contractual arrangements, we are the primary beneficiary of the consolidated VIEs and their subsidiaries for accounting purposes. We have consolidated their financial results in our consolidated financial statements in accordance with U.S. GAAP.

In the opinion of Fangda Partners, our PRC legal counsel:

- the ownership structures of Can Gu Long and our consolidated VIEs in China do not violate any applicable PRC law, regulation, or rule currently in effect; and
- the contractual arrangements among Can Gu Long, the consolidated VIEs and their shareholders governed by PRC laws are valid, binding and enforceable in accordance with their terms and applicable PRC laws, rules, and regulations currently in effect, and do not violate any applicable PRC law, regulation, or rule currently in effect, except that the pledges in respect of the consolidated VIEs' equity interests would not be deemed validly created until they are registered with the local administration for market regulation.



However, these contractual arrangements may not be as effective as direct ownership in providing us with control over our consolidated VIEs. If any of our consolidated VIEs or their shareholders fails to perform their obligations under the contractual arrangements, we may have to incur substantial costs and expend additional resources to enforce such arrangements, and rely on legal remedies under PRC laws, including contractual remedies, which may not be sufficient or effective. All of these contractual arrangements are governed by PRC law and provide for the resolution of disputes through arbitration in the PRC. Accordingly, these contracts would be interpreted in accordance with PRC laws and any disputes would be resolved in accordance with PRC legal procedures. We have been advised by our PRC legal counsel, Fangda Partners, that there are uncertainties regarding the interpretation and application of current and future PRC laws, rules and regulations. As a result, uncertainties in the PRC legal system could limit our ability to enforce these contractual arrangements. Meanwhile, there are very few precedents and little formal guidance as to how contractual arrangements in the context of a variable interest entity should be interpreted or enforced under PRC law. The PRC regulatory authorities may in the future take a view that is contrary to the opinion of our PRC legal counsel. We have been further advised by our PRC legal counsel that if the PRC government finds that the agreements that establish the structure for operating the Group's business do not comply with PRC government restrictions on foreign investment in the aforesaid business the Group engages in or other applicable PRC laws, regulations and rules, the Group could be subject to severe penalties including being prohibited from continuing operations.

Furthermore, there remain significant uncertainties regarding the ultimate outcome of arbitration should legal action become necessary. Under PRC laws, rulings by arbitrators are final, and parties cannot appeal the arbitration results in courts. If the losing parties fail to carry out the arbitration awards within a prescribed time limit, the prevailing parties may only enforce the arbitration awards in the PRC courts through arbitration award recognition proceedings, which would require additional expenses and delay. In the event that we are unable to enforce these contractual arrangements, or if we suffer significant time delays or other obstacles in the process of enforcing these contractual arrangements, it would be very difficult to allow us to receive economic benefits from our consolidated VIEs, and the Group's business, financial condition and results of operations may be materially and adversely affected. For additional information, see "Item. 3 Key Information—D. Risk Factors—Risks Relating to Our Corporate Structure." Nevertheless, arbitration provisions under these contractual arrangements have no effect on the rights of our shareholders to pursue claims against us under United States federal securities laws.

The following is a summary of the currently effective contractual arrangements by and among (i) our wholly-owned subsidiary, Can Gu Long, Shanghai Cango, and its subsidiaries, and the shareholders of Shanghai Cango and (ii) Can Gu Long, Shanghai Yungu and the shareholders of Shanghai Yungu.



Contractual Arrangements with Shanghai Cango and Its Shareholders

Equity Interest Pledge Agreements

Pursuant to the equity interest pledge agreements, each shareholder of Shanghai Cango, other than Taikang Life Insurance Co. Ltd., has pledged all of such shareholder's equity interest in Shanghai Cango as a security interest, as applicable, to respectively guarantee Shanghai Cango and its shareholders' performance of their obligations under the relevant contractual arrangement, which include the exclusive business cooperation agreement, exclusive option agreement and power of attorney. If Shanghai Cango or any of its shareholders breaches their contractual obligations under these agreements, Can Gu Long, as pledgee, will be entitled to certain rights regarding the pledged equity interests. In the event of such breaches, Can Gu Long's rights include being paid in priority with the equity interest of Shanghai Cango based on the monetary valuation that such equity interest is converted into or from the proceeds from auction or sale of the equity interest. Each of the shareholders of Shanghai Cango agrees that, during the term of the equity interest pledge agreements, such shareholder shall not transfer the equity interest, place or permit the existence of any security interest or other encumbrance on the equity interest or any portion thereof, without the prior written consent of Can Gu Long, except for the performance of the relevant contractual agreement. Can Gu Long is entitled to collect dividends distributed on the equity interest of Shanghai Cango, and Shanghai Cango's shareholders may receive dividends distributed on the equity interest only with prior written consent of Can Gu Long. The equity interest pledge agreements remain effective until all obligations under the relevant contractual agreements have been fully performed and all secured indebtedness have been fully paid. We have registered pledges of equity interest of shareholders other than the Taikang Life Insurance Co., Ltd. in Shanghai Cango with the relevant offices of the administration for market regulation in accordance with the PRC Civil Code.

Power of Attorney

Pursuant to the power of attorney, each shareholder of Shanghai Cango has irrevocably authorized Can Gu Long to exercise the following rights relating to all equity interests held by such shareholder in Shanghai Cango during the term of the power of attorney: to act on behalf of such shareholder as its exclusive agent and attorney with respect to all matters concerning its shareholding in Shanghai Cango, including without limitation to: (1) attending shareholders' meetings of Shanghai Cango; (2) exercising all the shareholder's rights and shareholder's voting rights such shareholder is entitled to under the laws of China and Shanghai Cango's articles of association, including but not limited to the sale or transfer or pledge or disposition of its shareholding in part or in whole; and (3) designate and appoint on behalf of such shareholder the legal representative, the directors, supervisors, the chief executive officer and other senior management members of Shanghai Cango. During the period that such shareholders remains a shareholder of Shanghai Cango, the power of attorney shall be irrevocable and continuously effective and valid from the date of execution of the power of attorney.

Exclusive Business Cooperation Agreement

Under the exclusive business cooperation agreement, Shanghai Cango appoints Can Gu Long as its exclusive services provider to provide Shanghai Cango with comprehensive technical support, consulting services and other services during the term of the exclusive business cooperation agreement. In consideration of the services provided by Can Gu Long, Shanghai Cango shall pay Can Gu Long fees equal to 100% of the consolidated basis net income of Shanghai Cango, which equals the balance of the gross income less the costs of Shanghai Cango acceptable to Can Gu Long and Shanghai Cango. Can Gu Long shall have exclusive and proprietary ownership, rights and interests in any and all intellectual properties arising out of or created during the performance of the exclusive business cooperation agreement. In addition, Shanghai Cango grants to Can Gu Long an irrevocable and exclusive option to purchase from Shanghai Cango, Shanghai Chejia and any other subsidiary controlled by Shanghai Cango, at Can Gu Long's sole discretion, any or all of the assets and business of Shanghai Cango, to the extent permitted under PRC law, at the lowest purchase price permitted by PRC law. Unless terminated in accordance with the provisions of the exclusive business cooperation agreement or terminated in writing by Can Gu Long, the exclusive cooperation agreement shall remain effective.



Exclusive Option Agreement

Pursuant to the exclusive option agreement, each of Shanghai Cango's shareholders have irrevocably granted Can Gu Long an irrevocable and exclusive right to purchase, or designate one or more persons agreed by the board of directors of Can Gu Long to purchase the equity interests in Shanghai Cango then held by its shareholders once or at multiple times at any time in part or in whole at Can Gu Long's sole and absolute discretion to the extent permitted by PRC law. The minimum price regulated by PRC law shall be the purchase price. Shanghai Cango and its shareholders have agreed that, without Can Gu Long's prior written consent, Shanghai Cango shall not in any manner supplement, change or amend the articles of association of Shanghai Cango, increase or decrease its registered capital, change its structure of registered capital in other manners, sell, transfer, mortgage or dispose of in any other manner any legal or beneficial interest in the equity interests in Shanghai Cango held by such shareholders, or allow the encumbrance thereon, except for the interest placed in accordance with the equity interest pledge agreement and the power of attorney. Shanghai Cango's shareholders shall promptly donate any profit, interest, dividend or proceeds of liquidation to Can Gu Long or any other person designated by Can Gu Long to the extent permitted under applicable PRC laws. This agreement will remain effective until all equity interests of Shanghai Cango held by its shareholders have been transferred or assigned to Can Gu Long or its designated person(s).

Contractual Arrangements with Shanghai Yungu and Its Shareholders

Equity Interest Pledge Agreements

Pursuant to the equity interest pledge agreements, each shareholder of Shanghai Yungu, has pledged all of such shareholder's equity interest in Shanghai Yungu as a security interest, as applicable, to respectively guarantee Shanghai Yungu and its shareholders' performance of their obligations under the relevant contractual arrangement, which include the exclusive business cooperation agreement, exclusive option agreement and power of attorney. If Shanghai Yungu or any of its shareholders breaches their contractual obligations under these agreements, Can Gu Long, as pledgee, will be entitled to certain rights regarding the pledged equity interests. In the event of such breaches, Can Gu Long's rights include being paid in priority with the equity interest of Shanghai Yungu based on the monetary valuation that such equity interest is converted into or from the proceeds from auction or sale of the equity interest. Each of the shareholders of Shanghai Yungu agrees that, during the term of the equity interest pledge agreements, such shareholder shall not transfer the equity interest, place or permit the existence of any security interest or other encumbrance on the equity interest or any portion thereof, without the prior written consent of Can Gu Long, except for the performance of the relevant contractual agreement. Can Gu Long is entitled to collect dividends distributed on the equity interest of Shanghai Yungu, and Shanghai Yungu's shareholders may receive dividends distributed on the equity interest only with prior written consent of Can Gu Long. The equity interest pledge agreements remain effective until all obligations under the relevant contractual agreements have been fully performed and all secured indebtedness have been fully paid. We have registered pledges of equity interest of shareholders in Shanghai Yungu with the relevant offices of the administration for market regulation in accordance with the PRC Civil Code.



Power of Attorney

Pursuant to the power of attorney, each shareholder of Shanghai Yungu has irrevocably authorized Can Gu Long to exercise the following rights relating to all equity interests held by such shareholder in Shanghai Yungu during the term of the power of attorney: to act on behalf of such shareholder as its exclusive agent and attorney with respect to all matters concerning its shareholding in Shanghai Yungu, including without limitation to: (1) attending shareholders' meetings of Shanghai Yungu; (2) exercising all the shareholder's rights and shareholder's voting rights such shareholder is entitled to under the laws of China and Shanghai Yungu's articles of association, including but not limited to the sale or transfer or pledge or disposition of its shareholding in part or in whole; and (3) designate and appoint on behalf of such shareholder the legal representative, the directors, supervisors, the chief executive officer and other senior management members of Shanghai Yungu. During the period that such shareholders remains a shareholder of Shanghai Yungu, the power of attorney shall be irrevocable and continuously effective and valid from the date of execution of the power of attorney.

Exclusive Business Cooperation Agreement

Under the exclusive business cooperation agreement, Shanghai Yungu appoints Can Gu Long as its exclusive services provider to provide Shanghai Yungu with comprehensive technical support, consulting services and other services during the term of the exclusive business cooperation agreement. In consideration of the services provided by Can Gu Long, Shanghai Yungu shall pay Can Gu Long fees equal to 100% of the consolidated basis net income of Shanghai Yungu, which equals the balance of the gross income less the costs of Shanghai Yungu acceptable to Can Gu Long and Shanghai Yungu. Can Gu Long shall have exclusive and proprietary ownership, rights and interests in any and all intellectual properties arising out of or created during the performance of the exclusive business cooperation agreement. In addition, Shanghai Yungu grants to Can Gu Long an irrevocable and exclusive option to purchase from Shanghai Yungu and any other subsidiary controlled by Shanghai Yungu, at Can Gu Long's sole discretion, any or all of the assets and business of Shanghai Yungu, to the extent permitted under PRC law, at the lowest purchase price permitted by PRC law. Unless terminated in accordance with the provisions of the exclusive business cooperation agreement or terminated in writing by Can Gu Long, the exclusive cooperation agreement shall remain effective.

Exclusive Option Agreement

Pursuant to the exclusive option agreement, each of Shanghai Yungu's shareholders have irrevocably granted Can Gu Long an irrevocable and exclusive right to purchase, or designate one or more persons agreed by the board of directors of Can Gu Long to purchase the equity interests in Shanghai Yungu then held by its shareholders once or at multiple times at any time in part or in whole at Can Gu Long's sole and absolute discretion to the extent permitted by PRC law. The minimum price regulated by PRC law shall be the purchase price. Shanghai Yungu and its shareholders have agreed that, without Can Gu Long's prior written consent, Shanghai Yungu shall not in any manner supplement, change or amend the articles of association of Shanghai Yungu, increase or decrease its registered capital, change its structure of registered capital in other manners, sell, transfer, mortgage or dispose of in any other manner any legal or beneficial interest in the equity interests in Shanghai Yungu held by such shareholders, or allow the encumbrance thereon, except for the interest placed in accordance with the equity interest pledge agreement and the power of attorney. Shanghai Yungu's shareholders shall promptly donate any profit, interest, dividend or proceeds of liquidation to Can Gu Long or any other person designated by Can Gu Long to the extent permitted under applicable PRC laws. This agreement will remain effective until all equity interests of Shanghai Yungu held by its shareholders have been transferred or assigned to Can Gu Long or its designated person(s).



Financial Support Undertaking Letters

We executed a financial support undertaking letter addressed to each consolidated VIE, pursuant to which we irrevocably undertake to provide unlimited financial support to each consolidated VIE to the extent permissible under the applicable laws and regulations of the Cayman Islands and the PRC, regardless of whether such consolidated VIE has incurred an operational loss. The form of financial support includes but is not limited to cash, entrusted loans and borrowings. We will not request repayment of any outstanding loans or borrowings from the relevant consolidated VIE if it or its shareholders do not have sufficient funds or are unable to repay such loans or borrowings. Each letter is effective from the date of the other agreements entered into among Can Gu Long, the relevant consolidated VIE and its shareholders until the date on which all of the equity interests of such consolidated VIE have been acquired by Can Gu Long or its designated representative(s).

We expect to provide the financial support if and when required with a portion of the proceeds from our initial public offering and proceeds from the issuance of equity or debt securities in the future.

D. Facilities

The Group's corporate headquarters are located in Shanghai, China, where it leases approximately 8,388 square meters of office space. The Group also maintains leased properties of approximately 5,372 square meters of office space in 18 other cities as regional offices. In addition, the Group leased approximately 480,000 square meters of 96 warehouses in 31 provinces of China. We believe that the Group will be able to obtain adequate facilities, principally by lease, to accommodate future expansion plans.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

You should read the following discussion and analysis of the Group's financial condition and results of operations in conjunction with its consolidated financial statements and the related notes included elsewhere in this annual report. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. The Group's actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Item 3. Key Information — D. Risk Factors" or in other parts of this annual report.



A. Operating Results

Overview

The Group is a leading technology-enabled automotive transaction service platform in China, connecting dealers, OEMs, car buyers and other industry participants. The Cango platform empowers and serves upstream and downstream of the automotive transaction value chain and offers comprehensive services, working together with platform participants to deliver simple and enjoyable car purchasing and ownership experience. The Group has extensive, technology-enabled service offerings that cover each key component of the automotive transaction value chain, including pre-sale automobile trading solutions, during-sale automotive financing facilitation services, and post-sale after-market services facilitation.

Automobile Trading Solutions

The Group enables automobile trading transactions among platform participants by providing car sourcing and transaction facilitation services, along with logistics and warehousing support for dealers. Such services are accessible primarily through two apps: Cango Haoche app, which provides new-car transaction services, and Cango U-Car app, which provides used-car transaction services. The Group's automobile trading solutions enable transactions among dealers, as well as those between dealers and OEMs. The Group takes limited inventory risk, as the Group first aggregates demand from dealers, and then makes bulk purchase of cars from OEMs and arranges delivery of cars to the dealers. The Group also owns used cars from cars disposed by individual car buyers who have used the Group's automotive financial services in the past. The transaction facilitation services connect dealers looking for cars with dealers wishing to supply cars. The Group's dealer network consisted of 42,549 registered dealers as of December 31, 2022 and places the Cango platform at the center of automotive transaction value chain. In 2022, the Group's automobile trading solutions enabled 16,418 new car transactions with a total transaction value of RMB1,596.3 million (US\$231.4 million).

Automotive Financing Facilitation Services

The Group provides automotive financing facilitation services primarily by connecting financial institutions and car buyers, leveraging its vast dealer network. Funding for such financing solutions is provided by either third-party financial institutions or Shanghai Chejia, which is the Group's consolidated affiliate. The Group also provides value-added services, such as assistance with administrative procedures associated with car purchasing and financing. The Group creates value proposition for financial institutions, as it brings underserved customers in lower-tier cities to financial institutions, as well as offers integrated solutions that support the full life cycle of automotive financing transactions, including credit origination, credit assessment, credit servicing and delinquent asset management services. The Group has established in-depth collaboration with 13 third-party financial institutions through two models, which we refer to as the direct partnership model and co-partnership model. The Group also creates value proposition for car buyers, as it provides car buyers with comprehensive one-stop services. The Group facilitated the financing of 30,983 new and used car purchases with a total amount of financing transactions of RMB2.8 billion (US\$0.4 billion) in 2022.



After-market Services Facilitation

The Group facilitates the sale of insurance policies and other after-market services for car buyers. As of December 31, 2022, the Group collaborated with 14 insurance brokers and companies to facilitate the sale of their products, such as auto insurance, accident insurance and other automotive related insurance services, to car buyers. The Group continues to explore opportunities to facilitate other after-market services on Cango platform, including additional types of insurance, extended warranties and car customization services.

The Group receives sales revenue and fee income for its automobile trading solutions. In automotive financing, the Group charges financial institutions service fee based on a percentage of the principal amount of the relevant financing transactions. For the after-market services, the Group earns fixed service fee for facilitating the sale of different kinds of insurance products, such as accident insurances, automotive insurances and other automotive related insurance services.

Key Factors Affecting Our Results of Operations

Solution and Service Offerings and Pricing

The Group's revenue depends on its ability to improve existing solutions and services, continue identifying evolving business needs, refine collaboration models with business partners and provide value-added services. The Group's revenue also depends on its abilities to effectively price solutions and services and monetize new business opportunities. The Group drives a significant portion of its revenues from automotive transaction value chain. As such, its financial performance depends in part on the ability to attract and maintain dealers and collaborate with OEMs to provide dealers with sufficient car sources at attractive prices. The Group's ability to aggregate dealer's demand enables the Group to obtain favorable car purchase price from OEMs, which further improve dealers' loyalty to the Group's automobile trading platform. In addition, the growth of the Group's transaction facilitation services depends on, among others, the Group's ability to efficiently matching selling dealers with buying dealers and providing logistics and related financial services that effectively support the transaction between dealers.

The Group historically derived a major portion of its revenues from automotive financing facilitation services. As such, its financial performance depends in part on the ability to collaborate with financial institutions to offer automotive financing solutions that are attractive to prospective car buyers. Due to the Group's strategic decision to focus on automobile trading solutions, the Group expects to facilitate fewer financing transactions in the future, which would result in decreases in the Group's loan facilitation income and leasing income. In addition, the Group may experience an increase in net loss as a result of the strategic shift.



Covering the key components of the automotive transaction value chain, the Group also derives revenue from after-market service facilitation. Such business initiatives, and the ability to execute them, may affect future business growth and profitability. Since the Group's new solution and service offerings may have different pricing strategies and cost structures, expansion of business and changes to revenue mix may affect financial position and profitability going forward.

Car Buyer Engagement and Dealer Network

The Group's revenue also depends on its car buyer base and the corresponding amount of automotive financing solutions facilitated through Cango platform. The Group engages car buyers primarily through the network of registered dealers. The Group's ability to expand car buyer base depends on the size and quality of registered dealer network as well as the ability to expand such network nationwide in China. The Group plans to further expand existing dealer network and strengthen the partnerships with existing dealers. A dealer may receive commissions from the Group or the relevant financial institution, depending on the arrangement among the Group, the dealer and the relevant financial institution. Commissions paid by the Group are recorded as cost of revenue. The Group's costs related to car buyer engagement also consist of personnel costs of in-house direct sales team, which was comprised of 217 professionals as of December 31, 2022 and is responsible for either directly managing registered dealers or providing training and supervision to dealer financial managers employed by registered dealers or sales agents. The ability to deploy such direct sales team to manage registered dealer network in a cost-efficient manner will affect the Group's financial performance.

Market Conditions and Government Policies in China

The demand for the Group's services is dependent upon overall market conditions in China. China's automotive industry, especially the automotive transaction industry and automotive finance industry, may be affected by, among other factors, the general economic conditions in China, the growth of disposable income as well as the availability and cost of credit available to finance car purchases. With the expansion of China's automotive industry, dealers, financial institutions, OEMs and other industry participants have been utilizing technology-enabled automotive transaction service platforms to solve their pain points and capture market opportunities. The growth of the Group's business will depend in part of the continuation of these trends.

In an effort to halt the outbreaks of COVID-19, the PRC government placed significant restrictions on travel within China and closed certain businesses during certain periods from January 2020 to December 2022, which adversely affected the Group's business and results of operations. Since December 2022, the PRC government has largely lifted pandemic-related restrictions on travel and business operations. Nonetheless, the Group may be affected by any future COVID-19 outbreaks in China.



Governmental policies affecting the automotive finance industry in China are developing and evolving, creating both challenges and opportunities that could affect the Group's financial performance. The Group will continue to make efforts to ensure that it is compliant with the existing laws, regulations and governmental policies relating to the automotive industry and to comply with new laws and regulations or changes under existing laws and regulations that may arise in the future. While new laws and regulations or changes to existing laws and regulations could make current business operations more difficult or expensive, or result in changes to solutions and services offerings and hence the ability to price solutions, these events could also provide new product and market opportunities.

Ability to Retain Existing Financial Institutions and Engage New Financial Institutions

The Group's ability to retain existing financial institutions it collaborates with and engage new financial institutions is important for the Group's business. The Group needs to continue to provide high quality solutions and services to financial institutions, which will affect whether they will continue to fund automotive financing solutions facilitated through Cango platform. In addition, the collaborations with financial institutions may be affected by factors beyond the Group's control, such as whether automotive financing solutions are perceived as an attractive asset class, operational disruption of financial institutions, general economic conditions and the regulatory environment. The Group's ability to diversify financial institution base will enhance the overall stability and sufficiency of funding to facilitate automotive financing transactions.

Ability to Perform Credit Assessment and Delinquent Asset Management Effectively

The Group's automotive financing facilitation services primarily include credit origination, credit assessment, credit servicing and delinquent asset management for financial institutions. Although financial institutions have their own risk management procedures and make the ultimate decisions as to credit approvals, the default of a financing transaction facilitated through Cango platform may still lead to reputational damage or direct economic loss, depending on the funding model for the relevant automotive financing solutions. The quality of the Group's risk management efforts thus affects its results of operations. The Group's arrangements with financial institutions differ as to the allocation of credit risk exposure. Changes to the mix of funding models for a particular period will have an impact on the Group's financial position and results of operations for such period.



After a delinquency occurs, the Group aims to collect repayments and/or recover the car collateral from the car buyer. The Group relies on in-house delinquent asset management team to collect repayments and recover the car collateral at different stages of delinquent asset management process. The ability to collect repayments and recover car collaterals in a cost-effective way may affect the Group’s relationships with financial institutions and/or results of operations.

Operating Leverage of Cango Platform

The Group operates a platform that connects the industry participants throughout the entire automotive transaction value chain, and such business model is highly scalable. Personnel costs have been and we expect will continue to be a large component of the Group’s operating cost and expenses. To maintain and improve the operating leverage of Cango platform, the Group must manage to grow the business by increasing productivity and continuing automating its operations with technology.

Ability to Compete Effectively

The Group’s business and results of operations depend on its ability to compete effectively. The competitive position may be affected by, among other things, service quality and ability to price solutions and services competitively. The Group will continue to invest in technologies to improve service quality and user experience. The Group aims to enhance the speed in processing and aggregating dealers’ orders for its car sourcing services and improve the efficiency in matching selling dealers and buying dealers for its transaction facilitation services. As new competitors or new solutions and services emerges that compete with the Group’s, it will need to continue to introduce new solutions and services or enhance existing ones to attract dealers, financial institutions, car buyers and other industry participants. Whether and how quickly the Group can do so will have a significant impact on its financial performance.

Transaction Volume Metrics

The Group regularly reviews a number of transaction volume metrics, including the following metrics, to monitor transaction volume, identify trends, formulate financial projections and make strategic decisions. We believe that these transaction volume metrics are useful to investors because they are frequently used by analysts, investors and other interested parties to evaluate companies in the automotive transaction industry.

The tables below set forth the transaction volume metrics in the periods presented:

	For the Year Ended December 31,		
	2020	2021	2022
Number of financing transactions facilitated	329,293	318,772	30,983
Number of automobile trading transactions	4,999	23,166	16,418



The table below sets forth a breakdown for the amount of financing transactions facilitated in the periods presented:

	As of / For the Year Ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
	(in thousands)			
Outstanding principal of financing transactions facilitated	43,504,835	46,702,054	25,581,254	3,708,933
Amount of financing transactions facilitated	27,697,739	30,128,194	2,838,827	411,591

We define “financing transactions” as loans and financing leases. Financing transactions facilitated include financing transactions funded by financial institutions and financing transactions funded by Shanghai Chejia. We define “amount of financing transactions” as the principal amount of financing transactions facilitated in a specified period.

Credit Performance Metrics

As of December 31, 2022, the total outstanding balance of financing transactions for which the Group is not obligated to bear credit risk was RMB3.7 billion (US\$0.5 billion), representing 14.6% of the total outstanding balance of financing transactions facilitated. The remainder was funded by either (i) financial institutions from which the Group is obligated to purchase the relevant financing receivables upon certain specified events of default by car buyers or (ii) Shanghai Chejia, the Group’s consolidated affiliate.

We monitor credit performance based on M1+ overdue ratio and M3+ overdue ratio. We define “M1+ overdue ratio” as (i) exposure at risk relating to financing transactions for which any installment payment is 30 to 179 calendar days past due as of a specified date, divided by (ii) exposure at risk relating to all financing transactions which remain outstanding as of such date, excluding amounts of outstanding principal that are 180 calendar days or more past due. We define “M3+ overdue ratio” as (i) exposure at risk relating to financing transactions for which any installment payment is 90 to 179 calendar days past due as of a specified date, divided by (ii) exposure at risk relating to all financing transactions which remain outstanding as of such date, excluding amounts of outstanding principal that are 180 calendar days or more past due. Amounts which are 180 calendar days or more past due are deducted from exposure at risk, as such amounts are typically charged off by third-party financial institutions. However, the relevant financial institutions may follow charge-off policies that differ from such practice. We believe that these credit performance metrics are useful to investors because they are frequently used by analysts, investors and other interested parties to evaluate companies in the automotive transaction industry.

The table below sets forth M1+ overdue ratio and M3+ overdue ratio for all financing transactions which the Group facilitated and remained outstanding as of the specified dates.

	As of											
	March 31,	June 30,	September 30,	December 31,	March 31,	June 30,	September 30,	December 31,	March 31,	June 30,	September 30,	December 31,
	2020				2021				2022			
	(%)											
M1+ overdue ratio	2.00	1.59	1.11	0.98	1.23	1.35	1.58	1.62	1.76	2.21	2.44	2.61
M3+ overdue ratio	0.56	0.84	0.53	0.42	0.54	0.69	0.76	0.86	0.80	1.07	1.27	1.38



M1+ overdue ratio increased from 1.62% as of December 31, 2021 to 2.61% as of December 31, 2022, and M3+ overdue ratio increased from 0.86% as of December 31, 2021 to 1.38% as of December 31, 2022, which is primarily due to the impact of an underperforming macro-economy and is consistent with the conditions in China's consumer credit market in 2022, as the COVID-19 pandemic adversely affected borrowers' ability to repay.

Risk Assurance Liabilities

Under the arrangements with certain financial institutions, the Group is obligated to purchase the relevant financing receivables upon certain specified events of default by car buyers. After purchasing such financing receivables, security interest in the collateral is also transferred to the Group. We refer to such arrangement to purchase financing receivables from financial institutions as risk assurance obligation.

The Group incurs risk assurance liabilities in connection with these risk assurance obligation. The table below sets forth the movement of risk assurance liabilities in the periods presented.

	As of /For the Year Ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
	(in thousands)			
Balance at the beginning of the period	259,952	460,829	699,023	101,349
Fair value of risk assurance liabilities upon the inception of new loans	348,921	443,832	45,521	6,600
Performed risk assurance liabilities	(150,313)	(403,388)	(642,104)	(93,096)
Net loss/(gain) on risk assurance liabilities	2,268	197,750	299,863	43,476
Balance at the closing of the period	<u>460,829</u>	<u>699,023</u>	<u>402,303</u>	<u>58,329</u>

Risk assurance liabilities consist of a non-contingent aspect and a contingent aspect. At the inception of each financing transaction for which the Group has risk assurance obligation, it recognizes the non-contingent aspect at fair value, considering the premium required by a third-party market participant to issue the same risk assurance in a standalone transaction. The contingent aspect relates to the contingent loss arising from the Group's risk assurance obligation. The service fees payable to the Group, net of risk assurance liabilities allocated from the consideration in connection with such financing transaction, are initially recognized as revenues.

When the Group performs risk assurance obligation upon a car buyer's default, it records a corresponding deduction to risk assurance liabilities. The Group performs risk assurance obligation by purchasing the relevant financing receivables. Upon recovery of a car, the Group derecognizes the financing receivable and records the recovered car at its estimated fair value, less cost to sell, as other non-current assets on the consolidated balance sheet.

The non-contingent aspect of risk assurance liabilities is reduced over the term of the arrangement, which the Group recognizes as gain on risk assurance liabilities, as it is released from the risk assurance obligation on a loan-by-loan basis based on car buyers' repayments. The contingent aspect is recognized as loss on risk assurance liabilities when car buyer's default is probable, and the amount of loss is estimable. The Group considers the underlying risk profile, including delinquency status, overdue period and historical loss experience when assessing the probability of contingent loss. Car buyers are grouped based on common risk characteristics, such as product type. The Group measures contingent loss based on the future payout estimated using the historical default rates of a portfolio of similar loans less the fair value of the recoverable collateral.



Non-GAAP Measures

We use adjusted net income/(loss), adjusted net income/(loss) per ADS-basic and adjusted net income/(loss) per ADS-diluted, which are non-GAAP financial measures, in evaluating the Group’s operating results and for financial and operational decision-making purposes. We believe that adjusted net income/(loss), adjusted net income/(loss) per ADS-basic and adjusted net income/(loss) per ADS-diluted help identify underlying trends in our business by excluding the impact of share-based compensation expenses relating to the Share Incentive Plan 2018, or the ESOP Expenses, which are non-cash charges. We believe that adjusted net income/(loss), adjusted net income/(loss) per ADS-basic and adjusted net income/(loss) per ADS-diluted provide useful information about the Group’s operating results, enhance the overall understanding of the Group’s past performance and future prospects and allow for greater visibility with respect to key metrics used by the Group’s management in its financial and operational decision-making.

Adjusted net income/(loss), adjusted net income/(loss) per ADS-basic and adjusted net income/(loss) per ADS-diluted are not defined under U.S. GAAP and are not presented in accordance with U.S. GAAP. The non-GAAP financial measures have limitations as analytical tools, and when assessing the Group’s operating performance, cash flows or its liquidity, investors should not consider them in isolation, or as a substitute for net income, cash flows provided by operating activities or other consolidated statements of operation and cash flow data prepared in accordance with U.S. GAAP.

We mitigate these limitations by reconciling the non-GAAP financial measures to the most comparable U.S. GAAP performance measure, all of which should be considered when evaluating our performance. The following table reconciles the non-GAAP financial measures in the years presented to the most directly comparable financial measure calculated and presented in accordance with U.S. GAAP, which is net income:

	For the year ended December 31,					
	2018 (Unaudited) RMB	2019 (Unaudited) RMB	2020 (Unaudited) RMB	2021 (Unaudited) RMB	2022 (Unaudited) RMB (Unaudited) US\$	
	(in thousands, except for share and per share data)					
Net income (loss)	306,924	404,859	3,373,420	(8,544)	(1,111,208)	(161,110)
Add: ESOP Expenses ⁽¹⁾	33,411	82,266	78,755	87,635	158,523	22,984
Adjusted net income (loss)	340,335	487,125	3,452,175	79,091	(952,685)	(138,126)
Less: Net income attributable to the non-controlling interest shareholders	4,232	13,945	3,902	—	—	—
Adjusted net income (loss) attributable to Cango Inc.’s ordinary shareholders	336,103	473,180	3,448,273	79,091	(952,685)	(138,126)
Adjusted net income (loss) per ADS-basic⁽²⁾	2.41	3.13	22.95	0.55	(6.95)	(1.01)
Adjusted net income (loss) per ADS-diluted⁽²⁾	2.39	3.12	22.69	0.54	(6.95)	(1.01)
Weighted average ADS outstanding—basic	139,578,372	151,208,676	150,242,430	144,946,453	137,042,445	137,042,445
Weighted average ADS outstanding—diluted	140,436,903	151,641,829	151,950,322	146,867,997	137,042,445	137,042,445

(1) ESOP Expenses are allocated in operating cost and expenses as follows:



	For the year ended December 31,					
	2018 (Unaudited) RMB	2019 (Unaudited) RMB	2020 (Unaudited) RMB	2021 (Unaudited) RMB	2022 (Unaudited) RMB (Unaudited) US\$	
	(in thousands)					
Cost of revenue	1,370	3,373	3,075	4,928	4,160	603
Sales and marketing	7,117	17,523	16,003	15,311	14,691	2,130
General and administrative	23,187	57,093	55,591	63,035	135,889	19,702
Research and development	1,737	4,278	4,085	4,361	3,782	548
ESOP Expenses	33,411	82,266	78,755	87,635	158,523	22,984

(2) Each ADS represents two ordinary shares.

Components of Results of Operations

Revenues

The Group's revenues mainly consist of automobile trading income, loan facilitation income and other related income, leasing income, after-market services income, and others. Automobile trading income relates to the automobile trading solutions. The Group generates loan facilitation income by providing automotive financing facilitation services to financial institutions and car buyers. Leasing income relates to financing lease payments from car buyers to Shanghai Chejia. After-market services income relates to the facilitation of sale of insurance policies and delinquent asset management services.

The following table sets forth components of the Group's revenues, both in absolute amount and as a percentage of the total revenues, for the periods presented.

	Year Ended December 31,					
	2020		2021		2022	
	RMB	%	RMB	%	RMB	US\$ %
	(in thousands, except for percentages)					
Revenues:						
Automobile trading income	624,774	30.4	2,227,172	56.8	1,596,307	231,443 80.6
Loan facilitation income and other related income	891,837	43.5	1,233,556	31.5	146,429	21,230 7.4
Leasing income	286,079	13.9	251,295	6.4	155,522	22,549 7.9
After-market services income	241,193	11.8	193,787	4.9	71,457	10,360 3.6
Others	8,549	0.4	15,906	0.4	10,739	1,557 0.5
Total	2,052,432	100.0	3,921,716	100.0	1,980,453	287,139 100.0

Operating Cost and Expenses

The Group's operating cost and expenses consist of cost of revenue, sales and marketing expenses, general and administrative expenses, research and development expenses, net loss/(gain) on risk assurance liabilities and provision for credit losses.

*Cost of Revenue*

The Group's cost of revenue consists of (i) cost of vehicle, (ii) cost for staff responsible for risk management and delinquent asset management, (iii) leasing interest expense, (iv) commission paid to car dealerships, (v) incentive fee to sales staff, and (vi) others. The following table sets forth components of the Group's cost of revenue, both in absolute amount and as a percentage of the Group's total revenues, for the periods presented.

	Year Ended December 31,						
	2020		2021		2022		
	RMB	%	RMB	%	RMB	US\$	
	(in thousands, except for percentages)						
Cost of revenue:							
Cost of vehicle	619,227	30.2	2,210,715	56.4	1,580,779	229,191	79.8
Staff cost	73,975	3.6	105,771	2.7	105,613	15,312	5.3
Leasing interest expense ⁽¹⁾	132,323	6.4	119,693	3.1	61,129	8,863	3.1
Commission to car dealerships	117,986	5.7	375,703	9.6	26,757	3,879	1.4
Staff incentive	84,047	4.1	61,895	1.6	—	—	—
Others	70,563	3.4	84,233	2.1	55,812	8,093	2.8
Total	1,098,121	53.5	2,958,010	75.4	1,830,090	265,338	92.4

(1) Leasing interest expense refers to interest expense on borrowings by the Group that are directly used to fund finance lease receivables.

Sales and Marketing

Sales and marketing expenses consist primarily of compensation related to sales staff but exclude incentives paid to them.

General and Administrative

General and administrative expenses consist primarily of compensation related to accounting and finance, legal, human resources and other administrative personnel, professional service fee as well as rent for office spaces related to various administrative activities.

Research and Development

Research and development expenses consist primarily of compensation related to research and development personnel, depreciation and amortization of equipment and costs of data center services.

Net Loss/Gain on Risk Assurance Liabilities

Risk assurance liabilities consist of a non-contingent aspect and a contingent aspect. At the inception of each financing transaction for which the Group has risk assurance obligation, it recognizes the non-contingent aspect at fair value. The non-contingent aspect of risk assurance liabilities is reduced over the term of the arrangement, which the Group recognizes as gain on risk assurance liabilities, as it is released from the risk assurance obligation on a loan-by-loan basis based on car buyers' repayments. The contingent aspect is recognized as loss on risk assurance liabilities when car buyer's default is probable and is measured as the future payout estimated using the historical default rates of a portfolio of similar loans.



Provision for Credit Losses

Under the arrangements with certain financial institutions, the Group is obligated to purchase the relevant financing receivables upon certain specified events of default by car buyers. In addition, the Group records finance lease receivables relating to the financing leases funded by Shanghai Chejia on the Group's balance sheet. The allowance for financing receivables is calculated using the probability of default and loss given default model based on pools of financing receivables with similar risk characteristics, including product type to arrive at an estimate of incurred losses in the portfolio. The Group recognizes any increase in allowance for financing receivables as provision for credit losses for the relevant period.

Taxation

Cayman Islands

We are an exempted company incorporated in the Cayman Islands. Under the current laws of the Cayman Islands, we are not subject to tax on income or capital gains. In addition, upon payment of dividends by us to our shareholders, no Cayman Islands withholding tax will be imposed.

Hong Kong

Our subsidiary incorporated in Hong Kong is subject to Hong Kong profit tax at a rate of 16.5% and may be exempted from income tax on its foreign-derived income. Hong Kong does not impose a withholding tax on remittance of dividends.

China

Generally, our subsidiary, consolidated VIEs and subsidiaries of the consolidated VIEs in China are subject to enterprise income tax on their taxable income in China at a rate of 25%. The enterprise income tax is calculated based on the entity's global income as determined under PRC tax laws and accounting standards. In April 2019, Shanghai Cango received the High and New Technology Enterprise ("HNTE") certificate and is entitled to enjoy a preferential tax rate of 15% for the years ended December 31, 2018, 2019 and 2020. Fushun Insurance Brokerage Co., Ltd., a subsidiary of Shanghai Cango, was granted the HNTE certificate in March 2021 for the years ended December 31, 2020, 2021 and 2022.

The Group is subject to VAT at a rate of 6% on the services provided to customers, and VAT at a rate of 13% on the sales of products starting from April 1, 2019 (such rate was 16% from May 1, 2018 to April 1, 2019), less any deductible VAT the Group has already paid or borne. The Group is also subject to surcharges on VAT payments in accordance with PRC law.

Dividends paid by our wholly foreign-owned subsidiary in China to our intermediary holding company in Hong Kong will be subject to a withholding tax rate of 10%, unless the relevant Hong Kong entity satisfies all the requirements 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 and receives approval from the relevant tax authority, in which case the dividends paid to the Hong Kong subsidiary would be subject to withholding tax at the standard rate of 5%.

If our holding company in the Cayman Islands or any of our subsidiaries outside of China were deemed to be a "resident enterprise" under the PRC Enterprise Income Tax Law, it would be subject to enterprise income tax on its worldwide income at a rate of 25%.

**Results of Operations**

The following tables set forth a summary of the Group's consolidated results of operations for the periods presented, in absolute amount and as a percentage of its total revenues. This information should be read together with the Group's consolidated financial statements and related notes included elsewhere in this annual report. The operating results in any period are not necessarily indicative of the results that may be expected for any future period.

	Year Ended December 31,						
	2020		2021		2022		
	RMB	%	RMB	%	RMB	US\$	
	(in thousands)						
Revenues:							
Automobile trading income	624,774	30.4	2,227,172	56.8	1,596,307	231,443	80.6
Loan facilitation income and other related income	891,837	43.5	1,233,556	31.5	146,429	21,230	7.4
Leasing income	286,079	13.9	251,295	6.4	155,522	22,549	7.9
After-market services income	241,193	11.8	193,787	4.9	71,457	10,360	3.6
Others	8,549	0.4	15,907	0.4	10,739	1,557	0.5
Total revenues	2,052,432	100.0	3,921,716	100.0	1,980,453	287,139	100.0
Operating cost and expenses:							
Cost of revenue	1,098,121	53.5	2,958,010	75.4	1,830,090	265,338	92.4
Sales and marketing	195,894	9.5	239,333	6.1	132,779	19,251	6.7
General and administrative	265,691	12.9	276,179	7.0	299,545	43,430	15.1
Research and development	62,596	3.0	70,279	1.8	45,959	6,664	2.3
Net loss on risk assurance liabilities	2,268	0.1	197,750	5.1	299,863	43,476	15.1
Provision for credit losses	109,565	5.3	203,415	5.2	319,360	46,303	16.1
Total operating cost and expenses	1,734,135	84.5	3,944,966	100.6	2,927,597	424,462	147.8
Income (loss) from operations	318,297	15.5	(23,250)	(0.6)	(947,143)	(137,323)	(47.8)
Interest income	34,901	1.7	26,373	0.7	43,733	6,341	2.2
Net gain (loss) on equity securities	3,353,381	163.4	(12,992)	(0.3)	(9,811)	(1,422)	(0.5)
Interest expense	(2,759)	(0.1)	(14,481)	(0.4)	(16,809)	(2,437)	(0.8)
Foreign exchange (loss) gain, net	(8,848)	(0.4)	1,351	*	5,918	858	0.3
Other income, net	49,139	2.4	41,912	1.1	52,067	7,549	2.6
Other expenses	(838)	*	(6,606)	(0.2)	(2,466)	(358)	(0.1)
Net income (loss) before income taxes	3,743,274	182.4	12,308	0.3	(874,511)	(126,792)	(44.2)
Income tax expenses	(369,854)	(18.0)	(20,853)	(0.5)	(236,697)	(34,318)	(12.0)
Net income (loss)	3,373,420	164.4	(8,544)	(0.2)	(1,111,208)	(161,110)	(56.1)
Less: Net income attributable to the non-controlling interest shareholders	3,902	0.2	—	—	—	—	—
Net income (loss) attributable to Cango Inc.'s ordinary shareholders	3,369,518	164.2	(8,544)	(0.2)	(1,111,208)	(161,110)	(56.1)

* less than 0.1%.

Comparison of Year Ended December 31, 2022 and Year Ended December 31, 2021

Revenues. The Group's revenues decreased from RMB3,921.7 million in 2021 to RMB1,980.5 million (US\$287.1 million) in 2022, primarily due to the scale down of the Group's financing facilitation business and a decrease in automobile trading volume, which was impacted by the pandemic and the underperforming macro-economy in 2022.

Operating cost and expenses. The Group's total operating cost and expenses decreased from RMB3,945.0 million in 2021 to RMB2,927.6 million (US\$424.5 million) in 2022, primarily due to a decrease in cost of vehicles which was in line with the decrease in automobile trading volume in 2022, and various cost saving strategies driven by efficiency improvement. The decreases were partially offset by the increase of net loss on risk assurance liabilities and provision for credit losses, mainly attributed to a sequential increase in default rate in the underperforming macro-economy in 2022.



- *Cost of revenue.* The Group's cost of revenue decreased from RMB2,958.0 million in 2021 to RMB1,830.1 million (US\$265.3 million) in 2022, primarily due to a decrease in the amount of automobile trading transactions. The cost of revenue as a percentage of the Group's total revenues increased from 75.4% to 92.4% during the same period, primarily due to a higher contribution from car trading transactions to total revenues. Car trading transactions normally present a higher cost-revenue ratio, thus pushing up the overall ratio.
- *Sales and marketing.* The Group's sales and marketing expenses decreased from RMB239.3 million in 2021 to RMB 132.8 million (US\$19.3 million) in 2022, primarily due to the Group's various cost saving initiatives in response to the decrease in revenue. The Group's sales and marketing expenses as a percentage of the Group's total revenues remained relatively stable at 6.1% in 2021 and 6.7% in 2022.
- *General and administrative.* The Group's general and administrative expenses increased from RMB276.2 million in 2021 to RMB299.5 million (US\$43.4 million) in 2022, primarily due to an increase in non-cash expense of share-based compensation, partially offset by various cost saving measures. The Group's general and administrative expenses as a percentage of the Group's total revenues increased from 7.0% in 2021 to 15.1% in 2022.
- *Research and development.* The Group's research and development expenses decreased from RMB70.3 million in 2021 to RMB46.0 million (US\$6.7 million) in 2022, primarily due to budget adjustments. The Group's research and development expenses as a percentage of the Group's total revenues remained relatively stable at 1.8% in 2021 and 2.3% in 2022.
- *Net loss on risk assurance liabilities.* The Group's net loss on risk assurance liabilities increased from RMB197.8 million in 2021 to RMB299.9 million (US\$43.5 million) in 2022. The change was mainly due to a sequential increase in default rate over 2022.
- *Provision for credit losses.* The Group's provision for credit losses increased from RMB203.4 million in 2021 to RMB319.4 million (US\$46.3 million) in 2022, primarily due to the impact of an underperforming macro-economy and the conditions in Chinese consumer credit market.

Interest income. The Group's interest income increased from RMB26.4 million in 2021 to RMB 43.7 million (US\$ 6.3 million) in 2022, primarily due to a higher amount of bank deposits along with an increase in interest rates.

Net loss on equity securities. The Group recognized a loss of RMB13.0 million in 2021 and a loss of RMB 9.8 million (US\$1.4 million) in 2022, primarily due to the downward fluctuations of the market value of the Group's equity investments in Li Auto in both years.



Interest expense. The Group's interest expense increased from RMB 14.5 million in 2021 to RMB16.8 million (US\$2.4 million) in 2022, primarily due to the increased amount of borrowings to enhance the automobile trading operations.

Foreign exchange gain, net. The Group recognized foreign exchange gain of RMB1.4 million in 2021 and of RMB5.9 million (US\$0.9 million) in 2022, primarily due to the fluctuation of the foreign exchange rate of U.S. dollars against RMB in both years.

Other income, net. The Group's other income increased from RMB41.9 million in 2021 to RMB52.1 million (US\$ 7.5 million) in 2022, primarily due to the increase of tax refund and government subsidy.

Income tax expenses. The Group's income tax expenses increased from RMB20.9 million in 2021 to RMB236.7 million (US\$34.3 million) in 2022, primarily due to the write off of deferred tax assets associated with the Group's risk assurance liabilities and provision for credit losses, considering the scaled down financing facilitation revenue in the foreseeable future not being sufficient to utilize such assets.

Net loss. As a result of the foregoing, the Group recognized a net loss of RMB8.5 million in 2021 and of RMB 1,111.2 million (US\$161.1million) in 2022.

Comparison of Year Ended December 31, 2021 and Year Ended December 31, 2020

For a discussion of the Group's results of operations for the year ended December 31, 2021 compared with the year ended December 31, 2020, see "Item 5. Operating and Financial Review and Prospects—A. Operating Results—Year Ended December 31, 2021 Compared to Year Ended December 31, 2020" in our annual report on Form 20-F for the year ended December 31, 2021, filed with the SEC on April 26, 2022.

B. Liquidity and Capital Resources

The Group's primary sources of liquidity have been issuance of equity securities, borrowings from trusts and banks and cash provided by operating activities, which have historically been sufficient to meet its working capital and substantially all of its capital expenditure requirements.

In 2020, net cash used in operating activities was RMB621.6 million. In 2021, net cash used in operating activities was RMB404.4 million. In 2022, net cash used in operating activities was RMB567.4 million (US\$82.3 million).

As of December 31, 2022, the Group had RMB3,223.9 million (US\$467.4 million) in cash, cash equivalents, restricted cash and short-term investments and our consolidated VIEs had RMB1,745.4 million (US\$253.1 million) of cash, cash equivalents, restricted cash and short-term investments.



As of December 31, 2022, the Group had cash and cash equivalents of approximately RMB378.9 million (US\$54.9 million), as compared to cash and cash equivalents of approximately RMB1,434.8 million as of December 31, 2021. The Group's cash and cash equivalents consist of cash, investments in interest bearing demand deposit accounts, time deposits, and highly liquid investments with original maturities within three months from the date of purchase and are stated at cost which approximates their fair value. The amounts of the cash and cash equivalent held by the consolidated VIEs were approximately RMB531.3 million and RMB268.6 million (US\$38.9 million) as of December 31, 2021 and 2022, respectively.

As of December 31, 2022, the Group had restricted cash of RMB903.6 million (US\$131.0 million), including current portion of RMB152.7 million (US\$22.1 million) and non-current portion of RMB750.9 million (US\$108.9 million). The Group's restricted cash consists of cash deposited with the respective financial institution customers as (i) collaboration and guarantee deposits in relation to facilitation transaction with financial institutions and (ii) collateral for notes payable for automobile trading business. For arrangements involving risk assurance liabilities, financial institutions make corresponding deductions from the Group's deposit account when borrowers are delinquent in their installment repayments and/or when loans are required to be repurchased by the Group after a specified delinquency period. Such restricted cash is not available to fund the Group's general liquidity needs.

As of December 31, 2022, the Group had short-term investments of RMB1,941.4 million (US\$281.5 million), primarily consisting of time deposits and structured deposits investments with original maturities of three months or more but less than one year and marketable securities with readily determinable fair value.

As of December 31, 2022, the Group had short-term debts of RMB349.3 million (US\$50.6 million) and long-term debts of RMB641.0 million (US\$92.9 million), including current portion of long-term debts of RMB565.1 million (US\$81.9 million) and non-current portion of long-term debts of RMB75.9 million (US\$11.0 million). The Group's credit agreements do not contain any material debt covenants.

In addition, Shanghai Chejia obtains debt financing from several institutions. For further information as to the Group's short-term and long-term debts, see Note 9 to the Group's audited financial statements included elsewhere in this annual report.

We believe that the Group's current cash, cash equivalents, restricted cash and short-term investments and anticipated cash flows from operating activities will be sufficient to meet its anticipated working capital requirements, capital expenditures and debt repayment in the ordinary course of business for at least the next 12 months. We may, however, need additional cash resources in the future if we experience changes in business conditions or other developments, or if we find and wish to pursue opportunities for investment, acquisition, capital expenditure or similar actions. If we determine that our cash requirements exceed the amount of cash and cash equivalents we have on hand at the time, we may seek to issue equity or debt securities or obtain credit facilities. The issuance and sale of additional equity would result in further dilution to our shareholders. The incurrence of indebtedness would result in increased fixed obligations and could result in operating covenants that would restrict our operations. The Group's obligation to bear credit risk for certain financing transactions facilitated may also strain its operating cash flow. We cannot assure you that financing will be available in amounts or on terms acceptable to us, if at all. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Industry and Business —We may need additional capital to pursue business objectives and respond to business opportunities, challenges or unforeseen circumstances, and financing may not be available on terms acceptable to us, or at all."



The Group’s ability to manage its working capital, including receivables and other assets and accrued expenses and other liabilities, may materially affect the Group’s financial condition and results of operations.

Although we consolidate the results of our consolidated VIEs and their subsidiaries, we only have access to cash balances or future earnings of our consolidated VIEs and their subsidiaries through our contractual arrangements with our consolidated VIEs. See “Item 4. Information on the Company—C. Organizational Structure.” For restrictions and limitations on liquidity and capital resources as a result of our corporate structure, see “—Holding Company Structure.”

The following table sets forth a summary of the Group’s cash flows for the periods presented:

	Year Ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
(in thousands)				
Summary Consolidated Cash Flow Data:				
Net cash used in operating activities	(621,612)	(404,390)	(567,385)	(82,263)
Net cash (used in)/provided by investing activities	(493,563)	2,661,223	1,959,529	284,105
Net cash used in financing activities	(380,822)	(1,946,434)	(2,990,209)	(433,540)
Cash, cash equivalents and restricted cash at beginning of the year	3,846,983	2,314,892	2,610,281	378,455
Cash, cash equivalents and restricted cash at end of the year	2,314,892	2,610,281	1,282,483	185,943

Operating Activities

Net cash used in operating activities was RMB567.4 million (US\$82.3million) in 2022, primarily due to net loss of RMB1,111.2 million (US\$161.1 million), adjusted for (i) deferred income tax expense of RMB371.3 million (US\$53.8 million), (ii) provision for credit losses and other assets of RMB319.4 million (US\$46.3 million), (iii) loss on risk assurance liabilities of RMB299.9 million (US\$43.5 million), (iv) share-based compensation expense of RMB158.5 million (US\$23.0 million), and (v) changes in working capital. Adjustments for changes in working capital primarily consisted of (i) a decrease in risk assurance liabilities of RMB596.6 million (US\$86.5 million), primarily due to the fulfillment of the Group’s risk assurance obligations, (ii) an increase in financing receivables of RMB277.9 million (US\$40.3 million), primarily due to an increase in amount of delinquent loan and debt securities the Group acquired in 2022 under contractual obligations, and (iii) an increase in other current and non-current assets of RMB370.3 million (US\$53.7 million), primarily due to an increase in balances of advance payments and deposits to the suppliers of automobile trading businesses. Such changes in working capital were partially offset by (i) a decrease in contract assets of RMB651.6 million (US\$94.5 million), primarily due to the loan facilitation service fees collected in 2022 for such services granted to customers in the years before.



Net cash used in operating activities was RMB404.4 million in 2021, primarily due to net loss of RMB8.5 million, adjusted for (i) deferred income tax benefit of RMB582.9 million, (ii) provision for credit losses and other assets of RMB203.4 million, (iii) loss on risk assurance liabilities of RMB197.8 million, (iv) share-based compensation expense of RMB87.6 million, and (v) changes in working capital. Adjusted for changes in working capital primarily consisted of an increase in other current and non-current liabilities of RMB773.5 million, primarily due to an increase in balances of advance payments and deposits from customers of automobile trading businesses. Such changes in working capital were partially offset by (i) an increase in contract assets of RMB679.4 million, due to the loan facilitation services provided to customers in 2021 and the service fees due after December 31, 2021, (ii) an increase in financing receivables of RMB217.3 million primarily due to an increase in amount of delinquent loan and debt securities the Group acquired in 2021 under contractual obligations, and (iii) an increase in other current and non-current assets of RMB180.9 million, primarily due to an increase in balances of advance payments and deposits to the suppliers of automobile trading businesses.

Net cash used in operating activities was RMB621.6 million in 2020, primarily due to net income of RMB3,373.4 million, adjusted for (i) fair value change of equity investment of RMB3,315.5 million, (ii) deferred income tax expense of RMB248.2 million, (iii) provision for credit losses of RMB109.6 million, (iv) share-based compensation expense of RMB78.8 million, and (v) changes in working capital. Adjustment for changes in working capital primarily consisted of (i) an increase in risk assurance liabilities of RMB198.6 million due to an increase in the amount of financing transactions facilitated for which the Group has risk assurance obligation, and (ii) an increase in other current and non-current liabilities of RMB52.8 million due to the prepayments paid by dealers in connection with automobile trading solutions. Such changes in working capital were partially offset by (i) an increase in other current and non-current assets of RMB695.0 million, which was primarily due to the prepayment paid to OEMs in connection with automobile trading solutions, as well as the deposit paid to MYbank in connection with the cooperation with it, and (ii) an increase in financing receivables of RMB83.2 million due to an increase in the financing receivables purchased upon certain specified events of car buyers' defaults.

Investing Activities

Net cash provided by investing activities was RMB 1,959.5 million (US\$284.1million) in 2022, primarily due to (i) maturities of held-to-maturity investment of RMB4,353.8 million (US\$631.2 million), (ii) repayments of finance lease receivables of RMB1,408.1 million (US\$204.2 million), and (iii) proceeds from sale or redemption of other short-term investments, net of RMB212.6 million (US\$30.8 million), which was partially offset by (i) purchase of held-to-maturity investment of RMB3,934.7 million (US\$570.5 million), and (ii) origination of finance lease receivables of RMB75.8 million (US\$11.0 million).

Net cash provided by investing activities was RMB2,661.2 million in 2021, primarily due to (i) proceeds from sale or redemption of other short-term investments, net of RMB2,841.9 million, (ii) repayments of finance lease receivables of RMB2,112.0 million, and (iii) maturities of held-to-maturity investment of RMB1,158.1 million, which was partially offset by (i) purchase of held-to-maturity investment of RMB 2,342.2 million, and (ii) origination of finance lease receivables of RMB1,091.4 million.



Net cash used in investing activities was RMB493.6 million in 2020, which was primarily attributable to (i) origination of finance lease receivables of RMB2,256.4 million, and (ii) purchase of short-term investments of RMB1,116.8 million in wealth management products which are primarily invested in various types of debt securities, which was partially offset by (i) repayments of finance lease receivables of RMB1,839.8 million, and (ii) proceeds from redemption of short-term investments of RMB1,020.7 million.

Financing Activities

Net cash used in financing activities was RMB2,990.2 million (US\$433.5 million) in 2022, primarily due to distribution to shareholders of RMB1,871.1 million (US\$271.3 million), repayment of borrowings of RMB1,705.2 million (US\$247.2 million), and payment to repurchase treasury shares of RMB105.8 million (US\$15.3 million), which was partially offset by proceeds from borrowings of RMB684.8 million (US\$99.3 million).

Net cash used in financing activities was RMB1,946.4 million in 2021, primarily due to repayment of borrowings of RMB2,101.6 million and distribution to shareholders of RMB955.4 million, which was partially offset by proceeds from borrowings of RMB1,546.7 million.

Net cash used in financing activities was RMB380.8 million in 2020, which was primarily attributable to repayment of borrowings of RMB3,416.2 million and distribution to shareholders of RMB267.2 million, which was partially offset by proceeds from borrowings of RMB3,369.7 million.

Capital Expenditures

The Group made capital expenditures of RMB5.4 million, RMB18.9 million and RMB4.6 million (US\$0.7 million) in 2020, 2021 and 2022, respectively. In these periods, such capital expenditures were mainly used for purchases of property and equipment and intangible assets. The Group will continue to make capital expenditures to meet the expected growth of its business.

Material Cash Requirements

The Group's material cash requirements as of December 31, 2022 and any subsequent interim period primarily include its short-term loans, long-term debt obligations, capital commitment obligations, operating lease commitment obligations, as well as capital expenditures and repurchase of shares. See "—Capital Expenditures" and "Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers" for further details.

We intend to fund the Group's existing and future material cash requirements with its existing cash and cash equivalents, restricted cash, short-term investments and other financing alternatives. The Group will continue to make cash commitments, including capital expenditures, to support its business initiatives.



The following table set forth the Group's indebtedness and contractual obligations as of December 31, 2022:

	Total		Payment due by period			
			Less than 1 Year	1 – 3 Years	3 – 5 Years	More than 5 Years
	RMB	US\$	RMB			
	(in thousands)					
Short-term debt obligations	582,993	84,526	582,993	—	—	—
Long-term debt obligations	81,731	11,850	4,086	77,645	—	—
Capital commitment obligations	770	112	112	—	—	—
Operating lease commitment obligations	105,915	15,356	15,419	29,352	28,443	32,701
Total	771,409	111,844	602,610	106,997	28,443	32,701

Off-Balance Sheet Arrangements

The Group has entered into several arrangements with financial institutions that provide funding directly to car buyers for financing transactions facilitated. Under the arrangements with certain financial institutions, the Group is obligated to purchase the relevant financing receivables upon certain specified events of default by car buyers. As of December 31, 2022, risk assurance liabilities related to such arrangement were RMB402.3 million (US\$58.3 million). As of December 31, 2022, the maximum potential undiscounted future payment the Group would be required to make was RMB16,506.7 million (US\$2,393.3 million).

Other than the above, the Group has not entered into any other commitments to guarantee the payment obligations of any third parties. The Group has not entered into any derivative contracts that are indexed to its shares and classified as shareholder's equity or that are not reflected in its consolidated financial statements. Furthermore, the Group does not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. The Group does not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to the Group or engages in leasing, hedging or product development services with the Group.

Holding Company Structure

Cango Inc. is a holding company with no material operations of its own. The Group conducts its operations primarily through its subsidiary, consolidated VIEs and their subsidiaries in China. As a result, Cango Inc.'s ability to pay dividends depends upon dividends paid by its PRC subsidiary. If the existing PRC subsidiary or any newly formed ones incur debt on their own behalf in the future, the instruments governing their debt may restrict their ability to pay dividends to us. In addition, the PRC subsidiary is permitted to pay dividends to us only out of its retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. Under PRC law, each of the Group's subsidiary, consolidated VIEs and their subsidiaries in China is required to set aside at least 10% of its after-tax profits each year, if any, to fund certain statutory reserve funds until such reserve funds reach 50% of its registered capital. In addition, each of the Group's subsidiary, consolidated VIEs and their subsidiaries in China may allocate a portion of its after-tax profits to a discretionary surplus fund at its discretion. The statutory reserve funds and the discretionary funds are not distributable as cash dividends. Remittance of dividends by a wholly foreign-owned company out of China is subject to examination by the banks designated by SAFE. The Group's PRC subsidiary has not paid dividends and will not be able to pay dividends until it generates accumulated profits and meet the requirements for statutory reserve funds.



Inflation

Since inception, inflation in China has not materially affected our results of operations. According to the National Bureau of Statistics of China, the year-over-year percent changes in the consumer price index for 2020, 2021 and 2022 were increases of 2.5%, 0.9% and 2.0%, respectively. Although we have not been materially affected by inflation in the past, we may be affected if China experiences higher rates of inflation in the future.

Recent Accounting Pronouncements

Please see Note 2 to the Group's consolidated financial statements included elsewhere in this annual report.

C. Research and Development

The Group has focused on and will continue to invest in its technology system, which supports all key aspects of Cango platform and is designed to optimize for scalability and flexibility.

The Group's research and development expenses were RMB62.6 million, RMB70.3 million and RMB46.0 million (US\$6.7 million) in 2020, 2021 and 2022, respectively.

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, 2022 that are reasonably likely to have a material effect on the Group's total net revenues, income, profitability, liquidity or capital reserves, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

E. Critical Accounting Policies and Estimates

Critical Accounting Policies

Basis of presentation

The consolidated financial statements of the Company have been prepared in accordance with the generally accepted accounting principles of the United States ("U.S. GAAP").

Principles of consolidation

The consolidated financial statements include the financial statements of the Company, its subsidiaries, VIEs, and the subsidiaries of the VIEs. All inter-company transactions and balances have been eliminated.



Use of estimates

The Group prepares financial statements in accordance with U.S. GAAP, which requires it to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant accounting estimates reflected in the Company's consolidated financial statements include, but are not limited to allowance for accounts receivable, allowance for financing receivables, allowance for finance lease receivables, allowance for contract assets, fair value of risk assurance liabilities, intangible assets with indefinite lives, valuation allowance for deferred tax assets and goodwill impairment. Management bases these estimates on its historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from these estimates.

For further information on the Group's critical accounting policies, see Note 2 to its consolidated financial statements. The Group believes the following accounting policies involve the most significant judgments and estimates used in the preparation of its financial statements.

Revenue Recognition

The Group's revenues are derived principally from 1) automobile trading income, 2) loan facilitation services and post-origination administrative services, 3) finance lease services, 4) after-market services facilitation services, and 5) other income.

Under ASC 606, Revenue from Contracts with Customers ("ASC 606"), revenue is recognized when control of the promised goods or services is transferred to the Group's customers, in an amount that reflects the consideration that the Group expects to be entitled to in exchange for those goods or services, net of value-added tax ("VAT"). The Group determines revenue recognition through the following steps:

- Identify the contract(s) with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognize revenue when (or as) the entity satisfies a performance obligation.

Automobile trading transaction

When providing car trading services, the Group evaluates if it is a principal or an agent in a transaction to determine whether revenues should be recorded on a gross or net basis. The Group acts as a principal in which the Group purchases vehicles from suppliers which are vehicle manufacturers or their first-tier car dealerships and sells the vehicles to customers which are other car dealerships and records revenue on a gross basis if it obtains control over the specified goods and services before they are transferred to the customers. When the Group acts as an agent, revenue is recorded on a net basis when the Group does not obtain control over the specified goods and services before they are transferred to the customers. The revenue generated from sale of vehicles is recognized at a point in time when the control of the vehicles is transferred from the Group to the customers when the vehicles are delivered and their titles are passed on to the customers.



Loan facilitation services and PAS

The Group entered into non-risk assured and risk assured facilitation arrangements with various financial institutions. Borrowers that pass the Group's credit assessment are recommended to the financial institutions. Once the borrower is independently approved by the financial institutions, the financial institutions will directly fund the borrower's automobile purchase and the Group will earn a loan facilitation fee from the financial institution and borrowers. The Group will provide PAS, such as tracking through telematics devices in the automobiles; and sending short-message-service ("SMS") payment reminder to borrowers, throughout the terms of the loans. In addition, for certain arrangements, the Group provides risk assurance on the principal and accrued interest repayments of the defaulted loans to various financial institutions. The Group determined that it is not the legal lender or legal borrower in the loan origination and repayment process, respectively. Therefore, the Group does not record loan receivables and payable arising from the loans between borrowers and financial institutions on its consolidated balance sheet.

The Group determines its customers to be both the financial institutions and borrowers. The Group considers the loan facilitation service, PAS and risk assurance services as separate services, of which the risk assurance service is accounted for in accordance ASC 460, Guarantees ("ASC 460").

The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised services to the customer, net of value-added tax. The transaction price includes variable service fees which are contingent on the borrower making timely repayments. Variable consideration is estimated using the expected value method based on historical default rate, current and forecasted borrower repayment trends and is limited to the amount of variable consideration that is probable not to be reversed in future periods. As a result, the estimation of variable consideration involves significant judgement. The Group makes the assessment of whether the estimate of variable consideration is constrained. Any subsequent changes in the transaction price will be allocated to the performance obligations on the same basis as at contract inception.

The Group first allocates the transaction price to the risk assurance liabilities at fair value in accordance with ASC 460. The remaining transaction price is then allocated to the loan facilitation services and PAS on a relative standalone selling price basis. The Group does not have observable price for the loan facilitation services and PAS because the services are not provided separately. As a result, the estimation of standalone selling price involves significant judgement. The Group estimates the standalone selling price of the loan facilitation and PAS using the expected cost plus a margin approach.

The fee allocated to loan facilitation is recognized as revenue upon each successful loan facilitation, while the fee allocated to PAS are deferred and amortized over the period of the loan on a straight-line method as the PAS services are performed. PAS revenue recognized in the years ended December 31, 2020, 2021 and 2022 is RMB73.8 million, RMB41.6 million and RMB23.4 million (US\$3.4 million), respectively.

The loan facilitation services and PAS are recorded as Loan facilitation income and other related income in the consolidated statements of comprehensive income (loss).



Finance lease services

The Group provides automobile finance lease services to individual borrowers. Financing lease income is recognized using the effective interest method. Initial direct cost received and direct origination costs are generally deferred and amortized over the term of the related finance lease receivables using the effective interest method and are removed from the consolidated balance sheets when the related finance lease receivables are sold, charged off or paid in full.

After-market services income

The Group provides after-market services to car buyers which mainly include two types of separate contracts, 1) insurance facilitation service and 2) car recovery and disposal services.

For 1) after-market insurance facilitation service, it mainly includes two types of contracts, one is facilitating personal accident insurance and automobile insurance, and the other is offering anti-theft package services. After-market insurance facilitation service income for personal accident insurance and automobile insurance is recognized at the point of time when facilitation services are completed. For anti-theft package services, the Group first allocates the fair value of indemnification service under ASC 460 and then allocates the remaining consideration to the after-market service of anti-theft telematic devices installment.

For 2) after-market car recovery and disposal services income, it mainly refers to delinquent asset management income for car recovery and disposal services, which is recognized at the point of time when the Group delivers the relevant service.

Risk Assurance Liabilities

The Group provides risk assurance to various financial institution customers. The risk assurance liability requires the Group to either make delinquent installment repayments or purchase the loans after a specified period on an individual loan basis. The risk assurance liability is exempted from being accounted for as a derivative in accordance with ASC 815-10-15-58.

accounted for in accordance with ASC 460. The contingent obligation relating to the contingent loss arising from the arrangement is accounted for in accordance with ASC 450, Contingencies (“ASC 450”). At inception, the Group recognizes the non-contingent aspect of the risk assurance liability at fair value, which is primarily based on assumptions regarding probability of default, loss given default and margin rate, while considering the premium required by a third-party market participant to issue the same risk assurance in a standalone transaction.

Subsequent to the initial recognition, the non-contingent aspect of the risk assurance liability is reduced over the term of the arrangement as the Group is released from its stand ready obligation on a loan-by-loan basis based on the borrower’s repayment of the loan principal. The contingent loss arising from the obligation to make future payments is recognized when borrower default is probable and the amount of loss is estimable. The Group considers the underlying risk profile including delinquency status, overdue period, and historical loss experience when assessing the probability of contingent loss. Borrowers are grouped based on common risk characteristics, such as product type. The Group measured contingent loss based on the future payout of the arrangement estimated using the historical default rates of a portfolio of similar loans less the fair value of the recoverable collateral.



Leases

Operating Leases – Lessee under ASC 842

The Group has operating leases for certain office rentals as a lessee. At inception of a contract, the Group determines whether that contract is, or contains a lease. For each lease arrangement identified, the Group determines its classification as an operating or finance lease.

As of January 1, 2022, the Group records a lease liability and corresponding operating lease right-of-use (“ROU”) asset at lease commencement. Lease liabilities represent the present value of the lease payments not yet paid, discounted using the discount rate for the lease at lease commencement. The Group’s lease agreements include lease payments that are largely fixed, do not contain material residual value guarantees or variable lease payments. The discount rate is determined using the Group’s incremental borrowing rate at lease commencement since the rate implicit in the lease is not readily determinable. The Group uses its unsecured borrowing rate over the lease term and adjusts the rate based on its credit risk and the effects of collateral to approximate a collateralized rate, which will be updated on an annual basis for measurement of new lease liabilities. ROU asset represents the right to use an underlying asset for the lease term and are recognized in an amount equal to the lease liability adjusted for any lease payments made prior to commencement date, less any lease incentives received, and any initial direct costs incurred by the Group. Lease terms are based on the non-cancellable term of the lease and may contain options to extend the lease when it is reasonably certain that the Group will exercise the option. However, none of these have been recognized in the Group’s right-of-use assets or lease liabilities since those options were not reasonably certain to be exercised.

If there is a lease modification, the Group considers whether the lease modification results in a separate contract. If so, the Group accounts for the separate contract the same manner as any other new lease, in addition to the original unmodified contract. Otherwise, the Group remeasures and reallocates the remaining consideration in the contract, reassesses the classification of the lease at the effective date of the modification and accounts for any initial direct costs, lease incentives and other payments made to or by the lessee. If the modification fully or partially terminates the existing lease, the Group remeasures the lease liability and decreases the carrying amount of the right-of-use asset in proportion to the full or partial termination of the existing lease and recognize in profit or loss any difference between the reduction in the lease liability and the reduction in the right-of-use asset.

Besides, operating lease expense is recognized as a single lease cost on a straight-line basis over the lease term and is included in general and administrative expenses, on the consolidated statements of comprehensive income (loss). Lease liabilities that become due within one year of the balance sheet date are classified as current liabilities.



Operating leases under ASC 840

Before January 1, 2022, leases where the Group is the lessee, and substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Rentals applicable to such operating leases are recognized on a straight-line basis over the lease term. Certain of the operating lease agreements contain rent holidays. Rent holidays are considered in determining the straight-line rent expense to be recorded over the lease term.

Income Taxes

The Group recognizes income taxes under the liability method. Deferred income taxes are recognized for differences between the financial reporting and tax bases of assets and liabilities at enacted tax rates in effect for the years in which the differences are expected to reverse. The Group records a valuation allowance against the amount of deferred tax assets that it determines is not more-likely-than-not to be realized. The effect on deferred taxes of a change in tax rates is recognized in earnings in the period that includes the enactment date.

The Group applies the provisions of ASC 740, Income Taxes (“ASC 740”), in accounting for uncertainty in income taxes. ASC 740 clarified the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. The Group has elected to classify interest and penalties related to an uncertain tax position (if and when required) as part of income tax expense in the consolidated statements of comprehensive income (loss). As of and for the years ended December 31, 2020, 2021 and 2022, the amounts of unrecognized tax benefits as well as interest and penalties associated with uncertainty in income taxes were insignificant.

Allowance for Finance Lease Receivables and Allowance for Financing Receivables

The allowance for finance lease receivables and allowance for financing receivables are calculated by multiplying the PD and LGD model based on pools of finance lease receivables or financing receivables with similar risk characteristics, including product types, i.e. new cars and used cars to arrive at an estimate of incurred losses in the portfolio. The PD and LGD model take into consideration factors of historical delinquency migration to loss and loss given default. The Group adjusts the allowance for finance lease receivables that is determined by the PD and LGD model for various macro-economic factors i.e. gross-domestic product rates, per capita disposable income, interest rates and consumer price indexes and other considerations.

Finance lease receivables and financing receivables are charged off when a settlement is reached for an amount that is less than the outstanding balance or when the Group has determined the balance is uncollectable. In general, the Group considers finance fee receivables meeting any of the following conditions as uncollectable and charged-off: (i) death of the borrower; (ii) identification of fraud, and the fraud is officially reported to and filed with relevant law enforcement departments or (iii) the amount remained outstanding 180 days past due and therefore deemed uncollectible; (iv) the collateral are physically repossessed.

Goodwill

Goodwill represents the excess of the purchase price over the amounts assigned to the fair value of the assets acquired and the liabilities assumed of an acquired business. The Group’s goodwill on December 31, 2022 was primarily related to the acquisition of Shanghai Chejia in 2018. In accordance with ASC 350, Intangibles – Goodwill and Other (“ASC 350”), recorded goodwill amounts are not amortized, but rather are tested for impairment annually or more frequently if there are indicators of impairment present.



The Group applied Accounting Standards Update (“ASU”) No. 2017-04, Simplifying the Test for Goodwill Impairment (“ASU 2017-04”), which simplifies the accounting for goodwill impairment by eliminating Step two from the goodwill impairment test. Under the guidance, if a reporting unit’s carrying amount exceeds its fair value, an entity will record an impairment charge based on that difference. The impairment charge will be limited to the amount of goodwill allocated to that reporting unit. Fair value is primarily determined by computing the future discounted cash flows expected to be generated by the reporting unit.

Pursuant to ASC 350, the Group may elect to perform a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit of Cango Inc. is greater than its carrying value. If a qualitative assessment is not performed, or if as a result of a qualitative assessment it is not more likely than not that the fair value of a reporting unit exceeds its carrying value, then the reporting unit’s fair value is compared to its carrying value. As of December 31, 2021 and 2022, the Group completed its annual impairment test for goodwill under a quantitative impairment test of goodwill in which the Group performs an assessment that consists of a comparison of the carrying value of a reporting unit with its fair value. The fair values of the reporting unit are determined using income valuation approaches through the application of discounted cash flow method. Estimating fair values of the reporting unit involves significant assumptions, including future revenue growth rates, gross margin, terminal growth rates and discount rates. No impairment losses on goodwill was recognized during the years ended December 31, 2021 and 2022.

Share-Based Compensation

The Group accounts for share-based compensation in accordance with ASC 718, Compensation – Stock Compensation (“ASC 718”).

The Group recognizes the compensation costs net of estimated forfeitures using the straight-line method, over the applicable vesting period for each separately vesting portion of the award. In addition, the Group recognizes one-off compensation costs for the award which could be vested immediately upon grant on the grant date. The estimate of forfeitures is adjusted over the requisite service period to the extent that actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures is recognized through a cumulative catch-up adjustment in the period of change and also impact the amount of share-based compensation expense to be recognized in future periods. The Group, with the assistance of an independent third-party valuation firm, determined the fair value of share-based options granted to employees.



ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

Directors and Executive Officers

The following table sets forth information regarding our directors and executive officers as of December 31, 2022.

Name	Age	Position/Title
Xiaojun Zhang	51	Co-founder and chairman
Jiayuan Lin	54	Co-founder, director and chief executive officer
Yongyi Zhang	50	Chief financial officer and director
Zhipeng Song	38	Director
Chi Ming Lee	70	Independent director
Dongsheng Zhou	55	Independent director
Rong Liu	74	Independent director

Xiaojun Zhang is our co-founder and has served as our chairman since 2014. Mr. Zhang has also served as a chairman and general manager of Shanghai Chejia since 2016. Prior to co-founding our company, Mr. Zhang served as a director and general manager of SAIC-GMAC Automotive Finance Co., Ltd. from 2004 to 2013. From 1999 to 2004, Mr. Zhang served as a deputy general manager of Shanghai Automobile Group Finance Company. From 1992 and 1998, Mr. Zhang served as a financial supervisor of People’s Bank of China, Shanghai Branch. Mr. Zhang received a bachelor’s degree in finance from Shanghai University of Finance and Economics in 1992, a master’s degree in business administration from Peking University in 2003 and completed China Senior Executive Program at Harvard Business School in 2018, thereby attaining alumni status.

Jiayuan Lin is our co-founder and has served as our director and chief executive officer since 2010. Prior to co-founding our company, Mr. Lin served as an assistant general manager of Shanghai Automobile Group Finance Company from 2007 to 2010. From 2003 to 2007, Mr. Lin served as a director of the sales department of SAIC-GMAC Automotive Finance Co., Ltd. From 1997 to 2003, Mr. Lin worked in SAIC General Motors Corporation Limited as a manager of tax and insurance in the finance department and a manager of finance support in the marketing department. From 1991 to 1997, Mr. Lin worked in the Pudong branch of Bank of China as a staff member in the finance department, deputy manager of the audit division and deputy manager of the credit division. Mr. Lin received a bachelor’s degree in economics, with specialization in investment management, from Shanghai University of Finance and Economics in 1991.

Yongyi Zhang has served as our chief financial officer since 2018 and director since 2018. Prior to joining our company, Mr. Zhang served as an executive director of Zhongde Securities Co., Ltd. from 2010 to 2018. From 2001 to 2010, Mr. Zhang served as a senior manager of China Galaxy Securities Co., Ltd. From 1997 to 2001, Mr. Zhang served as a deputy manager of Shanghai Stock Exchange. From 1995 to 1997, Mr. Zhang served as an auditor of Arthur Anderson (Shanghai Office). Mr. Zhang received a bachelor’s degree in international accounting from Shanghai University of Finance and Economics in 1995.



Zhipeng Song has served as a director of our company since 2018. Mr. Song has also served as a vice president of Shanghai Chejia since 2016. From 2014 to 2015, Mr. Song served as an assistant general manager of our company. From 2012 to 2014, he served a regional manager of Anji Leasing Co., Ltd. From 2010 to 2012, he served as an account manager of SAIC-GMAC Automotive Finance Co., Ltd. Mr. Song received a bachelor's degree in finance from Shanghai University in 2007 and a master's degree in finance and management from Loughborough University in 2008 and a master's degree in finance from University of St. Andrews in 2009.

Chi Ming Lee has served as our independent director since July 25, 2018. Mr. Lee has also served as an independent non-executive director of DIT Group Limited (formerly known as China Minsheng DIT Group Limited) since 2014 and Wanlian Securities Ltd. since 2019. Mr. Lee has been the director and managing partner of Alex KY Wong Asset Management Co. Ltd. (formerly known as Benington Capital Partners Ltd) since 2020. Mr. Lee served as an independent non-executive director of China Baoli Technologies Holding Ltd. from 2015 to 2017, Huatai Securities Co., Ltd. from 2015 to 2021, and as the director and managing partner of Nanguo International Asset Management Ltd. (formerly known as Benington Capital Limited) from 2014 to 2020. Prior to 2014, Mr. Lee served as the senior manager/director of licensing department, director of corporate planning, and director of finance and administration of the Securities and Futures Commission of Hong Kong. From 1976 to 1989, Mr. Lee served as the assistant assessor and then the assessor at Inland Revenue Department of the Government of Hong Kong. Mr. Lee obtained his higher diploma in accountancy from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University) in 1976, a bachelor's degree in law from the University of London in 1988, and a master's degree in business administration from the University of Hong Kong in 1993. Mr. Lee is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Dongsheng Zhou has served as our director since July 25, 2018. Dr. Zhou is a professor of marketing and chair of the marketing department at China Europe International Business School, where he has worked since 2002. Since 2006, Dr. Zhou has served as the academic co-chair of SEPC, a joint executive training program with Harvard Business School and the School of Economics and Management at Tsinghua University. From 2007 to 2012, Dr. Zhou served as the associate dean in charge of the alumni relationships of China Europe International Business School. From 1997 to 2002, Dr. Zhou served as an assistant professor in the department of marketing and on the business faculty at the City University of Hong Kong. Dr. Zhou received a bachelor's degree in science from the University of Science and Technology of China in 1990 and a doctor of philosophy degree from the faculty of commerce and business administration at the University of British Columbia in 1997.

Rong Liu has served as our director since July 2019. Mr. Liu has decades of experience in the automotive industry. He served as a deputy chief accountant and executive director of the finance department of SAIC Group Co., Ltd. from December 2004 to May 2013. From March 2004 to December 2004, he served as a deputy chief accountant and manager of the finance department of Shanghai Automotive Industry Corporation (Group) Corp. From April 1990 to March 2004, he served as a manager assistant and deputy manager of Shanghai Automotive Industry Corporation (Group) Corp. He currently serves as an independent director at Kehua Holdings Co., Ltd., Kuangda Technology Group Co., Ltd., Shanghai Jialeng Songzhi Automobile Air Conditioning Co., Ltd. and Shanghai Jingzhi Industrial Co., Ltd. He also serves as a supervisor at Yangzhou Dongsheng Auto Parts Co., Ltd. In 1999, Mr. Liu completed a graduate program in international economy at China Eastern Normal University.



The business address for all of our executive officers and directors is 8F, New Bund Oriental Plaza II, 556 West Haiyang Road, Pudong New Area, Shanghai 200124, People’s Republic of China.

B. Compensation

Compensation

In 2022, we and our subsidiaries and consolidated VIEs paid aggregate cash compensation of approximately RMB25.3 million (US\$3.7 million) to our directors and executive officers as a group. We did not pay any other cash compensation or benefits in kind 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 directors and executive officers. Our PRC subsidiary and consolidated VIEs 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 housing funds. Our board of directors may determine compensation to be paid to the directors and the executive officers. The compensation committee will assist the directors in reviewing and approving the compensation structure for the directors and the executive officers.

For information regarding share awards granted to our directors and executive officers, see “—Share Incentive Plan.”

Employment Agreements and Indemnification Agreements

We have entered into employment agreements with each of our executive officers. Under these agreements, each of our executive officers is employed for a specified time period. We may terminate employment for cause, at any time, without advance notice, for certain acts of the executive officer, such as conviction or plea of guilty to a felony or any crime involving moral turpitude, willful misconduct or gross negligence to our detriment, or serious breach of duty of loyalty to us. We may also terminate an executive officer’s employment without cause upon three-month advance written notice. In such case of termination by us, we will provide severance payments to the executive officer as expressly required by applicable law of the jurisdiction where the executive officer is based. The executive officer may resign at any time with a three-month advance written notice.

Each executive officer has agreed to hold, both during and within two years after the termination or expiry of his or her 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 or trade secrets, any confidential information or trade secrets of our business partners, or the confidential or proprietary information of any third party received by us and for which we have confidential obligations. 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.



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 typically for one year following the last date of employment. Specifically, each executive officer has agreed not to (i) approach financial institutions, dealers or other persons or entities introduced to the executive officer in his or her capacity as a representative of us for the purpose of doing business with such persons or entities that will harm our business relationships with these persons or entities; (ii) assume employment with or provide services to any of our competitors, or engage, whether as principal, partner, licensor or otherwise, any of our competitors, without our express consent; or (iii) seek directly or indirectly, to solicit the services of any of our employees who is employed by us on or after the date of the executive officer's termination, or in the year preceding such termination, without our express consent.

We have entered into indemnification agreements with each of our directors and executive officers. Under these agreements, we may 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 officer of our company.

Share Incentive Plan

On May 25, 2018, we adopted the Share Incentive Plan 2018, or the share incentive plan, which allows us to grant options, restricted shares, restricted share units and other share-based awards to our employees, directors and consultants. The maximum number of ordinary shares that may be subject to equity awards pursuant to the share incentive plan is 27,845,526 initially. Additional ordinary shares may be reserved for issuance of equity awards as determined by our board of directors.

Administration

The share incentive plan is jointly administered by Mr. Xiaojun Zhang, our co-founder and chairman, and Mr. Jiayuan Lin, our co-founder, director and chief executive officer. The administrators will determine the provisions and terms and conditions of each equity award.

Change in Control

In the event of a change in control, the administrators may provide for termination of all equity awards outstanding at a specific time in the future, purchase of equity awards from holders, replacement of equity awards, payment of awards in cash or combination of the foregoing.

Term

Unless terminated earlier, the share incentive plan will continue in effect for a term of ten years from the date of its adoption.



Award Agreements

Generally, equity awards granted under the share incentive plan are evidenced by an award agreement providing for the number of ordinary shares subject to the award, and the terms and conditions of the award, which must be consistent with the share incentive plan.

Vesting Schedule

The vesting schedule of each equity award granted under the share incentive plan will be set forth in the award agreement for such equity award.

Amendment and Termination

The board of directors may at any time amend or terminate the share incentive plan, subject to certain exceptions.

Granted Options

As of March 31, 2023, options to purchase 20,468,670 Class A ordinary shares were outstanding under the share incentive plan. Certain options previously granted were subsequently forfeited pursuant to the terms of the share incentive plan.

The table below summarizes outstanding options held by our directors and executive officers as of March 31, 2023 under the share incentive plan.

Name	Position	Ordinary Shares Underlying Option Awards	Option Exercise Price (US\$)**	Grant Date	Option Expiration Date
Xiaojun Zhang	Chairman	1,667,000	0.2951	May 25, 2018	May 24, 2028
		1,670,732	0.2951	February 15, 2019	February 14, 2029
		1,895,130	0.2951	October 15, 2020	October 14, 2030
		2,506,098	0.2951	May 1, 2021	April 30, 2031
		28,000	0.2951	August 1, 2022	July 31, 2032
Jiayuan Lin	Chief executive officer and director	1,688,000	0.2951	May 25, 2018	May 24, 2028
		1,670,732	0.2951	February 15, 2019	February 14, 2029
		1,992,630	0.2951	October 15, 2020	October 14, 2030
		2,506,098	0.2951	May 1, 2021	April 30, 2031
Yongyi Zhang	Chief financial officer and director	*	0.2951	May 25, 2018	May 24, 2028
		*	0.2951	February 15, 2019	February 14, 2029
		*	0.2951	October 15, 2020	October 14, 2030
		*	0.2951	May 1, 2021	April 30, 2031
Zhipeng Song	Director	*	0.2951	May 25, 2018	May 24, 2028
		*	0.2951	February 15, 2019	February 14, 2029
		*	0.2951	October 15, 2020	October 14, 2030
		*	0.2951	May 1, 2021	April 30, 2031

* The shares underlying the outstanding options held by each of these directors and executive officers represent less than 1% of our total outstanding shares.

** The option exercise price has been adjusted to US\$0.2951 due to the payments of cash dividends to our shareholders.



Special Option Grants

In June 2022, we granted (i) options to purchase 6,000,000 Class A ordinary shares to Mr. Xiaojun Zhang, our co-founder and chairman, and (ii) options to purchase 6,000,000 Class A ordinary shares to Mr. Jiayuan Lin, our co-founder, director and chief executive officer. These share options were granted in consideration of Mr. Zhang and Mr. Lin's roles in guiding our Group's profitable investment in Li Auto. The share options vested immediately upon grant and have an exercise price of US\$0.2951 per Class A ordinary share as of the date hereof.

The share options were not granted under (and have no impact on the share reserve under), but is governed by, the terms and conditions of the share incentive plan, except otherwise provided under the applicable share option grant agreements.

C. Board Practices

Our board of directors consisted of seven directors as of December 31, 2022. A director is not required to hold any shares in our company to qualify to serve as a director. A director may vote with respect to any contract or any proposed contract or arrangement in which he is interested, and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of our directors at which any such contract or proposed contract or arrangement is considered, provided (i) such director has declared the nature of his interest at the meeting of the board at which the question of entering into the contract or arrangement is first considered if he knows his interest then exists, or in any other case at the first meeting of the board after he knows he is or has become so interested, either specifically or by way of a general notice and (ii) if such contract or arrangement is a transaction with a related party, such transaction has been approved by the audit committee. The directors may exercise all the powers of the company to borrow money, to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures or other securities whenever money is borrowed or as security for any debt, liability or obligation of the company or of any third party. None of our non-executive directors has a service contract with us that provides for benefits upon termination of service.

Duties of Directors

Under Cayman Islands law, our directors have a fiduciary duty to our company, including a duty of loyalty, a duty to act honestly, and a duty to act in good faith in what they consider to be in our best interests. Our directors must also exercise their powers only for a proper purpose. Our directors also have a duty to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our third amended and restated memorandum and articles of association. Our company has the right to seek damages against any director who breaches a duty owed to us.

The functions and powers of our board of directors include, among others:

- conducting and managing the business of our company;
- representing our company in contracts and deals;



- appointing attorneys for our company;
- select senior management such as managing directors and executive directors;
- providing employee benefits and pension;
- managing our company's finance and bank accounts;
- exercising the borrowing powers of our company and mortgaging the property of our company; and
- exercising any other powers conferred by the shareholders meetings or under our third amended and restated memorandum and articles of association.

Terms of Directors and Executive Officers

Our directors may be elected by a resolution of our board of directors, or by an ordinary resolution of our shareholders, pursuant to our third amended and restated memorandum and articles of association, which became effective immediately prior to the completion of our initial public offering. Each of our directors will hold office until his or her successor takes office or until his or her earlier death, resignation or removal or the expiration of his or her term as provided in the written agreement with our company, if any. A director will cease to be a director if, among other things, the director (i) dies, or becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors; (ii) is found to be or becomes of unsound mind; (iii) resigns his office by notice in writing to the company; or (iv) without special leave of absence from our board, is absent from six consecutive board meetings and our directors resolve that his office be vacated. Our officers are elected by and serve at the discretion of the board of directors.

Committees of the Board of Directors

Our board of directors has established an audit committee, a compensation committee and a nominating and corporate governance committee. We have adopted a charter for each of the committees. Each committee's members and functions are described below.

Audit Committee

Our audit committee consists of Chi Ming Lee, Dongsheng Zhou and Rong Liu. Chi Ming Lee is the chairperson of our audit committee. Chi Ming Lee satisfies the criteria of an audit committee financial expert as set forth under the applicable rules of the SEC. Each of Chi Ming Lee, Dongsheng Zhou and Rong Liu satisfies the requirements for an "independent director" within the meaning of Section 303A of the NYSE Listed Company Manual and meets the criteria for independence set forth in Rule 10A-3 of the United States Securities Exchange Act of 1934, as amended, or the Exchange Act. Our audit committee consists solely of independent directors.



The audit committee oversees our accounting and financial reporting processes and the audits of our financial statements. Our audit committee is responsible for, among other things:

- selecting the independent auditor;
- pre-approving auditing and non-auditing services permitted to be performed by the independent auditor;
- annually reviewing the independent auditor’s report describing the auditing firm’s internal quality control procedures, any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors and all relationships between the independent auditor and our company;
- setting clear hiring policies for employees and former employees of the independent auditors;
- reviewing with the independent auditor any audit problems or difficulties and management’s response;
- reviewing and, if material, approving all related party transactions on an ongoing basis;
- reviewing and discussing the annual audited financial statements with management and the independent auditor;
- reviewing and discussing with management and the independent auditors major issues regarding accounting principles and financial statement presentations;
- reviewing reports prepared by management or the independent auditors relating to significant financial reporting issues and judgments;
- discussing earnings press releases with management, as well as financial information and earnings guidance provided to analysts and rating agencies;
- reviewing with management and the independent auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Group’s financial statements;
- discussing policies with respect to risk assessment and risk management with management, internal auditors and the independent auditor;
- timely reviewing reports from the independent auditor regarding all critical accounting policies and practices to be used by our company, all alternative treatments of financial information within U.S. GAAP that have been discussed with management and all other material written communications between the independent auditor and management;
- establishing procedures for the receipt, retention and treatment of complaints received from our employees regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters;



- annually reviewing and reassessing the adequacy of our audit committee charter;
- such other matters that are specifically delegated to our audit committee by our board of directors from time to time;
- meeting separately, periodically, with management, internal auditors and the independent auditor; and
- reporting regularly to the full board of directors.

Compensation Committee

Our compensation committee consists of Xiaojun Zhang, Jiayuan Lin and Dongsheng Zhou. Xiaojun Zhang is the chairperson of our compensation committee. Dongsheng Zhou satisfies the requirements for an “independent director” within the meaning of Section 303A of the NYSE Listed Company Manual.

Our compensation committee is responsible for, among other things:

- reviewing, evaluating and, if necessary, revising our overall compensation policies;
- reviewing and evaluating the performance of our directors and senior officers and determining the compensation of our senior officers;
- reviewing and approving our senior officers’ employment agreements with us;
- setting performance targets for our senior officers with respect to our incentive compensation plan and equity-based compensation plans;
- administering our equity-based compensation plans in accordance with the terms thereof; and
- such other matters that are specifically delegated to the remuneration committee by our board of directors from time to time.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee consists of Jiayuan Lin, Xiaojun Zhang and Dongsheng Zhou. Jiayuan Lin is the chairperson of our nominating and corporate governance committee. Dongsheng Zhou satisfies the requirements for an “independent director” within the meaning of Section 303A of the NYSE Listed Company Manual. The nominating and corporate governance committee will assist the board of directors in selecting individuals qualified to become our directors and in determining the composition of the board and its committees. The nominating and corporate governance committee will be responsible for, among other things:



- selecting and recommending to the board nominees for election by the shareholders or appointment by the board;
- reviewing annually with the board the current composition of the board with regards to characteristics such as independence, knowledge, skills, experience and diversity;
- making recommendations on the frequency and structure of board meetings and monitoring the functioning of the committees of the board; and
- advising the board periodically with regards to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations, and making recommendations to the board on all matters of corporate governance and on any remedial action to be taken.

D. Employees

As of December 31, 2020, 2021 and 2022, the Group had a total of 3,009, 2,351 and 827 employees, respectively. The decrease in the Group's employees in 2022 was primarily due to the organizational restructuring for business transitions. The following table sets forth the breakdown of the Group's employees as of December 31, 2022 by function:

Function	Number of Employees	% of Total
Sales and marketing	217	26.3
Operations	188	22.7
Risk management	226	27.3
General administration	94	11.4
Research and development	102	12.3
Total	827	100.0

As of December 31, 2022, 346 of the Group's employees were based in Shanghai. The rest of the employees were based in other cities across China.

We believe the Group offers its employees competitive compensation packages and a dynamic work environment that encourages initiative and is based on merit. As a result, the Group has generally been able to attract and retain qualified personnel and maintain a stable core management team. The Group plans to hire additional experienced and talented employees in areas such as big data analytics, marketing and operations, risk management and sales as the Group expands its business.

As required by PRC regulations, the Group participates in various government statutory employee benefit plans, including social insurance, namely pension insurance, medical insurance, unemployment insurance, work-related injury insurance and maternity insurance, and housing funds. The Group is required under PRC law to make contributions to employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of the employees, up to a maximum amount specified by the local government regulations from time to time. In addition, the Group purchased additional commercial health insurance to increase insurance coverage of employees. The Group enters into standard labor, confidentiality and non-compete agreements with its employees. The non-compete restricted period typically expires two years after the termination of employment, and the Group agrees to compensate the employee with a certain percentage of his or her pre-departure salary during the restricted period.



We believe that the Group maintains a good working relationship with its employees, and the Group has not experienced any major labor disputes.

E. Share Ownership

The following table sets forth information as of the date of this annual report with respect to the beneficial ownership of our ordinary shares by:

- each of our directors and executive officers; and
- each person known to us to own beneficially 5.0% or more of our ordinary shares.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to, or the power to receive the economic benefit of ownership of, the securities. 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 or other right or the conversion of any other security.

As of March 31, 2023, the total number of ordinary shares outstanding is 269,503,966, comprising 196,525,289 Class A ordinary shares and 72,978,677 Class B ordinary shares.

	Ordinary Shares Beneficially Owned			
	Class A ordinary shares	Class B ordinary shares	Percentage of total outstanding ordinary shares	Percentage of aggregate voting power**
Directors and Executive Officers:*				
Xiaojun Zhang ⁽¹⁾	11,538,346	38,275,787	17.7	46.6
Jiayuan Lin ⁽²⁾	14,329,703	34,702,890	17.4	42.5
Yongyi Zhang	***	—	***	***
Zhipeng Song	***	—	***	***
Chi Ming Lee	—	—	—	—
Dongsheng Zhou	—	—	—	—
Rong Liu	—	—	—	—
Directors and Executive Officers as a Group	26,876,156	72,978,677	34.0	88.5
Principal Shareholders:				
Lin Entities ⁽³⁾	2,741,607	34,702,890	13.9	42.1
WP Fintech ⁽⁴⁾	48,601,124	—	18.0	2.9
Eagle Central Holding Limited ⁽⁵⁾	—	38,275,787	14.2	46.2
Tencent Mobility Limited ⁽⁶⁾	25,223,898	—	9.4	1.5
Didi Chuxing ⁽⁷⁾	28,376,116	—	10.5	1.7
Taikang Offshore Entities ⁽⁸⁾	16,217,006	—	6.0	1.0

* The business address for our directors and executive officers is 8F, New Bund Oriental Plaza II, 556 West Haiyang Road, Pudong New Area, Shanghai 200124, People's Republic of China.

** For each person and group included in this column, percentage of voting power is calculated by dividing the voting power beneficially owned by such person or group by the voting power of all of our Class A and Class B ordinary shares as a single class. In respect of all matters subject to a shareholders' vote, each Class A ordinary share is entitled to one vote, and each Class B ordinary share is entitled to 20 votes, voting together as one class. 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.



*** Less than 1% of our total outstanding shares.

- (1) Represents (i) 38,275,787 Class B ordinary shares that are held by Eagle Central Holding Limited, or Eagle Central, and (ii) 11,538,346 Class A ordinary shares that Mr. Xiaojun Zhang has the right to acquire upon exercise of the options within 60 days. Eagle Central is a limited liability company established in the British Virgin Islands that is controlled by Mr. Xiaojun Zhang. Eagle Central is further described in footnote 5 below.
- (2) Represents (i) 1 Class A ordinary share that is held by Medway Brilliant Holding Limited, or Medway Brilliant, (ii) 34,702,890 Class B ordinary shares that are held by Traveler Enterprise Limited, or Traveler Enterprise, (iii) 2,741,606 Class A ordinary shares represented by ADSs that are beneficially owned by Traveler Enterprise, and (iv) 11,588,096 Class A ordinary shares that Mr. Jiayuan Lin has the right to acquire upon exercise of the options within 60 days. Medway Brilliant is a limited liability company established in the British Virgin Islands that is wholly owned by Mr. Jiayuan Lin. Traveler Enterprise is a limited liability company established in the British Virgin Island. Mr. Jiayuan Lin is the beneficial owner of the shares held by Medway Brilliant and Traveler Enterprise in our company. Medway Brilliant and Traveler Enterprise are further described in footnote 3 below.
- (3) Represents (i) 1 Class A ordinary share that is held by Medway Brilliant, (ii) 34,702,890 Class B ordinary shares that are held by Traveler Enterprise, and (iii) 2,741,606 Class A ordinary shares represented by ADSs that are beneficially owned by Traveler Enterprise. Medway Brilliant is a limited liability company established in the British Virgin Islands that is wholly owned by Mr. Jiayuan Lin. The registered address of Medway Brilliant is the offices of Sertus Incorporations (BVI) Limited, Sertus Chambers, P.O. Box 905, Quastisky Building, Road Town, Tortola, British Virgin Islands. Traveler Enterprise is a limited liability company established in the British Virgin Islands. Traveler Enterprise is controlled by Traveler Trust, a trust established under the laws of Guernsey. Mr. Jiayuan Lin is the settlor of Traveler Trust, and Mr. Lin and his family members are the trust's beneficiaries. Under the terms of this trust, Mr. Lin has the power to direct the trustee with respect to the retention or disposal of, and the exercise of any voting and other rights attached to, the shares held by Traveler Enterprise in our company. The registered address of Traveler Enterprise is Ritter House, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands.
- (4) Represents 48,601,124 Class A ordinary shares in the form of 24,300,562 ADSs that are beneficially owned by Warburg Pincus Cango Fintech Investment Company Limited, a British Virgin Islands business company ("WP Fintech"). Information regarding beneficial ownership is reported as of December 31, 2022, based on the information contained in the Amendment No. 2 to the Schedule 13G filed by WP Fintech with SEC on April 4, 2023. The direct parents of WP Fintech are (i) Warburg Pincus Private Equity XII, L.P., a Delaware limited partnership ("WP XII"), (ii) Warburg Pincus Private Equity XII-B, L.P., a Delaware limited partnership ("WP XII-B"), (iii) Warburg Pincus Private Equity XII-D, L.P., a Delaware limited partnership ("WP XII-D"), (iv) Warburg Pincus Private Equity XII-E, L.P., a Delaware limited partnership ("WP XII-E"), (v) WP XII Partners, L.P., a Delaware limited partnership ("WP XII Partners"), (vi) Warburg Pincus XII Partners, L.P., a Delaware limited partnership ("Warburg Pincus XII Partners" and, together with WP XII, WP XII-B, WP XII-D, WP XII-E and WP XII Partners, the "WP XII Funds"), (vii) Warburg Pincus China (Cayman), L.P., a Cayman Islands limited partnership ("WPC Cayman"), and (viii) Warburg Pincus China Partners (Cayman), L.P., a Cayman Islands limited partnership ("Warburg Pincus China Cayman Partners" and, together with WPC Cayman, the "WPC Cayman Funds"). Warburg Pincus XII, L.P., a Delaware limited partnership ("WP XII GP"), is the general partner of the WP XII Funds. WP Global LLC, a Delaware limited liability company ("WP Global"), is the general partner of WP XII GP. Warburg Pincus Partners II, L.P., a Delaware limited partnership ("WPP II"), is the managing member of WP Global. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of WPP II. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WPP GP. Warburg Pincus (Cayman) China GP, L.P., a Cayman Islands limited partnership ("WPC Cayman GP"), is the general partner of the WPC Cayman Funds. Warburg Pincus (Cayman) China GP LLC, a Delaware limited liability company ("WPC Cayman GP LLC"), is the general partner of WPC Cayman GP. Warburg Pincus Partners II (Cayman), L.P., a Cayman Islands exempted limited partnership ("WPP II Cayman"), is the managing member of WPC Cayman GP LLC. Warburg Pincus (Bermuda) Private Equity GP Ltd., a Bermuda exempted company ("WP Bermuda"), is the general partner of WPP II Cayman. Investment and voting decisions with respect the Class A ordinary shares held by the Warburg Pincus entities are made by a committee comprised of three or more individuals and all members of such committee disclaim beneficial ownership of the shares held by the Warburg Pincus entities. The address of the Warburg Pincus entities is 450 Lexington Avenue, New York, New York 10017, U.S.A.
- (5) Eagle Central is a limited liability company established in the British Virgin Islands that is controlled by Mr. Xiaojun Zhang. The registered address of Eagle Central is the offices of Sertus Incorporations (BVI) Limited, Sertus Chambers, P.O. Box 905, Quastisky Building, Road Town, Tortola VG1110, British Virgin Islands.
- (6) Represents 25,223,898 Class A ordinary shares in the form of ADSs that are beneficially owned by Tencent Mobility Limited. Information regarding beneficial ownership is based on the information contained in the Schedule 13G reported as of December 31, 2021 and filed by Tencent Mobility Limited with SEC on February 10, 2022. Tencent Mobility Limited is a limited liability company established in Hong Kong. Tencent Mobility Limited is wholly owned by Tencent Holdings Limited, a public company listed on the Hong Kong Stock Exchange. The registered address of Tencent Mobility Limited is 29/F, Three Pacific Place, No.1 Queen's Road East, Wanchai, Hong Kong.



- (7) Represents (i) 4,740,480 Class A ordinary shares held by Links Advance Holdings Limited and (ii) 23,635,636 Class A ordinary shares held by DiDi Sunshine Investments L.P. Information regarding beneficial ownership is reported as of December 31, 2019, based on the information contained in the Schedule 13G filed by Didi Chuxing with SEC on February 13, 2020. Links Advance Holdings Limited is controlled by Didi Chuxing. DiDi Sunshine Investments L.P. is an exempted limited partnership organized in the Cayman Islands. Its general partner is a wholly-owned subsidiary of Didi Chuxing. The general partner exercises the voting rights with respect to the shares held by the limited partnership. The general partner disclaims beneficial ownership of our shares except to the extent of its pecuniary interest in the limited partnership. According to the information contained in the Schedule 13G filed by Galactic Gain Limited with SEC on February 13, 2020, Galactic Gain Limited is a limited partner of DiDi Sunshine Investments L.P. and indirectly holds the 23,635,636 Class A ordinary shares. Galactic Gain Limited is an exempted company incorporated under the laws of the Cayman Islands, which is wholly owned by Boyu Capital Fund III, L.P. Boyu Capital Fund III, L.P. is a limited partnership organized under the laws of the Cayman Islands, of which Boyu Capital General Partner III, L.P. is the general partner. Boyu Capital General Partner III, L.P. is a limited partnership organized under the laws of the Cayman Islands, of which Boyu Capital General Partner III, Ltd. is the general partner. Boyu Capital General Partner III, Ltd. is an exempted company incorporated under the laws of the Cayman Islands, which is wholly owned by Boyu Capital Group Holdings Ltd. Boyu Capital Group Holdings Ltd. is an exempted company incorporated under the laws of the Cayman Islands, of which XYXY Holdings Ltd. is the controlling shareholder. XYXY Holdings Ltd. is a company incorporated under the laws of the British Virgin Islands, which is wholly owned by Xiaomeng Tong. The registered address of Galactic Gain Limited is at the office of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.
- (8) Represents (i) 8,108,503 Class A ordinary shares in the form of ADSs that are beneficially owned by Magic Spark Inc., a limited liability company established in the Cayman Islands, and (ii) 8,108,503 Class A ordinary shares in the form of ADSs that are beneficially owned by TK Autolink Inc., a limited liability company established in the Cayman Islands. Information regarding beneficial ownership is reported as of December 31, 2019, based on the information contained in the Schedule 13G filed by Taikang Offshore Entities with SEC on February 12, 2020. Magic Spark Inc. is wholly owned by Taikang Life Insurance Co., Ltd., which in turn is wholly owned by Taikang Insurance Group Inc. TK Autolink Inc. is indirectly controlled by Shandong State-controlled Taikang Phase I Industrial Development Fund Partnership Enterprise (Limited Partnership) (“Shandong Fund”). Beijing Taikang Investment Co., Ltd. is one of the two general partners of Shandong Fund. Beijing Taikang Investment Co., Ltd. is indirectly controlled by Taikang Insurance Group Inc. Each of Taikang Life Insurance Co., Ltd. and Taikang Insurance Group Inc. is an insurance company established in the PRC. The registered address of Magic Spark Inc. is Harneys Fiduciary (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, KY1-1002, Cayman Islands. The registered address of TK Autolink Inc. is 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, KY1 – 1002, Cayman Islands.

In May 2018, our co-founders Mr. Xiaojun Zhang and Mr. Jiayuan Lin entered into a voting agreement, which was amended and restated in June 2019. The amended and restated voting agreement provides that they shall reach a consensus before exercising their voting rights with respect to our shares. As of March 31, 2023, the co-founders collectively exercised 89.1% of the aggregate voting power of our issued and outstanding share capital.

We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

Please refer to “Item 6. Directors, Senior Management and Employees—E. Share Ownership.”

B. Related Party Transactions

Contractual Arrangements with Our Consolidated VIEs and Their Shareholders

We currently conduct our operations mainly through contractual arrangements among Can Gu Long, our wholly-owned PRC subsidiary, our consolidated VIEs, and their respective shareholders. For a description of these contractual arrangements, see “Item 4. Information on the Company—C. Organizational Structure—Contractual Arrangements among Can Gu Long, the Consolidated VIEs and Their Shareholders.”

Share Incentive Plan

See “Item 6. Directors, Senior Management and Employees—B. Compensation—Share Incentive Plan.”



Special Option Grants

See “Item 6. Directors, Senior Management and Employees—B. Compensation—Special Option Grants.”

C. Interests of Experts and Counsel

Not Applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

We have appended consolidated financial statements filed as part of this annual report.

Legal and Administrative Proceedings

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 from the ordinary course of business. Litigation or any other legal or administrative proceeding, regardless of the outcome, is likely to result in substantial cost and diversion of our resources, including our management’s time and attention.

Dividend Policy

On October 11, 2022, our board of directors approved and declared a special cash dividend of US\$0.5 per ordinary share (or US\$1 per American depositary share) on our outstanding ordinary shares, which was paid on November 23, 2022 (Eastern Time) to shareholders of record as of the close of trading on October 24, 2022 (Eastern Time), in an aggregated amount of approximately US\$134.8 million.

On April 22, 2022, our board of directors approved and declared a special cash dividend of US\$0.5 per ordinary share (or US\$1 per American depositary share) on our outstanding ordinary shares, which was paid on June 15, 2022 (Eastern Time) to shareholders of record as of the close of trading on May 25, 2022 (Eastern Time), in an aggregated amount of approximately US\$136.6 million.

On March 11, 2021, our board of directors approved a special cash dividend of US\$0.50 per ordinary share (or US\$1.00 per American depositary share) based on our outstanding ordinary shares. This special cash dividend aggregated approximately US\$151.4 million, of which US\$147.3 million was paid on April 8, 2021 (Eastern Time) to shareholders of record as of the close of trading on March 22, 2021 (Eastern Time).

On April 22, 2020, our board of directors approved a special dividend of US\$0.125 per ordinary share (or US\$0.25 per American depositary share) based on our outstanding ordinary shares. This special cash dividend aggregated approximately US\$37.9 million, of which US\$37.8 million was paid on May 18, 2020 (Eastern Time) to shareholders of record as of the close of trading on May 4, 2020 (Eastern Time).

Any other future determination to pay dividends will be made at the discretion of our board of directors and may be based on a number of factors, including the Group’s future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that the board of directors may deem relevant. When we pay any dividends, we will pay our ADS holders to the same extent as holders of our Class A ordinary shares, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. See “Item 12. Description of Securities other than Equity Securities—American Depositary Shares.” Cash dividends on our Class A ordinary shares, if any, will be paid in U.S. dollars.



We are an exempted company incorporated in the Cayman Islands. In order for us to distribute any dividends to our shareholders and ADS holders, we may rely on dividends distributed by our PRC subsidiary. Certain payments from our PRC subsidiary to us may be subject to PRC withholding income tax. In addition, regulations in the PRC currently permit payment of dividends of a PRC company only out of accumulated distributable after-tax profits as determined in accordance with its articles of association and the accounting standards and regulations in China. Our PRC subsidiary is required to set aside at least 10% of its after-tax profit based on PRC accounting standards every year to a statutory common reserve fund until the aggregate amount of such reserve fund reaches 50% of the registered capital of such subsidiary. Such statutory reserves are not distributable as loans, advances or cash dividends.

B. Significant Changes

We have not experienced any other significant changes since the date of the Group’s audited consolidated financial statements included in this annual report.

ITEM 9. THE OFFER AND LISTING

A. Offering and Listing Details

Our ADSs, each representing two of our Class A ordinary shares, have been listed on the New York Stock Exchange since July 26, 2018 under the symbol “CANG.” See Exhibit 2.4 to this Form 20-F for a description of our ADSs.

B. Plan of Distribution

Not Applicable.

C. Markets

Our ADSs, each representing two of our Class A ordinary shares, have been listed on the New York Stock Exchange since July 26, 2018 under the symbol “CANG.”

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 incorporate by reference into this annual report the description of our third amended and restated memorandum of association contained in our F-1 registration statement (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018. Our shareholders adopted our third amended and restated memorandum and articles of association by unanimous resolutions passed on June 22, 2018, and effective immediately prior to the completion of our initial public offering of common shares represented by our ADSs.

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.

D. Exchange Controls

See “Item 4. Information on the Company—B. Business Overview—Regulation—Regulation Related to Foreign Exchange.”

E. Taxation

The following is a general summary of certain Cayman Islands, People’s Republic of China and United States federal income tax consequences relevant to an investment in our ADSs and Class A ordinary shares. The discussion is not intended to be, nor should it be construed as, legal or tax advice to any particular prospective purchaser. The discussion is based on laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change or different interpretations, possibly with retroactive effect. The discussion does not address U.S. state or local tax laws, or tax laws of jurisdictions other than the Cayman Islands, the People’s Republic of China and the United States. You should consult your own tax advisors with respect to the consequences of acquisition, ownership and disposition of our ADSs and Class A ordinary shares.

Cayman Islands Taxation

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty or withholding tax applicable to us or to any holder of our ADSs and Class A ordinary shares. 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. No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands. The Cayman Islands is a party to a double tax treaty entered with the United Kingdom in 2010 but is otherwise not party to any double tax treaties. There are no exchange control regulations or currency restrictions in the Cayman Islands.



People's Republic of China Taxation

In March 2007, the National People's Congress of China enacted the Enterprise Income Tax Law, which became effective on January 1, 2008 and was most recently amended on December 29, 2018. The Enterprise Income Tax Law provides that enterprises organized under the laws of jurisdictions outside China with their "de facto management bodies" located within China may be considered PRC resident enterprises and therefore subject to PRC enterprise income tax at the rate of 25% on their worldwide income. The Implementing Rules of the Enterprise Income Tax Law further define the term "de facto management body" as the management body that exercises substantial and overall management and control over the business, personnel, accounts and properties of an enterprise. While we do not consider our company or any of our overseas subsidiaries to be a PRC resident enterprise, there is a risk that the PRC tax authorities may deem our company or any of our overseas subsidiaries as a PRC resident enterprise since a substantial majority of the members of our management team as well as the management team of some of our overseas subsidiaries are located in China, in which case we or the overseas subsidiaries, as the case may be, would be subject to the PRC enterprise income tax at the rate of 25% on worldwide income. If the PRC tax authorities determine that our Cayman Islands holding company is a "resident enterprise" for PRC enterprise income tax purposes, a 10% withholding tax would be imposed on dividends we pay to our non-PRC enterprise shareholders and a 10% tax would be imposed with respect to gains derived by our non-PRC enterprise shareholders from transferring our shares or ADSs. Furthermore, dividends paid to individual investors who are non-PRC residents and any gain realized on the transfer of ADSs or Class A ordinary shares by such investors may be subject to PRC tax at a rate of 20% (which in the case of dividends may be withheld at source). Any PRC tax liability may be reduced by an applicable tax treaty. However, it is unclear whether, if we are considered a PRC resident enterprise, holders of our shares or ADSs would be able to claim the benefit of income tax treaties or agreements entered into between China and other countries or areas.

Certain United States Federal Income Tax Considerations

The following discussion describes certain United States federal income tax consequences of the purchase, ownership and disposition of our ADSs and Class A ordinary shares. This discussion deals only with ADSs and Class A ordinary shares that are held as capital assets by a United States Holder (as defined below).

As used herein, the term "United States Holder" means a beneficial owner of our ADSs or Class A ordinary shares that is, for United States federal income tax purposes, any of the following:

- an individual who is a citizen or resident of the United States;



- a corporation (or other entity treated as a corporation for United States federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to United States federal income taxation regardless of its source; or
- a trust if it (1) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This discussion is based upon provisions of the Internal Revenue Code of 1986, as amended, or the Code, and regulations, rulings and judicial decisions thereunder as of the date hereof, as well as the income tax treaty between the United States and the PRC, or the Treaty. Those authorities may be changed, perhaps retroactively, so as to result in United States federal income tax consequences different from those summarized below. In addition, this discussion assumes that the deposit agreement, and all other related agreements, will be performed in accordance with their terms.

This discussion does not represent a detailed description of the United States federal income tax consequences applicable to you if you are subject to special treatment under the United States federal income tax laws, including if you are:

- a dealer or broker in securities or currencies;
- a financial institution;
- a regulated investment company;
- a real estate investment trust;
- an insurance company;
- a tax-exempt organization;
- a person holding our ADSs or Class A ordinary shares as part of a hedging, integrated or conversion transaction, a constructive sale or a straddle;
- a trader in securities that has elected the mark-to-market method of accounting for your securities;
- a person liable for alternative minimum tax;
- a person who owns or is deemed to own 10% or more of our stock by vote or value;



- a person required to accelerate the recognition of any item of gross income with respect to our ADSs or Class A ordinary shares as a result of such income being recognized on an applicable financial statement;
- a partnership or other pass-through entity for United States federal income tax purposes; or
- a person whose “functional currency” is not the U.S. dollar.

If a partnership (or other entity or arrangement treated as a partnership for United States federal income tax purposes) holds our ADSs or Class A ordinary shares, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partnership or a partner of a partnership holding our ADSs or Class A ordinary shares, you should consult your tax advisors.

This discussion does not contain a detailed description of all the United States federal income tax consequences to you in light of your particular circumstances and does not address the Medicare tax on net investment income, United States federal estate and gift taxes or the effects of any state, local or non-United States tax laws. If you are considering the purchase of our ADSs or Class A ordinary shares, you should consult your own tax advisors concerning the particular United States federal income tax consequences to you of the purchase, ownership and disposition of our ADSs or Class A ordinary shares, as well as the consequences to you arising under other United States federal tax laws and the laws of any other taxing jurisdiction.

As discussed below under “— Passive Foreign Investment Company,” we believe that there is a significant risk that we were a passive foreign investment company, or a PFIC, for United States federal income tax purposes for 2022, and that we may be classified as a PFIC in the current and future taxable years. Accordingly, you are urged to review the discussion below under “—Passive Foreign Investment Company,” and to consult with your tax advisors regarding the tax consequences to you if we were or are classified as a PFIC.

ADSs

If you hold ADSs, for United States federal income tax purposes, you generally will be treated as the owner of the underlying Class A ordinary shares that are represented by such ADSs. Accordingly, deposits or withdrawals of Class A ordinary shares for ADSs will not be subject to United States federal income tax.

Passive Foreign Investment Company

In general, we will be a PFIC for any taxable year in which:

- at least 75% of our gross income is passive income, or
- at least 50% of the value (generally determined based on a quarterly average) of our assets is attributable to assets that produce or are held for the production of passive income.



For this purpose, passive income generally includes dividends, interest, income equivalent to interest, royalties and rents (other than royalties and rents derived in the active conduct of a trade or business and not derived from a related person). Cash and other assets readily convertible into cash are generally treated as assets that produce or are held for the production of passive income. If we own at least 25% (by value) of the stock of another corporation, for purposes of determining whether we are a PFIC, we will be treated as owning our proportionate share of the other corporation's assets and receiving our proportionate share of the other corporation's income. However, there is uncertainty as to the treatment of our corporate structure and ownership of our consolidated VIEs for United States federal income tax purposes. For United States federal income tax purposes, we consider ourselves to own the equity of our consolidated VIEs. If it is determined, contrary to our view, that we do not own the equity of our consolidated VIEs for United States federal income tax purposes (for instance, because the relevant PRC authorities do not respect these arrangements), we are more likely be treated as a PFIC.

There are uncertainties in the application of the PFIC rules to a company with our particular business operations. However, based on the past and projected composition and classification of our income and assets, we believe that there is a significant risk that we were a PFIC for United States federal income tax purposes for 2022, and that we may be classified as a PFIC in the current and future taxable years.

The determination of whether we are a PFIC is made annually. Accordingly, it is possible that our PFIC status may change due to changes in our asset or income composition. In addition, the calculation of the value of our assets will be based, in part, on the quarterly market value of our ADSs, which is subject to change. Therefore, fluctuations in the market value of our ADSs can affect our PFIC status. If we are a PFIC for any taxable year during which you hold our ADSs or Class A ordinary shares, you will be subject to special tax rules discussed below.

If we are a PFIC for any taxable year during which you hold our ADSs or Class A ordinary shares and you do not make a timely mark-to-market election, as described below, you will be subject to special tax rules with respect to any "excess distribution" received and any gain realized from a sale or other disposition, including a pledge, of ADSs or Class A ordinary shares. Distributions received in a taxable year will be treated as excess distributions to the extent that they are greater than 125% of the average annual distributions received during the shorter of the three preceding taxable years or your holding period for the ADSs or Class A ordinary shares. Under these special tax rules:

- the excess distribution or gain will be allocated ratably over your holding period for the ADSs or Class A ordinary shares,
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we were a PFIC, will be treated as ordinary income, and
- the amount allocated to each other year will be subject to tax at the highest tax rate in effect for that year for individuals or corporations, as applicable, and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.



Although the determination of whether we are a PFIC is made annually, if we are a PFIC for any taxable year in which you hold our ADSs or Class A ordinary shares, you will generally be subject to the special tax rules described above for that year and for each subsequent year in which you hold the ADSs or Class A ordinary shares (even if we do not qualify as a PFIC in such subsequent years). However, if we cease to be a PFIC, you can avoid the continuing impact of the PFIC rules by making a special election to recognize gain as if your ADSs or Class A ordinary shares had been sold on the last day of the last taxable year during which we were a PFIC. You are urged to consult your own tax advisor about this election.

In lieu of being subject to the special tax rules discussed above, you may make a mark-to-market election with respect to your ADSs or Class A ordinary shares, provided such ADSs or Class A ordinary shares are treated as “marketable stock.” The ADSs or Class A ordinary shares generally will be treated as marketable stock if the ADSs or Class A ordinary shares are regularly traded on a “qualified exchange or other market” (within the meaning of the applicable Treasury regulations). Under current law, the mark-to-market election may be available to holders of ADSs because the ADSs are listed on the NYSE which constitutes a qualified exchange, although there can be no assurance that the ADSs will be “regularly traded” for purposes of the mark-to-market election. However, only the ADSs and not the Class A ordinary shares are listed on the NYSE. Consequently, if you are a holder of Class A ordinary shares that are not represented by ADSs, you generally will not be eligible to make a mark-to-market election.

If you make an effective mark-to-market election, for each taxable year that we are a PFIC you will include as ordinary income the excess of the fair market value of your ADSs at the end of the year over your adjusted tax basis in the ADSs. You will be entitled to deduct as an ordinary loss in each such year the excess of your adjusted tax basis in the ADSs over their fair market value at the end of the year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. Your adjusted tax basis in the ADSs will be increased by the amount of any income inclusion and decreased by the amount of any deductions under the mark-to-market rules. In addition, upon the sale or other disposition of your ADSs in a year that we are a PFIC, (i) any gain will be treated as ordinary income and (ii) any loss will be treated as ordinary loss, but only to the extent of the net amount previously included in income as a result of the mark-to-market election.

If you make a mark-to-market election, it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the ADSs are no longer regularly traded on a qualified exchange or other market, or the Internal Revenue Service consents to the revocation of the election. You are urged to consult your tax advisor about the availability of the mark-to-market election, and whether making the election would be advisable in your particular circumstances.

Alternatively, U.S. taxpayers can sometimes avoid the special tax rules described above by electing to treat a PFIC as a “qualified electing fund” under Section 1295 of the Code. However, this option would only be available to you if we comply with the requirements necessary to permit you to make this election (and no assurances can be given in this regard).



If we are a PFIC for any taxable year during which you hold our ADSs or Class A ordinary shares and any of our non-United States subsidiaries is also a PFIC, you will be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC for purposes of the application of the PFIC rules. You will not be able to make the mark-to-market election described above in respect of any lower-tier PFIC. You are urged to consult your tax advisors about the application of the PFIC rules to any of our subsidiaries.

You will generally be required to file Internal Revenue Service Form 8621 if you hold our ADSs or Class A ordinary shares in any year in which we are a PFIC. You are urged to consult your tax advisors concerning the United States federal income tax consequences of holding ADSs or Class A ordinary shares if we are a PFIC in any taxable year.

Taxation of Dividends

Subject to the discussion under “—Passive Foreign Investment Company” above, the gross amount of distributions on the ADSs or Class A ordinary shares (including any amounts withheld to reflect PRC withholding taxes, as discussed above under “Item 10. Additional Information—E. Taxation—People’s Republic of China Taxation”) will be taxable as dividends to the extent paid out of our current or accumulated earnings and profits, as determined under United States federal income tax principles. To the extent that the amount of any distribution exceeds our current and accumulated earnings and profits for a taxable year, the distribution will first be treated as a tax-free return of capital, causing a reduction in your tax basis in the ADSs or Class A ordinary shares, and to the extent the amount of the distribution exceeds your tax basis, the excess will be taxed as capital gain recognized on a sale or exchange. We do not, however, expect to determine earnings and profits in accordance with United States federal income tax principles. Therefore, you should expect that a distribution will generally be reported as a dividend.

Any dividends that you receive (including any withheld taxes) will be includable in your gross income as ordinary income on the day actually or constructively received by you, in the case of Class A ordinary shares, or by the depository, in the case of ADSs. Such dividends will not be eligible for the dividends received deduction generally allowed to corporations under the Code.

Subject to applicable limitations (including a minimum holding period requirement), dividends received by non-corporate United States Holders from a qualified foreign corporation may be treated as “qualified dividend income” that is subject to reduced rates of taxation. A foreign corporation generally is treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares (or ADSs backed by such shares) that are readily tradable on an established securities market in the United States. United States Treasury Department guidance indicates that our ADSs (which are listed on the NYSE) are readily tradable on an established securities market in the United States. Since our Class A ordinary shares are not listed on an established securities market in the United States, we believe that dividends that we pay on our Class A ordinary shares that are not represented by ADSs will not meet the conditions required for these reduced tax rates. There also can be no assurance that our ADSs will be considered readily tradable on an established securities market in the United States in later years. A qualified foreign corporation also generally includes a foreign corporation that is eligible for the benefits of certain income tax treaties with the United States. In the event that we are deemed to be a PRC resident enterprise for PRC tax purposes, we may be eligible for the benefits of the Treaty, and if we are eligible for such benefits, dividends we pay on our Class A ordinary shares, regardless of whether such shares are represented by ADSs, would be potentially eligible for reduced rates of taxation. See “Item 10. Additional Information—E. Taxation—People’s Republic of China Taxation.”



In addition, notwithstanding the foregoing, we will not be treated as a qualified foreign corporation, and non-corporate United States Holders will not be eligible for reduced rates of taxation, for any dividends that we pay if we are a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year. As discussed above under “— Passive Foreign Investment Company,” we believe that there is a significant risk that we were a PFIC for 2022, and that we may be classified as a PFIC in the current and future taxable years. Therefore, if you are a non-corporate United States Holder, you should not assume that any dividends will be taxed at a reduced rate. You should consult your own tax advisors regarding the application of these rules given your particular circumstances.

Subject to certain conditions and limitations (including a minimum holding period requirement), any PRC withholding taxes on dividends may be treated as foreign taxes eligible for credit against your United States federal income tax liability. For purposes of calculating the foreign tax credit, dividends paid on the ADSs or Class A ordinary shares will be treated as income from sources outside the United States and will generally constitute passive category income. However, recently issued Treasury regulations impose additional requirements for foreign taxes to be eligible for a foreign tax credit, and there can be no assurance that those requirements will be satisfied. In addition, if you are eligible for the benefits of the Treaty, any PRC withholding taxes on dividends will not be creditable against your United States federal income tax liability to the extent withheld at a rate exceeding the applicable rate under the Treaty. Instead of claiming a foreign tax credit, you may be able to deduct PRC withholding taxes in computing your taxable income, subject to generally applicable limitations under United States law (including that a United States Holder is not eligible for a deduction for otherwise creditable foreign income taxes paid or accrued in a taxable year if such United States Holder claims a foreign tax credit for any foreign income taxes paid or accrued in the same taxable year). The rules governing the foreign tax credit and deductions for foreign taxes are complex. You are urged to consult your tax advisors regarding the availability of the foreign tax credit or a deduction under your particular circumstances.

Distributions of ADSs, Class A ordinary shares or rights to subscribe for ADSs or Class A ordinary shares that are received as part of a pro rata distribution to all of our shareholders generally will not be subject to United States federal income tax.



Taxation of Capital Gains

For United States federal income tax purposes, you will recognize taxable gain or loss on any sale, exchange or other taxable disposition of the ADSs or Class A ordinary shares in an amount equal to the difference between the amount realized for the ADSs or Class A ordinary shares and your tax basis in the ADSs or Class A ordinary shares, both determined in U.S. dollars. Subject to the discussion under “—Passive Foreign Investment Company” above, such gain or loss will generally be capital gain or loss and will generally be long-term capital gain or loss if you have held the ADSs or Class A ordinary shares for more than one year. Long-term capital gains of non-corporate United States Holders (including individuals) are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. Any gain or loss recognized by you will generally be treated as United States source gain or loss. However, if we are treated as a PRC resident enterprise for PRC tax purposes and PRC tax were imposed on any gain, and if you are eligible for the benefits of the Treaty, you may elect to treat such gain as PRC source gain under the Treaty. If you are not eligible for the benefits of the Treaty or if you fail to make the election to treat any gain as PRC source, then you generally would not be able to use a foreign tax credit for any PRC tax imposed on the disposition of ADSs or Class A ordinary shares unless such credit can be applied (subject to applicable limitations) against tax due on other income derived from foreign sources. However, pursuant to recently issued United States Treasury regulations, if you do not claim the benefits of the Treaty, any such PRC tax would generally not be a foreign income tax eligible for a foreign tax credit (regardless of any other income that you may have that is derived from foreign sources). In such case, the non-creditable PRC tax may reduce the amount realized on the sale, exchange or other taxable disposition of the ADSs or Class A ordinary shares. You are urged to consult your tax advisors regarding the tax consequences if any PRC tax is imposed on a disposition of our ADSs or Class A ordinary shares, including the availability of the foreign tax credit under your particular circumstances.

Information Reporting and Backup Withholding

In general, information reporting will apply to dividends in respect of our ADSs or Class A ordinary shares and the proceeds from the sale, exchange or other disposition of our ADSs or Class A ordinary shares that are paid to you within the United States (and in certain cases, outside the United States), unless you establish that you are an exempt recipient. A backup withholding tax may apply to such payments if you fail to provide a taxpayer identification number and a certification that you are not subject to backup withholding or if you fail to report in full dividend and interest income.

Backup withholding is not an additional tax and any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your United States federal income tax liability, provided the required information is timely furnished to the Internal Revenue Service.

F. Dividends and Paying Agents

Not Applicable.

G. Statement by Experts

Not Applicable.

H. Documents on Display

We have filed this annual report on Form 20-F, including exhibits, with the SEC. As allowed by the SEC, in Item 19 of this annual report, we incorporate by reference certain information we filed with the SEC. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this annual report.



You may read and copy this annual report, including the exhibits incorporated by reference in this annual report, at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 and at the SEC’s regional offices in New York, New York and Chicago, Illinois. You also can request copies of this annual report, including the exhibits incorporated by reference in this annual report, upon payment of a duplicating fee, by writing information on the operation of the SEC’s Public Reference Room.

The SEC also maintains a website at www.sec.gov that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC. Our annual report and some of the other information submitted by us to the SEC may be accessed through this website.

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.

In accordance with the New York Stock Exchange Listed Company Manual, we will post this annual report on our website ir.cangoonline.com. In addition, we will provide hard copies of our annual report to our shareholders and ADS holders free of charge upon request.

I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Exchange Risk

All of the Group’s revenues and substantially all of its expenses are denominated in Renminbi. The functional currency of our company and Cango Group Limited is the U.S. dollar. The functional currency of our subsidiary in the PRC, the consolidated VIEs and their subsidiaries is the Renminbi. We use Renminbi as our reporting currency. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at the rates of exchange prevailing at the balance sheet date. Transactions in currencies other than the functional currency during the year are converted into functional currency at the applicable rates of exchange prevailing when the transactions occurred. Transaction gains and losses are recognized in the statements of operations. Due to foreign currency translation adjustments, the Group had foreign exchange loss of RMB8.8 million in 2020, foreign exchange gain of RMB1.4 million in 2021 and foreign exchange gain of RMB5.9 million (US\$0.9 million) in 2022.

Historically we have used, and in the future we may use, certain derivative financial instruments to hedge our exposure to foreign exchange risk. Specifically, we entered into various foreign currency forward contracts that allow us to sell U.S. dollars at a pre-determined exchange rate on the maturity date. We did not have any such foreign currency forward contracts outstanding as of December 31, 2020, 2021 and 2022.



The value of the Renminbi against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in political and economic conditions and the foreign exchange policy adopted by the PRC government. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollar in the future. There remains significant international pressure on the PRC government to adopt a more flexible currency policy, which could result in greater fluctuations of the Renminbi against the U.S. dollar.

To the extent that we need to convert U.S. dollars into Renminbi for our operations, appreciation of the Renminbi against the U.S. dollar would have an adverse effect on the Renminbi amount we receive from the conversion. Conversely, if we decide to convert Renminbi into U.S. dollars for the purpose of making payments for dividends on our ordinary shares or ADSs or for other business purposes, appreciation of the U.S. dollar against the Renminbi would have a negative effect on the U.S. dollar amounts available to us.

Interest Rate Risk

We have not been exposed to material risks due to changes in market interest rates, and we have not used any derivative financial instruments to manage our interest risk exposure. However, we cannot provide assurance that we will not be exposed to material risks due to changes in market interest rate in the future.

We may invest the net proceeds we received from our initial public offering in interest-earning instruments. Investments in both fixed rate and floating rate interest earning instruments carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall.

Inflation

Since inception, inflation in China has not materially affected our results of operations. According to the National Bureau of Statistics of China, the year-over-year percent changes in the consumer price index for 2020, 2021 and 2022 were increases of 2.5%, 0.9% and 2.0%, respectively. Although we have not been materially affected by inflation in the past, we may be affected if China experiences higher rates of inflation in the future.

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

Citibank, N.A. acts as the depositary bank for the American Depositary Shares. Citibank’s depositary offices are located at 388 Greenwich Street, New York, New York 10013. The depositary bank typically appoints a custodian to safekeep the securities on deposit. In this case, the custodian is Citibank, N.A.—Hong Kong, located at 9/F., Citi Tower, One Bay East, 83 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong.

Our ADSs, each representing two of our Class A ordinary shares, have been listed on the New York Stock Exchange since July 26, 2018 under the symbol “CANG.” See Exhibit no. 2.4 to this Form 20-F for a description of the rights of holders of the ADRs.

Depositary Fees and Charges

Under the terms of the deposit agreement for our ADSs, an ADS holder will be required to pay the following service fees to the depositary and certain taxes and governmental charges (in addition to any applicable fees, expenses, taxes and other governmental charges payable on the deposited securities represented by any of ADSs):

Service	Fees
• Issuance of ADSs (e.g., an issuance of ADS upon a deposit of Class A ordinary shares, upon a change in the ADS(s)-to Class A ordinary share(s) ratio, or for any other reason), excluding ADS issuances as a result of distributions of Class A ordinary shares)	Up to U.S. 5¢ per ADS issued
• Cancellation of ADSs (e.g., a cancellation of ADSs for delivery of deposited property, upon a change in the ADS(s)-to Class A ordinary share(s) ratio, or for any other reason)	Up to U.S. 5¢ per ADS canceled
• Distribution of cash dividends or other cash distributions (e.g., 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 (e.g., 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 depositary bank



As an ADS holder you 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 for (i) the issuance of ADSs, and (ii) the cancelation of ADSs are charged to the person for whom the ADSs are issued (in the case of ADS issuances) and to the person for whom ADSs are canceled (in the case of ADS cancelations). In the case of ADSs issued by the depository bank into DTC, the ADS issuance and cancelation 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 canceled, 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 depositary bank fees, the depositary 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 depositary bank fees from any distribution to be made to the ADS holder. Certain depositary fees and charges (such as the ADS services fee) may become payable shortly after the closing of the 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 depositary bank. You will receive prior notice of such changes. The depositary bank may reimburse us for certain expenses incurred by us in respect of the ADR program, by making available a portion of the ADS fees charged in respect of the ADR program or otherwise, upon such terms and conditions as we and the depositary bank agree from time to time.

Payments by Depositary

Our depositary has agreed to share with us certain fees payable to the depositary by holders of ADSs. For 2022, the depositary shared with us US\$3.8 million, after deduction of applicable U.S. taxes.

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” for a description of the rights of securities holders, which remain unchanged.”

The following “Use of Proceeds” information relates to the registration statement on Form F-1, as amended (File No. 333-225813) in relation to our initial public offering, which was declared effective by the SEC on July 25, 2018. In the second quarter of 2018, we completed our initial public offering in which we issued and sold an aggregate of 4,300,000 ADSs, representing 8,600,000 Class A ordinary shares, resulting in net proceeds to us of approximately US\$39.7 million.

As of December 31, 2022, we had used approximately US\$17.9 million of the net proceeds received from our initial public offering to satisfy working capital needs.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed under the Exchange Act is recorded, processed, summarized and reported within the specified time periods and accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. As of the end of the period covered by this annual report, an evaluation has been carried out under the supervision and with the participation of our management, including our chief executive officer and our chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rules 13a-15e and 15d-15(e) promulgated under the Exchange Act. Based on that evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are effective in ensuring that material information required to be disclosed in this annual report is recorded, processed, summarized and reported to them for assessment, and required disclosure is made within the time period specified in the rules and forms of the Commission.



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 Rules 13a-15(f) and 15d-15(f) under the Exchange Act. As required by Rule 13a-15(c) of the Exchange Act, our management conducted an evaluation of our company’s internal control over financial reporting as of December 31, 2022 based on 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 concluded that our internal control over financial reporting was effective as of December 31, 2022.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness of our internal control over financial reporting to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. This annual report does not include an attestation report of the Company’s registered public accounting firm regarding internal control over financial reporting because we qualify as “an emerging growth company” pursuant to the JOBS Act and therefore is exempt from the requirement of an attestation report.

Changes in Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting that occurred during the period covered by this annual report on Form 20-F that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined Chi Ming Lee, who is an independent director, qualifies as an audit committee financial expert as defined in Item 16A of the instruction to Form 20-F.

ITEM 16B. CODE OF ETHICS

Our board of directors has adopted a code of ethics that applies to our directors, officers and employees. We have filed our code of business conduct and ethics as an exhibit to our registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the SEC on June 22, 2018. We hereby undertake to provide to any person without charge, a copy of our code of business conduct and ethics within ten working days after we receive such person’s written request.



ITEM 16C. 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 Ernst & Young Hua Ming LLP, our independent public accountant for the periods indicated. We did not pay any other fees to our auditors during the periods indicated below.

	For the Year Ended December 31,	
	2021	2022
	(In thousands of US dollars)	
Audit Fees ⁽¹⁾	1,310	928
Tax Fees	—	—
All Other Fees	—	—
Total	1,310	928

(1) Audit fees include the aggregate fees billed in each of the fiscal period listed for professional services rendered by our independent public accountant for the audit of annual financial statements and review of quarterly financial statements.

The policy of our audit committee is to pre-approve all audit and non-audit services provided by our independent public accountant, including audit services, audit-related services and other services as described above.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

None.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

The following table sets forth information about our purchases of outstanding ADSs from in the periods indicated:

Period	Total Number of ADSs Purchased⁽¹⁾	Average Price Paid per ADS⁽²⁾	Approximate Dollar Value of ADSs that May Yet Be Purchased Under the Programs⁽³⁾
January 2022	539,824	US\$ 3.24	US\$29.6 million
February 2022	57,351	US\$ 3.17	US\$29.4 million
March 2022	430,904	US\$ 2.55	US\$28.3 million
April 2022	638,636	US\$ 2.67	US\$76.6 million
May 2022	919,720	US\$ 3.05	US\$73.7 million
June 2022	660,331	US\$ 3.16	US\$71.6 million
July 2022	168,614	US\$ 2.27	US\$71.2 million
August 2022	226	US\$ 2.3	US\$49.9 million
September 2022	287,304	US\$ 2.21	US\$49.9 million
October 2022	1,737,887	US\$ 2.32	US\$45.3 million
November 2022	135,374	US\$ 1.60	US\$45.1 million
December 2022	282,954	US\$ 1.31	US\$44.8 million
Total	5,859,125	US\$ 2.61	US\$44.8 million



- (1) All of our ADSs purchased were pursuant to publicly announced plans or programs.
- (2) Each of our ADSs represents two Class A ordinary shares.
- (3) We announced a share repurchase program in August 2021, under which we may repurchase up to US\$50 million worth of our outstanding ADSs and/or Class A ordinary shares over a period of twelve months. We announced another share repurchase program in April 2022, under which we may repurchase up to US\$50 million worth of our outstanding ADSs and/or Class A ordinary shares over a period of twelve months. The repurchases have been, and will be, through various means, including open market transactions, privately negotiated transactions, block trades or any combination thereof. The repurchases have been, and will be, effected in compliance with Rule 10b5-1 and/or Rule 10b-18 under the Securities Exchange Act of 1934, as amended, and our insider trading policy. The number of ADSs repurchased and the timing of repurchases will depend on a number of factors, including, but not limited to, price, trading volume and general market conditions.

We announced a new share repurchase program in April 2023, under which we may repurchase up to US\$50 million worth of our outstanding ADSs and/or Class A ordinary shares over the next 12 months starting from April 25, 2023. The repurchases have been, and will be, through various means, including open market transactions, privately negotiated transactions, block trades and/or through other legally permissible means, in accordance with applicable rules and regulations. The repurchases will be effected in compliance with Rule 10b5-1 and/or Rule 10b-18 under the Securities Exchange Act of 1934, as amended, and our insider trading policy. The number of ADSs and/or Class A ordinary shares repurchased and the timing of repurchases will depend on a number of factors, including, but not limited to, price, trading volume and general market conditions, along with the Group's working capital requirements and general business conditions.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not Applicable.

ITEM 16G. CORPORATE GOVERNANCE

We are a "foreign private issuer" (as such term is defined in Rule 3b-4 under the Exchange Act), and our ADSs, each representing two Class A ordinary shares, are listed on the New York Stock Exchange. Under Section 303A of the New York Stock Exchange Listed Company Manual, New York Stock Exchange listed companies that are foreign private issuers are permitted to follow home country practice in lieu of the corporate governance provisions specified by the New York Stock Exchange with limited exceptions. The following summarizes some significant ways in which our corporate governance practices differ from those followed by domestic companies under the listing standards of the New York Stock Exchange.

Under the New York Stock Exchange Listed Company Manual, or the NYSE Manual, U.S. domestic listed companies are required to have a majority of the board consisting of independent directors and a compensation committee and a nominating/corporate governance committee, each composed entirely of independent directors, which are not required under the Companies Act (As Revised) of the Cayman Islands, our home country. Currently, our board of directors is composed of eight members, only three of whom are independent directors. Our compensation committee is composed of three members, only one of whom is an independent director. Our corporate governance and nominating committee is composed of three members, only one of whom is an independent director. The NYSE Manual also requires U.S. domestic listed companies to regularly hold executive sessions for non-management directors, or an executive session that only includes independent directors at least once a year. We are not subject to this requirement under the Cayman Islands law and have decided to follow our home country practice on this matter. In addition, the NYSE Manual requires shareholder approval for certain matters, such as requiring that shareholders must be given the opportunity to vote on all equity compensation plans and material revisions to those plans, which is not required under the Cayman Islands law. We intend to follow the home country practice in determining whether shareholder approval is required. Furthermore, we are not required by the NYSE to hold annual shareholders meetings.

ITEM 16H. MINE SAFETY DISCLOSURE

Not Applicable.



ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

For the fiscal year ended December 31, 2021, Ernst & Young Hua Ming LLP, which was a registered public accounting firm that the PCAOB determined in December 2021 that it was unable to inspect or investigate completely because of the positions taken by the PRC authorities, issued an audit report for us, and such audit report was included in our annual report on Form 20-F for the fiscal year ended December 31, 2021. On May 26, 2022, we were conclusively identified by the SEC as an SEC-identified issuer pursuant to Section 104(i)(2)(A) of the Sarbanes-Oxley Act of 2002 (15 U.S.C. 7214(i)(2)(A)). The PCAOB vacated its 2021 determinations in December 2022, and as a result, Ernst & Young Hua Ming LLP, which issued an audit report included in this annual report, is no longer a registered public accounting firm that the PCAOB determines it is unable to inspect or investigate completely because of the positions taken by an authority in any foreign jurisdiction.

Our company is incorporated in the Cayman Islands. Our VIEs and other operating entities being consolidated in our financial statements, or our consolidated foreign operating entities, are incorporated or otherwise organized in the PRC.

To the best of our knowledge, no governmental entity in the PRC or the Cayman Islands owns any shares of our company or any of our consolidated foreign operating entities.

To the best of our knowledge, no governmental entity in the PRC (i.e., the applicable foreign jurisdiction with respect to Ernst & Young Hua Ming LLP) has a controlling financial interest with respect to our company or any of our consolidated foreign operating entities.

No member of the board of directors of our company or any of our consolidated foreign operating entities is any official of the Chinese Communist Party.

Neither the memorandum and articles of association of our company nor the articles of incorporation (or equivalent organizing document) of our consolidated foreign operating entities contains any charter of the Chinese Communist Party.

PART III.

ITEM 17. FINANCIAL STATEMENTS

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

ITEM 18. FINANCIAL STATEMENTS

The consolidated financial statements of Cango Inc., its subsidiaries and its variable interest entities are included at the end of this annual report.



ITEM 19. EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
1.1	<u>Third Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018).</u>
2.1	<u>Form of American Depositary Receipt evidencing American Depositary Shares (incorporated herein by reference to Exhibit (a) to the registration statement on Form F-6 (File No. 333-226083), as amended, filed with the Securities and Exchange Commission on July 6, 2018).</u>
2.2	<u>Specimen of Ordinary Share Certificate (incorporated herein by reference to Exhibit 4.1 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018).</u>
2.3	<u>Form of Deposit Agreement between the Registrant and Citibank, N.A., as depositary (incorporated herein by reference to Exhibit (a) to the registration statement on Form F-6 (File No. 333-226083), as amended, filed with the Securities and Exchange Commission on July 6, 2018).</u>
2.4	<u>Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchanges Act of 1934 (incorporated herein by reference to Exhibit 2.4 to the annual report on Form 20-F (File No. 001-38590), filed with the Securities and Exchange Commission on April 27, 2020).</u>
4.1	<u>Form of Indemnification Agreement between the Registrant and its directors and executive officers (incorporated herein by reference to Exhibit 10.1 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018).</u>
4.2	<u>Form of Employment Agreement between the Registrant and its executive officers (incorporated herein by reference to Exhibit 10.2 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018).</u>
4.3	<u>Form of Equity Interest Pledge Agreement by and among Can Gu Long (Shanghai) Information Technology Consultation Service Co., Ltd. ("Can Gu Long"), Shanghai Cango Investment and Management Consultation Service Co., Ltd. ("Shanghai Cango") and each shareholder of Shanghai Cango (incorporated herein by reference to Exhibit 10.3 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018).</u>



Exhibit Number	Description of Document
4.4	<u>Form of Power of Attorney by each shareholder of Shanghai Cango (incorporated herein by reference to Exhibit 10.4 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018)</u>
4.5	<u>Exclusive Business Cooperation Agreement by and between Can Gu Long and Shanghai Cango (incorporated herein by reference to Exhibit 10.5 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018)</u>
4.6	<u>Form of Exclusive Option Agreement by and between Can Gu Long, Shanghai Cango and each shareholder of Shanghai Cango (incorporated herein by reference to Exhibit 10.6 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018)</u>
4.7*	<u>English translation of the form of Equity Interest Pledge Agreement by and among Can Gu Long (Shanghai) Information Technology Consultation Service Co., Ltd. ("Can Gu Long"), Shanghai Yungu Haoche Electronic Technology Co., Ltd. ("Shanghai Yungu") and each shareholder of Shanghai Yungu</u>
4.8*	<u>English translation of the form of Power of Attorney by each shareholder of Shanghai Yungu</u>
4.9*	<u>English translation of the Exclusive Business Cooperation Agreement by and between Can Gu Long and Shanghai Yungu</u>
4.10*	<u>English translation of the form of Exclusive Option Agreement by and between Can Gu Long, Shanghai Yungu and each shareholder of Shanghai Yungu</u>
4.11	<u>Financial Support Undertaking Letter issued by the Registrant to Shanghai Cango (incorporated herein by reference to Exhibit 10.7 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018)</u>
4.12	<u>Cango Inc. Share Incentive Plan 2018 (incorporated herein by reference to Exhibit 10.16 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018)</u>
4.13	<u>Cooperation Agreement on Automobile Finance Business, dated April 30, 2020, between WeBank and Shanghai Cango (incorporated herein by reference to Exhibit 4.17 to the annual report on Form 20-F (File No. 001-38590), filed with the Securities and Exchange Commission on April 27, 2021)</u>
4.14	<u>Automobile Finance Guarantee Contract, dated January 25, 2021, among WeBank, Shanghai Cango and Cango Financing Guarantee Co., Ltd. (incorporated herein by reference to Exhibit 4.18 to the annual report on Form 20-F (File No. 001-38590), filed with the Securities and Exchange Commission on April 27, 2021)</u>



Exhibit Number	Description of Document
4.15	Automobile Finance Project Cooperation Agreement, dated March 24, 2020, among Shanghai Cango, Chongqing Wantang Information Technology Co., Ltd. and MYbank (incorporated herein by reference to Exhibit 4.19 to the annual report on Form 20-F (File No. 001-38590), filed with the Securities and Exchange Commission on April 27, 2021)
4.16	Automobile Finance Project Counter-guarantee Agreement, dated March 24, 2020, between Cango Financing Guarantee Co., Ltd. and MYbank (incorporated herein by reference to Exhibit 4.20 to the annual report on Form 20-F (File No. 001-38590), filed with the Securities and Exchange Commission on April 27, 2021)
4.17	Personal Consumer Loan Business Cooperation Agreement, dated July 31, 2018, among Puxi Branch of Bank of Shanghai Co., Ltd., Shanghai Chejia and Shanghai Cango (incorporated herein by reference to Exhibit 4.21 to the annual report on Form 20-F (File No. 001-38590), filed with the Securities and Exchange Commission on April 27, 2021)
4.18*	Financial Support Undertaking Letter issued by the Registrant to Shanghai Yungu
8.1*	List of Subsidiaries
11.1	Code of Business Conduct and Ethics of the Registrant (incorporated herein by reference to Exhibit 99.1 to the registration statement on Form F-1 (File No. 333-225813), as amended, initially filed with the Securities and Exchange Commission on June 22, 2018)
12.1*	Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2*	Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1**	Certification by Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2**	Certification by Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1*	Consent of Fangda Partners
15.2*	Consent of Independent Registered Public Accounting Firm
15.3**	Certification by the Chief Executive Officer pursuant to Item 16I(a) of Form 20-F
101.INS*	Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL 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



CANGO INC.

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Exhibit Number	Description of 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



SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing its annual report on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

CANGO INC.

By /s/ Yongyi Zhang
Name: Yongyi Zhang
Title: Chief Financial Officer

Date: April 26, 2023



CANGO INC.
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Cango Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Cango Inc. (the “Company”) as of December 31, 2022 and 2021, the related consolidated statements of comprehensive income (loss), shareholders’ equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

Adoption of New Accounting Standard

As discussed in Note 2 to the consolidated financial statements, the Company changed its method for accounting for leases using a modified retrospective transition method in the year ended December 31, 2022.

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 audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits 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 audits 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 audits 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 audits 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 audits provide a reasonable basis for our opinion.

/s/ Ernst & Young Hua Ming LLP

We have served as the Company’s auditor since 2018.
Shanghai, the People’s Republic of China

April 26, 2023



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CANGO INC.**CONSOLIDATED BALANCE SHEETS****AS OF DECEMBER 31, 2021 AND 2022**

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

	Notes	As of December 31,		
		2021 RMB	2022 RMB	US\$
ASSETS				
Current assets (including current assets of the consolidated VIEs pledged or collateralized for the VIEs’ obligations of RMB728,780,079 and RMB372,874,938 (US\$54,061,784) as of December 31, 2021 and December 31, 2022, respectively):				
Cash and cash equivalents		1,434,806,922	378,917,318	54,937,847
Restricted cash – current (including restricted cash – current of the consolidated VIEs pledged or collateralized for the VIEs’ obligations of RMB 51,793,630 and RMB 136,671,970 (US\$19,815,573) as of December 31, 2021 and December 31, 2022, respectively)		61,293,114	152,688,510	22,137,753
Short-term investments (including short-term investment of the consolidated VIEs pledged or collateralized for the VIEs’ obligations of RMB 114,706,800 and RMB nil (US\$nil) as of December 31, 2021 and December 31, 2022, respectively)	3	2,598,935,704	1,941,432,848	281,481,304
Accounts receivable, net of allowance of RMB nil and RMB nil (US\$ nil) as of December 31, 2021 and 2022, respectively	4	223,544,396	266,836,951	38,687,721
Finance lease receivables - current, net of allowance of RMB25,274,933 and RMB15,461,529 (US\$2,241,711) as of December 31, 2021 and 2022, respectively (including finance lease receivables – current of the consolidated VIEs pledged or collateralized for the VIEs’ obligations of RMB562,279,649 and RMB236,202,968 (US\$34,246,211) as of December 31, 2021 and December 31, 2022, respectively)	6	1,414,164,625	799,438,656	115,907,710
Financing receivables, net of allowance of RMB50,492,700 and RMB60,673,961 (US\$8,796,897) as of December 31, 2021 and 2022, respectively		62,296,261	73,818,025	10,702,608
Short-term contract asset		829,940,692	500,389,654	72,549,680
Prepayments and other current assets	7	982,948,637	1,356,822,028	196,720,702
Total current assets		7,607,930,351	5,470,343,990	793,125,325
Non-current assets (including non-current assets of the consolidated VIEs pledged or collateralized for the VIEs’ obligations of RMB383,124,119 and RMB124,522,680 (US\$18,054,092) as of December 31, 2021 and December 31, 2022, respectively):				
Restricted cash - non-current		1,114,180,729	750,877,306	108,866,976
Goodwill	5	148,657,971	148,657,971	21,553,380
Property and equipment, net		19,545,933	14,689,988	2,129,848
Intangible assets	8	45,931,544	48,317,878	7,005,434
Long-term contract asset		495,456,805	173,457,178	25,148,927
Deferred tax assets	16	474,570,361	62,497,781	9,061,326
Finance lease receivables - non-current, net of allowance of RMB6,941,826 and RMB6,709,737 (US\$972,820) as of December 31, 2021 and 2022, respectively (including finance lease receivables – non-current of the consolidated VIEs pledged or collateralized for the VIEs’ obligations of RMB383,124,119 and RMB124,522,680 (US\$18,054,092) as of December 31, 2021 and December 31, 2022, respectively)	6	1,029,262,174	260,049,967	37,703,701
Operating lease right-of-use assets		—	80,726,757	11,704,280
Other non-current assets		11,568,164	6,633,517	961,770
Total non-current assets		3,339,173,681	1,545,908,343	224,135,642
TOTAL ASSETS		10,947,104,032	7,016,252,333	1,017,260,967

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



CANGO INC.

CONSOLIDATED BALANCE SHEETS - continued

AS OF DECEMBER 31, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

	Notes	As of December 31,		
		2021 RMB	2022 RMB	US\$
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities (including current liabilities of the consolidated VIEs without recourse to the Company of RMB3,141,311,946 and RMB2,211,107,583 (US\$320,580,465) as of December 31, 2021 and December 31, 2022, respectively):				
Short-term debts (including short-term debts of the consolidated VIEs without recourse to the Company of RMB579,776,131 and RMB349,299,134 (US\$50,643,614) as of December 31, 2021 and December 31, 2022, respectively)	9	579,776,131	349,299,134	50,643,614
Long-term debts – current (including long-term debts – current of the consolidated VIEs without recourse to the Company of RMB938,014,362 and RMB565,143,340 (US\$81,938,082) as of December 31, 2021 and December 31, 2022, respectively)	9	938,014,362	565,143,340	81,938,082
Short-term lease liabilities (including short-term lease liabilities of the consolidated VIEs without recourse to the Company of RMB nil and RMB9,913,073 (US\$1,437,260) as of December 31, 2021 and December 31, 2022, respectively)	12	—	9,913,073	1,437,260
Accrued expenses and other current liabilities (including accrued expenses and other current liabilities of the consolidated VIEs without recourse to the Company of RMB714,521,503 and RMB881,977,535 (US\$127,874,723) as of December 31, 2021 and December 31, 2022, respectively)	10	719,035,377	890,836,699	129,159,184
Risk assurance liabilities (including risk assurance liabilities of the consolidated VIEs without recourse to the Company of RMB699,022,914 and RMB402,303,421 (US\$58,328,513) as of December 31, 2021 and December 31, 2022, respectively)	11	699,022,914	402,303,421	58,328,513
Income tax payable (including income tax payable of the consolidated VIEs without recourse to the Company of RMB209,977,036 and RMB2,471,080 (US\$358,273) as of December 31, 2021 and December 31, 2022, respectively)		481,854,105	313,406,680	45,439,697
Total current liabilities		3,417,702,889	2,530,902,347	366,946,350
Non-current liabilities (including non-current liabilities of the consolidated VIEs without recourse to the Company of RMB498,087,408 and RMB162,007,505 (US\$23,488,880) as of December 31, 2021 and December 31, 2022, respectively):				
Long-term debts (including long-term debts of the consolidated VIEs without recourse to the Company of RMB486,371,672 and RMB75,869,353 (US\$11,000,022) as of December 31, 2021 and December 31, 2022, respectively)	9	486,371,672	75,869,353	11,000,022
Deferred tax liability (including deferred tax liability of the consolidated VIEs without recourse to the Company of RMB10,724,126 and RMB10,724,126 (US\$1,554,852) as of December 31, 2021 and December 31, 2022, respectively)	16	51,471,040	10,724,133	1,554,853
Long-term lease liabilities (including long-term lease liabilities of the consolidated VIEs without recourse to the Company of RMB nil and RMB75,099,739 (US\$10,888,439) as of December 31, 2021 and December 31, 2022, respectively)	12	—	76,533,208	11,096,272
Other non-current liabilities (including other non-current liabilities of the consolidated VIEs without recourse to the Company of RMB991,610 and RMB314,287 (US\$45,567) as of December 31, 2021 and December 31, 2022, respectively)		991,610	314,287	45,567
Total non-current liabilities		538,834,322	163,440,981	23,696,714
Total liabilities		3,956,537,211	2,694,343,328	390,643,064
Commitments and contingencies	20			

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



CANGO INC.

CONSOLIDATED BALANCE SHEETS - continued

AS OF DECEMBER 31, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

	Notes	As of December 31,		
		2021 RMB	2022 RMB	2022 US\$
LIABILITIES AND SHAREHOLDERS' EQUITY				
Shareholders' equity				
Class A Ordinary shares (par value of US\$0.0001 per share; 420,647,280 shares authorized as of December 31, 2021 and 2022, respectively; 229,831,213 shares issued and 206,506,455 shares outstanding as of December 31, 2021; 229,831,213 shares issued and 196,605,493 shares outstanding as of December 31, 2022)	21	154,483	154,483	22,398
Class B Ordinary shares (par value of US\$0.0001 per share; 79,325,720 shares authorized as of December 31, 2021 and 2022, respectively; 72,978,677 shares issued and outstanding as of December 31, 2021; 72,978,677 shares issued and outstanding as of December 31, 2022)	21	49,777	49,777	7,217
Treasury shares	22	(485,263,213)	(559,005,216)	(81,048,138)
Additional paid-in capital		4,671,769,821	4,805,240,472	696,694,379
Accumulated other comprehensive (loss) income		(187,517,110)	66,359,902	9,621,281
Retained earnings		2,991,373,063	9,109,587	1,320,766
Total Cango Inc.'s equity		6,990,566,821	4,321,909,005	626,617,903
Total shareholders' equity		6,990,566,821	4,321,909,005	626,617,903
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		10,947,104,032	7,016,252,333	1,017,260,967

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



CANGO INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

	Notes	For the years ended December 31,			
		2020 RMB	2021 RMB	2022 RMB	US\$
Revenues					
Automobile trading income		624,773,721	2,227,171,554	1,596,306,698	231,442,716
Loan facilitation income and other related income		891,836,601	1,233,556,212	146,428,758	21,230,174
Leasing income		286,079,245	251,295,105	155,522,046	22,548,577
After-market services income		241,193,243	193,786,856	71,456,769	10,360,258
Others		8,548,942	15,906,679	10,739,190	1,557,036
Total Revenues		2,052,431,752	3,921,716,406	1,980,453,461	287,138,761
Operating cost and expenses					
Cost of revenue	13	1,098,120,749	2,958,009,872	1,830,089,773	265,338,075
Sales and marketing		195,893,662	239,333,085	132,779,488	19,251,216
General and administrative		265,691,411	276,179,441	299,545,363	43,429,995
Research and development		62,596,195	70,278,081	45,958,842	6,663,406
Net loss on risk assurance liabilities		2,268,180	197,750,449	299,863,403	43,476,107
Provision for credit losses and other assets		109,564,631	203,415,094	319,359,716	46,302,806
Total operating cost and expense		1,734,134,828	3,944,966,022	2,927,596,585	424,461,605
Income (loss) from operations		318,296,924	(23,249,616)	(947,143,124)	(137,322,844)
Interest income		34,901,335	26,373,471	43,732,652	6,340,639
Net gain (loss) on equity securities	14	3,353,381,213	(12,991,522)	(9,810,585)	(1,422,402)
Interest expense		(2,758,629)	(14,481,195)	(16,809,263)	(2,437,113)
Foreign exchange gain (loss), net		(8,848,354)	1,351,400	5,918,231	858,063
Other income, net	15	49,139,337	41,911,589	52,066,718	7,548,965
Other expenses		(838,115)	(6,605,833)	(2,465,972)	(357,532)
Net income (loss) before income taxes		3,743,273,711	12,308,294	(874,511,343)	(126,792,224)
Income tax expenses	16	(369,853,650)	(20,852,646)	(236,696,540)	(34,317,772)
Net income (loss)		3,373,420,061	(8,544,352)	(1,111,207,883)	(161,109,996)
Less: Net income attributable to non-controlling interests		3,902,214	—	—	—
Net income (loss) attributable to Cango Inc.’s shareholders		3,369,517,847	(8,544,352)	(1,111,207,883)	(161,109,996)

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



CANGO INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) - continued

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

	Notes	For the years ended December 31,			
		2020 RMB	2021 RMB	2022 RMB	US\$
Earnings (Losses) per Class A and Class B ordinary share:					
Basic	17	11.21	(0.03)	(4.05)	(0.59)
Diluted	17	11.09	(0.03)	(4.05)	(0.59)
Earnings (Losses) per ADS (2 ordinary shares equal 1 ADS):					
Basic	17	22.43	(0.06)	(8.11)	(1.18)
Diluted	17	22.18	(0.06)	(8.11)	(1.18)
Weighted average shares used to compute earnings (losses) per Class A and Class B share:					
Basic	17	300,484,860	289,892,905	274,084,890	274,084,890
Diluted	17	303,900,645	289,892,905	274,084,890	274,084,890
Other comprehensive income (loss), net of tax					
Foreign currency translation adjustment		(234,817,165)	(72,130,683)	253,877,012	36,808,707
Total comprehensive income (loss), net of tax		3,138,602,896	(80,675,035)	(857,330,871)	(124,301,289)
Total comprehensive income attributable to non-controlling interests		3,902,214	—	—	—
Total comprehensive income (loss) attributable to Cango Inc.’s shareholders		<u>3,134,700,682</u>	<u>(80,675,035)</u>	<u>(857,330,871)</u>	<u>(124,301,289)</u>

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



CANGO INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi ("RMB") and U.S. dollars ("US\$"), except for number of shares and per share data)

	Attributable to Cango Inc.								
	Class A and Class B Ordinary Shares		Treasury shares	Additional paid-in capital	Accumulated other comprehensive income (loss)	(Accumulated deficit) Retained earnings	Total Cango Inc.'s (deficit) equity	Non-controlling interests	Total shareholders' (deficit) equity
	Number of Shares	Amount							
Balance at January 1, 2020	301,946,779	204,260	(20,638,881)	4,526,344,454	119,430,738	852,508,968	5,477,849,539	13,810,752	5,491,660,291
Repurchase of ordinary shares	(2,797,032)	—	(49,219,318)	—	—	—	(49,219,318)	—	(49,219,318)
Exercise of share options	600,014	—	13,438,974	(6,745,258)	—	—	6,693,716	—	6,693,716
Retirement of ordinary shares	(1)	—	—	—	—	—	—	—	—
Purchase of subsidiaries' equity from non-controlling interest holders	—	—	—	(6,898,467)	—	—	(6,898,467)	(17,245,533)	(24,144,000)
Liquidation of subsidiaries' equity from non-controlling interest holders	—	—	—	—	—	—	—	(467,433)	(467,433)
Share-based compensation (note 19)	—	—	—	78,754,828	—	—	78,754,828	—	78,754,828
Net income	—	—	—	—	—	3,369,517,847	3,369,517,847	3,902,214	3,373,420,061
Other comprehensive income (loss)	—	—	—	—	(234,817,165)	—	(234,817,165)	—	(234,817,165)
Dividends to shareholders	—	—	—	—	—	(266,671,843)	(266,671,843)	—	(266,671,843)
Balance at December 31, 2020	299,749,760	204,260	(56,419,225)	4,591,455,557	(115,386,427)	3,955,354,972	8,375,209,137	—	8,375,209,137

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



CANGO INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY - continued

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi ("RMB") and U.S. dollars ("US\$"), except for number of shares and per share data)

	Class A and Class B Ordinary Shares		Attributable to Cango Inc.					Total Cango Inc.'s (deficit) equity	Non- controlling interests	Total shareholders' (deficit) equity
	Number of Shares	Amount	Treasury shares	Additional paid-in capital	Accumulated other comprehensive income (loss)	(Accumulated deficit) Retained earnings				
Balance at December 31, 2020	299,749,760	204,260	(56,419,225)	4,591,455,557	(115,386,427)	3,955,354,972	8,375,209,137	—	8,375,209,137	
Repurchase of ordinary shares	(21,001,856)	—	(444,401,172)	—	—	—	(444,401,172)	—	(444,401,172)	
Exercise of share options	737,228	—	15,557,184	(7,320,571)	—	—	8,236,613	—	8,236,613	
Share-based compensation (note 19)	—	—	—	87,634,835	—	—	87,634,835	—	87,634,835	
Net loss	—	—	—	—	—	(8,544,352)	(8,544,352)	—	(8,544,352)	
Other comprehensive income (loss)	—	—	—	—	(72,130,683)	—	(72,130,683)	—	(72,130,683)	
Dividends to shareholders	—	—	—	—	—	(955,437,557)	(955,437,557)	—	(955,437,557)	
Balance at December 31, 2021	<u>279,485,132</u>	<u>204,260</u>	<u>(485,263,213)</u>	<u>4,671,769,821</u>	<u>(187,517,110)</u>	<u>2,991,373,063</u>	<u>6,990,566,821</u>	<u>—</u>	<u>6,990,566,821</u>	
Repurchase of ordinary shares	(11,718,250)	—	(105,835,309)	—	—	—	(105,835,309)	—	(105,835,309)	
Exercise of share options	1,817,288	—	32,093,306	(25,051,869)	—	—	7,041,437	—	7,041,437	
Share-based compensation (note 19)	—	—	—	158,522,520	—	—	158,522,520	—	158,522,520	
Net loss	—	—	—	—	—	(1,111,207,883)	(1,111,207,883)	—	(1,111,207,883)	
Other comprehensive income (loss)	—	—	—	—	253,877,012	—	253,877,012	—	253,877,012	
Dividends to shareholders	—	—	—	—	—	(1,871,055,593)	(1,871,055,593)	—	(1,871,055,593)	
Balance at December 31, 2022	<u>269,584,170</u>	<u>204,260</u>	<u>(559,005,216)</u>	<u>4,805,240,472</u>	<u>66,359,902</u>	<u>9,109,587</u>	<u>4,321,909,005</u>	<u>—</u>	<u>4,321,909,005</u>	
Balance as of December 31, 2022, in US\$		<u>29,615</u>	<u>(81,048,138)</u>	<u>696,694,379</u>	<u>9,621,281</u>	<u>1,320,766</u>	<u>626,617,903</u>	<u>—</u>	<u>626,617,903</u>	

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



CANGO INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

	For the years ended December 31,			
	2020 RMB	2021 RMB	2022 RMB	US\$
Cash flows from operating activities:				
Net income (loss)	3,373,420,061	(8,544,352)	(1,111,207,883)	(161,109,996)
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	9,544,137	8,514,969	6,740,027	977,212
Amortization of lease right-of-use assets	—	—	10,750,177	1,558,629
Share-based compensation expense	78,754,828	87,634,835	158,522,520	22,983,605
Loss on risk assurance liabilities	2,268,180	197,750,449	299,863,403	43,476,107
Provision for credit losses and other assets	109,564,631	203,415,094	319,359,716	46,302,806
Net (gain) loss on derivative instruments	(3,289,676)	5,346,389	1,162,556	168,555
Net (gain) loss on equity securities	(3,315,475,734)	27,278,116	15,331,464	2,222,853
Loss on disposal of property and equipment	79,756	78,221	228,463	33,124
Unrealized foreign exchange loss (gain), net	8,848,354	(1,351,400)	(5,918,231)	(858,063)
Deferred income tax expense (benefit)	248,151,964	(582,913,268)	371,325,673	53,837,162
Changes in operating assets and liabilities:				
Accounts receivable	6,968,776	(78,030,840)	(43,292,555)	(6,276,830)
Financing receivables	(83,186,886)	(217,252,025)	(277,894,354)	(40,290,894)
Contract assets	(613,648,965)	(679,404,752)	651,550,665	94,465,967
Operating lease right-of-use assets	—	—	(91,476,934)	(13,262,909)
Other current and non-current assets	(694,994,714)	(180,898,244)	(370,316,107)	(53,690,789)
Risk assurance liabilities	198,608,646	40,443,166	(596,582,896)	(86,496,389)
Short-term and long-term operating lease liabilities	—	—	86,446,281	12,533,533
Other current and non-current liabilities	52,774,440	773,542,811	8,022,963	1,163,218
Net cash used in operating activities	(621,612,202)	(404,390,831)	(567,385,052)	(82,263,099)
Cash flows from investing activities:				
Repayments of finance lease receivables	1,839,778,206	2,112,046,802	1,408,147,460	204,162,190
Origination of finance lease receivables	(2,256,358,577)	(1,091,415,329)	(75,819,047)	(10,992,728)
Proceeds from collection of short-term consumer financing receivables	12,248,145	—	—	—
Purchase of held-to-maturity investment	(1,115,661,108)	(2,342,226,408)	(3,934,700,190)	(570,477,903)
Maturities of held-to-maturity investment	658,209,985	1,158,122,796	4,353,760,611	631,235,952
Proceeds from sale or redemption of other short-term investments, net	361,366,081	2,841,860,867	212,638,848	30,829,735
Proceeds from available for sale financial assets	12,182,947	—	—	—
Disposal of property and equipment and intangible assets	31,840	51,241	123,354	17,885
Purchases of property and equipment and intangible assets	(5,360,566)	(18,922,066)	(4,622,233)	(670,161)
Payment for acquiring subsidiary, net of cash acquired	—	1,705,083	—	—
Net cash (used in) provided by investing activities	(493,563,047)	2,661,222,986	1,959,528,803	284,104,970

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



CANGO INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS - continued

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

	For the years ended December 31,			
	2020 RMB	2021 RMB	2022 RMB	US\$
Cash flows from financing activities:				
Payment to repurchase treasury shares	(49,219,318)	(444,401,172)	(105,835,309)	(15,344,677)
Liquidation of subsidiaries	(467,433)	—	—	—
Proceeds from borrowings	3,369,740,855	1,546,736,325	684,819,308	99,289,466
Proceeds from exercise of share options	6,693,716	8,236,613	7,041,437	1,020,912
Purchase of subsidiary’s equity from non-controlling interest holder	(24,144,000)	—	—	—
Repayment of borrowings	(3,416,211,500)	(2,101,568,517)	(1,705,178,591)	(247,227,656)
Distribution to shareholders	(267,214,749)	(955,437,557)	(1,871,055,593)	(271,277,561)
Net cash used in financing activities	(380,822,429)	(1,946,434,308)	(2,990,208,748)	(433,539,516)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(36,093,321)	(15,008,806)	270,267,366	39,185,085
Net (decrease) increase in cash, cash equivalents and restricted cash	(1,532,090,999)	295,389,041	(1,327,797,631)	(192,512,560)
Cash, cash equivalents and restricted cash at beginning of the year	3,846,982,723	2,314,891,724	2,610,280,765	378,455,136
Cash, cash equivalents and restricted cash at the end of the year	2,314,891,724	2,610,280,765	1,282,483,134	185,942,576
Reconciliation of cash, cash equivalents and restricted cash to the consolidated balance sheets				
Cash and cash equivalents	1,426,899,576	1,434,806,922	378,917,318	54,937,847
Restricted cash – current	9,693,008	61,293,114	152,688,510	22,137,753
Restricted cash – non-current	878,299,140	1,114,180,729	750,877,306	108,866,976
Total cash, cash equivalents and restricted cash shown in the statements of cash flows	2,314,891,724	2,610,280,765	1,282,483,134	185,942,576
Supplemental disclosures of cash flow information:				
Cash paid for income taxes	101,878,045	209,044,264	33,818,292	4,903,191
Cash paid for interest	139,952,105	134,173,921	83,133,433	12,053,215

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



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

1. ORGANIZATION

Cango Inc. (the “Company”, and where appropriate, the term “Company” also refers to its subsidiaries, variable interest entities, and subsidiaries of the variable interest entities as a whole) is an exempt company incorporated in the Cayman Islands with limited liability under the laws of the Cayman Islands on October 9, 2017. The Company, through its subsidiaries, variable interest entities (“VIEs”), and subsidiaries of the VIEs, are principally engaged in the provision of automobile trading transaction, automotive financing facilitation, and aftermarket service facilitation in the People’s Republic of China (the “PRC”). The Company conducts its primary business operations through its VIEs and the subsidiaries of the VIEs.

As of December 31, 2022, the Company’s subsidiaries and VIEs are as follows:

Entity	Date of incorporation	Place of incorporation	Percentage of legal ownership by the Company	Principal activities
<u>Subsidiaries</u>				
Cango Group Limited (“Cango HK”)	October 31, 2017	Hong Kong (“HK”)	100%	Investment holding
Express Group Development Limited (“Express Limited”)	June 30, 2016	HK	100%	Investment holding
Can Gu Long (Shanghai) Information Technology Consultation Service Co., Ltd. (“Cangulong” or Wholly Foreign Owned Enterprise “WFOE”)	January 25, 2018	PRC	100%	Investment holding
<u>VIEs</u>				
Shanghai Cango Investment and Management Consultation Service Co., Ltd. (“Shanghai Cango”)	August 30, 2010	PRC	Nil	Provision of automotive financing facilitation, automobile trading transaction and aftermarket service facilitation.
Shanghai Yunguhaoche Electronic Technology Co., Ltd. (“Shanghai Yungu”)	March 15, 2022	PRC	Nil	Provision of automobile trading transaction.

On October 31, 2017, the Company incorporated a wholly-owned subsidiary, Cango HK, in Hong Kong. On January 25, 2018, the Company incorporated another wholly-owned subsidiary, Cangulong, in the PRC. On March 23, 2018, Shanghai Cango signed a series of contractual agreements with Cangulong and its nominee shareholders (the “VIE Agreements”). On September 30, 2022, Shanghai Yungu signed a series of contractual agreements with Cangulong and its nominee shareholders. As of December 31, 2022 and during the year of 2022, business operation performed through Shanghai Yungu was not material. The summary of VIE agreements related to Shanghai Cango (the “VIE”) is listed below.

The Company operates its business primarily through the VIE and the subsidiaries of the VIE. The Company, through the WFOE, entered into power of attorney and an exclusive option agreement with the nominee shareholders of the VIE, that gave the WFOE the power to direct the activities that most significantly affect the economic performance of the VIE and to acquire the equity interests in the VIE when permitted by the PRC laws, respectively. Certain exclusive agreements have been entered into with the VIE through the Company or its wholly-owned subsidiaries in mainland China, which obligate the Company to absorb a majority of the risk of loss from the VIE’s activities and entitles the Company to receive a majority of their residual returns. In addition, the Company entered into a share pledge agreement for equity interests in the VIE held by the nominee shareholders of the VIE. On March 22, 2018, Cango Inc. agreed to provide unlimited financial support to the VIE for its operations. Therefore, Cango Inc. is determined to be most closely associated with the VIE within the group of related parties and was considered to be the Primary Beneficiary of the VIE.



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1. ORGANIZATION - CONTINUED

The shareholders of the VIEs effectively assigned all of their voting rights underlying their equity interest in the VIEs to the primary beneficiary. In addition, through the other exclusive agreements, which consist of exclusive option agreements, exclusive business operation agreements and financial support undertaking letter, the primary beneficiary, by itself or its wholly-owned subsidiaries in mainland China, demonstrate its ability and intention to continue to exercise the ability to absorb losses or receive economic benefits that could potentially be significant to the VIEs. The VIEs are subject to operating risks, which determine the variability of the Company’s interest in those entities. Based on these contractual arrangements, the Company consolidates the VIEs as required by Accounting Standards Codification (“ASC”) Topic 810, *Consolidation*. The following is a summary of the VIE Agreements:

(1) Power of Attorney Agreements:

Pursuant to the power of attorney signed between Shanghai Cango’s nominee shareholders and the WFOE, each nominee shareholder irrevocably appointed the WFOE as its attorney-in-fact to exercise on each nominee shareholder’s behalf any and all rights that each nominee shareholder has in respect of its equity interest in Shanghai Cango (including but not limited to executing the exclusive right to purchase agreements, the voting rights and the right to appoint directors and executive officers of Shanghai Cango). This agreement is effective and irrevocable as long as the nominee shareholder remains a shareholder of Shanghai Cango.

(2) Exclusive Option Agreement:

Pursuant to the exclusive option agreement entered into between Shanghai Cango’s nominee shareholders and the WFOE, the nominee shareholders irrevocably granted the WFOE a call option to request the nominee shareholders to transfer or sell any part or all of its equity interests in the VIE, or any or all of the assets of the VIE, to the WFOE, or their designees. The purchase price of the equity interests in the VIE is equal to the minimum price required by PRC law. Without the WFOE’s prior written consent, the VIE and its nominee shareholders cannot amend its articles of association, increase or decrease the registered capital, sell or otherwise dispose of its assets or beneficial interest, create or allow any encumbrance on its assets or other beneficial interests and provide any loans or guarantees. The nominee shareholders cannot request any dividends or other form of assets. If dividends or other form of assets were distributed, the nominee shareholders are required to transfer all received distribution to the WFOE or their designees. This agreement is not terminated until all of the equity interest of the VIE is transferred to the WFOE or the person(s) designated by the WFOE. None of the nominee shareholders have the right to terminate or revoke the agreement under any circumstance unless otherwise regulated by law.

(3) Exclusive Business Cooperation Agreement:

Pursuant to the exclusive business cooperation agreement entered into by the WFOE and Shanghai Cango and its subsidiaries, the WFOE provides exclusive technical support and consulting services in return for fees based on 100% of Shanghai Cango’s profit before tax, which is adjustable at the sole discretion of the WFOE. Without the WFOE’s consent, the VIE and its subsidiaries cannot procure services from any third-party or enter into similar service arrangements with any other third-party, other than the WFOE.

In addition, the consolidated VIE granted the WFOE an exclusive right to purchase any or all of the business or assets of each of the profitable consolidated VIE and its subsidiaries at the lowest price permitted under PRC law. This agreement is irrevocable or can only be unilaterally revoked/amended by the WFOE.



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(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

1. ORGANIZATION - CONTINUED

(4) Equity Pledge Agreement

Pursuant to the equity pledge agreements, the nominee shareholders representing over 90% of the VIE’s equity interest have pledged all of their respective equity interests in the VIE to the WFOE as continuing first priority security interest to guarantee the nominee shareholders’ and the VIE’s obligations under the power of attorney agreement, the exclusive option agreement and the exclusive business cooperation agreement. The WFOE is entitled to collect dividends during the effective period of the share pledge unless it agrees otherwise in writing. If Shanghai Cango or any of the nominee shareholder breaches its contractual obligations, the WFOE will be entitled to certain rights regarding the pledged equity interests, including receiving proceeds from the auction or sale of all or part of the pledged equity interests of Shanghai Cango in accordance with PRC law. None of the nominee shareholders may assign or transfer to any third-party, distribute dividends and create or cause any security interest and any liability in whatsoever form to be created on, all or any part of the equity interests it holds in the VIE without the written consent of the WFOE. This agreement is not terminated until all of the technical support and consulting and service fees are fully paid under the exclusive business cooperation agreement and all of Shanghai Cango’s obligations have been terminated under the other controlling agreements.

In addition, the following supplementary agreements were entered into:

1) Financial support undertaking letter

Pursuant to the financial support undertaking letter, the Company is obligated to provide unlimited financial support to the VIE, to the extent permissible under the applicable PRC laws and regulations. The Company will not request repayment of the loans or borrowings if the VIE Entity or its shareholders do not have sufficient funds or are unable to repay.

2) Resolutions of the sole director of Cango Inc. (the “Resolutions”)

The sole director resolved that each of Mr. Xiaojun Zhang, Mr. Jiayuan Lin and Mr. Yongyi Zhang (each, an “Authorized Officer”) shall cause the WFOE to exercise its rights under the power of attorney agreements and the exclusive option agreement when the Authorized Officer determines that such exercise is in the best interests of the Company and the WFOE to do so.

In the opinion of the Company’s legal counsel, (i) the ownership structure of the PRC subsidiaries and the VIE, does not violate applicable PRC laws and regulations; (ii) each of the VIE Agreements is valid, binding and enforceable in accordance with its terms and applicable PRC laws or regulations and will not violate applicable PRC laws or regulations; (iii) the financial support letter issued by the Company to the VIE and the resolutions contained in the Resolutions are valid in accordance with the articles of association of the Company and Cayman Islands Law.

However, uncertainties in the PRC legal system could cause the Company’s current ownership structure to be found in violation of existing and/or future PRC laws or regulations and could limit the Company’s ability to enforce its rights under these contractual arrangements. Furthermore, the nominee shareholders of the VIE may have interests that are different than those of the Company, which could potentially increase the risk that they would seek to act contrary to the terms of the contractual agreements with the VIE.

On January 1, 2020, the Foreign Investment Law came into effect and became the principal laws and regulations governing foreign investment in mainland China. The Foreign Investment Law does not explicitly classify contractual arrangements as a form of foreign investment, but it 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. There are uncertainties regarding the interpretation of the Foreign Investment Law with respect to the contractual arrangements as a form of foreign investment. Since the VIE’s value-added telecommunication-based services in mainland China are subject to restrictions of the negative list or subject to the restrictions on foreign investment, if any of the VIEs would be deemed as a foreign invested enterprise, the Company’s current organizational structure could be in violation of existing and/or future laws or regulations of mainland China and could limit the Company’s ability, through the primary beneficiary, to enforce its rights under these contractual arrangements with the VIEs and the Company’s ability to conduct business through the VIEs could be severely limited.



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(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

1. ORGANIZATION - CONTINUED

(4) Equity Pledge Agreement (continued)

In addition, the following supplementary agreements were entered into: (continued)

2) Resolutions of the sole director of Cango Inc. (continued)

In addition, if the current structure or any of the contractual arrangements is found to be in violation of any existing or future PRC laws or regulations, the Company could be subject to penalties, which could include, but not be limited to, revocation of business and operating licenses, discontinuing or restricting business operations, restricting the Company’s right to collect revenues, temporary or permanent blocking of the Company’s internet platforms, restructuring of the Company’s operations, imposition of additional conditions or requirements with which the Company may not be able to comply, or other regulatory or enforcement actions against the Company that could be harmful to its business. The imposition of any of these or other penalties could have a material adverse effect on the Company’s ability to conduct its business.



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

1. ORGANIZATION - CONTINUED

As of December 31, 2021 and 2022, RMB51,793,630 and RMB136,671,970 (US\$19,815,573) of restricted cash, RMB114,706,800 and RMB nil (US\$nil) of short-term investment, and RMB945,403,768 and RMB360,725,648 (US\$52,300,303) of finance lease receivables, respectively, are pledged or collateralized for the VIEs’ obligations. Creditors of the VIEs have no recourse to the general credit of the Company, who is the primary beneficiary of the VIEs, through their 100% controlled subsidiary Cangulong. The Company has not provided any financial or other support that it was not previously contractually required to provide to the VIEs during the periods presented. The table sets forth the assets and liabilities of the VIEs’ included in the Company’s consolidated balance sheets:

	As of December 31,		
	2021	2022	
	RMB	RMB	US\$
Cash and cash equivalents	531,317,393	268,621,701	38,946,486
Other current assets	3,899,508,069	3,717,898,668	539,044,636
Total current assets	4,430,825,462	3,986,520,369	577,991,122
Finance lease receivables—non-current	1,029,262,174	260,049,967	37,703,701
Other non-current assets	2,272,293,047	1,246,816,149	180,771,349
Total non-current assets	3,301,555,221	1,506,866,116	218,475,050
Total assets	7,732,380,683	5,493,386,485	796,466,172
Short-term debts	579,776,131	349,299,134	50,643,614
Other current liabilities	2,561,535,815	1,861,808,449	269,936,851
Total current liabilities	3,141,311,946	2,211,107,583	320,580,465
Long-term debts	486,371,672	75,869,353	11,000,022
Other non-current liabilities	11,715,736	86,138,152	12,488,858
Total non-current liabilities	498,087,408	162,007,505	23,488,880
Total liabilities	3,639,399,354	2,373,115,088	344,069,345

The VIEs’ net asset balance was RMB4,092,981,329 and RMB3,120,271,397 (US\$452,396,827) as of December 31, 2021 and 2022.

The table sets forth the results of operations of the VIEs included in the Company’s consolidated statements of comprehensive income (loss):

	For the years ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
Revenues	2,052,431,752	3,921,688,104	1,980,415,725	287,133,290
Net income (loss)	399,366,632	37,717,411	(1,131,232,450)	(164,013,288)

The table sets forth the cash flows of the VIEs included in the Company’s consolidated statements of cash flows:

	For the years ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
Net cash used in operating activities	(626,884,394)	(374,886,851)	(599,053,407)	(86,854,580)
Net cash (used in) provided by investing activities	(81,038,760)	744,832,757	1,084,633,210	157,257,033
Net cash used in financing activities	(71,082,260)	(554,832,190)	(1,020,359,284)	(147,938,190)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	—	(55,087)	175,763	25,483



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(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The consolidated financial statements of the Company have been prepared in accordance with the generally accepted accounting principles of the United States (“U.S. GAAP”).

Principles of consolidation

The consolidated financial statements include the financial statements of the Company, its subsidiaries, VIEs, and the subsidiaries of the VIEs. All inter-company transactions and balances have been eliminated.

Use of estimates

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, disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant accounting estimates reflected in the Company’s consolidated financial statements include, but are not limited to allowance for accounts receivable, allowance for financing receivables, allowance for finance lease receivables, allowance for contract assets, fair value of risk assurance liabilities, intangible assets with indefinite lives, valuation allowance for deferred tax assets and goodwill impairment. Management bases these estimates on its historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from these estimates.

Revenue recognition

The Company’s revenues are derived principally from 1) automobile trading income, 2) loan facilitation services and post-origination administrative services, 3) finance lease services, 4) after-market services facilitation services, and 5) other income.

Under ASC 606, *Revenue from Contracts with Customers* (“ASC 606”), revenue is recognized when control of the promised goods or services is transferred to the Company’s customers, in an amount that reflects the consideration that the Company expects to be entitled to in exchange for those goods or services, net of value-added tax (“VAT”). The Company determines revenue recognition through the following steps:

- Identify the contract(s) with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognize revenue when (or as) the entity satisfies a performance obligation.



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Automobile trading transaction

When providing car trading services, the Company evaluates if it is a principal or an agent in a transaction to determine whether revenues should be recorded on a gross or net basis. The Company acts as a principal in which the Company purchases vehicles from suppliers which are vehicle manufacturers or their first-tier car dealerships and sells the vehicles to customers which are other car dealerships and records revenue on a gross basis if it obtains control over the specified goods and services before they are transferred to the customers. When the Company acts as an agent, revenue is recorded on a net basis when the Company does not obtain control over the specified goods and services before they are transferred to the customers. The revenue generated from sale of vehicles is recognized at a point in time when the control of the vehicles is transferred from the Company to the customers when the vehicles are delivered and their titles are passed on to the customers.

Loan facilitation services and PAS

The Company entered into non-risk assured and risk assured facilitation arrangements with various financial institutions. Borrowers that pass the Company’s credit assessment are recommended to the financial institutions. Once the borrower is independently approved by the financial institutions, the financial institutions will directly fund the borrower’s automobile purchase and the Company will earn a loan facilitation fee from the financial institution and borrowers. The Company will provide PAS, such as tracking through telematics devices in the automobiles; and sending short-message-service (“SMS”) payment reminder to borrowers, throughout the terms of the loans. In addition, for certain arrangements, the Company provides risk assurance on the principal and accrued interest repayments of the defaulted loans to various financial institutions. The Company determined that it is not the legal lender or legal borrower in the loan origination and repayment process, respectively. Therefore, the Company does not record loan receivables and payable arising from the loans between borrowers and financial institutions on its consolidated balance sheet.

The Company determines its customers to be both the financial institutions and borrowers. The Company considers the loan facilitation service, PAS and risk assurance services as separate services, of which the risk assurance service is accounted for in accordance ASC 460, *Guarantees* (“ASC 460”).

The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised services to the customer, net of value-added tax. The transaction price includes variable service fees which are contingent on the borrower making timely repayments. Variable consideration is estimated using the expected value method based on historical default rate, current and forecasted borrower repayment trends and is limited to the amount of variable consideration that is probable not to be reversed in future periods. As a result, the estimation of variable consideration involves significant judgement. The Company makes the assessment of whether the estimate of variable consideration is constrained. Any subsequent changes in the transaction price will be allocated to the performance obligations on the same basis as at contract inception.

The Company first allocates the transaction price to the risk assurance liabilities at fair value in accordance with ASC 460. The remaining transaction price is then allocated to the loan facilitation services and PAS on a relative standalone selling price basis. The Company does not have observable price for the loan facilitation services and PAS because the services are not provided separately. As a result, the estimation of standalone selling price involves significant judgement. The Company estimates the standalone selling price of the loan facilitation and PAS using the expected cost plus a margin approach.

The fee allocated to loan facilitation is recognized as revenue upon each successful loan facilitation, while the fee allocated to PAS are deferred and amortized over the period of the loan on a straight-line method as the PAS services are performed. PAS revenue recognized in the years ended December 31, 2020, 2021 and 2022 is RMB73,775,464, RMB41,561,564 and RMB23,411,975 (US\$3,394,417), respectively.

The loan facilitation services and PAS are recorded as Loan facilitation income and other related income in the consolidated statements of comprehensive income (loss).

Finance lease services

The Company provides automobile finance lease services to individual borrowers. Financing lease income is recognized using the effective interest method. Initial direct cost received and direct origination costs are generally deferred and amortized over the term of the related finance lease receivables using the effective interest method and are removed from the consolidated balance sheets when the related finance lease receivables are sold, charged off or paid in full.



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

After-market services income

The Company provides after-market services to car buyers which mainly include two types of separate contracts, 1) insurance facilitation service and 2) car recovery and disposal services.

For 1) after-market insurance facilitation service, it mainly includes two types of contracts, one is facilitating personal accident insurance and automobile insurance, and the other is offering anti-theft package services. After-market insurance facilitation service income for personal accident insurance and automobile insurance is recognized at the point of time when facilitation services are completed. For anti-theft package services, the Company first allocates the fair value of indemnification service under ASC 460 and then allocates the remaining consideration to the after-market service of anti-theft telematic devices installment.

For 2) after-market car recovery and disposal services income, it mainly refers to delinquent asset management income for car recovery and disposal services, which is recognized at the point of time when the company delivers the relevant service.

Business combinations

The Company accounts for its business combinations using the purchase method of accounting in accordance with ASC 805, *Business Combinations (“ASC 805”)*. The purchase method of accounting requires that the consideration transferred to be allocated to the assets, including separately identifiable assets and liabilities the Company acquired, based on their estimated fair values. The consideration transferred in an acquisition is measured as the aggregate of the fair values at the date of exchange of the assets given, liabilities incurred, and equity instruments issued as well as the contingent considerations and all contractual contingencies as of the acquisition date. The costs directly attributable to the acquisition are expensed as incurred. Identifiable assets, liabilities and contingent liabilities acquired or assumed are measured separately at their fair value as of the acquisition date, irrespective of the extent of any non-controlling interests. The excess of (i) the total of cost of acquisition, fair value of the non-controlling interests and acquisition date fair value of any previously held equity interest in the acquiree over (ii) the fair value of the identifiable net assets of the acquiree, is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in earnings.

The determination and allocation of fair values to the identifiable assets acquired, liabilities assumed and non-controlling interests is based on various assumptions and valuation methodologies requiring considerable judgment from management. The most significant variables in these valuations are discount rates, terminal values, the number of years on which to base the cash flow projections, as well as the assumptions and estimates used to determine the cash inflows and outflows. The Company determines discount rates to be used based on the risk inherent in the related activity’s current business model and industry comparisons. Terminal values are based on the expected life of assets, forecasted life cycle and forecasted cash flows over that period.



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Leases

Operating Leases – Lessee under ASC 842

The Company has operating leases for certain office rentals as a lessee. At inception of a contract, the Company determines whether that contract is, or contains a lease. For each lease arrangement identified, the Company determines its classification as an operating or finance lease.

As of January 1, 2022, the Company records a lease liability and corresponding operating lease right-of-use (“ROU”) asset at lease commencement. Lease liabilities represent the present value of the lease payments not yet paid, discounted using the discount rate for the lease at lease commencement. The Company’s lease agreements include lease payments that are largely fixed, do not contain material residual value guarantees or variable lease payments. The discount rate is determined using the Company’s incremental borrowing rate at lease commencement since the rate implicit in the lease is not readily determinable. The Company uses its unsecured borrowing rate over the lease term and adjusts the rate based on its credit risk and the effects of collateral to approximate a collateralized rate, which will be updated on an annual basis for measurement of new lease liabilities. ROU asset represents the right to use an underlying asset for the lease term and are recognized in an amount equal to the lease liability adjusted for any lease payments made prior to commencement date, less any lease incentives received, and any initial direct costs incurred by the Company. Lease terms are based on the non-cancellable term of the lease and may contain options to extend the lease when it is reasonably certain that the Company will exercise the option. However, none of these have been recognized in the Company’s right-of-use assets or lease liabilities since those options were not reasonably certain to be exercised.

If there is a lease modification, the Company considers whether the lease modification results in a separate contract. If so, the Company accounts for the separate contract the same manner as any other new lease, in addition to the original unmodified contract. Otherwise, the Company remeasures and reallocates the remaining consideration in the contract, reassesses the classification of the lease at the effective date of the modification and accounts for any initial direct costs, lease incentives and other payments made to or by the lessee. If the modification fully or partially terminates the existing lease, the Company remeasures the lease liability and decreases the carrying amount of the right-of-use asset in proportion to the full or partial termination of the existing lease and recognize in profit or loss any difference between the reduction in the lease liability and the reduction in the right-of-use asset.

Besides, operating lease expense is recognized as a single lease cost on a straight-line basis over the lease term and is included in general and administrative expenses, on the consolidated statements of comprehensive income (loss). Lease liabilities that become due within one year of the balance sheet date are classified as current liabilities.

Operating leases under ASC 840

Before January 1, 2022, leases where the Company is the lessee, and substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Rentals applicable to such operating leases are recognized on a straight-line basis over the lease term. Certain of the operating lease agreements contain rent holidays. Rent holidays are considered in determining the straight-line rent expense to be recorded over the lease term.



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(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Goodwill

Goodwill represents the excess of the purchase price over the amounts assigned to the fair value of the assets acquired and the liabilities assumed of an acquired business. The Company’s goodwill on December 31, 2022 was primarily related to the acquisition of Shanghai Chejia in 2018. In accordance with ASC 350, *Intangibles – Goodwill and Other* (“ASC 350”), recorded goodwill amounts are not amortized, but rather are tested for impairment annually or more frequently if there are indicators of impairment present.

The Company applied Accounting Standards Update (“ASU”) No. 2017-04, *Simplifying the Test for Goodwill Impairment* (“ASU 2017-04”), which simplifies the accounting for goodwill impairment by eliminating Step two from the goodwill impairment test. Under the guidance, if a reporting unit’s carrying amount exceeds its fair value, an entity will record an impairment charge based on that difference. The impairment charge will be limited to the amount of goodwill allocated to that reporting unit. Fair value is primarily determined by computing the future discounted cash flows expected to be generated by the reporting unit.

Pursuant to ASC 350, the Company may elect to perform a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit of Cango Inc. is greater than its carrying value. If a qualitative assessment is not performed, or if as a result of a qualitative assessment it is not more likely than not that the fair value of a reporting unit exceeds its carrying value, then the reporting unit’s fair value is compared to its carrying value. As of December 31, 2021 and 2022, the Company completed its annual impairment test for goodwill under a quantitative impairment test of goodwill in which the Company performs an assessment that consists of a comparison of the carrying value of a reporting unit with its fair value. The fair values of the reporting unit are determined using income valuation approaches through the application of discounted cash flow method. Estimating fair values of the reporting unit involves significant assumptions, including future revenue growth rates, gross margin, terminal growth rates and discount rates. No impairment losses on goodwill and intangible assets were recognized during the years ended December 31, 2021 and 2022.

Cost of revenues

Cost of revenues consist primarily of cost of vehicles, commissions paid to car dealers who refer borrowers to the Company, employee compensation costs, leasing interest expense, cost of telematics devices installed in automobiles and third-party outsourcing fees for vehicle repossession services. Cost of revenues are expensed as incurred when the corresponding services have been provided.

Foreign currency translation and transactions

The functional currency of the Company, Cango HK and Express Limited is the US\$. The Company’s subsidiaries, VIEs, and subsidiaries of the VIEs with operations in the PRC adopted RMB as their functional currencies. The determination of the respective functional currency is based on the criteria stated in ASC 830, *Foreign Currency Matters* (“ASC 830”). The Company uses RMB as its reporting currency. The financial statements of the Company, Cango HK and Express Limited are translated into RMB using the exchange rate as of the balance sheet date for assets and liabilities and average exchange rate for the year for income and expense items. Translation gains and losses are recorded in accumulated other comprehensive retained earnings, as a component of shareholders’ equity.

Transactions in currencies other than the functional currency are measured and recorded in the functional currency at the exchange rate prevailing on the transaction date.

Monetary assets and liabilities denominated in currencies other than the functional currency are re-measured into the functional currency at the rates of exchange prevailing at the balance sheet dates. Transaction gains and losses are recognized in the consolidated statements of comprehensive income (loss) during the period or year in which they occur.



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Cash and cash equivalents

Cash and cash equivalents primarily consist of cash, investments in interest bearing demand deposit accounts, time deposits, and highly liquid investments with original maturities within three months from the date of purchase and are stated at cost which approximates their fair value. All cash and cash equivalents are unrestricted as to withdrawal and use.

As of December 31, 2022, majority of the Group’s cash and cash equivalents, restricted cash and short-term investments were held by financial institutions located in mainland China and Hong Kong. Deposits held in mainland China are subject to restrictions on foreign exchange and the ability to transfer cash outside of mainland China. In May 2015, a new Deposit Insurance System (“DIS”) managed by the People’s Bank of China (“PBOC”) was implemented by the Chinese government. Deposits in the licensed banks in mainland China are protected by DIS, up to a limit of RMB500 thousands. Hong Kong has an official Deposit Protection Scheme (“DPS”). Deposits in the licensed banks in Hong Kong are protected by DPS, up to a limit of HK\$500 thousands. The Group selected reputable financial institutions to place its cash and cash equivalents, restricted cash and short-term investments. The Group regularly monitors the rating of the financial institutions to avoid any potential defaults. There has been no recent history of default in relation to these financial institutions.

Restricted cash

Restricted cash represents cash deposited with the respective financial institution customers as (i) collaboration and guarantee deposits in relation to facilitation transaction with financial institutions, and (ii) collateral for notes payable for automobile trading business.

Financial institutions make corresponding deductions from the collaboration and guarantee deposits in relation to facilitation transaction with financial institutions, when borrowers are delinquent in their installment repayments and/or when loans are required to be purchased by the Company after a specified delinquency period. Such restricted cash is not available to fund the general liquidity needs of the Company.

The balance of restricted cash deposited as collaboration and guarantee deposits in relation to facilitation transaction with financial institutions was RMB1,123,680,213 and RMB766,893,846 (US\$111,189,156) as of December 31, 2021 and 2022, respectively. The balance of restricted cash deposited as collateral for notes payable for automobile trading business was RMB51,793,630 and RMB136,671,970 (US\$19,815,573) as of December 31, 2021 and 2022, respectively.

Accounts receivable and allowance for doubtful accounts

Accounts receivable are recognized and carried at the original contract amount which will be invoiced, net of allowances for doubtful accounts. An allowance for doubtful accounts is recorded in the period when loss is probable based on many factors, including the age of the balance, the customer’s payment history and current economic trends. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowances when there is doubt as to the collectability of individual balances. Bad debts are written off after all collection efforts have been exhausted.

Contract assets and liabilities

Contract assets represents the Company’s right to consideration in exchange for loan facilitation services that the Company has transferred to the customer before payment is due. The Company assesses contract assets for impairment in accordance with ASC 310, *Receivables* (“ASC 310”).

Contract assets as of December 31, 2021 and 2022 was RMB1,325,397,497 and RMB673,846,832 (US\$97,698,607), respectively. The remaining unsatisfied performance obligations as of December 31, 2021 and 2022, pertaining to post-origination services amounted to RMB5,461,882 and RMB1,001,890 (US\$145,260), respectively.

Contract liabilities represents the Company’s obligation to transfer goods or services to a customer for which the entity has received consideration (or an amount of consideration is due) from the customer and mainly consist of cash payment received in advance from customers of automobile trading transactions and PAS, which is included in “Accrued expenses and other current liabilities” and “Other non-current liabilities” on consolidated balance sheets. The amount of revenue recognized that was included in the contract liabilities balance at the beginning of the years were RMB89,289,191 and RMB267,339,943 (US\$38,760,649) for the years ended December 31, 2021 and 2022, respectively.



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Short-term investments

All highly liquid investments such as time deposits and structured deposits with original maturities of three months or more but less than one year, are classified as short-term investments. Investments such as wealth management products expected to be realized in cash during the next twelve months are also included in short-term investments.

The Company accounts for short-term debt investments in accordance with ASC 320, *Investments – Debt Securities* (“ASC 320”), and short-term equity investments in accordance with ASC 321, *Investments – Equity Securities* (“ASC 321”). The Company classifies the short-term debt investments as “held-to-maturity”, “trading” or “available-for-sale”, whose classification determines the respective accounting methods stipulated by ASC 320.

Debt securities that the Company has the positive intent and the ability to hold to maturity are classified as held-to-maturity securities and stated at amortized cost. Such debt securities include time deposits, and structured deposits in financial institutions.

Debt securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities. Unrealized holding gains and losses for trading debt securities are included in earnings.

Debt investments not classified as trading or as held-to-maturity are classified as available-for-sale securities. Available-for-sale investments are reported at fair value, with unrealized gains and losses recorded in accumulated other comprehensive income (loss). Realized gains or losses are included in earnings during the period in which the gain or loss is realized.

Equity investments measured at fair value with changes in fair value are recorded in earnings. The Company does not assess whether those securities are impaired. Such equity securities include wealth management products in financial institutions.

Any realized gains or losses on the sale of the short-term investments are determined on a specific identification method and are reflected in earnings during the period in which gains or losses are realized. Interest income, realized and unrealized gains and losses from the short-term investments are recorded in “Interest income” and “Net gain (loss) on equity securities” respectively in the consolidated statements of comprehensive income (loss).

Derivative instruments

In 2019, the Company entered into cross-currency interest rate swap contracts that allow the Company to buy US Dollars at a pre-determined exchange rate and repay US Dollars borrowing with fixed interest rate on maturity date. The cross-currency interest rate swap contracts matured in July 2020. In 2021, the Company entered into a cross-currency interest rate swap contract that allow the Company to buy HKD at a pre-determined exchange rate and repay HKD borrowing with fixed interest rate on maturity date. The cross-currency interest rate swap contract matured in March 2022. The total notional amount of the outstanding cross-currency interest rate swap contracts was RMB103.6 million and RMB nil (US\$ nil) as of December 31, 2021 and 2022, respectively.

The Company accounts for the cross-currency interest rate swap contracts in accordance with ASC 815, *Derivatives and Hedging* (“ASC 815”). The cross-currency interest rate swap contracts were measured at fair value and classified as accrued expenses and other current liabilities within the consolidated balance sheets. The Company estimates the fair value of the cross-currency interest rate swap contracts at each reporting period using a discounted cashflow model by using future net expected cashflow discounted at foreign exchange forward adjusted market yield. Any change in the fair value of the cross-currency interest rate swap contracts are recorded as other income in the consolidated statement of comprehensive income (loss) for each period until the contract matures, is terminated, or sold. During the years ended December 31, 2020, 2021 and 2022, the unrealized losses recognized in the comprehensive income (loss) related to the cross-currency interest rate swap contracts were RMB nil, RMB5.3 million and RMB nil (US\$ nil), respectively. During the years ended December 31, 2020, 2021 and 2022, the realized losses recognized in the comprehensive income (loss) related to the cross-currency interest rate swap contracts were RMB0.5 million, RMB nil and RMB1.2 million (US\$0.2 million).

The cross-currency interest rate swap contracts may expose the Company to credit risk to the extent that the counterparty may be unable to meet the terms of the arrangement. The Company mitigates this credit risk by transacting with major financial institutions with high credit ratings. The Company did not pledge cash collateral for its cross-currency interest rate swap contracts as of December 31, 2021 and 2022.



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Risk assurance liabilities

The Company provides risk assurance to various financial institution customers. The risk assurance liability requires the Company to either make delinquent installment repayments or purchase the loans after a specified period on an individual loan basis. The risk assurance liability is exempted from being accounted for as a derivative in accordance with ASC 815-10-15-58.

The risk assurance liability consists of two components. The Company’s obligation to stand ready to make delinquent payments or to purchase the loan over the term of the arrangement (the non-contingent aspect) is accounted for in accordance with ASC 460. The contingent obligation relating to the contingent loss arising from the arrangement is accounted for in accordance with ASC 450, *Contingencies* (“ASC 450”). At inception, the Company recognizes the non-contingent aspect of the risk assurance liability at fair value, which is primarily based on assumptions regarding probability of default, loss given default and margin rate, while considering the premium required by a third-party market participant to issue the same risk assurance in a standalone transaction.

Subsequent to the initial recognition, the non-contingent aspect of the risk assurance liability is reduced over the term of the arrangement as the Company is released from its stand ready obligation on a loan-by-loan basis based on the borrower’s repayment of the loan principal. The contingent loss arising from the obligation to make future payments is recognized when borrower default is probable and the amount of loss is estimable. The Company considers the underlying risk profile including delinquency status, overdue period, and historical loss experience when assessing the probability of contingent loss. Borrowers are grouped based on common risk characteristics, such as product type. The Company measured contingent loss based on the future payout of the arrangement estimated using the historical default rates of a portfolio of similar loans less the fair value of the recoverable collateral.

Financing receivables

The Company records financing receivables in accordance with ASC 310-30, *Loan and Debt Securities Acquired with Deteriorated Credit Quality* (“ASC 310-30”) when it exercises its obligation to purchase a delinquent loan under the risk assurance obligation and obtains legal title to any subsequent payments made by the borrower and the repossessed asset. Financing receivables are recorded at their fair value, which is the purchased price minus corresponding risk assurance liability. The total purchased price of the financing receivables was RMB778 million and RMB1,190 million (US\$173 million) for the year ended December 31, 2021 and December 31, 2022, respectively. Cash flows expected to be collected, which approximated to the fair value of these purchased loan at the acquisition date were RMB375 million and RMB548 million (US\$80 million) for the year ended December 31, 2021 and December 31, 2022, respectively. Financing receivables are divided among pools based on common risk characteristics, such as product (i.e. new cars and used cars) and delinquency status. The financing receivables balances of new cars and used cars were RMB50,908,474 and RMB11,387,787 as of December 31, 2021, respectively and RMB55,693,049 (US\$8,074,734) and RMB18,124,976 (US\$2,627,874) as of December 31, 2022, respectively. These pools are collectively evaluated for impairment based on roll rate analysis and the resulting allowance is aggregated for each of the pools. The Company subsequently records an allowance for financing receivables, if based on current information and events, it is probable that the Company is unable to collect all of the expected cash flows at acquisition, plus additional cash flows expected to be collected arising from changes in estimates after acquisition. The Company recognized provision of financing receivables of RMB175,061,657 and RMB266,372,590 (US\$38,620,395) in the consolidated statement of comprehensive income (loss) for the year ended December 31, 2021 and December 31, 2022, respectively.

The Company derecognizes financing receivables upon physical possession of the repossessed asset, which includes the transfer of title through the completion of regulatory proceedings. The Company derecognizes the financing receivables which is first adjusted to its estimated fair value of the repossessed asset and records the repossessed asset at its estimated fair value, less cost to sell, as other non-current assets on the consolidated balance sheet. Any difference between the estimated fair value of the repossessed asset and the financing receivables is recognized in the consolidated statements of comprehensive income (loss). The Company derecognized financing receivables and their allowances of RMB140,834,287 and RMB256,191,329 (US\$37,144,251) for the years ended December 31, 2021 and 2022, respectively.

Repossessed assets are initially recognized at the fair value of the asset less estimated costs to sell. Any gain or loss from the disposal of the repossessed assets are recognized in the consolidated statements of comprehensive income (loss).



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Finance lease receivables

Finance lease receivables are carried at amortized cost comprising of original financing lease and direct costs, net of unearned income and allowance for finance lease receivables. An account is considered delinquent if a substantial portion of a scheduled payment has not been received by the date such payment was contractually due. Finance lease receivables are collateralized by vehicle titles and, subject to local laws, the Company generally has the right to repossess the vehicle in the event the borrower defaults on the payment terms of the contract. Finance lease receivables are divided among pools based on common risk characteristics, such as products (i.e. new cars and used cars) and delinquent status. As of December 31, 2021 and 2022, the finance lease receivables balances of new cars were RMB2,161,848,785 and RMB895,319,860 (US\$129,809,178), respectively, and finance lease receivables balances of used-cars were RMB281,578,014 and RMB164,168,763 (US\$23,802,233), respectively. These pools are collectively evaluated for impairment by management judgment. The allowance is aggregated for each of the pools. Provisions for finance lease receivables are charged to operations in amounts sufficient to maintain the allowance for finance lease receivables at levels considered adequate to cover probable losses inherent in our finance lease receivables.

Impaired finance lease receivables

A finance lease receivable is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the terms of the contract. Factors such as payment history, compliance with terms and conditions of the underlying financing lease agreement and other subjective factors related to the financial stability of the borrower are considered when determining whether finance lease receivables are impaired.



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Nonaccrual policy

The Company does not accrue lease income or interest income on finance lease principals and financing receivables that are considered impaired or are more than 65 to 85 days past due depending on different funding partners. A corresponding allowance is determined under ASC 450-20, *Loss Contingencies* (“ASC 450-20”) and allocated accordingly. Accrual of financing lease income and interest income are suspended on accounts that are delinquent, accounts in bankruptcy and accounts in repossession. Payments received on non-accrual finance lease receivables, loans and financing receivables are first applied to any fees due, then to any interest due and, finally, any remaining amounts received are recorded to principal. Interest accrual resumes once an account has received payments bringing the delinquency status to non-delinquent.

Allowance for finance lease receivables and allowance for financing receivables

The allowance for finance lease receivables and allowance for financing receivables are calculated by multiplying the PD and LGD model based on pools of finance lease receivables or financing receivables with similar risk characteristics, including product types, i.e. new cars and used cars to arrive at an estimate of incurred losses in the portfolio. The PD and LGD model take into consideration factors of historical delinquency migration to loss and loss given default. The Company adjusts the allowance for finance lease receivables that is determined by the PD and LGD model for various macroeconomic factors i.e. gross-domestic product rates, per capita disposable income, interest rates and consumer price indexes and other considerations.

Finance lease receivables and financing receivables are charged off when a settlement is reached for an amount that is less than the outstanding balance or when the Company has determined the balance is uncollectable. In general, the Company considers finance fee receivables meeting any of the following conditions as uncollectable and charged-off: (i) death of the borrower; (ii) identification of fraud, and the fraud is officially reported to and filed with relevant law enforcement departments or (iii) the amount remained outstanding 180 days past due and therefore deemed uncollectable; (iv) the collateral are physically repossessed.

Treasury shares

The Company accounts for treasury shares using the cost method. Under this method, the cost incurred to purchase the shares is recorded in the treasury shares account on the consolidated balance sheets.

Property and equipment, net

Property and equipment are stated at cost less accumulated depreciation. Depreciation is provided using the straight-line method with the residual value based on the estimated useful lives of the class of asset, which range as follows:

Category	Estimated Useful Life	Estimated Residual Value
Office and electronic equipment	3-5 years	5%
Motor vehicles	4 years	5%
Leasehold improvements	Over the shorter of the expected life of leasehold improvements or the lease term	Nil

Depreciation expense, for the years ended December 31, 2020, 2021 and 2022, was RMB9,150,590, RMB7,926,513 and RMB5,483,032 (US\$794,965), respectively. Accumulated depreciation as of December 31, 2021 and 2022 was RMB26,923,641 and RMB27,518,577 (US\$3,989,819), respectively. Costs associated with the repair and maintenance of property and equipment are expensed as incurred.

Intangible assets

Intangible assets that have definite useful life primarily include purchased computer software. These intangible assets are amortized on a straight-line basis over their estimated useful lives of the respective assets, which vary from 6-10 years. The weighted average amortization period for the computer software is 9.11 years and 8.39 years as of December 31, 2021 and 2022, respectively.

As of December 31, 2022, intangible assets that have indefinite useful life primarily include an insurance brokerage license purchased in February 2019. The Company evaluates indefinite-lived intangible assets each reporting period to determine whether events and circumstances continue to support an indefinite useful life. If an intangible asset that is not being amortized is subsequently determined to have a finite useful life, the asset is tested for impairment immediately prior to the change in classification.



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Research and development

Research and development expenses are primarily incurred in the development of new services and new features of the Company’s technology infrastructure to support its business operations. Research and development costs are expensed as incurred unless such costs qualify for capitalization as software development costs. In order to qualify for capitalization, (i) the preliminary project should be completed, (ii) management has committed to funding the project and it is probable that the project will be completed and the software will be used to perform the function intended, and (iii) it will result in significant additional functionality in the Company’s services. No research and development costs were capitalized during any year presented as the Company has not met all of the necessary capitalization requirements.

Impairment of long-lived assets and intangible assets

Long-lived assets including intangible assets with definite lives, are assessed for impairment, whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable in accordance with ASC 360, *Property, Plant and Equipment* (“ASC 360”). The Company measures the carrying amount of long-lived assets against the estimated undiscounted future cash flows associated with it. Impairment exists when the estimated undiscounted future cash flows are less than the carrying value of the asset being evaluated. Impairment loss is calculated as the amount by which the carrying value of the asset exceeds its fair value. No impairment loss was recognized for the years ended December 31, 2020, 2021 and 2022, respectively.

Intangible assets with indefinite lives, are assessed annually for impairment and more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired in accordance with ASC 350. Impairment exists when the fair value is less than the carrying value of the asset being evaluated. Impairment loss is calculated as the amount by which the carrying value of the asset exceeds its fair value. No impairment loss was recognized for the years ended December 31, 2020, 2021 and 2022, respectively.

Employee defined contribution plan

Full time employees of the Company in the PRC participate in a government mandated multi-employer defined contribution plan pursuant to which certain pension benefits, medical care, unemployment insurance, employee housing fund, and other welfare benefits are provided to employees. Chinese labor regulations require that the Company make contributions to the government for these benefits based on a certain percentage of the employee’s salaries. The Company has no legal obligation for the benefits beyond the contributions. The total amount that was expensed as incurred was RMB35,451,168, RMB87,227,402 and RMB60,124,007 (US\$8,717,162) for the years ended December 31, 2020, 2021 and 2022, respectively.

Value added taxes (“VAT”)

Since its inception, Shanghai Cango was certified as a general VAT taxpayer whose applicable tax rate was 6%. The subsidiaries of the VIEs are all general VAT taxpayers which are subject to tax rate of 6% or 13%, except for Shanghai Wangtian Investment Co., Ltd., and Haikou Cango Technology Co., Ltd., which is certified as small-scale VAT taxpayers with an applicable tax rate of 3%. VAT is reported as a deduction to revenue when incurred and amounted to RMB207,266,214, RMB478,981,515 and RMB262,656,515 (US\$38,081,615) for the years ended December 31, 2020, 2021 and 2022, respectively. 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 accrued expenses and other current liabilities on the consolidated balance sheets.

Income taxes

The Company recognizes income taxes under the liability method. Deferred income taxes are recognized for differences between the financial reporting and tax bases of assets and liabilities at enacted tax rates in effect for the years in which the differences are expected to reverse. The Company records a valuation allowance against the amount of deferred tax assets that it determines is not more-likely-than-not to be realized. The effect on deferred taxes of a change in tax rates is recognized in earnings in the period that includes the enactment date.

The Company applies the provisions of ASC 740, *Income Taxes* (“ASC 740”), in accounting for uncertainty in income taxes. ASC 740 clarified the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. The Company has elected to classify interest and penalties related to an uncertain tax position (if and when required) as part of income tax expense in the consolidated statements of comprehensive income (loss). As of and for the years ended December 31, 2020, 2021 and 2022, the amounts of unrecognized tax benefits as well as interest and penalties associated with uncertainty in income taxes were insignificant.



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Segment information

In accordance with ASC 280-10, *Segment Reporting: Overall* (“ASC 280-10”), the Company’s chief operating decision maker (“CODM”) has been identified as the Chief Executive Officer, who makes resource allocation decisions and assesses performance based on the consolidated financial results as a whole. As a result, the Company has only one reportable segment. As the Company’s long-lived assets and revenue are substantially located in and derived from the PRC, no geographical segment is presented.

Comprehensive income (loss)

Comprehensive income (loss) is defined as the changes in equity of the Company during a period from transactions and other events and circumstances excluding transactions resulting from investments by owners and distributions to owners. For each of the periods presented, the Company’s comprehensive income (loss) includes net income, foreign currency translation adjustments and unrealized (losses) gains on available-for-sale securities and is presented in the consolidated statements of comprehensive income (loss).

Fair value measurements

Accounting guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

Accounting guidance establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Accounting guidance establishes three levels of inputs that may be used to measure fair value:

Level 1 Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 Unobservable inputs which are supported by little or no market activity.

Accounting guidance also describes three main approaches to measuring the fair value of assets and liabilities: (1) market approach; (2) income approach and (3) cost approach. The market approach uses prices and other relevant information generated from market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to convert future amounts to a single present value amount. The measurement is based on the value indicated by current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace an asset.

Financial assets and liabilities of the Company primarily consist of cash and cash equivalents, restricted cash, short-term investment, finance lease receivables, financing receivables, other current assets, short-term and long-term debts, derivative financial liability, accrued expenses and other liabilities. The carrying amounts of these financial instruments, except for short-term equity securities, financing receivables, derivative financial liability, non-current portion of restricted cash, non-current finance lease receivables and long-term debts, approximate their fair values because of their generally short maturities. The short-term equity security was valued based on broker quotes. The derivative financial liability was valued based on inputs derived from or corroborated by observable market data. The carrying amount of non-current portion of restricted cash, financing receivables, non-current finance lease receivables and long-term debts approximates their fair values due to the fact that the related interest rates approximate rates currently offered by financial institutions for similar debt instruments of comparable maturities.



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Share-based compensation

The Company accounts for share-based compensation in accordance with ASC 718, *Compensation – Stock Compensation* (“ASC 718”).

The Company recognizes the compensation costs net of estimated forfeitures using the straight-line method, over the applicable vesting period for each separately vesting portion of the award. In addition, the Company recognizes one-off compensation costs for the award which could be vested immediately upon grant on the grant date. The estimate of forfeitures is adjusted over the requisite service period to the extent that actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures is recognized through a cumulative catch-up adjustment in the period of change and also impact the amount of share-based compensation expense to be recognized in future periods.

The Company, with the assistance of an independent third-party valuation firm, determined the fair value of share-based options granted to employees.

Earnings (losses) per share

The Company computes earnings (losses) per Class A and Class B ordinary shares in accordance with ASC 260, *Earnings Per Share* (“ASC 260”), using the two-class method. Under the provisions of ASC 260, basic earnings (losses) per share is computed using the weighted average number of ordinary shares outstanding during the period except that it does not include unvested ordinary shares subject to repurchase or cancellation.

Diluted earnings (losses) per share is computed using the weighted average number of ordinary shares and, if dilutive, potential ordinary shares outstanding during the period. Potentially dilutive securities have been excluded from the computation of diluted net income per share if their inclusion is anti-dilutive. Potential ordinary shares consist of the incremental ordinary shares issuable upon the exercise of stock options and restricted shares subject to forfeiture. The dilutive effect of outstanding stock options and restricted shares is reflected in diluted earnings (losses) per share by application of the treasury stock method. The computation of the diluted earnings (losses) per Class A ordinary share assumes the conversion of Class B ordinary shares to Class A ordinary shares, while diluted earnings (losses) per Class B ordinary share does not assume the conversion of such shares.

The liquidation and dividend rights of the holders of the Company’s Class A and Class B ordinary shares are identical, except with respect to voting rights. As a result, and in accordance with ASC 260, the undistributed earnings for each year are allocated based on the contractual participation rights of the Class A and Class B ordinary shares as if the earnings for the year had been distributed. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis. Further, as the conversion of Class B ordinary shares is assumed in the computation of the diluted earnings (losses) per Class A ordinary share, the undistributed earnings are equal to net income for that computation.

For the purposes of calculating the Company’s basic and diluted earnings (losses) per Class A and Class B ordinary shares, the ordinary shares relating to the options that were exercised are assumed to have been outstanding from the date of exercise of such options.

Government grants

Government subsidies generally consist of financial subsidies received from provincial and local governments for operating a business in their jurisdictions and compliance with specific policies promoted by the local governments. The eligibility to receive such benefits and amount of financial subsidy to be granted are determined at the discretion of the relevant government authorities. Such grants have no condition attached and allow the Company full discretion in utilizing the funds and are used by the Company for general corporate purposes. The Company recognize government grants as other income when cash is received from the government. For the amount recognized in other income, please refer to note 15.



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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Convenience translation for financial statements presentation

Translations of amounts from RMB into US\$ for the convenience of the reader have been calculated at the exchange rate of RMB6.8972 per US\$1.00 on December 30, 2022, as published on the website of the United States Federal Reserve Board. No representation is made that the RMB amounts could have been, or could be, converted into U.S. dollars at such rate.

Impact of COVID-19

Since January 2020 to June 2022, the COVID-19 pandemic has spread around the world. The continued spread of COVID-19, despite progress in vaccination efforts, has negatively impacted our business and results of operations. COVID-19 has also caused volatility in the global financial markets and threatened a slowdown in the global economy, which may negatively affect our business, results of operations, and financial condition. the COVID-19 pandemic severely disrupted the domestic automotive industry. The Company’s automobile trading income, loan facilitated income and other related income declined while the M1+ and M3+ overdue ratio rose compared to 2021.

China began to modify its zero-COVID policy at the end of 2022, and most of the travel restrictions and quarantine requirements were lifted in December 2022. There remains uncertainty as to the future impact of the virus, especially in light of this change in policy. The extent to which the COVID-19 pandemic impacts the Company’s long-term results will depend on future developments which are highly uncertain, unpredictable and beyond the Company’s control, including the frequency, duration and extent of outbreaks of COVID-19, the appearance of new variants with different characteristics, the effectiveness of efforts to contain or treat cases, and future governmental actions that may be taken in response to these developments, such as measures to stimulate the general economy to improve business conditions. As a result, certain of the Company’s estimates and assumptions, including allowance for accounts receivable, allowance for financing receivables, allowance for finance lease receivables, allowance for contract assets, fair value of risk assurance liabilities, intangible assets with indefinite lives, valuation allowance for deferred tax assets and goodwill impairment require significant judgments and involve a higher degree of variability that could result in material changes to the Company’s current estimates in future periods.



CANGO INC.

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FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Significant risks and uncertainties

Currency convertibility risk

Substantially all of the Company’s businesses are transacted in RMB, which is not freely convertible into foreign currencies. All foreign exchange transactions take place either through the People’s Bank of China (“PBOC”) or other authorized financial institution at exchange rates quoted by PBOC. Approval of foreign currency payments by the PBOC or other regulatory institutions requires submitting a payment application form together with suppliers’ invoices and signed contracts.

Concentration of credit risk

Financial assets that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents, restricted cash, short-term investments, financing receivables, finance lease receivables and accounts receivable.

The Company places its cash and cash equivalents and short-term investments, with reputable financial institutions which have high-credit ratings. There has been no recent history of default related to these financial institutions.

The Company manages credit risk of accounts receivable, financing receivables and finance lease receivables through ongoing monitoring of the outstanding balances. As of December 31, 2021 and 2022, the Company had no single customer with a balance exceeding 10% of the total accounts receivable, financing receivables, and finance lease receivables.

Concentration of customers

Approximately provision of services to two financial institutions which individually contributed to over 10% revenue derive 36.5% in total (22.3% and 14.2%, respectively) for the years ended December 31, 2020, to only one financial institution contributed to over 10% derives 16.8% of revenue for the year ended December 31, 2021 and to two automobile trading customers contributed to over 10% derives 27.2% in total (14.2% and 13.0%, respectively) of revenue for the year ended December 31, 2022, respectively.

Interest rate risk

The Company is exposed to interest rate risk on its interest-bearing assets and liabilities. As part of its asset and liability risk management, the Company reviews and takes appropriate steps, including using derivative financial instruments to economically manage its interest rate exposures on its interest-bearing assets and liabilities. The Company has not been exposed to material risks due to changes in market interest rates.

Borrower default risk

The Company entered into certain risk assured facilitation arrangements whereby it is obligated to purchase delinquent loans from financial institutions. The Company’s operating results could be adversely affected by a significant increase in the overall borrower default rate for loans facilitated under such arrangements. The Company manages its borrowers’ default risk by performing credit checks on each prospective borrower and ongoing monitoring of the Company overall loan portfolio facilitated through the risk assured facilitation arrangement.

Business and economic risk

The Company believes that changes in any of the following areas could have a material adverse effect on the Company’s future financial position, results of operations or cash flows; changes in the overall demand for services; competitive pressures due to new entrants; advances and new trends in new technologies and industry standards; changes in certain strategic relationships; regulatory considerations and risks associated with asset quality and credit assessment; the Company’s ability to expand or maintain or effectively manage relationships with existing network of dealers and online automotive advertising platforms and to attract prospective car buyers and risks related to the COVID-19 pandemic. The Company’s operations could also be adversely affected by significant political, regulatory, economic and social uncertainties in the PRC.

Comparative Information

Certain items in the consolidated financial statements have been adjusted to conform with the current year’s presentation to facilitate comparison.



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(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Recently adopted accounting pronouncements

In February 2016, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2016-02, *Leases (Topic 842)* (“ASU 2016-02”). ASU 2016-02 specifies the accounting for leases. For operating leases, ASU 2016-02 requires a lessee to recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, in its balance sheet. The standard also requires a lessee to recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term, on a generally straight-line basis. The Company adopted ASU 2016-02 on January 1, 2022 using the modified retrospective method by applying the new standard to all leases existing at the date of initial application and not restating comparable periods.

The Company elected the package of practical expedients for lessees as permitted under the transition guidance within the new standard. Accordingly, the Company has adopted these practical expedients and did not reassess: (i) whether any expired or existing contracts are or contains leases; (ii) lease classification for any expired or existing leases; (iii) initial direct costs for any existing leases. As a lessee, the Company also elected the practical expedient to account for non-lease components associated with leases and lease components as a single lease component and the short-term lease exemption for contracts with lease terms of 12 months or less.

The cumulative effect of the changes made to the Company’s consolidated balance sheet as of January 1, 2022 for the adoption of ASC 842, *Leases* (“ASC 842”) is as follows:

	Balance as of December 31, 2021 RMB	Adjustments due to the adoption of ASC 842 RMB	Balance as of January 1, 2022 RMB
Assets			
Operating lease right-of-use assets	—	88,431,758	88,431,758
Liabilities:			
Accrued expenses and other current liabilities	719,035,377	(5,181,785)	713,853,592
Short-term lease liabilities	—	10,403,216	10,403,216
Long-term lease liabilities	—	83,210,327	83,210,327

The impact of adopting ASC 842 on the Company’s consolidated balance sheet as of December 31, 2022 is as follows:

	As reported RMB	Balance without the adoption of ASC 842 RMB	Effect of change Higher/(lower) RMB
Assets:			
Operating lease right-of-use assets	80,726,757	—	80,726,757
Liabilities:			
Accrued expenses and other current liabilities	890,836,699	896,634,483	(5,797,784)
Short-term lease liabilities	9,913,073	—	9,913,073
Long-term lease liabilities	76,533,208	—	76,533,208

The adoption of the standard did not have significant impact on the Company’s net loss or cash flows for the year ended December 31, 2022.



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(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Recently adopted accounting pronouncements-continued

In December 2019, the FASB issued ASU 2019-12, *Simplifying the Accounting for Income Taxes-Income Taxes (Topic 740)* (“ASU 2019-12”). The amendments in this update simplify the accounting for income taxes by removing the some of the exceptions and simplify the accounting for income taxes. The ASU is effective for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. The Company has adopted this guidance on its consolidated financial statement for the year ended December 31, 2022. The standard update did not have a material impact on the Company’s financial position, results of operations and cash flows.

In November 2021, the FASB issued ASU 2021-10, *Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance* (“ASU 2021-10”), which provides guidance on the disclosure of transactions with a government that are accounted for by applying a grant or contribution accounting model by analogy. The guidance is required to be applied either prospectively to all transactions within the scope of ASU 2021-10 that are reflected in financial statements at the date of adoption and new transactions that are entered into after the date of adoption or retrospectively to those transactions. The guidance is effective for annual periods beginning after December 15, 2021. The Company adopted this guidance on January 1, 2022 with no material impact on the Company’s financial position, results of operations and cash flows.



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(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Recent accounting pronouncements

As a company with less than US\$1.07 billion in revenue for the last fiscal year, the Company qualifies as an “emerging growth company”, or EGC, pursuant to the Jumpstart Our Business Startups Act of 2012, as amended, or the JOBS Act. An EGC may take advantage of specified reduced reporting and other requirements that are otherwise applicable generally to public companies. These provisions include a provision 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. The Company will take advantage of the extended transition period.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments — Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments and respective amendments* (“ASU 2016-13”). ASU 2016-13 is intended to improve financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. This ASU requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This ASU requires enhanced disclosures to help investors and other financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of the Company’s portfolio. These disclosures include qualitative and quantitative requirements that provide additional information about the amounts recorded in the financial statements. In November 2018, the FASB issued ASU No. 2018-19, *Codification Improvements to Topic 326, Financial Instruments — Credit Losses* (“ASU 2018-19”), which amends ASU 2016-13 to clarify that receivables arising from operating leases are not within the scope of Subtopic 326-20, and instead, impairment of such receivables should be accounted for in accordance with Topic 842, Leases. ASU 2016-13 and ASU 2018-19 are effective for fiscal years and interim periods within those years beginning after December 15, 2022, with early adoption permitted as of the fiscal years beginning after December 15, 2018. An entity will apply the amendments in these updates through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (that is, a modified-retrospective approach). In February 2020, the FASB issued ASU 2020-02, *Financial Instruments—Credit Losses (Topic 326) and Leases (Topic 842)—Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 119 and Update to SEC Section on Effective Date Related to Accounting Standards Update No. 2016-02, Leases (Topic 842)* (“ASU 2020-02”). For Credit Losses (Topic 326), it added the accounting for loan losses by registrants engaged in lending activities subject to Topic 326. This staff interpretation applies to all registrants that are creditors in loan transactions that, individually or in the aggregate, have a material effect on the registrant’s financial condition. Upon adoption of the standard on January 1, 2023, the Company recorded approximate RMB302 million (US\$44 million) increase to risk assurance liabilities, approximate RMB15 million (US\$2 million) increase to the allowance for finance lease receivables, approximate RMB14 million (US\$2 million) increase in the allowance for financing receivables and approximate RMB3 million (US\$0.4 million) increase to the allowance of other current and non-current assets. After adjusting for deferred taxes, approximate RMB307 million (US\$44 million) decrease was recorded in retained earnings through a cumulative-effect adjustment.

In September 2022, the FASB issued ASC 2022-04, *Liabilities—Supplier Finance Programs (Subtopic 405-50) Disclosure of Supplier Finance Program Obligations* (“ASC 2022-04”). The amendment in this update requires that a buyer in a supplier finance program disclose sufficient information about the program to allow a user of financial statements to understand the program’s nature, activity during the period, changes from period to period, and potential magnitude. To achieve that objective, the buyer should disclose qualitative and quantitative information about its supplier finance programs. ASC 2022-04 is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, except for the amendment on roll forward information, which is effective for fiscal years beginning after December 15, 2023. The amendments in this update should be applied retrospectively to each period in which a balance sheet is presented, except for the amendment on roll forward information, which should be applied prospectively. The Company is evaluating the effects, if any, of the adoption of these guidance on the Company’s financial position, results of operations and cash flows.



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3. SHORT-TERM INVESTMENTS

As of December 31, 2022, short-term investments include as follows: (a) wealth management products mainly issued by China CITIC Bank Co., Ltd., Industrial Bank Co., Ltd., and Industrial and Commercial Bank of China Limited, which are redeemable by the Company at any time; (b) time deposit mainly placed in Bank of Shanghai (Hong Kong) Limited and Citibank, N.A., Hong Kong Branch ranging from three months to one year.

	As of December 31,		
	2021	2022	
	RMB	RMB	US\$
Debt securities:			
Held-to-maturity time deposit	1,803,362,875	1,373,910,523	199,198,301
Equity securities:			
Marketable wealth management products	330,857,592	567,522,325	82,283,003
Marketable investment in Li Auto*	464,715,237	—	—
Total short-term investments	<u>2,598,935,704</u>	<u>1,941,432,848</u>	<u>281,481,304</u>

* The Company classified the investment in Li Auto as equity investments with readily determinable fair value. The security was valued using the market approach based on the quoted prices in active markets at the reporting date. The Company classified the valuation techniques that use these inputs as Level 1 of fair value measurements. In the first quarter of 2022, the company disposed all the remaining equity securities in Li Auto.

The gross unrecognized gain or loss on the held-to-maturity time deposit was RMB nil and RMB nil (US\$ nil) as of December 31, 2021 and 2022, respectively. For the years ended December 31, 2020, 2021 and 2022, interest income related to debt securities was RMB34,901,335, RMB26,373,471 and RMB43,732,652 (US\$6,340,639), respectively.

Changes in fair value due to the fluctuation of the share price are recognized in net gain (loss) on equity securities while changes in fair value due to the fluctuation of the foreign exchange rate are recognized in other comprehensive income (loss).

4. ACCOUNTS RECEIVABLE, NET

Accounts receivable and the related allowance for doubtful accounts are summarized as follows:

	As of December 31,		
	2021	2022	
	RMB	RMB	US\$
Accounts receivable	223,544,396	266,836,951	38,687,721
Less: Allowance for doubtful accounts	—	—	—
Accounts receivable, net	<u>223,544,396</u>	<u>266,836,951</u>	<u>38,687,721</u>

No amounts have been written off during the years ended December 31, 2021 and 2022, respectively.

5. GOODWILL

The changes in the carrying amount of goodwill for the years ended December 31, 2021 and 2022 were as follows:

	As of December 31,	
	RMB	US\$
Balance at December 31, 2020	145,063,857	22,232,009
Goodwill acquired	3,594,114	563,995
Balance at December 31, 2021	<u>148,657,971</u>	<u>23,327,680</u>
Balance at December 31, 2022	<u>148,657,971</u>	<u>21,553,380</u>



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6. FINANCE LEASE RECEIVABLES, NET

6.1 Finance lease receivables consists of the following:

	As of December 31,		
	2021	2022	
	RMB	RMB	US\$
Finance lease receivables	2,716,511,586	1,161,811,131	168,446,780
Add: unamortized initial direct costs	388,585	380,815	55,213
Less: unearned income	(241,256,613)	(80,532,057)	(11,676,051)
Less: allowance for finance lease receivables—collective	(32,216,759)	(22,171,266)	(3,214,531)
Total finance lease receivables, net	2,443,426,799	1,059,488,623	153,611,411
Finance lease receivables—current	1,414,164,625	799,438,656	115,907,710
Finance lease receivables—non-current	1,029,262,174	260,049,967	37,703,701

6.2 The following table presents the future minimum lease payments to be received:

	2023	2024	2025	2026	2027	Total
	RMB	RMB	RMB	RMB	RMB	RMB
Finance lease receivables	848,241,938	252,549,195	40,854,903	17,453,736	2,711,359	1,161,811,131
	US\$	US\$	US\$	US\$	US\$	US\$
Finance lease receivables	122,983,521	36,616,191	5,923,404	2,530,554	393,110	168,446,780

6.3 The following table presents the aging of finance lease receivables principal as of December 31, 2021 and 2022:

	As of December 31,		
	2021	2022	
	RMB	RMB	US\$
Aging of finance lease receivables principal:			
Current	2,366,189,534	1,018,749,298	147,704,764
1-30 days past due	90,969,086	38,193,025	5,537,468
31-60 days past due	6,290,856	9,008,588	1,306,122
61-90 days past due	3,656,847	4,917,323	712,945
91-120 days past due	3,868,995	3,545,621	514,067
121-150 days past due	2,201,790	2,951,294	427,897
151-180 days past due	2,466,450	4,294,740	622,679
	2,475,643,558	1,081,659,889	156,825,942

6.4 Movement of allowance for finance lease receivables is as follows:

	As of December 31,		
	2021	2022	
	RMB	RMB	US\$
Balance at the beginning of the year	23,726,420	32,216,759	4,670,991
Additions	25,839,117	51,609,763	7,482,712
Charge-offs	(17,348,778)	(61,655,256)	(8,939,172)
Balance at the end of the year	32,216,759	22,171,266	3,214,531



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7. PREPAYMENTS AND OTHER CURRENT ASSETS

Prepayments and other current assets consist of the following:

	Notes	As of December 31,		
		2021	2022	
		RMB	RMB	US\$
Prepayments for vehicles	i	712,544,814	962,460,729	139,543,687
Other receivables from third parties	ii	33,092,696	204,582,786	29,661,716
Deposits held by third parties		48,176,225	77,096,144	11,177,890
Vehicles	iii	131,722,840	53,570,863	7,767,045
Accrued input value-added tax		22,922,301	23,456,305	3,400,845
Prepaid expenses		9,977,021	8,638,899	1,252,523
Interest receivables		5,655,031	4,960,332	719,181
Others		18,857,709	22,055,970	3,197,815
		982,948,637	1,356,822,028	196,720,702

- (i) Prepayments for vehicles represents the prepayments to the automobile suppliers when the Company acts as a principal.
- (ii) Other receivables from third parties mainly represents the prepayments on behalf of the car dealer buyers when the Company acts as an agent in the automobile trading business.
- (iii) Inventory of the vehicles is stated at the lower of cost or net realizable value. Inventory cost is determined by specific identification. Net realizable value is the estimated selling price less costs to complete, dispose and transport the vehicles. There were no write-downs or any substantial and unusual losses of vehicles recorded for the years ended December 31, 2020, 2021 and 2022.

8. INTANGIBLE ASSETS

Intangible assets consist of the following:

	As of December 31,		
	2021	2022	
	RMB	RMB	US\$
Finite-lived intangible asset:			
Software	5,796,893	9,440,222	1,368,704
Less: Accumulated amortization	(2,956,852)	(4,213,847)	(610,950)
Total finite-lived intangible asset	2,840,041	5,226,375	757,754
Indefinite-lived intangible asset:			
License*	43,091,503	43,091,503	6,247,680
Total indefinite-lived intangible asset	43,091,503	43,091,503	6,247,680
	45,931,544	48,317,878	7,005,434

Amortization expenses of finite-lived intangible asset for the years ended December 31, 2020, 2021 and 2022 were RMB393,547, RMB588,456 and RMB1,256,995 (US\$182,247), respectively.

The estimated useful life of the intangible assets are 6-10 years. The estimated aggregate amortization expenses for each of the five succeeding fiscal years are as follows:

	As of December 31,				
	2023	2024	2025	2026	2027
	RMB	RMB	RMB	RMB	RMB
Software	1,257,606	1,010,211	996,352	937,541	904,884
	US\$	US\$	US\$	US\$	US\$
Software	182,336	146,467	144,457	135,931	131,196

- * The Company acquired Fushun Insurance Brokerage Co., Ltd in 2019. The acquisition met the “substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets” criteria and is not considered a business combination in accordance with ASC 805.



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9. SHORT-TERM AND LONG-TERM DEBTS

Short-term debts consist of the following:

Name	Fixed annual rate (%)	Term	As of December 31, 2021	
			RMB	US\$
Short-term borrowings	3.75%-6.50%	1-12 months	579,776,131	

Name	Fixed annual rate (%)	Term	As of December 31, 2022	
			RMB	US\$
Short-term borrowings	1.45%-5.25%	1-12 months	349,299,134	50,643,614

Long-term debts consist of the following:

Name	Fixed annual rate (%)	Term	As of December 31, 2021	
			RMB	US\$
Co-financing debt payables (i)	5.50%-6.60%	24-36 months	954,444,171	
Long-term borrowings	4.45%-6.00%	15-36 months	469,941,863	
			1,424,386,034	

Name	Fixed annual rate (%)	Term	As of December 31, 2022	
			RMB	US\$
Co-financing debt payables (i)	5.50%-6.60%	24-36 months	361,120,106	52,357,493
Long-term borrowings	4.45%-6.50%	20-36 months	279,892,587	40,580,611
			641,012,693	92,938,104

- (i) The Company provides consumer loans to borrowers through commercial banks. The Company is required to make scheduled payments to the commercial banks regardless of borrower repayments.

Financing lease receivables amounting to RMB945,403,768 were collateralized for a majority of short-term borrowings and long-term borrowings as of December 31, 2021, and RMB360,725,648 (US\$52,300,303) were collateralized for a majority of short-term borrowings and long-term borrowings as of December 31, 2022.

The weighted average interest rate for the outstanding debts was approximately 5.72% and 4.47% as of December 31, 2021 and 2022. The aggregate amounts of unused lines of credit for short-term borrowings were RMB615 million and RMB620 million (US\$90 million), and for long-term borrowings were RMB1,012 million and RMB1,244 million (US\$180 million) as of December 31, 2021 and 2022, respectively.

The following table sets forth the contractual obligations of long-term debts—non-current which has not included impact of discount of time value as of December 31, 2021 and 2022:

	Payment due by period			
	Less than 1 year	1 - 2 years	2 -3 years	Total
As of December 31, 2021 (RMB)				
Long-term debts – non-current	29,956,101	490,167,979	24,730,673	544,854,753
As of December 31, 2022 (RMB)				
Long-term debts – non-current	4,086,053	76,963,214	681,629	81,730,896
As of December 31, 2022 (US\$)				
Long-term debts – non-current	592,422	11,158,617	98,827	11,849,866

**CANGO INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued****FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022****(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)****10. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES**

Accrued expenses and other current liabilities consist of the following:

	Notes	As of December 31,		
		2021	2022	
		RMB	RMB	US\$
Short-term contract liability (net of tax)		292,386,075	422,429,761	61,246,558
Accrued output value-added tax		33,471,335	35,757,905	5,184,409
Customer advances	i	77,811,758	145,841,630	21,145,049
Notes Payable	ii	123,803,438	123,436,000	17,896,538
Deposit due to third-parties		18,891,289	45,333,662	6,572,763
Payable to dealers		50,680,407	14,080,249	2,041,444
Payable to employees		34,285,667	9,627,567	1,395,866
Other tax payables		16,494,783	9,575,306	1,388,289
Accrued professional service fees		8,697,657	5,198,272	753,679
Payable to suppliers		4,003,912	2,119,516	307,301
Interest payable		2,667,405	1,040,927	150,920
Derivative financial liability		5,346,389	—	—
Others		50,495,262	76,395,904	11,076,368
		<u>719,035,377</u>	<u>890,836,699</u>	<u>129,159,184</u>

- (i) Customer advances relate to automobile customer’s deposit balances that are paid to secure the automobiles before a purchase contract is executed.
- (ii) In the ordinary course of business, the Company uses non-interest bearing bank acceptance drafts to settle payment with the automobile suppliers. The balance of restricted cash deposited as collateral for such notes payable was RMB51,793,630 and RMB136,671,970 (US\$19,815,573) as of December 31, 2021 and 2022, respectively. The aggregate amounts of unused lines of credit for notes payable was RMB921 million and RMB597 million (US\$87 million) as of December 31, 2021 and 2022, respectively.

11. RISK ASSURANCE LIABILITIES

The movement of risk assurance liabilities during the years ended December 31, 2021 and 2022 are as follows:

	As of December 31,		
	2021	2022	
	RMB	RMB	US\$
Balance at the beginning of the year	460,829,299	699,022,914	101,348,795
Fair value of risk assurance liabilities upon the inception of new loans	443,831,604	45,521,150	6,599,946
Performed risk assurance liabilities	(403,388,438)	(642,104,046)	(93,096,335)
Net loss on risk assurance liabilities	197,750,449	299,863,403	43,476,107
Balance at the end of the year	<u>699,022,914</u>	<u>402,303,421</u>	<u>58,328,513</u>

The maximum potential undiscounted future payment which the Company would be required to make under its risk assurance obligation is RMB31,335,737,264 and RMB16,506,729,778 (US\$2,393,250,852) as of December 31, 2021 and 2022, respectively. The Company changed terms of risk assurance with a financial institution in 2021. The term of the risk assurance obligation ranges from 12 months to 60 months, as of December 31, 2021 and 2022.



CANGO INC.

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12. LEASE

Operating lease arrangements

The Company leases facilities in the PRC under non-cancelable operating leases expiring on different dates. Payments under operating leases are expensed on a straight-line basis over the periods of the respective leases. The Company’s lease agreements are entered into with third parties and usually have a renewal option with an advance notice period of one to twelve months, and no restrictions or contingent rents.

Operating lease costs were RMB15,945,782 (US\$2,311,921) for the year ended December 31, 2022, which excluded short-term lease costs. Short-term lease costs were RMB3,686,856 (US\$534,544) for the year ended December 31, 2022. The rental expenses for the year ended December 31, 2021 were RMB24,733,825. For the years ended December 31, 2021 and 2022, no lease costs for operating leases were capitalized.

As of December 31, 2022, the weighted average remaining lease term was 6.3 years and the weighted average discount rate as of December 31, 2022 is 6.15% for the Company’s operating leases.

Supplemental cash flow information related to operating leases was as follows:

	2022	
	RMB	US\$
Cash payments for operating leases	15,480,126	2,244,407
Operating ROU assets obtained in exchange for new operating lease liabilities	5,068,377	734,846
Operating ROU assets released in exchange for operating lease liabilities	2,023,201	293,337

Maturities of lease liabilities as of December 31, 2022 were as follows:

	RMB	US\$
Year ending December 31,		
2023	15,419,265	2,235,583
2024	15,275,454	2,214,733
2025	14,077,075	2,040,984
2026	13,859,582	2,009,451
2027	14,583,165	2,114,360
2028 and thereafter	32,700,933	4,741,189
Total lease payment	105,915,474	15,356,300
Less: imputed interest	(19,469,193)	(2,822,768)
Present value of lease liabilities	86,446,281	12,533,532

The undiscounted future minimum payments under non-cancelable operating leases as of December 31, 2021, prior to the adoption of ASC842 were as follows:

	RMB
Year ending December 31,	
2022	15,710,485
2023	14,124,342
2024	13,873,588
2025	13,459,582
2026	13,459,582
2027 and thereafter	48,629,836
Total	119,257,415



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13. COST OF REVENUE

Cost of revenue consists of the following:

	For the years ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
Cost of vehicle	619,227,148	2,210,715,054	1,580,778,797	229,191,382
Staff cost	73,975,397	105,771,335	105,613,337	15,312,494
Leasing interest expense*	132,322,922	119,692,726	61,128,565	8,862,809
Commission to car dealerships	117,985,878	375,702,902	26,756,550	3,879,335
Staff incentive	84,046,881	61,894,967	—	—
Others	70,562,523	84,232,888	55,812,524	8,092,055
	<u>1,098,120,749</u>	<u>2,958,009,872</u>	<u>1,830,089,773</u>	<u>265,338,075</u>

* Leasing interest expense refers to interest expense on borrowings by the Company that are directly used to fund finance lease receivables.

14. NET GAIN (LOSS) ON EQUITY SECURITIES, NET

Net gain (loss) on equity securities consists of the following:

	For the years ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
Unrealized gain on equity securities still held at the reporting date	3,315,475,734	45,804,034	—	—
Net realized gain (loss) on equity securities during the period	37,905,479	(58,795,556)	(9,810,585)	(1,422,402)
	<u>3,353,381,213</u>	<u>(12,991,522)</u>	<u>(9,810,585)</u>	<u>(1,422,402)</u>



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

15. OTHER INCOME, NET

Other income consists of the following:

	For the years ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
Government subsidy	35,888,591	35,384,908	15,321,092	2,221,350
Others	13,250,746	6,526,681	36,745,626	5,327,615
	<u>49,139,337</u>	<u>41,911,589</u>	<u>52,066,718</u>	<u>7,548,965</u>

16. INCOME TAXES*Cayman Islands*

Under the current laws of the Cayman Islands, the Company is not subject to tax on income or capital gains. Additionally, upon payment of dividends by the Company to its shareholders, no Cayman Islands withholding tax will be imposed.

Hong Kong

Under the Hong Kong tax laws, subsidiaries in Hong Kong are subject to the Hong Kong profits tax rate at 16.5% and they may be exempted from income tax on their foreign-derived income and there are no withholding taxes in Hong Kong on remittance of dividends.

China

The Enterprise Income Tax Law (the “EIT Law”) of the PRC includes a provision specifying that legal entities organized outside PRC will be considered residents for Chinese income tax purposes if their place of effective management or control is within PRC. If legal entities organized outside PRC were considered residents for Chinese income tax purpose, they would become subject to the EIT Law on their worldwide income. This would cause any income from legal entities organized outside PRC earned to be subject to PRC’s 25% EIT. The Implementation Rules to the EIT Law provides that non-resident legal entities will be considered as PRC residents if substantial and overall management and control over the manufacturing and business operations, personnel, accounting, and properties, etc. reside within PRC.

The VIEs’ subsidiaries domiciled in the PRC are subject to 25% statutory income tax rate in the periods presented.

Despite the present uncertainties resulting from the limited PRC tax guidance on the issue, the Company does not believe that the legal entities organized outside PRC should be characterized as PRC residents for EIT Law purposes.

In accordance with EIT Law, a qualified “High and New Technology Enterprise” (“HNTE”) is eligible for a preferential tax rate of 15%. An entity must file required supporting documents with the tax authority and ensure fulfillment of the relevant criteria before being granted the preferential rate. Upon expiration of the certificate, an entity can further re-apply for the preferential rate. One of the PRC subsidiaries, Shanghai Cango Investment and Management Consultation Service Co., Ltd., was granted HNTE certificate on April 2019 for the years ended December 31, 2018, 2019 and 2020. Another PRC subsidiary, Fushun Insurance Brokerage Co. Ltd., was granted HNTE certificate on March 2021 for the years ended December 31, 2020, 2021 and 2022. The impact of the concessionary rate on the group’s effective tax rate reconciliation is noted in the section below.

Under the current EIT Law, capital gains derived from PRC are subject to a 10% PRC withholding tax.

Under the current EIT Law, dividends for earnings paid by PRC entities to any of their foreign non-resident enterprise investors are subject to a 10% withholding tax. A lower tax rate will be applied if tax treaty or arrangement benefits are available. Capital gains derived from PRC are also subject to a 10% PRC withholding tax.



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

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16. INCOME TAXES - CONTINUED

The Company’s net income (loss) before income taxes consists of:

	For the years ended December 31,			
	2020 RMB	2021 RMB	2022 RMB	US\$
Cayman Islands	3,309,525,351	(37,599,025)	28,219,345	4,091,420
Hong Kong	(14,414,430)	(14,883,394)	(16,096,157)	(2,333,723)
China	448,162,790	64,790,713	(886,634,531)	(128,549,921)
Net income (loss) before income taxes	3,743,273,711	12,308,294	(874,511,343)	(126,792,224)

The current and deferred component of income tax expenses which were substantially attributable to the Company’s PRC subsidiaries, VIEs and subsidiaries of the VIEs, are as follows:

	For the years ended December 31,			
	2020 RMB	2021 RMB	2022 RMB	US\$
Current income tax expense	121,701,686	603,765,914	(134,629,133)	(19,519,390)
Deferred income tax expense (benefit)	248,151,964	(582,913,268)	371,325,673	53,837,162
Total income tax expense	369,853,650	20,852,646	236,696,540	34,317,772

The principal components of the deferred tax assets and liabilities are as follows:

	For the years ended December 31,		
	2021 RMB	2022 RMB	US\$
Non-current deferred tax assets			
Risk assurance liabilities	276,221,432	361,992,619	52,483,996
Provision for credit losses	194,973,439	255,231,296	37,005,059
Contract assets	7,495,619	—	—
Short-term and long-term lease liabilities	—	20,181,689	2,926,070
Customer advances	5,552,404	5,136,587	744,735
Fair value change on derivative instruments	1,336,597	—	—
Net operating loss carry-forward	16,959,870	67,815,707	9,832,353
Less: valuation allowance	(16,959,870)	(447,965,176)	(64,948,845)
Non-current deferred tax assets, net	485,579,491	262,392,722	38,043,368
Non-current deferred tax liabilities			
Acquisition of insurance brokerage license	(10,724,126)	(10,724,126)	(1,554,852)
Unrealized gain on long-term investment	(11,009,130)	(11,009,130)	(1,596,174)
Contract assets	—	(168,704,122)	(24,459,798)
Operating lease right-of-use assets	—	(20,181,689)	(2,926,070)
Withholding tax	(40,746,914)	—	—
Others	—	(7)	(1)
Non-current deferred tax liabilities	(62,480,170)	(210,619,074)	(30,536,895)



CANGO INC.

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16. INCOME TAXES - CONTINUED

The Company had deferred tax assets related to net operating loss carry forwards of RMB271,262,828 (US\$39,329,413) from its subsidiaries in China, which can be carried forward to offset taxable income. The net operating loss of these subsidiaries will expire in years 2023 to 2032 if not utilized, respectively.

The Company operates through its WFOE and VIEs and evaluates the potential realization of deferred tax assets on an entity basis. The Company recorded valuation allowance against deferred tax assets of those entities that were in cumulative financial loss and are not forecasting profits in the near future as of December 31, 2021 and 2022. In making such determination, the Company also evaluated a variety of factors including the Company’s operating history, accumulated deficit, existence of taxable temporary differences and reversal periods.

Reconciliation between the income tax expense computed by applying the PRC tax rate to income before the provision of income taxes and the actual provision for income taxes is as follows:

	For the years ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
Income (loss) before provision of income tax	3,743,273,711	12,308,294	(874,511,343)	(126,792,224)
PRC statutory income tax rate	25%	25%	25%	25%
Income tax at statutory tax rate	935,818,428	3,077,074	(218,627,836)	(31,698,057)
Tax rate differential	(852,831,321)	5,070,813	(6,593,155)	(955,918)
Over-accrued EIT for previous years	—	—	(2,025,370)	(293,651)
Impact of tax rate change	(35,511,678)	—	(878,656)	(127,393)
Non-deductible expenses	19,219,052	19,443,641	41,193,294	5,972,465
Research and development super-deduction	(10,970,775)	(10,177,551)	(7,943,499)	(1,151,699)
Non-taxable income	(982,266)	—	(382,978)	(55,527)
Change in valuation allowance	(2,412,144)	9,894,006	433,465,580	62,846,603
Withholding tax	317,524,354	(6,455,337)	(1,510,840)	(219,051)
Income tax expenses	<u>369,853,650</u>	<u>20,852,646</u>	<u>236,696,540</u>	<u>34,317,772</u>

The Company did not record any outside basis tax differences related to its investments in the subsidiaries in the PRC because management asserted to indefinitely reinvest the undistributed earnings of the subsidiaries in the PRC. As of December 31, 2021 and 2022, the cumulative amount of the temporary differences in respect of investments in foreign subsidiaries is RMB1,951 million and RMB1,848 million (US\$268 million). Upon repatriation of the foreign subsidiaries and the VIEs’ earnings, in the form of dividends or otherwise, the Company would be subject to withholding income tax.

Unrecognized Tax Benefit

As of December 31, 2021 and 2022, the Company concluded that there was no significant impacts from tax uncertainty in its consolidated financial results. The Company does not expect the amount of unrecognized tax benefits would increase significantly in the next 12 months. In general, the PRC tax authorities have up to five years to conduct examinations of the tax filings of the Company’s PRC subsidiaries. Accordingly, the PRC subsidiaries’ tax years of 2017 through 2022 remain open to examination by the respective tax authorities. The Company may also be subject to the examinations of the tax filings in other jurisdictions, which are not material to the consolidated financial statements.



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17. EARNINGS (LOSSES) PER SHARE (“EPS”)

Basic earnings (losses) per share is computed using the weighted average number of the ordinary shares outstanding during the period. Diluted earnings (losses) per share is computed using the weighted average number of ordinary shares and potential ordinary shares outstanding during the period under the treasury stock method. Upon completion of the Company’s IPO on July 26, 2018, all redeemable convertible preferred shares were converted into 169,239,905 Class A ordinary shares. Basic and diluted EPS are the same for each class of ordinary share because they are entitled to the same liquidation and dividend rights.

The following table sets forth the computation of basic and diluted net income per share for the years ended December 31, 2020, 2021 and 2022:

Basic EPS:	For the years ended December 31,							
	2020		2021		2022			
	Class A Ordinary Shares	Class B Ordinary Shares	Class A Ordinary Shares	Class B Ordinary Shares	Class A Ordinary Shares		Class B Ordinary Shares	
RMB	RMB	RMB	RMB	RMB	US\$	RMB	US\$	
<i>Numerator:</i>								
Net income (loss) attributable to Cango Inc’s shareholders	2,513,009,017	856,508,830	(6,374,737)	(2,169,615)	(815,323,647)	(118,210,814)	(295,884,236)	(42,899,182)
<i>Denominator:</i>								
Number of shares used for Basic EPS computation (millions of shares)	224.10	76.38	216.28	73.61	201.10	201.10	72.98	72.98
Basic EPS	11.21	11.21	(0.03)	(0.03)	(4.05)	(0.59)	(4.05)	(0.59)



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17. EARNINGS (LOSSES) PER SHARE (“EPS”) - CONTINUED

Diluted EPS:	For the years ended December 31,							
	2020		2021		2022			
	Class A Ordinary Shares RMB	Class B Ordinary Shares RMB	Class A Ordinary Shares RMB	Class B Ordinary Shares RMB	Class A Ordinary Shares		Class B Ordinary Shares	
				RMB	US\$	RMB	US\$	
Numerator:								
Net income (loss) attributable to ordinary shareholders	2,522,647,912	846,869,935	(6,374,737)	(2,169,615)	(815,323,647)	(118,210,814)	(295,884,236)	(42,899,182)
Reallocation of net income as a result of conversion of Class B to Class A shares	846,869,935	—	(2,169,615)	—	(295,884,236)	(42,899,182)	—	—
Net income (loss) attributable to ordinary shareholders for diluted EPS	3,369,517,847	846,869,935	(8,544,352)	(2,169,615)	(1,111,207,883)	(161,109,996)	(295,884,236)	(42,899,182)
Denominator: (millions of shares)								
Number of shares used for basic EPS computation	224.10	76.38	216.28	73.61	201.10	201.10	72.98	72.98
Weighted average effect of dilutive securities:								
Conversion of Class B to Class A ordinary shares	76.38	—	73.61	—	72.98	72.98	—	—
Adjustments for dilutive share options	3.42	—	—	—	—	—	—	—
Number of shares used for diluted EPS computation	303.90	76.38	289.89	73.61	274.08	274.08	72.98	72.98
Diluted EPS	11.09	11.09	(0.03)	(0.03)	(4.05)	(0.59)	(4.05)	(0.59)
Earnings (losses) per share – ADS:								
Denominator used for earnings (losses) per ADS – basic	112.05		108.14		100.55	100.55		
Denominator used for earnings (losses) per ADS – diluted	151.95		144.95		137.04	137.04		
Earnings (losses) per ADS – basic	22.43		(0.06)		(8.11)	(1.18)		
Earnings (losses) per ADS – diluted	22.18		(0.06)		(8.11)	(1.18)		



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18. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurement* (“ASC 820”) establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 – Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – Include observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Unobservable inputs which are supported by little or no market activity.

ASC 820 describes three main approaches to measuring the fair value of assets and liabilities: (1) market approach; (2) income approach and (3) cost approach. The market approach uses prices and other relevant information generated from market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to convert future amounts to a single present value amount. The measurement is based on the value indicated by current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace an asset.

Assets and Liabilities Measured or Disclosed at Fair Value on a recurring basis

In accordance with ASC 820, the Company measures short-term investment, equity investments with readily determinable fair value and derivatives instruments on a recurring basis. The fair value of time deposits is determined based on the prevailing interest rates in the market. The fair value of wealth management products is measured based on observable market prices, when available. If observable market prices are not available, the Company determines fair value based using a market-based discount rate and considers recent market transactions, experience with similar securities, and current business conditions. The fair value of derivative financial liability is measured base on inputs derived from or corroborated by observable market data. In 2020, upon the completion of Li Auto IPO, the fair value of the Company’s investment in the equity security of publicly listed company is measured using quoted market prices.

The Company did not transfer any assets in or out of level 3 during the years ended December 31, 2021 and 2022.

The following table summarizes the Company’s financial assets and financial liabilities measured and recorded at fair value on recurring basis as of December 31, 2021:

	As of December 31, 2021			Total RMB
	Active market (Level 1) RMB	Observable input (Level 2) RMB	Non-observable input (Level 3) RMB	
Asset:				
Short-term investment	464,715,237	2,134,220,467	—	2,598,935,704
Liability:				
Derivative financial liability	—	5,346,389	—	5,346,389



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18. FAIR VALUE MEASUREMENTS - CONTINUED

The following table summarizes the Company’s financial assets and financial liabilities measured and recorded at fair value on recurring basis as of December 31, 2022:

	As of December 31, 2022			
	Active market (Level 1)	Observable input (Level 2)	Non-observable input (Level 3)	Total
	RMB	RMB	RMB	RMB
Asset:				
Short-term investment	—	1,941,432,848	—	1,941,432,848

	As of December 31, 2022			
	Active market (Level 1)	Observable input (Level 2)	Non-observable input (Level 3)	Total
	US\$	US\$	US\$	US\$
Assets:				
Short-term investment	—	281,481,304	—	281,481,304



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19. SHARE-BASED COMPENSATION

On May 25, 2018, the Board of Directors of Cango Inc. approved the Employee Stock Ownership Plan (the “ESOP”) for the purpose of providing incentives and rewards to employees and executives who contribute to the success of the Company’s operations, and approved 27,845,526 options under the ESOP. The exercise price for such options is US\$1.7951 per share. Options under the Company’s plan vest over a total period of 4 years from the grant date, pursuant which 50% of the options will vest upon the second anniversary of the grant date and 25% of the options will vest upon the third anniversary and fourth anniversary of the grant date, respectively. Any unvested options will be forfeited upon termination of a grantee’s employment with the Company, unless otherwise determined by the plan’s administrator.

In May 2018, the Company granted 5,569,105 options (Batch 1) to certain eligible employees. In February 2019, the Company granted another 5,569,105 options (Batch 2). In October 2020, the Company granted another 8,353,658 options (Batch 3). In May 2021, the Company granted another 8,454,422 options (Batch 4). On August 1, 2022, the Company granted another 28,000 options (Batch 5-1) and 1,585,000 options (Batch 5-2). Part of the options granted in Batch 5-1, Batch 5-2 and Batch 4 are redistribution of previously forfeited options to different eligible employees.

On April 22, 2022, the Company’s Board of Directors authorized the grant of an option to purchase 6,000,000 Class A Ordinary Shares to Mr. Xiaojun Zhang and an option to purchase 6,000,000 Class A Ordinary Shares to Mr. Jiayuan Lin. Such Share Options are granted in consideration of Mr. Zhang and Mr. Lin’s roles in guiding the Company’s profitable investment in Li Auto Inc., and shall vest immediately upon grant, and have an exercise price of US \$1.2951 per Class A Ordinary Share. The option was granted on June 16, 2022.

According to the terms of the ESOP, in the event of the Company distributing cash dividend other than normal cash dividends to its shareholders which affects the price of ordinary shares, an adjustment is required for all outstanding options under the ESOP to reflect such change with respect to exercise price per share.

On March 11, 2021, the Company’s Board of Directors approved a special cash dividend of US\$0.50 per ordinary share based on the Company’s outstanding ordinary shares. This special cash dividend, aggregating approximately RMB955.4 million (US\$147.1 million) was paid to shareholders of record as of the close of trading on March 22, 2021 (Eastern Time). The exercise price of all unexercised options of the ESOP was adjusted from US\$1.7951 per share to US\$1.2951 per share from March 22, 2021.

On April 22, 2022, the Company’s Board of Directors approved a special cash dividend of US\$0.50 per ordinary share based on the Company’s outstanding ordinary shares. This special cash dividend, aggregating approximately RMB913.3 million (US\$136.6 million) was paid to shareholders (netted with dividend received related with treasury shares) of record as of the close of trading on May 25, 2022 (Eastern Time). The exercise price of all unexercised options of the ESOP was adjusted from US\$1.2951 per share to US\$0.7951 per share from June 16, 2022.

On October 11, 2022, the Company’s Board of Directors approved a special cash dividend of US\$0.50 per ordinary share based on the Company’s outstanding ordinary shares. This special cash dividend, aggregating approximately RMB957.7 million (US\$134.8 million) was paid to shareholders of record as of the close of trading on October 24, 2022 (Eastern Time). The exercise price of all unexercised options of the ESOP was adjusted from US\$0.7951 per share to US\$0.2951 per share from November 24, 2022.

Prior to the Company’s IPO, the estimated fair value of the Company’s ordinary shares at their respective grant dates, was determined with the assistance of an independent third-party valuation firm. Upon the completion of IPO, the estimated fair value of the Company’s ordinary shares was based on the Company’s share price. The risk-free interest rate for periods within the contractual life of the options is based on the U.S. treasury yield curve in effect at the time of grant for a term consistent with the contractual term of the awards. Expected volatility is estimated based on the historical volatility ordinary shares of several comparable companies in the same industry. The dividend yield is estimated based on the Company’s expected dividend policy over the expected term of the options. The expected exercise multiple is estimated by management based on changes in intrinsic value of the option and likelihood of early exercises by employees, which the Company believes is representative of the future.



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CANGO INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued****FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022****(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)****19. SHARE-BASED COMPENSATION-CONTINUED**

The Company uses the binomial tree option pricing model to estimate the fair value of share options with the assistance of an independent third-party valuation firm. The assumptions used to value the share options granted to employees were as follows:

	As of May 25, 2018, (date of inception) Batch 1	As of February 15, 2019, (date of inception) Batch 2	As of October 15, 2020, (date of inception) Batch 3	As of May 1, 2021, (date of inception) Batch 4	As of June 16, 2022, (date of inception)	As of August 1, 2022, (date of inception) Batch 5-1	As of August 1, 2022, (date of inception) Batch 5-2
Risk-free interest rate (%)	2.93	2.66	0.74	0.74	3.20	2.59	2.59
Volatility (%)	38.70	38.70	37.60	38.00	47.80	48.10	48.10
Expected exercise multiple	2.80	2.30	2.30	2.30	2.80	2.80	2.20
Dividend yield	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expected life (in years)	10.00	10.00	10.00	10.00	10.00	10.00	10.00
Exercise price (US\$)	1.7951	1.7951	1.7951	1.2951	0.7951	0.7951	0.7951
Fair value of ordinary shares (RMB)	37.82	26.80	19.03	21.72	10.52	8.66	8.66

The Company recognized compensation cost for the share options on a graded vesting basis. The total share-based compensation expenses recognized by the Company for the share option granted were RMB78,754,828, RMB87,634,835 and RMB158,522,520 (US\$22,983,605) for the years ended December 31, 2020, 2021 and 2022, respectively. The total fair value of options vested during the years ended December 31, 2020, 2021 and 2022 were RMB70,486,300, RMB80,710,465 and RMB95,854,700 (US\$13,897,625), respectively.

A summary of option activity under the ESOP is as follows:

	Number of options	Weighted average exercise price RMB	Weighted average Grant date fair value RMB	Aggregate Intrinsic Value RMB
Balance, December 31, 2019	10,826,997	12	32	
Granted	8,353,658	12	19	
Exercised	(600,014)	12	38	8,104,920
Forfeited	(69,914)	12	24	
Balance, December 31, 2020	18,510,727	12	26	
Granted	8,454,422	8	22	
Exercised	(737,228)	11	30	13,715,140
Forfeited	(281,151)	9	22	
Balance, December 31, 2021	25,946,770	8	25	
Granted	13,613,000	5	10	
Exercised	(1,817,288)	4	25	5,086,872
Forfeited	(1,687,224)	6	20	
Balance, December 31, 2022	36,055,258	2	20	
Vested or expected to vest at December 31, 2022	35,974,369	2		89,299,258
Exercisable at December 31, 2022	21,567,181	2		53,536,263



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

19. SHARE-BASED COMPENSATION - CONTINUED

As of December 31, 2022, total unrecognized compensation expense relating to unvested options of Batch 1, Batch 2, Batch 3, Batch 4, Batch 5-1 and Batch 5-2 was RMB nil (US\$ nil), RMB687,362 (US\$99,658), RMB13,786,408 (US\$1,998,841), RMB39,997,694 (US\$5,799,120), RMB123,670 (US\$17,930) and RMB6,666,956 (US\$966,618) respectively. The expense of Batch 1, Batch 2, Batch 3, Batch 4, Batch 5-1 and Batch 5-2 is expected to be recognized over a weighted-average period of nil years, 0.13 years, 1.42 years, 1.52 years, 2.38 years and 2.38 years, respectively, and a weighted-average remaining contractual term of Batch 1, Batch 2, Batch 3, Batch 4, Batch 5-1 and Batch 5-2 is 5.40 years, 6.13 years, 7.79 years, 8.34 years, 9.59 years and 9.59 years, respectively. Cash received from option exercise under all share-based payment for the years ended December 31, 2022, 2021 and 2020, was RMB7,041,437 (US\$1,020,912), RMB8,236,613 and RMB6,693,715, respectively.

For the years ended December 31, 2020, 2021 and 2022, the Company allocated share-based compensation expense as follows:

	For the years ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
Cost of revenue	3,075,317	4,927,484	4,160,056	603,152
Sales and marketing	16,003,486	15,311,101	14,691,410	2,130,054
General and administrative	55,590,630	63,035,444	135,888,877	19,702,035
Research and development	4,085,395	4,360,806	3,782,177	548,364
	<u>78,754,828</u>	<u>87,634,835</u>	<u>158,522,520</u>	<u>22,983,605</u>

20. COMMITMENTS AND CONTINGENCIES

Capital commitments

The Company’s capital commitments primarily relate to commitments in connection with the expansion and improvement of its network infrastructure. Total capital commitments contracted but not yet reflected in the financial statements amounted to RMB770,000 (US\$111,640) as of December 31, 2022. Almost all of the commitments relating to the network infrastructure are to be fulfilled within one year.

Legal contingencies

The Company is not currently involved in any legal proceedings which could result in material loss contingencies.

Risk assurance contingencies

The Company estimated and accrued for the contingent loss related to the risk assurance liability as disclosed in Note 11.



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

21. ORDINARY SHARES

On October 9, 2017 and November 29, 2017, the Company issued 124,969,987 ordinary shares in total with par value of US\$0.0001 to its shareholders in connection with the incorporation of the Company (Note 1). As of December 31, 2017, 372,138,271 ordinary shares were authorized and 124,969,987 ordinary shares were issued and outstanding, respectively.

Upon completion of the Company’s IPO on July 26, 2018, 169,239,905 Class A ordinary shares were issued upon conversion of all redeemable convertible preferred shares. The rights of the holders of Class A and Class B ordinary shares are identical, except with respect to voting and conversion rights. Each share of Class A ordinary shares is entitled to one vote per share and is not convertible into Class B ordinary shares under any circumstances. Each share of Class B ordinary shares is entitled to twenty votes per share and is convertible into one Class A ordinary share at any time by the holder thereof. Upon any transfer of Class B ordinary shares by the holder thereof to any person or entity that is not an affiliate of such holder, such Class B ordinary shares would be automatically converted into an equal number of Class A ordinary shares.

Upon completion of the Company’s IPO, 8,000,000 Class A ordinary shares (4,000,000 ADS equivalent) were issued on July 30, 2018, and 600,000 Class A ordinary shares (300,000 ADS equivalent) were issued on August 6, 2018 pursuant to the underwriters’ partial exercise of their option to purchase additional ADSs.

On June 17, 2019, one Class A ordinary share was cancelled. On June 26, 2019, 609,805 shares Class B ordinary shares were converted to equivalent number of Class A ordinary shares. On August 14, 2019, 1,737,238 shares Class B ordinary shares were converted to equivalent number of Class A ordinary shares.

On May 27, 2020, one Class A ordinary share was cancelled. On September 14, 2020, 2,000,000 shares Class B ordinary shares were converted to equivalent number of Class A ordinary shares.

On April 27, 2021, 2,000,000 shares Class B ordinary shares were converted to equivalent number of Class A ordinary shares.

As of December 31, 2022, there were 229,831,213 and 72,978,677 Class A and Class B ordinary shares issued, 196,605,493 and 72,978,677 Class A and Class B ordinary shares outstanding respectively.



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

22. TREASURY SHARES

On June 5, 2019, the Board of Directors of the Company authorized a share repurchase program (“Share Repurchase Program 2019”), pursuant to which the Company was authorized to repurchase its own issued and outstanding American depositary shares (“ADSs”) up to an aggregate value of US\$10 million from the open market, in negotiated transactions off the market, or through other legally permissible means in accordance with applicable securities laws from time to time. On July 19, 2019, the Company repurchased an aggregate of 431,556 ADSs, representing 863,112 Class A ordinary shares under the Share Repurchase Program 2019, at an average price of \$6.95 per ADS, for US\$2,999,314 (RMB20,638,881).

On May 29, 2020, the Company entered ADS Repurchase Agreements with Minghuai L.P., Xiehuai L.P. and Haitong International Investment Holding Limited which repurchased an aggregate of 1,398,516 ADSs, under Share Repurchase Program 2019, representing 2,797,032 Class A ordinary shares, at an average price of \$5.00 per ADS, for US\$6,992,580 (RMB49,219,318) in 2020.

On March 2, 2021 and August 19, 2021, the Board of Directors of the Company authorized two share repurchase program (“Share Repurchase Programs 2021”), respectively, pursuant to which the Company may repurchase up to total US\$100 million worth of its outstanding (i) American depositary shares (“ADSs”), each representing two Class A ordinary shares, and/or (ii) Class A ordinary shares over the next 12 months starting from the effective date (the “Effective Date”) of the Share Repurchase Programs 2021.

On March 15, 2021, the Company entered ADS Repurchase Agreements with Xiehuai L.P. which repurchased an aggregate of 3,000,000 ADSs, under Share Repurchases Programs 2021, representing 6,000,000 Class A ordinary shares, at an average price of \$9.45 per ADS, for US\$28,350,000 (RMB184,728,600).

On April 22, 2022, the Board of Directors of the Company authorized a new share repurchase program (the “New Share Repurchase Program”) under which the Company may repurchase up to US\$50 million worth of its outstanding (i) American depositary shares (“ADSs”), each representing two Class A ordinary shares, and/or (ii) Class A ordinary shares over the next 12 months starting from April 25, 2022.

On September 28, 2022, the Company entered ADS Repurchase Agreements with Xiehuai L.P. which repurchased an aggregate of 1,735,027 ADSs under the New Share Repurchase Program, representing 3,470,054 Class A ordinary shares, at an average price of \$2.30 per ADS, for US\$3,991,729 (RMB28,791,942).

Under Share Repurchase Programs 2021 and New Share Repurchase Program, the Company may repurchase its ADSs from time to time through open market transactions at prevailing market prices, privately negotiated transactions, block trades or any combination thereof. In 2022, the Company repurchased another aggregate of 4,124,098 ADSs, representing 8,248,196 Class A ordinary shares under the Share Repurchase Programs 2021 and New Share Repurchase Program.

As of December 31, 2022, the Company repurchased an aggregate of 18,190,125 ADSs, representing 36,380,250 Class A ordinary shares under the Share Repurchase Program 2019, Share Repurchase Programs 2021 and New Share Repurchase Program, at an average price of \$5.16 per ADS, for US\$93,776,334 (RMB620,094,680). As of December 31, 2022, 3,154,530 Class A ordinary shares were transferred to employees when they exercise their ESOP. The remaining balance of treasury shares represents 33,225,720 Class A ordinary shares, at an average price of \$5.12 per ADS, for US\$85,045,883 (RMB559,005,216). These shares were recorded at their purchase cost on the consolidated balance sheets and have not been cancelled as of December 31, 2022.



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

23. RESTRICTED NET ASSETS

The Company is a holding company with no material operations of its own and conducts the operations primarily through its PRC subsidiaries and the VIEs. As an offshore holding company, the Company is permitted under PRC laws and regulations to provide funding from the proceeds of its offshore fundraising activities to its PRC subsidiaries only through loans or capital contributions, and to its VIEs only through loans, in each case subject to the satisfaction of the applicable government registration and approval requirements.

The Company’s ability to pay dividends is primarily dependent on the Company receiving distributions of funds from its subsidiaries. Relevant PRC statutory laws and regulations permit payments of dividends by the VIEs and subsidiaries of the VIEs incorporated in PRC only out of their retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. The consolidated results of operations reflected in the consolidated financial statements prepared in accordance with U.S. GAAP differ from those reflected in the statutory financial statements of the Company’s subsidiaries.

Under PRC law, the Company’s subsidiaries, VIEs and the subsidiaries of the VIEs located in the PRC (collectively referred as the “PRC entities”) are required to provide for certain statutory reserves, namely a general reserve, an enterprise expansion fund and a staff welfare and bonus fund. The PRC entities are required to allocate at least 10% of their after tax profits on an individual company basis as determined under PRC accounting standards to the statutory reserve and has the right to discontinue allocations to the statutory reserve if such reserve has reached 50% of registered capital on an individual company basis. In addition, the registered capital of the PRC entities is also restricted.

Appropriations to the enterprise expansion fund and staff welfare and bonus fund are at the discretion of the Board of Directors of the subsidiary. The PRC entities are also subject to similar statutory reserve requirements. These reserves can only be used for specific purposes and are not transferable to the Company in the form of loans, advances or cash dividends.

For the years ended December 31, 2020, 2021 and 2022, there were no other material assets transferred, and there were no dividends or distributions between the Company, the Company’s subsidiaries and the VIEs for the periods presented. In addition, the Company’s subsidiaries do not intend to pay dividends or fully settle amounts due to the Company. Amounts restricted that include paid in capital and statutory reserve funds, as determined pursuant to PRC GAAP, are RMB6,301 million and RMB5,621million (US\$815 million) as of December 31, 2021 and 2022, respectively.

24. SUBSEQUENT EVENTS

Pursuant to the New Share Repurchase Program authorized on April 22, 2022, the Company had repurchased 350,812 ADSs from the open market with cash in the aggregate amount of approximately US\$410,482 during the period from January 1, 2023 to April 17, 2023.

On April 21, 2023, the Company announced that its board of directors has authorized a new share repurchase program under which the Company may repurchase up to US\$50 million worth of its outstanding (i) American depositary shares (“ADSs”), each representing two Class A ordinary shares, and/or (ii) Class A ordinary shares over the next 12 months starting from April 25, 2023.



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

FOR THE YEARS ENDED DECEMBER 31, 2020, 2021 and 2022

(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

25. CONDENSED FINANCIAL INFORMATION OF THE PARENT COMPANY

The following is the condensed financial information of the Company on a parent company only basis.

Condensed balance sheets

	As of December 31,		
	2021 RMB	2022 RMB	US\$
ASSETS			
Current assets			
Cash and cash equivalents	857,888,496	85,823,048	12,443,172
Short-term investments	1,679,107,862	1,149,961,626	166,728,763
Short-term amounts due from subsidiaries (other than WFOE)	738,960,885	402,663,708	58,380,750
Other current assets	1,964,886	4,395,552	637,295
Total Current assets	3,277,922,129	1,642,843,934	238,189,980
Non-current assets			
Investments in subsidiaries	64,698,500	54,820,009	7,948,154
Contractual interest in the VIEs and VIEs' subsidiaries*	3,965,065,845	2,978,731,315	431,875,444
Total non-current assets	4,029,764,345	3,033,551,324	439,823,598
Total assets	7,307,686,474	4,676,395,258	678,013,578
LIABILITIES			
Current liabilities			
Short-term amounts due to subsidiaries (other than WFOE)	—	34,502,715	5,002,423
Other current liabilities	276,372,739	319,983,531	46,393,251
Total current liabilities	276,372,739	354,486,246	51,395,674
Other non-current liabilities	40,746,914	7	1
Total non-current liabilities	40,746,914	7	1
Total liabilities	317,119,653	354,486,253	51,395,675
Shareholders' equity			
Class A Ordinary shares (par value of US\$0.0001 per share; 420,674,280 shares authorized as of December 31, 2021 and 2022, respectively; 229,831,213 shares issued and 206,506,455 shares outstanding as of December 31, 2021; 229,831,213 shares issued and 196,605,493 shares outstanding as of December 31, 2022)	154,483	154,483	22,398
Class B Ordinary shares (par value of US\$0.0001 per share; 79,325,720 shares authorized as of December 31, 2021 and 2022, respectively; 72,978,677 shares issued and outstanding as of December 31, 2021; 72,978,677 shares issued and outstanding as of December 31, 2022)	49,777	49,777	7,217
Treasury shares	(485,263,213)	(559,005,216)	(81,048,138)
Additional paid-in capital	4,671,769,821	4,805,240,472	696,694,379
Accumulated other comprehensive (loss) income	(187,517,110)	66,359,902	9,621,281
Retained earnings	2,991,373,063	9,109,587	1,320,766
Total shareholders' equity	6,990,566,821	4,321,909,005	626,617,903
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	7,307,686,474	4,676,395,258	678,013,578



CANGO INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued

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(Amounts in Renminbi (“RMB”) and U.S. dollars (“US\$”), except for number of shares and per share data)

25. CONDENSED FINANCIAL INFORMATION OF THE PARENT COMPANY - CONTINUED

Condensed statements of comprehensive income (loss)

	For the years ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
General and administrative	(11,854,536)	(10,079,685)	(7,443,140)	(1,079,154)
Interest income	1,889,711	4,440,117	26,502,229	3,842,462
Foreign exchange loss	(706,543)	(390,858)	(411,971)	(59,730)
Net gain (loss) on equity securities	3,315,475,734	(27,278,116)	(14,671,470)	(2,127,163)
Share of income (loss) of subsidiaries	(17,947,567)	(15,118,076)	(9,705,617)	(1,407,182)
Contractual interests in the VIEs and VIEs' subsidiaries*	395,464,418	37,717,412	(1,131,232,451)	(164,013,288)
Other income	4,725,168	1,928,027	24,251,883	3,516,195
Other expense	(4,184)	(6,218,510)	(8,186)	(1,187)
Net income (loss) before income taxes	3,687,042,201	(14,999,689)	(1,112,718,723)	(161,329,047)
Income tax expense	(317,524,354)	6,455,337	1,510,840	219,051
Net income (loss)	3,369,517,847	(8,544,352)	(1,111,207,883)	(161,109,996)
Other comprehensive income (loss), net of tax	(234,817,165)	(72,130,683)	253,877,012	36,808,707
Total comprehensive income (loss), net of tax	3,134,700,682	(80,675,035)	(857,330,871)	(124,301,289)

Condensed statements of cash flows

	For the years ended December 31,			
	2020	2021	2022	
	RMB	RMB	RMB	US\$
Net income (loss)	3,369,517,847	(8,544,352)	(1,111,207,883)	(161,109,996)
Net gain (loss) on equity securities	(3,315,475,734)	27,278,116	14,671,470	2,127,163
Share of income (loss) of subsidiaries	17,947,567	15,118,076	9,705,617	1,407,182
Contractual interests in the VIEs and VIEs' subsidiaries*	(395,464,418)	(37,717,412)	1,131,232,451	164,013,288
Changes in operating assets and liabilities	310,474,194	(6,320,138)	(182,850)	(26,513)
Net cash (used in) provided by operating activities	(13,000,544)	(10,185,710)	44,218,805	6,411,124
Net cash provided by investing activities	456,658,680	2,150,227,042	1,028,108,135	149,061,668
Net cash used in financing activities	(310,709,163)	(1,391,602,116)	(1,969,849,465)	(285,601,326)
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(19,238,574)	(5,443,535)	125,457,077	18,189,566
Net increase (decrease) in cash and cash equivalents and restricted cash	113,710,399	742,995,681	(772,065,448)	(111,938,968)
Cash and cash equivalents and restricted cash at beginning of the year	1,182,416	114,892,815	857,888,496	124,382,140
Cash and cash equivalents and restricted cash at end of the year	114,892,815	857,888,496	85,823,048	12,443,172

* It represents the primary beneficiary's share of income or loss generated from the VIEs and their subsidiaries.

Basis of presentation

Condensed financial information is used for the presentation of the Company, or the parent company. The condensed financial information of the parent company has been prepared using the same accounting policies as set out in the Company's consolidated financial statements except that the parent company used the equity method to account for investment in its subsidiaries and VIEs.

The parent company records its investment in its subsidiaries and VIEs under the equity method of accounting as prescribed in ASC 323, *Investments – Equity Method and Joint Ventures* (“ASC 323”). Such investments are presented on the condensed balance sheets as “Investment in subsidiaries and VIEs” and their respective profit or loss as “Equity in profits of subsidiaries and VIEs” on the condensed statements of comprehensive income (loss). Equity method accounting ceases when the carrying amount of the investment, including any additional financial support, in a subsidiary and VIEs is reduced to zero unless the parent company has guaranteed obligations of the subsidiary and VIEs or is otherwise committed to provide further financial support. If the subsidiary and VIEs subsequently reports net income, the parent company shall resume applying the equity method only after its share of that net income equals the share of net losses not recognized during the period the equity method was suspended.

The parent company's condensed financial statements should be read in conjunction with the Company's consolidated financial statements.



Equity Interest Pledge Agreement

This Equity Interest Pledge Agreement (this “Agreement”) has been executed by and among the following parties on _____, 2022 in Shanghai, the People’s Republic of China (“China” or the “PRC”):

- Party A:** Can Gu Long (Shanghai) Information Technology Consulting Services Co., Ltd. (hereinafter “Pledgee”), a wholly foreign owned enterprise, organized and existing under the laws of the PRC, with its address at Room 3001, Building 13, No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai;
- Party B:** (hereinafter “Pledgor”), a PRC citizen, with ID number ; and
- Party C:** Shanghai Yungu Haoche Electronic Technology Co., Ltd., a limited liability company organized and existing under the laws of the PRC, with its address at Room 418, Building 13, No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai (Shanghai Chongming Modern Agricultural Park).

In this Agreement, each of Pledgee, Pledgor and Party C shall be referred to as a “Party” respectively, and they shall be collectively referred to as the “Parties”.

Whereas:

1. As of the date hereof, the Pledgor holds RMB _____ in the registered capital of Party C. Party C is a limited liability company registered in Shanghai, China. Party C acknowledges the respective rights and obligations of Pledgor and Pledgee under this Agreement, and intends to provide any necessary assistance in registering the Pledge;
2. Pledgee is a wholly foreign-owned enterprise registered in China. Pledgee and Party C have executed an Exclusive Business Cooperation Agreement (as defined below) in Shanghai; Party C, Pledgee and Pledgor have executed an Exclusive Option Agreement (as defined below); Pledgor has executed a Power of Attorney (as defined below) in favor of Pledgee;
3. To ensure that Party C and Pledgor fully perform their obligations under the Exclusive Business Cooperation Agreement, the Exclusive Option Agreement and the Power of Attorney, Pledgor hereby pledges to the Pledgee all of the equity interest that Pledgor holds in Party C as security for Party C’s and Pledgor’s obligations under the Exclusive Business Cooperation Agreement, the Exclusive Option Agreement and the Power of Attorney.

To perform the provisions of the Transaction Documents (as defined below), the Parties have mutually agreed to execute this Agreement upon the following terms.

1. Definitions

Unless otherwise provided herein, the terms below shall have the following meanings:

- 1.1 **Pledge:** shall refer to the security interest granted by Pledgor to Pledgee pursuant to Section 2 of this Agreement, i.e., the right of Pledgee to be paid in priority with the Equity Interest based on the monetary valuation that such Equity Interest is converted into or from the proceeds from auction or sale of the Equity Interest.
- 1.2 **Equity Interest:** shall refer to RMB _____ in the registered capital of Party C currently held by Pledgor, and all of the equity interest hereafter acquired by Pledgor in Party C.
- 1.3 **Term of Pledge:** shall refer to the term set forth in Section 3 of this Agreement.
- 1.4 **Transaction Documents:** shall refer to the Exclusive Business Cooperation Agreement executed by and between Party C and Pledgee on _____, 2022 (the “Exclusive Business Cooperation Agreement”), the Exclusive Option Agreement executed by and among Party C, Pledgee and Pledgor on _____, 2022 (the “Exclusive Option Agreement”), Power of Attorney executed on _____, 2022 by Pledgor (the “Power of Attorney”) and any modification, amendment and restatement to the aforementioned documents.



- 1.5 Contract Obligations: shall refer to all the obligations of Pledgor under the Exclusive Option Agreement, the Power of Attorney and this Agreement; all the obligations of Party C under the Exclusive Business Cooperation Agreement, the Exclusive Option Agreement and this Agreement.
- 1.6 Secured Indebtedness: shall refer to all the direct, indirect and derivative losses and losses of anticipated profits, suffered by Pledgee, incurred as a result of any Event of Default. The amount of such loss shall be calculated in accordance with the reasonable business plan and profit forecast of Pledgee, the consulting and service fees payable to Pledgee under the Exclusive Business Cooperation Agreement, all expenses occurred in connection with enforcement by Pledgee of Pledgor's and/or Party C's Contract Obligations and etc.
- 1.7 Event of Default: shall refer to any of the circumstances set forth in Section 7 of this Agreement.
- 1.8 Notice of Default: shall refer to the notice issued by Pledgee in accordance with this Agreement declaring an Event of Default.

2. Pledge

- 2.1 Pledgor agrees to pledge all the Equity Interest as security for performance of the Contract Obligations and payment of the Secured Indebtedness under this Agreement. Party C hereby assents that Pledgor pledges the Equity Interest to the Pledgee pursuant to this Agreement.
- 2.2 During the term of the Pledge, Pledgee is entitled to receive dividends distributed on the Equity Interest. Pledgor may receive dividends distributed on the Equity Interest only with prior written consent of Pledgee. Dividends received by Pledgor on Equity Interest after deduction of all applicable taxes paid by Pledgor shall be, as required by Pledgee, (1) deposited into an account designated and supervised by Pledgee and used to secure the Contract Obligations and pay the Secured Indebtedness prior and in preference to make any other payment; or (2) unconditionally donated to Pledgee or any other person designated by Pledgee to the extent permitted under applicable PRC laws.
- 2.3 Pledgor may subscribe for capital increase in Party C only with prior written consent of Pledgee. Any equity interest obtained by Pledgor as a result of Pledgor's subscription of the increased registered capital of the Company shall also be deemed as Equity Interest.
- 2.4 In the event that Party C is required by PRC law to be liquidated or dissolved, any interest distributed to Pledgor upon Party C's dissolution or liquidation (after deduction of all applicable taxes paid by Pledgor) shall, upon the request of the Pledgee, be (1) deposited into an account designate and supervised by Pledgee and used to secure the Contract Obligations and pay the Secured Indebtedness prior and in preference to make any other payment; or (2) unconditionally donated to Pledgee or any other person designated by Pledgee to the extent permitted under applicable PRC laws.

3. Term of Pledge

- 3.1 The Pledge shall become effective on such date when the pledge of the Equity Interest contemplated herein is registered with relevant administration for market regulation (the "AMR"). The Pledge shall remain effective until all Contract Obligations have been fully performed and all Secured Indebtedness have been fully paid. Pledgor and Party C shall (1) register the Pledge in the shareholders' register of Party C within 3 business days following the execution of this Agreement, and (2) submit an application to the AMR for the registration of the Pledge of the Equity Interest contemplated herein within 30 business days following the execution of this Agreement or within the period otherwise agreed by the Pledgee. The parties covenant that for the purpose of registration of the above mentioned Pledge, the parties hereto and all other shareholders of Party C shall submit to the AMR this Agreement or an equity interest pledge contract in the form required by the AMR at the location of Party C which shall truly reflect the information of the Pledge hereunder (the "AMR Pledge Contract"). For matters not specified in the AMR Pledge Contract, the parties shall be bound by the provisions of this Agreement. Pledgor and Party C shall submit all necessary documents and complete all necessary procedures, as required by the PRC laws and regulations and the relevant AMR, to ensure that the Pledge of the Equity Interest shall be registered with the AMR as soon as possible after submission for filing.



3.2 During the Term of Pledge, in the event Pledgor and/or Party C fails to perform the Contract Obligations or pay Secured Indebtedness in any material aspect, Pledgee shall have the right, but not the obligation, to exercise the Pledge in accordance with the provisions of this Agreement.

4. Custody of Records for Equity Interest subject to Pledge

4.1 During the Term of Pledge set forth in this Agreement, Pledgor shall deliver to Pledgee's custody the capital contribution certificate for the Equity Interest and the shareholders' register containing the Pledge within one week from the execution of this Agreement. Pledgee shall have custody of such documents during the entire Term of Pledge set forth in this Agreement.

5. Representations and Warranties of Pledgor and Party C

As of the execution date of this Agreement, Pledgor and Party C hereby jointly and severally represent and warrant to Pledgee that:

- 5.1 Pledgor is the sole legal and beneficial owner of the Equity Interest.
- 5.2 Pledgee shall have the right to dispose of and transfer the Equity Interest in accordance with the provisions set forth in this Agreement.
- 5.3 Except for the Pledge, Pledgor has not placed any security interest or other encumbrance on the Equity Interest.
- 5.4 Pledgor and Party C have respectively obtained any and all corporate approvals and any and all consents and approval from third parties (if required) for execution, delivery and performance of this Agreement.
- 5.5 The execution, delivery and performance of this Agreement will not: (i) violate any relevant PRC laws; (ii) conflict with Party C's articles of association or other constitutional documents; (iii) result in any breach of or constitute any default under any contract or instrument to which it is a party or by which it is otherwise bound; (iv) result in any violation of any condition for the grant and/or maintenance of any permit or approval granted to any Party; or (v) cause any permit or approval granted to any Party to be suspended, cancelled or attached with additional conditions.

6. Covenants of Pledgor and Party C

- 6.1 During the term of this Agreement, Pledgor and Party C hereby jointly and severally covenant to the Pledgee:
 - 6.1.1 Pledgor shall not transfer the Equity Interest, place or permit the existence of any security interest or other encumbrance on the Equity Interest or any portion thereof, without the prior written consent of Pledgee, except for the performance of the Transaction Documents;
 - 6.1.2 Pledgor and Party C shall comply with the provisions of all laws and regulations applicable to the pledge of rights, and within five (5) days of receipt of any notice, order or recommendation issued or prepared by relevant competent authorities regarding the Pledge, shall present the aforementioned notice, order or recommendation to Pledgee, and shall comply with the aforementioned notice, order or recommendation or submit objections and representations with respect to the aforementioned matters upon Pledgee's reasonable request or upon consent of Pledgee;
 - 6.1.3 Pledgor and Party C shall promptly notify Pledgee of any event or notice received by Pledgor that may have an impact on the Equity Interest or any portion thereof, as well as any event or notice received by Pledgor that may have an impact on any guarantees and other obligations of Pledgor arising out of this Agreement;
 - 6.1.4 Party C shall complete the registration procedures for extension of the term of operation within three (3) months prior to the expiration of such term to maintain the validity of this Agreement.
- 6.2 Pledgor agrees that the rights acquired by Pledgee in accordance with this Agreement with respect to the Pledge shall not be interrupted or harmed by Pledgor or any heirs or representatives of Pledgor or any other persons through any legal proceedings.



- 6.3 To protect or perfect the security interest granted by this Agreement for the Contract Obligations and Secured Indebtedness, to the extent permissible under the applicable laws, Pledgor hereby undertakes to execute in good faith and to cause other parties who have an interest in the Pledge to execute all certificates, agreements, deeds and/or covenants required by Pledgee. Pledgor also undertakes to perform and to cause other parties who have an interest in the Pledge to perform actions required by Pledgee, to facilitate the exercise by Pledgee of its rights and authority granted thereto by this Agreement, and to enter into all relevant documents regarding ownership of Equity Interest with Pledgee or designee(s) of Pledgee (natural persons/legal persons). Pledgor undertakes to provide Pledgee within a reasonable time with all notices, orders and decisions regarding the Pledge that are required by Pledgee.
- 6.4 Pledgor hereby undertakes to comply with and perform all guarantees, promises, agreements, representations and conditions under this Agreement. In the event of failure or partial performance of its guarantees, promises, agreements, representations and conditions in any material aspect, Pledgor shall indemnify Pledgee for all losses resulting therefrom.

7. Event of Breach

- 7.1 The following circumstances shall be deemed Event of Default:
- 7.1.1 Pledgor's any breach to any obligations in any material aspect under the Transaction Documents and/or this Agreement.
- 7.1.2 Party C's any breach to any obligations under the Transaction Documents and/or this Agreement.
- 7.2 Upon notice or discovery of the occurrence of any circumstances or event that may lead to the aforementioned circumstances described in Section 7.1, Pledgor and Party C shall immediately notify Pledgee in writing accordingly.
- 7.3 Unless an Event of Default set forth in this Section 7.1 has been successfully resolved to Pledgee's satisfaction within twenty (20) days after the Pledgee and /or Party C delivers a notice to the Pledgor requesting ratification of such Event of Default, Pledgee may issue a Notice of Default to Pledgor in writing at any time thereafter, demanding the Pledgor to immediately exercise the Pledge in accordance with the provisions of Section 8 of this Agreement.

8. Exercise of Pledge

- 8.1 Pledgee shall issue a written Notice of Default to Pledgor when it exercises the Pledge.
- 8.2 Subject to the provisions of Section 7.3, Pledgee may exercise the right to enforce the Pledge at any time after the issuance of the Notice of Default in accordance with Section 8.1. Once Pledgee elects to enforce the Pledge, Pledgor shall cease to be entitled to any rights or interests associated with the Equity Interest.
- 8.3 After Pledgee issues a Notice of Default to Pledgor in accordance with Section 8.1, Pledgee may exercise any remedy measure under applicable PRC laws, the Transaction Documents and this Agreement, including but not limited to being paid in priority with the Equity Interest based on the monetary valuation that such Equity Interest is converted into or from the proceeds from auction or sale of the Equity Interest. The Pledgee shall not be liable for any loss incurred by its duly exercise of such rights and powers.
- 8.4 The proceeds from exercise of the Pledge by Pledgee shall be used to pay for tax and expenses incurred as result of disposing the Equity Interest and to perform Contract Obligations and pay the Secured Indebtedness to the Pledgee prior and in preference to any other payment. After the payment of the aforementioned amounts, the remaining balance shall be returned to Pledgor or any other person who have rights to such balance under applicable laws or be deposited to the local notary public office where Pledgor resides, with all expense incurred being borne by Pledgor. To the extent permitted under applicable PRC laws, Pledgor shall unconditionally donate the aforementioned proceeds to Pledgee or any other person designated by Pledgee.
- 8.5 Pledgee may exercise any remedy measure available simultaneously or in any order. Pledgee may exercise the right to being paid in priority with the Equity Interest based on the monetary valuation that such Equity Interest is converted into or from the proceeds from auction or sale of the Equity Interest under this Agreement, without exercising any other remedy measure first.



- 8.6 Pledgee is entitled to designate an attorney or other representatives to exercise the Pledge on its behalf, and Pledgor or Party C shall not raise any objection to such exercise.
- 8.7 When Pledgee disposes of the Pledge in accordance with this Agreement, Pledgor and Party C shall provide necessary assistance to enable Pledgee to enforce the Pledge in accordance with this Agreement.

9. Breach of Agreement

- 9.1 If Pledgor or Party C conducts any material breach of any term of this Agreement, Pledgee shall have right to terminate this Agreement and/or require Pledgor or Party C to indemnify all damages; this Section 9 shall not prejudice any other rights of Pledgee herein.
- 9.2 Pledgor or Party C shall not have any right to terminate this Agreement in any event unless otherwise required by applicable laws.

10. Assignment

- 10.1 Without Pledgee's prior written consent, Pledgor and Party C shall not have the right to assign or delegate their rights and obligations under this Agreement.
- 10.2 This Agreement shall be binding on Pledgor and his/her successors and permitted assigns, and shall be valid with respect to Pledgee and each of his/her successors and assigns.
- 10.3 At any time, Pledgee may assign any and all of its rights and obligations under the Transaction Documents and this Agreement to its designee(s), in which case the assigns shall have the rights and obligations of Pledgee under the Transaction Documents and this Agreement, as if it were the original party to the Transaction Documents and this Agreement.
- 10.4 In the event of change of Pledgee due to assignment, Pledgor and/or Party C shall, at the request of Pledgee, execute a new pledge agreement with the new pledgee on the same terms and conditions as this Agreement, and register the same with the relevant AMR.
- 10.5 Pledgor and Party C shall strictly abide by the provisions of this Agreement and other contracts jointly or separately executed by the Parties hereto or any of them, including the Transaction Documents, perform the obligations hereunder and thereunder, and refrain from any action/omission that may affect the effectiveness and enforceability thereof. Any remaining rights of Pledgor with respect to the Equity Interest pledged hereunder shall not be exercised by Pledgor except in accordance with the written instructions of Pledgee.

11. Termination

- 11.1 Upon the fulfillment of all Contract Obligations and the full payment of all Secured Indebtedness by Pledgor and Party C, Pledgee shall release the Pledge under this Agreement upon Pledgor's request as soon as reasonably practicable and shall assist Pledgor to de-register the Pledge from the shareholders' register of Party C and with relevant PRC local administration for market regulation.
- 11.2 The provisions under Sections 9, 13, 14 and 11.2 herein of this Agreement shall survive the expiration or termination of this Agreement.

12. Handling Fees and Other Expenses

All fees and out of pocket expenses relating to this Agreement, including but not limited to legal costs, costs of production, stamp tax and any other taxes and fees, shall be borne by Party C.

13. Confidentiality

The Parties acknowledge that the existence and the terms of this Agreement and any oral or written information exchanged between the Parties in connection with the preparation and performance this Agreement are regarded as confidential information. Each Party shall maintain confidentiality of all such confidential information, and without obtaining the written consent of the other Party, it shall not disclose any relevant confidential information to any third parties, except for the information that: (a) is or will be in the public domain (other than through the receiving Party's unauthorized disclosure); (b) is under the obligation to be disclosed pursuant to the applicable laws or regulations, rules of any stock exchange, or orders of the court or other government authorities; or (c) is required to be disclosed by any Party to its shareholders, directors, employees, legal counsels or financial advisors regarding the transaction contemplated hereunder, provided that such shareholders, directors, employees, legal counsels or financial advisors shall be bound by the confidentiality obligations similar to those set forth in this Section. Disclosure of any confidential information by the shareholders, director, employees of or agencies engaged by any Party shall be deemed disclosure of such confidential information by such Party and such Party shall be held liable for breach of this Agreement.



14. Governing Law and Resolution of Disputes

- 14.1 The execution, effectiveness, construction, performance, amendment and termination of this Agreement and the resolution of disputes hereunder shall be governed by the laws of China.
- 14.2 In the event of any dispute with respect to the construction and performance of this Agreement, the Parties shall first resolve the dispute through friendly negotiations. In the event the Parties fail to reach an agreement on the dispute within 30 days after either Party's request to the other Parties for resolution of the dispute through negotiations, either Party may submit the relevant dispute to the Shanghai International Economic and Trade Arbitration Commission (Shanghai International Arbitration Center) for arbitration, in accordance with its Arbitration Rules. The arbitration proceedings shall be conducted in Chinese. The arbitration shall be conducted in Shanghai. The arbitration award shall be final and binding on all Parties.
- 14.3 Upon the occurrence of any disputes arising from the construction and performance of this Agreement or during the pending arbitration of any dispute, except for the matters under dispute, the Parties to this Agreement shall continue to exercise their respective rights under this Agreement and perform their respective obligations under this Agreement.

15. Notices

- 15.1 All notices and other communications required or permitted to be given pursuant to this Agreement shall be delivered personally or sent by registered mail, postage prepaid, by a commercial courier service or by facsimile transmission to the address of such party set forth below. A confirmation copy of each notice shall also be sent by E-mail. The dates on which notices shall be deemed to have been effectively given shall be determined as follows:
- 15.1.1 Notices given by personal delivery, by courier service or by registered mail, postage prepaid, shall be deemed effectively given on the date of delivery or refusal at the address specified for notices;
- 15.1.2 Notices given by facsimile transmission shall be deemed effectively given on the date of successful transmission (as evidenced by an automatically generated confirmation of transmission).
- 15.2 For the purpose of notices, the addresses of the Parties are as follows:

Party A: Can Gu Long (Shanghai) Information Technology Consulting Services Co., Ltd.

Address: Room 3001, Building 13, No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai

Attn:

Phone:

Party B:

Address:

Attn:

Phone:

Party C: Shanghai Yungu Haoche Electronic Technology Co., Ltd.

Address: No. 258, Juxun Village, Chengqiao Town, Chongming District, Shanghai (Shanghai Chongming Modern Agricultural Park).

Attn:

Phone:

- 15.3 Any Party may at any time change its address for notices by a notice delivered to the other Parties in accordance with the terms hereof.



16. Severability

In the event that one or several of the provisions of this Contract are found to be invalid, illegal or unenforceable in any aspect in accordance with any laws or regulations, the validity, legality or enforceability of the remaining provisions of this Contract shall not be affected or compromised in any respect. The Parties shall strive in good faith to replace such invalid, illegal or unenforceable provisions with effective provisions that accomplish to the greatest extent permitted by law and the intentions of the Parties, and the economic effect of such effective provisions shall be as close as possible to the economic effect of those invalid, illegal or unenforceable provisions.

17. Attachments

The attachments set forth herein shall be an integral part of this Agreement.

18. Effectiveness

- 18.1 This Agreement shall become effective upon execution by the Parties.
- 18.2 Any amendments, changes and supplements to this Agreement shall be in writing and shall become effective upon completion of the governmental filing procedures (if applicable) after the affixation of the signatures or seals of the Parties.

19. Entire Contract

Except as amended, supplemented or modified in writing after the execution of this Agreement, this Agreement constitutes the entire contract between the parties hereto with respect to the matters hereunder and supersedes all prior negotiations, representations and agreements, oral or written, with respect to the matters hereunder.

20. Language and Counterparts

This Agreement is written in Chinese in four copies. Pledgor, Pledgee and Party C shall hold one copy respectively and the other copy shall be used for registration.

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CANGO INC.

Donnelley Financial

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None

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IN WITNESS WHEREOF, the Parties have caused their authorized representatives to execute this Equity Interest Pledge Agreement as of the date first above written.

Party A: Can Gu Long (Shanghai) Information Technology Consulting Services Co., Ltd.

By: _____

Name:

Title:

Party B:

By: _____

Name:

Title:

Party C: Shanghai Yungu Haoche Electronic Technology Co., Ltd.

By: _____

Name:

Title:



Attachments:

1. Shareholders' Register of Party C;
2. The Capital Contribution Certificate for Party C;
3. Exclusive Business Cooperation Agreement.
4. Exclusive Option Agreement
5. Power of Attorney



Power of Attorney

I, _____ a PRC citizen with ID No. _____, hold RMB _____ in the registered capital in Shanghai Yungu Haoche Electronic Technology Co., Ltd. (“Shanghai Yungu”) as of the date when the Power of Attorney is executed, hereby irrevocably authorize Can Gu Long (Shanghai) Information Technology Consulting Services Co., Ltd. (“WFOE”) to exercise the following rights relating to all equity interests held by me now and in the future in Shanghai Yungu (“My Shareholding”) during the term of this Power of Attorney:

WFOE is hereby authorized to act on behalf of myself as my exclusive agent and attorney with respect to all matters concerning My Shareholding, including without limitation to: 1) attending shareholders’ meetings of Shanghai Yungu; 2) exercising all the shareholder’s rights and shareholder’s voting rights I am entitled to under the laws of China and Shanghai Yungu Articles of Association, including but not limited to the sale or transfer or pledge or disposition of My Shareholding in part or in whole; and 3) designate and appoint on behalf of myself the legal representative, the directors, supervisors, the chief executive officer and other senior management members of Shanghai Yungu.

Without limiting the generality of the powers granted hereunder, WFOE shall have the power and authority to, on behalf of myself, execute all the documents I shall sign as stipulated in the Exclusive Option Agreement entered into by and among me, WFOE and Shanghai Yungu on _____, 2022 and the Equity Pledge Agreement entered into by and among me, WFOE and Shanghai Yungu on _____, 2022 (including any modification, amendment and restatement thereto, collectively the “Transaction Documents”), and perform the terms of the Transaction Documents.

All the actions associated with My Shareholding conducted by WFOE shall be deemed as my own actions, and all the documents related to My Shareholding executed by WFOE shall be deemed to be executed by me. I hereby acknowledge and ratify those actions and/or documents by WFOE.

WFOE is entitled to re-authorize or assign its rights related to the aforesaid matters to any other person or entity at its own discretion and without giving prior notice to me or obtaining my consent.

During the period that I am a shareholder of Shanghai Yungu, this Power of Attorney shall be irrevocable and continuously effective and valid from the date of execution of this Power of Attorney.

During the term of this Power of Attorney, I hereby waive all the rights associated with My Shareholding, which have been authorized to WFOE through this Power of Attorney, and shall not exercise such rights by myself.

By: _____
Name: _____

Acknowledged by :

Can Gu Long (Shanghai) Information Technology Consulting Services Co., Ltd.

By: _____
Name: _____
Title: _____



Exclusive Business Cooperation Agreement

This Exclusive Business Cooperation Agreement (this “Agreement”) is made and entered into by and between the following parties on September 30, 2022 in Shanghai, the People’s Republic of China (“China” or the “PRC”).

Party A: Can Gu Long (Shanghai) Information Technology Consulting Services Co., Ltd.

Address: Room 3001, Building 13, No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai

Party B: Shanghai Yungu Haoche Electronic Technology Co., Ltd.

Address: No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai (Shanghai Chongming Modern Agricultural Park)

Each of Party A and Party B shall be hereinafter referred to as a “Party” respectively, and as the “Parties” collectively.

Whereas,

1. Party A is a wholly foreign owned enterprise established in China, and has the necessary resources to provide technical and consulting services;
2. Party B is a limited liability company established in China. The businesses which Party B is conducting currently and/or will conduct during the term of this Agreement are collectively referred to as the “Principal Business”;
3. Party A is willing to provide Party B with technical support, consulting services and other services on an exclusive basis in relation to the Principal Business during the term of this Agreement, utilizing its advantages in technology, human resources, and information, and Party B is willing to accept such services provided by Party A or Party A’s designee(s), in each case on the terms set forth herein.

Now, therefore, through mutual discussion, the Parties have reached the following agreements:

1. Services Provided by Party A

- 1.1 Party B hereby appoints Party A as Party B’s exclusive services provider to provide Party B with comprehensive technical support, consulting services and other services during the term of this Agreement, in accordance with the terms and conditions of this Agreement, including but not limited to the following:
 - (1) Licensing Party B to use any software which Party A has legitimate rights to use or license others to use;
 - (2) Development, maintenance and upgrade of software involved in Party B’s business;
 - (3) Design, installation, daily management, maintenance and updating of Party B’s network system, hardware and database;
 - (4) Technical support and training for employees of Party B;
 - (5) Assisting Party B in consultancy, collection and research of technology and market information (excluding relevant research business that wholly foreign-owned enterprises are prohibited from conducting under PRC law);
 - (6) Providing business management consultation for Party B;
 - (7) Providing marketing and promotion services for Party B;
 - (8) Providing customer order management and customer services for Party B;
 - (9) Leasing of equipments or properties; and
 - (10) Other services requested by Party B from time to time to the extent permitted under PRC law.



- 1.2 Party B agrees to accept all the services provided by Party A. Party B further agrees that without Party A's prior written consent, during the term of this Agreement, Party B shall not directly or indirectly accept the same or any similar services provided by any third party, nor shall it enter into any similar corporation relationship with any third party regarding the subject matters contemplated by this Agreement. Party A may designate or appoint other parties to provide Party B with the services under this Agreement and to enter into agreements with Party B for such services in accordance with Section 1.3 hereof.
- 1.3 Service Providing Methodology
 - 1.3.1 Party A and Party B agree that during the term of this Agreement, where necessary, Party B may enter into further service agreements with Party A or any other party designated by Party A, which shall provide the specific contents, manner, personnel, and fees for the specific services.
 - 1.3.2 To fulfill this Agreement, Party A and Party B agree that during the term of this Agreement, where necessary, Party B may enter into equipment or property leases with Party A or any other party designated by Party A which shall permit Party B to use Party A's relevant equipment or property based on the needs of the business of Party B.
 - 1.3.3 Party B hereby grants to Party A an irrevocable and exclusive option to purchase from Party B and/or any subsidiary controlled by Party B (collectively, "Granting Entities", each a "Granting Entity"), at Party A's sole discretion, any or all of the assets and business of any of such Granting Entities, to the extent permitted under the laws of China, at the lowest purchase price permitted by the laws of China. For the purpose of this section, Party B shall procure each Granting Entity (other than Party B) to acknowledge and accept the provisions in this section and to agree to grant Party A the option in accordance with this section. Where Party A exercises the option, Party A and the relevant Granting Entity shall then enter into a separate assets or business transfer agreement, specifying the terms and conditions of the transfer of the assets, provided that the purchase price shall conform with provisions hereunder.

2. The Calculation and Payment of the Service Fees

Both Parties agree that, in consideration of the services provided by Party A, Party B shall pay Party A fees (the "Service Fees") equal to 100% of the consolidated basis net income of Party B, which equals the balance of the gross income less the costs of Party B acceptable to the Parties (the "Net Income"). The Service Fees shall be due and payable on a monthly basis. Within 30 days after the end of each month, Party B shall (a) deliver to Party A the management accounts and operating statistics of Party B for such month, including the Net Income of Party B during such month (the "Monthly Net Income"), and (b) pay 100% of such Monthly Net Income to Party A (each such payment, a "Monthly Payment"). Within ninety (90) days after the end of each fiscal year, Party B shall (a) deliver to Party A audited consolidated financial statements of Party B for such fiscal year, which shall be audited and certified by an independent certified public accountant approved by Party A, and (b) pay an amount to Party A equal to the shortfall, if any, of the aggregate net income of Party B for such fiscal year, as shown in such audited consolidated financial statements, as compared to the aggregate amount of the Monthly Payments paid by Party B to Party A in such fiscal year. Party A and Party B further agree that, according to the actual cooperation between Party A and Party B and the revenue and expenditure situation of Party B, the Parties can reasonably adjust the calculation ratio of the Service Fees provided herein, and Party A is entitled to determine, as its sole discretion, whether to permit Party B to defer the payment of part of Service Fees under certain particular circumstances.



3. Intellectual Property Rights and Confidentiality Clauses

- 3.1 Party A shall have exclusive and proprietary ownership, rights and interests in any and all intellectual properties arising out of or created during the performance of this Agreement, including but not limited to copyrights, patents, patent applications, software, technical secrets, trade secrets and others. Party B shall execute all appropriate documents, take all appropriate actions, submit all filings and/or applications, render all appropriate assistance and otherwise conduct whatever is necessary as deemed by Party A at its sole discretion for the purposes of vesting any ownership, right or interest of any such intellectual property rights in Party A, and/or perfecting the protections for any such intellectual property rights of Party A.
- 3.2 The Parties acknowledge that the existence and the terms of this Agreement and any oral or written information exchanged between the Parties in connection with the preparation and performance of this Agreement are regarded as confidential information. Each Party shall maintain confidentiality of all such confidential information, and without obtaining the written consent of the other Party, it shall not disclose any relevant confidential information to any third party, except for the information that: (a) is or will be in the public domain (other than through the receiving Party's unauthorized disclosure); (b) is disclosed by a Party pursuant to the applicable laws or regulations, rules of any stock exchange, or orders of the court or other government authorities; or (c) is required to be disclosed by any Party to its shareholders, directors, employees, legal counsels or financial advisors regarding the transaction contemplated hereunder, provided that such shareholders, directors, employees, legal counsels or financial advisors shall be bound by the confidentiality obligations similar to those set forth in this Section. Disclosure of any confidential information by the shareholders, director, employees of or agencies engaged by any Party shall be deemed disclosure of such confidential information by such Party and such Party shall be held liable for breach of this Agreement.

4. Representations and Warranties

- 4.1 Party A hereby represents, warrants and covenants as follows:
- 4.1.1 Party A is a wholly foreign owned enterprise legally established and validly existing in accordance with the laws of China; Party A or the service providers designated by Party A will obtain all government permits and licenses for providing the service under this Agreement before providing such services.
- 4.1.2 Party A has taken all necessary corporate actions, obtained all necessary authorizations as well as all consents and approvals from third parties and government agencies (if required) for the execution, delivery and performance of this Agreement. Party A's execution, delivery and performance of this Agreement do not violate any explicit requirements under any law or regulation.
- 4.1.3 This Agreement constitutes Party A's legal, valid and binding obligations, enforceable against it in accordance with its terms.
- 4.2 Party B hereby represents, warrants and covenants as follows:
- 4.2.1 Party B is a company legally established and validly existing in accordance with the laws of China and has obtained and will maintain all permits and licenses for engaging in the Principal Business in a timely manner.
- 4.2.2 Party B has taken all necessary corporate actions, obtained all necessary authorizations as well as all consents and approvals from third parties and government agencies (if required) for the execution, delivery and performance of this Agreement. Party B's execution, delivery and performance of this Agreement do not violate any explicit requirements under any law or regulation.
- 4.2.3 This Agreement constitutes Party B's legal, valid and binding obligations, and shall be enforceable against it in accordance with its terms.

5. Term of Agreement

- 5.1 This Agreement shall become effective upon execution by the Parties. Unless terminated in accordance with the provisions of this Agreement or terminated in writing by Party A, this Agreement shall remain effective.



- 5.2 During the term of this Agreement, each Party shall renew its operation term prior to the expiration thereof so as to enable this Agreement to remain effective. This Agreement shall be terminated upon the expiration of the operation term of a Party if the application for renewal of its operation term is not approved by relevant government authorities.
- 5.3 The rights and obligations of the Parties under Sections 3, 6, 7 and this Section 5.3 shall survive the termination of this Agreement.

6. Governing Law and Resolution of Disputes

- 6.1 The execution, effectiveness, construction, performance, amendment and termination of this Agreement and the resolution of disputes hereunder shall be governed by the laws of China.
- 6.2 In the event of any dispute with respect to the construction and performance of this Agreement, the Parties shall first resolve the dispute through friendly negotiations. In the event the Parties fail to reach an agreement on the dispute within 30 days after either Party's request to the other Party for resolution of the dispute through negotiations, either Party may submit the relevant dispute to the Shanghai International Economic and Trade Arbitration Commission (Shanghai International Arbitration Center) for arbitration, in accordance with its arbitration rules. The arbitration shall be conducted in Shanghai, and the arbitration proceedings shall be conducted in Chinese. The arbitration award shall be final and binding on both Parties.
- 6.3 Upon the occurrence of any disputes arising from the construction and performance of this Agreement or during the pending arbitration of any dispute, except for the matters under dispute, the Parties shall continue to exercise their respective rights under this Agreement and perform their respective obligations under this Agreement.

7. Breach of Agreement and Indemnification

- 7.1 If Party B conducts any material breach of any term of this Agreement, Party A shall have right to terminate this Agreement and/or require Party B to indemnify all damages; this Section 7.1 shall not prejudice any other rights of Party A herein.
- 7.2 Unless otherwise required by applicable laws, Party B shall not have any right to terminate this Agreement in any event.
- 7.3 Party B shall indemnify and hold harmless Party A from any losses, injuries, obligations or expenses caused by any lawsuit, claims or other demands against Party A arising from or caused by the services provided by Party A to Party B pursuant this Agreement, except where such losses, injuries, obligations or expenses arise from the gross negligence or willful misconduct of Party A.

8. Force Majeure

- 8.1 In the case of any force majeure events ("Force Majeure") such as earthquake, typhoon, flood, fire, flu, war, strikes or any other events that cannot be predicted and are unpreventable and unavoidable by the affected Party, which directly or indirectly causes the failure of either Party to perform or completely perform this Agreement, then the Party affected by such Force Majeure shall give the other Party written notices without any delay, and shall provide details of such event within 15 days after sending out such notice, explaining the reasons for such failure of, partial or delay of performance.
- 8.2 If such Party claiming Force Majeure fails to notify the other Party and furnish it with proof pursuant to the above provision, such Party shall not be excused from the non-performance of its obligations hereunder. The Party so affected by the event of Force Majeure shall use reasonable efforts to minimize the consequences of such Force Majeure and to promptly resume performance hereunder whenever the causes of such excuse are cured. Should the Party so affected by the event of Force Majeure fail to resume performance hereunder when the causes of such excuse are cured, such Party shall be liable to the other Party.
- 8.3 In the event of Force Majeure, the Parties shall immediately consult with each other to find an equitable solution and shall use all reasonable endeavours to minimize the consequences of such Force Majeure.



9. Notices

9.1 All notices and other communications required or permitted to be given pursuant to this Agreement shall be delivered personally or sent by registered mail, postage prepaid, by a commercial courier service or by facsimile transmission to the address of such Party set forth below. A confirmation copy of each notice shall also be sent by email. The dates on which notices shall be deemed to have been effectively given shall be determined as follows:

9.1.1 Notices given by personal delivery, by courier service or by registered mail, postage prepaid, shall be deemed effectively given on the date of receipt or refusal at the address specified for notices.

9.1.2 Notices given by facsimile transmission shall be deemed effectively given on the date of successful transmission (as evidenced by an automatically generated confirmation of transmission).

9.2 For the purpose of notices, the addresses of the Parties are as follows:

Party A: Can Gu Long (Shanghai) Information Technology Consulting Services Co., Ltd.

Address: Room 3001, Building 13, No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai

Attn:

Phone:

Party B: Shanghai Yungu Haoche Electronic Technology Co., Ltd.

Address: No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai (Shanghai Chongming Modern Agricultural Park).

Attn:

Phone:

9.3 Any Party may at any time change its address for notices by a notice delivered to the other Party in accordance with the terms hereof.

10. Assignment

10.1 Without Party A's prior written consent, Party B shall not assign its rights and obligations under this Agreement to any third party.

10.2 Party B agrees that Party A may assign its obligations and rights under this Agreement to any third party and in case of such assignment, Party A is only required to give written notice to Party B and does not need any consent from Party B for such assignment.

11. Severability

In the event that one or several of the provisions of this Agreement are found to be invalid, illegal or unenforceable in any aspect in accordance with any laws or regulations, the validity, legality or enforceability of the remaining provisions of this Agreement shall not be affected or compromised in any aspect. The Parties shall negotiate in good faith to replace such invalid, illegal or unenforceable provisions with effective provisions that accomplish to the greatest extent permitted by law and the intentions of the Parties, and the economic effect of such effective provisions shall be as close as possible to the economic effect of those invalid, illegal or unenforceable provisions.

12. Amendments and Supplements

Any amendments and supplements to this Agreement shall be in writing. The amendment agreements and supplementary agreements that have been signed by the Parties and relate to this Agreement shall be an integral part of this Agreement and shall have the same legal validity as this Agreement.

13. Entire Contract

Except as amended, supplemented or modified in writing after the execution of this Agreement, this Agreement constitutes the entire contract between the parties hereto with respect to the matters hereunder and supersedes all prior negotiations, representations and agreements, oral or written, with respect to the matters hereunder.



14. Language and Counterparts

This Agreement is written in Chinese language in two copies, each Party having one copy.



IN WITNESS WHEREOF, the Parties have caused their authorized representatives to execute this Exclusive Business Cooperation Agreement as of the date first above written.

Party A: Can Gu Long (Shanghai) Information Technology Consulting Services Co., Ltd. (Seal)

By: /s/ ZHANG Xiaojun
Name: ZHANG Xiaojun
Title: Legal Representative

Party B: Shanghai Yungu Haoche Electronic Technology Co., Ltd. (Seal)

By: /s/ GU Min
Name: GU Min
Title: Legal Representative



Exclusive Option Agreement

This Exclusive Option Agreement (this “Agreement”) is executed by and among the following Parties on _____, 2022 in Shanghai, the People’s Republic of China (“China” or the “PRC”):

Party A: Can Gu Long (Shanghai) Information Technology Consulting Services Co., Ltd., a wholly foreign owned enterprise, organized and existing under the laws of the PRC, with its address at Room 3001, Building 13, No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai;

Party B: _____; and

Party C: Shanghai Yungu Haoche Electronic Technology Co., Ltd., a limited liability company organized and existing under the laws of the PRC, with its address at No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai.

In this Agreement, each of Party A, Party B and Party C shall be referred to as a “Party” respectively, and they shall be collectively referred to as the “Parties”.

Whereas:

Party B is a shareholder of Party C and as of the date hereof holds RMB _____ in the registered capital of Party C.

Now therefore, upon mutual discussion and negotiation, the Parties have reached the following agreement:

1. Equity Interest Purchase Option and Asset Interest Purchase Option

1.1 Option Granted

Party B hereby irrevocably grants Party A an irrevocable and exclusive right to purchase, or the board of directors of Party A (each, a “Designee”) to purchase the equity interests in Party C then held by Party B once or at multiple times at any time in part or in whole at Party A’s sole and absolute discretion to the extent permitted by Chinese laws and at the price described in Section 1.3 herein (such right being the “Equity Interest Purchase Option”). Except for Party A and the Designee(s), no other person shall be entitled to the Equity Interest Purchase Option or other rights with respect to the equity interests of Party B. Party C hereby agrees to the grant by Party B of the Equity Interest Purchase Option to Party A. The term “person” as used herein shall refer to individuals, corporations, partnerships, partners, enterprises, trusts or non-corporate organizations.



Party C hereby irrevocably grants Party A an irrevocable and exclusive option to purchase from Party C, or to have the Designee(s) purchase from Party C, all or part of the assets held by Party C now or in the future, once or at multiple times at any time, in accordance with the exercise steps determined by Party A at Party A's sole and absolute discretion and at the prices described in Section 1.3 herein (such right being the "Asset Interest Purchase Option"). Except for Party A and the Designee(s), no third party other shall be entitled the right to purchase the assets of Party C or other rights in connection with the assets of Party C. Party B hereby agrees to grant by Party C the Asset Interest Purchase Option by Party C to Party A.

Party A agrees to accept the aforesaid Equity Interest Purchase Option and Asset Interest Purchase Option. For the avoidance of doubt, Party A may exercise any of its options under this Agreement, including the Equity Interest Purchase Option and/or the Asset Interest Purchase Option, at any time after the execution of this Agreement. To the extent permitted by Chinese laws, Party A shall be entitled to exercise its options under this Agreement, including the Equity Interest Purchase Option and/or the Asset Interest Purchase Option, against Party B or the heirs or the successor entities of Party B and Party C or the successor entities of Party C.

1.2 Steps for Exercise of Equity Interest Purchase Option

- 1.2.1. Subject to the provisions and conditions under this Agreement and to the extent permitted by Chinese laws, Party A shall have absolute discretion to determine the specific time, manner and number of times of exercising the Equity Interest Purchase Option and the Asset Interest Purchase Option and shall have the right at any time to require the transfer of all or part of the equity interests in Party C from Party B or the transfer of all or part of its assets from Party C, either by itself or through the Designee(s).
- 1.2.2. With respect to the Equity Interest Purchase Option, upon each exercise, Party A shall be entitled to specify at its sole discretion the amount of equity interests to be transferred by Party B to Party A and/or the Designee(s) in each exercise and Party B shall transfer the Optioned Interests (as defined below) to Party A and/or the Designee(s) in the amount requested by Party A. Party A and/or the Designee(s) shall pay to Party B the transfer price for the Optioned Interests transferred in each exercise.
- 1.2.3. With respect to the Asset Interest Purchase Option, upon each exercise, Party A shall be entitled to determine the specific assets of Party C to be transferred to Party A and/or the Designee(s) in each exercise, and Party C shall transfer the Purchased Assets (as defined below) to Party A and/or the Designee(s), upon the request from Party A. Party A and/or the Designee(s) shall pay Party C the transfer price for the Purchased Assets transferred in each exercise.



1.2.4. Party A may exercise the Equity Purchase Option or the Asset Interest Purchase Option by issuing a written notice to Party B (the “Equity Interest Purchase Option Notice” or “Asset Interest Purchase Option Notice”, respectively), specifying: (a) Party A’s or the Designee’s decision to exercise the Equity Interest Purchase Option or Asset Interest Purchase Option; (b) the portion of equity interests to be purchased by Party A or the Designee from Party B (the “Optioned Interests”) or the assets to be purchased from Party C (the “Optioned Assets”); and (c) the date for purchasing or transferring the Optioned Interests and/or the Optioned Assets. Upon receipt of such notice, Party B or Party C shall immediately transfer the Optioned Interests or Optioned Assets to Party A and/or the Designee(s) in the manner described in this Agreement pursuant to such notice.

1.3 Transfer Price

1.3.1. With respect to the Equity Interest Purchase Option under this Agreement, the transfer price of the Optioned Interests in each exercise of Party A shall be the minimum price permitted by Chinese laws; with respect to the Asset Interest Purchase Option under this Agreement, the transfer price of the Purchased Assets shall be the net book value of the Purchased Assets, and if the minimum price regulated by PRC law applicable at the time is higher than the net book value of the Optioned Assets, the transfer price shall be the minimum price permitted by Chinese laws. If the minimum price permitted by the then applicable Chinese laws is higher than the net book value of the Optioned Assets, then the transfer price shall be the minimum price permitted by Chinese laws.

1.3.2. The Parties hereby agree that, after Party A exercises the Equity Interest Purchase Option and/or the Asset Interest Purchase Option, all the transfer price received by Party B and/or Party C shall be paid to Party A or its designated other parties without compensation.

1.4 Transfer of Optioned Interests/Optioned Assets

For each exercise of the Equity Interest Purchase Option and/or Asset Interest Purchase Option:

1.4.1 Party C shall, and Party B shall cause Party C to promptly convene a shareholders’ meeting, at which a resolution shall be adopted approving Party B’s transfer of the Optioned Interests to Party A and/or the Designee(s), or the transfer of the Optioned Assets by Party C to Party A and/or the Designee(s);

1.4.2 Party B shall obtain written statements from the other shareholders of Party C giving consent to the transfer of the equity interest to Party A and/or the Designee(s) and waiving any right of first refusal related thereto; at the same time, when Party A exercises the Equity Interest Purchase Option, Party B shall issue a written statement agreeing to the transfer and waiving the right of first refusal.



- 1.4.3 Party B shall execute an equity interest transfer contract with respect to each equity interest transfer with Party A and/or each Designee (when applicable), in the form and substance satisfactory to Party A in accordance with the provisions of this Agreement and the Equity Interest Purchase Option Notice; Party C shall execute an asset transfer contract with respect to each asset transfer with Party A and/or each Designee(s) (when applicable) upon each asset transfer, in the form and substance satisfactory to Party A in accordance with the provisions of this Agreement and the Asset Interest Purchase Option Notice.
- 1.4.4 The relevant Parties shall execute all other necessary contracts, agreements or documents (including but not limited to the amendments to the articles of association), obtain all necessary government licenses and permits (including but not limited to the business license) and take all necessary actions to transfer valid ownership of the Optioned Interests and/or Optioned Assets to Party A and/or the Designee(s), unencumbered by any security interests, and cause Party A and/or the Designee(s) to become the registered owner(s) of the Optioned Interests and/or Optioned Assets (if applicable). For the purpose of this Section and this Agreement, "security interests" shall include securities, mortgages, third party's rights or interests, any stock options, acquisition right, right of first refusal, right to offset, ownership retention or other security arrangements, but shall be deemed to exclude any security interest created by this Agreement, Party B's Equity Interest Pledge Agreement and Party B's Power of Attorney. "Party B's Equity Interest Pledge Agreement" as used in this provision and this Agreement shall refer to the Interest Pledge Agreement executed by and among Party A, Party B and Party C on the date hereof and any modification, amendment and restatement thereto. "Party B's Power of Attorney" as used in this provision and this Agreement shall refer to the Power of Attorney executed by Party B on the date hereof granting Party A with power of attorney and any modification, amendment and restatement thereto.

2. Covenants

2.1 Covenants regarding Party C

Party B (as a shareholder of Party C) and Party C hereby covenant as follows:

- 2.1.1 Without the prior written consent of Party A, it shall not in any manner supplement, change or amend the articles of association of Party C, increase or decrease its registered capital, or change its structure of registered capital in other manners;



- 2.1.2 It shall maintain Party C's corporate existence in accordance with good financial and business standards and practices, obtain and maintain all necessary government licenses and permits by prudently and effectively operating its business and handling its affairs;
- 2.1.3 Without the prior written consent of Party A, it shall not, during any 12-month period following the date hereof, sell, transfer, mortgage or dispose of in any manner any material assets of Party C or legal or beneficial interest in the material business or revenues of Party C of more than RMB 1,000,000 in a single transaction or in aggregate, or allow the encumbrance thereon of any security interest;
- 2.1.4 Without the prior written consent of Party A, it shall not incur, inherit, guarantee or suffer the existence of any debt, except for payables incurred in the ordinary course of business other than through loans;
- 2.1.5 It shall always operate businesses in the ordinary course of business to maintain the asset value of Party C and refrain from any action/omission that may affect Party C's operating status and asset value;
- 2.1.6 Without the prior written consent of Party A, it shall not execute any major contract, except the contracts in the ordinary course of business (for purpose of this subsection, a contract with a price exceeding RMB2,000,000 shall be deemed a major contract);
- 2.1.7 Without the prior written consent of Party A, it shall not provide any person with any loan or credit;
- 2.1.8 It shall provide Party A with information on Party C's business operations and financial condition at Party A's request;
- 2.1.9 If requested by Party A, it shall procure and maintain insurance in respect of Party C's assets and business from an insurance carrier acceptable to Party A, at an amount and type of coverage typical for companies that operate similar businesses;
- 2.1.10 Without the prior written consent of Party A, it shall not merge, consolidate with, acquire or invest in any person;
- 2.1.11 It shall immediately notify Party A of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to Party C's assets, business or revenue;
- 2.1.12 To maintain the ownership by Party C of all of its assets, it shall execute all necessary or appropriate documents, take all necessary or appropriate actions, file all necessary or appropriate complaints, and raise necessary or appropriate defenses against all claims;



- 2.1.13 Without the prior written consent of Party A, it shall not in any manner distribute dividends to its shareholders, provided that upon Party A's written request, Party C shall immediately distribute all distributable profits to its shareholders;
- 2.1.14 At the request of Party A, it shall appoint any person designated by Party A as the director of Party C;
- 2.1.15 Without Party A's prior written consent, it shall not engage in any business in competition with Party A or its affiliates; and
- 2.1.16 Unless otherwise required by PRC law, Party C shall not be dissolved or liquidated without prior written consent by Party A.

2.2 Covenants of Party B

Party B hereby covenants as follows:

- 2.2.1 Without the prior written consent of Party A, Party B shall not sell, transfer, mortgage or otherwise dispose of any legal or beneficial interest in the equity interests in Party C held by Party B, or allow the encumbrance thereon, except for the interest placed in accordance with Party B's Equity Interest Pledge Agreement and Party B's Power of Attorney;
- 2.2.2 Without the prior written consent of Party A, Party B shall cause the shareholders' meeting and/or the directors (or the executive director) of Party C not to approve any sale, transfer, mortgage or disposition in any other manner of any legal or beneficial interest in the equity interests in Party C held by Party B, or allow the encumbrance thereon of any security interest, except for the interest placed in accordance with Party B's Equity Interest Pledge Agreement and Party B's Power of Attorney;
- 2.2.3 Without the prior written consent of Party A, Party B shall cause the shareholders' meeting or the directors (or the executive director) of Party C not to approve the merger or consolidation with any person, or the acquisition of or investment in any person;
- 2.2.4 Party B shall immediately notify Party A of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to the equity interests in Party C held by Party B;
- 2.2.5 Party B shall cause the shareholders' meeting or the directors (or the executive director) of Party C to vote their approval of the transfer of the Optioned Interests as set forth in this Agreement and to take any and all other actions that may be requested by Party A;



- 2.2.6 To the extent necessary to maintain Party B's ownership in Party C, Party B shall execute all necessary or appropriate documents, take all necessary or appropriate actions, file all necessary or appropriate complaints, and raise necessary or appropriate defenses against all claims;
- 2.2.7 Party B shall appoint any designee of Party A as the director or the executive director of Party C, at the request of Party A;
- 2.2.8 Party B hereby waives its right of first of refusal to transfer of equity interest by any other shareholder of Party C to Party A (if any), and gives consent to execution by each other shareholder of Party C with Party A and Party C the exclusive option agreement, the equity interest pledge agreement and the power of attorney similar to this Agreement, Party B's Equity Interest Pledge Agreement and Party B's Power of Attorney and undertakes not to take any action in conflict with such documents executed by the other shareholders;
- 2.2.9 Party B shall promptly donate any profit, interest, dividend or proceeds of liquidation to Party A or any other person designated by Party A to the extent permitted under applicable PRC laws; and
- 2.2.10 Party B shall strictly abide by the provisions of this Agreement and other contracts jointly or separately executed by and among Party B, Party C and Party A, perform the obligations hereunder and thereunder, and refrain from any action/omission that may affect the effectiveness and enforceability thereof. To the extent that Party B has any remaining rights with respect to the equity interests subject to this Agreement hereunder or under the Party B's Equity Interest Pledge Agreement or under the Party B's Power of Attorney, Party B shall not exercise such rights except in accordance with the written instructions of Party A.

3. Representations and Warranties

Party B and Party C hereby represent and warrant to Party A, jointly and severally, as of the date of this Agreement and each date of transfer of the Optioned Interests, that:

- 3.1 They have the power, capacity and authority to execute and deliver this Agreement, any equity interest transfer contracts to which they are parties concerning the Optioned Interests to be transferred thereunder and any assets transfer contracts to which they are parties concerning the Optioned Assets to be transferred thereunder (each, a "Transfer Contract"), and to perform their obligations under this Agreement and any Transfer Contracts. To the extent permissible under the applicable laws, Party B and Party C agree to enter into Transfer Contracts consistent with the terms of this Agreement upon Party A's exercise of the Equity Interest Purchase Option or Asset Interest Purchase Option. This Agreement and the Transfer Contracts to which they are parties constitute or will constitute their legal, valid and binding obligations and shall be enforceable against them in accordance with the provisions thereof;



- 3.2 Party B and Party C have respectively obtained any and all corporate approvals and consents from third parties (if required) for execution, delivery and performance of this Agreement.
- 3.3 The execution and delivery of this Agreement or any Transfer Contracts and the obligations under this Agreement or any Transfer Contracts shall not: (i) cause any violation of any applicable laws of China; (ii) be inconsistent with their respective articles of association, bylaws or other organizational documents; (iii) cause the violation of any contracts or instruments to which they are a party or which are binding on them, or constitute any breach under any contracts or instruments to which they are a party or which are binding on them; (iv) cause any violation of any condition for the grant and/or continued effectiveness of any licenses or permits issued to either of them; or (v) cause the suspension or revocation of or imposition of additional conditions to any licenses or permits issued to either of them;
- 3.4 Party B has a good and merchantable title to the equity interests held by Party B in Party C. Except for Party B's Equity Interest Pledge Agreement and Party B's Power of Attorney, Party B has not placed any security interest on such equity interests;
- 3.5 Party C has a good and merchantable title to all of its assets, and has not placed any security interest on the aforementioned assets;
- 3.6 Party C does not have any outstanding debts, except for (i) debt incurred in the ordinary course of business; and (ii) debts disclosed to Party A for which Party A's written consent has been obtained.
- 3.7 Party C has complied with all laws and regulations of China applicable to asset acquisitions; and
- 3.8 There are no pending or threatened litigation, arbitration or administrative proceedings relating to the equity interests in Party C, assets of Party C or Party C.

4. Effective Date and Term

This Agreement shall become effective upon execution by the Parties, and remain effective until all the assets held by Party C and all equity interests held by Party B in Party C have been transferred or assigned to Party A and/or any other person designated by Party A in accordance with this Agreement.

5. Governing Law and Resolution of Disputes

5.1 Governing law

The execution, effectiveness, construction, performance, amendment and termination of this Agreement and the resolution of disputes hereunder shall be governed by the laws of PRC.



5.2 Methods of Resolution of Disputes

In the event of any dispute with respect to the construction and performance of this Agreement, the Parties shall first resolve the dispute through friendly negotiations. In the event the Parties fail to reach an agreement on the dispute within 30 days after either Party's request to the other Parties for resolution of the dispute through negotiations, either Party may submit the relevant dispute to the Shanghai International Economic and Trade Arbitration Commission (Shanghai International Arbitration Center) for arbitration, in accordance with its arbitration rules. The arbitration proceedings shall be conducted in Chinese. The arbitration shall be conducted in Shanghai. The arbitration award shall be final and binding on all Parties.

6. **Taxes and Fees**

All fees and out of pocket expenses relating to this Agreement, including but not limited to legal costs, costs of production, stamp tax and any other taxes and fees, shall be borne by Party C.

7. **Notices**

7.1 All notices and other communications required or permitted to be given pursuant to this Agreement shall be delivered personally or sent by registered mail, postage prepaid, by a commercial courier service or by facsimile transmission to the address of such Party set forth below. A confirmation copy of each notice shall also be sent by email. The dates on which notices shall be deemed to have been effectively given shall be determined as follows:

7.1.1 Notices given by personal delivery, by courier service or by registered mail, postage prepaid, shall be deemed effectively given on the date of receipt or refusal at the address specified for notices;

7.1.2 Notices given by facsimile transmission shall be deemed effectively given on the date of successful transmission (as evidenced by an automatically generated confirmation of transmission).

7.2 For the purpose of notices, the addresses of the Parties are as follows:

Party A: Can Gu Investment Management Consulting Co., Ltd.
Address: Room 3001, Building 13, No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai

Attn:
Phone:

Party B:
Address:
Attn:
Phone:



Party C: Shanghai Yungu Haoche Electronic Technology Co., Ltd.

Address: No.258, Juxun Village, Chengqiao Town, Chongming District, Shanghai (Shanghai Chongming Modern Agricultural Park)

Attn:

Phone:

7.3 Any Party may at any time change its address for notices by a notice delivered to the other Parties in accordance with the terms hereof.

8. Confidentiality

The Parties acknowledge that the existence and the terms of this Agreement, and any oral or written information exchanged between the Parties in connection with the preparation and performance this Agreement are regarded as confidential information. Each Party shall maintain confidentiality of all such confidential information, and without obtaining the written consent of other Parties, it shall not disclose any relevant confidential information to any third parties, except for the information that: (a) is or will be in the public domain (other than through the receiving Party's unauthorized disclosure); (b) is under the obligation to be disclosed pursuant to the applicable laws or regulations, rules of any stock exchange, or orders of the court or other government authorities; or (c) is required to be disclosed by any Party to its shareholders, directors, employees, legal counsels or financial advisors regarding the transaction contemplated hereunder, provided that such shareholders, directors, employees, legal counsels or financial advisors shall be bound by the confidentiality obligations similar to those set forth in this Section. Disclosure of any confidential information by the shareholders, director, employees of or agencies engaged by any Party shall be deemed disclosure of such confidential information by such Party and such Party shall be held liable for breach of this Agreement.

9. Further Warranties

The Parties agree to promptly execute documents that are reasonably required for or are conducive to the implementation of the provisions and purposes of this Agreement and take further actions that are reasonably required for or are conducive to the implementation of the provisions and purposes of this Agreement.

10. Breach of Agreement

- 10.1 If Party B or Party C conducts any material breach of any term of this Agreement, Party A shall have right to terminate this Agreement and/or require the Party B or Party C to compensate all damages; this Section 10 shall not prejudice any other rights of Party A herein;
- 10.2 Party B or Party C shall not have any right to terminate this Agreement in any event unless otherwise required by applicable laws or agreed by the Parties.



11. Miscellaneous

11.1 Amendment, change and supplement

Any amendment, change and supplement to this Agreement shall require the execution of a written agreement by all of the Parties.

11.2 Entire agreement

Except for the amendments, supplements or changes in writing executed after the execution of this Agreement, this Agreement shall constitute the entire agreement reached by and among the Parties hereto with respect to the matters hereunder, and shall supercede all prior oral and written consultations, representations and contracts reached with respect to the matters hereunder of this Agreement.

11.3 Headings

The headings of this Agreement are for convenience only, and shall not be used to interpret, explain or otherwise affect the meanings of the provisions of this Agreement.

11.4 Language

This Agreement is written in Chinese language in three copies, each Party having one copy.

11.5 Severability

In the event that one or several of the provisions of this Agreement are found to be invalid, illegal or unenforceable in any aspect in accordance with any laws or regulations, the validity, legality or enforceability of the remaining provisions of this Agreement shall not be affected or compromised in any respect. The Parties shall strive in good faith to replace such invalid, illegal or unenforceable provisions with effective provisions that accomplish to the greatest extent permitted by law and the intentions of the Parties, and the economic effect of such effective provisions shall be as close as possible to the economic effect of those invalid, illegal or unenforceable provisions.

11.6 Successors

This Agreement shall be binding on and shall inure to the interest of the respective successors of the Parties and the permitted assigns of such Parties.

11.7 Survival

11.7.1 Any obligations that occur or that are due as a result of this Agreement upon the expiration or early termination of this Agreement shall survive the expiration or early termination thereof.



11.7.2 The provisions of Sections 5, 8, 10 and this Section 11.7 shall survive the termination of this Agreement.

11.8 Waivers

Any Party may waive the terms and conditions of this Agreement, provided that such a waiver must be provided in writing and shall require the signatures of the Parties. No waiver by any Party in certain circumstances with respect to a breach by other Parties shall operate as a waiver by such a Party with respect to any similar breach in other circumstances.



IN WITNESS WHEREOF, the Parties have caused their authorized representatives to execute this Exclusive Option Agreement as of the date first above written.

Party A: Can Gu Long (Shanghai) Information Technology Consulting Services Co., Ltd.

By: _____
Name:
Title:

Party B:

By: _____

Party C: Shanghai Yungu Haoche Electronic Technology Co., Ltd.

By: _____
Name:
Title:



Date: 30 September 2022

To: Shanghai Yunguhaoche Electronic Technology Co., Ltd (Unified social credit code : 91310230MA7J8MH17E) (the "VIE Entity")

To Whom It May Concern:

To ensure the cash flow requirements of the VIE Entity's operations are met and/or to set off any loss accrued during such operations, the undersigned, Cango Inc. (the "Company"), is obligated and hereby undertakes to provide unlimited financial support to the VIE Entity, to the extent permissible under the applicable laws and regulations of the PRC and the Cayman Islands whether or not any such operational loss is actually incurred. The form of financial support shall include, but not limited to, extension of cash, entrusted loans and borrowings. The Company will not request repayment of the loans or borrowings if the VIE Entity or its shareholders do not have sufficient funds or are unable to repay.

The undersigned agrees and acknowledges such undertaking shall be irrevocable and continuously valid from the date hereof until the date on which all of the equity interests of the VIE Entity have been acquired directly or indirectly by the Company or its designated representative (individual or legal person).

Please confirm receipt of this letter by returning a signed copy of this letter to the undersigned.

Signed on behalf of Cango Inc.

/s/ Xiaojun Zhang

Name: Xiaojun Zhang

Title: Authorized Signatory

Acknowledgement of receipt on behalf of VIE Entity

/s/ Min Gu

Name: Min Gu

Title: Legal Representative



LIST OF SUBSIDIARIES AND CONSOLIDATED VARIABLE INTEREST ENTITY OF

CANGO INC. AS OF DECEMBER 31, 2022

<u>Subsidiaries</u>	<u>Jurisdiction of Incorporation</u>
Cango Group Limited	Hong Kong
Express Group Development Limited 捷联发展有限公司	Hong Kong
Can Gu Long (Shanghai) Information Technology Consultation Service Co., Ltd.* 灿谷隆 (上海) 信息科技有限公司 有限公司	PRC
<u>Consolidated Variable Interest Entity ("VIE")</u>	
Shanghai Cango Investment and Management Consulting Service Co., Ltd.* 上海灿谷投资管理咨询服务 有限公司	PRC
Shanghai Yungu Haoche Electronic Technology Co., Ltd.* 上海崑谷好车电子科技有限公司	PRC
<u>Subsidiaries of the Consolidated VIEs</u>	
Cango Financing Guarantee Co., Ltd.* 灿谷融资担保有限公司	PRC
Guangzhou Cango Automotive Information Consultation Service Co., Ltd.* 广州灿谷汽车信息咨询服务 有限公司	PRC
Shanghai Wangjin Financial Information Service Co., Ltd.* 上海网金金融信息服务有限公司	PRC
Shanghai Cango Electronic Technology Co., Ltd.* 上海灿谷电子科技有限公司	PRC
Shanghai Wangtian Investment Co., Ltd.* 上海网天投资有限公司	PRC
Nanjing Canyuan Automotive Service Co., Ltd.* 南京灿元汽车服务有限公司	PRC
Hubei Huaitai Automotive Consulting Service Co., Ltd.* 湖北省怀泰汽车咨询服务 有限公司	PRC
Chengdu Cango Automotive Service Co., Ltd.* 成都灿谷汽车服务有限公司	PRC
Xi'an Cango Automotive Consulting Service Co., Ltd.* 西安灿谷汽车咨询服务 有限公司	PRC
Henan Cango Automotive Service Co., Ltd.* 河南灿谷汽车服务有限公司	PRC
Shandong Huaitong Automotive Consulting Service Co., Ltd.* 山东怀通汽车咨询服务 有限公司	PRC
Hefei Cango Automotive Service Co., Ltd.* 合肥灿谷汽车服务有限公司	PRC
Fujian Changhui Automotive Service Co., Ltd.* 福建昌汇汽车服务有限公司	PRC
Changsha Cango Automotive Service Co., Ltd.* 长沙灿谷汽车服务有限公司	PRC
Guizhou Cango Automotive Service Co., Ltd.* 贵州灿谷汽车服务有限公司	PRC
Kunming Cango Automotive Information Consultation Service Co., Ltd.* 昆明灿谷汽车信息咨询服务 有限公司	PRC
Shanghai Chejia Financing Lease Co., Ltd.* 上海有车有家融资租赁有限公司	PRC
Jilin Cango Automotive Information Consulting Service Co., Ltd.* 吉林灿谷汽车信息咨 询有限公司	PRC
Gansu Cango Automotive Information Consulting Co., Ltd.* 甘肃灿谷汽车信息咨 询有限公司	PRC



Nantong Cango Automotive Information Consulting Service Co., Ltd.* 南通灿谷汽车信息咨询服务有限公司	PRC
Changzhou Chejia Automotive Leasing Service Co., Ltd.* 常州有车有家汽车租赁服务有限公司	PRC
Shanghai Cango Advertising Media Co., Ltd.* 上海灿谷广告传媒有限公司	PRC
Haikou Cango Technology Co., Ltd.* 海口灿谷科技有限公司	PRC
Shanghai Yunrong Information Technology Co., Ltd.* 上海鑿融信息科技服务有限公司	PRC
Shanghai Cango Zhixing Automobile Lease Co., Ltd.* 上海灿谷知行汽车租赁有限公司	PRC
Shanghai Quanpin Automobile Sales and Service Co., Ltd.* 上海全品汽车销售服务有限公司	PRC
Shanghai Chejia Financing Lease Co., Ltd. Dongguan Branch* 上海有车有家融资租赁有限公司东莞分公司	PRC
Shanghai Chejia Financing Lease Co., Ltd. Foshan Branch* 上海有车有家融资租赁有限公司佛山分公司	PRC
Wuxi Chejia Automotive Leasing Service Co., Ltd.* 无锡有车有家汽车租赁服务有限公司	PRC
Suzhou Chejia Automotive Leasing Service Co., Ltd.* 苏州有车有家汽车租赁服务有限公司	PRC
Guiyang Chejia Automotive Leasing Service Co., Ltd.* 贵阳有车有家汽车租赁服务有限公司	PRC
Chengdu Chejia Automotive Leasing Service Co., Ltd.* 成都有车有家汽车租赁服务有限公司	PRC
Xi'an Chejia Automotive Leasing Service Co., Ltd.* 西安好车好家汽车租赁服务有限公司	PRC
Henan Chejia Automotive Leasing Service Co., Ltd.* 河南有车有家汽车租赁服务有限公司	PRC
Shenzhen Chejia Automotive Leasing Service Co., Ltd.* 深圳好车好家汽车租赁服务有限公司	PRC
Nanjing Chejia Automotive Leasing Service Co., Ltd.* 南京好车好家汽车租赁服务有限公司	PRC
Kunming Chejia Automotive Leasing Service Co., Ltd.* 昆明有车有家汽车租赁服务有限公司	PRC
Wuhan Cango Automotive Leasing Service Co., Ltd.* 武汉灿谷汽车租赁服务有限公司	PRC
Chongqing Canyon Automotive Leasing Service Co., Ltd.* 重庆灿元汽车租赁服务有限公司	PRC
Qinghai Cango Automobile Sales Service Co., Ltd.* 青海灿谷汽车销售服务有限公司	PRC
Fushun Insurance Broker Co., Ltd.* 福顺保险经纪有限公司	PRC



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CANGO INC.
FORM 20-F

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None

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Dalian Chejia Automotive Leasing Service Co., Ltd.* 大连有车有家汽车租赁服务有限公司	PRC
Fushun Insurance Broker Co., Ltd. Hunan Branch* 福顺保险经纪有限公司湖南分公司	PRC
Fushun Insurance Broker Co., Ltd. Gansu Branch* 福顺保险经纪有限公司甘肃分公司	PRC
Fushun Insurance Broker Co., Ltd. Guangdong Branch* 福顺保险经纪有限公司广东分公司	PRC
Fushun Insurance Broker Co., Ltd. Jiangsu Branch* 福顺保险经纪有限公司江苏分公司	PRC
Fushun Insurance Broker Co., Ltd. Shaanxi Branch* 福顺保险经纪有限公司陕西分公司	PRC
Fushun Insurance Broker Co., Ltd. Henan Branch* 福顺保险经纪有限公司河南分公司	PRC
Fushun Insurance Broker Co., Ltd. Qingdao Branch* 福顺保险经纪有限公司青岛分公司	PRC
Fushun Insurance Broker Co., Ltd. Shanxi Branch* 福顺保险经纪有限公司山西分公司	PRC
Fushun Insurance Broker Co., Ltd. Guangxi Branch* 福顺保险经纪有限公司广西分公司	PRC
Shanghai Cango Network Technology Co., Ltd.* 上海灿谷网络科技有限公司	PRC

* The English name of this subsidiary, consolidated VIE or subsidiary of a consolidated VIE, as applicable, has been translated from its Chinese name.



**Certification by the Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Jiayuan Lin, certify that:

1. I have reviewed this annual report on Form 20-F of Cango Inc. (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(s) 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.



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Date: April 26, 2023

By: /s/ Jiayuan Lin

Name: Jiayuan Lin

Title: Director and Chief Executive Officer



**Certification by the Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Yongyi Zhang, certify that:

1. I have reviewed this annual report on Form 20-F of Cango Inc. (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(s) 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.



CANGO INC.

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FORM 20-F

None

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Date: April 26, 2023

By: /s/ Yongyi Zhang

Name: Yongyi Zhang

Title: Director and Chief Financial Officer



CANGO INC.
FORM 20-F

Donnelley Financial
None

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Exhibit 13.1

**Certification by the Chief Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of Cango Inc. (the "Company") on Form 20-F for the year ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jiayuan Lin, Chief Executive 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: April 26, 2023

By: /s/ Jiayuan Lin
Name: Jiayuan Lin
Title: Director and Chief Executive Officer



**Certification by the Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of Cango Inc. (the "Company") on Form 20-F for the year ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Yongyi Zhang, 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: April 26, 2023

By: /s/ Yongyi Zhang

Name: Yongyi Zhang

Title: Director and Chief Financial Officer



CANGO INC.
FORM 20-F

Donnelley Financial
None

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Exhibit 15.1

方達律師事務所

FANGDA PARTNERS

香港 Hong Kong·上海 Shanghai·北京 Beijing·深圳 Shenzhen 广州 Guangzhou

<http://www.fangdalaw.com>

中国北京市朝阳区光华路一号
北京嘉里中心北楼27层
邮政编码：100020

电子邮件 E-mail:email@fangdalaw.com
电话 Tel.: 86-10-5769-5600
传真 Fax: 86-10-5769-5799

27/F, North Tower, Beijing Kerry Centre
1 Guanghua Road, Chaoyang District
Beijing 100020, PRC

Cango Inc.

8F, New Bund Oriental Plaza II
556 West Haiyang Road, Pudong, Shanghai,
People's Republic of China

April 26, 2023

Dear Sirs,

We consent to the references to our firm under “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Corporate Structure—If the PRC government deems that the contractual arrangements in relation to our consolidated VIEs do 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” and “Item 4. Information on the Company—C. Organizational Structure—Contractual Arrangements among Can Gu Long, the Consolidated VIEs and Their Shareholders”, in Cango Inc.’s Annual Report on Form 20-F for the year ended December 31, 2022 (the “Annual Report”), which is filed with the Securities and Exchange Commission (the “SEC”) on the date hereof. We also consent to the filing with the SEC of this consent letter as an exhibit to the Annual Report.

In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, or under the Securities Exchange Act of 1934, in each case, as amended, or the regulations promulgated thereunder.

Yours faithfully,

/s/ Fangda Partners



Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-238454) pertaining to the Share Incentive Plan 2018 of Cango Inc. of our report dated April 26, 2023, with respect to the consolidated financial statements of Cango Inc. included in its Annual Report (Form 20-F) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young Hua Ming LLP
Shanghai, The People's Republic of China

April 26, 2023



**Certification by the Chief Executive Officer
Pursuant to Item 16I(a) of Form 20-F**

I, Jiayuan Lin, Director and Chief Executive Officer of Cango Inc. (the “Company”), certify that to my knowledge following due inquiry:

- (1) As of the date hereof, the directors and officers of the Company consist of: Xiaojun Zhang, Jiayuan Lin, Yongyi Zhang, Zhipeng Song, Chi Ming Lee, Dongsheng Zhou and Rong Liu;
- (2) None of the Company’s directors or officers are representatives of any government entity in the People’s Republic China (the “PRC”);
- (3) As of the date hereof, the following shareholders hold 10% or more of the total outstanding ordinary shares of the Company: Traveler Enterprise Limited, Warburg Pincus Cango Fintech Investment Company Limited, Eagle Central Holding Limited, and Didi Chuxing entities (consisting of Links Advance Holdings Limited and DiDi Sunshine Investments L.P. Information);
- (4) None of the shareholders that hold 10% or more of the total outstanding ordinary shares of the Company are controlled by any government entity in the PRC;
- (5) There are no voting, acting-in-concert or other agreements or arrangements, nomination, appointment, designation or other rights, or material relationships, in each case between the Company or any of the aforementioned directors, officers or shareholders, on the one hand, and any person, on the other hand, that could result in such person being deemed to control the Company; and
- (6) Based on the above, the Company is not owned or controlled by a government entity in the PRC.

Date: April 26, 2023

By: /s/ Jiayuan Lin

Name: Jiayuan Lin

Title: Director and Chief Executive Officer