
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE
13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2023

Commission File Number 001-38752

Qifu Technology, Inc.

(Translation of registrant's name into English)

**7/F Lujiazui Finance Plaza
No. 1217 Dongfang Road
Pudong New Area, Shanghai 200122
People's Republic of China**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Form 20-F Form 40-F

Exhibit Index

[Exhibit 99.1 — Press Release](#)

[Exhibit 99.2 — Notice of Annual General Meeting](#)

[Exhibit 99.3 — Form of Proxy for Annual General Meeting](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Qifu Technology, Inc.

By: /s/ Alex Xu

Name: Alex Xu

Title: Director and Chief Financial Officer

Date: May 12, 2023

Qifu Technology to Hold Annual General Meeting on June 30, 2023

Shanghai, China, May 12, 2023, Qifu Technology, Inc. (NASDAQ: QFIN; HKEx: 3660) (“Qifu Technology” or the “Company”), a leading Credit-Tech platform in China, today announced that it will hold an annual general meeting of shareholders (the “AGM”) at 9:30 a.m. on June 30, 2023 (Beijing time) at the address of 13/F Lujiazui Finance Plaza, No. 1217 Dongfang Road, Pudong New Area, Shanghai 200122, People’s Republic of China for the purposes of considering and, if thought fit, (i) re-appointing Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2023, (ii) re-electing Ms. Jiao Jiao as a director of the Company at this annual general meeting and retain office until her retirement pursuant to the Company’s memorandum and articles of association, and (iii) re-electing Mr. Fan Zhao as a director of the Company at this annual general meeting and retain office until his retirement pursuant to the Company’s memorandum and articles of association.

The board of Directors of the Company has fixed the close of business on May 30, 2023, Hong Kong time, as the record date (the “Shares Record Date”) of Class A ordinary shares with a par value of US\$0.00001 each (the “Class A Ordinary Shares”). Holders of record of the Company’s Class A Ordinary Shares as of the Shares Record Date are entitled to attend and vote at the AGM and any adjourned meeting thereof.

Holders of record of American Depositary Shares (the “ADSs”) as of the close of business on May 30, 2023, New York time, who wish to exercise their voting rights for the underlying Class A Ordinary Shares represented by their ADSs must give voting instructions directly to The Bank of New York Mellon, the depository of the ADSs, if the ADSs are held by holders on the books and records of the Depository or indirectly through a bank, brokerage or other securities intermediary if the ADSs are held by any of them on behalf of holders.

The notice of the AGM, which sets forth the resolutions to be submitted to shareholder approval at the meeting, is available on the Company’s website at: <https://ir.qifu.tech>.

About Qifu Technology

Qifu Technology is a Credit-Tech platform in China that provides a comprehensive suite of technology services to assist financial institutions and consumers and SMEs in the loan lifecycle, ranging from borrower acquisition, preliminary credit assessment, fund matching and post-facilitation services. The Company is dedicated to making credit services more accessible and personalized to consumers and SMEs through Credit-Tech services to financial institutions.

For more information, please visit: <https://ir.qifu.tech>.

Safe Harbor Statement

Any forward-looking statements contained in this announcement are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar statements. Among other things, the business outlook and quotations from management in this announcement, as well as the Company’s strategic and operational plans, contain forward-looking statements. Qifu Technology may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (“SEC”), in announcements made on the website of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including the Company’s business outlook, beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, which factors include but not limited to the following: the Company’s growth strategies, the Company’s cooperation with 360 Group, changes in laws, rules and regulatory environments, the recognition of the Company’s brand, market acceptance of the Company’s products and services, trends and developments in the credit-tech industry, governmental policies relating to the credit-tech industry, general economic conditions in China and around the globe, and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks and uncertainties is included in Qifu Technology’s filings with the SEC and announcements on the website of the Hong Kong Stock Exchange. All information provided in this press release is as of the date of this press release, and Qifu Technology does not undertake any obligation to update any forward-looking statement, except as required under applicable law.

For more information, please contact:

Qifu Technology
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Christensen

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QIFU TECHNOLOGY, INC.

(A company incorporated in the Cayman Islands with limited liability)
(NASDAQ: QFIN and HKEX: 3660)

NOTICE OF ANNUAL GENERAL MEETING

to be held on June 30, 2023
(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that an annual general meeting (“**AGM**”) of Qifu Technology, Inc. (the “**Company**”) will be held at 13/F Lujiazui Finance Plaza, No. 1217 Dongfang Road, Pudong New Area, Shanghai 200122, People’s Republic of China at 9:30 a.m. on June 30, 2023 (Beijing time), and at any adjourned or postponed meeting thereof, for the purposes to consider and, if thought fit, pass each of the following resolutions:

1. As an ordinary resolution, THAT, Deloitte Touche Tohmatsu Certified Public Accountants LLP shall be re-appointed as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2023;
2. As an ordinary resolution, THAT, Ms. Jiao Jiao shall be re-elected as a director of the Company at this annual general meeting and retain office until her retirement pursuant to the Company’s memorandum and articles of association; and
3. As an ordinary resolution, THAT, Mr. Fan Zhao shall be re-elected as a director of the Company at this annual general meeting and retain office until his retirement pursuant to the Company’s memorandum and articles of association.

SHARE RECORD DATE AND ADS RECORD DATE

The board of directors of the Company (the “**Board**”) has fixed the close of business on May 30, 2023 (Hong Kong time) as the record date (the “**Share Record Date**”) of the Company’s Class A ordinary shares with a par value US\$0.00001 each (the “**Class A Ordinary Shares**”). In order to be eligible to vote and attend the AGM, all valid documents for the transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:30 p.m. on May 30, 2023 (Hong Kong time). Holders of the Company’s Class A Ordinary Shares (as of the Share Record Date) are entitled to attend and vote at the AGM and any adjourned meeting thereof.

Holders of the American depositary shares (“**ADSs**”) as of the close of business on May 30, 2023 (New York time) (the “**ADS Record Date**”) who wish to exercise their voting rights for the underlying Class A Ordinary Shares represented by their ADSs must give voting instructions directly to The Bank of New York Mellon, the depositary of the ADSs, if ADSs are held on the books and records of The Bank of New York Mellon, or indirectly through a bank, brokerage or other securities intermediary if ADSs are held by any of them on behalf of holders, as the case may be.

ATTENDING THE AGM

Only holders of record of Class A Ordinary Shares as of the Share Record Date are entitled to attend and vote at the AGM. In order to prevent the spread of COVID-19 and to safeguard the health and safety of shareholders, the Company may implement certain precautionary measures at the AGM. All officers and agents of the Company reserve the right to refuse any person entry to the AGM venue, or to instruct any person to leave the AGM venue, where such officer or agent reasonably considers that such refusal or instruction is or may be required for the Company or any other person to be able to comply with applicable laws and regulations. The exercise of such right to refuse entry or instruct to leave shall not invalidate the proceedings at the AGM.

PROXY FORMS AND ADS VOTING CARDS

A holder of Class A Ordinary Shares as of the Share Record Date may appoint a proxy to exercise his or her rights at the AGM. A holder of ADSs as of the ADS Record Date will need to directly instruct The Bank of New York Mellon, the depository of the ADSs, if ADSs are held by holders on the books and records of The Bank of New York Mellon, or instruct a holder's bank, brokerage or other securities intermediary if the ADSs are held by any of them on behalf of holders, as the case may be, as to how to vote the Class A Ordinary Shares represented by the ADSs. Please refer to the proxy form (for holders of Shares) which is available on our website at <https://ir.qifu.tech>.

Holders of record of the Company's Class A Ordinary Shares on the Company's register of members as of the Share Record Date are cordially invited to attend the AGM in person. Your vote is important. You are urged to complete, sign, date and return the accompanying proxy form to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (for holders of Class A Ordinary Shares) or your voting instructions directly to The Bank of New York Mellon if your ADSs are held on the books and records of The Bank of New York Mellon, or to your bank, brokerage or other securities intermediary if your ADSs are held by any of them on your behalf, as the case may be (for holders of ADSs) as promptly as possible and before the prescribed deadline if you wish to exercise your voting rights. Computershare Hong Kong Investor Services Limited must receive the proxy form by no later than 9:30 a.m., Hong Kong time, on June 28, 2023 at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong to ensure your representation at the AGM, and The Bank of New York Mellon must receive your voting instructions by no later than 12:00 p.m., New York time, on June 22, 2023 to enable the votes attaching to the underlying Class A Ordinary Shares represented by your ADSs to be cast at the AGM.

ANNUAL REPORT

Shareholders may obtain a copy of the Company's annual report, free of charge, from the Company's website at <https://ir.qifu.tech>, the HKEX's website at www.hkexnews.hk or from the SEC's website at www.sec.gov. or by contacting Investor Relations Department of the Company via email at ir@360shuke.com.

By Order of the Board,
Qifu Technology, Inc.

/s/ Alex Zuoli Xu

Alex Zuoli Xu

Director and Chief Financial Officer

Shanghai, China

May 12, 2023

Registered Office:
PO Box 309, Umland House,
Grand Cayman, KY1-1104
Cayman Islands

Principal Executive Offices in China:
7/F Lujiazui Finance Plaza
No. 1217 Dongfang Road
Pudong New Area, Shanghai 200122
People's Republic of China

Qifu Technology, Inc.
(A Company incorporated in the Cayman Islands with limited liability)
(NASDAQ: QFIN and HKEX: 3660)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

to be held on June 30, 2023
(or any adjourned or postponed meeting thereof)

Introduction

This form of proxy (the “**Form of Proxy**”) is furnished in connection with the solicitation by the board of directors of Qifu Technology, Inc. (the “**Board**”), a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued and outstanding Class A ordinary shares, par value US\$0.00001 per share (the “**Class A Ordinary Shares**”) to be exercised at the annual general meeting of the Company (the “**AGM**”) to be held at 13/F Lujiazui Finance Plaza, No. 1217 Dongfang Road, Pudong New Area, Shanghai 200122, People’s Republic of China at 9:30 a.m. on June 30, 2023 (Beijing time), and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying notice of the AGM (the “**AGM Notice**”).

Only the holders of record of the Class A Ordinary Shares at the close of business on May 30, 2023 (Hong Kong time) (the “**Record Date**”) are entitled to notice of, to attend and to vote at the AGM. In respect of the matters requiring shareholders’ vote at the AGM, each Class A Ordinary Share is entitled to one vote. The quorum of the AGM is one or more shareholders who together hold shares which carry in aggregate not less than one-third of all votes attaching to all issued and outstanding shares that carry the right to vote at the AGM, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative.

A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. The Class A Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the AGM as indicated or, if no instruction is given, the holder of the proxy will vote the shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the AGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the AGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the AGM. However, if any other matter properly comes before the AGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its registered office at PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands, with a copy delivered to the Company’s offices at 7/F Lujiazui Finance Plaza, No. 1217 Dongfang Road, Pudong New Area, Shanghai 200122, People’s Republic of China, or (ii) by voting in person at the AGM.

To be valid, this Form of Proxy must be completed, signed and returned to 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible so that it is received by the Company not less than 48 hours before the time of the AGM.

Qifu Technology, Inc.
(A Company incorporated in the Cayman Islands with limited liability)
(NASDAQ: QFIN and HKEX: 3660)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

to be held on June 30, 2023
(or any adjourned or postponed meeting thereof)

I/We _____ of _____, being the registered holder(s) of _____ Class A Ordinary Shares ¹, par value US\$0.00001 per share, of Qifu Technology, Inc. (the “Company”), hereby appoint the Chairman of the Annual General Meeting ² or _____ of _____ as my/our proxy to attend and act for me/us at the Annual General Meeting (or at any adjourned or postponed meeting thereof) of the Company to be held at 13/F Lujiazui Finance Plaza, No. 1217 Dongfang Road, Pudong New Area, Shanghai 200122, People’s Republic of China at 9:30 a.m. on June 30, 2023 (Beijing time), and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit ³.

| No. | RESOLUTIONS | FOR ³⁴ | AGAINST ³ | ABSTAIN ³ |
|-----|--|-------------------|----------------------|----------------------|
| 1. | As an ordinary resolution, THAT, Deloitte Touche Tohmatsu Certified Public Accountants LLP shall be re-appointed as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2023. | | | |
| 2. | As an ordinary resolution, THAT, Ms. Jiao Jiao shall be re-elected as a director of the Company at this annual general meeting and retain office until her retirement pursuant to the Company’s memorandum and articles of association. | | | |
| 3. | As an ordinary resolution, THAT, Mr. Fan Zhao shall be re-elected as a director of the Company at this annual general meeting and retain office until his retirement pursuant to the Company’s memorandum and articles of association. | | | |

Dated _____, 2023

Signature(s) _____

Notes:

- 1 Please insert the **number** of Class A Ordinary Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- 2 **If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words “the Chairman of the Annual General Meeting or” and insert the name and address of the proxy desired in the space provided.** A shareholder may appoint one or more proxies to attend and vote in his stead. **Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.**
- 3 **IMPORTANT: If you wish to vote for a particular resolution, tick the appropriate box marked “for”. If you wish to vote against a particular resolution, tick the appropriate box marked “against”. If you wish to abstain from voting on a particular resolution, tick the appropriate box marked “abstain”.** You may instruct your proxy to vote some or all of the shares in respect of which the proxy is appointed either for or against any resolution and/or abstain from voting as such proxy need not cast the votes in respect of your shares in the same way on any resolution. In this case, please specify in the voting boxes above the number of shares in respect of which your proxy is to vote for or against or to abstain in respect of each resolution.
- 4 This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under seal or executed under the hand of an officer or attorney duly authorized to sign the same.

NOTES

IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE AGM IN PERSON OR COMPLETE AND SEND IN THIS FORM APPOINTING A SPECIFIC PROXY.

- 1 A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. Please insert the name of the person(s) of your own choice that you wish to be appointed proxy in the space provided, failing which the Chairman will be appointed as your proxy.
- 2 Any standing proxy previously deposited by a shareholder with the Company will be voted in favour of the resolutions to be proposed at the AGM unless revoked prior to the AGM or the shareholder attends the AGM in person or completes and returns this form appointing a specific proxy.
- 3 Whether or not you propose to attend the relevant meeting(s) in person, you are strongly advised to complete and return this form of proxy in accordance with these instructions. To be valid, this form must be completed and deposited (together with any power of attorney or other authority under which it is signed or a notorially certified copy of that power or authority) at the offices of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the relevant meeting or any adjourned meeting. Returning this completed form of proxy will not preclude you from attending the relevant meeting(s) and voting in person if you so wish.
- 4 If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares. The senior holder should sign this form, but the names of all other joint holders should be stated on the form in the space provided.
- 5 If this form is returned without an indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether he/she votes and if so how.
- 6 This form of proxy is for use by shareholders only. If the appointor is a corporate entity this form of proxy must either be under its seal or under the hand of some officer or attorney duly authorised for that purpose.
- 7 Any alterations made to this form must be initialled by you.
- 8 A proxy may vote on a show of hands or on a poll.