UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

__________, Individually and On Behalf of All Others Similarly Situated, Plaintiff, v. PINTEC TECHNOLOGY HOLDINGS LIMITED, WEI WEI, STEVEN YUAN NING SIM, JUN DONG, JING ZHOU, XIAOMEI PENG, CHAO ZHOU, FENG HONG, JIACHENG LIU, GOLDMAN SACHS (ASIA) L.L.C., DEUTSCHE BANK SECURITIES INC., and CITIGROUP GLOBAL MARKETS INC., Defendants.	Case No. **CLASS ACTION COMPLAINT FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS** **JURY TRIAL DEMANDED**

Plaintiff __________ ("Plaintiff"), individually and on behalf of all others similarly situated, by and through his attorneys, alleges the following upon information and belief, except as to those allegations concerning Plaintiff, which are alleged upon personal knowledge. Plaintiff's information and belief is based upon, among other things, his counsel's investigation, which includes without limitation: (a) review and analysis of regulatory filings made by Pintec Technology Holdings Limited ("Pintec" or the "Company") with the United States ("U.S.") Securities and Exchange Commission ("SEC"); (b) review and analysis of press releases and media reports issued by and disseminated by Pintec; and (c) review of other publicly available information concerning Pintec.

NATURE OF THE ACTION AND OVERVIEW

1. This is a class action on behalf of persons and entities that purchased or otherwise acquired Pintec securities pursuant and/or traceable to the registration statement and prospectus (collectively, the "Registration Statement") issued in connection with the Company's October 2018 initial public offering ("IPO" or the "Offering"). Plaintiff pursues claims against the Defendants, under the Securities Act of 1933 (the "Securities Act").

2. Pintec is purportedly a technology platform that enables financial services in China by connecting business partners and financial partners with users.

3. On October 25, 2018, the Company filed its prospectus on Form 424B4 with the SEC, which forms part of the Registration Statement. In the IPO, the Company sold more than 3.7 million American Depositary Shares ("ADSs" or "shares") at a price of $11.88 per share. Each ADS represents seven Class A common shares. The Company received proceeds of approximately $41 million from the Offering, net of underwriting discounts and commissions. The proceeds from the IPO were purportedly to be used for general corporate purposes, repayment of shareholder loans, and acquiring a micro-lending license.

4. On July 30, 2019, after the market closed, the Company filed its fiscal 2018 annual report, in which it restated previously disclosed financial results. Among other things, the Company reported net income of $315,000 for fiscal 2018, compared to its prior disclosure of $1.068 million net income. Pintec also disclosed that there were material weakness in its internal control over financial reporting related to cash advances outside the normal course of business to Jimu Group, a related party, and to a non-routine loan financing transaction with a third-party entity, Plutux Labs.

5. On this news, the Company's share price fell $0.53, or more than 13%, over the next several trading sessions, to close at $3.40 per share on August 5, 2019, on unusually heavy trading volume.

6. On June 15, 2020, after the market closed, Pintec disclosed that it could not timely file its fiscal 2019 annual report and that it anticipated reporting a significant change in results of operations. Specifically, the Company disclosed that it "erroneously recorded revenue earned from certain technical service fee on a net basis" for fiscal 2017 and 2018. Moreover, Pintec "announced a net loss of RMB906.5 million in the full year of 2019 due to RMB890.7 million of provision for credit loss in amounts due from a related party, Jimu Group, and RMB200 million of impairment in prepayment for long-term investment."

7. By the commencement of this action, Pintec stock was trading as low as $0.92 per share, a nearly 92% decline from the $11.88 per share IPO price.

8. The Registration Statement was false and misleading and omitted to state material adverse facts. Specifically, Defendants failed to disclose to investors: (1) that the Company erroneously recorded revenue earned from certain technical service fee on a net basis, rather than a gross basis; (2) that there were material weaknesses in Pintec's internal control over financial

reporting related to cash advances outside the normal course of business to Jimu Group, a related party, and to a non-routine loan financing transaction with a third-party entity, Plutux Labs; (3) that, as a result of the foregoing, the Company's financial results for fiscal 2017 and 2018 had been misstated; and (4) that, as a result of the foregoing, Defendants' positive statements about the Company's business, operations, and prospects, were materially misleading and/or lacked a reasonable basis.

9. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

JURISDICTION AND VENUE

10. The claims asserted herein arise under and pursuant to Sections 11 and 15 of the Securities Act (15 U.S.C. §§ 77k and 77o).

11. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. § 1331 and Section 22 of the Securities Act (15 U.S.C. § 77v).

12. Venue is proper in this Judicial District pursuant to 28 U.S.C. § 1391(b).

13. In connection with the acts, transactions, and conduct alleged herein, Defendants directly and indirectly used the means and instrumentalities of interstate commerce, including the United States mail, interstate telephone communications, and the facilities of a national securities exchange.

PARTIES

14. Plaintiff __________, as set forth in the accompanying certification, incorporated by reference herein, purchased or otherwise acquired Pintec securities pursuant and/or traceable to the Registration Statement issued in connection with the Company's IPO, and suffered damages

as a result of the federal securities law violations and false and/or misleading statements and/or material omissions alleged herein.

15. Defendant Pintec is incorporated under the laws of the Cayman Islands with its principal executive offices located in Beijing, China. Pintec's ADSs trade on the NASDAQ under the symbol "PT."

16. Defendant Wei Wei ("Wei") was, at all relevant times, the Chief Executive Officer and a Director of the Company, and signed or authorized the signing of the Company's Registration Statement filed with the SEC.

17. Defendant Steven Yuan Ning Sim ("Sim") was, at all relevant times, the Chief Financial Officer of the Company, and signed or authorized the signing of the Company's Registration Statement filed with the SEC.

18. Defendant Jun Dong ("Dong") was a director of the Company and signed or authorized the signing of the Company's Registration Statement filed with the SEC.

19. Defendant Jing Zhou was a director of the Company and signed or authorized the signing of the Company's Registration Statement filed with the SEC.

20. Defendant Xiaomei Peng ("Peng") was a director of the Company and signed or authorized the signing of the Company's Registration Statement filed with the SEC.

21. Defendant Chao Zhou was a director of the Company and signed or authorized the signing of the Company's Registration Statement filed with the SEC.

22. Defendant Feng Hong ("Hong") was a director of the Company and signed or authorized the signing of the Company's Registration Statement filed with the SEC.

23. Defendant Jiacheng Liu ("Liu") was a director of the Company and signed or authorized the signing of the Company's Registration Statement filed with the SEC.

24. Defendants Wei, Sim, Dong, Jing Zhou, Peng, Chao Zhou, Hong, and Liu are collectively referred to hereinafter as the "Individual Defendants."

25. Defendant Goldman Sachs (Asia) L.L.C. ("Goldman Sachs") served as an underwriter for the Company's IPO.

26. Defendant Deutsche Bank Securities Inc. ("Deutsche") served as an underwriter for the Company's IPO.

27. Defendant Citigroup Global Markets Inc. ("Citigroup") served as an underwriter for the Company's IPO.

28. Defendants Goldman Sachs, Deutsche, and Citigroup are collectively referred to hereinafter as the "Underwriter Defendants."

CLASS ACTION ALLEGATIONS

29. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class, consisting of all persons and entities that purchased or otherwise acquired Pintec securities issued in connection with the Company's IPO. Excluded from the Class are Defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors, or assigns, and any entity in which Defendants have or had a controlling interest.

30. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, Pintec's common shares actively traded on the NASDAQ. While the exact number of Class members is unknown to Plaintiff at this time and can only be ascertained through appropriate discovery, Plaintiff believes that there are at least hundreds or thousands of members in the proposed Class. Millions of Pintec stock were traded publicly during the Class Period on the NASDAQ. Record owners and other members of the Class may be identified from records maintained by Pintec or its transfer agent and may be notified of the

pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

31. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

32. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation.

33. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by Defendants' acts as alleged herein;

(b) whether statements made by Defendants to the investing public during the Class Period omitted and/or misrepresented material facts about the business, operations, and prospects of Pintec; and

(c) to what extent the members of the Class have sustained damages and the proper measure of damages.

34. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation makes it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

SUBSTANTIVE ALLEGATIONS

Background

35. Pintec is purportedly a technology platform that enables financial services in China by connecting business partners and financial partners with users.

The Company's False and/or Misleading Registration Statement and Prospectus

36. On October 22, 2018, the Company filed its final amendment to the Registration Statement with the SEC on Form F-1/A, which forms part of the Registration Statement. The Registration Statement was declared effective on October 24, 2018.

37. On October 25, 2018, the Company filed its prospectus on Form 424B4 with the SEC, which forms part of the Registration Statement. In the IPO, the Company sold more than 3.7 million ADSs at a price of $11.88 per share. Each ADS represents seven Class A common shares. The Company received proceeds of approximately $41 million from the Offering, net of underwriting discounts and commissions. The proceeds from the IPO were purportedly to be used for general corporate purposes, repayment of shareholder loans, and acquiring a micro-lending license.

38. The Registration Statement was negligently prepared and, as a result, contained untrue statements of material facts or omitted to state other facts necessary to make the statements made not misleading, and was not prepared in accordance with the rules and regulations governing its preparation.

39. Under applicable SEC rules and regulations, the Registration Statement was required to disclose known trends, events or uncertainties that were having, and were reasonably likely to have, an impact on the Company's continuing operations.

40. Pintec touted its "significant growth" since its first product was launched in June 2015. The Registration Statement highlighted the following historical results:

> We have experienced significant growth since we launched our first product in June 2015. In 2016 and 2017, our solutions facilitated over 8.5 million and 21.3 million loan applications, respectively, and a total of RMB4.8 billion and RMB15.2 billion (US$2.4 billion) in loans, respectively. In the first quarter of 2017 and 2018, we facilitated over 4.4 million and 4.8 million loan applications, respectively, and a total of RMB2.3 billion and RMB3.8 billion (US$0.6 billion) in loans, respectively. ***Our total revenues grew from RMB54.9 million in 2016 to RMB568.7 million (US$90.7 million) in 2017, and increased from RMB63.6 million in the first quarter of 2017 to RMB279.4 million (US$44.5 million) in the first quarter of 2018. Our net loss decreased by 57.7% from RMB200.5 million in 2016 to RMB84.9 million (US$13.5 million) in 2017, and changed from a net loss of RMB35.5 million in the first quarter of 2017 to a net income of RMB14.6 million (US$2.3 million) in the first quarter of 2018.*** Our adjusted net loss, which is a non-GAAP measure, decreased significantly from RMB174.8 million in 2016 to RMB53.8 million (US$8.5 million) in 2017, and changed from an adjusted net loss of RMB27.8 million in the first quarter of 2017 to an adjusted net income of RMB23.5 million (US$3.8 million) in the first quarter of 2018.

41. Regarding revenue recognition with respect to technical service fees, the Registration Statement stated:

> Revenue is recognized when each of the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) services have been rendered; (3) pricing is fixed or determinable; and (4) collectability is reasonably assured.
>
> *Technical service fees.* For these transactions, we earn technical service fees by providing online credit assessment services and post-lending management services, such as cash processing services and collection services. Online credit assessment services are provided to potential borrowers to facilitate their matching with the investors on the financial partners' platforms or commercial banks and other financial institutions.
>
> We have determined that the arrangement to provide technical service to borrowers contains the following multiple elements: online credit assessment services and post-lending management services. We have determined that the borrowers and commercial banks and other financial institutions are our customers. We allocate the technical service fees among the deliverables at the inception of the arrangement on the basis of their relative selling prices according to the selling price hierarchy established by ASC 605-25-30. The hierarchy requires us to first use vendor-specific objective evidence of selling price, if it exists. If vendor-specific objective evidence of selling price does not exist, we are then required to

use third-party evidence of selling price. If neither vendor-specific objective evidence of selling price nor third-party evidence of selling price exists, we use management's best estimate of selling price for the deliverables. We use management's best estimate of selling price for the deliverables of the technical service fees.

We can only charge the technical service fees to the borrowers upon the successful matching of the loans by a financial partner. The non-contingent portion of the selling price is collected upfront upon the loan matching, and the contingent portion of the selling price is collected over the term of the loans when the monthly repayment occurs. As the borrower are able to prepay the loan amounts before maturity date for a prepayment fee, the aggregate amount of the contingent portion of the fee that can ultimately collected by us for online credit assessment service and post-lending management service earned from a loan transaction is depend upon the actual term over which the borrowers made their loan repayments. In accordance with ASC 605-25-30-5, the amount allocated by us to the delivered credit assessment service is limited to that amount that is not contingent upon the delivery of additional units or meeting other specified performance conditions. The non-contingent portion of the credit assessment service fees are recognized revenue upon cash collection and execution of loan agreements between financial partners and borrowers. In situations where the upfront cash collected is less than the relative selling price of the credit assessment service, the revenue recognized is limited to the cash received upfront, the remaining contingent portion of the credit assessment fees together with the fees allocated to post-lending management services, are recognized each month when the service is provided over the period of the loan as the monthly repayment occurs.

Prepayment fee charged by us is recognized when the prepayment occurs and the payments are made by the borrowers.

We also charge fees for collection services related to defaulted payments. These fees are recognized when the contingent events occur and the payments are made by the borrowers as that is the point in time collectability is reasonably assured.

42. The Registration Statement described Pintec's relationship with Jimu Group as follows:

Transactions with Jimu Group

Previously, both we and Jimu Group carried out our businesses under our predecessor, Jimu Holdings Limited, formerly known as Pintec Holdings Limited. The variable interest entities and subsidiaries affiliated with Jimu Group provided us with funding and credit enhancement, and we paid service fees to Jimu Group for the peer-to-peer matching services for the funding debts. The table below sets forth our transactions with Jimu Group for the period indicated:

Transactions	For the years ended December 31,			For the three months ended March 31,	
	2016	2017		2018	
	RMB	RMB	US$	RMB	US$
			(In thousands)		
Cost and expenses allocated from Jimu Group	140,894	102,263	16,303	13,563	2,162
Service fee to Jimu Group for the peer-to-peer matching services for the funding debts	1,120	1,235	197	1,009	161
Allocated cost and expenses waived by Jimu Group	74,367	—	—	—	—
Service fees collected on behalf Jimu Group for which repayment is waived	28,690	—	—	—	—
Cash contribution from Jimu Group	155,057	—	—	—	—
Net cash advances from Jimu Group	29,790	23,121	3,686	35,282	5,625
Loan proceeds from Jimu Group	—	29,270	4,666	—	—

As of December 31, 2016, we had RMB108.9 million due from Jimu Group and RMB162.8 million (US$26.0 million) due to Jimu Group and as of December 31, 2017, RMB228.5 million due from Jimu Group and RMB385 million (US$61.4 million) due to Jimu Group. As of March 31, 2018, we had RMB194.7 million (US$31.0 million) due from Jimu Group and RMB203.9 million (US$32.5 million) due to Jimu Group.

43. Under "Risk Factors," the Registration Statement stated, in relevant part:

If we fail to maintain an effective system of internal control over financial reporting, we may be unable to accurately report our financial results or prevent fraud.

Prior to this offering, we were a private company with limited accounting personnel and other resources with which to address our internal control and procedures. Our management has not completed an assessment of the effectiveness of our internal control over financial reporting and our independent registered public accounting firm has not conducted an audit of our internal control over financial reporting. In the course of auditing our consolidated financial statements for the year ended December 31, 2017, we and our independent registered public accounting firm identified one material weakness in our internal control over financial reporting as of December 31, 2017, in accordance with the standards established by the Public Company Accounting Oversight Board of the United States.

The material weakness that has been identified relates to our lack of sufficient financial reporting and accounting personnel with appropriate knowledge of U.S. GAAP and SEC reporting requirements to properly address complex U.S. GAAP technical accounting issues and prepare and review financial statements and related disclosures in accordance with U.S. GAAP and reporting requirements set forth by the SEC. We have implemented and are continuing to implement a number of measures to address the material weakness

> ***that has been identified.*** For details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Internal Control Over Financial Reporting." However, we cannot assure you that we will be able to continue implementing these measures in the future, or that we will not identify additional material weaknesses in the future.
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> * * *
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> In addition, after we become a public company, our reporting obligations may place a significant strain on our management, operational and financial resources and systems for the foreseeable future. We may be unable to timely complete our evaluation testing and any required remediation.

44. Pintec claimed to implement certain remedial measures to address the material weakness. Under "Internal Control Over Financial Reporting," the Registration Statement further stated, in relevant part:

> We are in the process of implementing a number of measures to address the material weakness that has been identified, including: (i) recruiting additional qualified accounting and reporting personnel with extensive U.S. GAAP accounting and SEC reporting experience to improve financial reporting, (ii) establishing an ongoing training program to provide sufficient and appropriate training to our accounting staff regarding U.S. GAAP and SEC rules and regulations; and (iii) enhancing our accounting manuals to provide our accounting and reporting personnel with more comprehensive guidelines on the policies and controls over financial reporting under U.S. GAAP and SEC reporting requirements, including accounting of non-recurring and complex transactions.

45. The Registration Statement was materially false and misleading and omitted to state: (1) that the Company erroneously recorded revenue earned from certain technical service fee on a net basis, rather than a gross basis; (2) that there were material weaknesses in Pintec's internal control over financial reporting related to cash advances outside the normal course of business to Jimu Group, a related party, and to a non-routine loan financing transaction with a third-party entity, Plutux Labs; (3) that, as a result of the foregoing, the Company's financial results for fiscal 2017 and 2018 had been misstated; and (4) that, as a result of the foregoing, Defendants' positive statements about the Company's business, operations, and prospects, were materially misleading and/or lacked a reasonable basis.

The Subsequent Disclosures

46. On March 20, 2019, Pintec announced its fourth quarter 2018 financial results in a press release that stated, in relevant part:

> **Full Year 2018 Financial Highlights**
>
> - Total revenues grew by 85.1% to RMB1,052.6 million (US$153.1 million) from RMB568.7 million in the full year of 2017.
> - Gross profit increased by 153.4% to RMB497.5 million (US$72.4 million). Gross margin expanded to 47.3% from 34.5% in the full year of 2017.
> - Net income was RMB7.4 million (US$1.1 million) compared to a net loss of RMB84.9 million in the full year of 2017.
> - Adjusted net income[] was RMB138.6 million (US$20.2 million) compared to an adjusted net loss of RMB53.8 million in the full year of 2017.

47. On April 30, 2019, the Company filed a Notification of Late Filing on Form 12b-25 with the SEC stating that it could not timely file its 2018 annual report "without unreasonable effort or expense." The annual report would be the Company's first filing on Form 20-F with the SEC since it went public.

48. On July 30, 2019, after the market closed, the Company filed its 20-F for the period ended December 30, 2018. Therein, Pintec restated certain results compared to its March 20, 2019 disclosure. Among other things, the Company reported net income of $315,000 for fiscal 2018, compared to its prior disclosure of $1.068 million net income. It further disclosed that there were additional material weakness in the Company's internal control over financial reporting, stating:

> A second material weakness that has been identified relates to our lack of effective controls over the provision of cash advances outside the normal course of business to Jimu Group, our related party. We and Jimu Group have a high degree of overlap in shareholding, and we and Jimu Group's holding company share three board members. Jimu Group is also our largest single funding partner. For description of the cash advances provided to Jimu Group, see "Item 7. Major Shareholders and Related Party Transactions—Transactions and Agreements with Jimu Group—Cash Advances and Loan Agreements." This material weakness includes the lack of effective controls in the following areas:

- setting of authorization levels for review and preapproval of the business rationale, nature, extent and terms of cash advances to Jimu Group by our board of directors;

- agreement on and documentation of the terms of the cash advances including repayment terms and interest rate prior to the provision or extension of the advances;

- formal procedures to ensure authorization and approval of such advances by our audit committee prior to the provision or extension of the advances, as required under the charter of our audit committee;

- review for appropriate authorization of the transaction in accordance with our authorization limits (including board of director and audit committee approvals) and whether amounts including cumulative amounts of transactions are within the limits approved by the board and audit committee prior to provision or extension of the advances; and

- periodic assessment of the recoverability of the advances to determine if an allowance for doubtful accounts is necessary.

This material weakness resulted in significant outstanding balances due from Jimu Group at the year end with unclear terms, which presented significant challenges for the Company in assessing the recoverability of the outstanding balance for period end financial reporting purposes.

* * *

A third material weakness that has been identified relates to our lack of effective controls over a non-routine loan financing transaction with a third-party entity, Plutux Labs. We made an unsecured loan of US$20 million at 10.5% annual interest to Plutux Labs in 2018. In May 2019, Plutux Labs repaid all of the principal and part of the interest due. This material weakness includes the lack of effective controls in the following areas:

- exercising due diligence on the third party entity prior to making the loan to determine and document the existence of, the ownership of, and the business nature of the entity;

- assessing the credit worthiness of the third party entity before entering into the loan arrangement; and

- periodically assessing the recoverability of the outstanding loan to determine if an allowance for doubtful accounts is necessary.

49. The same day, the Company issued a press release entitled "Pintec Files Its Annual Report on Form 20-F With Adjustments to Its Financial Results." Therein, Pintec stated, in relevant part:

> In May 2019, the Company waived the interests accrued on a loan to a third party after the third party repaid the outstanding loan principal in full. As a result, the following items in the Company's condensed consolidated statements of operations and comprehensive (loss)/income statement for the fiscal year ended December 31, 2018 were adjusted:

	Pre-adjustment		Post-adjustment	
	RMB	US$	RMB	US$
		(in thousands)		
Share of loss from equity method investments	(2,967)	(432)	(2,652)	(386)
Other income, net	14,317	2,082	8,822	1,283
Income before income tax expenses	13,059	1,899	7,880	1,146
Net income	7,350	1,068	2,171	315
Total comprehensive income	37,523	5,456	32,344	4,703
Non-GAAP adjusted net income	138,610	20,159	133,431	19,406

> Due to the Company's reclassification of certain items according to their nature, the following items in the Company's condensed consolidated balance sheet for the fiscal year ended December 31, 2018 were adjusted:

	Pre-adjustment		Post-adjustment	
	RMB	US$	RMB	US$
		(in thousands)		
Short-term financing receivables, net	734,475	106,825	742,117	107,936
Prepayments and other current assets	261,567	38,043	229,008	33,308
Amounts due from related parties	472,926	68,784	475,426	69,148
Total current assets	2,237,713	325,461	2,215,296	322,201
Total assets	2,390,443	347,674	2,368,026	344,414
Accrued expenses and other liabilities	175,853	25,577	157,462	22,902
Total current liabilities	1,297,741	188,747	1,280,504	186,241
Total liabilities	1,327,987	193,146	1,310,750	190,640
Total invested shareholders' equity	1,062,456	154,528	1,057,276	153,774
Total liabilities and invested shareholders' equity	2,390,443	347,674	2,368,026	344,414

50. On this news, the Company's share price fell $0.53, or more than 13%, over the next several trading sessions, to close at $3.40 per share on August 5, 2019, on unusually heavy trading volume.

51. Then, on June 15, 2020, after the market closed, Pintec disclosed that it could not timely file its Form 20-F for the period ended December 31, 2019 and that it anticipated reporting a significant change in results of operations. Specifically, the Company disclosed:

Subsequent to the issuance of the Company's consolidated financial statements for the years ended December 31, 2017 and 2018, the Company revisited its consolidated financial statements and identified certain material misstatements. As a result, the Company has restated its previously issued consolidated financial statements for the years ended December 31, 2017 and 2018.

The following misstatements in the Company's annual financial statements were identified and corrected as part of the restatement:

(a) Gross vs net recognition on revenue

In the years ended December 31, 2017 and 2018, the Company erroneously recorded revenue earned from certain technical service fee on a net basis, rather than on a gross basis as would have been correct since the Company was acting as principal. The correction of this error resulted in an increase in both revenues and cost of revenues of RMB194 million for the year ended December 31, 2017 and RMB530 million for the year ended December 31, 2018.

(b) Reclassification of prior year presentation

Certain fiscal year 2018 amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported results of operations. In fiscal year 2019, the Company concluded that: (a) it was appropriate to classify financial guarantee assets based on their short term and long term nature from prepayments and other current assets; (b) it was appropriate to present the release from guarantee obligation under the line item for technical service fee revenues; and (c) it was appropriate to present accrued interest receivable as part of financing receivable, and present accrued interest payable as part of funding debts. These changes in classification do not materially affect previously reported consolidated statements of cash flows and had no effect on the previously reported consolidated statements of operations and comprehensive income for year 2018.

The Company announced a net loss of RMB906.5 million in the full year of 2019 due to RMB890.7 million of provision for credit loss in amounts due from a related party, Jimu Group, and RMB200 million of impairment in prepayment for long-term investment.

52. By the commencement of this action, Pintec stock was trading as low as $0.92 per share, a nearly 92% decline from the $11.88 per share IPO price.

FIRST CLAIM
Violation of Section 11 of the Securities Act
(Against All Defendants)

53. Plaintiff repeats and re-alleges each and every allegation contained above as if fully set forth herein, except any allegation of fraud, recklessness or intentional misconduct.

54. This Count is brought pursuant to Section 11 of the Securities Act, 15 U.S.C. § 77k, on behalf of the Class, against the Defendants.

55. The Registration Statement for the IPO was inaccurate and misleading, contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading, and omitted to state material facts required to be stated therein.

56. Pintec is the registrant for the IPO. The Defendants named herein were responsible for the contents and dissemination of the Registration Statement.

57. As issuer of the shares, Pintec is strictly liable to Plaintiff and the Class for the misstatements and omissions.

58. None of the Defendants named herein made a reasonable investigation or possessed reasonable grounds for the belief that the statements contained in the Registration Statement was true and without omissions of any material facts and were not misleading.

59. By reasons of the conduct herein alleged, each Defendant violated, and/or controlled a person who violated Section 11 of the Securities Act.

60. Plaintiff acquired Pintec shares pursuant and/or traceable to the Registration Statement for the IPO.

61. Plaintiff and the Class have sustained damages. The value of Pintec shares has declined substantially subsequent to and due to the Defendants' violations.

SECOND CLAIM
Violation of Section 15 of the Securities Act
(Against the Individual Defendants)

62. Plaintiff repeats and re-alleges each and every allegation contained above as if fully set forth herein, except any allegation of fraud, recklessness or intentional misconduct.

63. This count is asserted against the Individual Defendants and is based upon Section 15 of the Securities Act.

64. The Individual Defendants, by virtue of their offices, directorship, and specific acts were, at the time of the wrongs alleged herein and as set forth herein, controlling persons of Pintec within the meaning of Section 15 of the Securities Act. The Individual Defendants had the power and influence and exercised the same to cause Pintec to engage in the acts described herein.

65. The Individual Defendants' positions made them privy to and provided them with actual knowledge of the material facts concealed from Plaintiff and the Class.

66. By virtue of the conduct alleged herein, the Individual Defendants are liable for the aforesaid wrongful conduct and are liable to Plaintiff and the Class for damages suffered.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff prays for relief and judgment, as follows:

(a) Determining that this action is a proper class action under Rule 23 of the Federal Rules of Civil Procedure;

(b) Awarding compensatory damages in favor of Plaintiff and the other Class members against all defendants, jointly and severally, for all damages sustained as a result of Defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

(c) Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and

(d) Such other and further relief as the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiff hereby demands a trial by jury.