
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

AMENDMENT NO. 2

TO

SCHEDULE TO
TENDER OFFER STATEMENT
UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

HIGH TEMPLAR TECH LIMITED

(Name of Subject Company (Issuer) and Filing Person (as Offeror))

American Depositary Shares
(Title of Class of Securities)

747798106
(CUSIP Number of Class of Securities)

Min Luo, Chairman and Chief Executive Officer
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*(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing persons)*

With copies to:

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☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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INTRODUCTORY STATEMENT

This Amendment No. 2 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission by High Templar Tech Limited (“High Templar,” or the “Company”) on May 26, 2026, and amended on June 25, 2026 (the “Schedule TO”), relating to the offer by the Company to purchase for cash up to 39 million American Depositary Shares (the “ADSs”) of the Company, each representing one Class A ordinary share, par value US\$0.0001 per share, at a price of not less than US\$2.80 and not greater than US\$3.20 per ADS, to the seller in cash, less any applicable withholding taxes and without interest.

The Company’s offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 26, 2026, a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO (together with any amendments or supplements thereto, the “Offer to Purchase”), and the related Letter of Transmittal, a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO (together with any amendments or supplements thereto, the “Letter of Transmittal” and, together with the Offer to Purchase, the “Tender Offer”).

The purpose of this Amendment is to amend and supplement the Schedule TO. Only those items that are amended are reported in this Amendment. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment should be read together with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

Item 11. Additional Information

The disclosure in Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

“On June 29, 2026, the Company issued a press release announcing the final results of the Tender Offer, which expired at 5:00 P.M., New York City time, on June 24, 2026. The full text of the press release is attached as Exhibit (a)(5)(C) to this Schedule TO and is incorporated herein by reference.”

Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(C)	<u>Press release, dated June 29, 2026.</u>
<u>107</u>	<u>Filing Fee Table</u>

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 29, 2026

HIGH TEMPLAR TECH LIMITED

By: /s/ Min Luo

Min Luo

Chairman and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A) *	<u>Offer to Purchase, dated May 26, 2026.</u>
(a)(1)(B) *	<u>Letter of Transmittal.</u>
(a)(1)(C) *	<u>Notice of Guaranteed Delivery.</u>
(a)(1)(D) *	<u>Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.</u>
(a)(1)(E) *	<u>Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.</u>
(a)(1)(F) *	<u>Summary Advertisement, dated May 26, 2026.</u>
(a)(5)(A) *	<u>Press release announcing the commencement of the Offer, dated May 26, 2026.</u>
(a)(5)(B) *	<u>Press release, dated June 25, 2026.</u>
(a)(5)(C) **	<u>Press release, dated June 29, 2026.</u>
(d)(1)	<u>Form of Deposit Agreement (incorporated herein by reference to Exhibit (a) to the registration statement on Form F-6 (File No. 333-220779) filed with the Securities and Exchange Commission on October 3, 2017 with respect to American depositary shares representing our Class A ordinary shares).</u>
(d)(2)	<u>Qudian Inc. 2016 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the registration statement on Form F-1 (File No. 333-220511), as amended, initially filed with the Securities and Exchange Commission on September 18, 2017).</u>
(d)(3)	<u>Amendment No. 1 to Qudian Inc. 2016 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.4 to the registration statement on Form F-1 (File No. 333-220511), as amended, initially filed with the Securities and Exchange Commission on September 18, 2017).</u>
(d)(4)	<u>Amendment No. 2 to Qudian Inc. 2016 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.5 to the registration statement on Form F-1 (File No. 333-220511), as amended, initially filed with the Securities and Exchange Commission on September 18, 2017).</u>
(d)(5)	<u>Trust Deed Constituting Qudian Inc. Equity Incentive Trust, dated December 30, 2016, between Qudian Inc. and Ark Trust (Hong Kong) Limited (incorporated herein by reference to Exhibit 10.37 to the registration statement on Form F-1 (File No. 333-220511), as amended, initially filed with the Securities and Exchange Commission on September 18, 2017).</u>
(d)(6)	<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. 333-220511), as amended, initially filed with the Securities and Exchange Commission on September 18, 2017).</u>
(d)(7)	<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. 333-220511), as amended, initially filed with the Securities and Exchange Commission on September 18, 2017).</u>
107 **	<u>Filing Fee Table.</u>

* Filed Previously

** Filed herewith

High Templar Tech Announces Final Results of Modified Dutch Auction Tender Offer

XIAMEN, China, June 29, 2026 /PRNewswire/ -- High Templar Tech Limited (the “Company,” “High Templar” or “we”) (NYSE: HTT), announced today the final results of its “modified Dutch Auction” tender offer to purchase up to 39 million American Depositary Shares (the “ADSs”) of the Company, each representing one Class A ordinary share, par value US\$0.0001 per share, which expired at 5:00 P.M., New York City time, on June 24, 2026.

Based on the final count by Equiniti Trust Company, LLC, the depositary for the tender offer (the “Depositary”), a total of 45,999,926 ADSs of the Company were properly tendered and not properly withdrawn at or below the purchase price of US\$3.20 per ADS, including 387,477 ADSs that were tendered by notice of guaranteed delivery.

The Company has accepted for purchase a total of 39,999,926 ADSs that were tendered in the tender offer at a purchase price of US\$3.20 per ADS, for an aggregate cost of US\$127,999,763.20, excluding fees and expenses relating to the tender offer. Included in the 39,999,926 ADSs that the Company accepted for purchase are 999,926 ADSs that the Company elected to purchase pursuant to its right to purchase up to an additional 2% of its outstanding ADSs. Due to the oversubscription of the tender offer, the Company accepted the ADSs on a pro rata basis, except for tenders of “odd lots,” which were accepted in full, and conditional tenders that were automatically regarded as withdrawn because the condition of the tender has not been met, and has been informed by the Depositary that the final proration factor for the tender offer is approximately 88.8%. The total of 39,999,926 ADSs that the Company has accepted for purchase represents approximately 42.8% of the total number of ADSs outstanding as of June 25, 2026.

Deutsche Bank Securities Inc. acted as dealer manager for the tender offer and D.F. King & Co., Inc. acted as information agent for the tender offer. Shareholders who have questions or would like additional information about the tender offer may contact D.F. King & Co., Inc. at (888) 644-5854, toll at (646) 989-1649 or email at htt@dfking.com; banks and brokers may call Deutsche Bank Securities Inc. at (212) 250-5600.

About High Templar Tech Limited

High Templar is exploring innovative business opportunities globally to satisfy clients’ demand by leveraging its technology know-how and financial service capabilities.

For more information, please visit <https://ir.hightemplar.com/>.

Forward-Looking Statements

This announcement contains forward-looking statements. These 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 expectation of its collection efficiency and delinquency, contain forward-looking statements. High Templar may also make written or oral forward-looking statements in its periodic reports to the SEC, in its annual report to securityholders, 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 statements about High Templar’s 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, including but not limited to the following: High Templar’s goal and strategies; High Templar’s expansion plans; High Templar’s future business development, financial condition and results of operations; High Templar’s expectations regarding demand for, and market acceptance of, its products; High Templar’s expectations regarding keeping and strengthening its relationships with customers, business partners and other parties it collaborates with; general economic and business conditions; and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in High Templar’s filings with the SEC. All information provided in this press release and in the attachments is as of the date of this press release, and High Templar does not undertake any obligation to update any forward-looking statement, except as required under applicable law.

For investor and media inquiries, please contact:

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Calculation of Filing Fee Tables

Table 1: Transaction Valuation

		Transaction Valuation	Fee Rate	Amount of Filing Fee
Fees to be Paid	1	\$ 3,199,763.20	0.0001381	\$ 441.89
Fees Previously Paid	2	\$ 124,800,000.00		\$ 17,234.88
Total Transaction Valuation:		\$ 127,999,763.20		
Total Fees Due for Filing:				\$ 17,676.77
Total Fees Previously Paid:				\$ 17,234.88
Total Fee Offsets:				\$ 0.00
Net Fee Due:				\$ 441.89

Offering Note

1
The transaction valuation is estimated only for purposes of calculating the filing fee.

2
An aggregate fee of \$17,234.88 was paid with the filing of the Schedule TO-I by the Company (File No. 005-90312) on May 26, 2026.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Fee Paid with Fee Offset Source
Fee Offset Claims								
Fee Offset Sources								