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## **PING AN HEALTHCARE AND TECHNOLOGY COMPANY LIMITED**

### **平安健康醫療科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1833)**

## **RESIGNATION OF NON-EXECUTIVE DIRECTOR AND APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

### **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Ping An Healthcare and Technology Company Limited (the “**Company**”) announces that, Ms. Sin Yin Tan (“**Ms. Tan**”) has tendered her resignation as a Director due to personal work arrangement with effect from 19 March 2024. Following Ms. Tan’s resignation as a non-executive Director, she ceased to be a member of the audit and risk management committee of the Company (the “**Audit and Risk Management Committee**”) and a member of the nomination and remuneration committee of the Company (the “**Nomination and Remuneration Committee**”).

The resignation of Ms. Tan does not affect the normal operation of the Company. The Company believes that, subject to scientific decision-making, the corporate governance structure will continue to be standardized and efficient after her resignation.

Ms. Tan has confirmed that she had no disagreement with the Board, nor was there any matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Ms. Tan for her valuable contribution to the Group during her tenure of office.

### **APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

The Board is pleased to announce that, on 19 March 2024, Mr. Michael Guo (“**Mr. Guo**”) has been appointed as a non-executive Director and a member of the Nomination and Remuneration Committee, and Ms. Fangfang Cai (“**Ms. Cai**”) has been appointed as a non-executive Director and a member of the Audit and Risk Management Committee. Please see below for their biographical details:

**Mr. Michael Guo (郭曉濤先生)**, aged 52, has been a non-executive Director of the Company since March 2024 when he joined the Group. He joined Ping An Group in 2019 and is currently the co-chief executive officer and deputy general manager of Ping An Group. Mr. Guo successively served as the deputy chief human resources officer and chief human resources officer of Ping An Group from August 2022 to September 2023, and successively served as special assistant to the chairman and executive deputy general manager of Ping An Property & Casualty Insurance before that. Before joining Ping An Group, Mr. Guo was a partner and managing director of Boston Consulting Group and global co-chief executive officer of capital markets business of Willis Towers Watson.

Mr. Guo holds a master's degree in business administration from The University of New South Wales in Australia.

Mr. Guo will be subject to rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company. The Company has entered into a letter of appointment with Mr. Guo for a term of three years, pursuant to which Mr. Guo will not receive any Director's fee or any other emoluments.

**Ms. Fangfang Cai (蔡方方女士)**, aged 50, joined the Group in May 2016 and is currently a non-executive Director of the Company. She joined Ping An Group in 2007 and is currently an executive director and a senior vice president of Ping An Group, and a director of a number of majority-owned subsidiaries of Ping An Group, including Ping An Life Insurance, Ping An Property & Casualty Insurance and Ping An Bank. Ms. Cai served as the chief human resources officer of Ping An Group from March 2015 to April 2023, and successively served as the deputy general manager and general manager of the remuneration planning and management department of the human resources center, the deputy chief financial officer and the general manager of the planning department and the deputy chief human resources officer of Ping An Group before that. Ms. Cai served as a non-executive Director of the Company from May 2016 to August 2021. Before joining Ping An Group, Ms. Cai served as the consulting director of Watson Wyatt Consultancy (Shanghai) Ltd. and the audit director on the financial industry of British Standards Institution Management Systems Certification Co., Ltd.

Ms. Cai holds a bachelor's degree in international trade from Guangdong University of Foreign Studies (廣東外語外貿大學) and a master's degree in accounting from The University of New South Wales in Australia.

Ms. Cai will be subject to rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company. The Company has entered into a letter of appointment with Ms. Cai for a term of three years, pursuant to which Ms. Cai will not receive any Director's fee or any other emoluments.

Save as disclosed above, as at the date of this announcement, they (i) had not held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years or held any other positions within the Company and its subsidiaries, and did not have any other major appointment and professional qualification; (ii) had no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) had no interests in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, as at the date of this announcement, there were no other matters relating to them that need to be brought to the attention of the shareholders of the Company nor was there any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board hereby wishes to express its warm welcome to Mr. Guo and Ms. Cai for joining the Board.

## **PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by the Company pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Listing Rules**”).

The Board proposes to amend its existing memorandum and articles of association (the “**Existing Articles of Association**”) by way of adoption of the amended and restated memorandum and articles of association (the “**New Articles of Association**”) (the “**Proposed Amendments**”) with the aim of, among others, satisfying the latest requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers published by the Hong Kong Stock Exchange.

The Proposed Amendments and proposed adoption of the New Articles of Association are subject to the approval of the shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”). A circular containing, among other things, details of the Proposed Amendments to the Existing Articles of Association by way of adoption of the New Articles of Association, together with a notice convening the AGM and the related proxy form, will be sent to the shareholders in due course.

By order of the Board  
**Ping An Healthcare and Technology Company Limited**  
**Mr. Dou Li**  
*Chairman*

Shanghai, the PRC  
19 March 2024

*As at the date of this announcement, the Board comprises Mr. Dou Li as the Chairman and the executive Director and Mr. Jun Wu as the executive Director; Mr. Michael Guo, Ms. Fangfang Cai, Ms. Xin Fu and Mr. Ziyang Zhu as non-executive Directors; and Mr. Yunwei Tang, Mr. Tianyong Guo and Dr. Wing Kin Anthony Chow as independent non-executive Directors.*