
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspects of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Ping An Healthcare and Technology Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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)**

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
AND
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND
ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at Academic Lecture Hall, 4th Floor, Ping An Good Health Shanghai Testing Center, Building B, INNO KIC, No. 298 Guo Xia Road, Yangpu District, Shanghai, the PRC, at 2:00 p.m. on Monday, 22 April 2024 is set out on pages 26 to 31 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. by 2:00 p.m. on Saturday, 20 April 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and in such event, the form of proxy shall be deemed to be revoked.

All times and dates specified herein refer to Hong Kong local times and dates.

28 March 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	5
INTRODUCTION	5
RE-ELECTION OF RETIRING DIRECTORS	6
GENERAL MANDATE TO ISSUE SHARES	7
BUY-BACK MANDATE TO BUY BACK SHARES	7
ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION	8
CLOSURE OF REGISTER OF MEMBERS	8
NOTICE OF ANNUAL GENERAL MEETING	9
FORM OF PROXY	9
VOTING BY WAY OF POLL	9
RESPONSIBILITY STATEMENT	9
RECOMMENDATION	10
APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	11
APPENDIX II – EXPLANATORY STATEMENT	15
APPENDIX III – PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION	18
NOTICE OF ANNUAL GENERAL MEETING	26

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Academic Lecture Hall, 4th Floor, Ping An Good Health Shanghai Testing Center, Building B, INNO KIC, No. 298 Guo Xia Road, Yangpu District, Shanghai, the PRC, at 2:00 p.m. on Monday, 22 April 2024 or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of directors of the Company
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares with a total number of not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the resolution granting the Buy-back Mandate
“Cayman Companies Act”	the Companies Act (As Revised), Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“China” or “PRC”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Ping An Healthcare and Technology Company Limited (平安健康醫療科技有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1833)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Existing Articles of Association”	the fifth amended and restated memorandum and articles of association of the Company adopted by way of special resolution on 25 April 2023 with effect from 25 April 2023
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually bought back under the Buy-back Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue and deal with new Shares with a total number of not exceeding 20% of the aggregate number of issued Shares as at the date of passing of the resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 March 2024, being the latest practicable date prior to the printing of this circular (where applicable) for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Lufax Holding”	Lufax Holding Ltd (陸金所控股有限公司), a company incorporated under the laws of the Cayman Islands on 2 December 2014 whose shares are dually listed on the New York Stock Exchange (NYSE: LU) and the Hong Kong Stock Exchange (HKEX: 06623)

DEFINITIONS

“New Articles of Association”	the sixth amended and restated memorandum and articles of association of the Company proposed to be approved by the Shareholders at the AGM, which contain the proposed amendments as set out in Appendix III to this circular
“Nomination and Remuneration Committee”	the nomination and remuneration committee of the Company
“Notice”	the notice convening the Annual General Meeting
“OneConnect”	OneConnect Financial Technology Co., Ltd. (壹賬通金融科技有限公司), a company dually-listed on the New York Stock Exchange and the Hong Kong Stock Exchange (NYSE: OCFT, HKEX: 06638)
“Ping An”	Ping An Insurance (Group) Company of China, Ltd. (中國平安保險(集團)股份有限公司), a company incorporated under the laws of PRC whose shares are dually listed on the Shanghai Stock Exchange and the Stock Exchange (Shanghai Stock Exchange: 601318; Hong Kong Stock Exchange: 2318), the controlling shareholder of the Company
“Ping An Asset Management”	Ping An Asset Management Co., Ltd. (平安資產管理有限責任公司), a company incorporated under the laws of the PRC on 27 May 2005, a subsidiary of Ping An
“Ping An Bank”	Ping An Bank Co., Ltd. (平安銀行股份有限公司), a company incorporated under the laws of the PRC on 22 December 1987 whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000001), a subsidiary of Ping An
“Ping An Group”	Ping An and its subsidiaries
“Ping An Life Insurance”	Ping An Life Insurance Company of China, Ltd. (中國平安人壽保險股份有限公司), a company incorporated under the laws of the PRC on 17 December 2002, a subsidiary of Ping An

DEFINITIONS

“Ping An Property & Casualty Insurance”	Ping An Property & Casualty Insurance Company of China, Ltd. (中國平安財產保險股份有限公司), a company incorporated under the laws of the PRC on 24 December 2002, a subsidiary of Ping An
“Proposed Amendments”	the proposed amendments to the Existing Articles of Association
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.000005 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong, as amended from time to time
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Dou Li (*Chairman*)

Mr. Jun Wu

Non-executive Directors:

Mr. Michael Guo

Ms. Fangfang Cai

Ms. Xin Fu

Mr. Ziyang Zhu

Independent non-executive Directors:

Mr. Yunwei Tang

Mr. Tianyong Guo

Dr. Wing Kin Anthony Chow

Registered Office:

The offices of Maples Corporate

Services Limited

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

***Headquarters and principal place of
business in the PRC:***

5-9/F, Building B

INNO KIC

No. 298 Guo Xia Road

Yangpu District

Shanghai

PRC

Principal place of business in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road, Kowloon

Hong Kong

28 March 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
AND
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND
ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide Shareholders with the Notice and the following information of the resolutions to be put forward at the Annual General Meeting, among others: (i) the re-election of the retiring Directors; (ii) the grant to the Directors of the General Mandate, the Buy-back Mandate and the Extension Mandate; and (iii) the adoption of the amended and restated memorandum and articles of association.

LETTER FROM THE BOARD

B. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.2 of the Articles of Association, Mr. Dou Li was appointed as a non-executive Director on 24 August 2023 and subsequently re-designated as an executive Director on 18 October 2023, Mr. Michael Guo was appointed as a non-executive Director on 19 March 2024 and Ms. Fangfang Cai was appointed as a non-executive Director on 19 March 2024. They will hold office only until the Annual General Meeting and, being eligible, have offered themselves for re-election as Directors thereat.

In accordance with Article 16.18 of the Articles of Association, Mr. Ziyang Zhu, being a non-executive Director, and Mr. Yunwei Tang and Dr. Wing Kin Anthony Chow, each being an independent non-executive Director, shall retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election as Directors thereat.

The Nomination Committee considered and assessed the suitability of the above retiring Directors for re-election in accordance with the Director nomination policy of the Company. The Nomination Committee also took into account the structure and size of the Board, as well as the various diversity aspects set out in the Board diversity policy of the Company. Mr. Yunwei Tang and Dr. Wing Kin Anthony Chow, members of the Nomination Committee, have abstained from voting on their nomination under consideration at the meeting.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the diverse and invaluable knowledge, skill sets and experience of each of Mr. Dou Li, Mr. Michael Guo, Ms. Fangfang Cai, Mr. Ziyang Zhu, Mr. Yunwei Tang and Dr. Wing Kin Anthony Chow in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

The biographical details of the above-named Directors who are subject to re-election at the Annual General Meeting as required to be disclosed under the Listing Rules are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

In accordance with Article 16.4 of the Articles of Association, if a Shareholder wishes to nominate a person to stand for election as a Director at the Annual General Meeting, the following documents must be given to the company secretary of the Company in writing at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong within the period from Friday, 29 March 2024 to Monday, 15 April 2024 (both days inclusive), namely (i) his/her/its notice of intention to propose a resolution to elect a nominated candidate as a Director of the Company at the Annual General Meeting; (ii) a notice signed by the nominated candidate of his/her willingness to be elected; (iii) the nominated candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (iv) the nominated candidate's written consent to the publication of his/her personal data.

LETTER FROM THE BOARD

C. GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. The ordinary resolution no. 4(A) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares with a total number of up to 20% of the aggregate number of issued Shares as at the date of the passing of the resolution in relation to the General Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, there were 1,118,812,900 Shares in issue. Subject to the passing of the ordinary resolution no. 4(A) and on the basis that no further Shares are issued or purchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 223,762,580 Shares pursuant to the General Mandate.

In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares purchased by the Company under ordinary resolution no. 4(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20% limit of the General Mandate as mentioned in the ordinary resolution no. 4(A) provided that such additional Shares shall be with a total number of not exceeding 10% of the aggregate number of issued Shares as at the date of the passing of the resolutions in relation to the General Mandate and Buy-back Mandate.

D. BUY-BACK MANDATE TO BUY BACK SHARES

In addition, an ordinary resolution no. 4(B) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise all powers of the Company to purchase Shares with a total number of up to 10% of the aggregate number of issued Shares as at the date of the passing of the resolution in relation to the Buy-back Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, there were 1,118,812,900 Shares in issue. Subject to the passing of the ordinary resolution no. 4(B) and on the basis that no further Shares are issued or purchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to buy back a maximum of 111,881,290 Shares pursuant to the General Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

E. ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 19 March 2024. The Board proposes to amend its Existing Articles of Association by way of adoption of the New Articles of Association 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.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The Company's Hong Kong legal adviser has confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules. The Company's Cayman Islands legal adviser has confirmed that the Proposed Amendments comply with the applicable requirements under the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a listed company in Hong Kong. The Board considers that the Proposed Amendments are in the best interests of the Company and the Shareholders as a whole.

The Proposed Amendments and the memorandum and articles of association of the Company are prepared in English. The Chinese translation of the memorandum and articles of association of the Company is for reference only. In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM. Prior to the passing of the relevant special resolution at the AGM, the Existing Articles of Association shall remain valid.

F. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 17 April 2024 to Monday, 22 April 2024, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all 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, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 16 April 2024, being the last registration date.

LETTER FROM THE BOARD

G. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 26 to 31 of this circular is the Notice containing, inter alia, ordinary resolutions which will be proposed to the Shareholders to consider and approve (i) the re-election of the retiring Directors; and (ii) the grant to the Directors of the General Mandate, the Buy-back Mandate and the Extension Mandate; and special resolution (i) the adoption of the sixth amended and restated memorandum and articles of association.

H. FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. by 2:00 p.m. on Saturday, 20 April 2024) or any adjournment thereof.

Completion and return of the form of proxy will not preclude any Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

I. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. Accordingly, each of the resolutions set out in the Notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

J. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

K. RECOMMENDATION

The Directors consider that the resolutions to be put forward at the Annual General Meeting as set out in the Notice, including, among others, the re-election of the retiring Directors, the granting to the Directors of the General Mandate, the Buy-back Mandate and the Extension Mandate and the adoption of the sixth amended and restated memorandum and articles of association, are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

PING AN HEALTHCARE AND TECHNOLOGY COMPANY LIMITED

Mr. Dou Li

Chairman

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The followings are the particulars of retiring Directors who are proposed to be re-elected at the Annual General Meeting:

EXECUTIVE DIRECTOR

Mr. Dou Li (李斗), aged 47, has been a non-executive Director of the Company since August 2023 when he joined the Group. He is currently an executive Director, the chairman of the Board and the chief executive officer of the Company. Mr. Li currently serves as the chairman of the board of directors of the Company's subsidiaries, including Kang Jian Information Technology (Shenzhen) Co., Ltd. and Ping An Health Cloud Company Limited, and is also a director of Glorious Delight Limited. Mr. Li has successively held senior management positions in various fields such as medicine, fast-moving consumer goods, insurance and elderly care. He has profound insights and extensive experience in understanding consumer needs, for which he deployed back-end product research and development, the development of supply channel and digital operations. Mr. Li served as a special assistant to the chairman of Ping An Life Insurance Company of China, Ltd. and the vice president of sales and the demand general manager of China of Mars Wrigley Confectionery (China) Ltd. (瑪氏箭牌糖果(中國)有限公司).

Mr. Li obtained a bachelor's degree in international business management from Guangdong University of Foreign Studies and a master's degree in enterprise management from the University of Minnesota.

Mr. Li has entered into a service contract with the Company for a term of three years commencing from the date of approval of the first general meeting after the signing date and is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Pursuant to the service contract, Mr. Li will not receive any remuneration for being an executive Director of the Company during his tenure of office. As at the Latest Practicable Date, Mr. Li was entitled to 300,000 Shares under the employee incentive scheme of the Company.

NON-EXECUTIVE DIRECTORS

Mr. Michael Guo (郭曉濤), 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 has been serving as a non-executive director of OneConnect since November 2023. 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.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Guo has entered into a service contract with the Company for a term of three years commencing from the date of approval of the first general meeting after the signing date and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the service contract, he will not receive any Director's fee or any other emoluments from the Company.

Ms. Fangfang Cai (蔡方方), 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 has entered into a service contract with the Company for a term of three years commencing from the date of approval of the first general meeting after the signing date and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the service contract, she will not receive any Director's fee or any other emoluments from the Company.

Mr. Ziyang Zhu (朱梓陽), aged 28, has been a non-executive Director of the Company since December 2021 when he joined the Group. He has been the vice president of Hopson Development Holdings Limited (合生創展集團有限公司, "**Hopson Development**", a company whose shares are listed on the Stock Exchange, stock code: 0754) since July 2021, responsible for the science and technology sector of Hopson Development. He has been a non-executive director, the chairman of the risk control committee of the board of directors and a member of the strategy committee of the board of directors of Genertec Universal Medical Group Company Limited (通用環球醫療集團有限公司, a company whose shares are listed on the Stock Exchange, stock code: 2666) since July 2021. He has been a non-executive director of YSB Inc. (藥師幫股份有限公司, a company whose shares are listed on the Stock Exchange on 28 June 2023, stock code: 9885) since February 2021. Mr. Zhu concurrently served as the head for the medical sector of Guangdong Yuanzhi Technology Group Co., Ltd. (廣東元知科技集團有限公司, "**Yuanzhi Technology**"). Mr. Zhu served as the assistant to the principal of the strategy committee (戰略委員會主任助理) of Hopson Development.

Mr. Zhu holds a bachelor's degree in management from Beijing Institute of Technology.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zhu has entered into a service contract with the Company for a term of three years commencing from the date of approval of the first general meeting after the signing date and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the service contract, he will not receive any Director's fee or any other emoluments from the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yunwei Tang (湯雲為), aged 79, has been an independent non-executive Director of the Company since May 2018 when he joined the Group. Mr. Tang has extensive experience in accounting and financial management. He has been serving as an independent director of China Jushi Co., Ltd. (中國巨石股份有限公司, a company listed on the Shanghai Stock Exchange, stock code: 600176) since 2019. Mr. Tang served as an independent director of Lufax Holding from 2021 to 2022, an independent director of ADAMA Co., Ltd. (安道麥股份有限公司, formerly known as Hubei Sanonda Co., Ltd. (湖北沙隆達股份有限公司), a company listed on the Shenzhen Stock Exchange, stock code: 000553) from 2017 to 2020, and an independent director of Universal Scientific Industrial (Shanghai) Co., Ltd. (環旭電子股份有限公司, a company listed on the Shanghai Stock Exchange, stock code: 601231) from 2017 to 2023. Mr. Tang successively served as a lecturer, an associate professor, a professor, an assistant to the president and a vice president of Shanghai University of Finance and Economics (上海財經大學) from 1984 to 1993 and the president from 1993 to 1999. Mr. Tang was appointed as a member of China Accounting Standards Committee (中國會計準則委員會) by the Ministry of Finance of the PRC in 1998 and the president of Shanghai Accounting Association (上海市會計學會) in 2008.

Mr. Tang holds a bachelor's degree in accounting, a master's degree in economics and a doctorate degree in economics from Shanghai University of Finance and Economics (formerly known as Shanghai Institute of Finance and Economics). Mr. Tang is a senior member of the Chinese Institute of Certified Public Accountants, and an honorary member of the Association of Chartered Certified Accountants in the UK, and was honored by the American Accounting Association as a distinguished international visiting lecturer.

Mr. Tang has entered into a service contract with the Company for a term of three years commencing from the date of approval of the first general meeting after the signing date and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a Director's remuneration of HK\$450,000 per annum, which is determined by the Nomination and Remuneration Committee and the Board with reference to his qualifications, duties, responsibilities and the Company's remuneration policy and the prevailing market conditions. In addition, the standard rate is RMB10,000/meeting as working allowance for Mr. Tang if attending the meetings in person (excluding meetings held by way of written communication). However, different meetings attended separately at the same time will not be counted cumulatively and will be counted as one meeting.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Wing Kin Anthony Chow (周永健), aged 73, has been an independent non-executive Director of the Company since May 2018 when he joined the Group. He has been serving as a non-executive director of Kingmaker Footwear Holdings Limited (信星鞋業集團有限公司, a company listed on the Stock Exchange, stock code: 1170) since May 1994, an independent non-executive director of OneConnect since October 2020 and an independent non-executive director of Beijing North Star Company Limited (北京北辰實業股份有限公司, a company whose shares are dually listed on the Shanghai Stock Exchange and the Stock Exchange, SSE: 601588, HKEX: 00588) since May 2021. Dr. Chow served as an independent non-executive director of MTR Corporation Limited (香港鐵路有限公司, a company listed on the Hong Kong Stock Exchange, stock code: 0066) from May 2016 to May 2022 and an independent non-executive director of S.F. Holding Co., Ltd. (順豐控股股份有限公司, a company listed on the Shenzhen Stock Exchange, stock code: 002352) from December 2016 to December 2022.

Dr. Chow was awarded the Honorary Fellowship of the Hong Kong Institute of Education, the Honorary Fellowship of King's College London, and the Doctor of Social Sciences, *honoris causa* by the Open University of Hong Kong. Dr. Chow was admitted as a solicitor of the Supreme Court of England & Wales, and appointed as an attesting officer by the Ministry of Justice of the PRC.

Dr. Chow has entered into a service contract with the Company for a term of three years commencing from the date of approval of the first general meeting after the signing date and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a Director's remuneration of HK\$450,000 per annum, which is determined by the Nomination and Remuneration Committee and the Board with reference to his qualifications, duties, responsibilities and the Company's remuneration policy and the prevailing market conditions. In addition, the standard rate is RMB10,000/meeting as working allowance for Dr. Chow if attending the meetings in person (excluding meetings held by way of written communication). However, different meetings attended separately at the same time will not be counted cumulatively and will be counted as one meeting.

Save as disclosed herein, as at the Latest Practicable Date, the above Directors (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; (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, there is no other matter in relation to the above Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the above Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,118,812,900 Shares. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to buy back a maximum of 111,881,290 Shares with a total number representing 10% of the aggregate number of issued Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the Articles of Association; or (iii) the date upon which such authority is revoked, or varied, or renewed by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS AND FUNDING OF BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a General Mandate from the Shareholders to enable the Company to buy back its Shares on the Stock Exchange. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a buy-back of Shares will benefit the Company and the Shareholders as a whole.

Buy-back of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Cayman Companies Act, the Listing Rules and any applicable laws. The Cayman Companies Act provides that the amount of capital repaid in connection with a buy-back of Shares may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the buy-back of Shares or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on buy-back may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are bought back in the manner provided for in the Cayman Companies Act.

The Directors would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors consider that if the Buy-back Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is exercised.

If as a result of a buy-back of Shares by the Company pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Glorious Peace Limited ("**Glorious Peace**") holds a total of 441,000,000 Shares, representing approximately 39.417% of the issued Shares. Ping An Insurance (Group) Company of China, Ltd. and An Ke Technology Company Limited are deemed to be interested in all of the Shares held by Glorious Peace under Part XV of the SFO, representing approximately 39.417% of the issued Shares.

In the event that the Directors exercise in full the Buy-back Mandate, the shareholding of Glorious Peace in the Company will be increased to approximately 43.796% of the issued Shares. To the best knowledge and belief of the Directors, such increase would give rise to any obligation to make a mandatory offer under the Takeovers Code.

However, the Directors have no present intention to buy back the Shares to such an extent as will trigger the obligations under the Takeovers Code. Save as the aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any purchase of Shares pursuant to the Buy-back Mandate.

The Listing Rules prohibit the Company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 21.3% (the lower public float percentage according to the waiver in respect of public float requirement the Company has been granted by the Stock Exchange) of the issued share capital of the Company would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE BUY-BACKS MADE BY THE COMPANY

No share repurchase has been made by the Company within six months before the Latest Practicable Date (whether in the Stock Exchange or other stock exchanges).

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during the each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2023		
March	22.85	17.30
April	20.75	18.54
May	20.30	17.44
June	21.30	17.92
July	21.05	17.78
August	21.55	16.38
September	20.20	17.44
October	19.10	16.66
November	19.40	17.10
December	18.74	16.34
2024		
January	18.22	10.90
February	12.84	10.60
March (up to the Latest Practicable Date)	12.66	11.06

* *Source: wind*

Details of the Proposed Amendments are as follows (strikethrough represents the text deleted, and underline represents the text added):

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 2.2</p> <p>In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p>...</p> <p>Nil</p> <p>...</p>	<p>Article 2.2</p> <p>In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p>...</p> <p><u>“Corporate Communication”</u> shall have the meaning given to it in the Listing Rules.</p> <p>...</p>
<p>Article 12.1</p> <p>The Company shall hold a general meeting as its annual general meeting in each financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>	<p>Article 12.1</p> <p>The Company shall hold a general meeting as its annual general meeting in<u>for</u> each <u>financial year</u>, to be held <u>within six months (or such other period as may be permitted by the Listing Rules or the Exchange)</u> after the <u>end of such</u> financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>
<p>Article 16.4</p> <p>No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.</p>	<p>Article 16.4</p> <p>No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the dispatch<u>-sending</u> of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.</p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 24.7</p> <p>Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:</p> <p>EITHER</p> <p>(a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:</p> <p>...</p> <p>(ii) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p> <p>...</p>	<p>Article 24.7</p> <p>Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:</p> <p>EITHER</p> <p>(a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:</p> <p>...</p> <p>(ii) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which <u>(where applicable)</u> and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p> <p>...</p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>OR</p> <p>(b) that members entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:</p> <p>...</p> <p>(ii) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p> <p>...</p>	<p>OR</p> <p>(b) that members entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:</p> <p>...</p> <p>(ii) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which <u>(where applicable)</u> and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p> <p>...</p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 30.1</p> <p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	<p>Article 30.1</p> <p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or by <u>in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p> <p><u>(a) personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p><u>(b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;</p> <p><u>(d) by placing it on the Company's Website and the Exchange's website; or</u></p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
	<p>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>
<p>Article 30.4</p> <p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	<p>Nil</p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 30.5</p> <p>Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.</p>	<p>Article 30.5 30.4</p> <p>Any notice or document, <u>including any Corporate Communication:</u></p> <p><u>(a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p><u>(b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</u></p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 30.6</p> <p>Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p>	<p>Article 30.6</p> <p>Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p> <p><u>(c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p><u>(d) served by being placed on the Company’s Website and the Exchange’s website shall be deemed to be served on the day it first so appears on the relevant website or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations; and</u></p>
<p>Article 30.7</p> <p>Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>	<p>(e) Article 30.7</p> <p>Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 30.8</p> <p>Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</p>	<p>Article 30.8</p> <p>Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</p>

Note: In addition to the above table, if there are changes to the chapter and article numbers as a result of insertion, deletion or re-arrangement of certain articles, the chapter and article numbers of the memorandum and articles of association so amended shall be changed accordingly, including cross-references.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Ping An Healthcare and Technology Company Limited (the “**Company**”) will be held at Academic Lecture Hall, 4th Floor, Ping An Good Health Shanghai Testing Center, Building B, INNO KIC, No. 298 Guo Xia Road, Yangpu District, Shanghai, the PRC, at 2:00 p.m. on Monday, 22 April 2024 for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions and special resolution of the Company. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 28 March 2024 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and of the independent auditor of the Company for the year ended 31 December 2023.
- 2a. To re-elect the following retiring Directors:
 - (i) Mr. Dou Li as an executive Director;
 - (ii) Mr. Michael Guo as a non-executive Director;
 - (iii) Ms. Fangfang Cai as a non-executive Director;
 - (iv) Mr. Ziyang Zhu as a non-executive Director;
 - (v) Mr. Yunwei Tang as an independent non-executive Director; and
 - (vi) Dr. Wing Kin Anthony Chow as an independent non-executive Director.
- 2b. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the year ending 31 December 2024.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) **That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with additional shares in the capital of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraphs (i) and (ii) above, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined); or
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, senior management and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
 - (3) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or

NOTICE OF ANNUAL GENERAL MEETING

(4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:

(a) 20% of the aggregate number of issued Shares as at the date of passing resolution no. 4(A); and

(b) (if the Board is so authorised by resolution no. 4(C)) the aggregate number of Shares bought back by the Company subsequent to the passing of resolution no. 4(B) up to a maximum equivalent to 10% of the aggregate number of issued Shares as at the date of passing resolution no. 4(B),

and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

(a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association of the Company to be held; or

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders of the Company in general meeting; and

(b) “**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).

NOTICE OF ANNUAL GENERAL MEETING

(B) **That:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws including the Hong Kong Code on Share Buy-back and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares, which may be bought back pursuant to the approval in paragraph (i) above, shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders of the Company in general meeting.

- (C) **That** conditional upon the passing of the resolutions no. 4(A) and 4(B) set out in this notice, the General Mandate granted to the Directors pursuant to the ordinary resolution no. 4(A) set out in this notice be and is hereby extended by the addition thereto of the aggregate number of the Shares bought back by the Company under the Buy-back Mandate granted pursuant to ordinary resolution no. 4(B) set out in this notice, provided that such number of Shares shall not exceed 10% of the aggregate number of issued Shares at the date of passing of the said resolutions.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

As a special resolution, to consider and, if thought fit, pass the following resolution as a special resolution:

5. **That:**

- (A) the existing memorandum and articles of association of the Company be amended by the proposed amendments to the memorandum and articles of association of the Company (the “**Proposed Amendments**”) as set out in Appendix III to the circular of the Company dated 28 March 2024;
- (B) the sixth amended and restated memorandum and articles of association reflecting all the Proposed Amendments, a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association with immediate effect; and
- (C) any director of the Company and/or the registered office provider of the Company (if applicable) be and is hereby authorised to do all things necessary to give effect to the adoption of the sixth amended and restated memorandum and articles of association of the Company, including but not limited to the necessary filing with the registrar of companies in the Cayman Islands and Hong Kong.

Yours faithfully

By order of the Board

PING AN HEALTHCARE AND TECHNOLOGY COMPANY LIMITED

Mr. Dou Li

Chairman

Shanghai, the PRC

28 March 2024

Registered office:

The offices of
Maples Corporate
Services Limited
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

**Headquarters and principal
place of business in the PRC:**

5-9/F, Building B
INNO KIC
No. 298 Guo Xia Road
Yangpu District
Shanghai
the PRC

**Principal place of business in
Hong Kong:**

5/F, Manulife Place
348 Kwun Tong Road, Kowloon
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a Shareholder of the Company.
- (ii) In the case of joint holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be completed, signed and deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. by 2:00 p.m. on Saturday, 20 April 2024) or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders of the Company from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from Wednesday, 17 April 2024 to Monday, 22 April 2024, both days inclusive, to determine the entitlement of the Shareholders to attend and vote at the Annual General Meeting, during which period no Share transfers can be registered. All transfers accompanied by the relevant Share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 16 April 2024, being the last registration date.
- (v) In respect of ordinary resolution no. 2a above, Mr. Ziyang Zhu, Mr. Yunwei Tang and Dr. Wing Kin Anthony Chow shall retire by rotation, and Mr. Dou Li, Mr. Michael Guo and Ms. Fangfang Cai shall retire at the Annual General Meeting and, being eligible, have offered themselves for re-election as Directors. Brief biographical details of the above retiring Directors are set out in Appendix I to a circular of the Company dated 28 March 2024.
- (vi) In respect of ordinary resolution no. 4(B) above, the Directors wish to state that they will exercise the powers conferred by the General Mandate to buy back Shares of the Company in circumstances where they consider that the buy-back would be in the best interests of the Company and its Shareholders. An explanatory statement containing the information necessary to enable Shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the General Mandate to buy back Shares of the Company, as required by the Listing Rules, is set out in Appendix II to a circular of the Company dated 28 March 2024.
- (vii) All times and dates specified herein refer to Hong Kong local times and dates.