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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)

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 Conference Room A6-15, Block A, Shanghai Ping An Building, No. 206 Kaibin Road, Shanghai, the PRC, at 2:00 p.m. on Tuesday, 25 April 2023 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 23 March 2023 (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 2022.
- 2a. To re-elect the following retiring Directors:
 - (i) Mr. FANG Weihao as an executive Director;
 - (ii) Mr. WU Jun as an executive Director;
 - (iii) Ms. FU Xin as a non-executive Director;
 - (iv) Mr. TANG Yunwei as an independent non-executive Director; and
 - (v) Mr. GUO Tianyong 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 2023.

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 paragraph (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

(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).

(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.

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 23 March 2023;
- (B) the fifth 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 fifth 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

FANG Weihao

Chairman

Shanghai, the PRC

23 March 2023

<i>Registered office:</i>	<i>Headquarters and principal place</i>	<i>Principal place of business</i>
The offices of Maples	<i>of business in the PRC:</i>	<i>in Hong Kong:</i>
Corporate Services	17-19/F, Block B	5/F, Manulife Place
Limited	Shanghai Ping An Building	348 Kwun Tong Road
PO Box 309	No. 166, Kaibin Road	Kowloon
Ugland House	Shanghai	Hong Kong
Grand Cayman	the PRC	
KY1-1104		
Cayman Islands		

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 were 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 Sunday, 23 April 2023) 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 Thursday, 20 April 2023 to Tuesday, 25 April 2023, 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 Wednesday, 19 April 2023, being the last registration date.
- (v) In respect of ordinary resolution no. 2a above, Mr. FANG Weihao, Mr. TANG Yunwei and Mr. GUO Tianyong shall retire by rotation, and Mr. WU Jun and Ms. FU Xin 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 23 March 2023.
- (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 interest 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 23 March 2023.
- (vii) All times and dates specified herein refer to Hong Kong local times and dates.

As at the date of this notice, the Board comprises Mr. Fang Weihao as the chairman and an executive Director and Mr. Wu Jun as an executive Director; Ms. Tan Sin Yin, Ms. Fu Xin, Ms. Lin Lijun and Mr. Zhu Ziyang as non-executive Directors; and Mr. Tang Yunwei, Mr. Guo Tianyong and Dr. Chow Wing Kin Anthony as independent non-executive Directors.