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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)

(1) PROPOSED DECLARATION OF SPECIAL DIVIDEND (2) ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE (3) BOOK CLOSURE PERIOD FOR THE EGM

PROPOSED DECLARATION OF SPECIAL DIVIDEND

On 14 November 2024, the Board resolved to recommend the declaration and distribution of the Special Dividend out of the share premium account under the reserves of the Company in the amount of HK\$9.7 per Share. The Special Dividend will be payable in cash, with eligible Shareholders given an option to elect to receive the Special Dividend wholly in the form of new Shares (except for Hong Kong Securities Clearing Company Nominees Limited, which may elect to receive their entitlement partly in cash and partly in the form of new Shares).

Subject to the approval of the Shareholders at the EGM and compliance with the Companies Act of the Cayman Islands, a circular containing details of the distribution of the Special Dividend (including scrip dividend arrangements) together with the relevant election form will be despatched to the Shareholders as and when appropriate. The scrip dividend under the Special Dividend is subject to the Stock Exchange granting the listing of and permission to deal in the new Shares to be issued pursuant thereto.

Subject to the approval of the Shareholders at the EGM and compliance with the Companies Act of the Cayman Islands, (i) in order to determine the entitlement of the Shareholders to receive the Special Dividend, the register of members of the Company will be closed from Tuesday, 10 December 2024 to Friday, 13 December 2024, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for receiving the Special Dividend, 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 Monday, 9 December 2024, being the last registration date, (ii) the Company expects the cheque for the Special Dividend and share certificates to be sent no later than Friday, 24 January 2025 to the Shareholders whose names appear on the register of members of the Company on Friday, 13 December 2024.

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is also issued pursuant to Rule 3.7 of the Takeovers Code.

If the Special Dividend is approved at the EGM, and depending on the increase in its level of shareholding interest(s), as a result of the election to receive the Special Dividend by way of scrip dividend, Glorious Peace may result in an increase in the shareholding of more than 2% of the enlarged issued share capital of the Company and could thereby become obligated to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. As at the date of this announcement, based on the information available to the Company, Glorious Peace held 441,000,000 Shares, representing approximately 39.41% of the total issued Shares.

If all Shareholders take up the proposed scrip dividend alternative entitlement in full, the percentage shareholding of all Shareholders will not change. Therefore, no such mandatory general offer will be triggered.

Securities of the Company

Pursuant to Rule 3.8 of the Takeovers Code, set out below are details of all classes of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company, together with the number of such securities in issue as at the date of this announcement:

1. 1,118,812,900 Shares of USD0.000005 each are in issue; and
2. options to subscribe for up to 10,287,281 Shares granted under the Company's Employee Incentive Scheme are outstanding.

Monthly update

Pursuant to Rule 3.7 of the Takeovers Code, the Company will make monthly announcement(s) to keep the market informed until an announcement (i) of firm intention to make an offer under Rule 3.5 of the Takeovers Code; or (ii) of a decision not to proceed with an offer by Glorious Peace.

Dealings disclosure

For the purpose of the Takeovers Code, the offer period commences on the date of this announcement, being 14 November 2024.

In accordance with Rule 3.8 of the Takeovers Code, associates (as defined under the Takeovers Code which includes, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) of Glorious Peace and the Company are reminded to disclose their dealings in any relevant securities of the Company pursuant to Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

Responsibilities of stockbrokers, banks and other intermediaries

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNINGS:

There is no assurance that the proposed resolution in relation to the Special Dividend will be approved at the EGM, or a mandatory general offer under Rule 26.1 of the Takeovers Code will be triggered.

Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

BOOK CLOSURE PERIOD FOR THE EGM

The register of members of the Company will be closed from Friday, 29 November 2024 to Wednesday, 4 December 2024, both days inclusive, to determine the entitlement of the Shareholders to attend and vote at the EGM, 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 Thursday, 28 November 2024, being the last registration date.

The Company will dispatch the circular and notice of the EGM, as well as the related form of proxy to the Shareholders in due course.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings.

“Board”	the board of Directors of the Company
“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)
“Director(s)”	the director(s) of the Company
“EGM”	the forthcoming extraordinary general meeting expected to be held on 4 December 2024
“Employee Incentive Scheme”	the scheme adopted by the Company on 26 December 2014, as amended or otherwise modified from time to time, to grant options to the incentive targets
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate of the Executive Director
“Glorious Peace”	Glorious Peace Limited (安鑫有限公司), a company incorporated under the laws of British Virgin Islands, an indirect wholly-owned subsidiary of Ping An Group, directly holding approximately 39.41% of the total issued Shares
“Group”	the Company, its subsidiaries and its operating entities controlled by the Company through the contractual arrangements
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Ping An Group”	Ping An Insurance (Group) Company of China, Ltd. (中國平安保險(集團)股份有限公司), a company established as a joint stock company under the laws of the People’s Republic of China and listed on the Shanghai Stock Exchange (stock code: 601318) and the Stock Exchange (stock code: 2318 (HKD counter) and 82318 (RMB counter))
“Share(s)”	the ordinary shares of the Company with a par value USD0.000005 per share

“Shareholder(s)”	holder(s) of Share(s) of the Company
“Special Dividend”	the declaration and distribution of a special dividend out of the share premium account under the reserves of the Company in the amount of HK\$9.7 per Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Code on Takeovers and Mergers
“USD”	United States dollars, the lawful currency of the United States
“%”	per cent

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

Shanghai, the PRC
14 November 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.