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GLORIOUS PEACE LIMITED

安鑫有限公司

(Incorporated in the British Virgin Islands with limited liability)

**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)

JOINT ANNOUNCEMENT

**MANDATORY UNCONDITIONAL CASH OFFERS BY UBS FOR AND ON
BEHALF OF THE OFFEROR**

**(I) TO ACQUIRE ALL ISSUED SHARES (OTHER THAN THOSE
ALREADY OWNED BY THE OFFEROR AND PARTIES ACTING IN
CONCERT WITH IT) AND (II) TO CANCEL ALL OUTSTANDING OPTIONS**

DESPATCH OF COMPOSITE DOCUMENT

Financial adviser to the Offeror



UBS AG Hong Kong Branch

Financial adviser to the Company

Morgan Stanley

Morgan Stanley Asia Limited

**Independent Financial Adviser to the
Independent Board Committee**



Octal Capital Limited

INTRODUCTION

References are made to the joint announcements jointly published by the Offeror and the Company on 7 January 2025 regarding the Offers (the “**Rule 3.5 Announcement**”) and on 16 January 2025 regarding satisfaction of the pre-condition. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document (accompanied by the forms of acceptance and transfer), containing, among other things, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter from the Board; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders and the Optionholders in relation to the Offers; and (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee, the Independent Shareholders and the Optionholders in relation to the Offers, has been despatched to the Independent Shareholders and the Optionholders on 27 January 2025 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The timetable set out below, as reproduced from the Composite Document, is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company. Unless otherwise expressly stated, all time and date references contained in this joint announcement refer to Hong Kong time and dates.

Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and commencement of the Offers (<i>Note 1</i>)	Monday, 27 January 2025
Latest time and date for acceptance of the Offer(s) on the Closing Date (<i>Note 2</i>)	4:00 p.m. on Monday, 17 February 2025
Closing Date (<i>Note 2</i>)	Monday, 17 February 2025
Announcement of the results of the Offers as at the Closing Date published (<i>Note 2</i>)	by 7:00 p.m. on Monday, 17 February 2025
Latest date for posting of remittances for the amount due in respect of valid acceptances received under the Share Offer and Option Offer with respect to Vested Options (<i>Note 3</i>)	Wednesday, 26 February 2025

Notes:

1. The Offers, which are unconditional, are open for acceptance on and from Monday, 27 January 2025, being the date of posting of the Composite Document, until 4:00 p.m. on the Closing Date or such later time and/or date as the Offeror may determine and announce with the consent of the Executive and in accordance with the Takeovers Code.
2. In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days after the date of the Composite Document. The latest time and date for acceptance of the Offer is 4:00 p.m. on Monday, 17 February 2025 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offers until such date as they may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). An announcement will be jointly issued by the Offeror and the Company on the website of the Stock Exchange by no later than 7:00 p.m. on the Closing Date stating the result of the Offers and whether the Offers have been revised or extended. In the event that the Offeror decides to revise the Offers, all Independent Shareholders and Optionholders, whether or not they have already accepted the Offers, will be entitled to accept the revised Offers under the revised terms. The revised Offers must be kept open for at least 14 days after the date of the revised offer document(s) and shall not close earlier than the Closing Date.

Beneficial owners of the Offer Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

If there is a tropical cyclone warning signal no. 8 or above, a “black rainstorm warning signal”, or an “extreme conditions” warning in force in Hong Kong and still in force at 12:00 noon on any of these dates, the relevant date and time will be moved to the same time, if applicable, on the next business day in Hong Kong which does not have either of those warnings in force after 12:00 noon.

3. For details of settlement of the Offers, please refer to the section headed “3. Settlement” in Appendix I to the Composite Document. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “7. Right of Withdrawal” in Appendix I to the Composite Document.

Save as mentioned above, if the latest time for acceptance of the Offers does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders and the Optionholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

Independent Shareholders and Optionholders are encouraged to read the Composite Document and the forms of acceptance carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendations from the Independent Board Committee in respect of the Offers, before deciding whether or not to accept the Offers.

Independent Shareholders, Optionholders 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).

By order of the board of directors of
Glorious Peace Limited
Ms. Song Gao
Director

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

Shanghai, the PRC
27 January 2025

As at the date of this joint 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 joint announcement (other than the information relating to the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Ms. Song Gao and Ms. Yanmei Dong.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the executive directors of Ping An Group are Ma Mingzhe, Xie Yonglin, Michael Guo, Cai Fangfang and Fu Xin; the non-executive directors of Ping An Group are Soopakij Chearavanont, Yang Xiaoping, He Jianfeng and Cai Xun; the independent non-executive directors of Ping An Group are Ng Sing Yip, Chu Yiyun, Liu Hong, Ng Kong Ping Albert, Jin Li and Wang Guangqian.

The directors of Ping An Group jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.