

---

**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  
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES  
CHANGE OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting of the Company to be held at Conference Rooms 508-509, 5th Floor, Building B, INNO KIC, No. 298 Guo Xia Road, Yangpu District, Shanghai, the PRC, at 2:00 p.m. on Thursday, 26 June 2025 is set out on pages 17 to 22 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](http://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 Tuesday, 24 June 2025) 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.

4 June 2025

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
INTRODUCTION .....	4
RE-ELECTION OF RETIRING DIRECTORS .....	5
GENERAL MANDATE TO ISSUE SHARES .....	5
BUY-BACK MANDATE TO BUY BACK SHARES .....	6
CHANGE OF AUDITOR .....	7
CLOSURE OF REGISTER OF MEMBERS .....	8
NOTICE OF ANNUAL GENERAL MEETING .....	8
FORM OF PROXY .....	8
VOTING BY WAY OF POLL .....	8
RESPONSIBILITY STATEMENT .....	9
RECOMMENDATION .....	9
<b>APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION</b> .....	10
<b>APPENDIX II – EXPLANATORY STATEMENT</b> .....	13
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	17

---

## 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 Conference Rooms 508-509, 5th Floor, Building B, INNO KIC, No. 298 Guo Xia Road, Yangpu District, Shanghai, the PRC, at 2:00 p.m. on Thursday, 26 June 2025 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 (excluding treasury shares, if any) 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

---

“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 (including any sale or transfer of treasury shares) with a total number of not exceeding 20% of the aggregate number of issued Shares (excluding treasury shares, if any) 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”	27 May 2025, 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
“Nomination and Remuneration Committee”	the nomination and remuneration committee of the Company
“Notice”	the notice convening the Annual General Meeting
“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 joint stock company established under the laws of PRC and listed on the Shanghai Stock Exchange (stock code: 601318) and the Stock Exchange (stock code: 2318 (HKD Counter) and 82318 (RMB Counter)), the controlling shareholder of the Company

---

## DEFINITIONS

---

“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 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
“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
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“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:**

5-8/F, Building B

INNO KIC

No. 298 Guo Xia Road

Yangpu District

Shanghai

PRC

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

Room 1922

19/F, Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

4 June 2025

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS  
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES  
CHANGE OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**(i) INTRODUCTION**

The purpose of this circular is to provide you 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 change of auditor.

---

## LETTER FROM THE BOARD

---

### **(ii) RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 16.18 of the Articles of Association, Mr. Jun Wu, being an executive Director, Mr. Ziyang Zhu, being a non-executive Director, and Mr. Tianyong Guo, 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. Tianyong Guo, a member of the Nomination Committee, has abstained from voting on his 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. Jun Wu, Mr. Ziyang Zhu and Mr. Tianyong Guo in the businesses of the Group and their general business acumen continue to generate significant contributions 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 Room 1922, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong within the period from Wednesday, 4 June 2025 to Thursday, 19 June 2025 (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.

### **(iii) 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 (including any sale or transfer of treasury shares) with a total number of up to 20% of the aggregate number of issued Shares (excluding treasury shares, if any) 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).

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, there were 2,161,443,720 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 432,288,744 Shares (including any sale or transfer of treasury 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 the 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 (excluding treasury shares, if any) as at the date of the passing of the resolutions in relation to the General Mandate and Buy-back Mandate.

### **(iv) 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 (excluding treasury shares, if any) 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 2,161,443,720 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 216,144,372 Shares pursuant to the General Mandate.

With effect from 11 June 2024, the Listing Rules were amended to introduce flexibility for listed companies to allow bought-back Shares to be held in treasury with detailed rules to govern the resale of treasury shares. Following such changes to the Listing Rules, subject to obtaining the Shareholder's approval at the Annual General Meeting, if the Company buys back Shares pursuant to the Buy-back Mandate, the Company may (i) cancel the bought-back Shares and/or (ii) hold such Shares in treasury as treasury shares, subject to market conditions and the capital management needs of the Group at the relevant time such buy-backs of Shares are made. If the Company holds Shares in treasury, any resale of treasury shares shall be made in accordance with the Listing Rules and applicable laws and regulations of Cayman Islands.

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.



---

## LETTER FROM THE BOARD

---

### (v) CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 29 May 2025 (the “**Announcement**”) in relation to the proposed change of auditor.

As disclosed in the Announcement, for the purpose of rotation of the Company’s auditor after an appropriate period to maintain good corporate governance, PricewaterhouseCoopers (“**PwC**”), which has served as the Company’s auditor for more than 7 years since the Company’s listing, will not be reappointed, and will retire as the auditor of the Company upon the expiration of their current term of office, with effect from the conclusion of the AGM.

The Company is incorporated under the laws of Cayman Islands and to the knowledge of the Board there is no requirement under the laws of Cayman Islands for the retiring auditor to confirm whether or not there is any circumstance in connection with their resignation which they consider should be brought to the attention of the holders of securities of the Company. Therefore, PwC has not issued such confirmation.

The Company and the Board confirmed that PwC had no disagreement with the Company and that there were no other matters relating to the proposed change of auditor which need to be brought to the attention of the holders of securities of the Company.

The Board further announces that as recommended by the Audit and Risk Management Committee of the Board, it has resolved and proposed to appoint Ernst & Young (“**EY**”) as the auditor of the Company, holding office from the date of approval at the AGM to the conclusion of the next following annual general meeting of the Company. Such proposed appointment is subject to the approval of the Shareholders of the Company at the AGM.

In recommending EY as the auditor of the Company for the year of 2025, the Audit and Risk Management Committee of the Board has considered a number of factors in assessing the proposed appointment of EY as the new auditor of the Company, including but not limited to (i) EY’s experience, industry knowledge and technical competence in providing audit work for many companies listed on the Stock Exchange, as well as its level of familiarity to the requirements under the Listing Rules and the Hong Kong Financial Reporting Standards; (ii) EY’s independence and objectivity; (iii) EY’s market reputation and track record; (iv) the service proposal of EY; (v) EY’s resources and capability in completing its audit work within the stipulated timeframe, including the scale and structure of the proposed audit team and its time commitments; (vi) the Guidelines for Effective Audit Committees – Selection, Appointment and Re-appointment of Auditors issued by the Accounting and Financial Reporting Council (the “**AFRC**”) in December 2021; and (vii) the Guidance Notes on Change of Auditors issued by the AFRC in September 2023.

The proposed appointment of EY as the new auditor of the Company will be put to the Shareholders for approval by way of an ordinary resolution at the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

### **(vi) CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025, 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 Friday, 20 June 2025, being the last registration date.

### **(vii) NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 17 to 22 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; (ii) the grant to the Directors of the General Mandate, the Buy-back Mandate and the Extension Mandate; and (iii) the change of auditor.

### **(viii) 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](http://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 Tuesday, 24 June 2025) 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.

### **(ix) 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. For the avoidance of doubt, holders of treasury shares, if any, shall abstain from voting at the Annual General Meeting of the Company.

---

## LETTER FROM THE BOARD

---

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.

### **(x) 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.

### **(xi) 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 change of auditor, 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. Jun Wu (吳軍)**, aged 59, joined the Group in October 2021 and is currently an executive Director and the president of the Company. Mr. Wu currently holds leadership positions in various subsidiaries of the Group, including the director of Glorious Delight Limited, the director and general manager of Kang Jian Information Technology (Shenzhen) Co., Ltd. and Ping An Health Cloud Company Limited, and the head of various branches of the Group. Mr. Wu joined Ping An Group in 1993 and successively served as a general manager of Fujian Branch, Jiangsu Branch and Shanghai Branch of Ping An Property & Casualty Insurance, an assistant to general manager of Ping An Property & Casualty Insurance, and the deputy secretary of the party committee of Ping An Property & Casualty Insurance. He was awarded the title of Outstanding Young Entrepreneur of Fujian Province. Mr. Wu has prolonged exposure to the healthcare ecosystem with rich experience in sales and customer service, and specializes in a combination of the online and offline customer business model.

Mr. Wu obtained a bachelor's degree in Thermal Engineering and Power Machinery from Huazhong University of Science and Technology; a master's degree in Marine Internal Combustion Engine from Wuhan University of Technology; and an EMBA degree from Advanced Institute of Finance of Shanghai Jiao Tong University.

Mr. Wu 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. Wu 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. Wu was entitled to 226,520 Shares under the employee incentive scheme of the Company.

### NON-EXECUTIVE DIRECTOR

**Mr. Ziyang Zhu (朱梓陽)**, aged 29, 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 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 DIRECTOR

**Mr. Tianyong Guo (郭田勇)**, aged 56, has been an independent non-executive Director of the Company since May 2018 when he joined the Group. He has been serving as an independent director of Kweichow Moutai Co., Ltd. (貴州茅臺酒股份有限公司, a company listed on the Shanghai Stock Exchange, stock code: 600519) since 2022. Mr. Guo was an independent director of Digiwin Software Co., Ltd. (鼎捷軟件股份有限公司, a company listed on the Shenzhen Stock Exchange, stock code: 300378) from 2014 to 2020, an independent director of Hundsun Technologies Inc. (恒生電子股份有限公司, a company listed on the Shanghai Stock Exchange, stock code: 600570) from 2014 to 2021, an independent director of Aa Industrial Belting (Shanghai) Co., Ltd. (艾艾精密工業輸送系統(上海)股份有限公司, a company listed on the Shanghai Stock Exchange, stock code: 603580) from 2018 to 2022, an independent director of Ping An Bank from 2016 to 2022 and an independent director of Shandong Fengxiang Co., Ltd. (山東鳳祥股份有限公司, a company listed on the Hong Kong Stock Exchange, stock code: 09977) from 2020 to 2022. Mr. Guo has been working at the Central University of Finance and Economics (中央財經大學) since 1999 and has been serving as a professor and a doctoral tutor of the School of Finance since 2007 and 2010, respectively.

Mr. Guo holds a bachelor's degree in Science from Shandong University (山東大學), a master's degree in Economics from Renmin University of China (中國人民大學) and a doctorate degree in Economics from Tsinghua University PBC School of Finance (清華大學五道口金融學院) (formerly known as Graduate School of the People's Bank of China (中國人民銀行研究生部)).

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 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. Guo 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. Moreover, Mr. Guo has made an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

---

**APPENDIX I    DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION**

---

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 2,161,443,720 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 216,144,372 Shares with a total number representing 10% of the aggregate number of issued Shares (excluding treasury shares, if any) 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 2024, 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 1,160,994,737 Shares, representing approximately 53.71% 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 53.71% 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 59.68% of the issued share capital. To the best knowledge and belief of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code, and the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back 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 buy-back 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 (UNADJUSTED)**

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

<b>Month</b>	<b>Highest traded prices HK\$</b>	<b>Lowest traded prices HK\$</b>
<b>2024</b>		
May	12.98	11.00
June	12.10	11.00
July	11.72	10.04
August	11.66	9.70
September	14.74	8.95
October	15.62	11.46
November	18.30	11.40
December	15.06	5.53
<b>2025</b>		
January	6.34	6.08
February	9.64	6.09
March	8.70	6.81
April	7.73	6.06
May (up to the Latest Practicable Date)	7.64	6.86

\* Source: *Quamnet*

**STATUS OF BOUGHT-BACK SHARES**

The Company has no present intention to cancel any Shares it bought back through the Buy-back Mandate and/or hold them as treasury shares. The arrangement to deal with the bought-back Shares shall be subject to the market conditions and the capital management needs of the Company at the relevant time of the buy-backs, and shall be in compliance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Further disclosures will be made by the Company as and when there are any buy-backs of the Company through the Buy-back Mandate.

The Company may re-deposit its treasury shares into CCASS only if it has an imminent plan to resell or transfer these treasury shares on the Stock Exchange and will complete such resale or transfer as soon as possible. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for these treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

---

## 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 Conference Rooms 508-509, 5th Floor, Building B, INNO KIC, No. 298 Guo Xia Road, Yangpu District, Shanghai, the PRC, at 2:00 p.m. on Thursday, 26 June 2025 for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions 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 4 June 2025 (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 the independent auditor of the Company for the year ended 31 December 2024.
- 2a. To re-elect the following retiring Directors:
  - Mr. Jun Wu as an executive Director;
  - Mr. Ziyang Zhu as a non-executive Director; and
  - Mr. Tianyong Guo 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 appoint Ernst & Young 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 during its terms of office.

---

## 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**”, including any sale or transfer of treasury 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 (including any sale or transfer of treasury 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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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.

---

## NOTICE OF ANNUAL 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 (excluding treasury shares, if any) at the date of passing of the said resolutions.

By order of the Board

**PING AN HEALTHCARE AND TECHNOLOGY COMPANY LIMITED**

**Mr. Dou Li**

*Chairman*

Shanghai, the PRC

4 June 2025

**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:**

5-8/F, Building B  
INNO KIC  
No. 298 Guo Xia Road  
Yangpu District  
Shanghai  
the PRC

**Principal place of business**

**in Hong Kong:**

Room 1922, 19/F, Lee  
Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- A.** 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.
- B.** 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.
- C.** 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 notarially 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 Tuesday, 24 June 2025) 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.
- D.** The register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025, 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 Friday, 20 June 2025, being the last registration date.
- E.** In respect of the ordinary resolution no. 2a above, Mr. Jun Wu, Mr. Ziyang Zhu and Mr. Tianyong Guo shall retire by rotation 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 the circular of the Company dated 4 June 2025.
- F.** In respect of the 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 the circular of the Company dated 4 June 2025.
- G.** All times and dates specified herein refer to Hong Kong local times and dates.