
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 stockholder 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 election form 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.

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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)****SCRIP DIVIDEND SCHEME
IN RELATION TO SPECIAL DIVIDEND**

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

DEFINITIONS

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

“Board”	the board of Directors
“CCASS”	The Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“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 (Hong Kong Stock Exchange: 1833)
“Director(s)”	the director(s) of the Company
“EIS Option(s)”	the option(s) granted and to be granted to the Directors and employees of the Group under the Employee Incentive Scheme
“EIS Share(s)”	the Share(s) under the EIS Options which are directly held by Le An Xin (PTC) Limited
“Election Form”	the form of election in relation to the Scrip Dividend Scheme
“Employee Incentive Scheme” or “EIS”	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
“Extraordinary General Meeting”	the extraordinary general meeting 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 11:00 a.m. on Wednesday, 4 December 2024
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	13 December 2024, being the latest practicable date for ascertaining certain information in this circular before its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“Overseas Shareholders”	the holder(s) of Shares having their registered address(es) outside Hong Kong
“PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Record Date”	close of business on Friday, 13 December 2024, being the time for determining entitlements of the holders of Shares to the Special Dividend
“RMB”	Renminbi, the lawful currency of the PRC
“Scrip Dividend Scheme”	the scrip dividend scheme proposed by the Board on Thursday, 14 November 2024 which offers holders of Shares a scrip dividend alternative whereby eligible holders of Shares are to be 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)
“Share(s)”	ordinary share(s) of the Company
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB20 billion as at 30 June 2024 based on the unaudited consolidated financial statement of the Group as at that date
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Singaporean Shareholder”	the Shareholder with registered addresses in Singapore on the Record Date
“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”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	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 and Chief*

Executive Officer)

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

**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:**

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

Registered Office:

The offices of Maples Corporate

Services Limited

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

17 December 2024

To the Shareholders,

Dear Sir/Madam,

SCRIP DIVIDEND SCHEME IN RELATION TO SPECIAL DIVIDEND

INTRODUCTION

On 14 November 2024, the Company announced that the Board had resolved to recommend the declaration and distribution of the Special Dividend out of the Share Premium Account with the Scrip Dividend Scheme. The Special Dividend was approved at the Extraordinary General Meeting and is payable to the Shareholders whose names appear on the register of members of the Company on Friday, 13 December 2024.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the procedures which apply in relation to the Scrip Dividend Scheme and the action which should be taken by the Shareholders in relation thereto.

PARTICULARS OF THE SCRIP DIVIDEND SCHEME

For holders of Shares

Under the Scrip Dividend Scheme, Shareholders whose names appear on the register of members of the Company on Friday, 13 December 2024 have the following choices in respect of the Special Dividend:

- (a) cash of HK\$9.7 per Share; or
- (b) an allotment of such number of new Shares equal to, save for adjustment for fractions, (x) the amount of the Special Dividend which holders of Shares would otherwise be entitled to receive in cash, divided by (y) the Reference Price per Share (as defined below).

For the avoidance of doubt, holders of Shares cannot choose to receive the Special Dividend partly in cash and partly 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.

Holders of Shares who do not timely elect to receive the Special Dividend in new Shares will receive the Special Dividend in cash.

BASIS OF ALLOTMENT OF SCRIP DIVIDEND

For the purpose of calculating the number of new Shares to be allotted pursuant to the Scrip Dividend Scheme, the market value of a new Share, which is calculated as equivalent to the average closing price of one existing Share as stated in the daily quotation sheet of on the Stock Exchange for the three consecutive trading days commencing from the first day the Shares traded ex dividend on the Stock Exchange, being Friday, 6 December 2024 to Tuesday, 10 December 2024 (each day inclusive), is HK\$6.12 per Share (the “**Reference Price per Share**”). Accordingly, the number of new Shares which an eligible holder of Shares is entitled to receive in respect of the Special Dividend is calculated as follows:

$$\begin{array}{l} \text{Number of new Shares} \\ \text{to be received} \end{array} = \begin{array}{l} \text{Number of Shares held} \\ \text{on the Record Date} \end{array} \times \frac{\text{HK\$9.7 (Special} \\ \text{Dividend per Share)}}{\text{HK\$6.12 (Reference} \\ \text{Price per Share)}}\end{array}$$

LETTER FROM THE BOARD

The number of new Shares to be issued to the eligible holders of Shares will be rounded down to the nearest whole number. The new Shares will, on issue, rank *pari passu* in all respects with the Shares in issue on the date of the allotment and issue of the new Shares except that they shall not be entitled to the Special Dividend. The new Shares issued to the Shareholders pursuant to elections to receive the Special Dividend wholly in the form of new Shares may be allocated in odd lots (of fewer than a board lot of 100 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of the new Shares to be issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

EFFECT OF THE SCRIP DIVIDEND SCHEME

Based on the above, for illustration purpose only, if all holders of Shares elect to receive the Special Dividend in new Shares, a total of approximately 1,773,281,883 new Shares would be issued. Whereas, if all holders of Shares elect to receive the Special Dividend in cash, a total cash dividend of approximately HK\$10,852,485,130 would be payable by the Company.

ADJUSTMENTS TO OPTIONS

In accordance with the terms and conditions of the Employee Incentive Scheme, if the Company conducts share split, bonus distribution, share combination and redesignation or similar transactions affecting the Shares (the “**Adjustment Event(s)**”), leading to an increase or decrease in the number of issued Shares, the Board shall have the sole discretion to adjust the number, price and other aspects of the EIS Options and/or EIS Shares.

As such, the payment of the Special Dividend and the issue of new Shares under the Scrip Dividend Scheme may result in such adjustment(s). The Board may make such corresponding adjustment(s) with respect to the number, price and other aspects of the EIS Options and/or EIS Shares, to ensure that (i) any such adjustment(s) should give each grantee the same proportion of the equity capital of the Company, rounded to the nearest whole Share, as that to which that grantee was previously entitled prior to such Adjustment Event, and (ii) no such adjustment(s) shall be made which would result in a Share being issued at less than its nominal value.

If the completion of the Scrip Dividend Scheme results in such adjustment(s) in accordance with the relevant terms and conditions, further announcement(s) will be made by the Company in this regard.

DISCLOSURE OF INTEREST AND TAKEOVERS CODE IMPLICATIONS

Holders of Shares should note that the new Shares to be issued under the Scrip Dividend Scheme may give rise to disclosure requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

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, one or more holder(s) of Shares (together with parties acting in concert with it) may result in an increase in the shareholding of more than 2% of the enlarged issued share capital of the Company and such holder(s) of Shares could thereby become obligated to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. If all holders of Shares take up the proposed scrip dividend alternative entitlement in full, the percentage shareholding of all holders of Shares will not change. Therefore, no such mandatory general offer will be triggered.

As at the Latest Practicable Date, based on the information available to the Company, Glorious Peace held 441,000,000 Shares, representing approximately 39.41% of the total issued Shares. 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.

There is no assurance a mandatory general offer under Rule 26.1 of the Takeovers Code will be triggered.

Holders of Shares and potential investors of the Company should exercise caution when dealing in the securities of the Company. Holders of Shares who are in any doubt as to how these provisions may affect them as a result of the issue of the new Shares are recommended to seek their own professional advice. Holders of Shares who are in any doubt as to their taxation position are also recommended to seek their own professional advice.

ADVANTAGE OF THE SCRIP DIVIDEND SCHEME

By offering the Scrip Dividend Scheme, investors are provided with a viable path to increase their shareholding in the Company without incurring additional dealing-related costs. The Scrip Dividend Scheme will also benefit the Company to the extent that such cash which would otherwise have been paid to holders of Shares who elect to receive in the form of new Shares will be retained for use as working capital by the Company.

In addition, the Scrip Dividend Scheme is offered solely as an alternative to the default cash dividend option and both options are made available to all holders of Shares for additional flexibility. Holders of Shares may exercise their own discretion in choosing their preferred form based on their individual circumstances.

LETTER FROM THE BOARD

ELECTION FORM

For holders of Shares

An Election Form is enclosed with this circular for use by the eligible holders of Shares who wish to receive the Special Dividend wholly in the form of new Shares. You are reminded that holders of Shares cannot choose to receive the Special Dividend partly in cash and partly 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. Please read carefully the instructions below and the instructions printed on the Election Form.

If you wish to receive your Special Dividend in cash, you DO NOT need to take any action and DO NOT need to return the Election Form. Holders of Shares who do not make an election to receive their Special Dividend wholly in the form of new Shares will receive their Special Dividend in cash only.

If you wish to receive your Special Dividend in the form of new Shares, please just SIGN, DATE and RETURN the Election Form.

The enclosed Election Form should be completed in accordance with the instructions printed thereon and you should return the same to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on Monday, 6 January 2025. The deadline for submission of Election Forms will be adjusted if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning:

- (a) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 6 January 2025. Instead the deadline for submission of Election Forms will be 5:00 p.m. on the same business day; or
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m. on Monday, 6 January 2025. Instead the deadline for submission of Election Forms will be rescheduled to 4:30 p.m. on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.

Failure to complete and return the Election Form in accordance with the instructions printed thereon will result in the relevant eligible holders of Shares receiving the Special Dividend in cash. Election in respect of the Special Dividend cannot be in any way withdrawn, revoked, superseded, or altered after the relevant Election Form is signed and lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited. No acknowledgment of receipt of the Election Form will be issued.

LETTER FROM THE BOARD

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you will not receive the Election Form. If you wish to receive the Special Dividend wholly in the form of new Shares, please contact your intermediary or nominee directly.

For holders of Shares resident outside Hong Kong

If you are a resident outside Hong Kong, you should consult your professional advisers as to whether or not you are permitted to participate in the Scrip Dividend Scheme or whether any government or other consents are required or other formalities need to be observed. No holders of Shares receiving this circular and/or an Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for new Shares unless in the relevant territory such invitation could lawfully be made to them without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. Holders of Shares residing in a jurisdiction where it would be illegal for the Company to make such an invitation will be deemed to have received this circular for information only.

Based on the register of members of the Company as at the Record Date, there were 3 Overseas Shareholders having their respective addresses registered in 3 jurisdictions, namely the British Virgin Islands, Macau, and Singapore, who together held 360,506,983 Shares, representing approximately 32.22% of the number of issued Shares as at the Record Date. The aggregate amount of the Special Dividend to which these Overseas Shareholders are entitled is approximately HK\$3,496,917,735.

The Company has made enquiry in respect of the legal restrictions under the laws of the relevant jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges in those jurisdictions for the Company to extend the Scrip Dividend Scheme to the Overseas Shareholders. Based on the relevant legal advices obtained, the Overseas Shareholders are eligible to elect to receive the Special Dividend wholly in the form of new Shares.

This circular and the Election Form do not constitute or form part of an offer or solicitation of any offer to buy securities of the Company, and the Election Form is non-transferable.

Notwithstanding the enquiries made by the Company, it is the responsibility of any Overseas Shareholder who wishes to receive new Shares in respect of the Special Dividend to comply with the laws of the relevant jurisdictions including procedures or any other similar formalities. Persons who will receive the new Shares in lieu of cash dividend must also comply with any restrictions on the resale of the Shares which may apply outside Hong Kong.

LETTER FROM THE BOARD

Singapore

This circular has not been registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act 2001 of Singapore. Accordingly, in Singapore, this circular and the Election Form are addressed solely to and are for the exclusive use of the Singaporean Shareholder. These documents should not be circulated, distributed or given to any person in Singapore other than the Singaporean Shareholder. Any offer or invitation in respect of the scrip dividend Shares in Singapore is capable of acceptance only by the Singaporean Shareholder and is not transferable. The offer of scrip dividend Shares to the Singaporean Shareholder is not with a view of these Shares being on-sold in Singapore, and no documents issued by or on behalf of the Company (including this circular and the Election Form) are permitted to be used in any subsequent sale by the Singaporean Shareholder. The Singaporean Shareholder must seek their own professional advice as to whether to elect to receive the Special Dividend wholly in the form of Shares and if they do elect to receive the Special Dividend wholly in the form of Shares, they must seek their own professional advice about the legal requirements relating to the future sale of any Shares so acquired.

PRC Southbound Trading Investors

Pursuant to the Frequently Asked Questions FAQ 18.4 No. 1-4 first issued by the Stock Exchange in November 2014 and last updated in June 2024 on the interpretation of the Listing Rules, investors from the PRC who hold Shares through the China Securities Depository and Clearing Corporation Limited (“**ChinaClear**”) as nominee under Shanghai Connect and Shenzhen Connect (the “**PRC Southbound Trading Investors**”) can participate in the Scrip Dividend Scheme through ChinaClear. ChinaClear will provide nominee services for the PRC Southbound Trading Investors to elect to receive the Special Dividend wholly in the form of Shares in accordance with the relevant laws and regulations.

The PRC Southbound Trading Investors should seek advice from their intermediaries (including brokers, custodians, nominees or ChinaClear participants) and/or other professional advisers for details of the logistical arrangements as required by ChinaClear, and provide instructions with such intermediaries in relation to the election to receive the scrip dividend Shares.

LISTING AND DEALINGS

The Shares of the Company are only listed on the Stock Exchange. No part of the share capital or debt securities of the Company is listed or dealt in on any other stock exchange. An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the new Shares to be allotted and issued pursuant to the Scrip Dividend Scheme.

The Company expects the cheque for the Special Dividend and share certificates to be sent to the holders of Shares on or around Friday, 24 January 2025, and dealings of such Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 27 January 2025.

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the new Shares to be allotted and issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, such new Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement through CCASS. Holders of Shares should seek the advice of their stockbrokers or other professional advisers for details of these settlement arrangements and how such settlement arrangements will affect your rights and interests.

TIMETABLE

A timetable summarizing the events in relation to the Scrip Dividend Scheme is set out below:

Event	Hong Kong Date/Time (except as specified otherwise)
Shares quoted ex-dividend on the Stock Exchange	Friday, 6 December 2024
Determination of market value of new Shares to be allotted pursuant to the Scrip Dividend Scheme	Friday, 6 December 2024 to Tuesday, 10 December 2024 (both days inclusive)
Latest time for lodging transfers of the Shares in order to qualify for the Special Dividend	4:30 p.m. on Monday, 9 December 2024
Closure of the Register of Members for the purpose of determining the Shareholders' entitlement to the Special Dividend	Tuesday, 10 December 2024 to Friday, 13 December 2024 (both days inclusive)
Record date	Friday, 13 December 2024
Latest time for return of the Election Form	4:30 p.m. on Monday, 6 January 2025
Expected despatch of cheques for cash dividend or definitive certificates for new Shares to be allotted pursuant to the Scrip Dividend Scheme by ordinary post at the risk of recipients	Friday, 24 January 2025
Expected first day of dealings in the new Shares to be allotted pursuant to the Scrip Dividend Scheme on the Stock Exchange	9:00 a.m. on Monday, 27 January 2025

LETTER FROM THE BOARD

RECOMMENDATION AND ADVICE

Whether or not it is to your advantage to receive cash or the scrip dividend alternative depends upon your own individual circumstances, and the decision in this regard and all effects resulting therefrom are the sole responsibility of each holder of Shares. If you are in any doubt as to what to do, you should consult your professional advisers. Eligible holders of Shares who are trustees are recommended to take professional advice as to whether the choice of the scrip dividend alternative is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
**PING AN HEALTHCARE AND
TECHNOLOGY COMPANY LIMITED**
Li Dou
Chairman