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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of April 2025**

**Commission File Number: 001-39147**

**ONECONNECT FINANCIAL TECHNOLOGY CO., LTD.**  
(Registrant's Name)

**21/24F, Ping An Finance Center  
No. 5033 Yitian Road, Futian District  
Shenzhen, Guangdong, 518000  
People's Republic of China**  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒

Form 40-F ☐

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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<a href="#">Exhibit 99.1</a>	<a href="#">OneConnect 2024 Hong Kong Annual Report</a>
<a href="#">Exhibit 99.2</a>	<a href="#">OneConnect 2024 Environmental, Social and Governance Report</a>

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OneConnect Financial Technology Co., Ltd.

By: /s/ Danyang Chen

Name: Danyang Chen

Title: Chairman of the Board and Chief Executive Officer

Date: April 24, 2025



壹账通金融科技有限公司

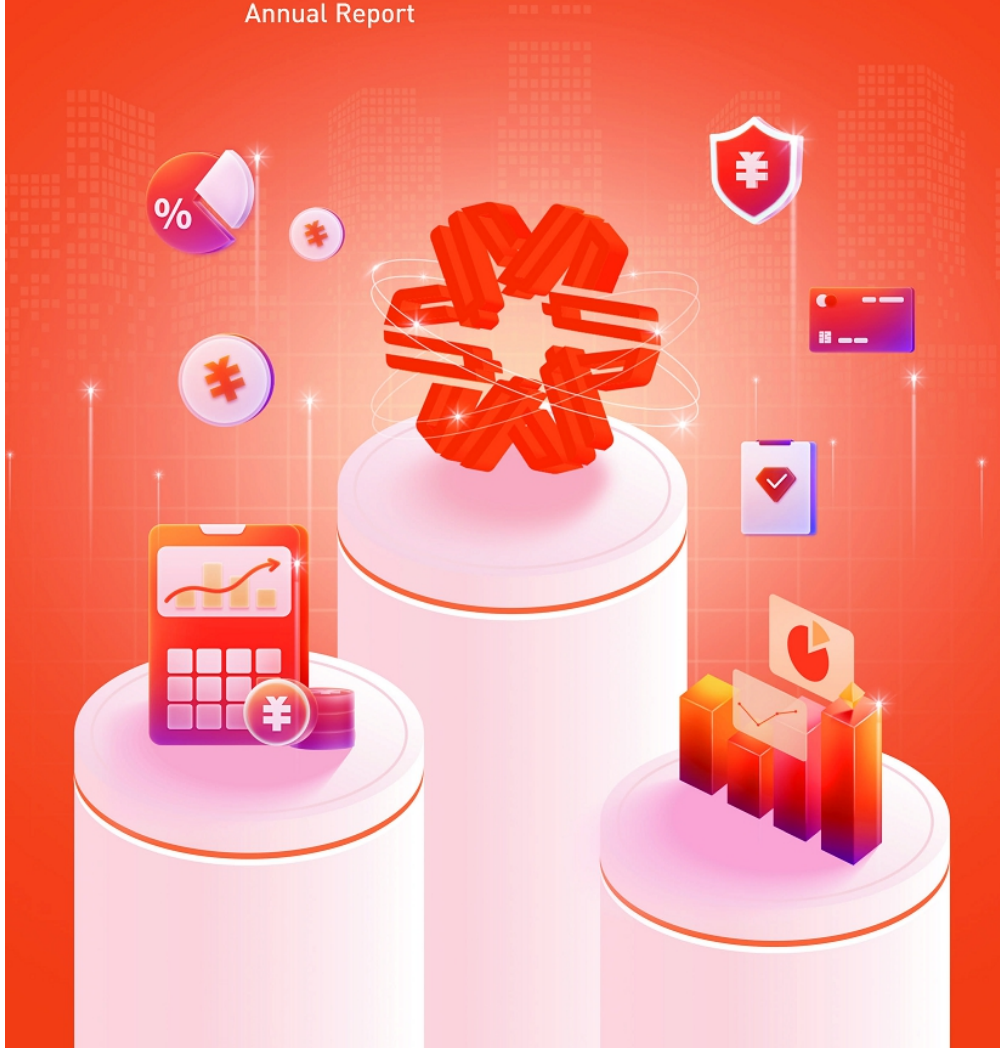
ONECONNECT FINANCIAL TECHNOLOGY CO., LTD.

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 6638 NYSE: OCFT

# 2024

Annual Report



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# Corporate Information

## BOARD OF DIRECTORS

### Executive Director

Mr. Danyang Chen (陳當陽)  
(Chairman and Chief Executive Officer)  
(appointed on February 5, 2025)  
Mr. Chongfeng Shen (沈崇鋒)  
(resigned on February 5, 2025)

### Non-executive Directors

Mr. Michael Guo (郭曉濤)  
Ms. Xin Fu (付欣)  
Mr. Wenwei Dou (賈文偉)  
Ms. Wenjun Wang (王文君)

### Independent Non-executive Directors

Dr. Yaolin Zhang (張耀麟)  
Mr. Tianruo Pu (濮天若)  
Mr. Wing Kin Anthony Chow (周永健)  
Mr. Koon Wing Ernest Ip (葉冠榮)

## AUDIT COMMITTEE

Mr. Tianruo Pu (濮天若) (Chairperson)  
Mr. Wing Kin Anthony Chow (周永健)  
Mr. Koon Wing Ernest Ip (葉冠榮)

## COMPENSATION AND NOMINATION COMMITTEE

Dr. Yaolin Zhang (張耀麟) (Chairperson)  
Mr. Michael Guo (郭曉濤)  
Mr. Wing Kin Anthony Chow (周永健)

## COMPANY SECRETARY

Mr. Rubo Lin (林如波) (appointed on April 11, 2025)  
Ms. Chan Yuen Mui (陳婉梅) (appointed on April 11, 2025)  
Mr. Tsz Fung Chan (陳梓豐)  
(appointed on February 23, 2024 and resigned on April 11, 2025)  
Ms. Yanjing Jia (賈燕菁)  
(resigned on February 23, 2024)  
Ms. Wing Shan Winza Tang (鄧穎珊)  
(resigned on February 23, 2024)

## AUTHORISED REPRESENTATIVES

Mr. Danyang Chen (陳當陽)  
(appointed on February 5, 2025)  
Ms. Chan Yuen Mui (陳婉梅) (appointed on April 11, 2025)  
Mr. Chongfeng Shen (沈崇鋒)  
(resigned on February 5, 2025)  
Mr. Tsz Fung Chan (陳梓豐)  
(appointed on February 23, 2024 and resigned on April 11, 2025)  
Ms. Wing Shan Winza Tang (鄧穎珊)  
(resigned on February 23, 2024)

## LISTING INFORMATION AND STOCK CODE

The Stock Exchange of Hong Kong Limited  
Stock Code: 6638

New York Stock Exchange  
Stock Ticker: OCFT

## REGISTERED OFFICE IN THE CAYMAN ISLANDS

Maples Corporate Services Limited  
PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

#### HEAD OFFICE

21/24F, Ping An Finance Center  
No. 5033 Yitian Road  
Futian District, Shenzhen  
Guangdong, PRC

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2701, Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

#### COMPANY'S WEBSITE

[www.ocft.com](http://www.ocft.com)

#### AUDITORS

PricewaterhouseCoopers  
*Certified Public Accountants*  
*Registered Public Interest Entity Auditor*  
22/F Prince's Building  
Central  
Hong Kong

#### HONG KONG LEGAL ADVISOR

Cleary Gottlieb Steen & Hamilton (Hong Kong)  
37/F, Hysan Place  
500 Hennessy Road  
Causeway Bay  
Hong Kong

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square, Grand Cayman, KY1-1102  
Cayman Islands

#### HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong

#### PRINCIPAL BANK

Ping An Bank Co., Ltd. Shenzhen Branch  
Ping An Bank Building  
No. 1099 Shennan Middle Road  
Futian District, Shenzhen  
PRC

## Financial Performance Highlights

- Revenue from continuing operations<sup>1</sup> was RMB2,248.1 million for the year ended December 31, 2024, as compared to RMB3,521.6 million for the year ended December 31, 2023.
- Gross margin of continuing operations was 35.8% for the year ended December 31, 2024 as compared to 37.7% for the year ended December 31, 2023; non-IFRS gross margin<sup>2</sup> of continuing operations was 38.2% for the year ended December 31, 2024 as compared to 40.4% for the year ended December 31, 2023.
- Net loss from continuing operations attributable to shareholders was RMB669.2 million for the year ended December 31, 2024, as compared to RMB211.3 million for the year ended December 31, 2023. Net margin of continuing operations to shareholders was -29.8% for the year ended December 31, 2024 compared to -6.0% for the year ended December 31, 2023.
- Net loss from continuing operations per ADS, basic and diluted, was RMB18.42 for the year ended December 31, 2024 as compared to RMB5.82 for the year ended December 31, 2023.
- Net loss from continuing and discontinued operations attributable to shareholders was RMB459.7 million for the year ended December 31, 2024, compared to RMB362.7 million for the year ended December 31, 2023. Net margin of continuing and discontinued operations to shareholders was -20.4% for the year ended December 31, 2024, compared to -10.3% for the year ended December 31, 2023.

In RMB'000, except percentages and per ADS amounts	Year Ended December 31,		
	2024	2023	YoY
<b>Continuing operations</b>			
Revenue			
Revenue from Ping An Group and Lufax <sup>3</sup>	<b>1,307,064</b>	2,360,112	-44.6%
Revenue from third-party customers <sup>4</sup>	<b>941,039</b>	1,161,479	-19.0%
Total	<b>2,248,103</b>	3,521,591	-36.2%
Gross profit	<b>804,497</b>	1,326,017	
Gross margin	<b>35.8%</b>	37.7%	
Non-IFRS gross margin <sup>1</sup>	<b>38.2%</b>	40.4%	
Operating loss	<b>(303,533)</b>	(217,285)	
Operating margin	<b>-13.5%</b>	-6.2%	
Net loss from continuing operations to shareholders	<b>(669,176)</b>	(211,342)	
Net margin of continuing operations to shareholders	<b>-29.8%</b>	-6.0%	
Net loss from continuing operations per ADS <sup>5</sup> , basic and diluted	<b>(18.42)</b>	(5.82)	
Net loss from continuing and discontinued operations attributable to shareholders	<b>(459,677)</b>	(362,715)	
Net margin of continuing and discontinued operations to shareholders	<b>-20.4%</b>	-10.3%	
Loss from continuing and discontinued operations per ADS <sup>5</sup> , basic and diluted	<b>(12.66)</b>	(9.99)	



### Notes:

- 1 On April 2, 2024, the Company completed the disposal of its virtual bank business (the “discontinued operations”) to Lufax Holding Ltd (“Lufax”) for a consideration of HK\$933 million in cash. For details, please refer to the announcement published by the Company on November 14, 2023, the circular published by the Company on December 5, 2023, and the announcements published by the Company on January 16, April 2 and April 17, 2024. As a result of the disposal, the historical financial results of the virtual banking business segment have been reflected as the “discontinued operations” in the Company’s consolidated financial information and the historical financial results of the remaining business of the Company (the “continuing operations”) have been reflected as the “continuing operations” in the Company’s consolidated financial information for the year ended December 31, 2024, and comparative information has been restated accordingly.
- 2 For more details on this non-IFRS financial measure, please see the section headed “Use of Unaudited Non- IFRS Financial Measures”.
- 3 On July 30, 2024, Lufax became a subsidiary of Ping An Insurance (Group) Company of China, Ltd. (“Ping An” and together with its subsidiaries, the “Ping An Group”). For reference, please refer to the announcement published by Ping An Group on October 21, 2024. Therefore the Company’s revenue from Ping An Group shown in the table includes revenue from Lufax since July 30, 2024. Revenue from Lufax for the year ended December 31, 2024 prior to its consolidation into Ping An Group was approximately RMB116 million.
- 4 Third-party customers refer to each customer with revenue contribution of less than 5% of the Company’s total revenue in the relevant period. These customers are a key focus of the Company’s diversification strategy.
- 5 Each American Depositary Share (“ADS”) represents 30 ordinary shares.

### Use of Unaudited Non-IFRS Financial Measures

The unaudited consolidated financial information is prepared in accordance with IFRS Accounting Standards (“IFRS”) issued by the International Accounting Standards Board. Non-IFRS measures are used in gross profit and gross margin, adjusted to exclude non-cash items, which consist of amortization of intangible assets recognized in cost of revenue, depreciation of property and equipment recognized in cost of revenue, and share-based compensation expenses recognized in cost of revenue. The management of the Company regularly reviews non-IFRS gross profit and non-IFRS gross margin to assess the performance of the business. By excluding non-cash items, these financial metrics allow the management of the Company to evaluate the cash conversion of one dollar revenue on gross profit. The Company uses these non-IFRS financial measures to evaluate its ongoing operations and for internal planning and forecasting purposes. The Company believes that non-IFRS financial information, when taken collectively, is helpful to investors because it provides consistency and comparability with past financial performance, facilitates period-to-period comparisons of results of operations, and assists in comparisons with other companies, many of which use similar financial information. The Company also believes that presentation of the non-IFRS financial measures provides useful information to its investors regarding its results of operations because it allows investors greater transparency to the information used by its management in its financial and operational decision making, so that investors can see through the eyes of the management regarding important financial metrics that the management uses to run the business as well as allowing investors to better understand the Company’s performance. However, non-IFRS financial information is presented for supplemental informational purposes only, and should not be considered a substitute for financial information presented in accordance with IFRS, and may be different from similarly-titled non-IFRS measures used by other companies. In light of the foregoing limitations, you should not consider non-IFRS financial measure in isolation from or as an alternative to the financial measure prepared in accordance with IFRS. Whenever the Company uses a non-IFRS financial measure, a reconciliation is provided to the most closely applicable financial measure stated in accordance with IFRS. Investors and shareholders are encouraged to review the related IFRS financial measures and the reconciliation of these non-IFRS financial measures to their most directly comparable IFRS financial measures.

## Financial Performance Highlights

The table below sets forth an unaudited reconciliation of IFRS and non-IFRS results for the periods indicated:

	Year ended December 31,	
	2024	2023
	(Unaudited) RMB'000	(Unaudited) RMB'000
<b>Gross profit from continuing operations</b>	<b>804,497</b>	1,326,017
<b>Gross margin of continuing operations</b>	<b>35.8%</b>	37.7%
Non-IFRS adjustment		
– Amortization of intangible assets recognized in cost of revenue	<b>49,162</b>	87,928
– Depreciation of property and equipment recognized in cost of revenue	<b>4,030</b>	5,567
– Share-based compensation expenses recognized in cost of revenue	<b>87</b>	3,233
<b>Non-IFRS gross profit from continuing operations</b>	<b>857,776</b>	1,422,745
<b>Non-IFRS gross margin from continuing operations</b>	<b>38.2%</b>	40.4%

# Chairman's Statement

## Business Review

We are a technology-as-a-service provider for the financial services industry in China with an expanding international presence. We provide "full-stack" integrated technology solutions to financial institution customers, including digital banking solutions and digital insurance solutions. We also provide digital infrastructure for financial institutions through our Gamma Platform. Our solutions and platform help financial institutions accelerate their digital transformation. We believe that our "business + technology" model is our key competitive advantage and a driving force of how we win new business and engage with our customers. 100% of large and joint-stock banks, 99% of city commercial banks, 65% of property and casualty insurance companies and 48% of life insurance companies in China have used at least one of our products since our inception.

We were spun off from the Ping An Group in 2019, with a vision to provide our technology solution and digital infrastructure to broader financial institutional clients and gradually reducing revenue concentration from Ping An Group. While we remain committed to this long-term goal, significant macro and sector headwinds in recent years have negatively impacted our performance and hindered the viability of achieving this objective. There is downward pressure on the profitability of some of our largest customers and third-party banks, which caused a cool-down in credit activity and reduced IT budgets, stifling the growth of our third-party business and revenue.

## Digital Banking

Our digital banking services offer a wide array of solutions tailored to the digital transformation needs of financial institutions in the banking industry. These solutions comprise of digital retail banking, digital credit management and digital operations solutions, leveraging our competitiveness in "business + technology". These solutions assist banks in driving growth, mitigating operational risks, improving management efficiency, and realizing high-quality development. By implementing these comprehensive solutions, banks can augment their overall digital capabilities and deliver superior outcomes for their customers.

Digital retail banking solutions align with the latest trends in the retail banking sector, providing a comprehensive "consulting + system + operations" integrated solution for banking clients. Through digital transformation consulting, we assist banking customers in formulating a clear development path for their retail digital transformation. This includes creating an overall digital transformation blueprint, building a "customer-centric" digital customer operations system, and designing digital marketing strategies and operational decision-making frameworks. Our 3E-Series products (E-Banker app, E-Sales Management and E-Wealth Advance-map) empower banks to comprehensively enhance their operational capabilities for customers, products, and channels. This enables them to gain deep insights into all customer segments, manage products intelligently, operate collaboratively across all channels, and make smart decisions throughout the entire value chain. Our customer operations solutions help banks design operational scenarios and strategies for key customer segments, such as long-tail customers, and execute marketing strategies by leveraging AI and other intelligent tools. This approach uncovers and activates the latent value of customers, ultimately improving overall operational efficiency and effectiveness.

## Chairman's Statement

Our digital credit management solution is a comprehensive and fully integrated package that provides banks with an end-to-end credit management system, an intelligent risk control system covering all credit scenarios, and intelligent operational service solutions. Tailored for corporate credit and small and medium-sized enterprise ("SME") credit scenarios, it offers bank customers all-client, all-product, and end-to-end management systems, designed to improve credit management efficiency and reduce operational costs. By leveraging cutting-edge technologies such as AI, big data analytics, and intelligent algorithms, we assist banks in developing scenario-based models across all stages of their credit operations. This enables proactive risk management, intelligent decision-making, and precise control, strengthening the proactive risk controls of banks. Additionally, we help banks serve SMEs by building intelligent inclusive credit systems and end-to-end services including customer acquisition, product innovation, experience enhancement, and intelligent risk controls. This empowers bank customers to effectively enhance their capabilities in expanding their SME business.

Our suite of digital operations solutions is designed for bank management departments, offering a comprehensive suite of decision-making solutions. These solutions include balance sheet analysis, liquidity risk management, interest rate risk management in the banking book, exchange rate risk management, pricing management, capital management, budget management, cost allocation, and profitability analysis. These solutions assist banks in formulating strategic development plans, gain insights into their operations, accurately track costs, efficiently allocating resources, strengthen performance evaluations, and meet regulatory compliance requirements. Leveraging Ping An Group's AI technology, we have built a "Super Brain" to support precise and intelligent management. Additionally, leveraging data-driven insights, we help financial institutions build tailor-made comprehensive solutions for standardized online mortgage loan services, empowering them to enhance their capabilities in inclusive finance and scale their initiatives.

In 2024, we made significant progress in upgrading and iterating products by leveraging our technological capabilities to facilitate smart, streamlined operations for customers. Our digital retail banking, digital credit management and digital operations solutions have received further enhancements to application scenarios, algorithm models, system compatibility, and architectural optimization. We focus on improving the customer experience, application effectiveness, and overall capabilities.

- We have continuously enhanced product intelligence and convenience through AI applications, supporting the streamlining and proactive compliance of businesses. For example, JinJieYing, our AI solution for housing mortgage loans, can perform intelligent due diligence, intelligent risk management, and operational tasks, enhancing customer managers' productivity by roughly six-fold and reducing loan approval time to approximately one day. Our 3E-Series products empower the management of teams, business opportunities and wealth. These products have increased customer AUM by over 20%, improved business opportunity reach rate by 2-3 times, and increased the number of private banking customers by 38%. We also help improve the quality and efficiency of sales and marketing by deploying a series of AI-empowered tools like AI outbound assistant, AI sales assistant, AI process quality control, and AI asset allocation. In addition to a comprehensive package of domestically-developed IT solutions spanning from consultation to implementation, we help our customers comply with regulatory compliance standards through our One-Table Solution which improves the timeliness, completeness, and accuracy of required data submissions.
- We consistently upgrade our products by adopting a customer-centric approach to driving smart retail banking operations. Using our smart solutions, financial institutions can enhance their customer management processes by categorizing, effectively targeting, and visualizing operations among many others. We also help them improve product quality when analyzing wealth, asset allocation strategies, and account planning, while facilitating customer acquisition across various channels through synergized strategies, effective customer segment operations, and AI-assisted databases. These solutions have been well received by banks.



- We have expanded our smart credit solution to overseas markets. This end-to-end solution integrates operations, business, data, and systems, offering a flexible and configurable system with scalable product solutions. With a proven track record in domestic markets, this solution effectively enhances loan processing efficiency by over 60%, augments AI-driven risk control capabilities by 50%, and boosts modular configuration and iteration efficiency by 30%.

### Digital Insurance

In digital insurance, our solution digitalizes the entire insurance process, helping insurance companies manage marketing, customer relationships, and claims processing. We also provide service management platforms to customers under our intelligent property and casualty ("P&C") insurance and intelligent life insurance solutions.

Our end-to-end intelligent P&C insurance solution helps auto and non-auto insurers reduce costs, combat fraudulent claims, and improve service quality. Integrating AI and advanced analytics, it digitalizes and automates the entire underwriting process, covering core risk predication, cost management and risk control functions. It also streamlines claim-processing procedures, from submission and instant inspection to settlement, appraisal, roadside assistance, and auto parts sourcing. In 2024, we established benchmark cases for our end-to-end P&C insurance solution, demonstrating its effectiveness in reinforcing risk controls and improving customer experience. For instance, we implemented the solution for a state-owned P&C insurance company, addressing pain points around underwriting, claim settlements, and servicing.

Our intelligent life insurance solution enhances insurers' performance efficiency, risk control, and customer experience across sales, policy issuance, claims processing, and customer service. In 2024, we upgraded our "Omni-channel Agent Solution," introducing an AI-enhanced member onboarding screening model and multi-functional Optical Character Recognition ("OCR") tool to facilitate document recognition, ensuring accuracy and efficiency throughout the claim workflow.

### Gamma Platform

Our Gamma Platform serves as a foundation for digital transformation through "AI + Data" integration, empowering financial institutions and overseas regulatory agency customers to optimize operational efficiency. Combining leading AI with data from fingerprint recognition, blacklist background screening, and geolocation, its AI Gamma Vision can enhance deepfake detection, risk mitigation, and fraud prevention capabilities for customers with intelligent anti-fraud, intelligent interview, intelligent verification and many other features.

The international version of AI Gamma Vision addresses specific needs from customers in the Guangdong-Hong Kong-Macao Greater Bay Area ("Greater Bay Area") and Southeast Asian markets. Meanwhile, our AI Gamma Vision is also compatible with domestically-developed technology platforms like HarmonyOS, fully compliant with the requirements of IT domestically developed standards.

Our intelligent data services were built on a "Lakehouse" architecture with closed loop management across the entire lifecycle from data collection and storage to management and utilization. This provides financial institutions and financial holding groups with flexible, efficient, and user-friendly data management solutions that unlock the value of data assets by enhancing data analysis and applications. Using ChatBI tools, customers can gain deep insights and analyze management practices through a Q&A dialogue format.

## Chairman's Statement

Due to certain subsidiaries and associates of Ping An Insurance (Group) Company of China, Ltd. ("Ping An") ceasing to utilize our cloud services with effect from July 2024, on July 11, 2024, the Board came to the decision that in the best interest of our Company and our shareholders as a whole, we would gradually discontinue the operation of our cloud services from July 2024 onwards, and discuss with our customers regarding transitional arrangements (if any). As a result of the discontinuation, there has been a substantial decrease in revenue attributable to our cloud services platform segment in the second half of 2024 and for the full year ended December 31, 2024. For further details, please refer to the announcements published by our Company on May 7 and July 11, 2024.

### Expansion into Overseas Markets

We have expanded our overseas presence and achieved strong growth in recent years, especially in Hong Kong and Southeast Asia markets. Our revenue from third-party overseas customers from continuing operations underscores both the strength of our product offerings and the effectiveness of our strategy in forging stronger ties with customers by gaining deeper insights into their needs and through innovative collaboration models.

Our subsidiary Ping An OneConnect Credit Reference Services Agency (HK) Limited has been officially named as a selected credit reference agency ("CRA") under the Multiple Credit Reference Agencies Model since 2022. CRA will continue to focus on product development, system construction, and continuously exploring business opportunities in the Greater Bay Area.

We launched our business in Southeast Asia in 2018 to tap into Southeast Asia's RMB10 billion financial digital transformation market, focusing on digital banking solutions tailored for Southeast Asian financial institutions. Our customers in Southeast Asia include small-and-medium-sized local banks as well as larger financial institutions, such as top 3 regional banks, 12 top local banks, and 2 of the world's top insurance companies. With our intelligent lending platforms and core systems as flagship products, we help banks improve service efficiency and quality as well as reduce risks and costs.

In 2024, we continued to explore underlying customer needs and deepened our cooperations with overseas customers. We signed Smart Lending Platform ("SLP") upgrade contracts with SB Finance from the Philippines and one of the top banks from Vietnam.

On April 2, 2024, we completed the disposal of virtual banking business to Lufax at a consideration of HK\$933 million in cash. For details of the disposal and the reasons therefor, please refer to the paragraphs headed "Management Discussion & Analysis – Material Acquisitions and Disposals" below.

As of December 31, 2024, we have expanded our overseas presence to 20 countries and territories, covering up to 197 customers.

### 2024 ESG Report

We have published the 2024 Environmental, Social, and Governance Report, detailing our efforts and progress in ESG management and underscoring our commitment to environmental preservation, social responsibility, and governance excellence.

### Recent Developments

Reference is made to the announcement of the Company dated February 5, 2025 (the "**Directors' Announcement**"). As disclosed in the Directors' Announcement, Mr. Chongfeng Shen ("**Mr. Shen**") has resigned as an executive Director, the chief executive officer and chairman of the Board with effect from February 5, 2025 due to personal reasons and Mr. Chen Dangyang has been appointed as an executive Director, the chief executive officer and chairman of the Board with effect from February 5, 2025. Further to the Directors' Announcement, the Board would like to supplement that Mr. Shen has resigned from his positions with the Company due to his intention to focus on his other work commitments and engagements. Save as disclosed above, all other information disclosed in the Directors' Announcement remains unchanged. For further details, please refer to the Directors' Announcement.

Reference is also made to the joint announcement dated March 3, 2025 (the "**3.7 Announcement**") jointly issued by Bo Yu Limited ("**Bo Yu**") and the Company in relation to the preliminary non-binding proposal the Company received from Bo Yu on March 1, 2025 in relation to the possible privatization of the Company by way of a scheme of arrangement, which if proceeded with, could result in a delisting of the Company from the Stock Exchange and the New York Stock Exchange (the "**Indicative Proposal**"). A copy of the Indicative Proposal is attached as Annex A to the 3.7 Announcement. For further details, please refer to the 3.7 Announcement and further announcement of the Company dated April 3, 2025.

Reference is made to the announcement of the Company dated March 20, 2025 (the "**CCT Announcement**"). As disclosed in the CCT Announcement, the Group renewed the 2024 services purchasing agreement by entering into the 2025 services purchasing agreement with Ping An on March 20, 2025 (the "**2025 Services Purchasing Agreement**"), pursuant to which Ping An shall provide certain services to the Group, including financial service solution services, administrative services, risk control services and human resources services, in return for service fees payable. The 2025 Services Purchasing Agreement was entered into on normal commercial terms and shall be valid from March 20, 2025 to December 31, 2025. For further details, please refer to the CCT Announcement.

Save as disclosed above, there are no important events that had occurred since the end of the Reporting Period up to the date of this Annual Report.

### Business Outlook

The Company maintains its goal of integrating extensive financial services industry expertise with market-leading technology and expects to invest a substantial portion of its remaining liquidity in order to continue implementing its second-stage strategy of deepening customer engagement, focusing on premium-plus customers and product optimization and integration. Looking ahead, the Company will focus on the financial technology and artificial intelligence industries, concentrating on financial institution customers while expanding its ecosystem and overseas footprint. The Company plans to invest in research and development, business know-how, and customer insights to expand customer base over the long term and boost third-party revenue growth.

For and on behalf of the Board

**Mr. Dangyang Chen** (Chairman and Chief Executive Officer)

April 24, 2025

# Management Discussion and Analysis

## Revenue from Continuing Operations

In RMB'000, except percentages	Year Ended December 31,		
	2024	2023	YoY
Implementation	664,127	834,620	-20.4%
Transaction-based and support revenue			
Business origination services	30,078	132,112	-77.2%
Risk management services	247,828	320,462	-22.7%
Operation support services	549,273	861,056	-36.2%
Cloud services platform	618,088	1,245,952	-50.4%
Post-implementation support services	69,064	52,012	32.8%
Others	69,645	75,377	-7.6%
Sub-total for transaction-based and support revenue	1,583,976	2,686,971	-41.0%
<b>Total revenue from continuing operations</b>	<b>2,248,103</b>	<b>3,521,591</b>	<b>-36.2%</b>

Our revenue from continuing operations decreased by 36.2% to RMB2,248.1 million for the year ended December 31, 2024 from RMB3,521.6 million for the corresponding period of 2023, primarily due to strategic adjustments made to our revenue mix as we focus on high-value products and gradual phasing out of our cloud services since July 2024.

Revenue from implementation decreased by 20.4% to RMB664.1 million for the year ended December 31, 2024 from RMB834.6 million for the corresponding period of 2023, primarily due to a decrease in demand for implementation of financial services systems in China. Revenue from business origination services decreased by 77.2% to RMB30.1 million for the year ended December 31, 2024 from RMB132.1 million for the corresponding period of 2023, primarily due to a decrease in transaction volumes in Marketing Management Platform under digital retail banking solutions and from loan origination systems under digital credit management solutions. Revenue from risk management services decreased by 22.7% to RMB247.8 million for the year ended December 31, 2024 from RMB320.5 million for the corresponding period of 2023, mainly due to a decrease in transaction volumes from banking-related risk analytic solutions. Revenue from operation support services decreased by 36.2% to RMB549.3 million for the year ended December 31, 2024 from RMB861.1 million for the corresponding period of 2023, primarily due to a shift in business model for a number of auto ecosystem service providers where we transitioned from acting as a contractor to a distributor, which impacted revenue recognition. Revenue from cloud services platform decreased by 50.4% to RMB618.1 million for the year ended December 31, 2024 from RMB1,246.0 million for the corresponding period of 2023, primarily due to decreased transaction volume of cloud services in the first half of the year, and the strategic phasing out of cloud services since July 2024. Revenue from post-implementation support services was RMB69.1 million for the year ended December 31, 2024, an increase of 32.8% from RMB52.0 million for the corresponding period of 2023, primarily due to increased demand for our post-implementation support services from our overseas customers.



### Cost of Revenue from Continuing Operations

Our cost of revenue from continuing operations decreased by 34.2% to RMB1,443.6 million for the year ended December 31, 2024 from RMB2,195.6 million for the corresponding period of 2023, generally in line with the decrease in revenue.

### Gross Profit from and Gross Margin of Continuing Operations

As a result of the foregoing, our gross profit from continuing operations decreased by 39.3% to RMB804.5 million for the year ended December 31, 2024 from RMB1,326.0 million for the corresponding period of 2023. Our gross margin was 35.8% for the year ended December 31, 2024, compared to 37.7% for the corresponding period of 2023, mainly due to a decrease in economies of scale caused by the decrease in revenue. Our non-IFRS gross margin was 38.2% for the year ended December 31, 2024, compared to 40.4% for the corresponding period of 2023.

### Operating Expenses from Continuing Operations

#### Research and Development Expenses

Our research and development costs from continuing operations decreased by 46.5% to RMB510.9 million for the year ended December 31, 2024 from RMB955.2 million for the corresponding period of 2023, primarily due to a decrease in personnel costs and the ROI-oriented approach we are taking to manage research and development projects.

#### Selling and Marketing Expenses

Our selling and marketing expenses decreased by 26.6% to RMB177.3 million for the year ended December 31, 2024 from RMB241.6 million for the corresponding period of 2023, mainly due to a decrease in personnel costs and advertising expenses as a result of our enhanced sales capabilities and efficiency.

#### General and Administrative expenses

Our general and administrative expenses decreased by 18.7% to RMB305.1 million for the year ended December 31, 2024 from RMB375.1 million for the corresponding period of 2023, primarily due to a decrease in labor costs and workplace expenses.

### Net Impairment Losses on Financial and Contract Assets for Continuing Operations

Our net impairment losses on financial and contract assets for continuing operations decreased to RMB31.3 million for the year ended December 31, 2024 from RMB40.5 million for the corresponding period of 2023, primarily due to strengthened collections management of accounts receivable.

### Other Income, Gains or Loss – Net from Continuing Operations

We incurred other income, gains or loss-net from continuing operations of RMB-83.5 million for the year ended December 31, 2024, compared to RMB69.2 million for the corresponding period of 2023. The loss was primarily due to goodwill impairment during the current reporting period, and to a lesser extent, the cancellation of the additional value-added tax deduction policy in 2024 and a reduction in government subsidies compared to the corresponding period in 2023.

## Management Discussion and Analysis

### Goodwill Assessment and Impairment

#### Background to and reasons for the goodwill impairment

Reference is made to the announcement of our Company dated July 11, 2024 regarding the decision of our Company to gradually discontinue the operation of cloud services from July 2024 onwards (the "**Discontinuation**"). As a result of the Discontinuation and as disclosed in the unaudited financial results for the third quarter and nine months ended September 30, 2024 published by our Company on November 14, 2024 and for the fourth quarter and full year ended December 31, 2024 published by our Company including in this Annual Report, our Company's revenue has experienced a year-on-year decline since the third quarter as our Group continues to phase out our cloud services. Our Company carries out regular business review, including a quarterly asset review of our balance sheet. During the review process for the fourth quarter of 2024, our Company has re-assessed the relevant recoverable amounts of the assets on our balance sheet as of December 31, 2024.

Goodwill impairment assessment is performed by management at least annually or more frequently if events or changes in circumstances indicate that a cash-generating unit ("**CGU**") to which goodwill has been allocated may be impaired. Our Group carries out impairment testing on goodwill by comparing the recoverable amounts of groups of CGUs to their carrying amounts, and value-in-use calculations are used to determine the recoverable amounts. Value-in-use is calculated based on discounted cash flows. The discounted cash flows calculations utilize cash flow projections developed based on financial budgets approved by our management, after considering the current and historical business performance, future business plans and market data.

However, (i) the aforementioned Discontinuation and its corresponding impact on the business and operations of our Group, (ii) the challenging macroenvironment of the industry that our Group operates in and our expected growth, and (iii) the recent performance and expected growth of the various businesses of our Company significantly impacted the valuation of the goodwill. In light of these circumstances, the Board carefully assessed the necessity for goodwill impairment by conducting a thorough analysis of the current economic climate and market conditions, and considered that recognition of an aggregate goodwill impairment of RMB131.9 million in 2024 was appropriate.

#### Impairment tests for goodwill

Our Company engaged a valuer to conduct impairment tests on goodwill as at December 31, 2024.

In accordance with IAS 36 (impairment of assets), the recoverable amount of CGU is determined on the higher of the fair value less the costs of disposal and value in use ("**VIU**"). According to the result of the test, VIU was adopted to be the recoverable amount of the group of CGUs. The valuer used the income approach to assess the VIU for the goodwill impairment tests, which was consistent with the valuation methodology used in the impairment tests for goodwill for the end of last year.

#### Key assumptions and basis used in calculating VIU

The key assumptions and bases used for VIU calculations of the group of CGUs are as follows:

1. Revenue growth rate – as determined by our management based on past performance, the latest external economy and business environment, combined with their projections of market development;
2. Profit margin – as determined by our management based on the past performance and the expected development of the market;

3. Long-term growth rate – long-term average growth rate of the group of CGUs as estimated by our management; and
4. Pre-tax discount rate – the discount rate for impairment test, with reference to the actual situation of the group of CGUs, the market condition of the same industry and its specific risk premium, calculated with the applicable cost of equity capital and cost of debt capital to come up with weighted average cost of capital (“WACC”) based on the company’s capital structure.

### Changes in key assumptions

Comparing certain key assumptions used in determining the VIU of the group of CGUs as at December 31, 2024 against those used in assessing the same as at December 31, 2023, the changes are as follows:

VIU assessment for the year ended December 31		
	2023	2024
<b>Key assumption</b>		
Revenue growth rate	-10%-13%	<b>-25%-10%</b>
Profit margin	-2%-14%	<b>-2%-8%</b>

Considering the factors summarized under the sub-heading “Background to and reasons for the goodwill impairment” set out above, in particular the past performance of our technology solutions segment during the Reporting Period, and macroeconomic conditions leading to the adoption of cost-reduction measures and reduced technology spending budgets by financial institution customers, as well as intensified competition faced by our Group resulting in narrowing of profit margins, our management downward adjusted the forecasted revenue growth rate to -25% to 10% and made a more conservative forecasted profit margin of -2% to 8%.

VIU assessment for the year ended December 31		
	2023	2024
<b>Key assumption</b>		
Pre-tax discount rate	19.73%	<b>21.54%</b>

The valuer determined the pre-tax discount rate based on WACC. The company-special risk premium increased during the period, after considering these factors and the combined effect of other factors, the pre-tax discount rate was calculated as 21.54%, which was increased by 1.81 percentage points as compared with the pre-tax discount rate of 19.73% adopted at the end of 2023.

## Management Discussion and Analysis

### Finance Income from Continuing Operations

Our finance income from continuing operations increased by 128.0% from RMB29.6 million for the year ended December 31, 2023 to RMB67.5 million for the corresponding period in 2024, primarily due to higher US dollar-denominated deposit yields.

### Finance Costs from Continuing Operations

Our finance costs from continuing operations decreased by 33.8% from RMB20.1 million for the year ended December 31, 2023 to RMB13.3 million for the corresponding period in 2024, primarily due to decreased average loan balance.

### Share of Gain of Associate and Joint Venture for Continuing Operations

Our share of gains of associate and joint venture for continuing operations was nil for the year ended December 31, 2024 compared to RMB4.6 million for the year ended December 31, 2023, primarily due to the absence of profit share from Ping An Puhui Lixin Asset Management Co., Ltd. (平安普惠立信資產管理有限公司) ("Puhui Lixin") in the current period after its disposal which was completed in June 2023.

### Impairment charges on Associates for Continuing Operations

Our impairment charges on associate for continuing operations for the year ended December 31, 2024 was nil compared to RMB7.2 million for the corresponding period of 2023, primarily due to the disposal of Puhui Lixin in the prior year period while no impairment charges on associate for continuing operations were incurred during the current period.

### Loss from Continuing Operations Before Income Tax

As a result of the foregoing, our loss from continuing operations before income tax was RMB249.3 million for the year ended December 31, 2024, compared to RMB210.3 million for the corresponding period of 2023.

### Income Tax Benefit/(Expense) from Continuing Operations

Our income tax expense from continuing operations increased from RMB9.8 million for the year ended December 31, 2023 to RMB455.4 million for the corresponding period in 2024, primarily due to a reversal of deferred income tax assets. In particular, our Company carries out regular business review, including a quarterly asset review of our balance sheet. During the review process for the fourth quarter of 2024, our Company has re-assessed the relevant recoverable amount of the assets on our balance sheet as of December 31, 2024, and considered that a reversal of deferred income tax assets in the amount of RMB454.5 million was appropriate, after taking into account (i) the Discontinuation and its corresponding impact on the business and operations of our Group, (ii) the challenging macroenvironment of the industry that our Group operates in and our expected growth, and (iii) the recent performance and expected growth of the various businesses of our Company.

### Loss from Continuing Operations for the Year

As a result of the foregoing, our loss from continuing operations increased to RMB704.7 million for the year ended December 31, 2024 from RMB220.1 million for the corresponding period of 2023.

### Loss from Continuing and Discontinued Operations for the Year

As a result of the foregoing, our loss from continuing and discontinued operations was RMB495.2 million for the year ended December 31, 2024, compared to RMB371.5 million for the corresponding period of 2023.



## Cash Flow Data

For the year ended December 31, 2024, our net cash used in operating activities was RMB276.8 million, net cash generated from investing activities was RMB1,106.3 million, primarily due to our proceeds from sale of financial assets at fair value through profit or loss which was related to our cash management activities and proceeds from disposal of subsidiaries of RMB723.2 million, and net cash used in financing activities was RMB282.3 million primarily due to repayments of short-term borrowings and lease payments. For the corresponding period of 2023, our net cash used in operating activities was RMB648.5 million, net cash generated from investing activities was RMB318.6 million and net cash used in financing activities was RMB213.6 million. Our business is mostly a cash-flow business and therefore our operating cash flow is strongly correlated with, and mainly driven by our profitability.

## Liquidity and Capital Resources

For liquidity management, we conduct (i) weekly assessments on wealth management account position and weekly plan for expected inflow and outflow, (ii) regular reviews of risk, level of liquidity and market value of such assets, (iii) close monitoring of the changing market environment and assessments of the impact on liquidity, and (iv) dynamic management of wealth management account positions. These liquid assets can be used to timely supplement our cash to maintain a healthy liquidity position.

Our principal sources of liquidity have been cash and cash equivalents, redeemable wealth management products and bank borrowings and cash generated from financing activities. As of December 31, 2024, we had cash and cash equivalents of RMB1,947.9 million (December 31, 2023: RMB1,379.5 million), restricted cash and time deposits over three months of RMB51.9 million (December 31, 2023: RMB452.9 million) and financial assets at fair value through profit or loss of RMB455.0 million (December 31, 2023: RMB925.2 million). Our cash and cash equivalents primarily represent cash at banks, and our restricted cash and time deposits over three months consists primarily of restricted bank deposits.

Having reviewed the Group's working capital and capital expenditure requirements, the Board considers that the Group has no significant liquidity risk and has sufficient working capital.

## Borrowings

As of December 31, 2024, we had short-term borrowings of RMB19.2 million (December 31, 2023: RMB251.7 million). We had credit facilities primarily with one Chinese bank in the aggregate committed credit of RMB30.0 million. The weighted average annual interest rate under our outstanding borrowings based on nominal interest rate was 4.9% (December 31, 2023: 4.5%). None of our credit facilities contain a material financial covenant.

## Pledge of Assets

As of December 31, 2024, approximately RMB18.6 million (equivalent to approximately USD2.6 million) was pledged for currency swaps, and approximately RMB9.0 million was pledged for business guarantee.

Other than the above, the Group did not have any encumbrances, mortgage, lien, charge or pledge on its assets.

## Management Discussion and Analysis

### Gearing Ratio

As of December 31, 2024, our gearing ratio (i.e. in percentage, total debt divided by total equity, and total debt is calculated as the aggregate of total borrowings and lease liabilities) was 1.7% (as of December 31, 2023: 10.3%) as a result of decreased bank borrowings.

### Significant Investments

The Group's investments with value of 5% or more of our total assets are considered as significant investments. We did not hold any significant investments during the year ended December 31, 2024.

### Material Acquisitions and Disposals

On April 2, 2024, the Company completed the disposal of Ping An OneConnect Bank (Hong Kong) Limited ("PAOB") to Lufax, by transferring the entire issued share capital of Jin Yi Tong Limited at a consideration of HK\$933 million in cash. Upon completion, the Company ceased to hold any interest in Jin Yi Tong Limited. Accordingly, Jin Yi Tong Limited and its subsidiaries, including PAOB, have ceased to be subsidiaries of the Company and their financial results have ceased to be consolidated into the financial information of the Group. The gain on sale after income tax was RMB260.1 million. For further details, please refer to the announcement published by the Company on November 14, 2023, the circular published by the Company on December 5, 2023, the announcements published by the Company on January 16, April 2 and April 17, 2024, and Note 12 to the consolidated financial information.

Other than the above, we did not have any material acquisitions or disposals of subsidiaries, consolidated affiliated entities or associated companies during the year ended December 31, 2024.

### Future Plans for Material Investments or Capital Assets

We did not have detailed future plans for significant investments or capital assets as at December 31, 2024.

### Contingent Liabilities

We had no material contingent liabilities as of December 31, 2024.

### Capital Expenditures and Capital Commitment for Continuing Operations

Our capital expenditures for continuing operations were RMB27.4 million for the year ended December 31, 2024, as compared to RMB37.5 million for the year ended December 31, 2023. These capital expenditures primarily comprised expenditures for the purchase of property and equipment, intangible assets and other long-term assets. As at December 31, 2024, we had nil capital commitment (as at December 31, 2023: Nil).

## Risk Management

### Currency risk

Foreign currency risk is the risk of loss resulting from changes in foreign currency exchange rates. Fluctuations in exchange rates between the RMB and other currencies in which we conduct business may affect our financial position and results of operations. The foreign currency risk assumed by us mainly comes from movements in the USD/RMB exchange rates.

We and our overseas intermediate holding companies' functional currency is USD. They are mainly exposed to foreign exchange risk arising from their cash and cash equivalents and loans to group companies dominated in RMB. We have entered into spot-forward USD/RMB currency swaps to hedge certain portion of the exposure to foreign currency risk arising from loans to group companies denominated in RMB. Under our policy, the critical terms of the swaps must substantially align with the hedge items.

Our subsidiaries are mainly operated in mainland China with most of the transactions settled in RMB. We consider that the business in mainland China is not exposed to any significant foreign exchange risk as there are no significant financial assets or liabilities of these subsidiaries denominated in the currencies other than the respective functional currency.

### Interest rate risk

Interest rate risk is the risk that the value/future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Floating rate instruments expose us to cash flow interest rate risk, whereas fixed rate instruments expose us to fair value interest risk.

We are exposed to interest rate risk primarily in relation to deposits and short-term borrowings. We generally assume borrowings to fund working capital requirements, and the risk is managed by us by matching the terms of interest rates of deposits and short-term borrowings.

## Employees and Remuneration

As of December 31, 2024, we had a total of 1,937 employees, whose remuneration is determined taking into account factors such as their individual performance and contribution, professional ability and the prevailing market salary level. The following table sets forth the number of our employees by function as of December 31, 2024:

Function	As of December 31, 2024
Research and Development	1,226
Business Operations	196
Sales and Marketing	344
General Administration	171
Total	1,937

## Management Discussion and Analysis

For the year ended December 31, 2024, our employee benefit expenses from continuing operations amounted to RMB929.0 million. Our employee benefit expenses mainly include wages, salaries and other benefits for our employees. We require our employees to follow our employee manual and code of business conduct and ethics. We also carry out regular on-the-job compliance training for our management and employees to maintain a healthy corporate culture and enhance their compliance perception and responsibility.

We have adopted a stock incentive plan in November 2017, which was amended and restated from time to time.

Most employees of our Group have participated in a contribution pension scheme (the "**Pension Scheme**") subsidized by government entities. The Group pays the required amount of contribution, which is based on a certain percentage of employees' base salary, to the Pension Scheme on a monthly basis, and the relevant government entity will be responsible for paying the pension for retired staff. The above payments will be recognized as expenses at the time of actual payment. Pursuant to the Pension Scheme, the Group does not have any other material statutory or committed obligations in respect of the pension scheme.

During the year ended December 31, 2024, no contribution was forfeited (by the Group on behalf of its employees who leave the pension plan prior to vesting fully in such contribution) and used by the Group to reduce the existing level of contribution. As at December 31, 2024, there was no forfeited contribution available for reducing the level of contribution to pension schemes in future years.

### Principal Risks and Uncertainties

The Group's financial condition, results of operations and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's businesses. The Company continuously improves its risk management system by conducting risk identification, assessment, and mitigation, aiming to achieve a balance between risk and return and support the healthy development of its business. Through effective risk management, the Company aims to promote business operations, management, and sustainable development.

The Company conducts a detailed risk classification to ensure the identification and systematic management of risks. An overview of the principal risks and uncertainties faced by the Company is set out below:

#### Concentration risk

Ping An Group is the Company's strategic partner and its most important customer and supplier. The Company's strategic partnership with Ping An Group has contributed to its growth significantly. If the Company's relationship with Ping An Group deteriorates and it is no longer able to access Ping An Group's technology or solutions, the Company will need to find alternative service providers and adjust its existing products and service offerings, which may negatively affect the quality of its solutions and will be costly and time-consuming, and in turn will have significant adverse impact on its business and results of operations.



The Company has established a comprehensive concentration risk management policy and threshold framework. The Company continuously monitors and ensures the effective implementation of these limits. For details regarding continuing connected transactions and related party transactions, please refer to the section headed Directors' Report- Connected Transactions and Related Party Transactions.

### Regulatory compliance and operational risk

Many aspects of the Group's business, including the provision of Digital Banking, Digital Insurance and Gamma Platform, which is a technology infrastructure platform for financial institutions, governments and regulator partners are subject to supervision and regulation by various governmental authorities in jurisdictions where the Group operates. In addition, as the Group continues to expand the solution offerings, financial ecosystem and offshore business, the Group may be subject to new and more complex regulatory requirements.

The Company continuously improves and implements its regulatory compliance and operational risk management strategies. In particular, the Company primarily manages regulatory compliance and operational risks through the following mechanisms and measures:

1. Establishing and improving a comprehensive management system for identifying, assessing, monitoring, controlling, and reporting regulatory compliance and operational risks;
2. Continuously optimizing the Company's regulatory compliance and operational risk management policies, processes, systems, and tools standards to enhance operational risk management standard;
3. Promoting the implementation of operational risk management tools across departments, such as key risk indicators and operational risk loss incidents management;
4. Conducting training and awareness campaigns on regulatory compliance and operational risk management to foster a prudent risk culture.

### Strategic risk

The Group operates in the technology-as-a-service for financial services industry, which is competitive and rapidly evolving. Risks may arise when there is a mismatch between the Company's strategy and regulatory policies, market conditions, or its own capabilities, or when errors or deviations occur during the execution of the strategy, leading to risks that impair the Company's ability to sustain its operations. The Group may have limited insight into trends that may develop and affect the Group's business, and the Group may make errors in predicting and reacting to industry trends and evolving needs of its customers.

The Company continuously improves its mechanisms for strategic formulation and execution review. It thoroughly studies the global macroeconomic environment, the impact of regulatory policies, and market competition dynamics. The Company conducts comprehensive reasoning and analysis of its overall strategy and development plans. The Company coordinates and regularly develops the overall strategic development plan and annual business plan, clearly defining the strategic development priorities for each business line and its subsidiaries. This ensures alignment of strategic objectives across the organization. Additionally, the Company regularly monitors and evaluates the implementation of strategic plans and annual targets for each business unit, ensuring the effective execution of the Company's overall development strategy.

## Management Discussion and Analysis

In 2024, the Company has upgraded and optimized its long-term strategic planning, strengthened management of product and overseas development strategies, and effectively advanced the implementation of related initiatives.

### Information technology risk

By leveraging Ping An Group's over 30 years of extensive experience in financial services and research capabilities, the Group has established a long-term cooperation with financial institutions to address their needs of digital transformation. The Group's information technology systems support all phases of the Group's operations and are an essential part of its technology infrastructure. The Company faces information technology (IT) risks during technology operations, resulting from natural factors, human factors and technical vulnerabilities. In particular, severe IT risk incidents, such as major information leaks, unauthorized information access, IT outages, and software usage infringements, may have an impact on the operations of the Group.

The Company has established a relatively comprehensive IT risk management system in accordance with relevant legal compliance and regulatory requirements. The Company established a governance framework that fully covers information security, data security, and system security, along with specialized field management responsibilities. The Company is continuously advancing its intelligent and data-driven operational transformation, strengthening IT risk control measures. These include:

1. Intelligent prevention control: The Company enhances capabilities in the prevention, monitoring, and response to information compliance and information security risks, building a robust intelligent prevention and control system for information compliance and security.
2. R&D reinforcement: The Company also reinforces the risk management systems for R&D and technology operations, strengthens safety management in technology R&D, and improves the efficiency and stability of technology operations.

In 2024, the Company has revised its IT risk management policies, strengthened the rectification and implementation of information security incidents, conducted network attack and defense exercises on production servers and office terminals, and progressively advanced the encryption of personal information and the classification and grading of sensitive information in production systems. Additionally, the Company has enhanced IT operational risk management by conducting disaster recovery and emergency drills to ensure business continuity, strengthening monitoring of various operational risks and IT risk self-evaluations, and ensuring the stable operation of IT systems.

### Reputation risk

The Company's brand value may be damaged by any negative evaluations of a Company by stakeholders, the general public, or the media, resulting from Company actions, employee behavior, or external events, which can pose risks to its normal operations.

The Company has established a reasonable, timely, and efficient reputation risk management system. The system aims to prevent risks, effectively address incidents, and restore the Company's social image. It ensures quick responses, coordinated efforts, and efficient handling of reputation risk events, thereby repairing any damaged reputation and social image in a timely manner.

The Company's reputation risk management follows the philosophy of "prevention first" and employs multi-layered, differentiated management strategies. These include:

1. Pre-event measures: Establishing a robust reputation risk assessment mechanism to minimize the triggers of reputation risks at the source and formulating response plans based on the assessment results.
2. During events measures: Improving the reputation crisis management process, implementing tiered responses, and conducting comprehensive handling of the entire process to minimize the likelihood of risk incidents escalating into reputation crises.
3. Post-event measures: Conducting post-incident reviews and summaries, and using the results for performance evaluations and supervision to continuously optimize the risk management mechanism.

Through these measures, the Company is committed to building a comprehensive, systematic, and sustainable reputation risk management framework to ensure the long-term stability of its brand value and social image.

In 2024, the Company has revised its reputation risk management policy to proactively identify potential public opinion risks in a timely manner, and prepare contingency plans, including external communication guidelines. The Company has also conducted multiple brand reputation risk awareness campaigns, training sessions, and scenario simulations to enhance the risk awareness of all employees.

### Liquidity risk

The Company may face difficulties in paying maturing debts or fulfilling other payment obligations due to the inability to obtain sufficient funds in a timely manner or the inability to obtain sufficient funds at a reasonable cost in a timely manner. Furthermore, the Company's ability to obtain external financing is subject to uncertainties, including future financial condition, results of operations, cash flows, share price performance, liquidity in the international capital and lending markets.

- The Company continuously strengthens liquidity risk management based on industry characteristics and its own business features. While continuously enhancing the identification, assessment, and management of liquidity risks, the Company has established a liquidity stress test to ensure that, under reasonable stress scenarios, the liquidity needs of the Company and its key subsidiaries for daily operations and external debt obligations are met. This approach aims to prevent liquidity crises or situations where liabilities exceed assets.

The Company effectively utilizes a variety of liquidity risk management tools, enhances cash flow forecasting and management across business lines, improves the efficiency of liquidity management, and maintains a focus on the management of medium-term to long-term investment returns.

# Corporate Governance Report

The Board is pleased to present the Corporate Governance Report for the year ended December 31, 2024 (the “**Reporting Period**”).

## A. Corporate Governance Practices

The Company is committed to achieving high standards of governance that properly protects and promotes the interests of all Shareholders and enhances corporate value and accountability.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability. We believe that such policies and procedures provide the infrastructure for enhancing the Board’s ability to implement governance and exercise proper oversight on business conduct and affairs of the Company, and can create long term value for the shareholders of the Company and is beneficial for the Group’s sustainable growth.

The Company is committed to developing a positive and progressive culture that is built on its vision and values. The Company is committed to exploring innovative technology applications in financial fields and scenarios, promoting the digital transformation of the whole industry with science and technology. The Company also provides all-around learning opportunities for the employees and also enhances efficiency and services and reduces costs and risk for the customer. That enables the Company to deliver long-term sustainable growth and success and to become a world-leading financial technology company.

The Company’s corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the “**Corporate Governance Code**”) contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company has adopted the Corporate Governance Code as its own code of corporate governance.

The Company has complied with all applicable code provisions during the Reporting Period, save for code provision C.2.1 as disclosed in the section headed “B. Board of Directors – Chairman and Chief Executive Officer” of this report and code provision C.6.2 as set out below. This below also discloses deviation by the Company from code provision C.6.2 subsequent to the Reporting Period and the considered reasons for such deviation.

Code provision C.6.2 of the Corporate Governance Code states a board meeting should be held to discuss the appointment of the company secretary and the matter should be dealt with by a physical board meeting rather than a written resolution.



Mr. Tsz Fung Chan ("**Mr. Chan**") was appointed as the company secretary with effect from February 23, 2024. Mr. Chan is a fellow member of Hong Kong Institute of Certified Public Accountants and satisfies the qualification requirements under Rule 3.28 of the Listing Rules. The biographical information of Mr. Chan and further details of the change of company secretary are set out in the announcement published by the Company on February 23, 2024. The appointment of Mr. Chan was dealt with by a written resolution of the Board. As Mr. Chan joined the Group since April 2019, previously serving as strategy director and project management director of the Group, and currently serving as the head of board office and head of investor relations of the Company, the Board is fully aware of the qualifications and experience of Mr. Chan without any dissenting opinion, and as such it was considered that a physical board meeting was not necessary for approving the said appointment.

Subsequent to the Reporting Period, Mr. Chan resigned as the company secretary with effect from April 11, 2025. Following Mr. Chan's resignation, Mr. Lin Rubo ("**Mr. Lin**") and Ms. Chan Yuen Mui ("**Ms. Chan**") have been appointed as the joint company secretaries of the Company with effect from April 11, 2025. Mr. Lin has been designated as the primary contact person at the Company who would work and communicate with Ms. Chan on the Company's corporate governance and secretarial and administrative matters. The biographical information of Mr. Lin and Ms. Chan, and further details of the change of company secretary as well as the waiver from strict compliance with rules 3.28 and 8.17 of the Listing Rules, are set out in the section headed "Biographical Details of Directors and Senior Management" in this Annual Report and in the announcement published by the Company on April 11, 2025.

The appointment of Mr. Lin and Ms. Chan was dealt with by a written resolution of the Board. As Mr. Lin has been serving as the chief financial officer of the Company since August 2024 and Ms. Chan has previously been assisting with the Company's corporate governance and Listing Rules compliance matters, the Board is fully aware of the qualifications and experience of Mr. Lin and Ms. Chan without any dissenting opinion, and as such it was considered that a physical board meeting was not necessary for approving the said appointment.

### B. Board of Directors

#### Board of Directors

The businesses of the Company are managed and conducted by the Board. The Board is responsible for leading and controlling the Group, promoting the success of the Company by guiding and overseeing the affairs of the Group, and making decisions objectively in the best interests of the Company.

The Board will regularly review the contribution required from a Director to perform his/her responsibilities to the Group, and whether the Director is spending sufficient time performing them. Each Director should also disclose to the Company in a timely manner for any change, the number and nature of offices held in public companies or organizations and other significant commitments.

To oversee particular aspects of the Company's affairs, the Board has established the Audit Committee and the Compensation and Nomination Committee. The Board has delegated to the Board committees the responsibilities as set out in their respective terms of reference.

The Company has arranged appropriate insurance coverage in respect of liability arising from legal action against its Directors, and the insurance coverage is reviewed annually.

#### Board Composition

As at December 31, 2024, the Board comprised one executive Director (as the Chairman and Chief Executive Officer), four non-executive Directors and four independent non-executive Directors.

Position	Name
<b>Executive Director</b>	Mr. Danyang Chen (Chairman and Chief Executive Officer) (appointed on February 5, 2025) Mr. Chongfeng Shen (resigned on February 5, 2025)
<b>Non-executive Director</b>	Mr. Michael Guo Ms. Xin Fu Mr. Wenwei Dou Ms. Wenjun Wang
<b>Independent Non-executive Director</b>	Dr. Yaolin Zhang Mr. Tianruo Pu Mr. Wing Kin Anthony Chow Mr. Koon Wing Ernest Ip

The biographical details of Directors are set out in the section headed "Biographical Details of Directors and Senior Management" in this Annual Report. Mr. Danyang Chen, an executive Director appointed subsequent to the Reporting Period, confirms that he has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on January 21, 2025 and understands his legal obligations as a director of a listed issuer under the Listing Rules.