



## **OneConnect Financial Technology Co., Ltd.**

### **壹账通金融科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6638)**

**(NYSE Stock Ticker: OCFT)**

*Directors:*

**Executive Director:**

Mr. Dangyang Chen

**Non-executive Directors:**

Mr. Michael Guo

Ms. Xin Fu

Mr. Wenwei Dou

Ms. Wenjun Wang

**Independent non-executive Directors:**

Dr. Yaolin Zhang

Mr. Tianruo Pu

Mr. Wing Kin Anthony Chow

Mr. Koon Wing Ernest Ip

*Registered office:*

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

September 23, 2025

*To: the Shareholders and the ADS Holders*

Dear Sir or Madam,

**(1) PROPOSAL FOR THE PRIVATISATION OF  
ONECONNECT FINANCIAL TECHNOLOGY CO., LTD.  
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING OF  
ONECONNECT FINANCIAL TECHNOLOGY CO., LTD.**

### **1. INTRODUCTION**

Reference is made to the Announcement dated May 15, 2025 jointly issued by the Company and the Offeror pursuant to Rule 3.5 of the Takeovers Code in relation to the Proposal. On May 15, 2025, the Offeror requested the Board to put forward to the holders of Scheme Shares (including the Scheme Shares underlying the ADSs) the Proposal, which is subject to the satisfaction of the Pre-Condition and satisfaction or waiver of the Conditions (as

applicable) and involves, among other things, (i) the cancellation of the Scheme Shares and, in consideration thereof, the payment to the Scheme Shareholders of the Cancellation Price in cash for each Scheme Share cancelled and (ii) the withdrawal of the listing of the Shares on the Stock Exchange and of the ADSs on the NYSE. As disclosed in the Pre-Condition Satisfaction Announcement, the Pre-Condition was satisfied on July 9, 2025.

The purpose of this Scheme Document is to provide you with further information regarding the Proposal and the Scheme, and the expected timetable, and to give you notices of the Court Meeting and the Extraordinary General Meeting (together with proxy forms in relation thereto). Your attention is also drawn to the letter from the Independent Board Committee set out in Part VIII of this Scheme Document, the letter from the Independent Financial Adviser set out in Part IX of this Scheme Document, the Explanatory Memorandum set out in Part X of this Scheme Document and the terms of the Scheme set out in Appendix IV to this Scheme Document.

## **2. TERMS OF THE PROPOSAL**

### **The Scheme**

The Scheme will provide that the Scheme Shares (including Scheme Shares underlying the ADSs) will be cancelled in exchange for HK\$2.068 in cash for each Scheme Share. Each ADS represents 30 Shares and, accordingly, upon the Proposal becoming effective, holders of ADSs will, for each ADS, receive the U.S. dollar equivalent of 30 times the Cancellation Price of HK\$2.068 in cash, converted as part of the Scheme by the Offeror at the most recently published Federal Reserve H.10 exchange rate available prior to the effective date of the Scheme. For illustration purposes only, based on the most recently published Federal Reserve H.10 exchange rate available prior to the date of the Announcement, this equates to approximately US\$7.9796 in cash per ADS. The actual exchange rate applicable to the conversion from Hong Kong dollars to U.S. dollars will be the most recently published Federal Reserve H.10 exchange rate available prior to the effective date of the Scheme, and may differ from such illustrative rate. Such U.S. dollar amounts will be paid to holders of ADSs upon surrender of their ADSs (net of applicable fees, charges and expenses of the Depositary, governmental charges and any taxes withheld) in accordance with the terms of the Deposit Agreement.

Under the Scheme, the total consideration payable for cancellation of the Scheme Shares will be paid by the Offeror.

The implementation of the Proposal with respect to the Scheme Shares underlying the ADSs will be carried out in accordance with U.S. federal securities laws, the requirements of the NYSE and the terms of the Deposit Agreement. The Scheme Shares underlying the ADSs are held by the Depositary, which will receive the cancellation consideration in U.S. dollars in respect of its Scheme Shares. The Depositary will then distribute the U.S. dollar cash it receives pro rata to the ADS holders, based on their respective holdings (net of applicable fees, charges and expenses of the Depositary, governmental charges and any taxes withheld) subject to and in accordance with the terms of the Deposit Agreement.

If, after the date of the Announcement, any dividend and/or other distribution and/or other return of capital is announced, declared or paid in respect of the Shares (including the Shares underlying the ADSs), the Offeror will reduce the Cancellation Price by all or any part of the gross amount or value of such dividend, distribution and/or, as the case may be, return of capital after consultation with the Executive, in which case any reference in the Announcement, the Scheme Document or any other announcement or document to the Cancellation Price will be deemed to be a reference to the Cancellation Price as so reduced. The Company has confirmed that it does not intend to announce, declare or pay any dividend, distribution or other return of capital before the effective date of the Scheme or the lapse, withdrawal or termination of the Scheme (whichever is earlier). As at the Latest Practicable Date, the Company has no declared but unpaid dividends and/or other distribution and/or other return of capital.

**The Cancellation Price will not be increased, and the Offeror does not reserve the right to do so. Shareholders and ADS Holders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Cancellation Price.**

#### **Comparison of value**

The Cancellation Price of HK\$2.068 represents:

- a premium of approximately 9.42% over the closing price of HK\$1.890 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- a premium of approximately 72.33% over the closing price of HK\$1.200 per Share as quoted on the Stock Exchange on the Last Undisturbed Day;
- a premium of approximately 100.00% over the average closing price of approximately HK\$1.034 per Share based on the daily closing prices as quoted on the Stock Exchange for the 15 trading days up to and including the Last Undisturbed Day;
- a premium of approximately 131.66% over the average closing price of approximately HK\$0.893 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Undisturbed Day;
- a premium of approximately 160.72% over the average closing price of approximately HK\$0.793 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Undisturbed Day;

- a premium of approximately 189.19% over the average closing price of approximately HK\$0.715 per Share based on the daily closing prices as quoted on the Stock Exchange for the 120 trading days up to and including the Last Undisturbed Day;
- a premium of approximately 223.23% over the average closing price of approximately HK\$0.640 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Undisturbed Day;
- a premium of approximately 22.37% over the closing price of HK\$1.690 per Share as quoted on the Stock Exchange on February 28, 2025, being last trading day prior to the commencement of the offer period;
- a premium of approximately 23.10% over the closing price of HK\$1.680 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a premium of approximately 29.25% over the average closing price of approximately HK\$1.600 per Share based on the daily closing prices as quoted on the Stock Exchange for the 15 trading days up to and including the Last Trading Day;
- a premium of approximately 29.63% over the average closing price of approximately HK\$1.595 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- a premium of approximately 34.01% over the average closing price of approximately HK\$1.543 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day;
- a premium of approximately 83.48% over the average closing price of approximately HK\$1.127 per Share based on the daily closing prices as quoted on the Stock Exchange for the 120 trading days up to and including the Last Trading Day;
- a premium of approximately 117.91% over the average closing price of approximately HK\$0.949 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Trading Day;
- a discount of approximately 12.42% to the Group's net asset value attributable to the Shareholders of approximately HK\$2.361 per Share pursuant to the latest audited consolidated financial statements of the Company as at December 31, 2024,

calculated based on the audited consolidated net asset value attributable to the Shareholders of RMB2,558 million (equivalent to approximately HK\$2,763 million by using an exchange rate of HK\$1 to RMB0.92604 as at December 31, 2024) as at December 31, 2024 and the Shares in issue as at the Latest Practicable Date; and

- a discount of approximately 5.17% to the Group's Net Tangible Asset Value Attributable To The Shareholders of approximately HK\$2.181 per Share pursuant to the latest audited consolidated financial statements of the Company as at December 31, 2024, calculated based on the audited consolidated Net Tangible Asset Value Attributable To The Shareholders of RMB2,363 million (equivalent to approximately HK\$2,552 million) as at December 31, 2024 and the Shares in issue as at the Latest Practicable Date.

The Cancellation Price has been proposed on a commercial basis after taking into account, among others, the Offeror's view of the Group's business and future prospects, the recent and historical traded prices of the Shares and the ADSs traded on the Stock Exchange and the NYSE, respectively, and the financial position of the Group as at December 31, 2024, with reference to other privatization transactions in Hong Kong in recent years.

### **Highest and lowest prices**

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$1.96 on July 14, 2025 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.375 on September 20, 2024.

During the twelve-month period immediately up to and including the Last Trading Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$1.770 on March 25, 2025 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.375 on September 20, 2024.

### **Stock Incentive Plan**

Your attention is drawn to the sections headed "*5. Stock Incentive Plan*" in the Explanatory Memorandum.

### **Total Consideration and Financial Resources**

The Offeror intends to finance the cash requirement for the Proposal through internal cash resources and/or financing.

Morgan Stanley, the financial adviser to the Offeror in connection with the Proposal, is satisfied that sufficient financial resources are available to the Offeror for discharging its payment obligations in respect of the cash consideration payable under the Proposal.

### 3. PRE-CONDITION AND CONDITIONS OF THE PROPOSAL AND THE SCHEME

The implementation of the Proposal is, and the Scheme will become effective and binding on the Company and all Scheme Shareholders subject to the satisfaction of the Pre-Condition and the fulfillment or waiver, as applicable, of all the Conditions set out in the section headed “3. *Condition of the Proposal and the Scheme*” in the Explanatory Memorandum.

As disclosed in the announcement jointly published by the Offeror and the Company, the Pre-Condition has been satisfied on July 9, 2025. If the Conditions are satisfied or validly waived (as applicable), the Proposal and the Scheme will be binding on all of the Shareholders and ADS Holders, irrespective of whether or not they attended or voted at the Court Meeting or the Extraordinary General Meeting.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not proceeding with the Proposal if the circumstances which give rise to the right to invoke any such Condition are of material significance to the Offeror in the context of the Proposal. The Company has no right to waive any of the Conditions. All of the Conditions will have to be fulfilled or waived, as applicable, on or before the Long Stop Date, failing which the Effective Date will not occur and the Proposal and the Scheme will lapse.

**WARNINGS: Shareholders, ADS Holders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and ADS Holders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

### 4. SHAREHOLDING STRUCTURE OF THE COMPANY

Your attention is drawn to the sections headed “4. *Shareholding Structure of the Company*” and “5. *Stock Incentive Plan*” in the Explanatory Memorandum.

### 5. NON-BINDING LETTERS OF SUPPORT

On May 15, 2025, the Offeror received a non-binding letter of support from M&G, in respect of 23,193,000 Shares represented by 773,100 ADSs (representing approximately 1.98% of the issued share capital of the Company and approximately 7.98% of the issued share capital of the Company held by the Disinterested Holders respectively as of the Latest Practicable Date, and approximately 87.81% of Shares held by M&G as of the Latest Practicable Date), confirming its non-binding intention to vote in favour of the resolutions proposed at the Court Meeting and the Extraordinary General Meeting to approve and implement the Proposal and the Scheme.

On September 19, 2025, the Offeror received a non-binding letter of support from M&G, in respect of 26,412,000 Shares represented by 880,400 ADSs (representing approximately 2.26% of the issued share capital of the Company and approximately 9.09% of the issued share capital of the Company held by the Disinterested Holders respectively as of the Latest Practicable Date, and all the Shares held by M&G as of the Latest Practicable Date), confirming its non-binding intention to vote in favour of the resolutions proposed at the Court Meeting and the Extraordinary General Meeting to approve and implement the Proposal and the Scheme.

On June 20, 2025 and September 17, 2025 respectively, SVF executed non-binding letters of support in respect of 11,555,097 Shares (representing approximately 0.99% of the issued share capital of the Company and approximately 3.98% of the issued share capital of the Company held by the Disinterested Holders respectively as of September 17, 2025, and all the Shares held by SVF as of September 17, 2025), confirming its non-binding intention to vote in favour of the resolutions proposed at the Court Meeting and the Extraordinary General Meeting which are necessary to implement the Proposal. The Offeror received the non-binding letters of support on June 21, 2025 and September 17, 2025 respectively.

The Non-binding Letters of Support indicates M&G and SVF's support of, and non-binding intention to vote in favour of the resolutions proposed at the Court Meeting and the Extraordinary General Meeting to approve and implement the Proposal and the Scheme, but is provided instead of an irrevocable undertaking to enable M&G and SVF to maintain a level of liquidity during the offer period, such that M&G and SVF has flexibility to sell or otherwise deal in the Shares held by them during the offer period. The Non-binding Letters of Support are not intended to create legally binding obligations on M&G and SVF to vote in favour of the resolutions proposed at the Court Meeting and the Extraordinary General Meeting to approve and implement the Proposal and the Scheme. **Despite the Non-binding Letters of Support, M&G and SVF may still vote against the resolutions proposed at the Court Meeting and the Extraordinary General Meeting to approve and implement the Proposal and the Scheme.**

As of the Latest Practicable Date (assuming that there is no change in the number of Scheme Shares held by SVF as of the Latest Practicable Date): (a) the Scheme Shares subject to the Non-binding Letters of Support in relation to the Proposal and the Scheme in total aggregate to 37,967,097 Scheme Shares; and (b) such 37,967,097 Scheme Shares in aggregate represent approximately 3.25% of the issued share capital of the Company and approximately 13.07% of the issued share capital of the Company held by the Disinterested Holders.

## **6. INDEPENDENT BOARD COMMITTEE**

The Independent Board Committee, which comprises all non-executive Directors (excluding those who are considered being not independent to be members of the Independent Board Committee) of the Company, has been established by the Board to make a recommendation, after taking into account the advice and recommendation from the Independent Financial Adviser to the Disinterested Holders as to whether the Proposal and the Scheme are, or are not, fair and reasonable and as to whether such Disinterested Holders, voting at the Court Meeting and the Extraordinary General Meeting, should vote for or against the Scheme and related matters.



Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee is required to comprise all non-executive Directors who have no direct or indirect interest in the matters to be considered by the Independent Board Committee, other than as a Shareholder. Mr. Michael Guo, a non-executive Director, is also an executive director, a Co-Chief Executive Officer and a Senior Vice President of Ping An Group; Ms. Xin Fu, a non-executive Director, is also an executive director, a Senior Vice President and Chief Financial Officer of Ping An Group; Mr. Wenwei Dou, a non-executive Director, is also the senior legal manager of the Legal and Compliance Department of Ping An Group and holds directorship in various subsidiaries of Ping An Group; and Ms. Wenjun Wang, a non-executive Director, holds directorship in various subsidiaries of Ping An Group, and are therefore considered being not independent to be members of the Independent Board Committee.

The full text of the letter from the Independent Board Committee in relation to recommendation with respect to the Proposal and the Scheme is set out in Part VIII of this Scheme Document.

## **7. INDEPENDENT FINANCIAL ADVISER**

Gram Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal and the Scheme. The appointment of Gram Capital has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code.

The full text of the letter from the Independent Financial Adviser is set out in Part IX of this Scheme Document.

## **8. REASONS FOR AND BENEFITS OF THE PROPOSAL**

You are urged to read carefully the section headed “*10. Reasons for and benefits of the Proposal*” in the Explanatory Memorandum and the section headed “*2 Purposes, Reasons for, and Benefits of the Proposal*” in “Part II – U.S. Special Factors” of this Scheme Document.

## **9. INFORMATION ON THE OFFEROR, OFFEROR CONCERT PARTIES AND THE COMPANY**

Your attention is drawn to the section headed “*13. Information on the Offeror, Offeror Concert Parties and the Company*” in the Explanatory Memorandum.

## **10. THE OFFEROR’S INTENTION REGARDING THE COMPANY**

Your attention is drawn to the section headed “*11. Offeror’s intention regarding the Company*” in the Explanatory Memorandum.



## **11. WITHDRAWAL OF LISTING OF THE SHARES AND ADSs**

Upon the Scheme becoming effective, all Scheme Shares (including Scheme Shares underlying the ADSs) will be cancelled and any share certificates for the Scheme Shares will thereafter cease to have effect as documents or evidence of title. The Company will apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules. In addition, the listing of the ADSs on the NYSE will be withdrawn in accordance with Rule 12d2-2 under the General Rules and Regulations of the Exchange Act. After the Scheme becomes effective, the Company also intends to terminate the registration of the Shares under the Exchange Act, suspend the Company's reporting obligations under the Exchange Act and notify the Depositary of its intent to terminate the Deposit Agreement.

## **12. IF THE SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES**

The listing of the Shares on the Stock Exchange and of the ADSs on the NYSE will not be withdrawn if the Scheme does not become effective or the Proposal otherwise lapses.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under the Takeovers Code on making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with the Offeror in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, (i) announce an offer or possible offer for the Company, or (ii) acquire any voting rights of the Company if the Offeror or persons acting in concert with it would thereby become obliged under Rule 26 of the Takeovers Code to make an offer, in each case except with the consent of the Executive.

## **13. OVERSEAS SHAREHOLDERS**

Your attention is drawn to the section headed "*15. Overseas Shareholders*" in the Explanatory Memorandum.

## **14. TAXATION CONSIDERATIONS**

Your attention is drawn to the section headed "*16. Taxation Considerations*" in the Explanatory Memorandum.

## **15. SCHEME SHARES, COURT MEETING AND EXTRAORDINARY GENERAL MEETING**

In accordance with the directions of the Grand Court, the Court Meeting will be held for the purpose of considering and, if thought fit, passing a resolution to approve the Scheme (with or without modifications).

As the Offeror is not a holder of Scheme Shares, the Offeror will not vote on the Scheme at the Court Meeting. The Offeror will undertake to the Grand Court that it will be bound by the Scheme, so as to ensure that it will comply with and be subject to the terms and conditions of the Scheme. Each of Ping An Overseas, Sen Rong, Rong Chang, Lanbang and the Trustee, who is not considered as Disinterested Holder for the purpose of the Proposal and the Scheme, will not be entitled to vote on the Scheme at the Court Meeting, notwithstanding shares held by them form part of the Scheme Shares. As such, as of the Latest Practicable Date, and for the purposes of the Takeovers Code, only the Disinterested Holders will be entitled to vote on the Scheme at the Court Meeting.

All Shareholders (including persons who beneficially hold shares registered in the name of HKSCC Nominees, by providing HKSCC Nominees with voting instructions in accordance with the applicable rules and procedures) and ADS Holders (by directly or indirectly providing the Depositary with voting instructions in accordance with the Deposit Agreement) will be entitled to attend the Extraordinary General Meeting and vote on (i) the special resolution to approve and give effect to the reduction of the share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares (including Scheme Shares underlying the ADSs); and (ii) the ordinary resolution, subject to and contemporaneously with the cancellation and extinguishment of the Scheme Shares referred to in the aforesaid special resolution, to restore the issued share capital of the Company to the amount prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme, credited as fully paid, for issuance to the Offeror.

The Offeror and Ping An Overseas have indicated that if the Scheme is approved at the Court Meeting, those Shares held by them will be voted in favour of the resolutions to be proposed at the Extraordinary General Meeting in relation to the reduction of the share capital (if any) and the simultaneous restoration of the issued share capital of the Company to the amount prior to the cancellation of the Scheme Share as described above for issuance to the Offeror as described above.

For the avoidance of doubt, Shares held by members of the Morgan Stanley group (i.e. Morgan Stanley and persons controlling, controlled by or under the same control as Morgan Stanley) acting in the capacity of exempt principal traders will not be voted at the Court Meeting and the Extraordinary General Meeting unless the Executive allows such Shares to be so voted. Shares held by such exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the Court Meeting and the Extraordinary General Meeting if (i) the relevant connected exempt principal trader holds the Shares as a simple custodian for and on behalf of non-discretionary clients, and (ii) there are contractual arrangements in place between the relevant connected exempt principal trader and its clients that strictly prohibit the relevant connected exempt principal trader from exercising any voting discretion over the relevant Shares, and all voting instructions shall originate from the client only (if no instructions are given, then no votes shall be cast for the relevant Shares held by the relevant connected exempt principal trader).

In addition, because the Trustee is not a Disinterested Holder for the purpose of the Takeover Code and is prevented from voting in accordance with the Trust Deed, the Trustee shall not exercise the voting rights attached to the Shares held by it, and accordingly, the Trustee will not be voted at the Court Meeting or the Extraordinary General Meeting notwithstanding that Shares held by it form part of the Scheme Shares.

For the purpose of exercising your right to vote at the Court Meeting and/or the Extraordinary General Meeting, you are requested to read carefully the section headed “17. *Scheme Shares, Court Meeting and Extraordinary General Meeting*” in the Explanatory Memorandum, “Part IV – Actions to be Taken of this Scheme Document” and the Notices of the Court Meeting and the Extraordinary General Meeting set out in Appendices V and VI to this Scheme Document respectively.

## **16. ACTIONS TO BE TAKEN**

Your attention is drawn to “Part IV – Actions to be Taken” of this Scheme Document.

## **17. COSTS OF THE SCHEME**

Your attention is drawn to the section headed “9. *Costs of the Scheme*” in the Explanatory Memorandum.

## **18. RECOMMENDATION**

Your attention is drawn to the recommendation of the Independent Financial Adviser to Independent Board Committee in respect of the Proposal and the Scheme as set out in the letter from the Independent Financial Adviser in Part IX of this Scheme Document. Your attention is also drawn to the recommendation of Independent Board Committee in respect of the Proposal and the Scheme as set out in the letter from the Independent Board Committee in Part VIII of this Scheme Document.

## **19. FURTHER INFORMATION**

You are urged to read carefully the letter from the Independent Board Committee as set out in “Part VIII – Letter from the Independent Board Committee” of this Scheme Document, the letter from the Independent Financial Adviser, as set out in “Part IX – Letter from the Independent Financial Adviser” of this Scheme Document, the Explanatory Memorandum as set out in “Part X – Explanatory Memorandum” of this Scheme Document, the U.S. Special Factors set out in “Part II – U.S. Special Factors” of this Scheme Document, the Appendices to this Scheme Document, the Scheme as set out in “Appendix IV – Scheme of Arrangement” to this Scheme Document and the Notice of the Court Meeting and Notice of Extraordinary General Meeting set out in “Appendix V – Notice of Court Meeting” and “Appendix VI – Notice of Extraordinary General Meeting” of this Scheme Document, respectively. In addition, a **pink** form of proxy for the Court Meeting and a **white** form of proxy for the Extraordinary

General Meeting are enclosed with copies of this Scheme Document sent to Registered Owners of the Shares and an ADS Voting Instruction Card is enclosed with copies of this Scheme Document sent to registered ADS Holders.

Yours faithfully,  
For and on behalf of the Board of  
**OneConnect Financial Technology Co., Ltd.**

A handwritten signature in black ink, appearing to be the Chinese characters '陈冬明' (Chen Dongming), written over a horizontal line.

**Mr. Dangyang Chen**  
*Chairman of the Board and Chief Executive Officer*