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

FORM 6-K

**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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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<u>Exhibit 99.1</u>	<u>Notice of Annual General Meeting</u>
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<u>Exhibit 99.2</u>	<u>Circular</u>
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<u>Exhibit 99.3</u>	<u>Form of Proxy for the Annual General Meeting</u>
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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/ Dangyang Chen

Name: Dangyang Chen

Title: Chairman of the Board and Chief Executive Officer

Date: April 24, 2025

OneConnect Financial Technology Co., Ltd.
壹賬通金融科技有限公司
(Incorporated in Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of OneConnect Financial Technology Co., Ltd. (the “**Company**”) will be held at 21F, Ping An Finance Center, No. 5033 Yitian Road, Futian District, Shenzhen, the PRC on Thursday, May 29, 2025 at 10 a.m. (Shenzhen time) for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditor for the year ended December 31, 2024.
2.
 - (i) To re-elect Mr. Chen Dangyang as an executive Director.
 - (ii) To re-elect Ms. Xin Fu as a non-executive Director.
 - (iii) To re-elect Mr. Wenwei Dou as a non-executive Director.
 - (iv) To re-elect Dr. Yaolin Zhang as an independent non-executive Director.
 - (v) To re-elect Mr. Tianruo Pu as an independent non-executive Director.
 - (vi) To authorize the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor and to authorize the Board to fix its remuneration.

SHARES RECORD DATE AND ADS RECORD DATE

The Board has fixed the close of business on Tuesday, April 29, 2025, Hong Kong time, as the record date (the “**Share Record Date**”). Holders of the Company’s Shares (as of the Share Record Date) are entitled to attend and vote at the AGM and any adjourned meeting thereof. In order to be eligible to attend the AGM, all valid documents for the transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Tuesday, April 29, 2025, Hong Kong time; and with respect to Shares registered on the Company’s principal share register in the Cayman Islands, all valid documents for the transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s principal share registrar and transfer office, Maples Fund Services (Cayman) Limited, PO Box 1093, Boundary Hall, Cricket Square, Grand Cayman, KY1-1102, Cayman Islands, no later than 6:00 p.m. on Monday, April 28, 2025, Cayman Islands time (due to the time difference between Cayman Islands and Hong Kong).

Holders of record of American depositary shares (the “**ADSs**”) as of the close of business on Tuesday, April 29, 2025, New York time (the “**ADS Record Date**”), who wish to exercise their voting rights for the underlying Shares must give voting instructions to JPMorgan Chase Bank, N.A., the depositary of the ADSs (the “**Depository**”). Please be aware that, because of the time difference between Hong Kong and New York, any ADS holders that cancel their ADSs in exchange for ordinary shares on Tuesday, April 29, 2025, New York time will no longer be ADS holders with respect to such canceled ADSs as of the ADS Record Date and will not be able to instruct the Depository as to how to vote the ordinary shares represented by such canceled ADSs as described above; such ADS holders will also not be holders of the ordinary shares represented by such canceled ADSs as of the Share Record Date for the purpose of determining the eligibility to attend and vote at the AGM.

ATTENDING THE AGM

Only holders of record of Shares as of the Share Record Date are entitled to attend and vote at the AGM. All officers and agents of the Company reserve the right to refuse any person entry to the AGM venue, or to instruct any person to leave the AGM venue, where such officer or agent reasonably considers that such refusal or instruction is or may be required for the Company or any other person to be able to comply with applicable laws and regulations. The exercise of such right to refuse entry or instruct to leave shall not invalidate the proceedings at the AGM.

PROXY FORMS AND ADS VOTING CARDS

A holder of Shares as of the Share Record Date (Hong Kong time) may appoint a proxy to exercise his or her rights at the AGM. A holder of ADSs as of the ADS Record Date (New York time) will need to instruct JPMorgan Chase Bank, N.A., the depositary of the ADSs, as to how to vote the Shares represented by the ADSs. Please refer to the proxy form (for holders of Shares) or ADS voting card (for holders of ADSs), both of which are available on our website at www.ocft.com.

Holders of record of the Company’s Shares on the Company’s register of members as of the Share Record Date (Hong Kong time) are cordially invited to attend the AGM in person. Holders of the Company’s ADSs as of the close of business on the ADS Record Date (New York time) are cordially invited to submit your voting instructions to JPMorgan Chase Bank, N.A. Your vote is important. You are urged to complete, sign, date, and return the accompanying proxy form to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (for holders of Shares) or your voting instructions to JPMorgan Chase Bank, N.A. (for holders of the ADSs) as promptly as possible and before the prescribed deadline if you wish to exercise your voting rights. Computershare Hong Kong Investor Services Limited must receive the proxy form by no later than 10 a.m., Hong Kong time, on Tuesday, May 27, 2025 at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong to ensure your representation at the AGM; and JPMorgan Chase Bank, N.A. must receive your voting instructions by no later than 9:00 a.m., New York Time, on Wednesday, May 21, 2025 to enable the votes attaching to the Shares represented by your ADSs to be cast at the AGM (the “**ADS Voting Instructions Deadline**”).

By order of the Board
OneConnect Financial Technology Co., Ltd.

/s/ Dangyang Chen
Dangyang Chen
Chairman of the Board and Chief Executive Officer

Hong Kong, April 24, 2025

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **OneConnect Financial Technology Co., Ltd.** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



OneConnect Financial Technology Co., Ltd.
 壹賬通金融科技有限公司
(Incorporated in Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

**(1) PROPOSED RE-ELECTION OF DIRECTORS;
 (2) PROPOSED RE-APPOINTMENT OF AUDITOR;
 AND
 (3) NOTICE OF ANNUAL GENERAL MEETING**

Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the AGM of the Company to be held at 10 a.m. (Shenzhen time) on Thursday, May 29, 2025 at 21F, Ping An Finance Center, No. 5033 Yitian Road, Futian District, Shenzhen, the PRC at which, among other things, the above proposals will be considered, is set out on pages 14 to 16 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ocft.com).

Holders of record of the Company’s Shares on the Company’s register of members as of the close of business on the Share Record Date (Hong Kong time) are cordially invited to attend the AGM in person. Holders of the Company’s ADSs as of the close of business on the ADS Record Date (New York time) are cordially invited to submit your voting instructions to JPMorgan Chase Bank, N.A.. Whether or not you propose to attend and vote at the said meeting, please complete, sign, date, and return the accompanying proxy form to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (for holders of Shares) or your voting instructions to JPMorgan Chase Bank, N.A. (for holders of the ADSs) as promptly as possible and before the prescribed deadline if you wish to exercise your voting rights. Computershare Hong Kong Investor Services Limited must receive the proxy form by no later than 10 a.m., Hong Kong time, on Tuesday, May 27, 2025 at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong to ensure your representation at the AGM; and JPMorgan Chase Bank, N.A. must receive your voting instructions by no later than 9:00 a.m., New York Time, on Wednesday, May 21, 2025 to enable the votes attaching to the Shares represented by your ADSs to be cast at the AGM.

April 24, 2025

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DEFINITIONS

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

“ADS(s)”	American Depositary Shares, each representing thirty Shares
“ADS Record Date”	April 29, 2025 (New York time)
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 10 a.m. (Shenzhen time) on Thursday, May 29, 2025 at 21F, Ping An Finance Center, No. 5033 Yitian Road, Futian District, Shenzhen, the PRC, notice of which is set out on pages 14 to 16 of this circular, and any adjournment thereof
“Articles” or “Articles of Association”	fourth amended and restated articles of association adopted by a special resolution of the shareholders of the Company on April 8, 2022 and effective on July 4, 2022
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong or other relevant jurisdictions are generally open for normal banking business
“China” or “PRC”	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	OneConnect Financial Technology Co., Ltd. (壹賬通金融科技有限公司), a limited liability company incorporated in the Cayman Islands and listed on the New York Stock Exchange (stock ticker: OCFT) and the Hong Kong Stock Exchange (stock code: 6638)
“Depository”	JPMorgan Chase Bank, N.A., the depository of our ADSs
“Director(s)”	director(s) of the Company
“Group”	the Company, its subsidiaries and other consolidated entities

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 22, 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Listing Date”	July 4, 2022
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ping An”	Ping An Insurance (Group) Company of China, Ltd. (中國平安保險(集團)股份有限公司), a company established as a joint stock company under the laws of the PRC listed on the Shanghai Stock Exchange (stock code: 601318) and the Stock Exchange (stock code: 2318), and a controlling shareholder of the Company
“Ping An Group”	Ping An and its subsidiaries
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	Ordinary share(s) in the share capital of the Company with a par value of US\$0.00001 each
“Share Record Date”	April 29, 2025 (Hong Kong time)
“Shareholder(s)”	holder(s) of the Shares
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



OneConnect Financial Technology Co., Ltd.
壹賬通金融科技有限公司
(Incorporated in Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

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

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 in the PRC:
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

April 24, 2025

To the Shareholder(s)

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OF DIRECTORS;
(2) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the re-election of Directors; (ii) the re-appointment of auditor; and (iii) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 86(e) of the Articles of Association, at every annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors. Accordingly, at the forthcoming annual general meeting to be held on Thursday, May 29, 2025, Ms. Xin Fu, Mr. Wenwei Dou, Dr. Yaolin Zhang and Mr. Tianruo Pu shall retire from office and have offered themselves for re-election at the AGM.

In accordance with Article 86(d) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, at the forthcoming annual general meeting to be held on Thursday, May 29, 2025, Mr. Chen Danyang shall retire from office and has offered himself for re-election at the AGM.

Being the independent non-executive Directors eligible for re-election at the AGM, each of Dr. Yaolin Zhang and Mr. Tianruo Pu, has given an annual confirmation as to their independence according to the factors on independence set out in Rule 3.13 of the Listing Rules. Nothing has come to the attention of the Board which may adversely affect the independence of Dr. Yaolin Zhang and Mr. Tianruo Pu. On the above basis, the Board believes that Dr. Yaolin Zhang and Mr. Tianruo Pu shall continue to be independent of the Company in accordance with Rule 3.13 of the Listing Rules.

The Compensation and Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM.

Details of the above named Directors who are subject to the re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules. The biography of the retiring Directors set out in Appendix I to this circular indicates the perspectives, skills and experience each individual can bring to the Board and contribute to the diversity of the Board.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint PricewaterhouseCoopers as the independent auditor of the Company for the year ending December 31, 2025 and to hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorize the Board to fix the auditor's remuneration for the ensuing year. PricewaterhouseCoopers have indicated their willingness to be re-appointed as auditor of the Company for the said period.

AGM AND PROXY ARRANGEMENT

The Company proposes to convene the AGM at 10 a.m. (Shenzhen time), on Thursday, May 29, 2025 at 21F, Ping An Finance Center, No. 5033 Yitian Road, Futian District, Shenzhen, the PRC.

Set out on pages 14 to 16 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the re-election of Directors and the re-appointment of auditor. The notice is also available for viewing on the Company's website at www.ocft.com.

Holders of record of the Company's Shares on the Company's register of members as of the close of business on the Share Record Date (Hong Kong time) are cordially invited to attend the AGM in person. Holders of the Company's ADSs as of the close of business on the ADS Record Date (New York time) are cordially invited to submit your voting instructions to JPMorgan Chase Bank, N.A. Whether or not you propose to attend and vote at the said meeting, please complete, sign, date, and return the accompanying proxy form to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (for holders of Shares) or your voting instructions to JPMorgan Chase Bank, N.A. (for holders of the ADSs) as promptly as possible and before the prescribed deadline if you wish to exercise your voting rights. Computershare Hong Kong Investor Services Limited must receive the proxy form by no later than 10 a.m., Hong Kong time, on Tuesday, May 27, 2025 at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong to ensure your representation at the AGM; and JPMorgan Chase Bank, N.A. must receive your voting instructions by no later than 9:00 a.m., New York time, on Wednesday, May 21, 2025 to enable the votes attaching to the Shares represented by your ADSs to be cast at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted only by a show of hands. Therefore, the resolutions to be proposed at the AGM will be voted by way of poll in accordance with the requirements of the articles of association of the Company. An announcement on the poll results will be published after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the re-election of Directors and the re-appointment of auditor to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendix to this circular.

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and Chief Executive Officer

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.

Mr. Chen Dangyang (陳當陽) (“Mr. Chen”), aged 45, joined our Group in February 2025 and is currently our chief executive officer and our executive Director. Mr. Chen is mainly responsible for our Group’s day-to-day management.

Mr. Chen served at Ping An Property & Casualty Insurance Company of China, Ltd. (“**Ping An Property and Casualty Insurance**”) from September 2021 to February 2025, during which he has undertaken the positions of assistant president and chief technology officer. He was responsible for promoting digital transformation, including implementing technological regulatory requirements, building scientific and technological data capabilities and managing technical teams and talent. Ping An Property & Casualty Insurance is a subsidiary of Ping An. Ping An Insurance (Group) Company of China, Ltd. (“**Ping An**”) is a company listed on the Hong Kong Stock Exchange (stock code: 2318 (HKD counter) and 82318 (RMB counter)) and the Shanghai Stock Exchange (stock code: 601318), and is a controlling shareholder of the Company. Prior to joining Ping An Group, Mr. Chen served as the chief technology officer of the insurance business group of Ant Group Co., Ltd. from June 2015 to September 2021. From August 2007 to June 2015, Mr. Chen held various positions at China CITIC Bank Corporation Limited (中信銀行股份有限公司), including serving as deputy director at the chief engineer’s office.

Mr. Chen received his doctorate degree in engineering and his bachelor’s degree in engineering from Beihang University (北京航空航天大學) in July 2007 and July 2002, respectively.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Chen did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chen (i) has no other relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company; and (ii) has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. Chen has entered into a service contract with the Company under which he agreed to act as an executive Director for an initial term of three years commencing from February 5, 2025, which may be terminated by not less than three months’ notice in writing served by either him or the Company. The appointment of executive Director is subject to the provisions of retirement and rotation under the articles of association of the Company (as amended from time to time) and the Listing Rules. Mr. Chen is entitled to receive a basic salary of RMB1.6 million per annum in his capacity as the chief executive officer of the Company with performance-based bonus in cash or in equity based on Company’s annual performance, which is determined with reference to (i) the corporate goals and objectives of the Board (including the goals and objectives of the Company’s compensation plans), (ii) factors such as salaries paid by comparable companies, time commitments, responsibilities and employment conditions within the Group and (iii) the Company’s policies with respect to remuneration and compensation. Mr. Chen will not receive any additional director’s fee or remuneration in respect of the performance of his duties as an executive Director.

Save as disclosed above, Mr. Chen has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Mr. Chen's standing for re-election as Director that need to be brought to the attention of the Shareholders.

Ms. Xin Fu (付欣) ("Ms. Fu"), aged 45, joined the Group in November 2022 as a non-executive Director, and is mainly responsible for providing professional opinion and judgment to the Board. Ms. Fu is currently serving as an executive director, and the senior vice president and chief financial officer (financial director) of Ping An Group.

She joined Ping An Group in October 2017 as the general manager of its planning department, and successively served as the deputy chief financial officer, the director of the strategic development center and chief operating officer of Ping An Group. Ms. Fu has been serving as a director of Lufax Holding Ltd., a company listed on both the Hong Kong Stock Exchange (stock code: 6623) and the NYSE (stock ticker: LU) since November 2022, and as a director of Ping An Healthcare and Technology Company Limited ("**Ping An Good Doctor**"), a company listed on the Hong Kong Stock Exchange (stock code: 1833) since March 2023. Ms. Fu has been serving as a non-executive director of Ping An Life Insurance Company of China, Ltd. and Ping An Asset Management Co., Ltd. since September 2023 and April 2023, respectively. Ms. Fu has also been serving as a non-executive director of Ping An Bank Co., Ltd. (平安銀行股份有限公司) ("**Ping An Bank**"), a company listed on the Shenzhen Stock Exchange (SZSE: 000001), since March 2024, an executive director of Ping An since September 2024, a director of Peking University Medical Management Co., Ltd. since December 2024 and the chief financial officer (financial director) of Ping An since March 2025.

Prior to joining Ping An Group, Ms. Fu served as a partner of Roland Berger Management consulting in financial services practices, and as an executive director of PricewaterhouseCoopers, responsible for coordinating projects such as in finance and fintech services for over 10 years.

Ms. Fu received a master's degree in business administration from Shanghai Jiao Tong University, PRC, in June 2012.

So far as the Directors were aware, as at the Latest Practicable Date, Ms. Fu did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Fu (i) has no other relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company; and (ii) has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Ms. Fu has entered into a letter of appointment with the Company under which she agreed to act as a non-executive Director for an initial term of three years commencing from November 10, 2022, which may be terminated by not less than three months' notice in writing served by either her or the Company. The appointment of non-executive Director is subject to the provisions of retirement and rotation under the articles of association of the Company (as amended from time to time) and the Listing Rules. Pursuant to her letter of appointment, Ms. Fu will not receive any director's fee or remuneration in respect of her performance of her duties as a non-executive Director.

Save as disclosed above, Ms. Fu has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Ms. Fu's standing for re-election as Director that need to be brought to the attention of the Shareholders.

Mr. Wenwei Dou (竇文偉) ("Mr. Dou"), aged 59, joined the Group in October 2017 as a non-executive Director. Mr. Dou has also served as a director of Shenzhen OneConnect Smart Technology Co., Ltd. (深圳壹賬通智能科技有限公司) ("**Shenzhen OneConnect**") since December 2017. Mr. Dou is mainly responsible for providing professional opinion and judgment to the Board.

Mr. Dou also serves as a director in various entities within the Ping An HealthKonnnect group and as a director or supervisor within the Lufax group. Between October 2017 and February 2020, Mr. Dou served as a non-executive director of Ping An Good Doctor. Mr. Dou joined Ping An Group in April 1997, and had served in various legal and compliance positions since then.

Mr. Dou received his bachelor's degree and master's degree in law from Jilin University, China in July 1989 and May 1994, respectively.

As at the Latest Practicable Date, Mr. Dou is deemed to be interested in 385,077,588 Shares through a controlled corporation (within the meaning of Part XV of the SFO), Rong Chang Limited, representing approximately 32.91% of the issued share capital of the Company.

Save as disclosed above, Mr. Dou (i) has no other relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company; and (ii) has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. Dou has entered into a letter of appointment with the Company under which he agreed to act as a non-executive Director for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either him or the Company. The appointment of non-executive Director is subject to the provisions of retirement and rotation under the articles of association of the Company (as amended from time to time) and the Listing Rules. Pursuant to his letter of appointment, Mr. Dou will not receive any director's fee or remuneration in respect of his performance of his duties as a non-executive Director.

Save as disclosed above, Mr. Dou has confirmed that there is no other information which is disclosable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Mr. Dou's standing for re-election as Director that need to be brought to the attention of the Shareholders.

Dr. Yaolin Zhang (張耀麟) ("Dr. Zhang"), aged 67, has served as an independent non-executive Director since February 2019. Dr. Zhang is the chairperson of the Compensation and Nomination Committee of the Company. Dr. Zhang is mainly responsible for providing independent opinion and judgment to the Board.

Dr. Zhang has more than 30 years of experience in finance and banking. Dr. Zhang served as chairman of the board of directors and chief executive officer of Shenzhen Ya Zhi Mei Ju Information Technology Co., Ltd. from February 2019 to September 2023, and has been serving as an independent director of the Bank of Ningxia Co., Ltd. since December 2019 and as an independent director of Dongguan Trust Co., Ltd. since August 2019. Dr. Zhang was independent director of Bank of Luoyang Co., Ltd. between August 2017 and May 2022. Dr. Zhang was the person responsible for the establishment of the Shenzhen branch of Shanghai Pudong Development Bank ("**SPD Bank**"), and served as president of the branch from August 2010 to May 2015. Prior to that, Dr. Zhang served as a vice president of Ping An Bank from November 2008 to August 2010. From June 1998 to October 2008, Dr. Zhang served in various positions in SPD Bank, including as vice president and president of the Guangzhou branch and vice president of SPD Bank. From July 1987 to June 1998, Dr. Zhang served in various management positions at China Construction Bank.

Dr. Zhang received his bachelor's degree of science in physics from Fudan University, China in October 1982, his master's degree in economics from Wuhan University, China in August 1987, his doctorate degree in law from Wuhan University, China in June 1996, and his executive master of business administration degree from the China Europe International Business School, China in June 2007.

So far as the Directors were aware, as at the Latest Practicable Date, Dr. Zhang did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Zhang (i) has no relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company; and (ii) has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Dr. Zhang has entered into a letter of appointment with the Company under which he agreed to act as an independent non-executive Director for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either him or the Company. The appointment of independent non-executive Director is subject to the provisions of retirement and rotation under the articles of association of the Company (as amended from time to time) and the Listing Rules. Pursuant to his letter of appointment, Dr. Zhang has received RMB562,281 for the year ended December 31, 2024 in respect of his performance of his duties as a non-executive Director.

Save as disclosed above, Dr. Zhang has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Dr. Zhang's standing for re-election as Director that need to be brought to the attention of the Shareholders.

Mr. Tianruo Pu (濮天若) ("Mr. Pu"), aged 56, has served as an independent non-executive Director since September 2019. Mr. Pu is the chairperson of the Audit Committee of the Company. Mr. Pu is mainly responsible for providing independent opinion and judgment to the Board.

Mr. Pu currently serves as an independent director of various listed companies, including Fresh2 Group Limited (formerly known as AnPac Bio-Medical Science Co., Ltd.) (formerly NASDAQ: ANPC; now NASDAQ: FRES) since October 2022, Autohome Inc. listed on the Hong Kong Stock Exchange (stock code: 2518) and the NYSE (stock ticker: ATHM), since December 2016, and 3SBio Inc. listed on the Hong Kong Stock Exchange (stock code: 1530), since May 2015. Previously, Mr. Pu served as a director of various companies listed on the NYSE or NASDAQ, including Renren Inc. (NYSE: RENN) from December 2016 to July 2020, Kaixin Auto Holdings (NASDAQ: KXIN) from April 2019 to July 2020, Luckin Coffee Inc. (NASDAQ: LK) from March 2020 to June 2020 and JMU Limited (now known as Mercury Fintech Holding Inc.) (formerly NASDAQ: JMU; now NASDAQ: MFH) from April 2015 to November 2019. Mr. Pu has extensive work experience in finance and accounting in both the United States and China. Mr. Pu served as the chief financial officer of various companies, including Zhaopin Ltd. (formerly NYSE: ZPIN) from 2016 to 2018, UTStarcom Holdings Corp. (NASDAQ: UTSI) from 2012 to 2014 and China Nuokang Bio-Pharmaceutical Inc. (formerly NASDAQ: NKBP) from 2008 to 2012.

Mr. Pu received his bachelor's degree of arts in diplomatic English from China Foreign Affairs University, China in July 1991, his master's degree of science in accounting from the University of Illinois, United States in May 1996 and his master's degree in business administration from the J. L. Kellogg Graduate School of Management at Northwestern University, United States, in June 2000.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Pu did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Pu (i) has no relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company; and (ii) has not held any other position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. Pu has entered into a letter of appointment with the Company under which he agreed to act as an independent non-executive Director for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either him or the Company. The appointment of independent non-executive Director is subject to the provisions of retirement and rotation under the articles of association of the Company (as amended from time to time) and the Listing Rules. Pursuant to his letter of appointment, Mr. Pu has received RMB429,790 for the year ended December 31, 2024 in respect of his performance of his duties as a non-executive Director.

Save as disclosed above, Mr. Pu has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Mr. Pu's standing for re-election as Director that need to be brought to the attention of the Shareholders.

NOMINATION POLICY AND PROCESS FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board and its compensation and nomination committee have followed the nomination policy and board diversity policy for the re-appointment of Dr. Zhang and Mr. Pu as independent non-executive Directors. In reviewing the structure of the Board, the Board and its compensation and nomination committee consider Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional and qualifications, skills, knowledge, length of service and industry and regional experience. All Board appointments are based on meritocracy, and candidates are considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

With reference to the past contributions made by Dr. Zhang to the Company during his tenure, his qualifications and his experience in finance and banking, the Board is of the view that Dr. Zhang can provide valuable advice and business insights to the Board and make contributions to the Board's diversity.

With reference to the past contributions made by Mr. Pu to the Company during his tenure and his qualifications and directorship in other listed companies, the Board is of the view that Mr. Pu can bring solid financial analysis and accounting skills to the Board and contribute to the Board's diversity.

Each of Dr. Zhang and Mr. Pu, being the independent non-executive Directors of the Company eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. After considering all the factors for assessing independence as set out in Rule 3.13 of the Listing Rules and the annual confirmation of independence of Dr. Zhang and Mr. Pu, the Company is of the view that each of Dr. Zhang and Mr. Pu meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



OneConnect Financial Technology Co., Ltd.
壹賬通金融科技有限公司
(Incorporated in Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of OneConnect Financial Technology Co., Ltd. (the “**Company**”) will be held at 21F, Ping An Finance Center, No. 5033 Yitian Road, Futian District, Shenzhen, the PRC on Thursday, May 29, 2025 at 10 a.m. (Shenzhen time) for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditor for the year ended December 31, 2024.
2.
 - (i) To re-elect Mr. Chen Dangyang as an executive Director.
 - (ii) To re-elect Ms. Xin Fu as a non-executive Director.
 - (iii) To re-elect Mr. Wenwei Dou as a non-executive Director.
 - (iv) To re-elect Dr. Yaolin Zhang as an independent non-executive Director.
 - (v) To re-elect Mr. Tianruo Pu as an independent non-executive Director.
 - (vi) To authorize the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor and to authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SHARES RECORD DATE AND ADS RECORD DATE

The Board has fixed the close of business on Tuesday, April 29, 2025, Hong Kong time, as the record date (the “**Share Record Date**”). Holders of the Company’s Shares (as of the Share Record Date) are entitled to attend and vote at the AGM and any adjourned meeting thereof. In order to be eligible to attend the AGM, all valid documents for the transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Tuesday, April 29, 2025, Hong Kong time; and with respect to Shares registered on the Company’s principal share register in the Cayman Islands, all valid documents for the transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s principal share registrar and transfer office, Maples Fund Services (Cayman) Limited, PO Box 1093, Boundary Hall, Cricket Square, Grand Cayman, KY1-1102, Cayman Islands, no later than 6:00 p.m. on Monday, April 28, 2025, Cayman Islands time (due to the time difference between Cayman Islands and Hong Kong).

Holders of record of American depositary shares (the “**ADSs**”) as of the close of business on Tuesday, April 29, 2025, New York time (the “**ADS Record Date**”), who wish to exercise their voting rights for the underlying Shares must give voting instructions to JPMorgan Chase Bank, N.A., the depositary of the ADSs (the “**Depositary**”). Please be aware that, because of the time difference between Hong Kong and New York, any ADS holders that cancel their ADSs in exchange for ordinary shares on Tuesday, April 29, 2025, New York time will no longer be ADS holders with respect to such canceled ADSs as of the ADS Record Date and will not be able to instruct the Depositary as to how to vote the ordinary shares represented by such canceled ADSs as described above; such ADS holders will also not be holders of the ordinary shares represented by such canceled ADSs as of the Share Record Date for the purpose of determining the eligibility to attend and vote at the AGM.

ATTENDING THE AGM

Only holders of record of Shares as of the Share Record Date are entitled to attend and vote at the AGM. All officers and agents of the Company reserve the right to refuse any person entry to the AGM venue, or to instruct any person to leave the AGM venue, where such officer or agent reasonably considers that such refusal or instruction is or may be required for the Company or any other person to be able to comply with applicable laws and regulations. The exercise of such right to refuse entry or instruct to leave shall not invalidate the proceedings at the AGM.

PROXY FORMS AND ADS VOTING CARDS

A holder of Shares as of the Share Record Date (Hong Kong time) may appoint a proxy to exercise his or her rights at the AGM. A holder of ADSs as of the ADS Record Date (New York time) will need to instruct JPMorgan Chase Bank, N.A., the depositary of the ADSs, as to how to vote the Shares represented by the ADSs. Please refer to the proxy form (for holders of Shares) or ADS voting card (for holders of ADSs), both of which are available on our website at www.ocft.com.

NOTICE OF ANNUAL GENERAL MEETING

Holders of record of the Company's Shares on the Company's register of members as of the Share Record Date (Hong Kong time) are cordially invited to attend the AGM in person. Holders of the Company's ADSs as of the close of business on the ADS Record Date (New York time) are cordially invited to submit your voting instructions to JPMorgan Chase Bank, N.A. Your vote is important. You are urged to complete, sign, date, and return the accompanying proxy form to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (for holders of Shares) or your voting instructions to JPMorgan Chase Bank, N.A. (for holders of the ADSs) as promptly as possible and before the prescribed deadline if you wish to exercise your voting rights. Computershare Hong Kong Investor Services Limited must receive the proxy form by no later than 10 a.m., Hong Kong time, on Tuesday, May 27, 2025 at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong to ensure your representation at the AGM; and JPMorgan Chase Bank, N.A. must receive your voting instructions by no later than 9:00 a.m., New York Time, on Wednesday, May 21, 2025 to enable the votes attaching to the Shares represented by your ADSs to be cast at the AGM (the "**ADS Voting Instructions Deadline**").

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and Chief Executive Officer

Hong Kong, April 24, 2025

As at the date of this notice, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Ms. Michael Guo, Ms. Xin Fu, Mr. Wenwei Dou and Ms. Wenjun Wang as the non-executive directors and Dr. Yaolin Zhang, Mr. Tianruo Pu, Mr. Wing Kin Anthony Chow and Mr. Koon Wing Ernest Ip as the independent non-executive directors.

Number of shares to which this form of proxy relates ^(Note 1)	Ordinary Shares
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FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

to be held on Thursday, May 29, 2025
(or any adjournment(s) or postponement(s) thereof)

I/We^(Note 2) _____ of _____ being the registered holder(s) of _____ ordinary shares^(Note 3) in the issued share capital of **OneConnect Financial Technology Co., Ltd.** (the “**Company**”) hereby appoint the Chairman of the meeting^(Note 4) or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (“**AGM**”) of the Company to be held at 21F, Ping An Finance Center, No. 5033 Yitian Road, Futian District, Shenzhen, the PRC on Thursday, May 29, 2025 at 10:00 a.m. (Shenzhen time) (and at any adjournment thereof).

Please tick (“√”) the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 5).

	ORDINARY RESOLUTIONS ^(Note 6)	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ Directors ”) and auditor for the year ended December 31, 2024.		
2.	(i) To re-elect Mr. Chen Dangyang as an executive Director.		
	(ii) To re-elect Ms. Xin Fu as a non-executive Director.		
	(iii) To re-elect Mr. Wenwei Dou as a non-executive Director.		
	(iv) To re-elect Dr. Yaolin Zhang as an independent non-executive Director.		
	(v) To re-elect Mr. Tianruo Pu as an independent non-executive Director.		
	(vi) To authorize the board (the “ Board ”) of Directors to fix the remuneration of the Directors.		
3.	To re-appoint PricewaterhouseCoopers as auditor and to authorize the Board to fix its remuneration.		

* The full text of the resolutions is set out in the notice of the AGM which is included in the circular despatched to shareholders of the Company dated April 24, 2025.

Date: _____ 2025

Signature(s) *(Note 7)*

Notes:

1. Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.

3. Please insert the number of shares of the Company registered in your name(s).
4. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
6. The description of the resolutions is by way of summary only. The full text appears in the notice of the AGM.
7. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney duly authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
8. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of the senior shall be accepted to the exclusion of the votes of the other joint holders in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the relevant joint holding.
9. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (for holders of Shares), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be).
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address or by email to **PrivacyOfficer@computershare.com**.

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

FORM 6-K

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

For the month of May 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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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<u>Exhibit 99.1</u>	<u>Announcement on the Stock Exchange of Hong Kong — Joint Announcement — Monthly Update Announcement Pursuant to Rule 3.7 of the Takeovers Code</u>
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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: May 2, 2025

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

THE TRANSACTIONS CONTEMPLATED BY THIS JOINT ANNOUNCEMENT HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION OR BY ANY US STATE SECURITIES COMMISSION, NOR HAS THE SEC OR ANY US STATE SECURITIES COMMISSION PASSED UPON THE MERITS OR FAIRNESS OF THE TRANSACTIONS OR UPON THE ADEQUACY OR ACCURACY OF THE INFORMATION CONTAINED IN THIS JOINT ANNOUNCEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This joint announcement is for information purposes only and is not intended to and does not constitute, or form part of, an invitation or offer to acquire, purchase or subscribe for any securities of the Company nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable laws.

This joint announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.



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

壹賬通金融科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6638)

(NYSE Stock Ticker: OCFT)

Bo Yu Limited
*(Incorporated in the British Virgin Islands
with limited liability)*

JOINT ANNOUNCEMENT

MONTHLY UPDATE ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is jointly made by OneConnect Financial Technology Co., Ltd. (the “**Company**”) and Bo Yu Limited (“**Bo Yu**”) pursuant to Rule 3.7 of the Takeovers Code.

Reference is made to (i) the announcement jointly issued by the Company and Bo Yu on March 3, 2025 in relation to, among other things, the Indicative Proposal (the “**Announcement**”); and (ii) the announcement jointly issued by the Company and Bo Yu on April 3, 2025 pursuant to Rule 3.7 of the Takeovers Code. Unless otherwise defined, capitalised terms used in this announcement have the same meanings as those defined in the Announcement.

The Company and Bo Yu wish to update the Shareholders, holders of ADSs and potential investors that since the publication of the Announcement, the discussion between the Company and Bo Yu in relation to the Indicative Proposal is still ongoing. As of the date of this joint announcement, (i) no decision has been made by Bo Yu on whether to proceed with the Indicative Proposal; and (ii) the Board has not formed any view about the Indicative Proposal nor reached any definitive agreement with any party to implement the Indicative Proposal.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Indicative Proposal will be made by the Company and/or Bo Yu until an announcement of a firm intention to make an Offer (as defined under the Takeovers Code) under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the Offer is made. Further announcement(s) will be made as and when appropriate or required in accordance with the Listing Rules and/or Takeovers Code (as the case may be).

WARNING: Shareholders, holders of ADSs and potential investors of the Company should be aware that the Indicative Proposal is non-binding in nature, and may or may not proceed, and if it does proceed, the terms of any such Indicative Proposal are at this stage uncertain. Shareholders, holders of ADSs and potential investors are advised to exercise caution when dealing in the Shares, ADSs and/or other 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 advisors.

By order of the board of directors of
Bo Yu Limited
Ms. Yanmei Dong
Director

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
*Chairman of the Board and
Chief Executive Officer*

Hong Kong, May 2, 2025

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

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

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

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

As at the date of this joint announcement, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Mr. Michael Guo, Ms. Fu Xin, Mr. Dou Wenwei and Ms. Wang Wenjun as the non-executive directors and Dr. Zhang Yaolin, Mr. Pu Tianruo, Mr. Chow Wing Kin Anthony and Mr. Ip Koon Wing Ernest as the independent non-executive directors.

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

Where the English and the Chinese texts conflict, the English text prevails.

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

FORM 6-K

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

For the month of May 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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
<u>Exhibit 99.1</u>	<u>Announcement on the Stock Exchange of Hong Kong — Joint Announcement — (1) Pre-Conditional Proposal for the Privatisation of Oneconnect Financial Technology Co., Ltd. by Way of a Scheme of Arrangement (Under Section 86 of The Companies Act); (2) Proposed Withdrawal of Listing of Oneconnect Financial Technology Co., Ltd.; and (3) Establishment of the Independent Board Committee</u>

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/ Dangyang Chen

Name: Dangyang Chen

Title: Chairman of the Board and Chief Executive Officer

Date: May 15, 2025

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This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Offeror and the Company nor is it a solicitation of any vote or approval in any jurisdiction. This joint announcement also does not constitute any solicitation or recommendation under rules and regulations of the SEC.

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OneConnect Financial Technology Co., Ltd.

壹賬通金融科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6638)

(NYSE Stock Ticker: OCFT)

Bo Yu Limited

*(Incorporated in the British Virgin Islands
with limited liability)*

JOINT ANNOUNCEMENT

- (1) PRE-CONDITIONAL PROPOSAL FOR THE PRIVATISATION OF
ONECONNECT FINANCIAL TECHNOLOGY CO., LTD.
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 86 OF THE COMPANIES ACT)
(2) PROPOSED WITHDRAWAL OF LISTING OF
ONECONNECT FINANCIAL TECHNOLOGY CO., LTD.
AND
(3) ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE**

Financial Adviser to the Offeror

Morgan Stanley

Morgan Stanley Asia Limited

SCHEME OF ARRANGEMENT

On 15 May 2025, the Offeror requested the Board to put forward the Proposal to the holders of Scheme Shares (including Scheme Shares underlying the ADSs) for the privatisation of the Company by way of a scheme of arrangement under Section 86 of the Companies Act, subject to the satisfaction of the Pre-Condition and satisfaction or waiver of the Conditions, as applicable, which, if approved and implemented, will involve 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, and the withdrawal of the listing of the Shares on the Stock Exchange and of the ADSs on the NYSE.

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 US dollar equivalent of 30 times the Cancellation Price of HK\$2.068 in cash, converted 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 this joint announcement, this equates to approximately US\$7.976 in cash per ADS. The actual exchange rate applicable to the conversion from Hong Kong dollars to US 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 US 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.

If, after the date of this joint 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 this joint 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 date of this joint announcement, 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.

The Cancellation Price of HK\$2.068 represents:

- 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 28 February 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 31 December 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 RMB 0.92604 as at 31 December 2024) as at 31 December 2024 and the Shares in issue as at the date of this joint announcement; 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 31 December 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 31 December 2024 and the Shares in issue as at the date of this joint announcement.

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 as described in the section headed "Pre-Condition of the Proposal" below and the fulfilment or waiver, as applicable, of all the Conditions as described in the section headed "Conditions of the Proposal" below. All of Pre-Condition and the Conditions must be fulfilled or waived, as applicable, on or before the Pre-Condition Long Stop Date and the Long Stop Date, respectively, failing which the Proposal and the Scheme will lapse.

The implementation of the Proposal with respect to the Scheme Shares underlying the ADSs will be carried out in accordance with US federal securities laws, the requirements of the NYSE and the terms of the Deposit Agreement. The Scheme Shares underlying the ADSs are held of record by the Depositary, which will receive the cancellation consideration in US dollars in respect of the 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.

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.

NON-BINDING LETTER OF SUPPORT

On 15 May 2025, the Offeror received a Non-binding Letter of Support from M&G Investments Limited (“**M&G**”), confirming its 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.

The Non-binding Letter of Support indicates M&G’s support of, and 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 to maintain a level of liquidity during the offer period, such that M&G has flexibility to deal in the Shares held by it during the offer period. The Non-binding Letter of Support is not intended to create legally binding obligations on M&G 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.

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.

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 the senior legal manager of the Legal and Compliance Department of Ping An Group and holds directorship in various subsidiaries of Ping An Group; 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 and have declared their respective interest to the Board accordingly.

INDEPENDENT FINANCIAL ADVISER

The Independent Financial Adviser will be appointed by the Board with the approval of the Independent Board Committee in due course to advise the Independent Board Committee on the Proposal pursuant to Rule 2.1 of the Takeovers Code. A further announcement will be made after the appointment of the Independent Financial Adviser.

WITHDRAWAL OF LISTING OF 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 Deposit Agreement, terminate the registration of the Shares under the Exchange Act and suspend the Company's reporting obligations under the Exchange Act.

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.

DESPATCH OF SCHEME DOCUMENT

The Scheme Document containing, among others: (i) further details of the Proposal and the Scheme; (ii) the expected timetable in relation to the Proposal and the Scheme; (iii) an explanatory memorandum as required under the Companies Act and the rules of the Grand Court; (iv) information regarding the Company; (v) recommendations from the Independent Board Committee with respect to the Proposal and the Scheme, and the letter of advice from the Independent Financial Adviser; and (vi) a notice of the Court Meeting and a notice of the Extraordinary General Meeting, together with forms of proxy in relation thereto, will be despatched to the Shareholders as soon as practicable and in compliance with the requirements of the Takeovers Code, the Companies Act, the Grand Court and other applicable laws and regulations.

WARNINGS:

The Directors make no recommendation as to the fairness or reasonableness of the Proposal or Scheme in this joint announcement, and strongly recommend the Shareholders not to form a view on the Proposal or the Scheme unless and until they have received and read the Scheme Document, including the recommendation of the Independent Board Committee in respect of the same and a letter of advice from the Independent Financial Adviser.

Shareholders, ADS Holders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Pre-Condition and 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.

This joint announcement is not intended to and does not constitute, or form part of, any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposal or otherwise, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable law. The Proposal will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposal, including details of how to vote on the Proposal. Any approval, rejection or other response to the Proposal should be made only on the basis of information in the Scheme Document or any other document by which the Proposal is made.

The availability of the Proposal to persons who are not resident in Hong Kong may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not so resident in Hong Kong should inform themselves about, and observe, any applicable legal or regulatory requirements of their jurisdictions. Further details in relation to overseas shareholders will be contained in the Scheme Document.

INTRODUCTION

On 15 May 2025, the Offeror requested the Board to put forward the Proposal to the holders of Scheme Shares (including Scheme Shares underlying the ADSs) for the privatisation of the Company by way of a scheme of arrangement under Section 86 of the Companies Act, subject to the satisfaction of the Pre-Condition and satisfaction or waiver of the Conditions, as applicable, which, if approved and implemented, will involve 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, and the withdrawal of the listing of the Shares on the Stock Exchange and of the ADSs on the NYSE.

If the Proposal is approved and implemented, under the Scheme, the Scheme Shares (including Scheme Shares underlying the ADSs) will, on the effective date of the Scheme, be cancelled and extinguished. Contemporaneously with such cancellation and extinguishment, the issued share capital of the Company will be restored to its former amount by the issuance at par to the Offeror, credited as fully paid, of the aggregate number of Shares as is equal to the number of Scheme Shares cancelled. The reserve created in the Company's books of account as a result of the cancellation of the Scheme Shares will be applied in paying up in full at par the new Shares so issued, credited as fully paid, to the Offeror.

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 US dollar equivalent of 30 times the Cancellation Price of HK\$2.068 in cash, converted 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 this joint announcement, this equates to approximately US\$7.976 in cash per ADS. The actual exchange rate applicable to the conversion from Hong Kong dollars to US 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 US 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 US federal securities laws, the requirements of the NYSE and the terms of the Deposit Agreement. The Scheme Shares underlying the ADSs are held of record by the Depositary, which will receive the cancellation consideration in US dollars in respect of the 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 this joint 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 this joint 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 date of this joint announcement, 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 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 28 February 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 31 December 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 RMB 0.92604 as at 31 December 2024) as at 31 December 2024 and the Shares in issue as at the date of this joint announcement; 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 31 December 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 31 December 2024 and the Shares in issue as at the date of this joint announcement.

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 31 December 2024, with reference to other privatisation transactions in Hong Kong in recent years.

Highest and Lowest Prices

During the six-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 25 March 2025 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.650 on 10 January 2025.

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 25 March 2025 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.375 on 20 September 2024.

Stock Incentive Plan

The compensation and nomination committee of the Board resolved that only existing Shares in issue shall be used in settlement of awards granted under the Stock Incentive Plan when such awards are exercised or vested (as appropriate) in accordance with the terms of the Stock Incentive Plan. Accordingly, Options (when vested and exercised) or PSUs (when vested) will not be settled by any allotment of new Shares as an equivalent number of Shares were already issued to the Trustee. Therefore, no offer will be made to the Options and PSUs granted under the Stock Incentive Plan. The Trustee is wholly owned by an independent third party of the Company and has been engaged by the Company as the trustee of the Stock Incentive Plan to facilitate the operation of the Stock Incentive Plan.

Under the rules of the Stock Incentive Plan, the Options granted will be subject to certain vesting conditions. When the conditions are met and the Options are vested, the holder of the Options can decide to exercise the Options by (i) paying the respective exercise price and requesting the Trustee to either transfer the Shares to himself/herself or (ii) requesting the Trustee to conduct an simultaneous sale of the Shares on market, where the residual proceeds after deducting the respective exercise price and related expenses will be transferred to the holder of the Options. Pursuant to the rules of the Stock Incentive Plan, before a holder of Option or PSU is registered as a Shareholder, such holder shall not be entitled to any voting rights with respect to such Option or PSU (as the case may be) or the underlying Shares corresponding thereto. If the Shares are transferred to the holder of the Options or PSU, the respective holder of the Options or PSUs shall have full right as a Shareholder, including the right to vote in shareholders' meeting. Furthermore, pursuant to the trust deed, the Trustee has undertaken that it shall not exercise any voting rights in respect of the Shares held by it. Accordingly, the Shares held by the Trustee (consisting of the Trustee Held Awarded Shares and the Trustee Held Pool Shares) on the Meeting Record Date will not be voted at the Court Meeting and the Extraordinary General Meeting notwithstanding that such Shares form part of the Scheme Shares.

No offer will be made to the Options and PSUs granted (including both vested and unvested) under the Stock Incentive Plan as the corresponding Shares were already issued to the Trustee. All Shares held by the Trustee (consisting of the Trustee Held Awarded Shares and the Trustee Held Pool Shares) on the Record Date shall form part of the Scheme Shares and be cancelled upon the Scheme becoming effective. For the avoidance of doubt, the Trustee is not considered as a Disinterested Holder for the purpose of the Proposal.

Conditional upon the Scheme becoming effective, the Offeror shall pay to the Trustee the aggregate Cancellation Price with respect to all of the Shares held by the Trustee, which:

- (a) for the amount which corresponds to the Trustee Held Awarded Shares, the Trustee shall pay the “see-through” price (in case of the Options, being the Cancellation Price minus the relevant exercise price of the Option or a nominal amount of HK\$0.0001 if such “see-through” price is negative, and in case of the PSUs, being the Cancellation Price as there is no exercise price for the PSUs) to the holders of the Options and PSUs granted and pay any remaining amount to the Company pursuant to and in accordance with the terms of the trust deed; and
- (b) for the amount which corresponds to the Trustee Held Pool Shares, the Trustee shall pay to the Company pursuant to and in accordance with the terms of the trust deed.

As at the Latest Practicable Date, the number of Options and PSUs granted is as follows:

Exercise price per Option <i>(RMB)</i>	Exercise price per Option <i>(HKD)¹</i>	“See-through” price <i>(HKD)</i>	Number of granted Options	Number of vested and unexercised Options	Number of unvested Options
1.33	1.442	0.626	799,680	799,680	0
2.00	2.169	0.0001 ²	4,010,940	4,010,940	0
52.00	56.394	0.0001 ²	1,532,170	1,532,170	0
Total			6,342,790	6,342,790	0

Cancellation price <i>(HKD)</i>	Number of PSUs	Number of vested PSUs	Number of unvested PSUs
2.068	16,186,105	1	16,186,104

Notes:

- (1) Based on the exchange rate of HK\$1 = RMB0.92209, as announced by the People’s Bank of China on the date of this joint announcement.
- (2) As the exercise price per Option exceeds the Cancellation Price, the “see-through” price is negative and will be at a nominal amount of HK\$0.0001 per Option.

The total number of the Options and PSUs granted (whether vested or unvested) corresponds to the number of Trustee Held Awarded Shares. As at the Latest Practicable Date, the Trustee holds an aggregate of 77,131,997 Shares under the Stock Incentive Plan, which comprise: (a) 22,528,895 Trustee Held Awarded Shares; and (b) 54,603,102 Trustee Held Pool Shares.

The Company has no intention to grant further Options or PSUs under the Stock Incentive Plan between (a) the Announcement Date and (b)(i) the date on which the Scheme becomes effective or (ii) if the Scheme is not approved or does not become effective, or the Proposal otherwise lapses or is withdrawn, the date on which the Scheme is not approved or does not become effective or the Proposal otherwise lapses or is withdrawn (as the case may be).

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.

PRE-CONDITION OF THE PROPOSAL

The making of the Proposal is, and the implementation of the Proposal and the Scheme will be, conditional upon the following Pre-Condition having been satisfied:

- (a) the Offeror having received the approval of the declaration of undertakings-concentration in respect of the Scheme from the State Administration for Market Regulation on terms satisfactory to the Offeror, or the statutory review period pursuant to Anti-Monopoly Law, including any extension of such period, having lapsed.

The Pre-Condition is not waivable. All references to the Scheme in this joint announcement are references to the possible Scheme which will be implemented if and only if, the Pre-Condition is satisfied.

The Offeror proposes to make the notifications, filings or applications which are necessary with respect to the Pre-Condition as soon as practicable after the date of this joint announcement.

Further announcement(s) will be made as soon as practicable after the Pre-Condition has been satisfied. If the Pre-Condition is not satisfied on or before the Pre-Condition Long Stop Date, the Proposal will lapse. The Offeror and the Company will publish such announcement(s) as is necessary in accordance with the Listing Rules and the Takeovers Code.

CONDITIONS OF THE PROPOSAL

The implementation of the Proposal is, and the Scheme will become effective and binding on the Company and all Shareholders, subject to the fulfilment or waiver (as applicable) of the following Conditions:

- (a) the approval of the Scheme (by way of poll) by the holders of Scheme Shares (including Scheme Shares underlying the ADSs), representing not less than 75% in value of the Scheme Shares held by the holders of Scheme Shares present and voting either in person or by proxy at the Court Meeting;
- (b) the approval of the Scheme (by way of poll) by Disinterested Holders holding at least 75% of the votes attaching to the Scheme Shares held by Disinterested Holders that are voted either in person or by proxy at the Court Meeting, provided that the number of votes cast (by way of poll) by the Disinterested Holders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all Scheme Shares held by all Disinterested Holders;
- (c) the passing of a special resolution by a majority of not less than three-fourths of the votes cast by the Shareholders present and voting in person or by proxy at the Extraordinary General Meeting to (i) approve and give effect to any 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) contemporaneously therewith 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;
- (d) the Grand Court's sanction of the Scheme (with or without modifications) and, to the extent necessary, its confirmation of any reduction of the share capital of the Company, and the delivery to the Registrar of Companies in the Cayman Islands of a copy of the order of the Grand Court for registration;
- (e) compliance, to the extent necessary, with the procedural requirements and conditions, if any, under Sections 15 and 16 of the Companies Act in relation to any reduction of the issued share capital of the Company;
- (f) all necessary authorisations, registrations, filings, rulings, consents, opinions, permissions and approvals in connection with the Proposal having been obtained from, given by or made with (as the case may be) the Relevant Authorities, in the Cayman Islands, PRC, Hong Kong, US and any other relevant jurisdictions;

- (g) all necessary authorisations, registrations, filings, rulings, consents, opinions, permissions and approvals in connection with the Proposal remaining in full force and effect without variation, and all necessary statutory or regulatory obligations in all relevant jurisdictions having been complied with and no requirement having been imposed by any Relevant Authorities which is not expressly provided for, or is in addition to requirements expressly provided for, in relevant laws, rules, regulations or codes in connection with the Proposal or any matters, documents (including circulars) or things relating thereto, in each aforesaid case up to and at the time when the Scheme becomes effective;
- (h) all necessary consents which may be required for the implementation of the Proposal and the Scheme under any existing contractual obligations of the Company having been obtained or waived by the relevant party(ies), where any failure to obtain such consent or waiver would have a material adverse effect on the business of the Group;
- (i) no government, governmental, quasi-governmental, statutory or regulatory body, court or agency in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry or enacted, made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order that would make the Proposal or the Scheme or its implementation in accordance with its terms void, unenforceable, illegal or impracticable (or which would impose any material and adverse conditions or obligations with respect to the Proposal or the Scheme or its implementation in accordance with its terms), other than such actions, proceedings, suits, investigations or enquiries as would not have a material adverse effect on the legal ability of the Offeror to proceed with the Proposal or the Scheme;
- (j) since the Announcement Date, there having been no adverse change in the business, assets, prospects, profits, losses, results of operations, financial position or condition of the Group (to an extent which is material in the context of the Group taken as a whole or in the context of the Proposal or the Scheme); and
- (k) confirmation from the SEC that it has no further comments on the Schedule 13E-3, including the Scheme Document attached as an exhibit.

The Offeror reserves the right to waive conditions (f), (g), (h), (i) and (j) either in whole or in part, either generally or in respect of any particular matter. Conditions (a) to (e) and (k) cannot be waived in any event. 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 above Conditions will have to be fulfilled or waived, as applicable, on or before the Long Stop Date, failing which the Proposal and the Scheme will lapse.

In respect of Conditions (f), (g) and (h), as at the date of this joint announcement, other than those set out in Conditions (a) to (e) (inclusive), the Offeror is not aware of any necessary authorisations, registrations, filings, rulings, consents, opinions, permissions and approvals required for the implementation of the Proposal. As at the date of this joint announcement, the Offeror is not aware of any circumstances which may result in Conditions (i) and (j) not being satisfied.

Warning: Shareholders, ADS Holders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Pre-Condition and 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, 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.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this joint announcement, the authorised share capital of the Company is US\$50,000 divided into 5,000,000,000 Shares of a par value of US\$0.00001 each, and the Company has 1,169,980,653 Shares in issue. Save for the 1,169,980,653 Shares in issue (of which as at the Latest Practicable Date 269,702,340 Shares are represented by 8,990,078 ADSs) and as at the Latest Practicable Date, the 6,342,790 Options and 16,186,105 PSUs, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue. As resolved by the compensation and nomination committee of the Board, only existing Shares in issue shall be used in settlement of awards and accordingly, the Options (when exercised) and PSUs (when vested) are to be settled by the existing Shares held by the Trustee.

As at the date of this joint announcement, the Offeror holds in aggregate 353,077,356 Shares and the Offeror Concert Party holds in aggregate 22,687,368 Shares, representing approximately 1.94% of the issued share capital of the Company. As at the date of this joint announcement, except for Ping An Overseas, neither of the Offeror nor any Offeror Concert Party holds any ADSs. As at the date of this joint announcement, the Scheme Shares, comprising 816,903,297 Shares, represent approximately 69.82% of the issued share capital of the Company.

The table below sets out the shareholding structure of the Company as at the Announcement Date and immediately upon completion of the Proposal:

Shareholder	As at the Announcement Date		Immediately upon completion of the Proposal	
	Number of Shares	Approximate % of total issued share capital	Number of Shares (Note 12)	Approximate % of total issued share capital
Offeror (Note 1&2)	353,077,356	30.18	1,169,980,653	100.00
Offeror Concert Party (Note 6)				
Ping An Overseas (Note 1)	22,687,368	1.94	—	—
Aggregate number of Shares of the Offeror and the Offeror Concert Party (Note 9)	375,764,724	32.12	—	—
Sen Rong Limited (“ Sen Rong ”) (Note 2, 4&5)	188,061,642	16.07	—	—
Rong Chang Limited (“ Rong Chang ”) (Note 3&4)	197,015,946	16.84	—	—
Lanbang Investment Company Limited (“ Lanbang ”) (Note 7)	41,567,790	3.55	—	—
Trustee (Note 8)	77,131,997	6.59	—	—
Aggregate number of Shares of Sen Rong, Rong Chang, Lanbang and Trustee	503,777,375	43.06		
Shareholder providing Non-binding Letter of Support				
M&G Investments Limited	23,193,000	1.98	—	—
Other Disinterested Holders	267,245,554	22.84	—	—
Aggregate number of Disinterested Holders	290,438,554	24.82	—	—
		100.00		
Total number of Shares in issue	1,169,980,653	(Note 11)	1,169,980,653	100.00
	816,903,297			
Total number of Scheme Shares	(Note 10)	69.82	—	—

Notes:

1. (i) Bo Yu, the Offeror, a wholly-owned subsidiary of An Ke Technology Company Limited (“**An Ke Technology**”), which was in turn wholly-owned by Shenzhen Ping An Financial Technology Consulting Co., Ltd. (深圳平安金融科技諮詢有限公司) (“**Ping An Financial Technology**”), a wholly-owned subsidiary of Ping An Group, directly held 353,077,356 Shares as at the date of this joint announcement; and (ii) Ping An Overseas, a subsidiary of Ping An Group, directly held 22,687,368 Shares represented by 756,245.60 ADSs based on public filings and to the knowledge of the Company. Ping An Group is a company listed on the Stock Exchange (stock code: 2318 (HKD counter) and 82318 (RMB counter)) and the Shanghai Stock Exchange (stock code: 601318). Ping An Group may further, through the Offeror, indirectly receive up to 188,061,642 ordinary shares upon the Offeror’s exercise of options under the Amended and Restated Option Agreement (as defined below). Under the SFO, each of An Ke Technology Company Limited and Ping An Financial Technology are deemed to be interested in the Shares held by the Offeror, and Ping An Group is deemed to be interested in the aggregate of Shares held by the Offeror and Ping An Overseas.
2. Pursuant to the amended and restated option agreement dated 12 May 2021 (the “**Amended and Restated Option Agreement**”), each of Mr. Jie Li and Ms. Liang Xu has granted call options (the “**Offshore Call Options**”) to the Offeror over their respective 5,000 ordinary shares in the issued share capital of Yi Chuan Jin Limited (“**Yi Chuan Jin**”, a company which directly wholly owns Sen Rong) (representing 100% of his/her shares in Yi Chuan Jin), and all securities in Yi Chuan Jin which are derived from such shares after the date of the Amended and Restated Option Agreement and of which he/she is the beneficial owner or to which he/she is entitled from time to time (the “**Option Shares**”). The Offeror may exercise the Offshore Call Options, in whole or in part, according to the following schedule: (a) up to 50% of the Offshore Call Options may be exercised from the date of the Amended and Restated Option Agreement until the third anniversary thereof; and (b) 100% of the Offshore Call Options may be exercised, during the period commencing immediately after the third anniversary of the date of the Amended and Restated Option Agreement and ending on the tenth anniversary of the first day of such period, or such other period as extended by the Offeror. In exercising the Offshore Call Options, in lieu of receiving the Option Shares, the Offeror may elect to receive all or part of the Shares held by Sen Rong and therefore indirectly owned by Mr. Jie Li and Ms. Liang Xu through their holding of the Option Shares, and all securities in the Company which are derived from such Shares after the date of the Amended and Restated Option Agreement and of which he/she is the beneficial owner or to which he/she is entitled from time to time, in lieu of the Option Shares. Mr. Jie Li and Ms. Liang Xu are each entitled to his/her voting rights in Yi Chuan Jin prior to the Offeror’s exercise of the Offshore Call Options. The exercise price per Option Share is calculated pursuant to a formula, which is based upon a predetermined value, as adjusted by, among other things, (a) the volume weighted average price of the Shares of the Company during a defined period and (b) dividends, distributions and certain dilutive event.

Pursuant to the amended and restated option agreement dated 29 January 2018 (the “**Amended and Restated Onshore Option Agreement**”), each of Mr. Jie Li and Ms. Liang Xu has also granted call options to Ping An Financial Technology, the parent company of Bo Yu (the “**Onshore Call Options**”, together with the Offshore Call Options, the “**Call Options**”) over their respective 50% equity interest in Shenzhen Lanxin Enterprise Management Co., Ltd. (深圳蘭析企業管理有限公司) (“**Shenzhen Lanxin**”), a shareholder of Shenzhen OneConnect Smart Technology Co., Ltd., which is a consolidated affiliated entity of the Group (i.e., an entity controlled by the Company through the contractual arrangements of the Company), representing 100% of his/her equity interest in Shenzhen Lanxin, and all equity interests in Shenzhen Lanxin which are derived from such equity interests after the date of the Amended and Restated Onshore Option Agreement and of which he/she is the beneficial owner or to which he/she is entitled from time to time. Mr. Jie Li and Ms. Liang Xu are each entitled to his/her voting rights in Shenzhen Lanxin prior to the Offeror’s exercise of the Offshore Call Options. The Onshore Call Options are exercisable, in whole or in part, during the ten year period beginning one year after the date of the Company’s initial public offering on the NYSE on 13 December 2019, or such other period as extended by Ping An Financial Technology by written notice. The exercise price of the Onshore Call Options is calculated pursuant to a formula, which is, among others things, based upon a predetermined value and a multiple of 6.8% per annum, net of any amount previously made in respect of such rate.

3. Rong Chang is a company incorporated in the British Virgin Islands, and established as an investment vehicle for a diverse base of certain directors, supervisors and senior employees of Ping An Group and its subsidiaries or associates (the “**RC Beneficiaries**”). Rong Chang is directly held by two of the non-executive Directors, Mr. Wenwei Dou and Ms. Wenjun Wang, as to 50% each as nominees on behalf of the RC Beneficiaries, who are only entitled to economic interests in the Company held through Rong Chang. The RC Beneficiaries include certain directors of Ping An Group and two of the Directors, namely Mr. Wenwei Dou and Ms. Wenjun Wang. None of the RC Beneficiaries has more than 2% economic interest in the Company. The nominee shareholders act upon, and vote and pass resolutions in relation to the matters of Rong Chang, in accordance with the instructions from a five-person management committee (the “**RC Management Committee**”). The five members of the RC Management Committee represent the RC Beneficiaries in making investment decisions for and supervise the management and operation of Rong Chang, which consist of three senior employees of Ping An Group and two of the non-executive Directors, Mr. Wenwei Dou and Ms. Wenjun Wang.

Rong Chang is not considered as a Disinterested Holder for the purpose of the Proposal and the Scheme having taken into account the composition and operation of the RC Management Committee, and, accordingly, the vote of Rong Chang will not be counted as a vote of a Disinterested Holder in determining whether the requirements under Condition (b) under the section headed “Conditions of the Proposal” (as required under Rule 2.10 of the Takeovers Code) are satisfied.

4. Pursuant to an amended and restated concert party agreement entered into between Rong Chang and Sen Rong on 12 May 2021, the aforementioned parties agreed to collectively exercise their shareholder rights in the Company and act in concert in all matters involving the operation and management of the Company. Sen Rong further agreed to entrust Rong Chang to exercise its voting rights at general meetings of the Company on its behalf. As such, Rong Chang and Sen Rong as a concert group led by Rong Chang were collectively interested in approximately 32.91% of the total issued capital of the Company as at the date of this joint announcement. Rong Chang and Sen Rong have further agreed that in the event either party is unable to exercise its rights as a Shareholder due to applicable laws and regulations and the articles of association of the Company (including but not limited to the exercise of its voting rights on matters to be resolved by shareholders of the Company), such party shall notify the other party, and the other party shall not be required to act in concert with such party on the relevant matter.
5. As at the date of this joint announcement, Sen Rong was wholly-owned by Yi Chuan Jin, which was in turn held by Mr. Jie Li and Ms. Liang Xu as to 50% each. Mr. Jie Li is the chief technology officer of the Company, and Ms. Liang Xu was previously the head of human resources department of the Company and is currently the general manager of the operation management department of Ping An Technology (Shenzhen) Co., Ltd. (平安科技(深圳)有限公司), a subsidiary of Ping An Group. Under the SFO, each of Mr. Jie Li and Ms. Liang Xu are deemed to be interested in the Shares held by Sen Rong. In addition, pursuant to the Stock Incentive Plan and as at the Latest Practicable Date, (a) Mr. Jie Li has been granted 824,758 PSUs, and is entitled to receive up to 267,300 Shares pursuant to Options granted, all of his Options have been vested but none of his PSUs are vested as of the Latest Practicable Date and are subject to the conditions (including vesting conditions) of such PSUs. Mr. Jie Li also directly held 332,215 Shares in the form of ADSs, of which 35,850 Shares were held pursuant to the exercise of Options granted, and 296,365 Shares were held pursuant to the vesting of PSUs granted; and (b) Ms. Liang Xu is entitled to receive up to 39,270 Shares pursuant to Options granted, all of her Options have been vested as of the Latest Practicable Date, and directly held 51,450 Shares in the form of ADSs pursuant to the exercise of Options granted.

Sen Rong is not considered as a Disinterested Holder for the purpose of the Proposal and the Scheme having taken into account the Call Options arrangement, and, accordingly, the vote of Sen Rong will not be counted as a vote of a Disinterested Holder in determining whether the requirements under Condition (b) under the section headed “Conditions of the Proposal” (as required under Rule 2.10 of the Takeovers Code) are satisfied.

6. Other than the indirect interests in the Shares held by Mr. Wenwei Dou and Ms. Wenjun Wang (as set out in note 3 above), no other Directors hold any Shares.
7. Lanbang is a company incorporated in the British Virgin Islands and is interested in the 41,567,790 Shares represented by 1,385,593 ADSs. Lanbang is directly held by Mr. Jingkui Shi and Mr. Xuelian Yang as to 50% and 50%. Each of Mr. Jingkui Shi and Mr. Xuelian Yang has granted an option to An Ke Technology to purchase up to 100% of his shares in Lanbang (“**Lanbang Offshore Call Options**”). Each shareholder of Lanbang is entitled to his voting and other rights in Lanbang prior to An Ke Technology’s exercise of the Lanbang Offshore Call Options. The Lanbang Offshore Call Options are exercisable, in whole or in part, during the period commencing on 1 November 2024 and ending on 31 October 2034. Such ten-year period may be extended by An Ke Technology by written notice.

Lanbang is not considered as a Disinterested Holder for the purpose of the Proposal and the Scheme having taken into account the Lanbang Offshore Call Options arrangement, and, accordingly, the vote of Lanbang will not be counted as a vote of a Disinterested Holder in determining whether the requirements under Condition (b) under the section headed “Conditions of the Proposal” (as required under Rule 2.10 of the Takeovers Code) are satisfied.

8. The Shares are held by the Trustee on trust for grantees under the Stock Incentive Plan. As at the Latest Practicable Date, the Trustee held 77,131,997 Shares, amongst which 22,528,895 Shares are to be used to settle the Options and PSUs granted (whether vested or unvested) to eligible participants and the remaining 54,603,102 Shares are to be used to settle future grants of awards (if any). Further details are set out in the section headed “Stock Incentive Plan” in this joint announcement. The Shares held by the Trustee will form part of the Scheme Shares and be cancelled upon the Scheme becoming effective.

The Trustee has undertaken in the trust deed between the Company and the Trustee that it shall not exercise any voting rights in respect of the Shares held by it. Accordingly, the Trustee shall not exercise the voting rights attached to the Shares held by it. Such 77,131,997 Shares held by the Trustee will not be voted at the Court Meeting or the Extraordinary General Meeting notwithstanding that such Shares form part of the Scheme Shares. For the avoidance of doubt, the Trustee is not considered as a Disinterested Holder for the purpose of the Proposal and the Scheme having taken into account that although the Trustee is not controlled by the Offeror Concert Party, as its principal purpose is to hold Shares for the sole purpose of satisfying the awards under the Stock Incentive Plan, which is administered and managed by the Board, any Director, committee or any other person designated by the Board.

9. Morgan Stanley is the financial adviser to the Offeror in connection with the Proposal. Accordingly, members of the Morgan Stanley group (i.e. Morgan Stanley and persons controlling, controlled by or under the same control as Morgan Stanley) which hold Shares on their own account or on a discretionary managed basis are presumed to be acting in concert with the Offeror in relation to the Company in accordance with class 5 of the definition of “acting in concert” under the Takeovers Code (except in respect of Shares held by exempt principal traders or exempt fund managers). Where applicable, details of holdings, borrowings or lendings of, and dealings in, the Shares or options or derivatives in respect of such Shares by the Morgan Stanley group will be obtained as soon as possible after the Announcement Date and (if applicable) disclosed in accordance with Note 1 to Rule 3.5 of the Takeovers Code. Exempt principal traders which are connected for the sole reason that they are under the same control as Morgan Stanley are not presumed to be acting in concert with the Offeror. However, Shares held by members of the Morgan Stanley group 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).
10. Scheme Shares are the Shares held by the Shareholders, other than the Offeror.
11. Numbers may not add up to 100% due to rounding.
12. On the assumption that there is no other change in the shareholding of the Company before completion of the Proposal. Under the Scheme, the Scheme Shares will be cancelled and extinguished, and contemporaneously with such cancellation and extinguishment, the issued share capital of the Company will be restored to its former amount by the issuance at par to the Offeror, credited as fully paid, of the same number of Shares as is equal to the number of Scheme Shares cancelled and extinguished. The reserve created in the Company’s books of account as a result of the cancellation of the Scheme Shares will be applied in paying up in full the new Shares so issued to the Offeror.

NON-BINDING LETTER OF SUPPORT

On 15 May 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 7.99% of the issued share capital of the Company held by the Disinterested Holders respectively as at the date of this joint announcement, and all the Shares held by M&G as at the date of this joint announcement), confirming its 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.

The Non-binding Letter of Support indicates M&G's support of, and 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 to maintain a level of liquidity during the offer period, such that M&G has flexibility to deal in the Shares held by it during the offer period. The Non-binding Letter of Support is not intended to create legally binding obligations on M&G 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.

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.

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 the senior legal manager of the Legal and Compliance Department of Ping An Group and holds directorship in various subsidiaries of Ping An Group; 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 and have declared their respective interest to the Board accordingly.

INDEPENDENT FINANCIAL ADVISER

The Independent Financial Adviser will be appointed by the Board with the approval of the Independent Board Committee in due course to advise the Independent Board Committee on the Proposal pursuant to Rule 2.1 of the Takeovers Code. A further announcement will be made after the appointment of the Independent Financial Adviser.

REASONS FOR AND BENEFITS OF THE PROPOSAL

Benefits of the Proposal to the Scheme Shareholders:

The Proposal provides Scheme Shareholders with an opportunity to realize their investment at a significant premium over recent market prices. The Cancellation Price of HK\$2.068 for each Scheme Share represents a premium of approximately 72.33% over the closing price of HK\$1.200 per Share as quoted on the Stock Exchange on 27 February 2025 (being the last trading day prior to 28 February 2025 when there were irregular trading volumes and price movements in the Shares), and a premium of approximately 131.66%, 160.72% and 223.23% over the average closing price of approximately HK\$0.893, HK\$0.793 and HK\$0.640 per Share for the 30, 60 and 180 trading days up to and including 27 February 2025, respectively. It also represents 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, and a premium of approximately 29.63%, 34.01% and 117.91% over the average closing price of approximately HK\$1.595, HK\$1.543 and HK\$0.949 per Share for the 30, 60 and 180 trading days up to and including the Last Trading Day, respectively. For ADS holders, the Cancellation Price of approximately US\$7.976 per ADS represents a premium of approximately 83.42% over the closing price of US\$4.349 per ADS as quoted on the NYSE on 27 February 2025, and a premium of approximately 136.41%, 168.41% and 251.89% over the average closing price of approximately US\$3.374, US\$2.972 and US\$2.267 per ADS for the 30, 60 and 180 trading days up to and including 27 February 2025, respectively. It also represents a premium of approximately 20.67% over the closing price of US\$6.610 per ADS as quoted on the NYSE on the trading day immediately prior to the Last Trading Day, and a premium of approximately 29.75%, 31.22% and 118.77% over the average closing price of approximately US\$6.147, US\$6.079 and US\$3.646 per ADS for the 30, 60 and 180 trading days up to and including the trading day immediately prior to the Last Trading Day, respectively.

The Company's share price has been depressed for a prolonged period, with the ADS price having declined by more than 95% since its NYSE listing in 2019, partly due to structurally low levels of liquidity, diminished investor sentiment along with scarcity of broker coverage. Furthermore, trading liquidity in the Shares of the Company on the Stock Exchange has been low since the listing by introduction of the Shares of the Company in 2022, maintaining an average daily volume of 272,862 Shares per day for the period from 4 July 2022 up to and including 3 July 2023, to 230,330 Shares per day for the period from 2 January 2024 up to and including 31 December 2024. The lack of liquidity limits the attractiveness of the Shares for market participants and impacts both its price as well as Shareholders' ability to purchase and sell a significant quantity of Shares without adversely impacting the price.

Given the long-term weak share price performance, low liquidity, and limited market interest, the Proposal presents an attractive opportunity for Scheme Shareholders to exit their investment on favorable terms.

Benefits of the Proposal to the Company:

The Company was spun off from the Ping An Group in 2019, with a vision to provide its technology solutions and digital infrastructure to broader financial institutional clients and gradually reducing its revenue concentration from the Ping An Group. While the Company remains committed to this long-term goal, significant macro and sector headwinds in recent years have negatively impacted its performance and hindered the viability of achieving this objective.

There is downward pressure on the profitability of some of its largest customers and third-party banks, which caused a cool-down in credit activity and reduced IT budgets. In addition, the Company continues to face increasingly intense competition from domestic traditional IT vendors and Internet companies. All of these factors have served to stifle the growth of the Company's third-party business. Revenue from third parties has remained relatively low since 2021, with the majority of the revenue contribution of the Group continuing to come from Ping An Group and its affiliates. To date, the Company has not been able to meaningfully expand its third-party revenue. It remains highly dependent on revenues received from Ping An Group and its affiliates and continues to operate as a captive company of Ping An Group.

Partly due to a series of inorganic growth initiatives and investment decisions that proved ineffective, including the acquisition of an asset-liability management platform which has continued to be loss making, the Company's financial performance has been deteriorating in recent years, including a decline in revenue and a deficit in cash flow from operations in 2023 and 2024. While the Company has already implemented restructuring initiatives to refocus on its core operations, including disposing its virtual banking business in Hong Kong and implementing cost control measures, substantive positive impact has been rather limited in the third and fourth quarter in 2024. As such, the Company believes that a significant amount of time and additional investment in resources along with the rollout of new strategic initiatives, is necessary to fully turnaround the business and realize its goals.

The Company remains committed to 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. The Company remains committed to becoming a leader in financial technology and artificial intelligence, concentrating on financial institution customers while expanding its ecosystem and overseas footprint. Importantly, the Company plans to continue with investment in research and development, business know-how, and customer insights to expand customer base over the long term and boost third-party revenue growth.

As a substantial shareholder of the Company, the Offeror is also committed to these long-term goals and believes that these initiatives entail significant operational risk and are best implemented as a private company. The execution of these initiatives also requires significant funding, and the Company's limited trading liquidity and depressed valuation adversely impacts its ability to raise new capital. Once the Company becomes a wholly-owned subsidiary, the Offeror plans to contribute additional financial resources and further integrate the Company with the broader Ping An Group ecosystem.

INFORMATION ON THE COMPANY

The Group is a technology-as-a-service provider for the financial services industry in China with an expanding international presence. The Company provides integrated technology solutions to financial institutional customers in both the PRC and overseas, including digital banking solutions and digital insurance solutions. As of 31 December 2024, the Company has expanded its overseas presence to 20 countries and territories, including the Southeast Asian region. The Company also provides digital infrastructure for financial institutions through the Gamma Platform, which is a business segment of the Company and serves as a foundation for digital transformation through "AI + Data" integration, empowering financial institutions and overseas regulatory agency customers to optimize operational efficiency. The Company's solutions and platform help financial institutions expedite their digital transformation and ensure their sustainability.

INFORMATION ON THE OFFEROR AND PING AN GROUP

The Offeror is a company incorporated in the British Virgin Islands with limited liability, and an indirect wholly-owned subsidiary of Ping An Group. The principal activity of the Offeror is investment holding. It is a controlling shareholder of the Company.

Ping An Group is a company established as a joint stock company under the laws of PRC on 21 March 1988. The business of Ping An Group and its subsidiaries covers insurance, banking, investment, finance technology, medical technology and other sectors. It is listed on the Shanghai Stock Exchange (stock code: 601318) and the Stock Exchange (stock code: 2318 (HKD counter) and 82318 (RMB counter)). It is a controlling shareholder of the Company.

WITHDRAWAL OF LISTING OF 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 Deposit Agreement, terminate the registration of the Shares under the Exchange Act and suspend the Company's reporting obligations under the Exchange Act.

The Scheme Shareholders will be notified by way of an announcement of the exact date of the last day for dealing in the Shares and ADSs, and on which the Scheme and the withdrawal of the listing of the Shares on the Stock Exchange and of the ADSs on the NYSE will become effective. A detailed timetable of the Scheme will be included in the Scheme Document, which will also contain, inter alia, further details of the Scheme.

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.

OVERSEAS SHAREHOLDERS

The making and implementation of the Proposal to Scheme Shareholders who are not resident in Hong Kong may be subject to the laws of the relevant jurisdictions in which such Scheme Shareholders are located. Such Scheme Shareholders should inform themselves about and observe any applicable legal, tax or regulatory requirements.

It is the responsibility of any overseas Scheme Shareholders wishing to take any action in relation to the Proposal to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.

Any acceptance by Scheme Shareholders will be deemed to constitute a representation and warranty from such persons to the Offeror and the Company and their respective advisers (including Morgan Stanley) that those laws and regulatory requirements have been complied with. If you are in doubt as to your position, you should consult your professional advisers.

In the event that the despatch of the Scheme Document to overseas Scheme Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the directors of the Offeror or the Company regard as unduly onerous or burdensome (or otherwise not in the best interests of the Offeror or the Company or their respective shareholders), the Scheme Document may not be despatched to such overseas Scheme Shareholders. For that purpose, the Company will apply for a waiver pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Any such waiver will only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Scheme Document to such overseas Scheme Shareholders. In granting the waiver, the Executive will be concerned to see that all material information in the Scheme Document is made available to such overseas Scheme Shareholders.

TAXATION ADVICE

Scheme Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of the Proposal. It is emphasised that none of the Offeror, the Offeror Concert Parties, the Company and Morgan Stanley or any of their respective directors, officers or associates or any other person involved in the Proposal accepts responsibility (other than in respect of themselves, if applicable) for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Proposal.

SCHEME SHARES, COURT MEETING AND EXTRAORDINARY GENERAL MEETING

As at the Announcement Date, the Offeror holds in aggregate 353,077,356 Shares. As the Offeror is not Scheme Shareholder, 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.

As at the Announcement Date, (i) Ping An Overseas was interested in aggregate 22,687,368 Shares, representing approximately 1.94% of the total number of issued Shares; (ii) Sen Rong was interested in aggregate 188,061,642 Shares, representing approximately 16.07% of the total number of issued Shares; (iii) Rong Chang was interested in aggregate 197,015,946 Shares, representing approximately 16.84% of the total number of issued Shares; (iv) Lanbang was interested in aggregate 41,567,790 Shares, representing approximately 3.55% of the total number of issued Shares; and (v) the Trustee was interested in aggregate 77,131,997 Shares, representing approximately 6.59% of the total number of issued Shares. Such Shares held by Ping An Overseas, Sen Rong, Rong Chang, Lanbang and the Trustee will form part of the Scheme Shares and will be cancelled upon the Scheme becoming effective. Each of Ping An Overseas, Sen Rong, Rong Chang, Lanbang and the Trustee will, and will undertake to the Grand Court to, abstain from voting on the Scheme at the Court Meeting with respect to Conditions (a) and (b) only.

As such, as at the Announcement Date, all other Scheme Shareholders are Disinterested Holders, and the Scheme Shares held by such Disinterested Holders are entitled to be voted on the Scheme at the Court Meeting.

All Shareholders and ADS Holders (by instructing the Depository to vote in accordance with the Deposit Agreement) will be entitled to attend the Extraordinary General Meeting and vote on the special resolution to: (i) approve and give effect to any 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) contemporaneously therewith 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: (i) approve and give effect to any 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) contemporaneously therewith 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.

For the avoidance of doubt, as noted in the section headed “Shareholding Structure of the Company” in this joint announcement, Shares held by members of the Morgan Stanley group 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, the Trustee shall not exercise the voting rights attached to the Shares held by it, and accordingly, the 77,131,997 Shares held by the Trustee will not be voted at the Court Meeting or the Extraordinary General Meeting notwithstanding that such Shares form part of the Scheme Shares.

Note to U.S. Investors

The transaction under the Proposal constitutes a “going private transaction” subject to the heightened disclosure requirements under Rule 13e-3 under the Exchange Act. As required under Rule 13e-3, a Schedule 13E-3 in compliance with U.S. disclosure requirements, including the Scheme Document attached as an exhibit, will be filed with the SEC, and the Scheme Document will be disseminated to Shareholders and the ADS Holders.

The Offeror proposes to implement the transaction through a scheme of arrangement under the Companies Act after considering compliance with regulatory requirements under both U.S and Hong Kong. To comply with the Takeovers Code, under the Proposal, the scheme of arrangement must be approved by at least 75% of the votes attaching to the disinterested shares cast at a duly convened meeting, with the additional requirement that the number of votes cast against the resolution must not exceed 10% of the votes attaching to all disinterested shares.

Shareholders do not have dissenters' rights in connection with a scheme under the Companies Act. However, a scheme of arrangement requires the Grand Court's approval, representing an additional layer of scrutiny that serves as a safeguard for protecting minority shareholders. The Grand Court may decline to convene the Court Meeting(s) and/or to sanction the Scheme if it is not satisfied, among others, that the scheme class(es) is/are properly constituted, that the outcome fairly reflects the views of the holders of scheme shares as a whole or that the holders of scheme shares were acting bona fide. In addition, the holders of scheme shares retain the right to appear at the court hearing where the petition to sanction the scheme will be considered.

The Takeovers Code also requires the formation of the Independent Board Committee by the Company. The Independent Board Committee, comprising all non-executive directors, will 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.

Further details regarding the Scheme will be set forth in the Schedule 13E-3 to be filed with the SEC and including the Scheme Document as an exhibit. The Scheme Document will be disseminated to Shareholders and ADS Holders in accordance with applicable requirements.

COSTS OF THE SCHEME

If the Independent Board Committee or the Independent Financial Adviser does not recommend the Proposal, and the Scheme is not approved, all expenses incurred by the Company in connection therewith shall be borne by the Offeror in accordance with Rule 2.3 of the Takeovers Code.

GENERAL

The Offeror has appointed Morgan Stanley as its financial adviser in connection with the Proposal.

The Scheme Shareholders are reminded to carefully read the Scheme Document, the letter of advice from the Independent Financial Adviser and the letter from the Independent Board Committee to the Disinterested Holders contained therein before making a decision.

As at the date of this joint announcement:

- (a) save as disclosed in the section headed "Shareholding Structure of the Company" above, neither the Offeror nor any Offeror Concert Party owns, controls or has direction over any Shares, convertible securities, warrants or options in the Company;
- (b) neither the Offeror nor any Offeror Concert Party has entered into any outstanding derivative in respect of the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (c) neither the Offeror nor any Offeror Concert Party has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company;
- (d) save for the Non-Binding Letter of Support, no irrevocable commitment to vote for or against the Scheme has been received by the Offeror or the Offeror Concert Parties;

- (e) other than the Cancellation Price for each Scheme Share payable under the Scheme, the Offeror or the Offeror Concert Parties have not paid and will not pay any other consideration, compensation or benefit in whatever form to the Scheme Shareholders or persons acting in concert with them in connection with the Scheme Shares;
- (f) save for the Non-Binding Letter of Support, the Proposal and the Scheme, there are no arrangements (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Proposal and the Scheme;
- (g) save for the Non-Binding Letter of Support, there are no agreements or arrangements to which the Offeror is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a Pre-Condition or a Condition to the Proposal and the Scheme;
- (h) save for the Non-Binding Letter of Support, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder; and (ii) (x) the Offeror and the Offeror Concert Parties, or (y) the Company or the Company's subsidiaries or associated companies;
- (i) save for the Non-Binding Letter of Support, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror or any of the Offeror Concert Parties on the one hand, and the Scheme Shareholders and persons acting in concert with any of them on the other hand; and
- (j) save for the dealings in the Shares by Morgan Stanley which are conducted on a non-discretionary basis for and on behalf of its clients, none of the Offeror and the Offeror Concert Parties has dealt for value in any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares during the six months prior to and up to and including the Announcement Date.

DESPATCH OF SCHEME DOCUMENT

The Scheme Document containing, among others: (i) further details of the Proposal and the Scheme; (ii) the expected timetable in relation to the Proposal and the Scheme; (iii) an explanatory memorandum as required under the Companies Act and the rules of the Grand Court; (iv) information regarding the Company; (v) recommendations from the Independent Board Committee with respect to the Proposal and the Scheme, and the letter of advice from the Independent Financial Adviser; and (vi) a notice of the Court Meeting and a notice of the Extraordinary General Meeting, together with forms of proxy in relation thereto, will be despatched to the Shareholders as soon as practicable and in compliance with the requirements of the Takeovers Code, the Companies Act, the Grand Court and other applicable laws and regulations.

DISCLOSURE OF DEALINGS

Associates of the Offeror and the Company (as defined in the Takeovers Code, including shareholders holding 5% or more of the relevant securities (as defined in paragraphs (a) to (d) in Note 4 to Rule 22 of the Takeovers Code) of any of the Offeror and the Company) are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code during the offer period.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

PRECAUTIONARY LANGUAGE REGARDING FORWARD-LOOKING STATEMENTS

This joint announcement includes certain “forward-looking statements”. These statements are based on the current expectations of the management of the Offeror and/or the Company (as the case may be) and are naturally subject to uncertainty and changes in circumstances. The forward-looking statements contained in this joint announcement include statements about the expected effects on the Company of the Proposal, the expected timing and scope of the Proposal, and all other statements in this joint announcement other than historical facts.

Forward-looking statements include, without limitation, statements typically containing words such as “intends”, “expects”, “anticipates”, “targets”, “estimates”, “envisages” and words of similar import. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, the satisfaction of the conditions to the Proposal, as well as additional factors, such as general, social, economic and political conditions in the countries in which the Offeror and/or the Group operate or other countries which have an impact on the Offeror and/or the Group’s business activities or investments, interest rates, the monetary and interest rate policies of the countries in which the Offeror and/or the Group operate, inflation or deflation, foreign exchange rates, the performance of the financial markets in the countries in which the Offeror and/or Group operate and globally, changes in domestic and foreign laws, regulations and taxes, changes in competition and the pricing environments in the countries in which the Offeror and/or Group operate and regional or general changes in asset valuations. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements.

All written and oral forward-looking statements attributable to the Offeror, the Company or persons acting on behalf of any of them are expressly qualified in their entirety by the cautionary statements above. The forward-looking statements included herein are made only as of the Announcement Date.

Shareholders and ADS Holders will be informed of any new material information of the Company as soon as possible in accordance with Rule 9.1 of the Takeovers Code.

DEFINITIONS

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“ADS Holders”	holders of ADSs
“ADS(s)”	American Depositary Shares of the Company, with each ADS representing thirty (30) Shares
“Announcement Date”	15 May 2025, being the date of this joint announcement
“associates”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of directors of the Company
“Cancellation Price”	the cancellation price of HK\$2.068 per Scheme Share payable in cash by the Offeror to the Scheme Shareholders pursuant to the Scheme
“Companies Act”	the Companies Act (2025 Revision) of the Cayman Islands and any amendment or revision thereto
“Company”	OneConnect Financial Technology Co., Ltd. (壹賬通金融科技有限公司), a limited liability company incorporated in the Cayman Islands listed on the NYSE (stock ticker: OCFT) and the Stock Exchange (stock code: 6638)
“Conditions”	the conditions to the implementation of the Proposal as set out in the section headed “Conditions of the Proposal” of this joint announcement
“Court Meeting”	a meeting of the Scheme Shareholders to be convened at the direction of the Grand Court at which the Scheme (with or without modification) will be voted upon, or any adjournment thereof. For the avoidance of doubt, only the Disinterested Holders are entitled to vote on the Scheme at the Court Meeting
“Deposit Agreement”	the Deposit Agreement, dated as of 12 December 2019, by and among the Company, the Depositary and all holders and beneficial owners of ADSs, as amended by the Amendment No.1, dated on or around 11 November 2022, by and among the same, as from time to time further amended.
“Depositary”	JPMorgan Chase Bank, N.A., the depositary bank for the ADSs

“Director(s)”	the director(s) of the Company
“Disinterested Holder(s)”	Shareholder(s) other than the Offeror, the Offeror Concert Parties, Sen Rong, Rong Chang, Lanbang and the Trustee
“Exchange Act”	the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, as in effect from time to time
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate thereof
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened for the purpose of voting on, among other things, the reduction of the share capital of the Company and its increase immediately thereafter
“Grand Court”	the Grand Court of the Cayman Islands
“Group”	the Company and its subsidiaries and consolidated affiliated entities
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company established by the Board to make a recommendation to the Disinterested Holders in respect of the Proposal and the Scheme
“Independent Financial Adviser”	the independent financial adviser to the Independent Board Committee to be appointed by the Board with the approval of the Independent Board Committee in due course
“IT”	information technology
“Last Trading Day”	15 May 2025, being the last trading day prior to the issue of this joint announcement
“Last Undisturbed Day”	27 February 2025, being the last trading day prior to 28 February 2025 when there were irregular trading volumes and price movements in the Shares
“Latest Practicable Date”	13 May 2025, being the latest practicable date for ascertaining certain information contained in this joint announcement

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30 June 2026, or such other date as the Company and the Offeror may agree or, to the extent applicable, as the Grand Court may direct and in all cases, as permitted by the Executive
“Meeting Record Date”	the appropriate record date to be announced for determining the entitlement of the Shareholders to attend and vote at the Court Meeting and at the Extraordinary General Meeting
“Morgan Stanley”	Morgan Stanley Asia Limited, a company incorporated in Hong Kong with limited liability and licensed under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, the financial adviser to the Offeror in connection with the Proposal
“Net Tangible Asset Value Attributable To The Shareholders”	the value of total net assets less non-controlling interests and intangible assets of the Company. The Net Tangible Asset Value Attributable To The Shareholders per Share in Hong Kong dollars is calculated using an exchange rate of HK\$1 to RMB0.92604 as at 31 December 2024
“Non-binding Letter of Support”	the non-binding letter of support given by M&G Investments Limited to Offeror as of Announcement Date as further set out in the section headed “Nonbinding Letter of Support”
“NYSE”	the New York Stock Exchange
“Offeror” or “Bo Yu”	Bo Yu Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of Ping An Group
“Offeror Concert Party(ies)”	parties acting in concert or presumed to be acting in concert with the Offeror under the definition of “acting in concert” under the Takeovers Code (which, for the avoidance of doubt, except any exempt principal traders or any exempt fund managers, in each case recognised by the Executive as such for the purpose of the Takeovers Code)
“Options”	the options granted by the Company pursuant to the Stock Incentive Plan
“Ping An Group”	Ping An Insurance (Group) Company of China, Ltd. (中國平安保險(集團)股份有限公司), a company established as a joint stock company under the laws of the People’s Republic of China and listed on the Shanghai Stock Exchange (stock code: 601318) and the Stock Exchange (stock code: 2318 (HKD counter) and 82318 (RMB counter))

“Ping An Overseas”	China Ping An Insurance Overseas (Holdings) Limited (中國平安保險海外(控股)有限公司), a company with limited liability incorporated in Hong Kong, directly wholly-owned by Ping An Group
“PRC”	the People’s Republic of China, but for the purpose of this joint announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Pre-Condition”	the pre-condition to the implementation of the Proposal as set out in the section headed “Pre-Condition of the Proposal” of this joint announcement
“Pre-Condition Long Stop Date”	30 September 2025, or any other date as may be agreed by the Offeror and the Company and as permitted by the Executive under the Takeovers Code
“Proposal”	the proposal for the privatisation of the Company by the Offeror by way of the Scheme on the terms and subject to the Pre-Condition and the conditions set out in this joint announcement and to be set out in the Scheme Document
“PSUs”	the performance share units granted by the Company pursuant the Stock Incentive Plan
“Record Date”	the appropriate record date to be announced for determining entitlements of the holders of Scheme Shares to receive the Cancellation Price under the Scheme
“Relevant Authorities”	appropriate governments and/or governmental bodies, regulatory bodies, courts or institutions
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme”	a scheme of arrangement under Section 86 of the Companies Act involving the cancellation of all the Scheme Shares for the implementation of the Proposal and the restoration of the issued share capital of the Company to the amount immediately before the cancellation of the Scheme Shares
“Scheme Document”	the composite scheme document of the Company and the Offeror to be issued to all Shareholders containing, inter alia, further details of the Proposal together with the additional information specified in the section of this joint announcement headed “Despatch of Scheme Document” above
“Scheme Share(s)”	Share(s) held by the Shareholders, including Shares represented by the ADSs, other than the Shares held by the Offeror
“Scheme Shareholder(s)”	holder(s) of Scheme Shares as at the Record Date

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of a par value of US\$0.00001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Stock Incentive Plan”	the Stock Incentive Plan adopted by the Company in November 2017, amended and restated in September 2019 and September 2020, and amended from time to time, under which the Company has the discretion to grant options, performance share units or other share-based awards to eligible participants
“Takeovers Code”	The Code on Takeovers and Mergers in Hong Kong
“Trustee”	Computershare Hong Kong Trustees Limited, the trustee appointed by the Company to facilitate operation of the Stock Incentive Plan
“Trustee Held Awarded Shares”	Shares held by the Trustee that correspond to the Options and PSUs (whether vested or unvested) granted under the Stock Incentive Plan
“Trustee Held Pool Shares”	Shares held by the Trustee that are not Trustee Held Awarded Shares
“trading day”	a day on which the Stock Exchange is open for the business of dealings in securities
“United States” or “US”	the United States of America, its territories and possessions, any State of the United States and the District of Columbia
“%”	per cent.

For the purpose of this joint announcement, the conversion of US\$ into HK\$ is based on the exchange rate of US\$1 = HK\$7.7781 for illustration purpose.

By order of the board of directors of
Bo Yu Limited
Ms. Yanmei Dong
Director

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and
Chief Executive Officer

Hong Kong, 15 May 2025

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

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

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

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

As at the date of this joint announcement, the board of directors of the Company comprises Mr. Chen Danyang as the executive director, Mr. Michael Guo, Ms. Fu Xin, Mr. Dou Wenwei and Ms. Wang Wenjun as the non-executive directors and Dr. Zhang Yaolin, Mr. Pu Tianruo, Mr. Chow Wing Kin Anthony and Mr. Ip Koon Wing Ernest as the independent non-executive directors.

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

Where the English and the Chinese texts conflict, the English text prevails.

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

FORM 6-K

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

For the month of May 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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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<u>Exhibit 99.1</u>	<u>Announcement on the Stock Exchange of Hong Kong — Appointment of Independent Financial Adviser</u>
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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: May 16, 2025

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



OneConnect Financial Technology Co., Ltd.
壹賬通金融科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcement (the “**Joint Announcement**”) dated May 15, 2025 jointly issued by Bo Yu Limited (“**Bo Yu**”) and OneConnect Financial Technology Co., Ltd. (the “**Company**”) in relation to, among other things, proposed privatization of the Company by way of a scheme of arrangement under Section 86 of the Companies Act. Save as otherwise defined herein, terms used in this announcement shall have the same meanings as given to them in the Joint Announcement.

This announcement is made pursuant to Rule 2.1 of the Takeovers Code.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that Gram Capital Limited, being a corporation licensed to carry out Type 6 (Advising on Corporate Finance) regulated activity under the SFO, has been appointed as the independent financial adviser (“**Gram Capital**”) to advise the Independent Board Committee in connection with the Proposal and the Scheme, in particular, as to whether the Proposal and the Scheme are, or are not, fair and reasonable and as to whether such Disinterested Holders should vote for or against the Scheme and related matters. The appointment of Gram Capital has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code.

The letter of advice from Gram Capital to the Independent Board Committee will be included in the Scheme Document to be despatched to the Shareholders.

WARNING: Shareholders, holders of ADSs and potential investors of the Company should be aware that the Indicative Proposal is non-binding in nature, and may or may not proceed, and if it does proceed, the terms of any such Indicative Proposal are at this stage uncertain. Shareholders, holders of ADSs and potential investors are advised to exercise caution when dealing in the Shares, ADSs and/or other 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 advisors.

By Order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and Chief Executive Officer

Hong Kong, May 16, 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Mr. Michael Guo, Ms. Xin Fu, Mr. Wenwei Dou and Ms. Wenjun Wang as the non-executive directors and Dr. Yaolin Zhang, Mr. Tianruo Pu, Mr. Wing Kin Anthony Chow and Mr. Koon Wing Ernest Ip as the independent non-executive directors.

All Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.

Where the English and the Chinese texts conflict, the English text prevails.

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

FORM 6-K

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

For the month of May 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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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<u>Exhibit 99.1</u>	<u>Announcement — Date of Board Meeting</u>
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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: May 16, 2025

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OneConnect Financial Technology Co., Ltd.
壹賬通金融科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

DATE OF BOARD MEETING

The board of directors (the “**Board**”) of OneConnect Financial Technology Co., Ltd. (the “**Company**”) announces that a meeting of the Board will be held on Wednesday, May 28, 2025 for the purpose of, inter alia, considering and approving the unaudited quarterly results of the Company and its subsidiaries and consolidated affiliated entities for the three months ended March 31, 2025, and its publication.

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and Chief Executive Officer

Hong Kong, May 16, 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Mr. Michael Guo, Ms. Xin Fu, Mr. Wenwei Dou and Ms. Wenjun Wang as the non-executive directors and Dr. Yaolin Zhang, Mr. Tianruo Pu, Mr. Wing Kin Anthony Chow and Mr. Koon Wing Ernest Ip as the independent non-executive directors.

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

FORM 6-K

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

For the month of May 2025

Commission File Number: 001-39147

ONECONNECT FINANCIAL TECHNOLOGY CO., LTD.

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No. 5033 Yitian Road, Futian District
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(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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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<u>Exhibit 99.1</u>	<u>OneConnect Announces First Quarter 2025 Unaudited Financial Results</u>
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<u>Exhibit 99.2</u>	<u>Announcement — Inside Information Unaudited Financial Results for the First Quarter Ended March 31, 2025 and Overseas Regulatory Announcement</u>
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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: May 28, 2025

OneConnect Announces First Quarter 2025 Unaudited Financial Results

SHENZHEN, China — (PRNewswire) — OneConnect Financial Technology Co., Ltd. (“OneConnect” or the “Company”) (NYSE: OCFT and HKEX: 6638), a leading technology-as-a-service provider for the financial services industry in China, today announced its unaudited financial results for the first quarter ended March 31, 2025.

First Quarter 2025 Financial Highlights

- Revenue from continuing operations¹ was RMB368 million, compared to RMB723 million during the same period last year.
- Gross margin of continuing operations was 28.5%, compared to 37.7% during the same period last year.
- Loss from continuing operations attributable to shareholders was RMB38 million, compared to RMB54 million during the same period last year. Net margin of continuing operations to shareholders was -10.4%, compared to -7.4% during the same period last year.
- Loss from continuing operations per basic and diluted ADS was RMB-1.06, compared to RMB-1.48 during the same period last year.

¹ As previously reported, 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 on April 2, 2024. As a result of the disposal, the historical financial results of the Virtual Banking Business segment are now reflected as “discontinued operations” in the Company’s condensed consolidated financial information and the historical financial results of the remaining business of the Company are now reflected as “continuing operations” in the Company’s condensed consolidated financial information for the first quarter ended March 31, 2025, and comparative information has been restated accordingly.

**In RMB'000, except percentages
and per ADS amounts**

In RMB'000, except percentages and per ADS amounts	Three Months Ended		YoY
	March 31		
	2025	2024	
Continuing operations			
Revenue			
Revenue from Ping An Group and Lufax ¹	157,542	480,052	-67.2%
Revenue from third-party customers ²	210,236	243,218	-13.6%
Total	367,778	723,270	-49.2%
Gross profit	104,914	272,403	
Gross margin ⁴	28.5%	37.7%	
Operating loss	(56,263)	(66,348)	
Operating margin ⁴	-15.3%	-9.2%	
Loss from continuing operations attributable to shareholders	(38,362)	(53,696)	
Net margin of continuing operations to shareholders ⁴	-10.4%	-7.4%	
Loss from continuing operations per ADS ³ , basic and diluted	(1.06)	(1.48)	
Loss from continuing and discontinued operations attributable to shareholders	(38,362)	(104,334)	
Net margin of continuing and discontinued operations to shareholders ⁴	-10.4%	-14.4%	
Loss from continuing and discontinued operations per ADS, basic and diluted	(1.06)	(2.87)	

¹ Reference is made to the announcement made by Ping An Group on October 21, 2024. Lufax became a subsidiary of Ping An Group on July 30, 2024. Therefore, the Company's revenue from Ping An Group shown in this table included revenue from Lufax since July 30, 2024. Revenue from Lufax for the quarter ended March 31, 2024 was approximately RMB58 million.

² 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.

³ In RMB. Each ADS represents 30 ordinary shares.

⁴ Gross margin from is calculated as gross profit divided by total revenue for the period. Operating margin is calculated as operating profit/(loss) divided by total revenue for the period. Net margin to shareholders is calculated as the profit/(loss) attributable to shareholders divided by total revenue for the period.

Revenue from Continuing Operations Breakdown

In RMB'000, except percentages	Three Months Ended March 31		YoY
	2025	2024	
Implementation	142,952	157,459	-9.2%
Transaction-based and support revenue			
Business origination services	5,237	12,835	-59.2%
Risk management services	55,105	65,483	-15.8%
Operation support services	121,708	134,062	-9.2%
Cloud services platform	1,692	318,307	-99.5%
Post-implementation support services	19,925	14,921	33.5%
Others	21,159	20,203	4.7%
Sub-total for transaction-based and support revenue	224,826	565,811	-60.3%
Total Revenue from Continuing Operations	367,778	723,270	-49.2%

Revenue from continuing operations was RMB368 million in the first quarter of 2025, a decrease of 49.2% from RMB723 million during the same period last year, primarily due to a decrease of RMB317 million in revenue from cloud services platform. Implementation revenue was RMB143 million in the first quarter of 2025, a decrease of 9.2% from RMB157 million during the same period last year, mainly due to a decrease in demand for implementation of financial services systems in China. Revenue from business origination services was RMB5 million in the first quarter of 2025, a decrease of 59.2% from RMB13 million during the same period last year, primarily due to a decrease in transaction volumes from loan origination systems under digital credit management solutions. Revenue from risk management services was RMB55 million in the first quarter of 2025, a decrease of 15.8% from RMB65 million during the same period last year, mainly due to a decrease in transaction volumes from banking related risk analytic solutions. Revenue from operation support services was RMB122 million in the first quarter of 2025, a decrease of 9.2% from RMB134 million during the same period last year, primarily due to decreased revenue from AI customer service solution. Revenue from cloud services platform was RMB2 million in the first quarter of 2025, a decrease of 99.5% from RMB318 million during the same period last year, primarily due to the strategic phasing out of the cloud services since July 2024, details of which were previously disclosed in our announcement dated July 11, 2024 regarding an update on our business operations. Revenue from post-implementation support services was RMB20 million in the first quarter of 2025, an increase of 33.5% from RMB15 million during the same period last year, primarily due to increased demand for our post- implementation support services from our overseas customers.

In RMB'000, except percentages	Three Months Ended March 31		YoY
	2025	2024	
Digital Banking segment	103,973	161,553	-35.6%
Digital Insurance segment	142,601	131,886	8.1%
Gamma Platform segment	121,204	429,830	-71.8%
Total Revenue from Continuing Operations	367,778	723,270	-49.2%

Revenue from Gamma Platform segment was RMB121 million in the first quarter of 2025, a decrease of 71.8% from RMB430 million during the same period last year, primarily due to the strategic phasing out of cloud services. Revenue from Digital Banking segment was RMB104 million in the first quarter of 2025, a decrease of 35.6% from RMB162 million during the same period last year, mainly due to a decrease in transaction volumes from business origination and risk management services. Revenue from Digital Insurance segment was RMB143 million in the first quarter of 2025, an increase of 8.1% from RMB132 million during the same period last year, mainly due to an increased demand for digital property and casualty insurance solutions.

First Quarter 2025 Financial Results

Revenue from Continuing Operations

Revenue from continuing operations was RMB368 million in the first quarter of 2025, a decrease of 49.2% from RMB723 million during the same period last year, primarily due to a decrease in revenue from cloud services platform.

Cost of Revenue from Continuing Operations

Cost of revenue from continuing operations was RMB263 million in the first quarter of 2025, a decrease of 41.7% from RMB451 million during the same period last year, which was mainly due to revenue decrease.

Gross Profit from Continuing Operations

Gross profit from continuing operations was RMB105 million in the first quarter of 2025, compared to RMB272 million during the same period last year. Gross margin of continuing operations was 28.5%, compared to 37.7% in the prior year. The decrease in gross margin of continuing operations was mainly due to reduction in economies of scale caused by the decrease in revenue.

Operating Loss and Expenses from Continuing Operations

Total operating expenses from continuing operations were RMB156 million in the first quarter of 2025, compared to RMB342 million during the same period last year. As a percentage of revenue, total operating expenses from continuing operations decreased by 5.0ppt to 42.3% from 47.3% during the same period last year.

- *Research and Development expenses from continuing operations* were RMB62 million in the first quarter of 2025, compared to RMB213 million during the same period last year. The decline was mainly due to the Company's proactive adjustment of its business structure and its return on investment driven approach to manage research and development projects. As a percentage of revenue, research and development expenses from continuing operations decreased to 16.7% from 29.5% in the prior year.

- *Sales and Marketing expenses from continuing operations* were RMB46 million in the first quarter of 2025, compared to RMB49 million during the same period last year. The decline was mainly due to a decrease in personnel costs and advertising expenses. As a percentage of revenue, sales and marketing expenses from continuing operations increased to 12.6% from 6.7% in the prior year.
- *General and Administrative expenses from continuing operations* were RMB48 million in the first quarter of 2025, compared to RMB81 million during the same period last year. The decline was mainly due to a decrease in personnel costs. As a percentage of revenue, general and administrative expenses from continuing operations increased to 13.0% from 11.1% during the same period last year.

Operating loss from continuing operations was RMB56 million in the first quarter of 2025, compared to RMB66 million during the same period last year. Operating margin of continuing operations was -15.3%, compared to -9.2% in the prior year.

Loss from Continuing Operations Attributable to Shareholders

Loss from continuing operations attributable to OneConnect's shareholders was RMB38 million in the first quarter of 2025, compared to RMB54 million during the same period last year. Loss from continuing operations attributable to OneConnect's shareholders per basic and diluted ADS was RMB-1.06, compared to RMB-1.48 during the same period last year. Weighted average number of ordinary shares in the first quarter of 2025 was 1,089,842,845.

Cash Flow

For the first quarter of 2025, net cash used in operating activities was RMB190 million, net cash used in investing activities was RMB825 million, and net cash used in financing activities was RMB6 million.

About OneConnect

OneConnect Financial Technology Co., Ltd. is a technology-as-a-service provider for financial services industry. The Company integrates extensive financial services industry expertise with market-leading technology to provide technology applications and technology-enabled business services to financial institutions. The integrated solutions and platform the Company provides include digital banking solution, digital insurance solution and Gamma Platform, which is a technology infrastructural platform for financial institutions. The Company's solutions enable its customers' digital transformations, which help them improve efficiency, enhance service quality, and reduce costs and risks.

The Company has established long-term cooperation relationships with financial institutions to address their needs of digital transformation. The Company has also expanded its services to other participants in the value chain to support the digital transformation of financial services eco- system. In addition, the Company has successfully exported its technology solutions to overseas financial institutions.

For more information, please visit ir.ocft.com.

Safe Harbor Statement

This press release contains forward – looking statements. These statements constitute “forward- looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “confident” and similar statements. Such statements are based upon management’s current expectations and current market and operating conditions and relate to events that involve known or unknown risks, uncertainties and other factors, all of which are difficult to predict and many of which are beyond the Company’s control. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s limited operating history in the technology-as-a-service for financial institutions industry; its ability to achieve or sustain profitability; the tightening of laws, regulations or standards in the financial services industry; the Company’s ability to comply with the evolving regulatory requirements in the PRC and other jurisdictions where it operates; its ability to comply with existing or future laws and regulations related to data protection or data security; its ability to maintain and enlarge the customer base or strengthen customer engagement; its ability to maintain its relationship and engagement with Ping An Group and its related parties, which are its strategic partner, most important customer and largest supplier; its ability to compete effectively to serve China’s financial institutions; the effectiveness of its technologies, its ability to maintain and improve technology infrastructure and security measures; its ability to protect its intellectual property and proprietary rights; its ability to maintain or expand relationship with its business partners and the failure of its partners to perform in accordance with expectations; its ability to protect or promote its brand and reputation; its ability to timely implement and deploy its solutions; its ability to obtain additional capital when desired; litigation and negative publicity surrounding China-based companies listed in the U.S.; disruptions in the financial markets and business and economic conditions; the Company’s ability to pursue and achieve optimal results from acquisition or expansion opportunities; and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in the Company’s filings with the U.S. Securities and Exchange Commission. All information provided in this press release and in the attachments is as of the date of this press release, and the Company undertakes no obligation to update any forward-looking statement, except as required under applicable law.

Contacts

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ONECONNECT
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended March 31	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
Continuing operations		
Revenue	367,778	723,270
Cost of revenue	(262,864)	(450,867)
Gross profit	104,914	272,403
Research and development expenses	(61,570)	(213,183)
Selling and marketing expenses	(46,485)	(48,500)
General and administrative expenses	(47,685)	(80,520)
Net impairment losses on financial and contract assets	(8,981)	(13,690)
Other income, gains or loss – net	3,544	17,142
Operating loss	(56,263)	(66,348)
Finance income	15,544	10,340
Finance costs	(1,734)	(4,278)
Finance income – net	13,810	6,062
Loss before income tax	(42,453)	(60,286)
Income tax expense	(641)	(89)
Loss for the period from continuing operations	(43,094)	(60,375)
Discontinued operations		
Loss from discontinued operations (attributable to owners of the Company)	–	(50,638)
Loss for the period	(43,094)	(111,013)
Loss attributable to:		
– Owners of the Company	(38,362)	(104,334)
– Non-controlling interests	(4,732)	(6,679)
	(43,094)	(111,013)

	Three Months Ended March 31	
	2025	2024
	RMB'000	RMB'000
Loss attributable to owners of the Company arises from:		
– Continuing operations	(38,362)	(53,696)
– Discontinued operations	–	(50,638)
	<u>(38,362)</u>	<u>(104,334)</u>
Other comprehensive (loss)/income, net of tax:		
<i>Items that may be subsequently reclassified to profit or loss</i>		
– Foreign currency translation differences of continuing operations	(67)	1,334
– Exchange differences on translation of discontinued operations	–	177
– Changes in the fair value of debt instruments measured at fair value through other comprehensive income of discontinued operations	–	6,056
<i>Item that will not be reclassified subsequently to profit or loss</i>		
– Foreign currency translation differences	<u>(2,628)</u>	<u>1,942</u>
Other comprehensive (loss)/income for the period, net of tax	<u>(2,695)</u>	<u>9,509</u>
Total comprehensive loss for the period	<u>(45,789)</u>	<u>(101,504)</u>
Loss per share for loss from continuing operations attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	<u>(0.04)</u>	<u>(0.05)</u>
Loss per ADS for loss from continuing operations attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	<u>(1.06)</u>	<u>(1.48)</u>
Loss per share for loss attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	<u>(0.04)</u>	<u>(0.10)</u>
Loss per ADS for loss attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	<u>(1.06)</u>	<u>(2.87)</u>

ONECONNECT
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31	December 31
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
ASSETS		
Non-current assets		
Property and equipment	52,364	43,895
Intangible assets	189,152	195,636
Deferred tax assets	313,805	313,805
Restricted cash and time deposits over three months	3,932	—
Prepayments and other receivables	7,260	6,506
Trade receivables	10,186	10,106
Total non-current assets	576,699	569,948
Current assets		
Trade receivables	504,110	496,429
Contract assets	65,673	63,420
Prepayments and other receivables	268,007	342,221
Financial assets measured at fair value through profit or loss	877,059	455,016
Derivative financial assets	797	40,356
Restricted cash and time deposits over three months	490,428	51,940
Cash and cash equivalents	924,955	1,947,922
Total current assets	3,131,029	3,397,304
Total assets	3,707,728	3,967,252

	March 31 2025 <u><i>RMB'000</i></u>	December 31 2024 <u><i>RMB'000</i></u>
EQUITY AND LIABILITIES EQUITY		
Share capital	78	78
Shares held for share option scheme	(145,195)	(149,544)
Other reserves	11,029,706	11,041,209
Accumulated losses	<u>(8,371,653)</u>	<u>(8,333,291)</u>
Equity attributable to equity owners of the Company	<u>2,512,936</u>	<u>2,558,452</u>
Non-controlling interests	<u>(59,241)</u>	<u>(54,509)</u>
Total equity	<u>2,453,695</u>	<u>2,503,943</u>
LIABILITIES		
Non-current liabilities		
Trade and other payables	17,669	10,670
Contract liabilities	<u>11,254</u>	<u>12,946</u>
Total non-current liabilities	<u>28,923</u>	<u>23,616</u>
Current liabilities		
Trade and other payables	890,467	993,842
Payroll and welfare payables	201,981	311,190
Contract liabilities	110,025	115,501
Short-term borrowings	19,907	19,160
Derivative financial liabilities	<u>2,730</u>	<u>–</u>
Total current liabilities	<u>1,225,110</u>	<u>1,439,693</u>
Total liabilities	<u>1,254,033</u>	<u>1,463,309</u>
Total equity and liabilities	<u>3,707,728</u>	<u><u>3,967,252</u></u>

ONECONNECT
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended	
	March 31	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
Net cash used in operating activities	(189,795)	(115,236)
Net cash (used in)/generated from investing activities	(824,942)	255,848
Net cash used in financing activities	(5,646)	(100,971)
Net (decrease)/increase in cash and cash equivalents	(1,020,383)	39,641
Cash and cash equivalents at the beginning of the period	1,947,922	1,379,473
Effects of exchange rate changes on cash and cash equivalents	(2,584)	1,777
Cash and cash equivalents at the end of period	924,955	1,420,891

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OneConnect Financial Technology Co., Ltd.

壹賬通金融科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6638)

(NYSE Stock Ticker: OCFT)

**INSIDE INFORMATION
UNAUDITED FINANCIAL RESULTS FOR THE
FIRST QUARTER ENDED MARCH 31, 2025
AND
OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is issued pursuant to Rule 13.09 of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

OneConnect Financial Technology Co., Ltd. (the “**Company**” or “**OneConnect**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) is pleased to announce the unaudited financial results of the Company and its subsidiaries and consolidated affiliated entities for the first quarter ended March 31, 2025 (the “**Q1 Results**”) published in accordance with applicable rules of the U.S. Securities and Exchange Commission.

Attached hereto as Schedule 1 is the full text of the press release issued by the Company on May 28, 2025 (U.S. Eastern time) in relation to the Q1 Results, some of which may constitute inside information of the Company.

The Company is also making this announcement pursuant to Rule 13.10B of the Listing Rules. The Company will furnish a Form 6-K with the U.S. Securities and Exchange Commission in relation to the Q1 Results, before the trading hours of the New York Stock Exchange on May 28, 2025 (U.S. Eastern time).

BASIS OF PREPARATION

The Q1 Results are presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the audited consolidated financial statements of the Group for the year ended December 31, 2024.

TAKEOVERS CODE IMPLICATIONS

Reference is made to the announcement jointly published by the Company and Bo Yu Limited dated May 15, 2025 in relation to, among others, the proposed privatization of the Company by way of a scheme of arrangement under Section 86 of the Companies Act (the “**Joint Announcement**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Joint Announcement.

This announcement is made during the offer period (as defined under the Takeovers Code). Pursuant to Rule 10 of the Takeovers Code, the Group’s unaudited gross profit, operating loss, loss arising from each of continuing operations and discontinued operations attributable to owners of the Company and non-controlling interests, loss per share and loss per ADS for loss attributable to owners of the Company (basic and diluted), loss per share and loss per ADS for loss from continuing operations attributable to owners of the Company (basis and diluted), loss before income tax, loss for the period attributable to owners of the Company and non-controlling interests, other comprehensive loss for the period (net of tax) and total comprehensive loss for the three months ended March 31, 2025 constitute a profit forecast (the “**Estimate**”) and would need to be reported on by each of the financial adviser(s) and auditor(s) of the Company in accordance with Note 1(c) of the Notes to Rule 10.1 and Rule 10.2 of the Takeovers Code.

The Estimate has been reported on by PricewaterhouseCoopers (the “**PwC**”), the auditor of the Company, and Gram Capital Limited, the independent financial adviser to the independent board committee of Company (the “**OneConnect Independent Financial Adviser**”).

PwC has reported that, so far as the accounting policies and calculations are concerned, the Estimate has been properly compiled in accordance with the bases adopted by the directors of the Company (the “**Directors**”) as set out in the section headed “Basis of Preparation” of this announcement, and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the audited consolidated financial statements of the Group for the year ended December 31, 2024. PwC has conducted their work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 500, Reporting on Profit Forecasts, Statements of Sufficiency of Working Capital and Statements of Indebtedness and with reference to Hong Kong Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information issued by the Hong Kong Institute of Certified Public Accountants.

The OneConnect Independent Financial Adviser is of the opinion that the Estimate has been made by the Directors with due care and consideration.

The letters issued by PwC and the OneConnect Independent Financial Adviser have been lodged with the Executive and the text of which are set out in Schedules 2 and 3 to this announcement, respectively. Each of PwC and the OneConnect Independent Financial Adviser has given and has not withdrawn their consent to the issue of this announcement with the inclusion of its letter and references to use its name in the form and context in which they appear in this announcement. The Estimate has been reported on in accordance with Rule 10 of the Takeovers Code.

WARNINGS

This announcement contains forward-looking statements. These statements constitute “forward-looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act

of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “confident” and similar statements. Such statements are based upon management’s current expectations and current market and operating conditions and relate to events that involve known or unknown risks, uncertainties and other factors, all of which are difficult to predict and many of which are beyond the Company’s control. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s limited operating history in the technology-as-a-service for financial institutions industry; its ability to achieve or sustain profitability; the tightening of laws, regulations or standards in the financial services industry; the Company’s ability to comply with the evolving regulatory requirements in the People’s Republic of China and other jurisdictions where it operates; its ability to comply with existing or future laws and regulations related to data protection or data security; its ability to maintain and enlarge the customer base or strengthen customer engagement; its ability to maintain its relationship and engagement with Ping An Group and its associates, which are its strategic partner, most important customer and largest supplier; its ability to compete effectively to serve China’s financial institutions; the effectiveness of its technologies, its ability to maintain and improve technology infrastructure and security measures; its ability to protect its intellectual property and proprietary rights; its ability to maintain or expand relationship with its business partners and the failure of its partners to perform in accordance with expectations; its ability to protect or promote its brand and reputation; its ability to timely implement and deploy its solutions; its ability to obtain additional capital when desired; litigation and negative publicity surrounding China-based companies listed in the U.S.; disruptions in the financial markets and business and economic conditions; the Company’s ability to pursue and achieve optimal results from acquisition or expansion opportunities; and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in the Company’s filings with the U.S. Securities and Exchange Commission. All information provided in this announcement and in the attachment is as of the date of this announcement, and the Company undertakes no obligation to update any forward-looking statement, except as required under applicable law.

The Company’s shareholders and potential investors are advised not to place undue reliance on the Q1 Results and to exercise caution in dealing in securities in the Company.

By Order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and Chief Executive Officer

Hong Kong, May 28, 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Mr. Michael Guo, Ms. Xin Fu, Mr. Wenwei Dou and Ms. Wenjun Wang as the non-executive directors and Dr. Yaolin Zhang, Mr. Tianruo Pu, Mr. Wing Kin Anthony Chow and Mr. Koon Wing Ernest Ip as the independent non-executive directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

Schedule 1

OneConnect Announces First Quarter 2025 Unaudited Financial Results

SHENZHEN, China — (PRNewswire) — OneConnect Financial Technology Co., Ltd. (“OneConnect” or the “Company”) (NYSE: OCFT and HKEX: 6638), a leading technology-as-a-service provider for the financial services industry in China, today announced its unaudited financial results for the first quarter ended March 31, 2025.

First Quarter 2025 Financial Highlights

- Revenue from continuing operations¹ was RMB368 million, compared to RMB723 million during the same period last year.
- Gross margin of continuing operations was 28.5%, compared to 37.7% during the same period last year.
- Loss from continuing operations attributable to shareholders was RMB38 million, compared to RMB54 million during the same period last year. Net margin of continuing operations to shareholders was -10.4%, compared to -7.4% during the same period last year.
- Loss from continuing operations per basic and diluted ADS was RMB-1.06, compared to RMB-1.48 during the same period last year.

¹ As previously reported, 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 on April 2, 2024. As a result of the disposal, the historical financial results of the Virtual Banking Business segment are now reflected as “discontinued operations” in the Company’s condensed consolidated financial information and the historical financial results of the remaining business of the Company are now reflected as “continuing operations” in the Company’s condensed consolidated financial information for the first quarter ended March 31, 2025, and comparative information has been restated accordingly.

**In RMB'000, except percentages
and per ADS amounts**

In RMB'000, except percentages and per ADS amounts	Three Months Ended		YoY
	March 31		
	2025	2024	
Continuing operations			
Revenue			
Revenue from Ping An Group and Lufax ¹	157,542	480,052	-67.2%
Revenue from third-party customers ²	210,236	243,218	-13.6%
Total	367,778	723,270	-49.2%
Gross profit	104,914	272,403	
Gross margin ⁴	28.5%	37.7%	
Operating loss	(56,263)	(66,348)	
Operating margin ⁴	-15.3%	-9.2%	
Loss from continuing operations attributable to shareholders	(38,362)	(53,696)	
Net margin of continuing operations to shareholders ⁴	-10.4%	-7.4%	
Loss from continuing operations per ADS ³ , basic and diluted	(1.06)	(1.48)	
Loss from continuing and discontinued operations attributable to shareholders	(38,362)	(104,334)	
Net margin of continuing and discontinued operations to shareholders ⁴	-10.4%	-14.4%	
Loss from continuing and discontinued operations per ADS, basic and diluted	(1.06)	(2.87)	

¹ Reference is made to the announcement made by Ping An Group on October 21, 2024. Lufax became a subsidiary of Ping An Group on July 30, 2024. Therefore, the Company's revenue from Ping An Group shown in this table included revenue from Lufax since July 30, 2024. Revenue from Lufax for the quarter ended March 31, 2024 was approximately RMB58 million.

² 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.

³ In RMB. Each ADS represents 30 ordinary shares.

⁴ Gross margin from is calculated as gross profit divided by total revenue for the period. Operating margin is calculated as operating profit/(loss) divided by total revenue for the period. Net margin to shareholders is calculated as the profit/(loss) attributable to shareholders divided by total revenue for the period.

Revenue from Continuing Operations Breakdown

In RMB'000, except percentages	Three Months Ended March 31		YoY
	2025	2024	
Implementation	142,952	157,459	-9.2%
Transaction-based and support revenue			
Business origination services	5,237	12,835	-59.2%
Risk management services	55,105	65,483	-15.8%
Operation support services	121,708	134,062	-9.2%
Cloud services platform	1,692	318,307	-99.5%
Post-implementation support services	19,925	14,921	33.5%
Others	21,159	20,203	4.7%
Sub-total for transaction-based and support revenue	224,826	565,811	-60.3%
Total Revenue from Continuing Operations	367,778	723,270	-49.2%

Revenue from continuing operations was RMB368 million in the first quarter of 2025, a decrease of 49.2% from RMB723 million during the same period last year, primarily due to a decrease of RMB317 million in revenue from cloud services platform. Implementation revenue was RMB143 million in the first quarter of 2025, a decrease of 9.2% from RMB157 million during the same period last year, mainly due to a decrease in demand for implementation of financial services systems in China. Revenue from business origination services was RMB5 million in the first quarter of 2025, a decrease of 59.2% from RMB13 million during the same period last year, primarily due to a decrease in transaction volumes from loan origination systems under digital credit management solutions. Revenue from risk management services was RMB55 million in the first quarter of 2025, a decrease of 15.8% from RMB65 million during the same period last year, mainly due to a decrease in transaction volumes from banking related risk analytic solutions. Revenue from operation support services was RMB122 million in the first quarter of 2025, a decrease of 9.2% from RMB134 million during the same period last year, primarily due to decreased revenue from AI customer service solution. Revenue from cloud services platform was RMB2 million in the first quarter of 2025, a decrease of 99.5% from RMB318 million during the same period last year, primarily due to the strategic phasing out of the cloud services since July 2024, details of which were previously disclosed in our announcement dated July 11, 2024 regarding an update on our business operations. Revenue from post-implementation support services was RMB20 million in the first quarter of 2025, an increase of 33.5% from RMB15 million during the same period last year, primarily due to increased demand for our post- implementation support services from our overseas customers.

In RMB'000, except percentages	Three Months Ended March 31		YoY
	2025	2024	
Digital Banking segment	103,973	161,553	-35.6%
Digital Insurance segment	142,601	131,886	8.1%
Gamma Platform segment	121,204	429,830	-71.8%
Total Revenue from Continuing Operations	367,778	723,270	-49.2%

Revenue from Gamma Platform segment was RMB121 million in the first quarter of 2025, a decrease of 71.8% from RMB430 million during the same period last year, primarily due to the strategic phasing out of cloud services. Revenue from Digital Banking segment was RMB104 million in the first quarter of 2025, a decrease of 35.6% from RMB162 million during the same period last year, mainly due to a decrease in transaction volumes from business origination and risk management services. Revenue from Digital Insurance segment was RMB143 million in the first quarter of 2025, an increase of 8.1% from RMB132 million during the same period last year, mainly due to an increased demand for digital property and casualty insurance solutions.

First Quarter 2025 Financial Results

Revenue from Continuing Operations

Revenue from continuing operations was RMB368 million in the first quarter of 2025, a decrease of 49.2% from RMB723 million during the same period last year, primarily due to a decrease in revenue from cloud services platform.

Cost of Revenue from Continuing Operations

Cost of revenue from continuing operations was RMB263 million in the first quarter of 2025, a decrease of 41.7% from RMB451 million during the same period last year, which was mainly due to revenue decrease.

Gross Profit from Continuing Operations

Gross profit from continuing operations was RMB105 million in the first quarter of 2025, compared to RMB272 million during the same period last year. Gross margin of continuing operations was 28.5%, compared to 37.7% in the prior year. The decrease in gross margin of continuing operations was mainly due to reduction in economies of scale caused by the decrease in revenue.

Operating Loss and Expenses from Continuing Operations

Total operating expenses from continuing operations were RMB156 million in the first quarter of 2025, compared to RMB342 million during the same period last year. As a percentage of revenue, total operating expenses from continuing operations decreased by 5.0ppt to 42.3% from 47.3% during the same period last year.

- *Research and Development expenses from continuing operations* were RMB62 million in the first quarter of 2025, compared to RMB213 million during the same period last year. The decline was mainly due to the Company's proactive adjustment of its business structure and its return on investment driven approach to manage research and development projects. As a percentage of revenue, research and development expenses from continuing operations decreased to 16.7% from 29.5% in the prior year.

- *Sales and Marketing expenses from continuing operations* were RMB46 million in the first quarter of 2025, compared to RMB49 million during the same period last year. The decline was mainly due to a decrease in personnel costs and advertising expenses. As a percentage of revenue, sales and marketing expenses from continuing operations increased to 12.6% from 6.7% in the prior year.
- *General and Administrative expenses from continuing operations* were RMB48 million in the first quarter of 2025, compared to RMB81 million during the same period last year. The decline was mainly due to a decrease in personnel costs. As a percentage of revenue, general and administrative expenses from continuing operations increased to 13.0% from 11.1% during the same period last year.

Operating loss from continuing operations was RMB56 million in the first quarter of 2025, compared to RMB66 million during the same period last year. Operating margin of continuing operations was -15.3%, compared to -9.2% in the prior year.

Loss from Continuing Operations Attributable to Shareholders

Loss from continuing operations attributable to OneConnect's shareholders was RMB38 million in the first quarter of 2025, compared to RMB54 million during the same period last year. Loss from continuing operations attributable to OneConnect's shareholders per basic and diluted ADS was RMB-1.06, compared to RMB-1.48 during the same period last year. Weighted average number of ordinary shares in the first quarter of 2025 was 1,089,842,845.

Cash Flow

For the first quarter of 2025, net cash used in operating activities was RMB190 million, net cash used in investing activities was RMB825 million, and net cash used in financing activities was RMB6 million.

About OneConnect

OneConnect Financial Technology Co., Ltd. is a technology-as-a-service provider for financial services industry. The Company integrates extensive financial services industry expertise with market-leading technology to provide technology applications and technology-enabled business services to financial institutions. The integrated solutions and platform the Company provides include digital banking solution, digital insurance solution and Gamma Platform, which is a technology infrastructural platform for financial institutions. The Company's solutions enable its customers' digital transformations, which help them improve efficiency, enhance service quality, and reduce costs and risks.

The Company has established long-term cooperation relationships with financial institutions to address their needs of digital transformation. The Company has also expanded its services to other participants in the value chain to support the digital transformation of financial services eco- system. In addition, the Company has successfully exported its technology solutions to overseas financial institutions.

For more information, please visit ir.ocft.com.

Safe Harbor Statement

This press release contains forward – looking statements. These statements constitute “forward- looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “confident” and similar statements. Such statements are based upon management’s current expectations and current market and operating conditions and relate to events that involve known or unknown risks, uncertainties and other factors, all of which are difficult to predict and many of which are beyond the Company’s control. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s limited operating history in the technology-as-a-service for financial institutions industry; its ability to achieve or sustain profitability; the tightening of laws, regulations or standards in the financial services industry; the Company’s ability to comply with the evolving regulatory requirements in the PRC and other jurisdictions where it operates; its ability to comply with existing or future laws and regulations related to data protection or data security; its ability to maintain and enlarge the customer base or strengthen customer engagement; its ability to maintain its relationship and engagement with Ping An Group and its related parties, which are its strategic partner, most important customer and largest supplier; its ability to compete effectively to serve China’s financial institutions; the effectiveness of its technologies, its ability to maintain and improve technology infrastructure and security measures; its ability to protect its intellectual property and proprietary rights; its ability to maintain or expand relationship with its business partners and the failure of its partners to perform in accordance with expectations; its ability to protect or promote its brand and reputation; its ability to timely implement and deploy its solutions; its ability to obtain additional capital when desired; litigation and negative publicity surrounding China-based companies listed in the U.S.; disruptions in the financial markets and business and economic conditions; the Company’s ability to pursue and achieve optimal results from acquisition or expansion opportunities; and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in the Company’s filings with the U.S. Securities and Exchange Commission. All information provided in this press release and in the attachments is as of the date of this press release, and the Company undertakes no obligation to update any forward-looking statement, except as required under applicable law.

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ONECONNECT
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended	
	March 31	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
Continuing operations		
Revenue	367,778	723,270
Cost of revenue	(262,864)	(450,867)
Gross profit	104,914	272,403
Research and development expenses	(61,570)	(213,183)
Selling and marketing expenses	(46,485)	(48,500)
General and administrative expenses	(47,685)	(80,520)
Net impairment losses on financial and contract assets	(8,981)	(13,690)
Other income, gains or loss – net	3,544	17,142
Operating loss	(56,263)	(66,348)
Finance income	15,544	10,340
Finance costs	(1,734)	(4,278)
Finance income – net	13,810	6,062
Loss before income tax	(42,453)	(60,286)
Income tax expense	(641)	(89)
Loss for the period from continuing operations	(43,094)	(60,375)
Discontinued operations		
Loss from discontinued operations (attributable to owners of the Company)	–	(50,638)
Loss for the period	(43,094)	(111,013)
Loss attributable to:		
– Owners of the Company	(38,362)	(104,334)
– Non-controlling interests	(4,732)	(6,679)
	(43,094)	(111,013)

	Three Months Ended March 31	
	2025	2024
	RMB'000	RMB'000
Loss attributable to owners of the Company arises from:		
– Continuing operations	(38,362)	(53,696)
– Discontinued operations	–	(50,638)
	<u>(38,362)</u>	<u>(104,334)</u>
<i>Other comprehensive (loss)/income, net of tax:</i>		
<i>Items that may be subsequently reclassified to profit or loss</i>		
– Foreign currency translation differences of continuing operations	(67)	1,334
– Exchange differences on translation of discontinued operations	–	177
– Changes in the fair value of debt instruments measured at fair value through other comprehensive income of discontinued operations	–	6,056
<i>Item that will not be reclassified subsequently to profit or loss</i>		
– Foreign currency translation differences	(2,628)	1,942
Other comprehensive (loss)/income for the period, net of tax	<u>(2,695)</u>	<u>9,509</u>
Total comprehensive loss for the period	<u>(45,789)</u>	<u>(101,504)</u>
Loss per share for loss from continuing operations attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	<u>(0.04)</u>	<u>(0.05)</u>
Loss per ADS for loss from continuing operations attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	<u>(1.06)</u>	<u>(1.48)</u>
Loss per share for loss attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	<u>(0.04)</u>	<u>(0.10)</u>
Loss per ADS for loss attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	<u>(1.06)</u>	<u>(2.87)</u>

ONECONNECT
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31	December 31
	2025	2024
	<u>RMB'000</u>	<u>RMB'000</u>
ASSETS		
Non-current assets		
Property and equipment	52,364	43,895
Intangible assets	189,152	195,636
Deferred tax assets	313,805	313,805
Restricted cash and time deposits over three months	3,932	—
Prepayments and other receivables	7,260	6,506
Trade receivables	10,186	10,106
Total non-current assets	576,699	569,948
Current assets		
Trade receivables	504,110	496,429
Contract assets	65,673	63,420
Prepayments and other receivables	268,007	342,221
Financial assets measured at fair value through profit or loss	877,059	455,016
Derivative financial assets	797	40,356
Restricted cash and time deposits over three months	490,428	51,940
Cash and cash equivalents	924,955	1,947,922
Total current assets	3,131,029	3,397,304
Total assets	3,707,728	3,967,252

	March 31 2025	December 31 2024
	<i>RMB'000</i>	<i>RMB'000</i>
EQUITY AND LIABILITIES EQUITY		
Share capital	78	78
Shares held for share option scheme	(145,195)	(149,544)
Other reserves	11,029,706	11,041,209
Accumulated losses	<u>(8,371,653)</u>	<u>(8,333,291)</u>
Equity attributable to equity owners of the Company	<u>2,512,936</u>	<u>2,558,452</u>
Non-controlling interests	<u>(59,241)</u>	<u>(54,509)</u>
Total equity	<u>2,453,695</u>	<u>2,503,943</u>
LIABILITIES		
Non-current liabilities		
Trade and other payables	17,669	10,670
Contract liabilities	<u>11,254</u>	<u>12,946</u>
Total non-current liabilities	<u>28,923</u>	<u>23,616</u>
Current liabilities		
Trade and other payables	890,467	993,842
Payroll and welfare payables	201,981	311,190
Contract liabilities	110,025	115,501
Short-term borrowings	19,907	19,160
Derivative financial liabilities	<u>2,730</u>	<u>—</u>
Total current liabilities	<u>1,225,110</u>	<u>1,439,693</u>
Total liabilities	<u>1,254,033</u>	<u>1,463,309</u>
Total equity and liabilities	<u>3,707,728</u>	<u>3,967,252</u>

ONECONNECT
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended	
	March 31	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
Net cash used in operating activities	(189,795)	(115,236)
Net cash (used in)/generated from investing activities	(824,942)	255,848
Net cash used in financing activities	(5,646)	(100,971)
Net (decrease)/increase in cash and cash equivalents	(1,020,383)	39,641
Cash and cash equivalents at the beginning of the period	1,947,922	1,379,473
Effects of exchange rate changes on cash and cash equivalents	(2,584)	1,777
Cash and cash equivalents at the end of period	924,955	1,420,891

Schedule 2

The following is the text of a letter received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this announcement.



羅兵咸永道

The Board of Directors
OneConnect Financial Technology Co., Ltd.

28 May 2025

Dear Sirs,

OneConnect Financial Technology Co., Ltd. (the “Company”)

Estimate for Period Ended 31 March 2025

We refer to the estimate of the unaudited gross profit, operating loss, loss arising from each of continuing operations and discontinued operations attributable to owners of the Company and non-controlling interests, loss per share and loss per ADS for loss attributable to owners of the Company (basic and diluted), loss per share and loss per ADS for loss from continuing operations attributable to owners of the Company (basis and diluted), loss before income tax, loss for the period attributable to owners of the Company and non-controlling interests, other comprehensive loss for the period (net of tax) and total comprehensive loss for the period ended 31 March 2025 (the “Estimate”) set forth in the announcement of the Company dated 28 May 2025 (the “Announcement”).

Directors’ Responsibilities

The Estimate has been prepared by the directors of the Company based on the unaudited condensed consolidated results as shown on the unaudited condensed consolidated management accounts of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 31 March 2025.

The Company’s directors are solely responsible for the Estimate.

PricewaterhouseCoopers, 22/F Prince’s Building, Central, Hong Kong SAR, China
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant’s Responsibilities

Our responsibility is to express an opinion on the accounting policies and calculations of the Estimate based on our procedures.

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 500, *Reporting on Profit Forecasts, Statements of Sufficiency of Working Capital and Statements of Indebtedness* and with reference to Hong Kong Standard on Assurance Engagements 3000 (Revised), *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* issued by the HKICPA. Those standards require that we plan and perform our work to obtain reasonable assurance as to whether, so far as the accounting policies and calculations are concerned, the Company’s directors have properly compiled the Estimate in accordance with the bases adopted by the directors and as to whether the Estimate is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

Opinion

In our opinion, so far as the accounting policies and calculations are concerned, the Estimate has been properly compiled in accordance with the bases adopted by the directors as set out in the section headed “Basis of Preparation” of the Announcement and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the audited consolidated financial statements of the Group for the year ended 31 December 2024.

Yours faithfully,

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong

Schedule 3

The following is the text of the report from Gram Capital, the Independent Financial Adviser, for the purpose of inclusion in this 1Q Results Announcement.

28 May 2025

The Board of Directors

OneConnect Financial Technology Co., Ltd.
21/24F, Ping An Finance Center
No. 5033 Yitian Road
Futian District, Shenzhen
Guangdong, PRC

Dear Sirs,

Reference is made to the announcement of the unaudited financial results for the first quarter ended 31 March 2025 dated 28 May 2025 (the “**1Q Results Announcement**”) issued by OneConnect Financial Technology Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”). Capitalised terms used in this letter shall have the same respective meanings as defined in the 1Q Results Announcement unless the context otherwise required.

The unaudited gross profit, operating loss, loss arising from each of continuing operations and discontinued operations attributable to owners of the Company and non-controlling interests, loss per share and loss per ADS for loss attributable to owners of the Company (basic and diluted), loss per share and loss per ADS for loss from continuing operations attributable to owners of the Company (basis and diluted), loss before income tax, loss for the period attributable to owners of the Company and non-controlling interests, other comprehensive loss for the period (net of tax) and total comprehensive loss for the three months ended 31 March 2025 (the “**Estimate**”) contained in the 1Q Results Announcement represents a profit forecast under Rule 10 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). The Estimate constitutes profit forecast under Rule 10 of the Takeovers Code and must be reported on by the financial adviser and the auditors or consultant accountants. This report is issued in compliance with the requirements under Rule 10.4 and Note 1(c) of the Notes to Rules 10.1 and 10.2 of the Takeovers Code.

We have reviewed and discussed with you and the senior management of the Company the bases upon which the Estimate was prepared (no assumption was involved in the making of the Estimate as it relates to a period already ended), which was provided by you as the Directors which you are solely responsible for, based on the unaudited consolidated results of the Group for the three months ended 31 March 2025, as shown in the management accounts of the Group for the same period. These management accounts have not been audited or reviewed by the Company’s auditor, PricewaterhouseCoopers.

In respect of the accounting policies and calculations concerned, upon which the Estimate has been made, we have considered the report as contained in Schedule 2 to the 1Q Results Announcement addressed to the Board from PricewaterhouseCoopers, being the reporting accountants of the Company. PricewaterhouseCoopers is of the opinion that, so far as the accounting policies and calculations are concerned, the Estimate has been properly compiled in accordance with the bases adopted by the directors as set out in the section headed “Basis of Preparation” of the 1Q Results Announcement, and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the audited consolidated financial statements of the Group for the year ended 31 December 2024.

Having considered the above, we are of the opinion that the Estimate has been made with due care and consideration.

Yours faithfully,
For and on behalf of
Gram Capital Limited
Graham Lam
Managing Director

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

FORM 6-K

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

For the month of May 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 ☐

EXHIBIT INDEX

Exhibit Number**Description**[Exhibit 99.1](#)[OneConnect Announces Annual General Meeting Results](#)[Exhibit 99.2](#)[Announcement — Poll Results of the Annual General Meeting Held on May 29, 2025](#)

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: May 29, 2025

OneConnect Announces Annual General Meeting Results

SHENZHEN, China, May 29, 2025 /PRNewswire/ -- OneConnect Financial Technology Co., Ltd. (“OneConnect” or the “Company”) (NYSE: OCFT and HKEX: 6638), a leading technology-as-a-service provider for the financial services industry in China, today announced the results of its annual general meeting of shareholders held in Shenzhen on May 29, 2025.

At the meeting, the shareholders of OneConnect Financial Technology Co., Ltd. approved, ratified and/or confirmed the following resolutions:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and auditor for the year ended December 31, 2024.
2.
 - (i) To re-elect Mr. Chen Dangyang as an executive Director.
 - (ii) To re-elect Ms. Xin Fu as a non-executive Director.
 - (iii) To re-elect Mr. Wenwei Dou as a non-executive Director.
 - (iv) To re-elect Dr. Yaolin Zhang as an independent non-executive Director.
 - (v) To re-elect Mr. Tianruo Pu as an independent non-executive Director.
 - (vi) To authorize the board (the “Board”) of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor and to authorize the Board to fix its remuneration.

About OneConnect

OneConnect Financial Technology Co., Ltd. is a technology-as-a-service provider for financial services industry. The Company integrates extensive financial services industry expertise with market-leading technology to provide technology applications and technology-enabled business services to financial institutions. The integrated solutions and platform the Company provides include digital banking solution, digital insurance solution and Gamma Platform, which is a technology infrastructural platform for financial institutions. The Company's solutions enable its customers' digital transformations, which help them improve efficiency, enhance service quality, and reduce costs and risks.

The Company has established long-term cooperation relationships with financial institutions to address their needs of digital transformation. The Company has also expanded its services to other participants in the value chain to support the digital transformation of financial services eco-system. In addition, the Company has successfully exported its technology solutions to overseas financial institutions.

For more information, please visit ir.ocft.com.

Contacts

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OCFT_IR@ocft.com

Media Relations:
OCFT PR Team
pub_jryztppxcb@pingan.com.cn

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OneConnect Financial Technology Co., Ltd.
壹賬通金融科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

**POLL RESULTS OF
THE ANNUAL GENERAL MEETING HELD ON MAY 29, 2025**

Reference is made to the circular (the “**Circular**”) of OneConnect Financial Technology Co., Ltd. (the “**Company**”) incorporating, amongst others, the notice (the “**Notice**”) of the annual general meeting of the Company (the “**AGM**”) dated April 24, 2025. Unless the context requires otherwise, the capitalized terms used herein shall have the same meanings as those defined in the Circular.

The board of directors (the “**Board**”) of the Company is pleased to announce that the AGM was held on May 29, 2025 at 21F, Ping An Finance Center, No. 5033 Yitian Road, Futian District, Shenzhen, the PRC. All the proposed resolutions as set out in the Notice were taken by way of poll.

As of the Share Record Date, the total number of issued Shares was 1,169,980,653 Shares (including 77,131,997 Shares held on trust for grantees under the stock incentive plan of the Company by Computershare Hong Kong Trustees Limited).

Computershare Hong Kong Trustees Limited, which held 77,131,997 Shares (representing approximately 6.59% of the issued share capital of the Company) as of the Share Record Date, had abstained from voting at the AGM in accordance with the trust deed and pursuant to Rule 17.05A of the Listing Rules. Accordingly, Shareholders holding 1,092,848,656 Shares were entitled to attend and vote for or against the proposed resolutions at the AGM.

None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 13.40 of the Listing Rules.

In accordance with the provisions of the Listing Rules, voting on the resolution at the AGM was conducted by way of poll in accordance with the requirements of the articles of association of the Company. The poll results in respect of all the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes Cast and Percentage (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ Directors ”) and auditor for the year ended December 31, 2024.	877,237,440 (99.9%)	479,640 (0.1%)
2.	(i) To re-elect Mr. Chen Dangyang as an executive Director.	876,602,640 (99.9%)	720,660 (0.1%)
	(ii) To re-elect Ms. Xin Fu as a non-executive Director.	876,649,050 (99.9%)	673,350 (0.1%)
	(iii) To re-elect Mr. Wenwei Dou as a non-executive Director.	850,323,033 (96.9%)	26,999,367 (3.1%)
	(iv) To re-elect Dr. Yaolin Zhang as an independent non-executive Director.	876,492,360 (99.9%)	830,040 (0.1%)
	(v) To re-elect Mr. Tianruo Pu as an independent non-executive Director.	876,490,860 (99.9%)	818,640 (0.1%)
	(vi) To authorize the board (the “ Board ”) of Directors to fix the remuneration of the Directors.	876,963,960 (99.9%)	754,920 (0.1%)
3.	To re-appoint PricewaterhouseCoopers as auditor and to authorize the Board to fix its remuneration.	877,496,340 (99.97%)	233,760 (0.03%)

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM. Save for Ms. Wenjun Wang, all directors of the Company attended the AGM by electronic means.

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and Chief Executive Officer

Hong Kong, May 29, 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Mr. Michael Guo, Ms. Xin Fu, Mr. Wenwei Dou and Ms. Wenjun Wang as the non-executive directors and Dr. Yaolin Zhang, Mr. Tianruo Pu, Mr. Wing Kin Anthony Chow and Mr. Koon Wing Ernest Ip as the independent non-executive directors.

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

FORM 6-K

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

For the month of June 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 ☐

EXHIBIT INDEX

Exhibit Number**Description**

Exhibit 99.1

Announcement on the Stock Exchange of Hong Kong — Joint Announcement — Delay in Despatch of Scheme Document in Relation to (1) Pre-Conditional Proposal for the Privatisation of OneConnect Financial Technology Co., Ltd. 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.

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: June 5, 2025

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Offeror and the Company nor is it a solicitation of any vote or approval in any jurisdiction. This joint announcement also does not constitute any solicitation or recommendation under rules and regulations of the SEC.

This joint announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.



Bo Yu Limited
*(Incorporated in the British Virgin Islands
with limited liability)*

OneConnect Financial Technology Co., Ltd.
壹賬通金融科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 6638)
(NYSE Stock Ticker: OCFT)

JOINT ANNOUNCEMENT

**DELAY IN DESPATCH OF SCHEME DOCUMENT
IN RELATION TO**

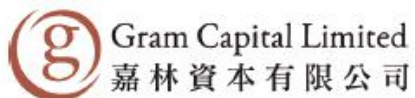
- (1) PRE-CONDITIONAL PROPOSAL FOR THE PRIVATISATION OF
ONECONNECT FINANCIAL TECHNOLOGY CO., LTD.
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 86 OF THE COMPANIES ACT)
AND
(2) PROPOSED WITHDRAWAL OF LISTING OF
ONECONNECT FINANCIAL TECHNOLOGY CO., LTD.**

Financial Adviser to the Offeror

Morgan Stanley

Morgan Stanley Asia Limited

Independent Financial Adviser to the Independent Board Committee



Gram Capital Limited

References are made to the announcement dated May 15, 2025 jointly issued by the Offeror and the Company in relation to, among other things, the Proposal and the Scheme (the “**Rule 3.5 Announcement**”), and the announcement dated May 16, 2025 issued by the Company in relation to the appointment of the Independent Financial Adviser. Unless otherwise defined, capitalized terms used in this announcement have the same meanings as those defined in the Rule 3.5 Announcement.

DELAY IN DESPATCH OF SCHEME DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Scheme Document should normally be despatched no later than 21 days after the date of the Rule 3.5 Announcement (being on or before June 5, 2025), unless consent is granted by the Executive to extend the deadline for the despatch of the Scheme Document.

The Company and the Offeror wish to inform Shareholders that as additional time is required for finalizing the Scheme Document taking into account (i) the term dates of the Grand Court, (ii) the time required for review of the Scheme Document by the Securities and Exchange Commission in the U.S. and (iii) the time required to obtain the order of the Grand Court regarding despatch, it is expected that the Scheme Document will be despatched on a date no later than October 31, 2025.

An application has been made to the Executive for consent and the Executive has indicated that it is minded to grant consent for an extension to the time limit for despatching the Scheme Document to a date no later than October 31, 2025.

A detailed timetable for the Proposal and the Scheme will be set out in the Scheme Document and in the announcement to be jointly issued by the Company and the Offeror upon the despatch of the Scheme Document. The Company and the Offeror will also make further announcement(s) in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress of the Proposal and the Scheme as and when appropriate.

Warning: Shareholders, ADS Holders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Pre-Condition and 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, 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.

By order of the board of directors of
Bo Yu Limited
Ms. Yanmei Dong
Director

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
*Chairman of the Board and
Chief Executive Officer*

Hong Kong, June 5, 2025

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

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

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

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

As at the date of this joint announcement, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Mr. Michael Guo, Ms. Fu Xin, Mr. Dou Wenwei and Ms. Wang Wenjun as the non-executive directors and Dr. Zhang Yaolin, Mr. Pu Tianruo, Mr. Chow Wing Kin Anthony and Mr. Ip Koon Wing Ernest as the independent non-executive directors.

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

Where the English and the Chinese texts conflict, the English text prevails.

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

FORM 6-K

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

For the month of June 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 ☐

EXHIBIT INDEX

Exhibit Number**Description**

[Exhibit 99.1](#)

[Announcement on the Stock Exchange of Hong Kong — Joint Announcement — Additional Non-Binding Letter of Support in Relation to \(1\) Pre-Conditional Proposal for the Privatisation of OneConnect Financial Technology Co., Ltd. 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.](#)

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: June 24, 2025

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This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Offeror and the Company nor is it a solicitation of any vote or approval in any jurisdiction. This joint announcement also does not constitute any solicitation or recommendation under rules and regulations of the SEC.

This joint announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.



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

壹賬通金融科技有限公司

(Stock code: 6638)

(NYSE Stock Ticker: OCFT)

Bo Yu Limited

(Incorporated in the British Virgin Islands with limited liability)

(Incorporated in the Cayman Islands with limited liability)

**JOINT ANNOUNCEMENT
ADDITIONAL NON-BINDING LETTER OF SUPPORT**

**IN RELATION TO
(1) PRE-CONDITIONAL PROPOSAL FOR THE PRIVATISATION OF
ONECONNECT FINANCIAL TECHNOLOGY CO., LTD. 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.**

Financial Adviser to the Offeror

Morgan Stanley

Morgan Stanley Asia Limited

Independent Financial Adviser to the Independent Board Committee



**Gram Capital Limited
嘉林資本有限公司**

Gram Capital Limited

References are made to (1) the announcement dated May 15, 2025 jointly issued by the Offeror and the Company in relation to, among other things, the Proposal and the Scheme (the “**Rule 3.5 Announcement**”), (2) the announcement dated May 16, 2025 issued by the Company in relation to the appointment of the Independent Financial Adviser and (3) the announcement dated June 5, 2025 in relation to the delay in despatch of scheme document. Unless otherwise defined, capitalized terms used in this announcement have the same meanings as those defined in the Rule 3.5 Announcement.

ADDITIONAL NON-BINDING LETTER OF SUPPORT

On June 20, 2025, SVF Fax Subco (Singapore) Pte. Ltd. (“**SVF**”) executed a non-binding letter 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 at the date of this joint announcement, and all the Shares held by SVF as at the date of this joint announcement), 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 letter of support on June 21, 2025.

The non-binding letter of support indicates 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 which are necessary to implement the Proposal, but is provided instead of an irrevocable undertaking to enable SVF to maintain a level of liquidity during the offer period, such that SVF has flexibility to sell or otherwise deal in the Shares held by it during the offer period. The non-binding letter of support is not intended to create legally binding obligations on SVF to vote in favour of the resolutions proposed at the Court Meeting and the Extraordinary General Meeting which are necessary to implement the Proposal.

As of the date of this joint announcement: (a) the Scheme Shares subject to the non-binding letters of support in relation to the Proposal and the Scheme in total aggregate to 34,748,097 Scheme Shares; and (b) such 34,748,097 Scheme Shares in aggregate represent approximately 2.97% of the issued share capital of the Company and approximately 11.96% of the issued share capital of the Company held by the Disinterested Holders.

Further announcement(s) on the status and progress of the Proposal and the Scheme and the despatch of the Scheme Document will be made in accordance with the Listing Rules and the Takeovers Code (as the case may be) as and when appropriate.

Warning: Shareholders, ADS Holders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Pre-Condition and 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, 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.

By order of the board of directors of
Bo Yu Limited
Ms. Yanmei Dong
Director

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and
Chief Executive Officer

Hong Kong, June 24, 2025

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

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

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

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

As at the date of this joint announcement, the board of directors of the Company comprises Mr. Chen Danyang as the executive director, Mr. Michael Guo, Ms. Fu Xin, Mr. Dou Wenwei and Ms. Wang Wenjun as the non-executive directors and Dr. Zhang Yaolin, Mr. Pu Tianruo, Mr. Chow Wing Kin Anthony and Mr. Ip Koon Wing Ernest as the independent non-executive directors.

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

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

FORM 6-K

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

For the month of July 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 ☐

EXHIBIT INDEX

Exhibit Number**Description**

Exhibit 99.1

Announcement on the Stock Exchange of Hong Kong — Joint Announcement — (1) Proposal for the Privatisation of OneConnect Financial Technology Co., Ltd. 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. — Satisfaction of the Pre-Condition

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: July 9, 2025

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Bo Yu Limited
*(Incorporated in the British Virgin Islands
with limited liability)*



**OneConnect Financial
Technology Co., Ltd.**
壹賬通金融科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 6638)
(NYSE Stock Ticker: OCFT)

JOINT ANNOUNCEMENT

**(1) PROPOSAL FOR THE PRIVATISATION OF ONECONNECT FINANCIAL
TECHNOLOGY CO., LTD. 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.**

SATISFACTION OF THE PRE-CONDITION

Financial Adviser to the Offeror

Morgan Stanley

Morgan Stanley Asia Limited

Independent Financial Adviser to the Independent Board Committee



Gram Capital Limited
嘉林資本有限公司

Gram Capital Limited

References are made to (1) the announcement dated May 15, 2025 jointly issued by the Offeror and the Company in relation to, among other things, the Proposal and the Scheme (the “**Rule 3.5 Announcement**”), (2) the announcement dated May 16, 2025 issued by the Company in relation to the appointment of the Independent Financial Adviser, (3) the announcement dated June 5, 2025 in relation to the delay in despatch of scheme document (the “**Delay in Despatch Announcement**”) and (4) the announcement dated June 24, 2025 in relation to the additional non-binding letter of support. Unless otherwise defined, capitalized terms used in this announcement have the same meanings as those defined in the Rule 3.5 Announcement.

SATISFACTION OF THE PRE-CONDITION

As disclosed in the Rule 3.5 Announcement, the making of the Proposal is, and the implementation of the Proposal and the Scheme will be, conditional upon the Pre-Condition set out in the section headed “Pre-Condition of the Proposal” in the Rule 3.5 Announcement being satisfied on or before the Pre-Condition Long Stop Date.

Since the publication of the 3.5 Announcement, steps have been taken to satisfy the Pre-Condition, which requires the Offeror to receive the approval of the declaration of undertakings- concentration in respect of the Scheme from the State Administration for Market Regulation on terms satisfactory to the Offeror, or the statutory review period pursuant to Anti-Monopoly Law, including any extension of such period, having lapsed. On July 9, 2025, the approval from the State Administration for Market Regulation in relation to the declaration of undertakings-concentration in respect of the Scheme was obtained.

Accordingly, as of the date of this joint announcement, the Pre-Condition has been satisfied. With the Pre-Condition having been satisfied, the implementation of the Proposal is only subject to the satisfaction or waiver (as applicable) of the Conditions, which include, amongst others, the approval of the Scheme at the Court Meeting and the Grand Court’s sanction of the Scheme.

UPDATE ON THE STATUS OF THE SCHEME DOCUMENT

As disclosed in the Delay in Despatch Announcement, pursuant to Rule 8.2 of the Takeovers Code, an application has been made to the Executive for consent. The Executive has granted consent for an extension to the time limit for despatching the Scheme Document to a date no later than October 31, 2025.

The Company and the Offeror are in the course of preparing the Scheme Document and other relevant documents for submission to the Grand Court. Further announcement(s) on the status and progress of the Proposal and the Scheme and the despatch of the Scheme Document will be made in accordance with the Listing Rules and the Takeovers Code (as the case may be) as and when appropriate.

Warning: 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, 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.

By order of the board of directors of
Bo Yu Limited
Ms. Yanmei Dong
Director

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and
Chief Executive Officer

Hong Kong, July 9, 2025

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

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

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

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

As at the date of this joint announcement, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Mr. Michael Guo, Ms. Fu Xin, Mr. Dou Wenwei and Ms. Wang Wenjun as the non-executive directors and Dr. Zhang Yaolin, Mr. Pu Tianruo, Mr. Chow Wing Kin Anthony and Mr. Ip Koon Wing Ernest as the independent non-executive directors.

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

Where the English and the Chinese texts conflict, the English text prevails.

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

FORM 6-K

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

For the month of July 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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Announcement on the Stock Exchange of Hong Kong — Announcement Pursuant to Rule 10 of the Takeovers Code

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/ Dangyang Chen

Name: Dangyang Chen

Title: Chairman of the Board and Chief Executive Officer

Date: July 21, 2025

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor is it a solicitation of any vote or approval in any jurisdiction. This announcement also does not constitute any solicitation or recommendation under rules and regulations of the SEC.

This announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.



OneConnect Financial Technology Co., Ltd.
壹賬通金融科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

ANNOUNCEMENT
PURSUANT TO RULE 10 OF THE TAKEOVERS CODE

References are made to (1) the announcement dated May 15, 2025 jointly issued by the Offeror and the Company in relation to, among other things, the Proposal and the Scheme (the “**Rule 3.5 Announcement**”), (2) the announcement dated May 16, 2025 issued by the Company in relation to the appointment of the Independent Financial Adviser, (3) the announcement dated June 5, 2025 in relation to the delay in despatch of scheme document, (4) the announcement dated June 24, 2025 in relation to the additional non-binding letter of support, (5) the announcement dated July 9, 2025 in relation to satisfaction of the Pre-Condition and (6) the announcement dated July 20, 2025 in relation to the filing of a Transaction Statement on Schedule 13E-3 (the “**Schedule 13E-3**”). Unless otherwise defined, capitalized terms used in this announcement have the same meanings as those defined in the Rule 3.5 Announcement.

IMPLICATIONS UNDER RULE 10 OF THE TAKEOVERS CODE

Pursuant to Rule 10 of the Takeovers Code, each of the following information in the initial draft of the Scheme Document which is included as an exhibit to the Schedule 13E-3 constitutes a profit forecast and would need to be reported on by each of the financial adviser(s) and auditor(s) of the Company in accordance with Note 1(c) of the Notes to Rule 10.1 and Rule 10.2 of the Takeovers Code:

- i. the Group's unaudited gross profit, operating loss, loss arising from each of continuing operations and discontinued operations attributable to owners of the Company and non- controlling interests, loss per share and loss per ADS for loss attributable to owners of the Company (basic and diluted), loss per share and loss per ADS for loss from continuing operations attributable to owners of the Company (basis and diluted), loss before income tax, loss for the period attributable to owners of the Company and non-controlling interests, other comprehensive loss for the period (net of tax) and total comprehensive loss for the three months ended March 31, 2025 (the "**2025 Q1 Estimate**");
- ii. the Group's unaudited gross profit, operating loss, loss arising from each of continuing operations and discontinued operations attributable to owners of the Company and non- controlling interests, loss per share and loss per ADS for loss attributable to owners of the Company (basic and diluted), loss per share and loss per ADS for loss from continuing operations attributable to owners of the Company (basis and diluted), loss before income tax, loss for the period attributable to owners of the Company and non-controlling interests, other comprehensive loss for the period (net of tax) and total comprehensive loss for the three months ended March 31, 2024 (the "**2024 Q1 Estimate**"); and
- iii. the Group's unaudited gross profit from continuing operations for 5M2025 and 5M2024, profit from discontinued operations attributable to owners of the Company for 5M2024, loss attributable to owners of the Company for 5M2025 and profit attributable to owners of the Company for 5M2024 (the "**May 31 Estimate**").

For further details of the 2025 Q1 Estimate, 2024 Q1 Estimate and May 31 Estimate, please refer to Appendix I of the initial draft of the Scheme Document as exhibited to the Schedule 13E-3.

Each of the 2025 Q1 Estimate, 2024 Q1 Estimate and May 31 Estimate has been reported on by PricewaterhouseCoopers (the "**PwC**"), the auditor of the Company, and Gram Capital Limited, the independent financial adviser to the independent board committee of Company, in accordance with the requirements under Rule 10 of the Takeovers Code. The respective letters issued by PwC and Gram Capital Limited with respect to the 2025 Q1 Estimate, 2024 Q1 Estimate and May 31 Estimate are set out in Appendix I and Appendix II to this announcement.

The Board has reassessed the 2025 Q1 Estimate and considered that the 2025 Q1 Estimate remains valid as of the date of this announcement. PwC and Gram Capital Limited who reported on the 2025 Q1 Estimate have indicated that they have no objection to their reports continuing to apply.

Warning: 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, 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.

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
*Chairman of the Board and
Chief Executive Officer*

Hong Kong, July 20, 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Mr. Michael Guo, Ms. Fu Xin, Mr. Dou Wenwei and Ms. Wang Wenjun as the non-executive directors and Dr. Zhang Yaolin, Mr. Pu Tianruo, Mr. Chow Wing Kin Anthony and Mr. Ip Koon Wing Ernest as the independent non-executive directors.

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

Where the English and the Chinese texts conflict, the English text prevails.

Appendix I

The following is the text of the letters received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this announcement.



羅兵咸永道

The Board of Directors
OneConnect Financial Technology Co., Ltd.

28 May 2025

Dear Sirs,

OneConnect Financial Technology Co., Ltd. (the “Company”)

Estimate for Period Ended 31 March 2025

We refer to the estimate of the unaudited gross profit, operating loss, loss arising from each of continuing operations and discontinued operations attributable to owners of the Company and non-controlling interests, loss per share and loss per ADS for loss attributable to owners of the Company (basic and diluted), loss per share and loss per ADS for loss from continuing operations attributable to owners of the Company (basis and diluted), loss before income tax, loss for the period attributable to owners of the Company and non-controlling interests, other comprehensive loss for the period (net of tax) and total comprehensive loss for the period ended 31 March 2025 (the “**Estimate**”) set forth in the announcement of the Company dated 28 May 2025 (the “**Announcement**”).

Directors’ Responsibilities

The Estimate has been prepared by the directors of the Company based on the unaudited condensed consolidated results as shown on the unaudited condensed consolidated management accounts of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months ended 31 March 2025.

The Company’s directors are solely responsible for the Estimate.

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion on the accounting policies and calculations of the Estimate based on our procedures.

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 500, *Reporting on Profit Forecasts, Statements of Sufficiency of Working Capital and Statements of Indebtedness* and with reference to Hong Kong Standard on Assurance Engagements 3000 (Revised), *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* issued by the HKICPA. Those standards require that we plan and perform our work to obtain reasonable assurance as to whether, so far as the accounting policies and calculations are concerned, the Company's directors have properly compiled the Estimate in accordance with the bases adopted by the directors and as to whether the Estimate is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

Opinion

In our opinion, so far as the accounting policies and calculations are concerned, the Estimate has been properly compiled in accordance with the bases adopted by the directors as set out in the section headed "Basis of Preparation" of the Announcement and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the audited consolidated financial statements of the Group for the year ended 31 December 2024.

Yours faithfully,

PricewaterhouseCoopers

Certified Public Accountants Hong Kong



羅兵咸永道

The Board of Directors
OneConnect Financial Technology Co., Ltd.

18 July 2025

Dear Sirs,

OneConnect Financial Technology Co., Ltd. (the “Company”)

Estimate for the five months ended 31 May 2025, the five months ended 31 May 2024 and the three months ended 31 March 2024

We refer to the estimate of the unaudited gross profit, operating loss, loss arising from each of continuing operations and discontinued operations attributable to owners of the Company and non-controlling interests, loss per share and loss per ADS for loss attributable to owners of the Company (basic and diluted), loss per share and loss per ADS for loss from continuing operations attributable to owners of the Company (basis and diluted), loss before income tax, loss for the period attributable to owners of the Company and non-controlling interests, other comprehensive loss for the period (net of tax) and total comprehensive loss for the three months ended 31 March 2024 (the “**3M2024**”), unaudited gross profit from continuing operations for 5 months ended 31 May 2025 (the “**5M2025**”) and 5 months ended 31 May 2024 (the “**5M2024**”), profit from discontinued operations attributable to owners of the Company for 5M2024, loss attributable to owners of the Company for 5M2025 and profit attributable to owners of the Company for 5M2024 (the “**Estimate**”) set forth in the section headed “Appendix I FINANCIAL INFORMATION OF THE GROUP” in the initial draft of the Scheme Document as exhibited to the Schedule 13E-3 dated 18 July 2025. (the “**Draft Scheme Document**”).

Directors’ Responsibilities

The Estimate has been prepared by the directors of the Company based on the unaudited condensed consolidated results as shown on the unaudited condensed consolidated management accounts of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the five months ended 31 May 2025, the five months ended 31 May 2024 and the three months ended 31 March 2024.

The Company’s directors are solely responsible for the Estimate.

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion on the accounting policies and calculations of the Estimate based on our procedures.

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 500, Reporting on Profit Forecasts, Statements of Sufficiency of Working Capital and Statements of Indebtedness, and with reference to Hong Kong Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information, issued by the HKICPA. Those standards require that we plan and perform our work to obtain reasonable assurance as to whether, so far as the accounting policies and calculations are concerned, the Company's directors have properly compiled the Estimate in accordance with the bases adopted by the directors and as to whether the Estimate is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

Opinion

In our opinion, so far as the accounting policies and calculations are concerned, the Estimate has been properly compiled in accordance with the bases adopted by the directors as set out in section headed "Appendix I FINANCIAL INFORMATION OF THE GROUP" of the Draft Scheme Document and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the audited consolidated financial statements of the Group for the year ended 31 December 2024.

Yours faithfully,

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong

Appendix II

The following is the text of the letters received from Gram Capital, the Independent Financial Adviser, for the purpose of incorporation in this announcement.

28 May 2025

The Board of Directors

OneConnect Financial Technology Co., Ltd.
21/24F, Ping An Finance Center
No. 5033 Yitian Road
Futian District, Shenzhen
Guangdong, PRC

Dear Sirs,

Reference is made to the announcement of the unaudited financial results for the first quarter ended 31 March 2025 dated 28 May 2025 (the “**1Q Results Announcement**”) issued by OneConnect Financial Technology Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”). Capitalised terms used in this letter shall have the same respective meanings as defined in the 1Q Results Announcement unless the context otherwise required.

The unaudited gross profit, operating loss, loss arising from each of continuing operations and discontinued operations attributable to owners of the Company and non-controlling interests, loss per share and loss per ADS for loss attributable to owners of the Company (basic and diluted), loss per share and loss per ADS for loss from continuing operations attributable to owners of the Company (basis and diluted), loss before income tax, loss for the period attributable to owners of the Company and non-controlling interests, other comprehensive loss for the period (net of tax) and total comprehensive loss for the three months ended 31 March 2025 (the “**Estimate**”) contained in the 1Q Results Announcement represents a profit forecast under Rule 10 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). The Estimate constitutes profit forecast under Rule 10 of the Takeovers Code and must be reported on by the financial adviser and the auditors or consultant accountants. This report is issued in compliance with the requirements under Rule 10.4 and Note 1(c) of the Notes to Rules 10.1 and 10.2 of the Takeovers Code.

We have reviewed and discussed with you and the senior management of the Company the bases upon which the Estimate was prepared (no assumption was involved in the making of the Estimate as it relates to a period already ended), which was provided by you as the Directors which you are solely responsible for, based on the unaudited consolidated results of the Group for the three months ended 31 March 2025, as shown in the management accounts of the Group for the same period. These management accounts have not been audited or reviewed by the Company’s auditor, PricewaterhouseCoopers.

In respect of the accounting policies and calculations concerned, upon which the Estimate has been made, we have considered the report as contained in Schedule 2 to the 1Q Results Announcement addressed to the Board from PricewaterhouseCoopers, being the reporting accountants of the Company. PricewaterhouseCoopers is of the opinion that, so far as the accounting policies and calculations are concerned, the Estimate has been properly compiled in accordance with the bases adopted by the directors as set out in the section headed “Basis of Preparation” of the 1Q Results Announcement, and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the audited consolidated financial statements of the Group for the year ended 31 December 2024.

Having considered the above, we are of the opinion that the Estimate has been made with due care and consideration.

Yours faithfully,
For and on behalf of
Gram Capital Limited
Graham Lam
Managing Director

18 July 2025

The Board of Directors

OneConnect Financial Technology Co., Ltd.
21/24F, Ping An Finance Center
No. 5033 Yitian Road
Futian District, Shenzhen
Guangdong, PRC

Dear Sirs,

Reference is made to the initial draft of the Scheme Document as exhibited to the Schedule 13E-3 dated 18 July 2025 (the “**Initial Draft Scheme Document**”) jointly issued by Bo Yu Limited and OneConnect Financial Technology Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”). Capitalised terms used in this letter shall have the same respective meanings as defined in the Initial Draft Scheme Document unless the context otherwise required.

The following items represent profit forecast under Rule 10 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”):

- (i) The unaudited gross profit, operating loss, loss arising from each of continuing operations and discontinued operations attributable to owners of the Company and non-controlling interests, loss per share and loss per ADS for loss attributable to owners of the Company (basic and diluted), loss per share and loss per ADS for loss from continuing operations attributable to owners of the Company (basis and diluted), loss before income tax, loss for the period attributable to owners of the Company and non-controlling interests, other comprehensive loss for the period (net of tax) and total comprehensive loss for the three months ended 31 March 2024 and 2025 as mentioned in the section headed “1. FINANCIAL SUMMARY OF THE GROUP” of Appendix I to the Initial Draft Scheme Document.
- (ii) (a) The gross profit from continuing operations, profit from discontinued operations attributable to owners of the Company and profit attributable to owners of the Company for five months ended 31 May 2024; and (b) the gross profit from continuing operations and loss attributable to owners of the Company for five months ended 31 May 2025, as mentioned in the section headed “4. MATERIAL CHANGE” of Appendix I to the Initial Draft Scheme Document.

((i) & (ii) collectively, the “**Estimates**”)

The Estimates constitute profit forecast under Rule 10 of the Takeovers Code and must be reported on by the financial adviser and the auditors or consultant accountants. This report is issued in compliance with the requirements under Rule 10.4 and Note 1(c) of the Notes to Rules 10.1 and 10.2 of the Takeovers Code.

We have reviewed and discussed with you and the senior management of the Company the bases upon which the Estimates were prepared (no assumption was involved in the making of the Estimates as it relates to periods already ended), which was provided by you as the Directors which you are solely responsible for, based on the unaudited consolidated results of the Group for (i) the three months ended 31 March 2024 and 2025; and (ii) the five months ended 31 May 2024 and 2025, as shown in the management accounts of the Group for the same period. These management accounts have not been audited or reviewed by the Company’s auditor, PricewaterhouseCoopers.

In respect of the accounting policies and calculations concerned, upon which the Estimates have been made, we have considered the reports as contained in Appendix IV to the Initial Draft Scheme Document addressed to the Board from PricewaterhouseCoopers, being the auditor of the Company. PricewaterhouseCoopers is of the opinion that, so far as the accounting policies and calculations are concerned, the Estimates have been properly compiled in accordance with the bases adopted by the directors and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the audited consolidated financial statements of the Group for the year ended 31 December 2024.

Having considered the above, we are of the opinion that the Estimates have been made with due care and consideration.

Yours faithfully,
For and on behalf of
Gram Capital Limited
Graham Lam
Managing Director

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

FORM 6-K

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

For the month of August 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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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<u>Exhibit 99.1</u>	<u>Announcement — Date of Board Meeting</u>
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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: August 11, 2025

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OneConnect Financial Technology Co., Ltd.
壹賬通金融科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

DATE OF BOARD MEETING

The board of directors (the “**Board**”) of OneConnect Financial Technology Co., Ltd. (the “**Company**”) announces that a meeting of the Board will be held on Thursday, August 21, 2025 for the purposes of, inter alia, considering and approving the unaudited interim results of the Company and its subsidiaries and consolidated affiliated entities for the six months ended June 30, 2025 and its publication.

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and Chief Executive Officer

Hong Kong, August 11, 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Mr. Michael Guo, Ms. Xin Fu, Mr. Wenwei Dou and Ms. Wenjun Wang as the non-executive directors and Dr. Yaolin Zhang, Mr. Tianruo Pu, Mr. Wing Kin Anthony Chow and Mr. Koon Wing Ernest Ip as the independent non-executive directors.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 6-K

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

For the month of August 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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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<u>Exhibit 99.1</u>	<u>OneConnect Announces First Half 2025 Unaudited Financial Results</u>
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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: August 21, 2025

OneConnect Announces First Half 2025 Unaudited Financial Results

SHENZHEN, China — (PRNewswire) — OneConnect Financial Technology Co., Ltd. (“OneConnect” or the “Company”) (NYSE: OCFT and HKEX: 6638), a leading technology-as-a-service provider for the financial services industry in China, today announced its unaudited financial results for the six months ended June 30, 2025.

First Half 2025 Financial Highlights

- Revenue from continuing operations¹ was RMB801 million, compared to RMB1,416 million during the same period last year.
- Gross margin of continuing operations was 26.1%, compared to 37.1% during the same period last year.
- Loss from continuing operations attributable to shareholders was RMB78 million, compared to RMB70 million during the same period last year. Net margin of continuing operations to shareholders was -9.8%, compared to -5.0% during the same period last year.
- Loss from continuing operations per basic and diluted ADS was RMB-2.16, compared to RMB-1.94 during the same period last year.

¹ As previously reported, 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 on April 2, 2024. As a result of the disposal, the historical financial results of the Virtual Banking Business segment are now reflected as “discontinued operations” in the Company’s condensed consolidated financial information and the historical financial results of the remaining business of the Company are now reflected as “continuing operations” in the Company’s condensed consolidated financial information for the six months ended June 30, 2025 and for the comparative period in 2024.

In RMB'000, except percentages and per ADS amounts	Six Months Ended June 30		YoY
	2025	2024	
Continuing operations			
Revenue			
Revenue from Ping An Group and Lufax ¹	384,046	935,599	-59.0%
Revenue from third-party customers	417,111	480,170	-13.1%
Total	801,157	1,415,769	-43.4%
Gross profit	209,161	525,782	
Gross margin ³	26.1%	37.1%	
Operating loss	(105,691)	(105,502)	
Operating margin ³	-13.2%	-7.5%	

In RMB'000, except percentages and per ADS amounts	Six Months Ended June 30		YoY
	2025	2024	
Loss from continuing operations attributable to shareholders	(78,495)	(70,485)	
Net margin of continuing operations to shareholders ³	-9.8%	-5.0%	
Loss from continuing operations per ADS ² , basic and diluted	(2.16)	(1.94)	
(Loss)/Profit from continuing and discontinued operations attributable to shareholders	(78,495)	139,014	
Net margin of continuing and discontinued operations to shareholders ³	-9.8%	9.8%	
(Loss)/Earnings from continuing and discontinued operations per ADS, basic and diluted	(2.16)	3.83	

¹ Reference is made to the announcement made by Ping An Group on October 21, 2024. Lufax became a subsidiary of Ping An Group on July 30, 2024. Therefore, the Company's revenue from Ping An Group shown in this table included revenue from Lufax since July 30, 2024. Revenue from Lufax for the half year ended June 30, 2024 was approximately RMB113 million.

² In RMB. Each ADS represents 30 ordinary shares.

³ Gross margin is calculated as gross profit divided by total revenue from continuing operations for the period. Operating margin is calculated as operating loss divided by total revenue from continuing operations for the period. Net margin to shareholders is calculated as the (loss)/profit attributable to shareholders divided by total revenue from continuing operations for the period.

Revenue from Continuing Operations Breakdown

In RMB'000, except percentages	Six Months Ended June 30		YoY
	2025	2024	
Implementation	291,417	326,086	-10.6%
Transaction-based and support revenue			
Business origination services	9,942	22,775	-56.3%
Risk management services	105,785	126,514	-16.4%
Operation support services	309,517	265,391	16.6%
Cloud services platform	2,349	607,416	-99.6%
Post-implementation support services	38,842	29,348	32.3%
Others	43,305	38,239	13.2%
Sub-total for transaction-based and support revenue	509,740	1,089,683	-53.2%
Total Revenue from Continuing Operations	801,157	1,415,769	-43.4%

Revenue from continuing operations was RMB801 million in the first half of 2025, a decrease of 43.4% from RMB1,416 million during the same period last year, primarily due to a decrease of RMB605 million in revenue from cloud services platform. Implementation revenue was RMB291 million in the first half of 2025, a decrease of 10.6% from RMB326 million during the same period last year, mainly due to a decrease in demand for implementation of financial services systems in China. Revenue from business origination services was RMB10 million in the first half of 2025, a decrease of 56.3% from RMB23 million during the same period last year, primarily due to a decrease in transaction volumes from loan origination systems under digital credit management solutions. Revenue from risk management services was RMB106 million in the first half of 2025, a decrease of 16.4% from RMB127 million during the same period last year, mainly due to a decrease in transaction volumes from banking related risk analytic solutions. Revenue from operation support services was RMB310 million in the first half of 2025, an increase of 16.6% from RMB265 million during the same period last year, primarily due to increased transaction volumes from insurance solutions. Revenue from cloud services platform was RMB2 million in the first half of 2025, a decrease of 99.6% from RMB607 million during the same period last year, primarily due to the strategic phasing out of the cloud services since July 2024, details of which were previously disclosed in our announcement dated July 11, 2024 regarding an update on our business operations. Revenue from post-implementation support services was RMB39 million in the first half of 2025, an increase of 32.3% from RMB29 million during the same period last year, primarily due to increased demand for our post-implementation support services from our overseas customers.

In RMB'000, except percentages	Six Months Ended June 30		YoY
	2025	2024	
Digital Banking segment	241,114	261,832	-7.9%
Digital Insurance segment	287,866	258,977	11.2%
Gamma Platform segment	272,177	894,960	-69.6%
Total Revenue from Continuing Operations	801,157	1,415,769	-43.4%

Revenue from Gamma Platform segment was RMB272 million in the first half of 2025, a decrease of 69.6% from RMB895 million during the same period last year, primarily due to the strategic phasing out of cloud services. Revenue from Digital Banking segment was RMB241 million in the first half of 2025, a decrease of 7.9% from RMB262 million during the same period last year, mainly due to a decrease in transaction volumes from business origination and risk management services. Revenue from Digital Insurance segment was RMB288 million in the first half of 2025, an increase of 11.2% from RMB259 million during the same period last year, mainly due to an increased demand for digital property and casualty insurance solutions.

First Half 2025 Financial Results

Revenue from Continuing Operations

Revenue from continuing operations was RMB801 million in the first half of 2025, a decrease of 43.4% from RMB1,416 million during the same period last year, primarily due to a decrease in revenue from cloud services platform.

Cost of Revenue from Continuing Operations

Cost of revenue from continuing operations was RMB592 million in the first half of 2025, a decrease of 33.5% from RMB890 million during the same period last year, which was mainly due to revenue decrease.

Gross Profit from Continuing Operations

Gross profit from continuing operations was RMB209 million in the first half of 2025, compared to RMB526 million during the same period last year. Gross margin of continuing operations was 26.1%, compared to 37.1% in the prior year. The decrease in gross margin of continuing operations was mainly due to reduction in economies of scale caused by the decrease in revenue.

Operating Loss and Expenses from Continuing Operations

Total operating expenses from continuing operations were RMB316 million in the first half of 2025, compared to RMB638 million during the same period last year. As a percentage of revenue, total operating expenses from continuing operations decreased by 5.6ppt to 39.5% from 45.1% during the same period last year.

- *Research and Development expenses from continuing operations* were RMB117 million in the first half of 2025, compared to RMB400 million during the same period last year. The decline was mainly due to the Company's proactive adjustment of its business structure and its return on investment driven approach to manage research and development projects. As a percentage of revenue, research and development expenses from continuing operations decreased to 14.6% from 28.2% in the prior year.
- *Sales and Marketing expenses from continuing operations* were RMB92 million in the first half of 2025, remaining relatively stable compared to RMB93 million during the same period last year. As a percentage of revenue, sales and marketing expenses from continuing operations increased to 11.5% from 6.5% in the prior year.
- *General and Administrative expenses from continuing operations* were RMB107 million in the first half of 2025, compared to RMB146 million during the same period last year. The decline was mainly due to a decrease in personnel costs. As a percentage of revenue, general and administrative expenses from continuing operations increased to 13.3% from 10.3% during the same period last year.

Operating loss from continuing operations was RMB106 million in the first half of 2025, compared to RMB106 million during the same period last year. Operating margin of continuing operations was -13.2%, compared to -7.5% in the prior year.

Loss from Continuing Operations Attributable to Shareholders

Loss from continuing operations attributable to OneConnect's shareholders was RMB78 million in the first half of 2025, compared to RMB70 million during the same period last year. Loss from continuing operations attributable to OneConnect's shareholders per basic and diluted ADS was RMB-2.16, compared to RMB-1.94 during the same period last year. Weighted average number of ordinary shares in the first half of 2025 was 1,091,369,026.

Cash Flow

For the first half of 2025, net cash used in operating activities was RMB210 million, net cash used in investing activities was RMB1,333 million, and net cash used in financing activities was RMB16 million.

About OneConnect

OneConnect Financial Technology Co., Ltd. is a technology-as-a-service provider for financial services industry. The Company integrates extensive financial services industry expertise with market-leading technology to provide technology applications and technology-enabled business services to financial institutions. The integrated solutions and platform the Company provides include digital banking solution, digital insurance solution and Gamma Platform, which is a technology infrastructural platform for financial institutions. The Company's solutions enable its customers' digital transformations, which help them improve efficiency, enhance service quality, and reduce costs and risks.

The Company has established long-term cooperation relationships with financial institutions to address their needs of digital transformation. The Company has also expanded its services to other participants in the value chain to support the digital transformation of financial services eco-system. In addition, the Company has successfully exported its technology solutions to overseas financial institutions.

For more information, please visit ir.ocft.com.

Safe Harbor Statement

This press release contains forward-looking statements. These statements constitute “forward-looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “confident” and similar statements. Such statements are based upon management’s current expectations and current market and operating conditions and relate to events that involve known or unknown risks, uncertainties and other factors, all of which are difficult to predict and many of which are beyond the Company’s control. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s limited operating history in the technology-as-a-service for financial institutions industry; its ability to achieve or sustain profitability; the tightening of laws, regulations or standards in the financial services industry; the Company’s ability to comply with the evolving regulatory requirements in the PRC and other jurisdictions where it operates; its ability to comply with existing or future laws and regulations related to data protection or data security; its ability to maintain and enlarge the customer base or strengthen customer engagement; its ability to maintain its relationship and engagement with Ping An Group and its related parties, which are its strategic partner, most important customer and largest supplier; its ability to compete effectively to serve China’s financial institutions; the effectiveness of its technologies, its ability to maintain and improve technology infrastructure and security measures; its ability to protect its intellectual property and proprietary rights; its ability to maintain or expand relationship with its business partners and the failure of its partners to perform in accordance with expectations; its ability to protect or promote its brand and reputation; its ability to timely implement and deploy its solutions; its ability to obtain additional capital when desired; litigation and negative publicity surrounding China-based companies listed in the U.S.; disruptions in the financial markets and business and economic conditions; the Company’s ability to pursue and achieve optimal results from acquisition or expansion opportunities; and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in the Company’s filings with the U.S. Securities and Exchange Commission. All information provided in this press release and in the attachments is as of the date of this press release, and the Company undertakes no obligation to update any forward-looking statement, except as required under applicable law.

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ONECONNECT
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Six Months Ended June 30	
	2025	2024
	RMB'000	RMB'000
Continuing operations		
Revenue	801,157	1,415,769
Cost of revenue	(591,996)	(889,987)
Gross profit	209,161	525,782
Research and development expenses	(116,986)	(399,640)
Selling and marketing expenses	(92,202)	(92,568)
General and administrative expenses	(106,883)	(146,027)
Net impairment losses on financial and contract assets	(13,857)	(23,233)
Other income, gains or loss-net	15,076	30,184
Operating loss	(105,691)	(105,502)
Finance income	25,415	29,686
Finance costs	(3,069)	(7,988)
Finance income-net	22,346	21,698
Loss before income tax	(83,345)	(83,804)
Income tax (expense)/benefit	(2,368)	2,346
Loss for the period from continuing operations	(85,713)	(81,458)
Discontinued operations		
Profit from discontinued operations (attributable to owners of the Company)	–	209,499
(Loss)/profit for the period	(85,713)	128,041
(Loss)/profit attributable to:		
– Owners of the Company	(78,495)	139,014
– Non-controlling interests	(7,218)	(10,973)
	<u>(85,713)</u>	<u>128,041</u>
(Loss)/profit attributable to owners of the Company arises from:		
– Continuing operations	(78,495)	(70,485)
– Discontinued operations	–	209,499
	<u>(78,495)</u>	<u>139,014</u>

	Six Months Ended June 30	
	2025	2024
	RMB'000	RMB'000
Other comprehensive (loss)/income, net of tax:		
<i>Items that may be subsequently reclassified to profit or loss</i>		
– Foreign currency translation differences of continuing operations	579	(2,645)
– Exchange differences on translation of discontinued operations	–	177
– Changes in the fair value of debt instruments measured at fair value through other comprehensive income of discontinued operations	–	6,056
– Disposal of subsidiaries	–	18,237
<i>Item that will not be reclassified subsequently to profit or loss</i>		
– Foreign currency translation differences	(7,105)	13,808
Other comprehensive (loss)/income for the period, net of tax	(6,526)	35,633
Total comprehensive (loss)/income for the period	(92,239)	163,674
Total comprehensive (loss)/income for the period attributable to:		
– Owners of the Company	(85,021)	174,647
– Non-controlling interests	(7,218)	(10,973)
	(92,239)	163,674
Loss per share for loss from continuing operations attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	(0.07)	(0.06)
Loss per ADS for loss from continuing operations attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	(2.16)	(1.94)
(Loss)/earnings per share for (loss)/profit attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	(0.07)	0.13
(Loss)/earnings per ADS for (loss)/profit attributable to owners of the Company (expressed in RMB per share)		
– Basic and diluted	(2.16)	3.83

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CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30 2025 <i>RMB'000</i>	December 31 2024 <i>RMB'000</i>
ASSETS		
Non-current assets		
Property and equipment	45,209	43,895
Intangible assets	182,559	195,636
Deferred tax assets	313,805	313,805
Restricted cash and time deposits over three months	7,833	–
Prepayments and other receivables	8,826	6,506
Trade receivables	10,221	10,106
Total non-current assets	568,453	569,948
Current assets		
Trade receivables	549,558	496,429
Contract assets	66,683	63,420
Prepayments and other receivables	281,036	342,221
Financial assets measured at fair value through profit or loss	1,082,608	455,016
Derivative financial assets	–	40,356
Restricted cash and time deposits over three months	794,101	51,940
Cash and cash equivalents	385,031	1,947,922
Total current assets	3,159,017	3,397,304
Total assets	3,727,470	3,967,252
EQUITY AND LIABILITIES		
EQUITY		
Share capital	78	78
Shares held for share option scheme	(145,032)	(149,544)
Other reserves	11,026,407	11,041,209
Accumulated losses	(8,411,786)	(8,333,291)
Equity attributable to equity owners of the Company	2,469,667	2,558,452
Non-controlling interests	(61,727)	(54,509)
Total equity	2,407,940	2,503,943

	June 30 2025 <u>RMB'000</u>	December 31 2024 <u>RMB'000</u>
LIABILITIES		
Non-current liabilities		
Trade and other payables	14,291	10,670
Contract liabilities	13,090	12,946
Total non-current liabilities	27,381	23,616
Current liabilities		
Trade and other payables	913,319	993,842
Payroll and welfare payables	235,794	311,190
Contract liabilities	118,489	115,501
Short-term borrowings	20,658	19,160
Derivative financial liabilities	3,889	–
Total current liabilities	1,292,149	1,439,693
Total liabilities	1,319,530	1,463,309
Total equity and liabilities	3,727,470	3,967,252

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
Net cash used in operating activities	(209,799)	(297,993)
Net cash (used in)/generated from investing activities	(1,333,389)	480,298
Net cash used in financing activities	(15,558)	(129,792)
Net (decrease)/increase in cash and cash equivalents	(1,558,746)	52,513
Cash and cash equivalents at the beginning of the period	1,947,922	1,379,473
Effects of exchange rate changes on cash and cash equivalents	(4,145)	6,900
Cash and cash equivalents at the end of period	385,031	1,438,886

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

FORM 6-K

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

For the month of August 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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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<u>Exhibit 99.1</u>	<u>Announcement — Interim Results Announcement for the Six Months Ended June 30, 2025</u>
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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/ Dangyang Chen

Name: Dangyang Chen

Title: Chairman of the Board and Chief Executive Officer

Date: August 21, 2025

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



OneConnect Financial Technology Co., Ltd.
壹賬通金融科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

**INTERIM RESULTS ANNOUNCEMENT
FOR THE SIX MONTHS ENDED JUNE 30, 2025**

The board (the “**Board**”) of directors (the “**Directors**”) of OneConnect Financial Technology Co., Ltd. (the “**Company**”) is pleased to announce the unaudited interim consolidated results of the Company and its subsidiaries and other consolidated entities (collectively, the “**Group**”) for the six months ended June 30, 2025 (the “**Reporting Period**”), together with the comparative figures for the corresponding period in 2024.

In this announcement, “we,” “us,” and “our” refer to the Company and where the context otherwise requires, the Group.

FINANCIAL PERFORMANCE HIGHLIGHTS

- Revenue from continuing operations¹ decreased by 43.4% to RMB801.2 million for the six months ended June 30, 2025 as compared to RMB1,415.8 million for the corresponding period in 2024.
- Gross margin of continuing operations was 26.1% for the six months ended June 30, 2025, compared to 37.1% for the corresponding period in 2024.
- Loss from continuing operations attributable to shareholders was RMB78.5 million for the six months ended June 30, 2025, as compared to RMB70.5 million for the corresponding period in 2024. Net margin of continuing operations to shareholders was -9.8%, compared to -5.0% for the corresponding period in 2024.
- Loss from continuing operations per ADS, basic and diluted, was RMB-2.16 for the six months ended June 30, 2025 as compared to RMB-1.94 for the corresponding period in 2024.

– In RMB'000, except percentages and per ADS amounts

	Six Months Ended June 30,		
	2025	2024	YoY
	(Unaudited)	(Unaudited)	
Continuing operations			
Revenue			
Revenue from Ping An Group and Lufax ²	384,046	935,599	-59.0%
Revenue from third-party customers	417,111	480,170	-13.1%
Total	801,157	1,415,769	-43.4%
Gross profit	209,161	525,782	
Gross margin ⁴	26.1%	37.1%	
Operating loss	(105,691)	(105,502)	
Operating margin ⁴	-13.2%	-7.5%	
Loss from continuing operations attributable to shareholders	(78,495)	(70,485)	
Net margin of continuing operations to shareholders ⁴	-9.8%	-5.0%	
Loss from continuing operations per ADS ³ , basic and diluted	(2.16)	(1.94)	
(Loss)/Profit from continuing and discontinued operations attributable to shareholders	(78,495)	139,014	
Net margin of continuing and discontinued operations to shareholders ⁴	-9.8%	9.8%	
(Loss)/Earnings from continuing and discontinued operations per ADS, basic and diluted	(2.16)	3.83	

Notes:

- On April 2, 2024, the Company completed the disposal of its virtual bank business (the “discontinued operations”) to Lufax Holdings Ltd 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 condensed consolidated financial statements 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 condensed consolidated financial statements for the half year ended June 30, 2025 and for the comparative period in 2024.
- 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 this table included revenue from Lufax since July 30, 2024. Revenue from Lufax for the half year ended June 30, 2024 was approximately RMB113 million.
- Each American Depositary Share (“ADS”) represents thirty ordinary shares.
- Gross margin from is calculated as gross profit divided by total revenue from continuing operations for the period. Operating margin is calculated as operating loss divided by total revenue from continuing operations for the period. Net margin to shareholders is calculated as the (loss)/profit attributable to shareholders divided by total revenue from continuing operations for the period.

BUSINESS REVIEW AND OUTLOOK

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, 66% 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. We 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.

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 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 the first half of 2025, 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 products 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, our AI solution for 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. We 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 continuously advanced the transformation and upgrading of data products, establishing a differentiated competitive advantage by building a data operation service system centered on “customers + tags + operations.”

- 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. In the first half of 2025, the digital retail banking solutions expanded into two new joint-stock 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 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, and roadside assistance.

Our intelligent life insurance solution is designed to empower insurance agents, brokers, call centers, and other channels. It can help enhance campaign management, leads management, customer 360 and financial analysis, policy issuance, and customer service. In the first half of 2025, we upgraded our “Omni-channel Agent Solution” platform and launched a smart unified customer service workbench, providing a streamlined interface for customer service agent to handle different services in one place. As a next step, AI tools will be integrated to achieve service automation.

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, the AI 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 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 Vision is also compatible with domestically-developed technology platforms like HarmonyOS, fully compliant with the requirements of IT domestically developed standards.

Our Data Intelligence 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. Meanwhile, the Smart Business Analysis Platform empowers clients by incorporating Ping An’s 30+ years management methodologies, enabling end-to-end management from strategic planning to execution, and achieving “foresee faster, decide faster, and act faster.”

Due to certain subsidiaries and associates of Ping An Insurance (Group) Company of China, Ltd. 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 first half of 2025. For further details, please refer to the announcements published by our Company on May 7 and July 11, 2024.

Expansion into Overseas Markets

We are actively expanding our technology and ecosystem collaboration networks across emerging markets in Southeast Asia, the Middle East, and Africa. Leveraging an integrated technology platform as the foundation, we aim to drive high-quality, inclusive, and sustainable digital transformation in these regions. Currently, we offer six digital solutions for overseas markets, covering core system modernization, cross-border trade finance, intelligent risk control, auto ecosystem platforms. Built on a modular architecture, these solutions support cross-ecosystem scenario collaboration to help deepen the integration between financial services and the real economy.

We are committed to building a replicable, deployable, and sustainable overseas auto ecosystem platform. Centered on the “Transaction-Finance-Service” framework, it covers key scenarios including new and second-hand vehicle transactions, auto loans, auto insurance, maintenance, car washing, and owner lifestyle services. This platform helps partner institutions streamline information and capital flows across multiple stakeholders, enabling full lifecycle customer value management. In June 2025, we reached an agreement with a prominent Vietnamese automotive service enterprise to establish a long-term strategic partnership focused on the “Auto Ecosystem.” We will jointly develop an exemplary digital auto ecosystem solution for Southeast Asia, accelerating the integration of the automotive industry and financial services.

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.

As of June 30, 2025, we have expanded our overseas presence to 20 countries and territories, and covered up to 214 customers.

2024 ESG Report

On April 24, 2025, we 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 after the Reporting Period

References are made to the announcement dated May 15, 2025 jointly issued by Bo Yu Limited (the “**Offeror**”) and the Company in relation to, among other things, the proposal for the privatization of the Company by way of a scheme of arrangement (the “**Rule 3.5 Announcement**”). Unless otherwise defined, capitalized terms used in this announcement have the same meanings as those defined in the Rule 3.5 Announcement. For further details, please refer to the Rule 3.5 Announcement.

On July 9, 2025, the approval from the State Administration for Market Regulation in relation to the declaration of undertakings-concentration in respect of the Scheme was obtained. For details, please refer to the announcement dated July 9, 2025 jointly issued by the Offeror and the Company. The Proposal and the Scheme is a “going private transaction” for purposes of Rule 13e-3 under the U.S. Securities Exchange Act of 1934 (the “**Exchange Act**”), which governs going private transactions by certain issuers and affiliates. In order to comply with the requirements of the Exchange Act, the Company, the Offeror and Ping An Group have filed with the SEC on July 18, 2025 (New York time) a Transaction Statement on Schedule 13E-3 (the “**Schedule 13E-3**”). For further details, please refer to (i) the announcement dated July 20, 2025 jointly issued by the Offeror and the Company, and (ii) the announcement dated July 20, 2025 issued by the Company pursuant to Rule 10 of the Takeovers Code. On August 18, 2025, the Company, the Offeror and Ping An Group filed with the SEC an amendment to the Schedule 13E-3. For further details, please refer to the announcement dated August 15, 2025 jointly issued by the Offeror and the Company.

Save as disclosed above, there are no other important events that have occurred since June 30, 2025 up to the date of this announcement.

Business Outlook

Looking ahead to the second half of 2025, the Company remains committed to integrating extensive financial services industry expertise with market-leading technology, while continuing to advance its second-stage strategy of deepening customer engagement and focusing on premium-plus customers and product optimization and integration. Moving forward, the Company will prioritize the financial technology and artificial intelligence industries with a focus on financial institution customers while broadening its ecosystem and international presence. With sustained investments in research and development, coupled with accumulated business know-how and customer insights, the Company aims to expand customer base and boost third-party revenue growth over the long term.

MANAGEMENT DISCUSSION AND ANALYSIS

Revenue from Continuing Operations

In RMB'000, except percentages	Six Months Ended June 30,		YoY
	2025 (Unaudited)	2024 (Unaudited)	
Implementation	291,417	326,086	-10.6%
Transaction-based and support revenue			
Business origination services	9,942	22,775	-56.3%
Risk management services	105,785	126,514	-16.4%
Operation support services	309,517	265,391	16.6%
Cloud services platform	2,349	607,416	-99.6%
Post-implementation support services	38,842	29,348	32.3%
Others	43,305	38,239	13.2%
Sub-total for transaction-based and support revenue	509,740	1,089,683	-53.2%
Total revenue from continuing operations	801,157	1,415,769	-43.4%

Note:

- Intersegment eliminations and adjustments are included under technology solution segment.

Our revenue from continuing operations decreased by 43.4% to RMB801.2 million for the six months ended June 30, 2025 from RMB1,415.8 million for the corresponding period of 2024, primarily due to a decrease in revenue from cloud services platform.

Revenue from implementation decreased by 10.6% to RMB291.4 million for the six months ended June 30, 2025 from RMB326.1 million for the corresponding period of 2024, mainly due to a decrease in demand for implementation of financial services systems in China. Revenue from business origination services decreased by 56.3% to RMB9.9 million for the six months ended June 30, 2025 from RMB22.8 million for the corresponding period of 2024, primarily due to a decrease in transaction volumes from loan origination systems under digital credit management solutions. Revenue from risk management services decreased by 16.4% to RMB105.8 million for the six months ended June 30, 2025 from RMB126.5 million for the corresponding period of 2024, mainly due to a decrease in transaction volumes from banking related risk analytic solutions. Revenue from operation support services increased by 16.6% to RMB309.5 million for the six months ended June 30, 2025 from RMB265.4 million for the corresponding period of 2024, primarily due to increased transaction volumes from insurance solutions. Revenue from cloud services platform decreased by 99.6% to RMB2.3 million for the six months ended June 30, 2025 from RMB607.4 million for the corresponding period of 2024, primarily due to the strategic phasing out of the cloud services since July 2024, details of which were previously disclosed in our announcement dated July 11, 2024 regarding an update on our business operations. Revenue from post-implementation support services was RMB38.8 million for the six months ended June 30, 2025, an increase of 32.3% from RMB29.3 million during the same period last year, 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 33.5% to RMB592.0 million for the six months ended June 30, 2025 from RMB890.0 million for the corresponding period of 2024, primarily due to revenue decrease.

Gross Profit and Gross Margin for Continuing Operations

As a result of the foregoing, our gross profit from continuing operations decreased by 60.2% to RMB209.2 million for the six months ended June 30, 2025 from RMB525.8 million for the corresponding period of 2024. Our gross margin of continuing operations decreased to 26.1% for the six months ended June 30, 2025 from 37.1% for the corresponding period of 2024. The decrease in gross margin of continuing operations was mainly due to reduction in economies of scale caused by the decrease in revenue.

Operating Expenses from Continuing Operations

Research and Development Expenses

Our research and development costs from continuing operations decreased by 70.7% to RMB117.0 million for the six months ended June 30, 2025 from RMB399.6 million for the corresponding period of 2024. The decline was mainly due to the Company's proactive adjustment of its business structure and its return on investment driven approach to manage research and development projects.

Sales and Marketing Expenses

Our Sales and marketing expenses from continuing operations remained relatively stable at RMB92.2 million for the six months ended June 30, 2025, compared to RMB92.6 million for the corresponding period of 2024.

General and Administrative Expenses

Our general and administrative expenses from continuing operations decreased by 26.8% to RMB106.9 million for the six months ended June 30, 2025 from RMB146.0 million for the corresponding period of 2024. The decline was mainly due to a decrease in personnel costs.

Net impairment losses on financial and contract assets from Continuing Operations

Our net impairment losses on financial and contract assets decreased by 40.4% to RMB13.9 million for the six months ended June 30, 2025 from RMB23.2 million for the corresponding period of 2024, primarily due to the reduction in the increase in accounts receivable balance at the end of June 2025 from the end of December 2024, compared to the corresponding period of 2024.

Other Income, Gain or Loss – Net from Continuing Operations

We incurred other income, gain or loss-net from continuing operations of RMB15.1 million for the six months ended June 30, 2025, a decrease of 50.1% from RMB30.2 million for the corresponding period of 2024. The decrease was primarily due to less net gain on derivatives.

Finance Income from Continuing Operations

Our finance income from continuing operations decreased by 14.4% from RMB29.7 million for the six months ended June 30, 2024 to RMB25.4 million for the corresponding period in 2025, primarily due to the decrease in average deposit balance.

Finance Costs from Continuing Operations

Our finance costs from continuing operations decreased by 61.6% from RMB8.0 million for the six months ended June 30, 2024 to RMB3.1 million for the corresponding period in 2025, primarily due to the decrease in average loan balance.

Loss from Continuing Operations Before Income Tax

As a result of the foregoing, our loss from continuing operations before income tax decreased by 0.5% to RMB83.3 million for the six months ended June 30, 2025 from RMB83.8 million for the corresponding period of 2024.

Income Tax (Expense)/Benefit from Continuing Operations

Our income tax expense from continuing operations was RMB2.4 million for the six months ended June 30, 2025, compared to an income tax benefit of RMB2.3 million for the corresponding period of 2024. The change was primarily due to the increase in adjustment of current income tax for prior periods after annual tax filing.

Loss from Continuing Operations for the Period

As a result of the foregoing, our loss from continuing operations increased to RMB85.7 million for the six months ended June 30, 2025 from RMB81.5 million for the corresponding period of 2024.

Profit/(Loss) from Continuing and Discontinued Operations for the Period

As a result of the foregoing, our loss from continuing and discontinued operations was RMB85.7 million for the six months ended June 30, 2025, compared to a profit of RMB128.0 million for the corresponding period of 2024.

Cash Flow Data

For the six months ended June 30, 2025, our net cash used in operating activities was RMB209.8 million, net cash used in investing activities was RMB1,333.4 million primarily due to our payments for financial assets at fair value through profit or loss, and net cash used in financing activities was RMB15.6 million primarily due to lease payments and payments for restricted cash. For the corresponding period of 2024, our net cash used in operating activities was RMB298.0 million, net cash generated from investing activities was RMB480.3 million and net cash used in financing activities was RMB129.8 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, borrowings and cash generated from financing activities. As of June 30, 2025, we had cash and cash equivalents of RMB385.0 million (December 31, 2024: RMB1,947.9 million), restricted cash and time deposits over three months of RMB794.1 million (December 31, 2024: RMB51.9 million) and financial assets at fair value through profit or loss of RMB1,082.6 million (December 31, 2024: RMB455.0 million). Our cash and cash equivalents primarily represent cash at banks, and our restricted cash consists primarily of pledged deposits for currency swaps and business guarantees.

Borrowings

As of June 30, 2025, we had short-term borrowings of RMB20.7 million (December 31, 2024: RMB19.2 million) which bore fixed interest rate. We had credit facilities primarily with one Chinese banks in the aggregate of 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, 2024: 4.9%). None of our credit facilities contain a material financial covenant.

Pledge of Assets

As of June 30, 2025, among our restricted cash, RMB17.2 million were pledged for currency swaps, and RMB17.1 million were pledged for business guarantees.

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

Gearing Ratio

As of June 30, 2025, 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 2.0% (as of December 31, 2024: 1.7%).

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 six months ended June 30, 2025.

Material Acquisitions and Disposals

Other than the above, we did not have any material acquisitions or disposals of subsidiaries, consolidated affiliated entities, or associated companies during the six months ended June 30, 2025.

Future Plans for Material Investments or Capital Assets

We did not have detailed future plans for significant investments or capital assets as at June 30, 2025.

Contingent Liabilities

We had no material contingent liabilities as of June 30, 2025.

Capital Expenditures and Capital Commitment

Our capital expenditures were RMB3.8 million for the six months ended June 30, 2025, as compared to RMB14.7 million for the corresponding period in 2024. These capital expenditures primarily comprised expenditures for the purchase of property and equipment, intangible assets and other long-term assets. As at June 30, 2025, we had no capital commitment (as of December 31, 2024: 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 June 30, 2025, we had a total of 1,981 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 June 30, 2025:

Function	As of June 30, 2025
Research and Development	1,276
Business Operations	234
Sales and Marketing	320
General Administration	151
Total	1,981

For the six months ended June 30, 2025, our employee benefit expenses from continuing operations amounted to RMB426.2 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.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		Six months ended June 30,	
		2025	2024
	Note	RMB'000	RMB'000
		(Unaudited)	(Unaudited)
Continuing operations			
Revenue	3	801,157	1,415,769
Cost of revenue		(591,996)	(889,987)
Gross profit		209,161	525,782
Research and development expenses		(116,986)	(399,640)
Selling and marketing expenses		(92,202)	(92,568)
General and administrative expenses		(106,883)	(146,027)
Net impairment losses on financial and contract assets		(13,857)	(23,233)
Other income, gains or loss – net		15,076	30,184
Operating loss		(105,691)	(105,502)
Finance income		25,415	29,686
Finance costs		(3,069)	(7,988)
Finance income – net		22,346	21,698
Loss before income tax		(83,345)	(83,804)
Income tax (expense)/benefit	4	(2,368)	2,346
Loss from continuing operations		(85,713)	(81,458)
Discontinued operations			
Profit from discontinued operations (attributable to owners of the Company)	6	–	209,499
(Loss)/profit for the period		(85,713)	128,041
(Loss)/profit attributable to:			
– Owners of the Company		(78,495)	139,014
– Non-controlling interests		(7,218)	(10,973)
		(85,713)	128,041
(Loss)/profit attributable to owners of the Company arises from:			
– Continuing operations		(78,495)	(70,485)
– Discontinued operations		–	209,499
		(78,495)	139,014

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

	<i>Note</i>	Six months ended June 30,	
		2025	2024
		RMB'000	<i>RMB'000</i>
		(Unaudited)	(Unaudited)
Other comprehensive (loss)/income, net of tax			
Items that may be subsequently reclassified to profit or loss			
– Foreign currency translation differences of continuing operations		579	(2,645)
– Exchange differences on translation of discontinued operations	6	–	177
– Changes in the fair value of debt instruments measured at fair value through other comprehensive income of discontinued operations	6	–	6,056
– Disposal of subsidiaries	6	–	18,237
Items that will not be subsequently reclassified to profit or loss			
– Foreign currency translation differences		(7,105)	13,808
Other comprehensive (loss)/income for the period, net of tax		(6,526)	35,633
Total comprehensive (loss)/income for the period		(92,239)	163,674
Total comprehensive (loss)/income for the period attributable to:			
– Owners of the Company		(85,021)	174,647
– Non-controlling interests		(7,218)	(10,973)
		(92,239)	163,674
Loss per share for loss from continuing operations attributable to owners of the Company (expressed in RMB per share)			
– Basic and diluted	5	(0.07)	(0.06)
Loss per ADS for loss from continuing operations attributable to owners of the Company (expressed in RMB per share)			
– Basic and diluted	5	(2.16)	(1.94)
(Loss)/earnings per share for (loss)/profit attributable to owners of the Company (expressed in RMB per share)			
– Basic and diluted	5	(0.07)	0.13
(Loss)/earnings per ADS for (loss)/profit attributable to owners of the Company (expressed in RMB per share)			
– Basic and diluted	5	(2.16)	3.83

INTERIM CONDENSED CONSOLIDATED BALANCE SHEET

	<i>Note</i>	As at June 30, 2025 <i>RMB'000</i> (Unaudited)	As at December 31, 2024 <i>RMB'000</i>
ASSETS			
Non-current assets			
Property and equipment		45,209	43,895
Intangible assets		182,559	195,636
Deferred tax assets		313,805	313,805
Restricted cash and time deposits over three months		7,833	–
Prepayments and other receivables		8,826	6,506
Trade receivables		10,221	10,106
Total non-current assets		568,453	569,948
Current assets			
Trade receivables	7	549,558	496,429
Contract assets		66,683	63,420
Prepayments and other receivables		281,036	342,221
Financial assets measured at fair value through profit or loss		1,082,608	455,016
Derivative financial assets		–	40,356
Restricted cash and time deposits over three months		794,101	51,940
Cash and cash equivalents		385,031	1,947,922
Total current assets		3,159,017	3,397,304
Total assets		3,727,470	3,967,252

INTERIM CONDENSED CONSOLIDATED BALANCE SHEET (CONTINUED)

	<i>Note</i>	As at June 30, 2025 <i>RMB'000</i> (Unaudited)	As at December 31, 2024 <i>RMB'000</i>
EQUITY AND LIABILITIES			
Equity			
Share capital		78	78
Shares held for share incentive scheme		(145,032)	(149,544)
Other reserves		11,026,407	11,041,209
Accumulated losses		(8,411,786)	(8,333,291)
Equity attributable to equity owners of the Company		2,469,667	2,558,452
Non-controlling interests		(61,727)	(54,509)
Total equity		2,407,940	2,503,943
LIABILITIES			
Non-current liabilities			
Trade and other payables	8	14,291	10,670
Contract liabilities		13,090	12,946
Total non-current liabilities		27,381	23,616
Current liabilities			
Trade and other payables	8	913,319	993,842
Payroll and welfare payables		235,794	311,190
Contract liabilities		118,489	115,501
Short-term borrowings		20,658	19,160
Derivative financial liabilities		3,889	–
Total current liabilities		1,292,149	1,439,693
Total liabilities		1,319,530	1,463,309
Total equity and liabilities		3,727,470	3,967,252

1 GENERAL INFORMATION AND BASIS OF PRESENTATION

1.1 General information

OneConnect Financial Technology Co., Ltd. (the “**Company**”) was incorporated in the Cayman Islands on October 30, 2017 as an exempted company with limited liability. The address of the Company’s registered office is PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands. The Company completed its initial public offering (“**IPO**”) on December 13, 2019 on the New York Stock Exchange. The Company has listed by way of introduction its ordinary shares on the Main Board of the Stock Exchange of Hong Kong Limited on July 4, 2022.

On November 30, 2022, the Company announced its plans to change the ratio of its American Depositary Share (“**ADS**”) to its ordinary shares (the “**ADS Ratio**”) from the current ADS Ratio of one ADS to three ordinary shares to a new ADS Ratio of one ADS to thirty ordinary shares. The change in the ADS Ratio became effective on December 12, 2022. For all the periods presented, basic and diluted loss per ADS have been revised assuming the change of ADS ratio from a ratio of one ADS to three ordinary share to a new Ratio of one ADSs to thirty ordinary shares occurred at the beginning of the earliest period presented.

The Company, its subsidiaries, its controlled structured entities (“**Structured Entities**”, “**Variable Interest Entities**” or “**VIEs**”) and their subsidiaries (“**Subsidiaries of VIEs**”) are collectively referred to as the “**Group**”. The Group is principally engaged in providing cloud-platform-based Fintech solutions, online information service and operating support service to financial institutions (the “**Listing Business**”) mainly in the People’s Republic of China (the “**PRC**”). The Company does not conduct any substantive operations of its own but conducts its primary business operations through its subsidiaries, VIEs and subsidiaries of VIEs in the PRC.

The condensed consolidated interim financial information comprises the condensed consolidated balance sheet as at June 30, 2025, the condensed consolidated statement of comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six-month period then ended, and selected explanatory notes (the “**Interim Financial Information**”). The Interim Financial Information are presented in Renminbi (“**RMB**”), unless otherwise stated. The Interim Financial Information have not been audited.

1.2 Basis of preparation and presentation

This Interim Financial Information has been prepared in accordance with International Accounting Standard (“**IAS**”) 34 “Interim Financial Reporting”.

The Interim Financial Information does not include all the notes of the type normally included in an annual financial report. Accordingly, it is to be read in conjunction with the annual consolidated financial statements of the Group for the year ended December 31, 2024, which have been prepared in accordance with IFRS Accounting Standards (“**IFRS**”), as set out in the 2024 annual report of the Company dated on April 24, 2025 (the “**Financial Statements**”).

These condensed interim financial information were approved for issue on 21 August, 2025.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Except as described below, the accounting policies and method of computation used in the preparation of the Interim Financial Information are generally consistent with those used in the Financial Statements in all material aspects, which have been prepared in accordance with IFRS under the historical cost convention, as modified by the revaluation of financial assets measured at fair value through other comprehensive income, financial assets at fair value through profit or loss and derivative financial assets and liabilities, which are carried at fair value and subsequent changes are recognized in the statement of comprehensive income.

Taxes on income for the interim period are accrued using the estimated tax rates that would be applicable to expected total annual assessable profit.

(a) *New and amended standards and interpretations adopted by the Group*

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing January 1, 2025:

- Amendments to IAS 21 – Lack of Exchangeability

The amendments listed above did not have material impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

(b) *New standards and amendments to standards and interpretations not yet adopted*

Several new standards and amendments to standards and interpretations have been issued but not effective during the six months ended June 30, 2025 and have not been early adopted by the Group:

	Effective for annual periods beginning on or after
Amendments to IFRS 9 and IFRS 7 – Classification and measurement of financial instruments	January 1, 2026
Annual improvements to IFRS – Volume 11	January 1, 2026
IFRS 18 – Presentation and Disclosures in Financial Statements	January 1, 2027
IFRS 19 – Subsidiaries without Public Accountability: Disclosures	January 1, 2027

The Group is in the process of assessing potential impact of the above new amendments that is relevant to the Group upon initial application. According to the preliminary assessment, the above new amendments, other than IFRS 18, are not expected to have any significant impact on the Group's consolidated balance sheets and results of operations upon adopting the above new amendments. IFRS 18 will replace IAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements. The Group is currently assessing the detailed implications of applying IFRS 18 on the Group's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of IFRS 18 will have no impact on the Group's net profit, the Group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Group has performed, the following items might potentially impact operating profit:
 - o Foreign exchange differences currently aggregated in the line item 'other income, gains or loss – net' in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.
 - o IFRS 18 has specific requirements on the category in which derivative gains or losses are recognized – which is the same category as the income and expenses affected by the risk that the derivative is used to manage. Although the Group currently recognizes gains or losses in operating profit, there might be a change to where these gains or losses are recognized, and the Group is currently evaluating the need for change.
- The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the statement of financial position, the Group will disaggregate goodwill and other intangible assets and present them separately in the statement of financial position.
- The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/ disaggregation principles. In addition, there will be significant new disclosures required for:
 - o management-defined performance measures;
 - o a break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this break-down is only required for certain nature expenses; and
 - o for the first annual period of application of IFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1.
- From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

The Group will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information will be restated in accordance with IFRS 18.

3 REVENUE

Disaggregation of revenue from contracts with customers

	Six months ended June 30,	
	2025	2024
	<i>RMB'000</i> (Unaudited)	<i>RMB'000</i> (Unaudited)
Continuing operations		
Technology Solutions		
Implementation	291,417	326,086
Transaction based and support revenue		
– Operation support services	311,540	265,391
– Business origination services	9,942	22,775
– Risk management services	105,785	126,514
– Cloud services platform (i)	2,349	607,416
– Post-implementation support services	38,842	29,348
– Others	41,282	38,239
	801,157	1,415,769

- (i) Revenue from cloud services platform decreased primarily due to the decision of the Group to gradually discontinue the operation of cloud services from July 2024 onwards given subsidiaries and associates of Ping An Insurance (Group) Company of China, Ltd. (the “**Ping An Group**”) ceased to utilize relevant services.

Disaggregation of revenue by timing of transfer of services over time or at a point in time is set out below:

	At a point in time	Over time	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
(Unaudited)			
Six months ended June 30, 2025			
Implementation	7,421	283,996	291,417
Transaction based and support revenue			
– Operation support services	94,923	216,617	311,540
– Business origination services	9,942	–	9,942
– Risk management services	105,785	–	105,785
– Cloud services platform	–	2,349	2,349
– Post-implementation support services	–	38,842	38,842
– Others	41,282	–	41,282
	259,353	541,804	801,157

	At a point in time	Over time	Total
	<u>RMB'000</u>	<u>RMB'000</u>	<u>RMB'000</u>
(Unaudited)			
Six months ended June 30, 2024			
Implementation	15,665	310,421	326,086
Transaction based and support revenue			
– Operation support services	56,263	209,128	265,391
– Business origination services	22,775	–	22,775
– Risk management services	126,514	–	126,514
– Cloud services platform	–	607,416	607,416
– Post-implementation support services	–	29,348	29,348
– Others	38,239	–	38,239
	<u>259,456</u>	<u>1,156,313</u>	<u>1,415,769</u>

During the six months ended June 30, 2025 and 2024, the Group mainly operated in PRC and most of the revenue were generated in PRC.

4 INCOME TAX (EXPENSE)/BENEFIT

The income tax (expense)/benefit of the Group for the six months ended June 30, 2025 and 2024 are analyzed as follows:

	Six months ended June 30,	
	2025	2024
	<u>RMB'000</u>	<u>RMB'000</u>
	(Unaudited)	(Unaudited)
Continuing operations		
Current income tax	(2,368)	665
Deferred income tax	–	1,681
Income tax (expense)/benefit	<u>(2,368)</u>	<u>2,346</u>

(a) PRC Enterprise Income Tax (“EIT”)

The income tax provision of the Group in respect of operations in Mainland China had been calculated at the tax rate of 25% for the six months ended June 30, 2025 and 2024, unless preferential tax rates were applicable.

Certain subsidiaries of the Group in the mainland China were subject to “High and New Technology Enterprise”, whose preferential enterprise income tax rate is 15% for the six months ended June 30, 2025 and 2024. Moreover, certain subsidiaries of the Group were established in the Shenzhen Qianhai Shenzhen-Hong Kong Cooperation Zone and accordingly is entitled to a reduced income tax rate of 15% for the six months ended June 30, 2025 and 2024.

In addition, certain mainland China subsidiaries of the Group were subject to “small and thin-profit enterprises” under the EIT Law, whose preferential income tax rate was 20% for the six months ended June 30, 2025 and 2024.

(b) Cayman Islands Enterprise Income Tax

The Company was not subject to any taxation in the Cayman Islands for the six months ended 30 June 2025 and 2024.

(c) Hong Kong Profits Tax

Hong Kong profits tax had been provided for at the rate of 16.5% on the estimated assessable profits for the six months ended June 30, 2025 and 2024.

(d) Enterprise Income Tax in Other Jurisdictions

Income tax on profit arising from other jurisdictions, including Singapore, Indonesia, Malaysia and United Arab Emirates, had been calculated on the estimated assessable profit for the six months ended 30 June 2025 and 2024 at the respective rates prevailing in the relevant jurisdictions, which were not higher than 25%.

(e) PRC Withholding Tax (“WHT”)

According to the EIT Law, distribution of profits earned by PRC companies since January 1, 2008 to overseas investors is subject to withholding tax of 5% or 10%, depending on the region of incorporation of the overseas investor, upon the distribution of profits to overseas-incorporated immediate holding companies.

As at June 30, 2025 and 2024, the Group has deficits in retained earnings, so no withholding tax is provided.

5 (LOSS)/EARNINGS PER SHARE

The calculations of basic and diluted (loss)/earnings per share are based on:

	Six months ended June 30,	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Loss from continuing operations as presented in the statement of comprehensive income	(85,713)	(81,458)
Less: loss from continuing operations attributable to non-controlling interests	7,218	10,973
Loss from continuing operations attributable to owners of the Company	(78,495)	(70,485)
(Loss)/profit from discontinued operations	—	209,499
(Loss)/profit attributable to owners of the Company used in calculating basic and diluted (loss)/earnings per share	(78,495)	139,014
Weighted average number of ordinary shares in issue (in'000 shares)	1,091,369	1,089,589

	Six months ended June 30,	
	2025	2024
	(Unaudited)	(Unaudited)
Loss per share for loss from continuing operations attributable to owners of the Company		
– Basic loss per share (RMB)	(0.07)	(0.06)
– Diluted loss per share (RMB)	(0.07)	(0.06)
– Basic loss per ADS (RMB) (Note)	(2.16)	(1.94)
– Diluted loss per ADS (RMB) (Note)	(2.16)	(1.94)
Earnings per share for profit from discontinued operations attributable to owners of the Company		
– Basic earnings per share (RMB)	–	0.19
– Diluted earnings per share (RMB)	–	0.19
– Basic earnings per ADS (RMB) (Note)	–	5.77
– Diluted earnings per ADS (RMB) (Note)	–	5.77
(Loss)/earnings per share for (loss)/profit attributable to owners of the Company		
– Basic (loss)/earnings per share (RMB)	(0.07)	0.13
– Diluted (loss)/earnings per share (RMB)	(0.07)	0.13
– Basic (loss)/earnings per ADS (RMB) (Note)	(2.16)	3.83
– Diluted (loss)/earnings per ADS (RMB) (Note)	(2.16)	3.83

Note: One ADS represented thirty ordinary shares of the Company.

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the six months ended June 30, 2025 and 2024.

Shares held for share incentive scheme purpose have been treated as treasury shares. Accordingly, for purpose of calculation of (loss)/earnings per share, the issued and outstanding number of ordinary shares as at June 30, 2025 and 2024, taking into account the shares held for share incentive scheme purpose, were 1,091,369,026 shares and 1,089,589,125 shares, respectively.

The effects of all outstanding share options granted under the Share Option Scheme and Restricted Share Units Scheme for six months ended June 30, 2025 and 2024 have been excluded from the computation of diluted (loss)/earnings per share. Accordingly, dilutive (loss)/earnings per share for the six months ended June 30, 2025 and 2024 were the same as basic (loss)/earnings per share for the period.

6 DISCONTINUED OPERATIONS

On November 13, 2023, the Company entered into the Share purchase Agreement with Lufax Holding Ltd (the **Purchaser**, “**Lufax**”), pursuant to which the Company conditionally agreed to sell, and the Purchaser conditionally agreed to acquire Ping An OneConnect Bank (Hong Kong) Limited (“**OneConnect Bank**”) through transferring the entire issued share capital of the Jin Yi Tong Limited (the “Disposal Company”, a company indirectly holds 100% of the issued share capital of OneConnect Bank through its 100% owned subsidiary Jin Yi Rong Limited) at a consideration of HK\$933,000,000 in cash, subject to the terms and conditions of the Share Purchase Agreement. The transaction was approved by shareholders of the Company through an extraordinary general meeting held on January 16, 2024 and was completed on April 2, 2024. Upon closing, the Company ceased to hold any interest in the Disposal Company. Accordingly, the Disposal Company, Jin Yi Rong Limited and OneConnect Bank and any company that is directly or indirectly controlled by OneConnect Bank (the “**Disposal Group**”) ceased to be subsidiaries of the Company and was no longer be consolidated into the consolidated financial statements of the Group. The Disposal Group was reported as discontinued operations. Financial information relating to the discontinued operations for the period to the date of disposal is set out below.

(a) Financial performance and cash flow information

The financial performance and cash flow information presented are for the period from January 1, 2024 to the date of disposal (2024 column).

	2024 <i>RMB '000</i>
Revenue	44,295
Cost of revenue	(38,404)
Expenses	(46,549)
Net impairment losses on financial and contract assets	(10,856)
Other income, gains or loss – net	956
Finance costs – net	(80)
Loss after income tax of discontinued operations	(50,638)
Gain on sale of subsidiaries after income tax (see (b) below)	260,137
Profit from discontinued operations	209,499
Exchange differences on translation of discontinued operations	177
Changes in the fair value of debt instruments measured at fair value through other comprehensive income of discontinued operations	6,056
Disposal of subsidiaries	18,237
Total comprehensive income from discontinued operations	233,969
Net cash used in operating activities	(3,286)
Net cash used in investing activities	(112,210)
Net cash used in financing activities	(1,417)
Net decrease in cash and cash equivalents	(116,913)

(b) Details of the sale of the Disposal Group

	2024 <i>RMB'000</i> (Unaudited)
Cash consideration received, less transaction cost paid	839,087
Less: Cash and bank balances disposed of	(115,916)
Net cash inflow from disposal	723,171
Cash consideration received, less transaction cost paid	839,087
Less: carrying amount of net assets sold	(560,713)
Gain on sale before income tax and reclassification reserve	278,374
Reclassification of foreign currency translation reserve	(30,180)
Reclassification of fair value change reserve	11,943
Income tax expense on gain	—
Gain on sale after income tax	260,137

7 TRADE RECEIVABLES

	As at June 30, 2025 <i>RMB'000</i> (Unaudited)	As at December 31, 2024 <i>RMB'000</i>
Trade receivables	635,261	582,068
Less: impairment loss allowance	(75,482)	(75,533)
	559,779	506,535
Less: non-current portion of trade receivables	(10,221)	(10,106)
	549,558	496,429

Trade receivables and their aging analysis, based on recognition date, are as follows:

	As at June 30, 2025 <i>RMB'000</i> (Unaudited)	As at December 31, 2024 <i>RMB'000</i>
Up to 1 year	534,520	510,135
1 to 2 years	67,391	35,830
2 to 3 years	22,746	20,069
Above 3 years	10,604	16,034
	635,261	582,068

8 TRADE AND OTHER PAYABLES

	As at June 30, 2025 <i>RMB'000</i> (Unaudited)	As at December 31, 2024 <i>RMB'000</i>
Trade payables (i)		
Due to related parties	15,198	7,492
Due to third parties	82,167	83,194
	<u>97,365</u>	<u>90,686</u>
Other payables		
Redemption liability (ii)	232,951	232,951
Accrued expenses	205,036	218,942
Security deposits	28,377	32,262
Lease liabilities	28,000	24,405
Income and other tax payables	18,913	21,605
Amounts due to related parties	156,046	234,828
Others	160,922	148,833
	<u>927,610</u>	<u>1,004,512</u>
Less: non-current portion of trade and other payables		
Lease liabilities	(14,291)	(10,670)
	<u>913,319</u>	<u>993,842</u>

- (i) As at June 30, 2025 and December 31, 2024, based on recognition date, the aging of the trade payables are mainly within 1 year.
- (ii) The Group wrote a put option on the equity in Vantage Point Technology pursuant to the relevant transaction documents entered into with certain non-controlling shareholders of Vantage Point Technology, which provides each of such non-controlling shareholders with the right to require the Group to purchase the equity interest subject to the terms and conditions of the put option. A financial liability (redemption liability) of RMB183,569,000 was initially recognized on the acquisition date to account for the put option and other reserve of the same amount were debited accordingly. The redemption liability was subsequently measured at amortized cost. As at June 30, 2025, the redemption liability of RMB232,951,000 was estimated based on the estimation of matters relating to the terms and conditions of the put option which is in the process of renegotiation as of the date of this report.

9 DIVIDENDS

No dividends were paid or declared by the Company for the six months ended June 30, 2025 and 2024.

OTHER INFORMATION

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries purchased, sold, or redeemed any of the Company's securities listed on the Stock Exchange during the six months ended June 30, 2025.

Compliance with the Corporate Governance Code

We aim to achieve high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. The Company's corporate governance practices are based on the principles and code provisions set forth in the Corporate Governance Code and Corporate Governance Report (the "**Corporate Governance Code**") contained in Appendix C1 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "**Listing Rules**").

The Board is of the view that the Company has complied with all applicable code provisions of the Corporate Governance Code during the six months ended June 30, 2025, save for code provisions

C.2.1 and C.6.2 of the Corporate Governance Code.

Code provision C.2.1 of the Corporate Governance Code states that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company has appointed Mr. Danyang Chen as both the chairman of the Board and the chief executive of the Company. The Board however believes that it is in the interests of the Company to vest the roles of both the chairman and the chief executive officer in the same person, so as to provide consistent leadership within the Group and facilitate the prompt execution of the Group's business strategies and boost operation effectiveness. The Board also believes that the balance of power and authority under this arrangement will not be impaired, as all major decisions must be made in consultation with the Board as a whole, together with its relevant committees, which comprise experienced individuals and four independent non-executive Directors who are in the position to provide independent insights to the Board and monitor the management and operation of the Company. To ensure proper governance and execution at management level, the Company also has in place various management committees who make management decisions collectively. The Board will periodically review and consider the effectiveness of this arrangement by taking into account the circumstances of the Group as a whole.

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 resigned as the company secretary with effect from April 11, 2025. Mr. Lin Rubo ("**Mr. Lin**") and Ms. Chan Yuen Mui ("**Ms. Chan**") have been appointed as the joint company secretaries of the Company (the "**Joint Company Secretaries**") and each a "**Joint Company Secretary**") with effect from April 11, 2025. For further details of the change of company secretary, please refer to the announcement published by the Company on April 11, 2025.

The appointment of Mr. Lin and Ms. Chan as the Joint Company Secretaries was dealt with by a written resolution of the Board. Mr. Lin has served as the chief financial officer of the Company since August 2024 and Ms. Chan has over 15 years of experience in corporate secretarial and commercial administration fields and serves as the Manager, Entity Solutions of Computershare Hong Kong Investor Services Limited. 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.

Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as its code of conduct regarding directors’ securities transactions.

Having made specific enquiries to all of the Directors of the Company, all Directors of the Company confirmed that they have fully complied with all relevant requirements set out in the Model Code during the six months ended June 30, 2025.

Audit Committee

We have established an audit committee comprising of 3 members, being Mr. Tianruo Pu (as the chairperson), Mr. Koon Wing Ernest Ip and Mr. Wing Kin Anthony Chow. The audit committee has reviewed our unaudited condensed consolidated financial statements for the six months ended June 30, 2025.

In addition, the independent auditor of the Company, PricewaterhouseCoopers, has reviewed our unaudited condensed consolidated financial statements for the six months ended June 30, 2025 in accordance with International Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”.

Interim Dividend

The Board does not recommend the distribution of an interim dividend for the six months ended June 30, 2025.

Publication of interim results and interim report

This interim results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://irhk.ocft.com>). The interim report for the six months ended June 30, 2025 will be made available for review on the same websites in due course.

Safe Harbor Statement

This announcement contains forward-looking statements. These statements constitute “forward- looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “confident” and similar statements. Such statements are based upon management’s current expectations and current market and operating conditions and relate to events that involve known or unknown risks, uncertainties and other factors, all of which are difficult to predict and many of which are beyond the Company’s control. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s limited operating history in the technology-as-a-service for financial institutions industry; its ability to achieve or sustain profitability; the tightening of laws, regulations or standards in the financial services industry; the Company’s ability to comply with the evolving regulatory requirements in the PRC and other jurisdictions where it operates; its ability to comply with existing or future laws and regulations related to data protection or data security; its ability to maintain and enlarge the customer base or strengthen customer engagement; its ability to maintain its relationship and engagement with Ping An Group and its associates, which are its strategic partner, most important customer and largest supplier; its ability to compete effectively to serve China’s financial institutions; the effectiveness of its technologies, its ability to maintain and improve technology infrastructure and security measures; its ability to protect its intellectual property and proprietary rights; its ability to maintain or expand relationship with its business partners and the failure of its partners to perform in accordance with expectations; its ability to protect or promote its brand and reputation; its ability to timely implement and deploy its solutions; its ability to obtain additional capital when desired; litigation and negative publicity surrounding China-based companies listed in the U.S.; disruptions in the financial markets and business and economic conditions; the Company’s ability to pursue and achieve optimal results from acquisition or expansion opportunities; and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in the Company’s filings with the U.S. Securities and Exchange Commission. All information provided in this announcement is as of the date of this announcement, and the Company undertakes no obligation to update any forward-looking statement, except as required under applicable law.

By Order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Dangyang Chen
Chairman of the Board and Chief Executive Officer

Hong Kong, August 21, 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Dangyang Chen as the executive director, Mr. Michael Guo, Ms. Xin Fu, Mr. Wenwei Dou and Ms. Wenjun Wang as the non-executive directors and Dr. Yaolin Zhang, Mr. Tianruo Pu, Mr. Wing Kin Anthony Chow and Mr. Koon Wing Ernest Ip as the independent non-executive Directors.

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

FORM 6-K

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

For the month of August 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 ☐

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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<u>Exhibit 99.1</u>	<u>Announcement — Change of Joint Company Secretary, Change of Authorised Representative and Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Listing Rules</u>
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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: August 21, 2025

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OneConnect Financial Technology Co., Ltd.
 壹賬通金融科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6638)
(NYSE Stock Ticker: OCFT)

**CHANGE OF JOINT COMPANY SECRETARY,
 CHANGE OF AUTHORISED REPRESENTATIVE
 AND
 WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND
 8.17 OF THE LISTING RULES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of OneConnect Financial Technology Co., Ltd. (the “**Company**”) hereby announces that Ms. Chan Yuen Mui (“**Ms. Chan**”) has tendered her resignation as (i) a joint company secretary of the Company (“**Joint Company Secretary**”); and (ii) an authorised representative of the Company (the “**Authorised Representative**”) for the purpose of Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 21 August 2025.

Ms. Chan has confirmed that she has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to her resignation.

The Board further announces that, following the resignation of Ms. Chan, Mr. Chow Shing Lung (“**Mr. Chow**”) has been appointed as the Joint Company Secretary and the Authorised Representative with effect from 21 August 2025. Mr. Lin Rubo (“**Mr. Lin**”) will continue to act as the other Joint Company Secretary.

The biographical details of Mr. Chow and Mr. Lin are as follows:

Mr. Chow

Mr. Chow has more than 14 years of work experience in the company secretarial and legal fields and is currently Assistant Vice President, Entity Solutions of Computershare Hong Kong Investor Services Limited (“**Computershare**”). Prior to joining Computershare, he was Legal Counsel of the Hong Kong office of a major technology conglomerate.

Mr. Chow obtained a Graduate Diploma with Distinction in English and Hong Kong Law (Common Professional Examination) from the Manchester Metropolitan University and a Master of Corporate Governance degree from The Hong Kong Polytechnic University.

Mr. Chow was admitted as a solicitor of the High Court of Hong Kong and is currently a member of The Law Society of Hong Kong. Mr. Chow is also an associate member of both The Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute in the United Kingdom.

Mr. Lin

Mr. Lin has over 20 years experience in technology, media and telecommunications industry and capital market. Prior to joining the Company, Mr. Lin served as the chief financial officer of Ping An Technology, a leading fintech company in China. Before that, Mr. Lin served in different senior management positions of various companies from 2010 to 2020, including chief financial officer of Lenovo Group Ltd's global mobile business unit, finance general manager of WeChat business division in Tencent and chief financial officer of Shenzhen Xiaoman Technology Co. Ltd. From 1999 to 2010, Mr. Lin worked for Microsoft, Dell and IBM in U.S/China and he held various managerial roles in service finance, business control, strategic planning, digital transformation and cloud services. Mr. Lin received his master degree of business and administration from Kelley School of Business at Indiana University Bloomington in 2005 and his bachelor's degree in international business and economics from Hunan University in 1994.

Mr. Lin has served as the chief financial officer of the Company since August 2024.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Reference is made to the waiver (the “**Existing Waiver**”) granted to the Company by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules in relation to the eligibility of Mr. Lin to act as a Joint Company Secretary for a period of three years from the effective date of appointment of Mr. Lin as a Joint Company Secretary (“**Waiver Period**”) (i.e. 11 April 2025), on the condition that Mr. Lin must be assisted by Ms. Chan as a Joint Company Secretary during the Waiver Period. Details of the Existing Waiver were disclosed in the announcement of the Company dated 11 April 2025.

As a result of Ms. Chan's resignation, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a new waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the eligibility of Mr. Lin to act as a Joint Company Secretary (the “**New Waiver**”) from 21 August 2025 (i.e. from the effective date of Mr. Chow's appointment as the Joint Company Secretary) to 10 April 2028 (i.e. the remaining period of the Existing Waiver) (the “**New Waiver Period**”). The New Waiver is granted on the following conditions:

- (i) Mr. Lin must be assisted by Mr. Chow during the New Waiver Period; and
- (ii) the New Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the New Waiver Period, the Company must demonstrate and seek confirmation from the Stock Exchange that Mr. Lin, having had the benefit of Ms. Chan and Mr. Chow's assistance for approximately three years, has attained the relevant experience and is capable of discharging the functions of a company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Stock Exchange may withdraw or change the New Waiver if the Company's situation changes.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Chan for her valuable contribution and services to the Company during her tenure of office, and welcome Mr. Chow for his new appointment.

By order of the Board
OneConnect Financial Technology Co., Ltd.
Mr. Chen Dangyang
Chairman of the Board and Chief Executive Officer

Hong Kong, 21 August 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Chen Dangyang as the executive director, Mr. Michael Guo, Ms. Xin Fu, Mr. Wenwei Dou and Ms. Wenjun Wang as the non-executive directors and Dr. Yaolin Zhang, Mr. Tianruo Pu, Mr. Wing Kin Anthony Chow and Mr. Koon Wing Ernest Ip as the independent non-executive directors.