



OneConnect Financial Technology Co., Ltd.

壹账通金融科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6638)

(NYSE Stock Ticker: OCFT)

Members of the Independent Board Committee:

Dr. Yaolin Zhang

Mr. Tianruo Pu

Mr. Wing Kin Anthony Chow

Mr. Koon Wing Ernest Ip

Registered office:

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

Head Office:

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

Principal Place of Business in

Hong Kong:

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

September 23, 2025

To: the Disinterested Holders and Shareholders

Dear Sir or Madam,

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

We refer to the document dated September 23, 2025 jointly issued by the Offeror and the Company in relation to the Proposal and the Scheme (the “**Scheme Document**”), of which this letter forms part. Terms defined in the Scheme Document shall have the same meanings in this letter unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to make a recommendation to the Disinterested Holders in respect of the Proposal and the Scheme, details of which are set out in “Part VII – Letter from the Board” and “Part X – Explanatory Memorandum” of the Scheme Document.

Gram Capital Limited, the Independent Financial Adviser, has been appointed with our approval, to advise us in connection with the Proposal and the Scheme. The details of its advice and the principal factors taken into consideration in arriving at its recommendations are set out in “Part IX – Letter from the Independent Financial Adviser” of the Scheme Document.

In the letter from the Independent Financial Adviser set out in Part IX of the Scheme Document, the Independent Financial Adviser states that it considers that the terms of the Proposal and the Scheme are fair and reasonable as far as the Disinterested Holders are concerned, and accordingly advises the Independent Board Committee to recommend the Disinterested Holders to vote in favour of the relevant resolutions to be proposed at the Court Meeting and the Extraordinary General Meeting to approve and implement the Scheme.

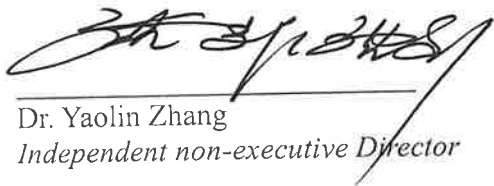
Having considered the terms of the Proposal and the Scheme and having taken into account the advice and recommendation of the Independent Financial Adviser, in particular the factors, reasons and recommendations as set out in the letter from the Independent Financial Adviser, and the factors considered as set out in the section headed “3. Fairness – The Company – The Independent Board Committee” in “U.S. Special Factors” set out in Part II of the Scheme Document, we consider that the Proposal and the Scheme are fair and reasonable so far as the Disinterested Holders are concerned.

Accordingly, we recommend:

- (a) at the Court Meeting, the Disinterested Holders to vote in favour of the Scheme; and
- (b) at the Extraordinary General Meeting, the Shareholders to vote in favour of:
 - (i) the special resolution to approve and give effect to the reduction of the share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares (including Scheme Shares underlying the ADSs); and
 - (ii) the ordinary resolution, subject to and contemporaneously with the cancellation and extinguishment of the Scheme Shares referred to in the aforesaid special resolution, to restore the issued share capital of the Company to the amount prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme, credited as fully paid, for issuance to the Offeror.

The Independent Board Committee draws the attention of the Disinterested Holders to (i) the letter from the Board set out in Part VII of the Scheme Document; (ii) the letter from the Independent Financial Adviser, which sets out the factors and reasons taken into account in arriving at its recommendation to the Independent Board Committee, set out in Part IX of the Scheme Document; (iii) the Explanatory Memorandum set out in Part X of the Scheme Document; and (iv) the section headed “3. Fairness” in “U.S. Special Factors” set out in Part II of the Scheme Document.

Yours faithfully,
The Independent Board Committee



Dr. Yaolin Zhang
Independent non-executive Director

Yours faithfully,
The Independent Board Committee

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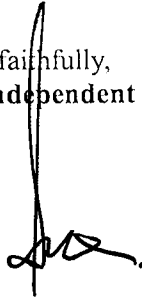
Mr. Tianruo Pu
Independent non-executive Director

Yours faithfully,
The Independent Board Committee

A handwritten signature in black ink, appearing to read 'Wing Kin Anthony Chow', written over a horizontal line.

Mr. Wing Kin Anthony Chow
Independent non-executive Director

Yours faithfully,
The Independent Board Committee

A handwritten signature in black ink, appearing to be 'Koon Wing Ernest Ip', written over a horizontal line.

Mr. Koon Wing Ernest Ip
Independent non-executive Director