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BUILDING NO. 6, LANE 2777 JINXIU EAST RD PUDONG NEW DISTRICT SHANGHAI F4 200120 6-K 1  
d891184d6k.htm FORM 6-K Form 6-K Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549 Â Â FormÂ 6-K Â Â REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16  
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934 For the month of January 2025 Commission File  
Number 001-39654 Â Â Lufax Holding Ltd (Registrantâ€™s name) Â Â Building No.Â 6 Lane 2777, Jinxiu East Road  
Pudong New District, Shanghai Peopleâ€™s Republic of China (Address of principal executive office) Â Â Indicate by  
check mark whether the registrant files or will file annual reports under cover of FormÂ 20-F or FormÂ 40-  
F.Â FormÂ 20-Fâ€,â˜ FormÂ 40-Fâ€,â˜ Â Â 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. Â Lufax Holding Ltd By: Â /s/ Alston Peiqing Zhu Name: Â Alston Peiqing Zhu Title: Â Chief Financial  
Officer Â Date: JanuaryÂ 27, 2025 Â Â Exhibit Index Exhibit 99.1â€"Announcement with The Stock Exchange of Hong  
Kong Limitedâ€"Inside Information; Proposed Change of Auditors; Possible Delay in Publication of the 2024 Annual  
Results EX-99.1 2 d891184dex991.htm EX-99.1 EX-99.1 Exhibit 99.1 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. Â Â Lufax  
Holding Ltd é™† ét' æ‰€ æŽ§ è,;i æœ‰‰ é™ å...→ å, (Incorporated in the Cayman Islands with limited liability) (Stock  
Code: 6623) (NYSE Stock Ticker: LU) INSIDE INFORMATION PROPOSED CHANGE OF AUDITORS POSSIBLE DELAY  
IN PUBLICATION OF THE 2024 ANNUAL RESULTS This announcement is made by Lufax Holding Ltd (the  
â€œCompanyâ€, together with its subsidiaries and other consolidated entities, the â€œGroupâ€) pursuant to Rule  
13.09(2)(a) and Rule 13.51(4) of the Rules Governing the Listing of Securities (the â€œListing Rulesâ€) on The Stock  
Exchange of Hong Kong Limited (the â€œStock Exchangeâ€) and the Inside Information Provisions (as defined in the  
Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The  
Board (â€œBoardâ€) of directors (â€œDirectorsâ€) of the Company announces that the Board resolved, on JanuaryÂ 27,  
2025, to propose the removal of PricewaterhouseCoopers (â€œPwCâ€) and PricewaterhouseCoopers Zhong Tian LLP  
(â€œPwC ZTâ€) as the auditors of the Company (the â€œProposed Removalâ€), subject to the passing of an ordinary  
resolution at an extraordinary general meeting to be convened and held by the Company (the â€œEGMâ€). The  
Company will appoint an appropriate successor to fill the vacancy arising from the Proposed Removal (the  
â€œProposed Appointmentâ€), subject to the Proposed Removal becoming effective and the passing of an ordinary  
resolution at the EGM; the Company is in the process of identifying proper accounting firms, and a separate  
announcement will be made in due course. Due to the time that a successor auditor will require to complete its audit  
work, the Company expects that it will be unable to timely meet all of its financial reporting obligations in Hong Kong  
and the United States, pending the completion of the audit. PROPOSED REMOVAL OF PwC AND PwC ZT PwC  
(including PwC ZT) was re-appointed as the auditors of the Company for the year ended DecemberÂ 31, 2024 at the last  
annual general meeting of the Company held on MayÂ 30, 2024 to hold office until the conclusion of the next annual  
general meeting of the Company. After considering the facts and circumstances below, the Board resolved, on  
JanuaryÂ 27, 2025, to propose the removal of PwC and PwC ZT as auditors of the Company, an action which, in the view  
of the Board (including the audit committee of the Board (the â€œAudit Committeeâ€)), is in the best interests of the  
shareholders (â€œShareholdersâ€) of the Company as a whole. Â 1 The PwC Letter and the PwC ZT Letter On  
JanuaryÂ 21, 2025, the Audit Committee received a letter of the same date from PwC (the â€œPwC Letterâ€). In the  
letter, PwC stated that it was orally notified of its removal as the Companyâ€™s auditor on JanuaryÂ 16, 2025. In the  
same letter, PwC also stated, among other matters, that (1)Â on OctoberÂ 25, 2024, it received information in the  
course of an oral conversation (the â€œSubject Conversationâ€) with a then-current senior executive (the  
â€œExecutiveâ€) of the Company that raised concerns, in the view of PwC, about certain possible related party  
transactions of the Company (the â€œSubject Transactionsâ€); (2) on NovemberÂ 25, 2024, PwC orally reported the  
Subject Conversation to the Audit Committee; (3)Â on DecemberÂ 11, 2024, PwC issued a written letter to the Audit  
Committee requesting an expert and independent investigation into the matter; and (4)â€fwhilst PwC noted that the  
Audit Committee engaged forensic accountants and independent investigation counsel to investigate the Subject  
Transactions and other related matters (the â€œIndependent Investigationâ€), and that the Executive, in the interview  
with the team conducting the Independent Investigation, denied the contents of the Subject Conversation as reported  
by PwC to the Audit Committee, PwC raised questions about the investigation, the independence of the Audit  
Committee, and the Companyâ€™s remedial actions. On JanuaryÂ 21, 2025, the Audit Committee also received a letter  
of the same date from PwC ZT (the â€œPwC ZT Letterâ€), the Companyâ€™s U.S. PCAOB-registered auditor. In the  
letter, PwC ZT states that, due to the seriousness of the Subject Conversation as understood by PwC ZT, the Audit  
Committeeâ€™s decision not to share its Independent Investigation conclusions with PwC ZT, and certain  
independence concerns, it cannot consent to the incorporation of its prior audit or review opinions in any current or  
future Company filings and further states that neither the Company nor any successor auditor can rely on any work that  
PwC ZT performed for the Company with regard to 2024, and, as PwC ZT was no longer able to rely on representations  
provided by the Company and its management in connection with the Companyâ€™s fiscal year 2022 and 2023 audits,  
its 2022 and 2023 audit opinions on the Companyâ€™s annual financial statements should no longer be relied upon.  
The Companyâ€™s Position As of the date of the PwC Letter and the PwC ZT Letter, the Company had not removed or  
resolved to remove PwC and PwC ZT as the auditors of the Company. Furthermore, the Independent Investigation into  
the Subject Transactions and related matters was and still is ongoing. The Company will disclose the key findings upon  
the substantial completion of the Independent Investigation as well as the Companyâ€™s further actions, if any, on  
matters relating to the Subject Transactions. Â 2 The Board resolved to propose the removal of PwC (including PwC  
ZT) as the Companyâ€™s auditors at this time because the Board (including the Audit Committee) has lost its  
confidence in PwC and PwC ZT. First, in the Audit Committeeâ€™s view, PwC was less than candid with the Audit  
Committee in explaining how and when its alleged concerns about the Subject Transactions first surfaced. The  
information that PwC provided to the Audit Committee was inconsistent and contradictory in some instances and  
demonstrably and materially wrong in others. Second, PwC did not report the Subject Conversation or the Subject  
Transactions to the Audit Committee expeditiously, allowing multiple weeks to pass with no action on PwCâ€™s part

and unreasonably limiting the Audit Committee's access to information that would have enabled the Audit Committee to take timelier action. After PwC did finally report the Subject Conversation and the Subject Transactions to the Audit Committee, PwC, on multiple occasions, delayed or postponed meetings with the Company that the Company proposed to investigate the issues, leading to additional loss of time that further put at risk the Company's ability to complete its audit and meet its financial reporting obligations in a timely manner. Finally, PwC, despite the Audit Committee's request, failed to provide any information to the Audit Committee to enable the Audit Committee to ascertain whether PwC ZT is authorized by the relevant Chinese regulatory authorities to conduct audit work for the Company for the current audit period (fiscal year ended 31 December 2024). In particular, the Audit Committee is concerned about the publicly reported administrative penalties that the Chinese Ministry of Finance imposed on PwC ZT in September 2024 in connection with PwC ZT's audit work for Evergrande, including, but not limited to, the suspension of PwC ZT's operations for six months (the "Evergrande Penalties") a period that covers the Company's current audit period. For the foregoing reasons, PwC (including PwC ZT) had been asked, on multiple occasions, to tender its resignation and also to respond to the Audit Committee's concerns as summarized above. However, as of the date of the PwC Letter and PwC ZT Letter, PwC and PwC ZT failed to address any of the Audit Committee's concerns about PwC's own conduct and the implications of the Evergrande Penalties on PwC ZT's qualifications to carry out audit work in Chinese mainland. As of the date of this announcement, the Company has not received any other written representations from PwC and PwC ZT, nor has it received any other confirmation on the Proposed Removal from PwC and PwC ZT notifying the Company of any matters that need to be brought to the attention of the Shareholders save as disclosed in this announcement. The Board confirms that, save as disclosed in this announcement, there are no other circumstances or matters in connection with the Proposed Removal that should be brought to the attention of the Shareholders. **PROPOSED APPOINTMENT OF SUCCESSOR AUDITOR** The Company will engage an appropriate auditor to fill the vacancy arising from the Proposed Removal, subject to the Proposed Removal becoming effective and the passing of an ordinary resolution at the EGM. As at the date of this announcement, the Audit Committee is in the process of identifying proper accounting firms. A 3 Subject to the view and acceptance procedure of the proposed successor auditor, the Company will have the successor auditor conduct an audit of the Company's financial reports for the years ended 31 December 2022, 2023 and 2024. Subject to the results of the Independent Investigation and the successful completion of the audit by a duly appointed successor auditor, as at the date of this announcement, the Company is of the view that the financial reports for the fiscal years 2022 and 2023 are true and fair in all material respects in representing the financial conditions of the Group. A separate announcement containing, among others, details of the Proposed Appointment, will be made in due course. **POSSIBLE DELAY IN PUBLICATION OF THE 2024 ANNUAL RESULTS** Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish the annual results for the year ended December 31, 2024 (the "2024 Annual Results") no later than three months after the end of the financial year (i.e. on or before March 31, 2025). Pursuant to Rule 13.46(2) of the Listing Rules, the Company is also required to despatch its annual report for the year ended December 31, 2024 to the Shareholders no later than four months after the end of the financial year (i.e. on or before April 30, 2025). The Company is also required to file its annual report on Form 20-F for the year ended December 31, 2024 with the U.S. Securities and Exchange Commission on or before April 30, 2025. Due to the time that a successor auditor will require to complete its audit work, the Company expects that it will be unable to timely meet all of its financial reporting obligations in Hong Kong and the United States as above, pending the completion of the aforementioned audit. Pursuant to Rule 13.50 of the Listing Rules, if the issuer fails to publish periodic financial information in accordance with the Listing Rules, the Stock Exchange will normally request suspension of trading in the issuer's securities and the suspension will normally continue until the issuer publishes an announcement containing the requisite financial information. The Company will make appropriate arrangement based on the then actual situation and make announcement on a timely basis. A 4 **THE EGM** Pursuant to Article 147 of the articles of association of the Company (the "Articles"), the Shareholders may remove the auditor before the expiration of its period of office by the approval of an ordinary resolution. Pursuant to Rule 13.88 of the Listing Rules, (a) the Company must not remove its auditor before the end of the auditor's term of office without first obtaining Shareholders' approval at a general meeting; (b) the Company must send a circular proposing the removal of the auditor to the Shareholders with any written representations from the auditor not less than 10 business days before the general meeting; and (c) the Company must allow the auditor to attend the general meeting and make written and/or verbal representations to the Shareholders at the general meeting. In compliance with the Articles and the Listing Rules, each of the Proposed Removal and the Proposed Appointment will be proposed at the EGM as an ordinary resolution. Accordingly, the Company will despatch to the Shareholders a circular containing, among other things, further information on the Proposed Removal and the Proposed Appointment together with a notice convening the EGM (the "Circular"), and the Company will also despatch a copy of the Circular to PwC and PwC ZT to invite them to attend the EGM and make written and/or verbal representations (if any) to the Shareholders at the EGM. The Shareholders and potential investors should exercise caution when dealing in the securities of the Company. A For and on behalf of the Board Lufax Holding Ltd Yong Suk CHO Chairman of the Board and Chief Executive Officer Hong Kong, January 27, 2025 As of the date of this announcement, the Board comprises Mr. Yong Suk CHO and Mr. Alston Peiqing ZHU as the executive Directors, Mr. Yonglin XIE, Ms. Xin FU, Mr. Shibang GUO and Mr. Hui LIU as the non-executive Directors, and Mr. Rusheng YANG, Mr. Weidong LI and Mr. David Xianglin LI as the independent non-executive Directors. A 5 GRAPHIC 3 g891184g0127151410287.jpg GRAPHIC begin 644 g891184g0127151410287.jpg M\_JC\_X 02D9)1@ ! 0\$ 8 !@ # \_VP!# @&!@<&!0@!P<)0@\*#!0-# L+ M#!D2\$P\4'1H?'AT:'!P@)"XG(" (LQP<\*#7J#A(6&AXB)BI\*3E)66EYB9FJ\*CI\*6FIZBIJK\*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN? HZ>KQ\O/T?;W^/GZ\_\0'P\$ P\$! 0\$! 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