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众安集团
ZHONG AN GROUP

眾安集團有限公司
Zhong An Group Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 672)

**UPDATE ON THE PROPOSED SPIN-OFF AND
SEPARATE LISTING OF
ZHONG AN INTELLIGENT LIVING SERVICE LIMITED
ON THE MAIN BOARD OF THE STOCK EXCHANGE OF
HONG KONG LIMITED
RECORD DATE FOR ASSURED ENTITLEMENT AND
CLOSURE OF REGISTER OF MEMBERS**

The Board is pleased to announce that the Record Date for the purpose of determining the Assured Entitlement will be Thursday, 8 December 2022. The register of members of the Company will be closed from Wednesday, 7 December 2022, to Thursday, 8 December 2022 (both days inclusive), during which no transfers of the Shares will be registered. The last day for dealing in the Shares cum-entitlement to the Assured Entitlement will be Friday, 2 December 2022.

As the final dates of registration and issue of the Prospectus have not yet been finalised, the Record Date and the closure of the register of members for the purpose of determining the Assured Entitlement set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off and the Global Offering.

The Proposed Spin-off is conditional upon, among other things, the approval of the Stock Exchange, market conditions and other considerations. Accordingly, the Proposed Spin-off may or may not occur. Shareholders and potential investors of the Company should be aware that there is no assurance from the Company that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

INTRODUCTION

Reference is made to the announcements of the Company dated 24 June 2021, 13 December 2021, 23 December 2021, 11 April 2022, 22 April 2022, 28 April 2022 and 30 June 2022 in relation to the Proposed Spin-off (the “**Announcements**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

As disclosed in the Announcements, the Company intends to spin-off Zhong An Intelligent by way of the Global Offering and a separate listing of the Zhong An Intelligent Shares on the Main Board of the Stock Exchange. The Global Offering comprises the Hong Kong Public Offering and the International Offering (including the Preferential Offering).

In accordance with the requirements of PN15, the Board proposed to give due regard to the interests of the Shareholders by providing the Qualifying Shareholders with the Assured Entitlement by way of the Preferential Offering, if the Proposed Spin-off proceeds.

It is currently intended that, if the Proposed Spin-off proceeds, an Assured Entitlement of no more than 10.0% of the Zhong An Intelligent Shares initially being offered under the Global Offering will be offered to Qualifying Shareholders of the Company by way of the Preferential Offering. Details in respect of the Proposed Spin-off, including the size and structure of the Global Offering and the terms of the Assured Entitlement, have not yet been finalised and further announcement(s) will be made by the Company as and when appropriate.

The purpose of this announcement is to inform Shareholders of the Record Date for the purpose of determining the Assured Entitlement. Shareholders whose names appear on the register of members of the Company on the Record Date (excluding the Non-qualifying Shareholders) will be entitled to apply for the Zhong An Intelligent Shares on an assured basis pursuant to the Preferential Offering and the basis of such Assured Entitlement will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced as and when appropriate.

Subject to the relevant legal restrictions and regulatory requirements, the Qualifying Shareholders (regardless of whether they choose to participate in the Preferential Offering or not) and Shareholders who are not Qualifying Shareholders (or who do not satisfy the basis of the Assured Entitlement) may also either (i) apply for the Zhong An Intelligent Shares under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for the Zhong An Intelligent Shares under the International Offering, if qualified to do so.

Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Assured Entitlement of Qualifying Shareholders to the Zhong An Intelligent Shares in the Preferential Offering and pursuant to Rule 13.66 of the Listing Rules, the Board is pleased to announce that the Record Date will be Thursday, 8 December 2022. The register of members of the Company will be closed from Wednesday, 7 December 2022 to Thursday, 8 December 2022 (both days inclusive), during which no transfers of the Shares will be registered.

In order to qualify for the Assured Entitlement, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 6 December 2022. The last day for dealing in the Shares cum-entitlement to the Assured Entitlement will be Friday, 2 December 2022.

As the final dates of registration and issue of the Prospectus have not yet been finalised, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off and the Global Offering.

In the event that there is a change in the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement, a further announcement will be made by the Company and such revised Record Date and closure of the register of members of the Company will supersede and replace the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement set out in this announcement.

GENERAL

Details in respect of the Proposed Spin-off, including the structure, the expected timetable and the terms of the Assured Entitlement have not yet been finalised. Further announcement(s) will be made by the Company in relation to the Proposed Spin-off and the Assured Entitlement as and when appropriate in accordance with the Listing Rules.

The Proposed Spin-off is conditional upon, among other things, the approval of the Stock Exchange, market conditions and other considerations. Accordingly, the Proposed Spin-off may or may not occur. Shareholders and potential investors of the Company should be aware that there is no assurance from the Company that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

By Order of the Board
Zhong An Group Limited
Shi Zhongan
Chairman

The People's Republic of China, 22 November 2022

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Shi Zhongan (Chairman), Mr. Zhang Jiangang (Chief Executive Officer), Ms. Shen Tiaojuan, Ms. Jin Ni and Ms. Shi Jinfan; and three independent non-executive Directors, namely Professor Pei Ker Wei, Mr. Zhang Huaqiao and Mr. Fung Che Wai Anthony.