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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)

**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**

**BASIS OF ASSURED ENTITLEMENT OF QUALIFYING
SHAREHOLDERS IN
THE PREFERENTIAL OFFERING**

The Board is pleased to announce that the basis of the Assured Entitlement of the Qualifying Shareholders to the Reserved Shares in the Preferential Offering, if and when made, has been determined. The basis of the Assured Entitlement is one (1) Reserved Share for every 188 Shares held by the Qualifying Shareholders as at 4:30 p.m. on the Record Date.

As the size and structure of the Global Offering have not yet been finalized, the basis of the Assured Entitlement of the Qualifying Shareholders to the Reserved Shares in the Preferential Offering as set out in this announcement is subject to change. In the event that there is a change in the basis of the Assured Entitlement of the Qualifying Shareholders to the Reserved Shares in the Preferential Offering, a further announcement will be made by the Company.

The Proposed Spin-off is conditional upon, among other things, the approval of the Listing Committee, the final decision of the Board and the board of directors of Zhong An Intelligent, market conditions and other considerations. Accordingly, the Proposed Spin-off may or may not occur. Shareholders and potential investors should be aware that there is no assurance 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 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.

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

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, 30 June 2022, 22 November 2022, 23 December 2022, 28 December 2022, 30 December 2022, 12 January 2023, 5 June 2023 and 16 June 2023 (the “**Announcements**”) in relation to the Proposed Spin-off. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

BASIS OF THE ASSURED ENTITLEMENT OF THE QUALIFYING SHAREHOLDERS IN THE PREFERENTIAL OFFERING

The basis of the Assured Entitlement of the Qualifying Shareholders to the Reserved Shares in the Preferential Offering, if and when made, has been determined.

The basis of the Assured Entitlement is one (1) Reserved Share for every 188 Shares held by the Qualifying Shareholders as at 4:30 p.m. on the Record Date

Qualifying Shareholders should note that their Assured Entitlements to the Reserved Shares may not represent a full board lot of 2,000 Zhong An Intelligent Shares. The Reserved Shares allocated to the Qualifying Shareholders will be rounded down to the closest whole number if required. No odd lot matching services will be provided and dealings in odd lots of the Zhong An Intelligent Shares may be at a price below the prevailing market price for full board lots.

The Assured Entitlements of the Qualifying Shareholders to the Reserved Shares are not transferrable and there will be no trading in nil-paid entitlements on the Stock Exchange.

Qualifying Shareholders may apply for a number of the Reserved Shares which is greater than, equal to or less than their Assured Entitlements or may apply only for excess Reserved Shares under the Preferential Offering.

A valid application for a number of the Reserved Shares which is less than or equal to a Qualifying Shareholder's Assured Entitlement under the Preferential Offering will be accepted in full, subject to the terms and conditions of the Preferential Offering.

Where a Qualifying Shareholder applies for a number of the Reserved Shares which is greater than the Qualifying Shareholder's Assured Entitlement under the Preferential Offering, the relevant Assured Entitlement will be satisfied in full (subject to the terms and conditions as mentioned above), but the excess portion of such application will only be satisfied to the extent that there are sufficient available Reserved Shares not taken up by other Qualifying Shareholders as their Assured Entitlements under the Preferential Offering. Details of how such excess portion will be satisfied will be further described in the prospectus to be published by Zhong An Intelligent in relation to the Global Offering (the "**Prospectus**").

Qualifying Shareholders who hold less than 188 Shares on the Record Date and therefore will not have an Assured Entitlement to the Reserved Shares will still be entitled to participate in the Preferential Offering by applying only for excess Reserved Shares. Such application will only be satisfied to the extent that there are sufficient available Reserved Shares not taken up by other Qualifying Shareholders as their Assured Entitlements under the Preferential Offering.

If the Preferential Offering proceeds, details of the Preferential Offering, including the terms and conditions for applications (including excess applications) for the Reserved Shares under the Preferential Offering, will be set out in the Prospectus and the accompanying blue application form.

If you have any queries relating to the above arrangements, please contact the enquiry hotline of Tricor Investor Services Limited at (852) 2980 1333 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

PRC STOCK CONNECT INVESTORS

Pursuant to Article 23 of the Implementation Rules for Registration, Depository and Clearing Services under the Mainland China-Hong Kong Stock Markets Connect Program (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》), China Securities Depository and Clearing Corporation Limited does not provide services relating to the subscription of newly issued shares. Accordingly, any Shareholder who hold Shares through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect cannot participate in the Preferential Offering and will not be able to take up their respective Assured Entitlement to the Reserved Shares under the Preferential Offering through the trading mechanism of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

As the size and structure of the Global Offering have not yet been finalised, the basis of the Assured Entitlement of Qualifying Shareholders to the Reserved Shares in the Preferential Offering as set out in this announcement is subject to change. In the event that there is a change in the basis of the Assured Entitlement of Qualifying Shareholders to the Reserved Shares in the Preferential Offering, a further announcement will be made by the Company.

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

GENERAL

In connection with the Global Offering, the price of the Zhong An Intelligent Shares may be stabilised in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilisation and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) will be contained in the Prospectus.

The Proposed Spin-off is conditional upon, among other things, the approval of the Listing Committee, the final decision of the Board and the board of directors of Zhong An Intelligent, market conditions and other considerations. Accordingly, the Proposed Spin-off may or may not occur. Shareholders and potential investors should be aware that there is no assurance 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 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.

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

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

The People's Republic of China, 23 June 2023

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.