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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
GLOBAL OFFERING AND FINAL OFFER PRICE**

APPLICATION AND ALLOCATION OF THE GLOBAL OFFERING

Please refer to the announcement published by Zhong An Intelligent on its website at www.zazhsh.com and the website of the Stock Exchange at www.hkexnews.hk on 17 July 2023 for information in respect of, among other things, the results and allocation of the Global Offering.

THE FINAL OFFER PRICE

The Board announces that Zhong An Intelligent has fixed the final offer price for the Zhong An Intelligent Shares in the Global Offering at HK\$1.18 per Zhong An Intelligent Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.00565% and Accounting and Financial Reporting Council transaction levy of 0.00015%).

Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and the Global Offering (including the Preferential Offering) will proceed. Shareholders and other 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.

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, 16 June 2023, 23 June 2023 and 30 June 2023 (the “**Announcements**”) in relation to the Proposed Spin-off. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

APPLICATION AND ALLOCATION OF THE GLOBAL OFFERING

Please refer to the announcement published by Zhong An Intelligent on its website at www.zazhsh.com and the website of the Stock Exchange at www.hkexnews.hk on 17 July 2023 for information in respect of, among other things, the results and allocation of the Global Offering.

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INTERNATIONAL UNDERWRITING AGREEMENT

On 12 July 2023, the International Underwriting Agreement was entered into by, among others, Zhong An Intelligent and the International Underwriters.

Under the International Underwriting Agreement, the International Underwriters have agreed, subject to certain conditions set out therein, to subscribe for or purchase, or procure subscribers or purchasers to subscribe for or purchase, the Zhong An Intelligent Shares being offered pursuant to the International Offering at the final offer price of HK\$1.18 per Zhong An Intelligent Share (exclusive of brokerage of 1.0%, SFC transaction levy 0.0027%, Stock Exchange trading fee of 0.00565% and Accounting and Financial Reporting Council transaction levy of 0.00015%).

In addition, under the International Underwriting Agreement, Zhong An Service Holding Limited (the “**Selling Shareholder**”) has granted to the International Underwriters the Over-allotment Option, exercisable by the Overall Coordinators and Joint Representatives (for themselves and on behalf of the International Underwriters), pursuant to which the Selling Shareholder may be required to sell up to an aggregate of 19,000,000 additional Zhong An Intelligent Shares, representing approximately 15% of the Zhong An Intelligent Shares initially available under the Global Offering, at the final offer price to cover over-allocations in the International Offering, if any.

LISTING DATE

Assuming completion of the Global Offering occurs in accordance with the current timetable, (i) Zhong An Intelligent is expected to be listed on the Main Board of the Stock Exchange on 18 July 2023 and (ii) the Zhong An Intelligent Shares are expected to commence dealing on the Main Board of the Stock Exchange at 9:00 a.m. on 18 July 2023. The Zhong An Intelligent Shares will be traded in board lots of 2,000 Zhong An Intelligent Shares each and the stock code is 2271.

GENERAL

The Global Offering (including the Preferential Offering) is conditional upon, amongst others, (i) the Stock Exchange granting approval for the listing of, and permission to deal in, the Zhong An Intelligent Shares; and (ii) the obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement and the International Underwriters under the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the terms of the respective agreements.

Appropriate measures would also be taken to ensure sufficient public float exists in the Zhong An Intelligent Shares following the Proposed Spin-off and Global Offering.

Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and the Global Offering (including the Preferential Offering) will proceed. Shareholders and other 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 and the Global Offering as and when appropriate.

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

The People's Republic of China, 17 July 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.