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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhong An Intelligent Living Service Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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众安集团  
ZHONG AN GROUP

# 众安智慧生活服务有限公司 Zhong An Intelligent Living Service Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2271)**

## PROPOSED RE-ELECTION OF DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

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The notice convening the Annual General Meeting of Zhong An Intelligent Living Service Limited to be held at 4/F, Holiday Inn Xiaoshan Hangzhou, 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC on Thursday, 6 June 2024 at 10:30 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the Annual General Meeting or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zazsh.com](http://www.zazsh.com)).

25 April 2024

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Re-election of Directors .....	4
3. Proposed Granting of General Mandate to Repurchase Shares .....	5
4. Proposed Granting of General Mandate to Issue Shares .....	5
5. Annual General Meeting and Proxy Arrangement .....	5
6. Responsibility Statement .....	6
7. Recommendation .....	6
 <b>Appendix I – Details of the Directors Proposed to be Re-elected at the Annual General Meeting</b> .....	
	7
 <b>Appendix II – Explanatory Statement on the Repurchase Mandate</b> .....	
	14
 <b>Notice of Annual General Meeting</b> .....	
	17

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 4/F, Holiday Inn Xiaoshan Hangzhou, 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC on Thursday, 6 June 2024 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Zhong An Intelligent Living Service Limited, (众安智慧生活服务有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong and Macau Special Administrative Regions of the PRC and Taiwan
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuing Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with new Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting

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## DEFINITIONS

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“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Nomination Committee”	the nomination committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed in thereto under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“Whole Good”	Whole Good Management Limited
“Zhong An”	Zhong An Group Limited
“Zhong An BVI”	Zhong An Service Holding Limited
“%”	per cent.

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## LETTER FROM THE BOARD

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众安集团  
ZHONG AN GROUP

# 众安智慧生活服务有限公司 Zhong An Intelligent Living Service Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2271)**

*Executive Directors:*

Mr. Shi Zhongan (*alias Shi Kancheng*)  
Mr. Sun Zhihua  
Mr. Yang Guang  
Ms. Xu Jianying  
Mr. Ding Lei

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111, Cayman Islands

*Independent Non-executive Directors:*

Mr. Liang Xinjun  
Mr. Chung Chong Sun  
Mr. Chiu Ngam

*Principal Place of Business*

*in Hong Kong:*  
Room 4009, 40/F,  
China Resources Building,  
26 Harbour Road  
Wanchai,  
Hong Kong

25 April 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, 6 June 2024.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 26.3 of the Articles of Association, the Directors may appoint any person to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. Any Director so appointed shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for re-election at that meeting.

Accordingly, Mr. Yang Guang (“**Mr. Yang**”) and Mr. Ding Lei (“**Mr. Ding**”), who were appointed as executive Directors on 25 August 2023, shall retire from the office at the Annual General Meeting and, being eligible, offer themselves for re-election.

In accordance with Article 26.4 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Ms. Xu Jianying (“**Ms. Xu**”) will retire from the office as executive Director, and Mr. Chiu Ngam (“**Mr. Chiu**”) will retire from the office as independent non-executive Director.

Mr. Chiu Ngam, the retiring independent non-executive Director has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors. The Company considers that the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

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## **LETTER FROM THE BOARD**

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### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

Pursuant to a resolution passed by the sole Shareholder on 21 June 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 51,741,400 Shares based on 517,414,000 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of passing of the proposed ordinary resolution).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

Pursuant to a resolution passed by the sole Shareholder on 21 June 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuing Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting (i.e. a total of 103,482,800 Shares based on 517,414,000 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of passing of the proposed ordinary resolution). In addition, a separate ordinary resolution to extend the Issuing Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zazhsh.com](http://www.zazhsh.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery the proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjournment should you wish.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Repurchase Mandate and the Issuing Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

**Zhong An Intelligent Living Service Limited**

**Shi Zhongan**

*Chairman*



*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

- (1) Mr. Yang, aged 44, joined the Group as a general manager on 3 January 2023 (where he ceased to hold such office immediately after being appointed as an executive Director on 25 August 2023). Before joining our Group, Mr. Yang was the executive president and executive director of Redsun Services Group Limited (stock code: 1971) from December 2019 to September 2022, where he joined as the vice president in January 2019. From September 2016 to January 2019, Mr. Yang was promoted from the general manager of the Beijing branch to the vice general manager of the Sunan branch and eventually to the general manager of the Nanjing branch, Hefei branch and Xuzhou branch of Longhu Property Service Group Co., Ltd. Mr. Yang was also the vice general manager, the Changzhou branch general manager, and the Nanjing branch general manager of Xin Cheng Yue Property Management Services Co., Ltd. Between July 2014 and September 2016. From June 2013 to August 2014, Mr. Yang was the vice general manager of the Taizhou Wanda Commercial Plaza Management Co., Ltd. Prior to that, Mr. Yang joined Nanjing Red Star International Furniture Decoration City Co., Ltd. as the department head of the property department in September 2007 and Nanjing China Merchants Property Management Co., Ltd. as the manager of from July 1999 to May 2005.

Mr. Yang has approximately 25 years of experience in property management services and is a qualified National Property Management Enterprise Manager. Mr. Yang received a graduation certificate for the completion of the tourism management course at Nanjing Normal University in the PRC in 2009.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Yang did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yang (i) has no other relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. Yang entered into a service contract with the Company for a term of three years commencing from 25 August 2023 and may be terminated by either party by giving not less than three calendar months' notice in writing. He is subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Yang is entitled to receive a remuneration of RMB1.26 million per annum in the capacity as an executive Director under the service agreement and is entitled to receive a discretionary bonus from the Company as determined by the Board with reference to his responsibility and performance, the results of the Company and prevailing market conditions.

Save as disclosed above, there is no other information relating to Mr. Yang that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (2) Mr. Ding, aged 43, has been appointed as a general manager of Wanlu region of the Group since March 2021. Mr. Ding is responsible for the operations, investment and quality control of projects in Wanlu region, covering Anhui province and Shandong province. He is also the director of Anhui Zhongan Property Management Co., Ltd. ("**Anhui Zhongan Property**") and Hefei Green Harbor Property Management Co., Ltd. ("**Hefei Green Harbor**") which are subsidiaries of the Company.

Mr. Ding has over 16 years of experience in the property management industry. From July 2006 to July 2009, Mr. Ding worked as quality control officer of Zhejiang Zhong An Property Management Co., Ltd. ("**Zhong An Management**"), where he was primarily responsible for quality control operation. He left the Zhong An Group Limited and its subsidiaries ("**Zhong An Group**") in July 2009 and worked as a quality control manager at Zhejiang Nade Property Management Co., Ltd. (浙江納德物業服務有限公司) (currently known as Zhejiang Wanxingheng Service Co., Ltd. (浙江萬興恆服務有限公司)) from July 2009 to June 2010 and was primarily responsible for quality control and system implementation. Mr. Ding re-joined the Zhong An Group in June 2010. From June 2010 to March 2016, he worked as a property manager of Zhong An Management, where he was primarily responsible for operation and management of property management projects. From March 2016 to January 2018, Mr. Ding worked as deputy general manager of Anhui Zhongan Property, where he was primarily responsible for overseeing the property management business in Huaibei region. From January 2018 to April 2019, Mr. Ding worked as a general manager of Anhui region of Zhong An Management, where he was primarily responsible for the management of the Huaibei and Hefei branch offices.

From April 2019 to March 2021, Mr. Ding worked as a deputy general manager of Zhong An Management, where he was primarily responsible for day-to-day operation and management of the property management business of the Zhong An Group. From September 2020 to March 2021, Mr. Ding also undertook the responsibility as general manager of Wanlu region of Zhong An Management, where he was primarily responsible for its operation and management of property management business in Anhui and Shandong regions. Since May 2019, Mr. Ding has also been serving as director and general manager of Anhui Zhongan Property and Hefei Green Harbor, where he is primarily responsible for their daily operation and management.

In July 2018, Mr. Ding obtained a diploma in administrative management from the University of International Business and Economics (對外經濟貿易大學) via distance learning.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Ding did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ding (i) has no other relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. Ding entered into a service contract with the Company for a term of three years commencing from 25 August 2023 and may be terminated by either party by giving not less than three calendar months' notice in writing. He is subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Ding is entitled to receive a remuneration of RMB380,000 per annum in the capacity as an executive Director under the service agreement and is entitled to receive a discretionary bonus from the Company as determined by the Board with reference to his responsibility and performance, the results of the Company and prevailing market conditions.

Save as disclosed above, there is no other information relating to Mr. Ding that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (3) Ms. Xu, aged 49, was appointed as our executive Director on 4 June 2021 and head of financial management center on 31 March 2021. Ms. Xu is responsible for financial management of our Group. She is also a member of the remuneration committee of our Board.

Ms. Xu has over 19 years of experience in accounting and financial management. Ms. Xu joined Zhong An Group in January 2007. From January 2007 to August 2011, Ms. Xu worked as an officer at the financial management center of Zhong An, where she was primarily responsible for its daily operation and management. From August 2011 to October 2012, Ms. Xu was promoted to manager of the finance department of Zhong An Management, where she was primarily responsible for managing the finance department. From October 2012 to October 2015, Ms. Xu worked as deputy head of finance of Zhong An Service Holding, where she was primarily responsible for managing the finance department and strategic financial planning. From October 2015 to April 2019, Ms. Xu worked as deputy general manager of financial investment center of Zhong An Service Holding, where she was primarily responsible for financial management and strategic financial planning. From April 2019 to September 2020, she worked as head of finance of Zhong An Management, where she was primarily responsible for managing and supervising its operation. From September 2020 to March 2021, she worked as head of financial management center of Zhong An Management where she was primarily responsible for financial and budget management and capital operations of property management business of Zhong An Group. Prior to joining of Zhong An Group, from April 2003 to January 2007, Ms. Xu served as head of finance of Zhejiang Wenhua Garments Co.,Ltd. (浙江文華服飾有限公司) and was primarily responsible for financial management and accounting matters.

Ms. Xu obtained a diploma in accounting from Zhejiang Sci-tech University (浙江理工大學) in January 2010 through part-time study. She became a qualified international certified management accountant of the International Certified Management Accountant Association in November 2016. Ms. Xu obtained the qualification of tax accountant (intermediate level) issued by China Association of Chief Financial Officers (中國總會計師協會) in January 2021.

So far as the Directors were aware, as at the Latest Practicable Date, Ms. Xu did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Xu (i) has no other relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Ms. Xu entered into a service contract with the Company for a term of three years commencing from 18 July 2023 and may be terminated by either party by giving not less than three calendar months' notice in writing. She is subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Xu is entitled to receive a remuneration of RMB350,000 per annum in the capacity as an executive Director under the service agreement and is entitled to receive a discretionary bonus from the Company as determined by the Board with reference to her responsibility and performance, the results of the Company and prevailing market conditions.

Save as disclosed above, there is no other information relating to Ms. Xu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (4) Mr. Chiu, aged 50, was appointed as our independent non-executive Director on 14 December 2021. Mr. Chiu is primarily responsible for providing independent advice on the operations and management of our Group. He is also a member of the audit committee and remuneration committee of our Board.

Mr. Chiu has over 26 years of professional experience in financial management. From August 1997 to November 2001, Mr. Chiu worked in PricewaterhouseCoopers Ltd. Hong Kong, an international accounting firm, with his last position as a senior associate. From November 2001 to May 2002, he worked as a senior accountant in eForce Management Limited, an operation vehicle of eForce Holdings Limited (意科控股有限公司), a manufacturer and seller of healthcare and household products, whose shares are listed on the Main Board of the Stock Exchange (stock code: 0943). From May 2002 to August 2004, he worked as a finance manager in Minmetals Land Limited (五礦地產有限公司) (formerly known as ONFEM Holdings Limited (東方有色集團有限公司)), a company engaged in real estate development, specialized construction, and property leasing, whose shares are listed on the Main Board of the Stock Exchange (stock code: 0230). From June 2005 to May 2007, he worked as an assistant financial controller of ITC Properties Management Limited (德祥地產管理有限公司), a property development and investment company and the shares of its parent company, ITC Properties Group Limited are listed on the Main Board of the

Stock Exchange (stock code: 0199). From May 2007 to March 2008, he worked as a group financial controller in Carrianna Group Holdings Company Limited (佳寧娜集團控股有限公司)(formerly known as Tak Sing Alliance Holdings Limited (達成集團)), a company engaged in property, restaurant, food and hotel, whose shares are listed on the Main Board of the Stock Exchange (stock code: 0126). From February 2008 to November 2008, he worked as a financial controller in China Oriental Group Company Limited (中國東方集團控股有限公司), a manufacturer and seller of steel and property developer, whose shares are listed on the Main Board of the Stock Exchange (stock code: 0581). From April 2009 to March 2010, he worked as a vice president of finance of a subsidiary of Genting Hong Kong Limited (雲頂香港有限公司), a cruise, entertainment and hospitality company, whose shares are listed on the Main Board of the Stock Exchange (stock code: 0678). From March 2010 to July 2015, he worked as a financial controller and company secretary in China Golden Development Holdings Limited (currently known as Century Ginwa Retail Holdings Limited (世紀金花商業控股有限公司)), a commercial property operator and investment company, whose shares are listed on the Main Board of the Stock Exchange (stock code: 0162). From July 2015 to February 2017, he worked as a financial controller and company secretary of China Sandi Holdings Limited (中國三迪控股有限公司), a property development and property investment company, whose shares are listed on the Main Board of the Stock Exchange (stock code: 0910). From February 2017 to February 2019, he served as a chief financial officer and company secretary of China New City, a property development company, whose shares are listed on the Main Board of the Stock Exchange (stock code: 1321). From December 2018 to August 2019, he worked as a chief financial officer of Sansheng Holdings (Group) Co., Ltd. (三盛控股(集團)有限公司), a property development and property investment company, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2183). From August 2019 and November 2019 to September 2023, Mr. Chiu served as the chief financial officer and company secretary of Radiance Holdings (Group) Company Limited (“**Radiance Holdings**”), respectively, whose shares are listed on the Main Board of the Stock Exchange (stock code: 9993) and is primarily responsible for financial management and company secretarial matters, on 30 September 2023, Mr. Chiu has been appointed as advisor of the Radiance Holdings. In December 2021, Mr. Chiu was awarded “The Best CFO Award” in the “2021 China Financial Awards” by China Financial Market magazine.

Mr. Chiu obtained a bachelor's degree in business administration in accounting from Hong Kong University of Science and Technology in July 1997. Mr. Chiu has been a CPA since October 2000 and a fellow of The Hong Kong Institute of Certified Public Accountants ("HKICPA") since September 2009. He has also been a member of American Institute of Certified Public Accountants since January 1999, a CPA of Washington State Board of Accountancy since January 1999, and is a member of INSOL International, a member of taxation faculty of HKICPA and a member of restructuring and insolvency faculty of HKICPA.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Chiu did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chiu (i) has no other relationship with any Director, senior management or substantial or Controlling Shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. Chiu entered into a service contract with the Company for a term of three years commencing from 14 December 2021 and may be terminated by either party by giving not less than three calendar months' notice in writing. He is subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Chiu is entitled to receive an annual director's fee of RMB300,000 per annum in the capacity as independent non-executive Director under the service agreement.

Save as disclosed above, there is no other information relating to Mr. Chiu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

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## **APPENDIX II      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

### **1.      SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 517,414,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of passing of the proposed ordinary resolution and no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 517,414,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 51,741,400 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2.      REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3.      FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.



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## APPENDIX II      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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### 4.      IMPACT OF SHARE REPURCHASE

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be executed in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date to which the last audited accounts of the Company were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### 5.      MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from 18 July 2023 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
July	1.22	1.04
August	1.10	0.64
September	0.76	0.51
October	0.72	0.53
November	0.75	0.56
December	1.03	0.68
<b>2024</b>		
January	0.85	0.64
February	0.68	0.52
March	0.69	0.56
April (up to the Latest Practicable Date)	0.60	0.51

### 6.      GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

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## **APPENDIX II      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Directors has also confirmed that neither the explanatory statement set out in Appendix II to this circular nor the proposed share repurchase has unusual features.

### **7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Zhong An BVI, a company wholly-owned by Zhong An, holds 380,000,000 Shares, representing 73.44% of the issued share capital of the Company. Zhong An is owned as to approximately 57.89% by Whole Good, which is directly wholly-owned by Mr. Shi Zhongan, an executive Director. If the present shareholdings and capital structure of the Company remain the same, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In the event that the Repurchase Mandate is exercised in full, the shareholding interest of Zhong An BVI would be increased to approximately 81.60% of the issued share capital of the Company, resulting in less than 25% of the issued share capital of the Company being held by the public as required under the Listing Rules. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

### **8. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) during the period from 18 July 2023 (the date of listing of the Shares on the Stock Exchange) up to the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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众安集团  
ZHONG AN GROUP

# 众安智慧生活服务有限公司 Zhong An Intelligent Living Service Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2271)**

Notice is hereby given that the Annual General Meeting of Zhong An Intelligent Living Service Limited to be held at 4/F, Holiday Inn Xiaoshan Hangzhou, 688 Shanyin Road, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC on Thursday, 6 June 2024 at 10:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
2. To declare a final dividend of RMB2.45 cents per ordinary share for the year ended 31 December 2023.
3.
  - (a) To re-elect Mr. Yang Guang as an executive director of the Company.
  - (b) To re-elect Mr. Ding Lei as an executive director of the Company.
  - (c) To re-elect Ms. Xu Jianying as an executive director of the Company.
  - (d) To re-elect Mr. Chiu Ngam as an independent non-executive director of the Company.
4. To authorize the board of directors to fix the respective directors' remuneration.
5. To re-appoint Ernst & Young, as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

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## NOTICE OF ANNUAL GENERAL MEETING

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“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**Zhong An Intelligent Living Service Limited**  
**Shi Zhongan**  
*Chairman*

Hong Kong, 25 April 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery the proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjournment should you wish.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from 3 June, 2024 to 6 June, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, 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 31 May, 2024.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from 24 July 2024 to 26 July 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, 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 23 July 2024.
6. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises Mr. Shi Zhongan, Mr. Sun Zhihua, Mr. Yang Guang, Ms. Xu Jianying and Mr. Ding Lei as executive Directors; and Mr. Chung Chong Sun, Mr. Liang Xinjun and Mr. Chiu Ngam as independent non-executive Directors.*