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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)

## **PLACING OF NEW SHARES UNDER GENERAL MANDATE**



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)

## **DISCLOSEABLE TRANSACTION DEEMED DISPOSAL IN RELATION TO PLACING OF NEW SHARES UNDER GENERAL MANDATE BY A SUBSIDIARY**

Placing Agent

**GEO Securities**

智 易 東 方 證 券



### **THE PLACING**

On 9 February 2026 (after trading hours), Zhong An Intelligent entered into the Placing Agreement with the Placing Agent, pursuant to which Zhong An Intelligent appointed the Placing Agent and agreed to place through the Placing Agent up to a maximum of 51,741,400 Placing Shares to not less than six Placees at the Placing Price of HK\$1.52 per Placing Share to be procured by or on behalf of the Placing Agent on a best effort basis and subject to fulfilment of the conditions precedent to the Placing Agreement.

The Placing Price of HK\$1.52 per Placing Share represents: (i) a discount of approximately 16.02% to the closing price of HK\$1.81 per Zhong An Intelligent Share as quoted on the Stock Exchange on the Last Trading Date; and (ii) a discount of approximately 19.15% to the average closing price of approximately HK\$1.88 per Zhong An Intelligent Share as quoted on the Stock Exchange for the last five trading days of the Zhong An Intelligent Share immediately prior to the Last Trading Date.

The maximum number of 51,741,400 Placing Shares represents (i) approximately 10% of the total number of existing Zhong An Intelligent Shares in issue as at the date of this joint announcement; and (ii) approximately 9.09% of the total number of Zhong An Intelligent Shares in issue as enlarged by the allotment and issue of the maximum number of Placing Shares immediately following the Placing Completion (assuming that there is no change in the issued share capital of Zhong An Intelligent from the date of this joint announcement to the date of the Placing Completion, other than the allotment and issue of the Placing Shares).

The Placing Shares will be allotted and issued under the General Mandate and therefore no Zhong An Intelligent Shareholders' approval is required for the allotment and issue of the Placing Shares. Application will be made by Zhong An Intelligent to the Listing Committee for the listing of, and permission to deal in, the Placing Shares.

Assuming the maximum number of 51,741,400 Placing Shares are fully placed, the gross and net proceeds from the Placing will be approximately HK\$78.65 million and approximately HK\$77.69 million, respectively.

## **THE DEEMED DISPOSAL**

As at the date of this joint announcement, Zhong An Intelligent is an indirect non-wholly owned subsidiary of Zhong An and Zhong An indirectly holds approximately 71.28% of the total issued Zhong An Intelligent Shares.

Assuming that there will be no change to the issued share capital of Zhong An Intelligent between the date of this joint announcement and the Placing Completion Date other than the allotment and issue of the Placing Shares, and the maximum of 51,741,400 Placing Shares are successfully placed, the shareholding percentage of Zhong An in Zhong An Intelligent will be diluted from approximately 71.28% to approximately 64.80%, representing a decrease of approximately 6.48%. Such dilution of shareholding interest of Zhong An in Zhong An Intelligent immediately after the Placing Completion will constitute a deemed disposal by Zhong An of its shareholding interest in Zhong An Intelligent under Rule 14.29 of the Listing Rules.

On 31 August 2025, the August Placing Agreement was entered into between Zhong An and the Placing Agent, pursuant to which, an aggregate of 11,204,000 existing Zhong An Intelligent Shares have been placed by the Placing Agent at the price of HK\$3.53 per Zhong An Intelligent Share pursuant to the terms and conditions of the August Placing Agreement. On 1 December 2025, the December Placing Agreement was entered into between Zhong An and the Placing Agent, pursuant to which, Zhong An agreed to place through the Placing Agent up to a maximum of 37,000,000 existing Zhong An Intelligent Shares at the price of HK\$2.08 per Zhong An Intelligent Share, which was lapsed and did not proceed.

As the August Placing Agreement, the December Placing Agreement and the Placing Agreement were entered into within a 12-month period, the transactions contemplated under the August Placing Agreement, the December Placing Agreement and the Placing Agreement are required to be aggregated pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in relation to the Deemed Disposal, when aggregated with the transactions contemplated under the August Placing Agreement and the December Placing Agreement, exceeds 5% but all are less than 25%, the Deemed Disposal constitutes a discloseable transaction of Zhong An and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

Following the Placing Completion, Zhong An Intelligent will remain an indirect non-wholly owned subsidiary of Zhong An and the financial results of Zhong An Intelligent will continue to be recorded in the consolidated financial statements of Zhong An Group.

**Placing Completion is subject to the satisfaction of the conditions precedent under the Placing Agreement and therefore may or may not proceed. Zhong An Intelligent Shareholders, Zhong An Shareholders and potential investors are advised to exercise caution when dealing in the securities of Zhong An Intelligent and Zhong An.**

## **THE PLACING**

On 9 February 2026 (after trading hours), Zhong An Intelligent entered into the Placing Agreement with the Placing Agent, pursuant to which Zhong An Intelligent appointed the Placing Agent and agreed to place through the Placing Agent up to a maximum of 51,741,400 Placing Shares to not less than six Placees at the Placing Price of HK\$1.52 per Placing Share to be procured by or on behalf of the Placing Agent on a best effort basis and subject to fulfilment of the conditions precedent to the Placing Agreement.

### **The Placing Agreement**

The principal terms of the Placing Agreement are summarised below:

Date: 9 February 2026 (after trading hours)

Parties: (i) Zhong An Intelligent; and  
(ii) GEO Securities Limited (as the Placing Agent)

Placing: The Placing Agent has agreed to act as agent of Zhong An Intelligent to procure, on a best effort basis, not less than six Placees to subscribe for the Placing Shares at the Placing Price on the terms and subject to the conditions of the Placing Agreement.

- Placees: Each of the Placees shall be any institutional, professional and/or individual investors who are Independent Third Parties.
- Placing Shares: Up to a maximum of 51,741,400 new Zhong An Intelligent Shares, which represents:
- (i) approximately 10% of the total number of issued Zhong An Intelligent Shares as at the date of this joint announcement; and
  - (ii) approximately 9.09% of the total number of issued Zhong An Intelligent Shares as enlarged by the allotment and issue of the maximum number of Placing Shares immediately following the Placing Completion (assuming that there is no change in the issued share capital of Zhong An Intelligent from the date of this joint announcement to the Placing Completion Date, other than the allotment and issue of the Placing Shares).
- Placing Price: The Placing Price is HK\$1.52 per Placing Share and represents:
- (i) a discount of approximately 16.02% to the closing price of HK\$1.81 per Zhong An Intelligent Share as quoted on the Stock Exchange on the Last Trading Date; and
  - (ii) a discount of approximately 19.15% to the average closing price of approximately HK\$1.88 per Zhong An Intelligent Share as quoted on the Stock Exchange for the last five trading days of the Zhong An Intelligent Share immediately prior to the Last Trading Date.

The Placing Price is exclusive of any SFC transaction levy and Stock Exchange trading fee and other fees or levies.

**Commission:** Subject to the Placing Completion, Zhong An Intelligent shall pay to the Placing Agent a commission of 0.9% of the amount equal to the Placing Price multiplied by the number of Placing Shares successfully placed.

**Conditions:** The Placing Completion is conditional upon the fulfilment of the following conditions:

- (i) compliance with the applicable requirements under the Listing Rules on the part of Zhong An Intelligent and Zhong An in connection with the entering into of the Placing Agreement or otherwise in connection with the Placing;
- (ii) the Listing Committee granting or agreeing to grant the approval for the listing of, and permission to deal in, the Placing Shares; and
- (iii) all necessary consents and approvals required to be obtained on the part of Zhong An Intelligent in respect of the Placing and the transactions contemplated thereunder having been obtained.

In the event of the conditions precedent above not having been fulfilled by 27 February 2026 (or such later date as may be agreed between Zhong An Intelligent and the Placing Agent in writing), the Placing Agreement shall terminate and all rights, obligations and liabilities of Zhong An Intelligent and the Placing Agent under the Placing Agreement in relation to the Placing shall cease and each party shall be released from all obligations pursuant to the Placing Agreement and none of the parties shall have any claim against the others in respect of the Placing, save for any antecedent breach of any obligation under the Placing Agreement and for all reasonable costs, charges and expenses already incurred in accordance with the terms of the Placing Agreement.

**Placing Completion:** Subject to the fulfilment of all the conditions precedent set out in the Placing Agreement, the Placing Completion shall take place on the Placing Completion Date.

**Termination:** The Placing Agent may terminate the Placing Agreement without any liability to Zhong An Intelligent, by notice in writing given to Zhong An Intelligent at any time prior to 9:00 a.m. on the Placing Completion Date upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of Zhong An Intelligent or the Zhong An Intelligent Group taken as a whole or the success of the Placing or the full placement of all of the Placing Shares or otherwise makes it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's reasonable opinion would affect the success of the Placing;
- (ii) the imposition of any moratorium, suspension (for more than 7 trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's reasonable opinion, would affect the success of the Placing;
- (iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Zhong An Intelligent Group and if in the Placing Agent's reasonable opinion any such new law or change may affect the business or financial prospects of the Zhong An Intelligent Group and/or the success of the Placing;

- (iv) any litigation or claim being instigated against any member of the Zhong An Intelligent Group, which has or may have a material effect on the business or financial position of the Zhong An Intelligent Group and which in the Placing Agent's reasonable opinion would affect the success of the Placing;
- (v) any breach of the representations and warranties given by Zhong An Intelligent in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Placing Completion Date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a breach by Zhong An Intelligent of any other provision of the Placing Agreement; or
- (vi) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

In the event the Placing Agent terminates the Placing Agreement pursuant to abovementioned circumstances, all respective obligations of either party under the Placing Agreement shall cease and determine and neither party shall have any claim against the other party in respect of any matter arising out of or in connection with the Placing Agreement except for any antecedent breach of any obligation under the Placing Agreement.

## **Basis of determination of the Placing Price and the Placing Agent's commission**

The Placing Price was determined after arm's length negotiation between Zhong An Intelligent and the Placing Agent with reference to, among other things, the prevailing market price, the recent trading volume of Zhong An Intelligent Shares and the prospects of the Zhong An Intelligent Group.

The Placing Agent's commission was determined after arm's length negotiation between Zhong An Intelligent and the Placing Agent with reference to the size of the Placing and the current market condition.

## **Listing application for the Placing Shares**

An application will be made by Zhong An Intelligent to the Listing Committee for the listing of, and permission to deal in, the Placing Shares.

## **Effect on the shareholding structure of Zhong An Intelligent as a result of the Placing**

Assuming that the Placing Shares are placed in full and there will be no change to the issued share capital of Zhong An Intelligent between the date of this joint announcement and the Placing Completion Date other than the allotment and issue of the Placing Shares, the shareholding structure of Zhong An Intelligent (i) as at the date of this joint announcement; and (ii) immediately after the Placing Completion is as follows:

| Shareholders                                     | As at the date of this<br>joint announcement         |   | Immediately after the<br>Placing Completion          |   |
|--|--|---|--|---|
|  | <i>Number of<br/>Zhong An<br/>Intelligent Shares</i> | <i>Approximate %<br/>of Zhong An<br/>Intelligent Shares</i> | <i>Number of<br/>Zhong An<br/>Intelligent Shares</i> | <i>Approximate %<br/>of Zhong An<br/>Intelligent Shares</i> |
| Zhong An Service Holding Limited ( <i>Note</i> ) | 368,796,000  | 71.28   | 368,796,000  | 64.80   |
| Other Zhong An Intelligent Shareholders          | 148,618,000  | 28.72   | 148,618,000  | 26.11   |
| Placees  | —  | —   | 51,741,400   | 9.09  |
| <b>Total:</b>                                    | <b><u>517,414,000</u></b>                            | <b><u>100.00</u></b>  | <b><u>569,155,400</u></b>                            | <b><u>100.00</u></b>  |

*Note:*

As at the date of this joint announcement, Zhong An Service Holding Limited is wholly-owned by Zhong An.

## **The General Mandate for the allotment and issue of the Placing Shares**

By a resolution of the Zhong An Intelligent Shareholders passed at the annual general meeting of Zhong An Intelligent on 5 June 2025, Zhong An Intelligent granted the General Mandate to the Zhong An Intelligent Directors to exercise the power of Zhong An Intelligent to allot, issue and deal with new Zhong An Intelligent Shares not exceeding 20% of the total number of issued Zhong An Intelligent Shares as at the date of passing of such resolution. Pursuant to the General Mandate, the Zhong An Intelligent Directors were granted authority to issue up to 103,482,800 Zhong An Intelligent Shares.

Since the grant of the General Mandate on 5 June 2025 and up to the date of this joint announcement, no Zhong An Intelligent Shares have been allotted and issued under the General Mandate.

The Placing Shares will be allotted and issued under the General Mandate, and therefore no Zhong An Intelligent Shareholders' approval is required for the allotment and issue of the Placing Shares.

## **Equity fund raising activities during the past twelve months**

Zhong An Intelligent had not conducted any fund raising exercise by issuing equity securities during the 12 months immediately before the date of this joint announcement.

## **THE DEEMED DISPOSAL**

As at the date of this joint announcement, Zhong An Intelligent is an indirect non-wholly owned subsidiary of Zhong An and Zhong An indirectly holds approximately 71.28% of the total issued Zhong An Intelligent Shares.

Assuming that there will be no change to the issued share capital of Zhong An Intelligent between the date of this joint announcement and the Placing Completion Date other than the allotment and issue of the Placing Shares, and the maximum of 51,741,000 Placing Shares are successfully placed, the shareholding percentage of Zhong An in Zhong An Intelligent will be diluted from approximately 71.28% to approximately 64.80%, representing a decrease of approximately 6.48%. Such dilution of shareholding interest of Zhong An in Zhong An Intelligent immediately after the Placing Completion will constitute a deemed disposal by Zhong An of its shareholding interest in Zhong An Intelligent under Rule 14.29 of the Listing Rules.

Following the Placing Completion, Zhong An Intelligent will remain an indirect non-wholly owned subsidiary of Zhong An and the financial results of Zhong An Intelligent will continue to be recorded in the consolidated financial statements of Zhong An Group.

### **Financial information on Zhong An Intelligent Group**

Set out below is the audited financial information of the Zhong An Intelligent Group extracted from its audited consolidated financial statements for each of the financial years ended 31 December 2023 and 31 December 2024 prepared in accordance with the International Financial Reporting Standards:

|                   | <b>For the<br/>year ended<br/>31 December<br/>2024<br/>(RMB'000)</b> | <b>For the<br/>year ended<br/>31 December<br/>2023<br/>(RMB'000)</b> |
|-------------------|--|--|
| Profit before tax | 52,730   | 69,315   |
| Profit after tax  | 37,341   | 49,424   |

Based on the unaudited financial information of the Zhong An Intelligent Group, the unaudited net assets value of the Zhong An Intelligent Group as at 30 June 2025 and 31 December 2024 was approximately RMB300,278,000 and RMB299,343,000, respectively.

## **Financial effects of the Deemed Disposal**

As a result of the Placing, Zhong An Intelligent will remain an indirect non-wholly owned subsidiary of Zhong An. The results of operations and financial position of Zhong An Intelligent will continue to be recorded in the consolidated financial statements of Zhong An Group. As the effect of the Placing will not cause a loss of Zhong An Group's control over Zhong An Intelligent, the Deemed Disposal will be accounted for as an equity transaction and will not result in the recognition of any gain or loss for Zhong An Group.

## **USE OF PROCEEDS FROM THE PLACING**

Assuming that the Placing Shares are placed in full, the gross proceeds from the Placing are expected to be approximately HK\$78.65 million. The estimated net proceeds, after deducting all fees, costs and expenses properly incurred by Zhong An Intelligent in connection with the Placing, are expected to be approximately HK\$77.69 million. Zhong An Intelligent intends to use the net proceeds from the Placing as general working capital of the Zhong An Intelligent Group.

## **REASONS FOR AND BENEFITS OF THE PLACING AND THE DEEMED DISPOSAL**

In view of the current market conditions, the Zhong An Intelligent Directors consider that the Placing may introduce multiple high-quality investors and broaden Zhong An Intelligent's shareholder base, increasing the market liquidity and trading activity of its shares. Introducing long-term institutional shareholders helps reduce secondary market volatility and fosters a more stable shareholder structure supportive of Zhong An Intelligent's long-term development.

The Zhong An Intelligent Directors (including the independent non-executive Zhong An Intelligent Directors) are of the view that the terms of the Placing Agreement were made on normal commercial terms and are fair and reasonable, and the entering into the Placing Agreement is in the interests of Zhong An Intelligent and the Zhong An Intelligent Shareholders as a whole.

The Zhong An Directors (including the independent non-executive Zhong An Directors) are of the view that the terms of the Deemed Disposal are fair and reasonable and in the interests of Zhong An and the Zhong An Shareholders as a whole.

## **GENERAL INFORMATION OF THE PARTIES**

### **Zhong An Intelligent**

Zhong An Intelligent is a company listed on the Stock Exchange and a subsidiary of Zhong An. Zhong An Intelligent is an investment holding company and the Zhong An Intelligent Group is principally engaged in the provision of property management services, value-added services mainly to property developers and community value added services in the PRC.

### **Placing Agent**

The Placing Agent is a company incorporated in Hong Kong which is a licensed corporation in Hong Kong permitted to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. To the best of the knowledge, information and belief of the Zhong An Intelligent Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner are Independent Third Parties.

### **Zhong An**

Zhong An is an investment holding company. The principal activities of the Zhong An Group are property development, leasing and hotel operation in the PRC.

## LISTING RULES IMPLICATIONS

As at the date of this joint announcement, Zhong An Intelligent is an indirect non-wholly owned subsidiary of Zhong An and Zhong An indirectly holds approximately 71.28% of the total issued Zhong An Intelligent Shares.

Assuming that there will be no change to the issued share capital of Zhong An Intelligent between the date of this joint announcement and the Placing Completion Date other than the allotment and issue of the Placing Shares, and the maximum of 51,741,400 Placing Shares are successfully placed, the shareholding percentage of Zhong An in Zhong An Intelligent will be diluted from approximately 71.28% to approximately 64.80%, representing a decrease of approximately 6.48%. Such dilution of shareholding interest of Zhong An in Zhong An Intelligent immediately after the Placing Completion will constitute a deemed disposal by Zhong An of its shareholding interest in Zhong An Intelligent under Rule 14.29 of the Listing Rules.

On 31 August 2025, the August Placing Agreement was entered into between Zhong An and the Placing Agent, pursuant to which, an aggregate of 11,204,000 existing Zhong An Intelligent Shares have been placed by the Placing Agent at the price of HK\$3.53 per Zhong An Intelligent Share pursuant to the terms and conditions of the August Placing Agreement. On 1 December 2025, the December Placing Agreement was entered into between Zhong An and the Placing Agent, pursuant to which, Zhong An agreed to place through the Placing Agent up to a maximum of 37,000,000 existing Zhong An Intelligent Shares at the price of HK\$2.08 per Zhong An Intelligent Share, which was lapsed and did not proceed.

As the August Placing Agreement, the December Placing Agreement and the Placing Agreement were entered into within a 12-month period, the transactions contemplated under the August Placing Agreement, the December Placing Agreement and the Placing Agreement are required to be aggregated pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in relation to the Deemed Disposal, when aggregated with the transactions contemplated under the August Placing Agreement and the December Placing Agreement, exceeds 5% but all are less than 25%, the Deemed Disposal constitutes a discloseable transaction of Zhong An and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

**Placing Completion is subject to the satisfaction of the conditions precedent under the Placing Agreement and therefore may or may not proceed. Zhong An Intelligent Shareholders, Zhong An Shareholders and potential investors are advised to exercise caution when dealing in the securities of Zhong An Intelligent and Zhong An.**

## **DEFINITIONS**

In this joint announcement, unless the context otherwise requires, the following terms have the following meanings when used herein:

|                              |  |
|------------------------------|--|
| “August Placing Agreement”   | the placing agreement dated 31 August 2025 entered into between Zhong An and the Placing Agent in relation to the disposal of Zhong An Intelligent Shares, details of which are set out in the announcement of Zhong An dated 31 August 2025   |
| “business days”              | a day (other than a Saturday, Sunday or public holiday) on which licenced banks in Hong Kong are open for business throughout their normal business hours  |
| “connected person(s)”        | has the meaning ascribed to it under the Listing Rules   |
| “December Placing Agreement” | the placing agreement dated 1 December 2025 entered into between Zhong An and the Placing Agent in relation to the placing of up to a maximum of 37,000,000 existing Zhong An Intelligent Shares, details of which are set out in the announcement of Zhong An dated 1 December 2025 |

|                                |  |
|--------------------------------|--|
| “Deemed Disposal”              | deemed disposal of shareholding interest of Zhong An in Zhong An Intelligent as a result of the dilution of shareholding interest of Zhong An in Zhong An Intelligent upon the completion of the Placing   |
| “General Mandate”              | the general mandate granted to the Zhong An Intelligent Directors by a resolution of Zhong An Intelligent Shareholders passed at the annual general meeting of Zhong An Intelligent on 5 June 2025 to allot, issue and deal with unissued Zhong An Intelligent Shares not exceeding 20% of the total number of Zhong An Intelligent Shares in issue as at the date of passing of such resolution |
| “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  |
| “Independent Third Party(ies)” | third party(ies) independent of Zhong An Intelligent and any of its connected persons  |
| “Last Trading Date”            | 9 February 2026, being the date of the Placing Agreement   |
| “Listing Committee”            | the listing committee of the Stock Exchange for considering applications for listing and the granting of listing   |
| “Listing Rules”                | the Rules Governing the Listing of Securities on the Stock Exchange  |

|                           |   |
|---------------------------|---|
| “Placee(s)”               | any independent institutional, professional and/or individual investors whom the Placing Agent or its agent(s) has procured to subscribe for any of the Placing Shares pursuant to the Placing Agreement;   |
| “Placing”                 | the placing of the Placing Shares to the Placees by the Placing Agent pursuant to the Placing Agreement   |
| “Placing Agent”           | GEO Securities Limited, a company incorporated in Hong Kong which is a licensed corporation permitted to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO                         |
| “Placing Agreement”       | the placing agreement entered into between Zhong An Intelligent and the Placing Agent dated 9 February 2026 in relation to the Placing  |
| “Placing Completion”      | completion of the Placing in accordance with the terms of the Placing Agreement   |
| “Placing Completion Date” | the date on which the Placing Completion shall take place, being within three business day after the date on which all the conditions set out in the Placing Agreement are satisfied, or such other date as Zhong An Intelligent and the Placing Agent may agree in writing |
| “Placing Price”           | the placing price of HK\$1.52 per Placing Share (exclusive of any SFC transaction levy and Stock Exchange trading fee and other fees or levies that may be payable by the Placees)  |

|                        |  |
|------------------------|--|
| “Placing Shares”       | up to a maximum of 51,741,400 new Zhong An Intelligent Shares to be allotted and issued by Zhong An Intelligent under the General Mandate and to be placed pursuant to the Placing Agreement                       |
| “PRC”                  | the People’s Republic of China, which for the purpose of this joint announcement only excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan  |
| “RMB”                  | Renminbi, the lawful currency of the PRC   |
| “SFO”                  | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Stock Exchange”       | The Stock Exchange of Hong Kong Limited  |
| “Zhong An”             | Zhong An Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0672)                      |
| “Zhong An Board”       | the board of directors of Zhong An   |
| “Zhong An Director(s)” | the director(s) of Zhong An  |
| “Zhong An Group”       | Zhong An and its subsidiaries  |
| “Zhong An Intelligent” | Zhong An Intelligent Living Service Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2271) |

|                                       |   |
|---------------------------------------|---|
| “Zhong An Intelligent Board”          | the board of directors of Zhong An Intelligent                                  |
| “Zhong An Intelligent Director(s)”    | the director(s) of Zhong An Intelligent   |
| “Zhong An Intelligent Group”          | Zhong An Intelligent and its subsidiaries                                       |
| “Zhong An Intelligent Share(s)”       | ordinary share(s) of HK\$0.01 each in the share capital of Zhong An Intelligent |
| “Zhong An Intelligent Shareholder(s)” | holder(s) of Zhong An Intelligent Share(s)                                      |
| “Zhong An Share(s)”                   | ordinary share(s) of HK\$0.1 each in the share capital of Zhong An              |
| “Zhong An Shareholder(s)”             | holder(s) of Zhong An Share(s)  |
| “%”                                   | per cent.   |

By order of the Board  
**Zhong An Group Limited**  
**Shi Zhongan**  
*Chairman*

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

The People’s Republic of China, 9 February 2026

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

*As at the date of this joint announcement, the board of directors of Zhong An Intelligent comprises Mr Shi Zhongan, Mr Sun Zhihua, Mr Ding Lei and Ms Ding Shuchun as executive Directors; Mr Wu Zhihua as non-executive Director; and Mr Chung Chong Sun, Mr Liang Xinjun and Mr Chiu Ngam as independent non-executive Directors.*