
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain technical terms are explained in “Glossary” in this document.

“Accounting and Financial Reporting Council”	the Accounting and Financial Reporting Council of Hong Kong
“affiliate(s)”	any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person(s)
“Anhui Zhongan Property”	Anhui Zhongan Property Management Co., Ltd. (安徽眾安物業管理有限公司), a company established in the PRC with limited liability on November 24, 2003 and an indirect wholly-owned subsidiary of our Company
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, conditionally adopted on December 14, 2021 to take effect on the [REDACTED], and as amended from time to time a summary of which is set out in “Appendix III— Summary of the Constitution of our Company and Cayman Islands Company Law” to this document

[REDACTED]

“Board” or “Board of Directors”	the board of directors of the Company
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DEFINITIONS

“Bright (Hong Kong)”	Bright (Hong Kong) Hotels Management Limited (伯瑞特(香港)酒店管理有限公司), a company incorporated in Hong Kong with limited liability on September 15, 2014 and an indirect wholly-owned subsidiary of China New City
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands

[REDACTED]

“Cayman Companies Act” or “Companies Act”	the Companies Act (as revised), Cap. 22 (Law 3 of 1961) of the Cayman Islands as amended or supplemented or otherwise modified from time to time
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[REDACTED]

DEFINITIONS

[REDACTED]

“China” or “PRC”

the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China” and the “PRC” do not apply to Taiwan, Macau Special Administrative Region and Hong Kong

DEFINITIONS

“China Merchants Securities”	China Merchants Securities (HK) Co., Limited, a licensed corporation to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) of the regulated activities under the SFO, being one of the Joint Sponsors, [REDACTED], [REDACTED], [REDACTED], [REDACTED] and [REDACTED]
“China New City”	China New City Commercial Development Limited (中國新城市商業發展有限公司) (stock code: 1321), an exempted company incorporated in the Cayman Islands with limited liability on July 2, 2013, the shares of which are listed on the Main Board of the Stock Exchange, and as of the Latest Practicable Date was indirectly held as to 66.02% by Zhong An and directly held as to 1.56% by Whole Good
“CIA”	China Index Academy, our industry consultant and an Independent Third Party
“CIA Report”	an independent market research report prepared by CIA, which was commissioned by our Company for the purpose of this document
“CNC Controlling Shareholders”	the controlling shareholders (as defined under the Listing Rules) of China New City, including Mr. Shi, Whole Good, Zhong An and Ideal World
“CNC Group”	China New City and its subsidiaries
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Zhong An Intelligent Living Service Limited (众安智慧生活服务有限公司), an exempted company with limited liability incorporated in the Cayman Islands on November 16, 2020

DEFINITIONS

“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, collectively refers to Mr. Shi, Whole Good, Zhong An and Zhong An BVI, and each a “Controlling Shareholder”
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus 2
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities markets
“Cyber security Review Measures (2021)”	Measures for Cyber security Review (《網絡安全審查辦法》), which was promulgated by the Ministry of Industry and Information Technology of China (中華人民共和國工業和信息化部), the Cyberspace Administration of China (國家互聯網信息辦公室) and certain authorities on April 13, 2020 and became effective on June 1, 2020, amended on December 28, 2021 and became effective on February 15, 2022
“Deed of Indemnity”	the deed of indemnity dated December 23, 2022 entered into by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of our present subsidiaries) to provide certain indemnities, particulars of which are set out in “Appendix IV—Statutory and General Information—D. Other Information—1. Tax and other Indemnities” to this document
“Deed of Non-Competition”	the deed of non-competition dated December 23, 2022 given by the Controlling Shareholders in favour of our Company (for itself and for benefit of each of the members of the Group) regarding the non-competition undertaking, particulars of which are set out in “Relationship with Controlling Shareholders” in this document
“Director(s)”	director(s) of the Company
	[REDACTED]
“Draft Regulations on Administration of Network Data Security”	Regulations on Administration of Network Data Security (Draft for Comments) (《網絡數據安全管理條例(徵求意見稿)》)

DEFINITIONS

“EIT”	the PRC enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), enacted on March 16, 2007, effective from January 1, 2008 by the NPC, amended on February 24, 2017 and on December 29, 2018
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong

[REDACTED]

“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at that time
“Hangzhou Zhongan Henglong”	Hangzhou Zhongan Henglong Commercial Building Co., Ltd. (杭州眾安恒隆商廈有限公司), a company established in the PRC with limited liability on September 20, 2005 and an indirect non-wholly owned subsidiary of China New City
“Hangzhou Zhonghong”	Hangzhou Zhonghong Property Service Co., Ltd. (杭州眾宏物業服務有限公司), a company established in the PRC with limited liability on November 18, 2020 as a result of the demerger of Hangzhou Zhongan Henglong, and an indirect wholly-owned subsidiary of our Company
“Hangzhou Zhongqiang”	Hangzhou Zhongqiang Construction Co., Ltd. (杭州眾強建築實業有限公司), formerly known as Xiaoshan Zhongqiang Construction Co., Ltd. (蕭山市眾強建築實業有限公司), a company established in the PRC with limited liability on April 22, 1996, and a direct holder of 10% equity interest of Zhejiang Zhong An Property Development. Hangzhou Zhongqiang is owned as to 60% by Ms. Qi Xiaomin (戚小敏) and 40% by Mr. Chen Junmin (陳軍民), who are also beneficial owners of Yunzhongxia

DEFINITIONS

“Hefei Green Harbor” Hefei Green Harbor Property Management Co., Ltd. (合肥綠色港灣物業管理有限公司), a company established in the PRC with limited liability on August 1, 2007 and an indirect wholly-owned subsidiary of our Company

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Hong Kong dollars”, “HK dollars” or “HK\$” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Huaibei Zhonghong”

Huaibei Zhonghong Property Service Company Limited (淮北眾宏物業服務有限公司), a company established in the PRC with limited liability on March 30, 2020, which is directly held as to 90% by Anhui Zhongan Property and 10% by Huaibei Hongqiao Property Service Co., Ltd. (淮北宏橋物業服務有限公司), an Independent Third Party (other than being a substantial shareholder of Huaibei Zhonghong), and an indirect non-wholly owned subsidiary of our Company

“Huatai Financial Holdings”

Huatai Financial Holdings (Hong Kong) Limited, a licensed corporation to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) of the regulated activities under the SFO, being one of the Joint Sponsors, [REDACTED], [REDACTED], [REDACTED], [REDACTED] and [REDACTED]

DEFINITIONS

“Ideal World”	Ideal World Investments Limited, a company incorporated in the BVI with limited liability on November 6, 2003 and a direct wholly-owned subsidiary of Zhong An
“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company or our connected persons as defined under the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsors” China Merchants Securities and Huatai Financial Holdings

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

“M&A Rules” the Rules on the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》), jointly issued by the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會), MOFCOM, SAT, SAIC, CSRC and SAFE on August 8, 2006 and revised by MOFCOM on June 22, 2009

DEFINITIONS

“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, a summary of which is set out in “Appendix III—Summary of the Constitution of our Company and Cayman Islands Company Law” to this document, as amended from time to time
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHURD” or “Ministry of Construction”	the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) or its predecessor, the Ministry of Construction of the PRC (中華人民共和國建設部)
“Mr. Shi”	Mr. Shi Zhongan (施中安) (alias Shi Kancheng (施侃成)), one of the Controlling Shareholders
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Ningbo Zhongan”	Ningbo Zhongan Property Service Co., Ltd. (寧波眾安物業服務有限公司), a company established in the PRC with limited liability on November 3, 2021 and an indirect wholly-owned subsidiary of our Company

[REDACTED]

“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
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DEFINITIONS

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organizations of such government or, as the context requires, any of them
“PRC Legal Advisor”	Jingtian & Gongcheng, legal advisor to our Company on PRC laws in connection with the [REDACTED]

DEFINITIONS

[REDACTED]

“Province” or “province”	each being a province or, where the context requires, a provincial level autonomous region or municipality under the direct supervision of the PRC Government
“Qirui Enterprise”	Qirui Enterprise Management (Hangzhou) Co., Ltd. (祺瑞企業管理(杭州)有限公司), a wholly foreign-owned enterprise established in the PRC with limited liability on November 21, 2005 and an indirect wholly-owned subsidiary of Zhong An
“Qirui Management”	Qirui Commercial Management (Hangzhou) Co., Ltd. (祺瑞商業管理(杭州)有限公司), a wholly foreign-owned enterprise established in the PRC with limited liability on October 18, 2013 and a direct wholly-owned subsidiary of China New City

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
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DEFINITIONS

“Regulatory Notice”	The Notice on the Continuous Rectification and Regulation of the Real Estate Market Order (《關於持續整治規範房地產市場秩序的通知》) jointly issued by eight PRC Government departments, including the MOHURD, on July 13, 2021
“Remaining Group”	the Remaining Zhong An Group and the CNC Group which, for the purpose of this document, excludes our Group
“Remaining Zhong An Group”	Zhong An and its subsidiaries which, for the purpose of this document, excludes the CNC Group and our Group
“Reorganization”	the reorganization of our Group as described in “History, Reorganization and Corporate Structure—Reorganization” in this document

[REDACTED]

“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), including, as the context may require, its local counterparts, which was merged into SAMR
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the NPC

DEFINITIONS

“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shaoxing Zhongming”	Shaoxing Zhongming Property Service Co., Ltd. (紹興眾明物業服務有限公司), a company established in the PRC with limited liability on July 20, 2022 which is owned as to 57% by Zhong An Management and 43% by Zhejiang Minglan Property Co., Ltd. (浙江明瀾物業有限公司)
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company, which are to be traded in Hong Kong dollars and listed on the Main Board
“Shareholder(s)”	holder(s) of the Share(s)

[REDACTED]

“State Council”	the State Council of the PRC (中華人民共和國國務院)
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[REDACTED]

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
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DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC as amended, supplemented or otherwise modified from time to time
“Throng Unity”	Throng Unity Service Limited (眾舒服務有限公司), a company incorporated in the BVI with limited liability on November 13, 2020 and a direct wholly-owned subsidiary of our Company
“Track Record Period”	the period comprising the three years ended December 31, 2020, 2021 and 2022

[REDACTED]

“United States”, “USA” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “USD”	U.S. dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“WFOE”	Zhong An Zhihui Shenghuo Services Co., Ltd. (众安智慧生活服务有限公司), a wholly foreign-owned enterprise established in the PRC with limited liability on January 14, 2021 and an indirect wholly-owned subsidiary of our Company
“Whole Good”	Whole Good Management Limited (全好管理有限公司), a company incorporated in the BVI on May 3, 2007, which is directly wholly-owned by Mr. Shi, and is one of the Controlling Shareholders

[REDACTED]

DEFINITIONS

“Yunzhongxia”	Hangzhou Yunzhongxia Decoration Co., Ltd. (杭州雲中霞裝飾有限公司), formerly known as Hangzhou Xiaoshan Yunzhongxia Decoration Co., Ltd. (杭州蕭山雲中霞裝飾有限公司), a company established in the PRC with limited liability on April 1, 1997, and a direct holder of 10% equity interest of Zhejiang Zhong An and 10% equity interest of Zhong An Shenglong. Yunzhongxia is owned as to 60% by Ms. Qi Xiaomin (戚小敏) and 40% by Mr. Chen Junmin (陳軍民), who are also beneficial owners of Hangzhou Zhongqiang
“Yuyao Zhong An”	Yuyao Zhong An Times Square Commercial Management Co., Ltd. (余姚眾安時代廣場商業管理有限公司), a company established in the PRC with limited liability on December 6, 2011 and an indirect non-wholly owned subsidiary of China New City
“Yuyao Zhongli”	Yuyao Zhongli Property Management Company Limited (余姚眾力物業管理有限公司), a company established in the PRC with limited liability on November 24, 2020 as a result of the demerger of Yuyao Zhong An, and an indirect wholly-owned subsidiary of our Company
“Zhejiang Anyuan Nongye”	Zhejiang Anyuan Nongye Development Co., Ltd. (浙江安源農業開發有限公司), a company established in the PRC with limited liability on June 11, 2009, a wholly-owned subsidiary of Zhong An Service Holding and an indirect non-wholly owned subsidiary of Zhong An
“Zhejiang Chengcheng”	Zhejiang Chengcheng Property Service Co., Ltd. (浙江成誠物業服務有限公司), a company established in the PRC with limited liability on January 12, 2009, which is directly held as to 80% by Zhong An Management and 20% by Ms. Bao Liyun (包利雲) who held such 20% equity interest on behalf her husband, Mr. Xu Qunfeng (徐群峰), and both Ms. Bao Liyun (包利雲) and Mr. Xu Qunfeng (徐群峰) are Independent Third Parties (other than being substantial shareholder of Zhejiang Chengcheng), and an indirect non-wholly owned subsidiary of our Company

DEFINITIONS

“Zhejiang Runzhou”	Zhejiang Runzhou Property Services Co., Ltd. (浙江潤洲物業服務有限公司), formerly known as Runzhou (Zhejiang) Hotel Management Co., Ltd. (潤洲(浙江)酒店管理有限公司), a company established in the PRC with limited liability on November 27, 2014 and an indirect wholly-owned subsidiary of our Company
“Zhejiang Zhong An”	Zhong An Group Co., Ltd. (眾安集團有限公司), formerly known as Zhejiang Zhongan Property Development Co., Ltd. (浙江眾安房地產開發有限公司), a company established in the PRC with limited liability on December 26, 1997, which is directly held as to 90% by Qirui Enterprise and 10% by Yunzhongxia, and an indirect non-wholly owned subsidiary of Zhong An
“Zhejiang Zhong An Property Development”	Zhejiang Zhong An Property Development Xiaoshan Co., Ltd. (浙江眾安房地產蕭山開發有限公司), a company established in the PRC with limited liability on April 3, 1997, which is directly held as to 90% by Zhong An Shenglong and 10% by Hangzhou Zhongqiang, and an indirect non-wholly owned subsidiary of China New City
“Zhong An”	Zhong An Group Limited (眾安集團有限公司) (stock code: 0672), formerly known as Zhong An Real Estate Limited (眾安房產有限公司), an exempted company incorporated in the Cayman Islands with limited liability on March 13, 2007, the shares of which are listed on the Main Board of the Stock Exchange, and as of the Latest Practicable Date was directly held as to 57.89% by Whole Good, and is one of the Controlling Shareholders
“Zhong An BVI”	Zhong An Service Holding Limited (眾安服務控股有限公司), a company incorporated in the BVI with limited liability on November 11, 2020, a direct wholly-owned subsidiary of Zhong An, and is one of the Controlling Shareholders
“Zhong An Commercial”	Zhong An Commercial Group Co., Ltd. (眾安商業集團有限公司), formerly known as Hangzhou Zhongjia Commercial Management Co., Ltd. (杭州眾嘉商業管理有限公司), a company established in the PRC with limited liability on November 18, 2016 and an indirect non-wholly owned subsidiary of China New City

DEFINITIONS

“Zhong An Group”	Zhong An and its subsidiaries prior to the [REDACTED] which, for the purpose of this document, excludes the CNC Group
“Zhong An Hong Kong”	Zhong An Management Limited (眾安管理有限公司), a company incorporated in Hong Kong with limited liability on November 16, 2020 and an indirect wholly-owned subsidiary of our Company
“Zhong An Management”	Zhejiang Zhong An Property Management Co., Ltd. (浙江眾安物業服務有限公司), formerly known as Xiaoshan Zhong An Property Management Co., Ltd (蕭山眾安物業管理有限公司), Hangzhou Xiaoshan Zhong An Property Management Co., Ltd (杭州蕭山眾安物業管理有限公司) and Hangzhou Xiaoshan Zhong An Property Management Services Co., Ltd. (杭州蕭山眾安物業服務有限公司), a company established in the PRC with limited liability on November 18, 1998 and an indirect wholly-owned subsidiary of our Company
“Zhong An Service Holding”	Zhong An Service Holding Co., Ltd. (眾安服務控股集團有限公司), formerly known as Hangzhou Zhongan Service Holdings Co., Ltd. (杭州眾安服務控股有限公司), a company established in the PRC with limited liability on August 13, 2009 and an indirect non-wholly owned subsidiary of Zhong An
“Zhong An Shareholder(s)”	holders of Zhong An Shares
“Zhong An Shares”	ordinary shares of nominal value HK\$0.10 each in the share capital of Zhong An
“Zhong An Shenglong”	Zhejiang Zhongan Shenglong Commercial Co., Ltd. (浙江眾安盛隆商業有限公司), a company established in the PRC with limited liability on September 9, 2013, which is directly held as to 90% by Qirui Management and 10% by Yunzhongxia, and an indirect non-wholly owned subsidiary of China New City
“%”	per cent

The terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms in the Listing Rules.

Unless the content otherwise requires, references to “2020”, “2021” and “2022” in this document refer to our financial year ended December 31 of such year.

DEFINITIONS

Certain amounts and percentage figures included in this document were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

The English translation of PRC entities, enterprises, nationals, facilities and regulations in Chinese or another language in this document is for identification purposes only. To the extent that there is any inconsistency between the Chinese names of PRC entities, enterprises, nationals, facilities and regulations and their English translations, the Chinese names shall prevail.