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眾安在綫財產保險股份有限公司

ZHONGAN ONLINE P & C INSURANCE CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as "ZA Online Fintech P & C")

(Stock Code: 6060)

CONNECTED TRANSACTION

CAPITAL CONTRIBUTION TO ZHONGAN TECHNOLOGIES INTERNATIONAL GROUP LIMITED BY ZHONGAN TECHNOLOGY

ADDITIONAL CAPITAL CONTRIBUTION

The Board hereby announces that, on September 19, 2023 (after trading hours), ZATI entered into the Share Purchase Agreement with ZhongAn Technology, Sinolink, Warrior and the Opportunities Fund in respect of the ZhongAn Subscription. Pursuant to the ZhongAn Subscription, ZhongAn Technology conditionally agreed to subscribe for, and ZATI conditionally agreed to issue and allot, a maximum of 96,508,924 ZATI Ordinary Shares at a purchase price of US\$0.66 per ZATI Ordinary Share. The ZhongAn Subscription will take place in two tranches.

As at the date of this announcement, the voting interest in ZATI is held as to approximately 43.65% by ZhongAn Technology, approximately 46.04% by Sinolink, approximately 7.68% by Warrior, and approximately 2.63% by the Opportunities Fund, respectively. Upon the completion of both tranches of the Additional Sinolink Subscription and the ZhongAn Subscription, the voting interest in ZATI shall be held as to approximately 45.04% by ZhongAn Technology, approximately 45.08% by Sinolink, approximately 7.36% by Warrior, and approximately 2.52% by the Opportunities Fund, respectively. Upon the completion of the ZhongAn Subscription, ZATI will continue to be accounted for by using equity method by the Company.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Yaping Ou, the chairman and a non-executive Director of the Company, and his associates, are interested in 51.54% of the issued shares of Sinolink and the voting interest of ZATI is held as to 46.04% by Sinolink. As such, each of Sinolink and ZATI is an associate of Mr. Yaping Ou and hence a connected person of the Company under Chapter 14A of the Listing Rules and the ZhongAn Subscription constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the ZhongAn Subscription exceeds 0.1% but is less than 5%, the ZhongAn Subscription is subject to the reporting and announcement requirements but exempt from the circular (including independent financial advice) and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

The Board hereby announces that, on September 19, 2023 (after trading hours), ZATI entered into the Share Purchase Agreement with ZhongAn Technology, Sinolink, Warrior and the Opportunities Fund in respect of the ZhongAn Subscription. Pursuant to the ZhongAn Subscription, ZhongAn Technology conditionally agreed to subscribe for, and ZATI conditionally agreed to issue and allot, a maximum of 96,508,924 ZATI Ordinary Shares at a purchase price of US\$0.66 per ZATI Ordinary Share. The ZhongAn Subscription will take place in two tranches.

As at the date of this announcement, the voting interest in ZATI is held as to approximately 43.65% by ZhongAn Technology, approximately 46.04% by Sinolink, approximately 7.68% by Warrior, and approximately 2.63% by the Opportunities Fund, respectively. Upon the completion of both tranches of the Additional Sinolink Subscription and the ZhongAn Subscription, the voting interest in ZATI shall be held as to approximately 45.04% by ZhongAn Technology, approximately 45.08% by Sinolink, approximately 7.36% by Warrior, and approximately 2.52% by the Opportunities Fund, respectively. Upon the completion of the ZhongAn Subscription, ZATI will continue to be accounted for by using equity method by the Company.

THE SHARE PURCHASE AGREEMENT

The principal terms of the Share Purchase Agreement in respect of the ZhongAn Subscription are set out below:

Date

September 19, 2023

Parties

- (i) ZATI;
- (ii) ZhongAn Technology;
- (iii) Sinolink;
- (iv) Warrior; and
- (v) the Opportunities Fund.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Warrior and the Opportunities Fund and their respective controlling shareholder(s) are third parties independent of the Company and its connected persons.

Pursuant to the terms and conditions of the Share Purchase Agreement, ZhongAn Technology conditionally agreed to subscribe for, and ZATI conditionally agreed to issue and allot, a maximum of 96,508,924 new ZATI Ordinary Shares. The ZhongAn Subscription will take place in two tranches, comprising the Initial Subscription (being a subscription by ZhongAn Technology for an aggregate of 67,556,247 new ZATI Ordinary Shares at a subscription price of approximately US\$44.6 million) and the Subsequent Subscription (being a subscription by ZhongAn Technology for an aggregate of 28,952,677 new ZATI Ordinary Shares at a subscription price of approximately US\$19.1 million).

Subscription price and basis of consideration

The subscription price for the ZhongAn Subscription is approximately US\$63.7 million in aggregate, which represents a purchase price of US\$0.66 per ZATI Ordinary Share and was determined after arm's length negotiations among the parties taking into account market conditions, the subscription price of the Additional Sinolink Subscription, the business and growth prospects of ZATI and the financial needs of ZATI for the operation and expansion of its business. In particular, part of the total subscription price is expected to contribute towards supporting the

development of ZATI's key business segments as needed, including virtual banking in Hong Kong and technology export in overseas markets, with the remainder to be used for general corporate purposes of ZATI. The subscription price payable to ZATI by ZhongAn Technology will be funded by internal resources.

Conditions precedent

The Initial Subscription shall be conditional upon the satisfaction or waiver of, inter alia, the following conditions:

- (i) the representations and warranties of each of ZATI and ZhongAn Technology remaining true and correct and complete in all material respects as of the date of the Closing;
- (ii) each of ZATI and ZhongAn Technology having performed and complied with all agreements, obligations and conditions contained in the Share Purchase Agreement;
- (iii) all authorizations, consents, approvals or permits of any competent governmental authority (including the Securities and Futures Commission, the Insurance Authority and the Hong Kong Monetary Authority, if required), any other person or as required by any applicable laws and regulations (including the Listing Rules, if applicable) having been duly obtained and effective as of the date of the Closing;
- (iv) all corporate and other proceedings in connection with the transactions contemplated under the Share Purchase Agreement and all documents and instruments incidental to such transactions being reasonably satisfactory in form and substance to ZhongAn Technology (in the case of ZATI) and ZATI (in the case of ZhongAn Technology);
- (v) the articles of association of ZATI in effect as of the date of the Share Purchase Agreement having been duly amended (the "**Restated Articles**");
- (vi) the parties having executed and delivered the Transaction Documents;
- (vii) there having been no material adverse effect on the financial condition, business, prospects or operations of ZATI and its subsidiaries taken as a whole since the date of the Share Purchase Agreement; and

(viii) ZhongAn Technology having completed the overseas direct investment filing and obtained all necessary approvals and/or registrations from the National Development and Reform Commission of the PRC, the Ministry of Commerce, the State Administration of Foreign Exchange (and/or its authorized bank) and other relevant governmental authorities, as applicable with respect to the ZhongAn Subscription as of the Closing.

The Subsequent Subscription shall be conditional upon the satisfaction or waiver of, inter alia, the conditions described in (i), (ii), (iii), (vii) and (viii) above.

Except for conditions precedent (iii) and (viii), the conditions precedent in respect of ZATI may be waived by ZhongAn Technology in writing and the conditions precedent in respect of ZhongAn Technology may be waived by ZATI in writing.

As at the date of this announcement, none of the conditions precedent have been satisfied or waived.

The Subsequent Closing shall only take place upon the completion of the Initial Closing.

Closing

The Initial Closing shall take place no later than 10 business days after the satisfaction or waiver of each of the aforementioned conditions precedent (as applicable), or at such other time and place as ZATI and ZhongAn Technology shall mutually agree in writing.

The Subsequent Closing shall take place upon the completion of the Initial Closing and no later than 10 business days after the satisfaction or waiver of each of the aforementioned conditions precedent (as applicable), or at such other time and place as ZATI and ZhongAn Technology shall mutually agree in writing, but in any event within six months from the date of the Initial Closing.

Termination

The Share Purchase Agreement may be terminated prior to the Initial Closing (a) by mutual written consent of the parties, (b) by ZhongAn Technology or ZATI, if the Initial Closing has not been consummated on or prior to December 31, 2023, provided that no party shall be entitled to terminate the Share Purchase Agreement if such party is responsible for the failure of the Initial Closing prior to such date, (c) by the non-defaulting party, if a material breach of the Share Purchase Agreement has been committed by one party and such breach has not been waived or cured within 30 days after the receipt of the notice by the other party thereof, and such termination shall not relieve the breaching party of liability for such breach or otherwise.

THE SHAREHOLDERS AGREEMENT

The Share Purchase Agreement provides that the execution and delivery of the Shareholders Agreement is a condition precedent to the Initial Closing, a summary of which is set out below.

Board composition of ZATI

The board of directors of ZATI shall consist of no more than five directors. ZhongAn Technology shall be entitled to nominate three directors, and Sinolink shall be entitled to nominate up to two directors.

Save for certain reserved matters, resolutions of a meeting of the board of directors of ZATI shall be adopted by the unanimous consent of those present and voting in such meeting, and each director shall have one vote.

Pre-emptive right

If ZATI issues any new equity interests, each of the ZATI shareholders shall have a pre-emptive right to purchase pro rata all or any part of such new equity interests.

Restrictions on transfer

Except as permitted under the Shareholders Agreement, none of the ZATI shareholders shall itself, nor shall it permit its affiliates to sell, assign, transfer, encumber, hypothecate, pledge or otherwise alienate or dispose of, directly or indirectly (“**Transfer**”) all or any part of its ZATI Ordinary Shares without the prior written consent of other ZATI shareholders.

Rights of first refusal

If any ZATI shareholder proposes to Transfer all or any part of its ZATI Ordinary Shares, then all other ZATI shareholders shall have a right of first refusal to purchase pro rata such ZATI Ordinary Shares in accordance with the Shareholders Agreement.

Co-sale right

In the event that any of ZhongAn Technology or Sinolink proposes to effect a Transfer of its ZATI Ordinary Shares (the “**Selling Shareholder**”) subject to the Investors’ co-sale rights and to the extent the Investors do not exercise their respective rights of first refusal pursuant to the Shareholders Agreement, the Investors shall have the right to participate in the sale of equity interest in ZATI to a third party by the Selling Shareholder for the same price and on the same terms and conditions as those offered by the Selling Shareholder.

Anti-dilution

In the event that at any time after any Closing, ZATI issues any new securities (not including the ZATI Ordinary Shares subscribed for under the Share Purchase Agreement) without consideration or for a consideration per ZATI Ordinary Share received by ZATI (net of any selling concessions, discounts or commissions) that is less than the original purchase price at which the Investors subscribed for its ZATI Ordinary Shares (the “**Original Purchase Price**”), the Original Purchase Price shall be adjusted in accordance with the Shareholders Agreement and ZATI shall issue additional number of ZATI Ordinary Shares to each of the Investors that such Investor should receive upon such adjustment.

REASONS FOR AND BENEFITS OF THE ZHONGAN SUBSCRIPTION

The additional capital contribution under the ZhongAn Subscription will provide additional working capital and greater financial flexibility to ZATI. The Group continues to be optimistic about the business prospects of ZATI, which plays a significant role in the virtual banking industry in Hong Kong and technology export in overseas markets, and considers the ZhongAn Subscription to be an opportune time for ZhongAn Technology to further invest into ZATI taking into account the availability of the Group’s funds, the capital needs of ZATI and business expansion plans of ZATI. The Group is confident that the ZhongAn Subscription will enable it to further align its investment returns with the growth and development of ZATI.

The Directors (including the independent non-executive Directors) are of the view that the ZhongAn Subscription has been entered into on normal commercial terms, and the terms of the ZhongAn Subscription and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Mr. Yaping Ou, being the chairman and a non-executive Director of the Company and a controlling shareholder of Sinolink, Mr. Xing Jiang, being an executive Director of the Company and an executive director of ZhongAn Technology, and Mr. Hugo Jin Yi Ou, being a non-executive Director of the Company and a non-executive director of Sinolink, had abstained from voting on the relevant resolutions of the Board in relation to the ZhongAn Subscription and matters contemplated therein.

Save as disclosed above, none of the Directors had any material interest in the ZhongAn Subscription and matters contemplated therein and was required to abstain from voting on the relevant resolutions of the Board.

INFORMATION ON THE PARTIES

ZATI is a company incorporated in Hong Kong with limited liability. ZATI was established to explore international business development, collaboration and investment opportunities in the areas of Fintech and Insurtech, including virtual banking and digital-only insurance in Hong Kong and technology export in overseas markets. As at the date of this announcement, the initial closing of the Additional Sinolink Subscription has taken place and as a result the voting interest in ZATI is held as to approximately 43.65% by ZhongAn Technology, approximately 46.04% by Sinolink, approximately 7.68% by Warrior, and approximately 2.63% by the Opportunities Fund, respectively. ZATI is a joint venture of the Company and is accounted for by using equity method by the Company.

Set out below is certain selected financial information of ZATI based on its audited consolidated financial statements as at or for the years ended December 31, 2022 and 2021.

| | As at / For the year ended December 31, 2022 <i>audited</i> HKD (thousand) | As at / For the year ended December 31, 2021 <i>audited</i> HKD (thousand) |
|-----------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| Total equity | 2,772,480 | 3,535,480 |
| Total revenue and other income | 1,526,642 | 686,579 |
| Loss before income tax | (591,941) | (849,113) |
| Net loss for the year | (591,941) | (849,338) |
| Net loss attributable to owners of ZATI | (614,976) | (759,617) |

Total equity of ZATI as at June 30, 2023 was HK\$2,659.7 million.

ZhongAn Technology is a company incorporated in the PRC with limited liability and is a direct wholly-owned subsidiary of the Company. ZhongAn Technology is principally engaged in the business of technology development and technology consulting. The Company is an online Insurtech company in the PRC and is principally engaged in the provision of insurance products and solutions in the context of four major ecosystems, namely health, digital lifestyle, consumer finance and auto ecosystems.

Sinolink is a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 1168). Sinolink's principal business activities are increasingly focused on Fintech investment and management, while it is also engaged in property development, property management, property investment, financial services and asset financing. Its ultimate and immediate holding company is Asia Pacific Promotion Limited, a company incorporated in the British Virgin Islands, which is wholly-owned by Mr. Yaping Ou.

Warrior is a company incorporated in the British Virgin Islands with limited liability. Its principal business activity is investment holding. It is a wholly-owned subsidiary of Chow Tai Fook Nominee Limited, which is held by the Cheng Yu Tung family.

The Opportunities Fund, a variable capital company incorporated in Singapore, is part of AIA Group Limited's group-wide investment programme to facilitate capital deployment globally with a particular focus on balance sheet exposure to specialist and alternative investments. AIA Group Limited is a company listed on the Main Board of the Stock Exchange (stock code: 1299) and based on its latest published annual report, it does not have any controlling shareholders.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Yaping Ou, the chairman and a non-executive Director of the Company, and his associates, are interested in 51.54% of the issued shares of Sinolink and the voting interest of ZATI is held as to 46.04% by Sinolink. As such, each of Sinolink and ZATI is an associate of Mr. Yaping Ou and hence a connected person of the Company under Chapter 14A of the Listing Rules and the ZhongAn Subscription constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the ZhongAn Subscription exceeds 0.1% but is less than 5%, the ZhongAn Subscription is subject to the reporting and announcement requirements but exempt from the circular (including independent financial advice) and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

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| “Additional Sinolink Subscription” | the subscription by Sinolink for a maximum of 96,508,924 new ZATI Ordinary Shares at a subscription price of approximately US\$63.7 million pursuant to the share purchase agreement entered into between ZATI and the Investors on May 31, 2023, details of which are set out in the announcement of the Company dated May 31, 2023 and the circular of the Company dated June 29, 2023 |
| “associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Board” | the board of directors of the Company |
| “Closing” | the Initial Closing and/or the Subsequent Closing, as the context requires |
| “Company” | ZhongAn Online P & C Insurance Co., Ltd.* (眾安在綫財產保險股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and carrying on business in Hong Kong as “ZA Online Fintech P & C” whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 6060) |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “connected transaction” | has the meaning ascribed to it under the Listing Rules |
| “controlling shareholder” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Fintech” | financial technology |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars |

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| “Hong Kong” | Hong Kong Special Administrative Region of the People’s Republic of China |
| “H Share(s)” | the overseas listed foreign invested ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1 each, which are listed on the Main Board of the Stock Exchange |
| “Initial Closing” | closing of the Initial Subscription pursuant to the terms and conditions of the Share Purchase Agreement |
| “Initial Subscription” | the subscription by ZhongAn Technology for an aggregate of 67,556,247 new ZATI Ordinary Shares at a subscription price of approximately US\$44.6 million pursuant to the terms and conditions of the Share Purchase Agreement |
| “Insurtech” | use of technology innovations designed to achieve savings and efficiency from the traditional insurance industry model |
| “Investors” | ZhongAn Technology, Sinolink, Warrior and the Opportunities Fund |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended and supplemented from time to time) |
| “Opportunities Fund” | AIA VCC for a/c of AIA Opportunities Fund - Venture Capital 2021, a company incorporated under the laws of the Republic of Singapore |
| “PRC” | the People’s Republic of China, which, for the purposes of this announcement, excludes Hong Kong, Taiwan and Macau Special Administrative Region of the People’s Republic of China |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Shareholder(s)” | shareholder(s) of the Company |
| “Shareholders Agreement” | the shareholders agreement to be entered into between ZATI and each of the Investors in relation to the rights and obligations between and among the Investors and ZATI |

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| “Share Purchase Agreement” | the share purchase agreement dated September 19, 2023 entered into between ZATI and the Investors in relation to, inter alia, the ZhongAn Subscription |
| “Sinolink” | Sinolink Worldwide Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 1168) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subsequent Closing” | closing of the Subsequent Subscription pursuant to the terms and conditions of the Share Purchase Agreement |
| “Subsequent Subscription” | the subscription by ZhongAn Technology for an aggregate of 28,952,677 new ZATI Ordinary Shares at a subscription price of approximately US\$19.1 million pursuant to the terms and conditions of the Share Purchase Agreement |
| “subsidiary(ies)” | has the meaning ascribed to it under the Listing Rules |
| “Transaction Documents” | the Share Purchase Agreement, the Shareholders Agreement, the Restated Articles, and any other document, certificate, and agreement delivered in connection with the transactions contemplated thereunder |
| “Warrior” | Warrior Treasure Limited, an investment holding limited liability company incorporated under the laws of the British Virgin Islands |
| “ZhongAn Subscription” | the Initial Subscription and the Subsequent Subscription |
| “ZATI” | ZhongAn Technologies International Group Limited (眾安科技(國際)集團有限公司), a limited liability company incorporated in Hong Kong and a joint venture of the Company |
| “ZATI Ordinary Share(s)” | the voting ordinary shares in the share capital of ZATI |

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| “ZhongAn Technology” | ZhongAn Information and Technology Services Co., Ltd. (眾安信息技術服務有限公司), a wholly-owned subsidiary of the Company, incorporated in the PRC on July 7, 2016 |
| “US\$” | United States dollars |
| “%” | per cent |

By Order of the Board
ZhongAn Online P & C Insurance Co., Ltd.
Yaping Ou
Chairman

Shanghai, the PRC, September 19, 2023

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Xing Jiang and Mr. Gaofeng Li, five non-executive Directors, namely Mr. Yaping Ou, Mr. Liangxun Shi, Mr. Gang Ji, Mr. Shuang Zhang and Mr. Hugo Jin Yi Ou, and four independent non-executive Directors, namely Mr. Wei Ou, Ms. Vena Wei Yan Cheng, Ms. Gigi Wing Chee Chan and Mr. Hai Yin.

* *For identification purposes only and carrying on business in Hong Kong as “**ZA Online Fintech P & C**”*