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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)

- (1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON TUESDAY, DECEMBER 28, 2021**
- (2) ELECTION OF MR. GANG JI AS A NON-EXECUTIVE DIRECTOR OF THE
THIRD SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**
- (3) ELECTION OF MS. VENA WEI YAN CHENG AS AN INDEPENDENT NON-EXECUTIVE
DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**
- AND**
- (4) ELECTION OF MR. LIMIN GUO AS AN EXTERNAL SUPERVISOR OF THE
THIRD SESSION OF THE SUPERVISORY COMMITTEE OF THE COMPANY**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD
ON TUESDAY, DECEMBER 28, 2021**

The board of directors (the “**Board**” or “**Board of Directors**”) of ZhongAn Online P & C Insurance Co., Ltd. (the “**Company**”) is pleased to announce that, at the extraordinary general meeting (the “**EGM**”) of the Company held on Tuesday, December 28, 2021, the proposed resolutions as set out in the notice of the EGM dated December 10, 2021 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %)		
		For	Against	Abstain
1.	THAT			
(a)	the New Online Platform Cooperation Framework Agreement (as defined in the circular of the Company dated December 10, 2021) (the “ Circular ”)) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;	917,937,752 (82.1674%)	500 (0.0001%)	199,216,300 (17.8325%)
(b)	the annual cap in respect of the New Online Platform Cooperation Framework Agreement (as defined in the Circular) for the year ending 31 December 2022 be and are hereby approved in all respects; and	917,937,752 (82.1674%)	500 (0.0001%)	199,216,300 (17.8325%)
(c)	any one director of the Company be and are hereby generally and unconditionally authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the New Online Platform Cooperation Framework Agreement and the transactions contemplated thereunder.	917,937,752 (82.1674%)	500 (0.0001%)	199,216,300 (17.8325%)

Ordinary Resolutions		Number of Votes (Approximate %)		
		For	Against	Abstain
2.	To consider and approve the election of Mr. Gang Ji as a non-executive director of the third session of the board of directors of the Company to hold office until the expiry of the term of the third session of the board of directors.	1,095,866,753 (98.0944%)	21,071,499 (1.8862%)	216,300 (0.0194%)
3.	To consider and approve the election of Ms. Vena Wei Yan Cheng as an independent non-executive director of the third session of the board of directors of the Company to hold office until the expiry of the term of the third session of the board of directors.	1,116,937,752 (99.9805%)	500 (0.0001%)	216,300 (0.0194%)
4.	To consider and approve the election of Mr. Limin Guo as an external supervisor of the third session of the supervisory committee of the Company to hold office until the expiry of the term of the third session of the supervisory committee.	1,116,934,752 (99.9803%)	500 (0.0001%)	219,300 (0.0196%)
5.	To consider and approve <i>the Remuneration Management System of Directors and Supervisors of ZhongAn Online.</i>	1,116,937,752 (99.9805%)	500 (0.0001%)	216,300 (0.0194%)
6.	To consider and approve the change of business scope of the Company.	1,116,937,752 (99.9805%)	500 (0.0001%)	216,300 (0.0194%)
Special Resolution		Number of Votes (Approximate %)		
		For	Against	Abstain
7.	To consider and approve the amendments to the articles of association of the Company.	1,116,937,752 (99.9805%)	500 (0.0001%)	216,300 (0.0194%)

Notes:

- (a) As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 6 above, such resolutions were duly passed as ordinary resolutions. As more than two-thirds of the votes were cast in favour of resolution numbered 7 above, such resolution was duly passed as special resolution.
- (b) As at the date of the EGM, the total number of shares of the Company in issue was 1,469,812,900 shares (of which 50,000,000 were domestic shares and 1,419,812,900 were H shares).
- (c) The total number of shares entitling the Shareholders to attend and vote on the resolutions numbered 1(a) to 1(c) was 50,000,000 domestic shares and 1,220,812,900 H shares. A total of 1 domestic Shareholder or authorized proxy, holding an aggregate of 50,000,000 domestic shares, representing approximately 3.93% of the total shares of the Company with voting rights, attended the EGM. A total of 1 H Shareholder or authorized proxy, holding an aggregate of 1,067,154,552 H shares, representing approximately 83.97% of the total shares of the Company with voting rights, attended the EGM.
- (d) The total number of shares entitling the Shareholders to attend and vote on the resolutions numbered 2 to 7 was 50,000,000 domestic shares and 1,419,812,900 H shares. A total of 1 domestic Shareholder or authorized proxy, holding an aggregate of 50,000,000 domestic shares, representing approximately 3.40% of the total shares of the Company with voting rights, attended the EGM. A total of 1 H Shareholder or authorized proxy, holding an aggregate of 1,067,154,552 H shares, representing approximately 72.60% of the total shares of the Company with voting rights, attended the EGM.
- (e) As stated in the Circular, Ant Group Co., Ltd. (螞蟻科技集團股份有限公司) (“**Ant Group**”) and its associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) who were interested in, controlled and were entitled to exercise control an aggregate 199,000,000 H shares as at the date of the EGM, have abstained from voting on the resolutions numbered 1(a) to 1(c) at the EGM.
- (f) Save as disclosed above, there were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in rule 13.40 of the Listing Rules.
- (g) Save as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the EGM.
- (h) Save as disclosed above, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM.
- (i) The Company’s representatives of shareholders, Ms. Yishu Hong and Mr. Haiming Wang, and supervisor, Ms. Haijiao Liu, acted as the vote counters at the EGM. The H share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

ELECTION OF MR. GANG JI AS A NON-EXECUTIVE DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

Upon the approval at the EGM, Mr. Gang Ji was elected as a non-executive director of the third session of the Board of Directors. The appointment of Mr. Gang Ji will become effective upon the approval of his qualification as director by the China Banking and Insurance Regulatory Commission (the “**CBIRC**”).

The biographical details and other information to be disclosed as required by rule 13.51(2) of the Listing Rules of Mr. Gang Ji are as follows:

Gang Ji (紀綱), aged 46, joined Ant Group (formerly known as Ant Financial) in January 2016 and is currently the vice president and head of the strategic investment and corporate development department of Ant Group, mainly responsible for Ant Group’s global strategic investment business. Mr. Ji has 21 years of experience in investment and 13 years of experience in the internet industry. Prior to joining Ant Group, he served as the vice president of Alibaba Group and was responsible for its strategic investments. Mr. Ji graduated from the University of International Business and Economics in Beijing with a bachelor’s degree in international business. Mr. Ji is currently a non-executive director of AGTech Holdings Limited, a company listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 8279).

Pursuant to the service contract entered into between the Company and Mr. Ji, his term of service shall commence from the date of approval of the qualification as a director by the CBIRC up to the expiry of the term of the third session of the Board. Upon expiry of his term of service, he shall be eligible to offer himself for re-election and re-appointment in accordance with the articles of association of the Company (the “**Article of Association**”). According to the terms of Mr. Ji’s service contract, his director’s fee will be determined by the nomination and remuneration management committee of the Company with reference to factors such as the level of remuneration paid by comparable companies, the time commitment and responsibilities of the directors, and the employment conditions of the Company and its subsidiaries and consolidated affiliated entities, and is subject to review by nomination and remuneration management committee of the Company from time to time.

Save as disclosed above, Mr. Ji has confirmed that (1) he has not held any directorships in other listed public companies in the past three years, and he does not hold any other major appointments or professional qualifications, (2) he does not hold any position in the Company or any of its subsidiaries, (3) he does not have any relationships with any directors, supervisors, senior management, substantial

shareholders or controlling shareholders of the Company and any of its subsidiaries, and (4) he does not hold any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Ji also confirms that, as at the date of this announcement, save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders or the Stock Exchange relating to his appointment.

ELECTION OF MS. VENA WEI YAN CHENG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

Upon the approval at the EGM, Ms. Vena Wei Yan Cheng was elected as an independent non-executive director of the third session of the Board of Directors. The appointment of Ms. Vena Wei Yan Cheng will become effective upon the approval of her qualification as director by the CBIRC.

The biographical details and other information to be disclosed as required by rule 13.51(2) of the Listing Rules of Ms. Vena Wei Yan Cheng are as follows:

Vena Wei Yan Cheng (鄭慧恩), aged 43, is a senior consultant at Akin Gump Strauss Hauer & Feld. Ms. Cheng is admitted to practice law in Hong Kong, New York, and the United Kingdom, and has more than 19 years of experience practicing as a lawyer. Ms. Cheng also serves as a member of the Beijing Municipal Committee of the Chinese People's Political Consultative Conference, a member of the Hong Kong Housing Authority, and a member of the Hong Kong Innovation and Technology Fund Advisory Committee. Ms. Cheng obtained a bachelor of laws from King's College, University of London, and a Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong.

Pursuant to the service contract entered into between the Company and Ms. Cheng, her term of service shall commence from the date of approval of the qualification as a director by the CBIRC up to the expiry of the term of the third session of the Board. Upon expiry of her term of service, she shall be eligible to offer herself for re-election and re-appointment in accordance with the Articles of Association. According to the terms of Ms. Cheng's service contract, her director's fee will be determined by the nomination and remuneration management committee of the Company with reference to factors such as the level of remuneration paid by comparable companies, the time commitment and responsibilities of directors, and the employment conditions of the Company and its subsidiaries and consolidated affiliated entities, and is subject to review by nomination and remuneration management committee of the Company from time to time.

Save as disclosed above, Ms. Cheng has confirmed that (1) she has not held any other directorships in other listed public companies in the past three years, and she does not hold any other major appointments or professional qualifications, (2) she does not hold any position in the Company or any of its subsidiaries, (3) she does not have any relationships with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company and any of its subsidiaries, and (4) she does not hold any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Ms. Cheng has further confirmed that she meets the independence criteria as set out in rule 3.13 of the Listing Rules.

Ms. Cheng also confirms that, as at the date of this announcement, save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders or the Stock Exchange relating to her appointment.

ELECTION OF MR. LIMIN GUO AS AN EXTERNAL SUPERVISOR OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE OF THE COMPANY

Upon the approval at the EGM, Mr. Limin Guo was elected as an external supervisor of the third session of the supervisory committee. The appointment of Mr. Limin Guo will become effective upon the approval of his qualification as supervisor by the CBIRC.

The biographical details and other information to be disclosed as required by rule 13.51(2) of the Listing Rules of Mr. Limin Guo are as follows:

Mr. Limin Guo, aged 58, obtained a master's degree in international business from Hunan University, an EMBA degree from The Hong Kong University of Science and Technology and a bachelor's degree in chemical engineering from Beijing Institute of Chemical Industry. He is a senior engineer. Mr. Guo is currently a non-executive director of E-Star Commercial Management Company Limited, a company listed on the Stock Exchange (stock code: 6668). Mr. Guo has extensive experience in government work and corporate management, and has been engaged in various management tasks for more than 30 years. Mr. Guo served as deputy director of Shenzhen Development and Planning Bureau (深圳市發展計劃局) from August 1998 to January 2003, chairman of Shenzhen Airport (Group) Co., Ltd. from January 2003 to April 2004, director of Shenzhen State-owned Assets Supervision and Administration Commission from April 2004 to August 2009, chairman of Shum Yip Group Ltd. from August 2009 to February 2012, and director of Economy, Trade and Information Commission of Shenzhen Municipality (深圳市經濟貿易信息化委員會)

from February 2012 to August 2017. In addition, he has served in the capacity of a director such as non-executive director of Ping An Insurance (Group) Company of China, Ltd., a company listed on the Stock Exchange (stock code: 2318), Road King Infrastructure Limited and Coastal Greenland Limited.

Pursuant to the service contract entered into between the Company and Mr. Guo, his term of service shall commence from the date of approval of the qualification as a supervisor by the CBIRC up to the expiry of the term of the third session of the supervisory committee. Upon expiry of his term of service, he shall be eligible to offer himself for re-election and re-appointment in accordance with the Articles of Association. According to the terms of Mr. Guo's service contract, Mr. Guo is entitled to receive a supervisor's fee of RMB150,000 per annum, which has been recommended by the nomination and remuneration management committee of the Company and approved by the shareholders' general meeting of the Company with reference to the level of remuneration paid by comparable companies and prevailing market conditions, and is subject to review by the nomination and remuneration management committee of the Company from time to time.

Save as disclosed above, Mr. Guo has confirmed that (1) he has not held any other directorships in other listed public companies in the past three years, and he does not hold any other major appointments or professional qualifications, (2) he does not hold any position in the Company or any of its subsidiaries, (3) he does not have any relationships with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company and any of its subsidiaries, and (4) he does not hold any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Guo also confirms that, as at the date of this announcement, save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders or the Stock Exchange relating to his appointment.

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

Shanghai, the PRC, December 28, 2021

*As at the date of this announcement, the board of directors of the Company comprises three executive directors, namely Mr. Yaping Ou (chairman), Mr. Hugo Jin Yi Ou and Mr. Xing Jiang**, three non-executive directors, namely Mr. Liangxun Shi, Mr. Weibiao Zhan and Mr. Gang Ji***, and five independent non-executive directors, namely Mr. Shuang Zhang, Ms. Hui Chen, Mr. Ying Wu, Mr. Wei Ou and Ms Vena Wei Yan Cheng****.*

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

*** Mr. Xing Jiang shall be an executive director of the Company upon his qualification as a director of the Company being approved by the CBIRC.*

**** Mr. Gang Ji shall be a non-executive director of the Company upon his qualification as a director of the Company being approved by the CBIRC.*

***** Ms. Vena Wei Yan Cheng shall be an independent non-executive director of the Company upon her qualification as a director of the Company being approved by the CBIRC.*