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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)**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the "EGM") of ZhongAn Online P & C Insurance Co., Ltd. (the "**Company**") will be held at Conference Room Xin Pu Zhu Lin, 2/F, 219 Yuanmingyuan Road, Huangpu District, Shanghai, the PRC at 10 a.m. on Wednesday, April 20, 2022 for the purposes of considering, and if thought fit, approving the following resolutions:

### **SPECIAL RESOLUTION**

1. To consider and approve the issue of a 10-year capital supplementary bonds in an aggregate amount of not exceeding RMB7 billion by the Company within 24 months from the date of approval by the EGM, and to authorise the Board of Directors to delegate the management of the Company to determine and implement a detailed plan for the issue, including but not limited to the issue date, issue size, form of the issue, tranches and number of the issue, coupon rate and conditions and deal with relevant specific matters relating to the issue, and do all such acts and things and execute all such documents as it may in its opinion consider necessary, appropriate or expedient.

### **ORDINARY RESOLUTION**

2. To consider and approve the 2022-2024 Three-Year Capital Planning Report.

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

Shanghai, the PRC, March 24, 2022

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

*Notes:*

1. In order to determine the list of shareholders of the Company who are entitled to attend the EGM, the register of members of the Company will be closed from Wednesday, April 13, 2022 to Wednesday, April 20, 2022, both days inclusive, during which period no transfer of shares of the Company (the “**Shares**”) will be registered. Unregistered holders of Shares of the Company who wish to attend the EGM must lodge the share certificates accompanied by transfer documents with the Company’s H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H shares of the Company) or the Company’s Corporate Governance and Securities Affairs Department at 4-5/F, Associate Mission Building, 169 Yuanmingyuan Road, Shanghai, the PRC (for holders of domestic shares of the Company) no later than 4:30 p.m. on Tuesday, April 12, 2022 for registration. Shareholders whose names appear on the register of members of the Company on Wednesday, April 20, 2022 shall be entitled to attend and vote at the EGM.
2. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent the relevant Shareholder.

The instrument appointing a proxy must be in writing under the hand of a shareholder or a representative authorised in writing by such shareholder. If the shareholder is a corporation, the instrument must bear the official stamp or the signatures of its directors, or representatives duly authorised. If that instrument is signed by another person authorized by the shareholder, the power of attorney authorising the signature or other authorisation document must be notarised.

In order to be valid, the proxy form together with the notarised power of attorney or other authorisation document (if any) must be deposited at the Company’s H share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H shares of the Company) or the Company’s Corporate Governance and Securities Affairs Department at 4-5/F, Associate Mission Building, 169 Yuanmingyuan Road, Shanghai, the PRC (for holders of domestic shares of the Company) not less than 24 hours before the time fixed for the holding of the EGM (i.e. before 10:00 a.m. on Tuesday, April 19, 2022) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he so wishes.

3. According to the provisions of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the resolutions set out in this notice of the EGM will be voted on by way of poll.
4. The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM (or any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
5. For details of resolutions, please refer to the circular of the Company dated March 24, 2022.
6. If the attending shareholder is a corporation, its legal representative shall present his/her own identity card, valid certificates and valid documents evidencing his/her capacity as legal representative, whereas the proxy authorised by the legal representative shall present his/her identity card and written proxy form legally issued by the relevant shareholder.
7. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the board of directors of the Company comprises two executive directors, namely Mr. Yaping Ou (chairman) and Mr. Hugo Jin Yi Ou, two non-executive directors, namely Mr. Liangxun Shi and Mr. Gang Ji, and four independent non-executive directors, namely Mr. Shuang Zhang, Ms. Hui Chen, Mr. Wei Ou and Ms. Vena Wei Yan Cheng.*