

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "AGM") 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, June 22, 2022 for the purposes of considering, and if thought fit, approving the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company for the year ended December 31, 2021.
2. To consider and approve the report of the supervisory committee of the Company for the year ended December 31, 2021.
3. To consider and approve the report of the auditors and audited financial statements of the Company for the year ended December 31, 2021.
4. To consider and approve the re-appointment of auditors for the year ending December 31, 2022.
5. To consider and approve the election of directors for the fourth session of the board of directors.
  - 5.1 To consider and approve the election of Mr. Xing Jiang as an executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.
  - 5.2 To consider and approve the election of Mr. Gaofeng Li as an executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.
  - 5.3 To consider and approve the election of Mr. Yaping Ou as a non-executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.

- 5.4 To consider and approve the re-election of Mr. Liangxun Shi as a non-executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.
- 5.5 To consider and approve the re-election of Mr. Gang Ji as a non-executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.
- 5.6 To consider and approve the election of Mr. Shuang Zhang as a non-executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.
- 5.7 To consider and approve the election of Mr. Hugo Jin Yi Ou as a non-executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.
- 5.8 To consider and approve the re-election of Mr. Wei Ou as an independent non-executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.
- 5.9 To consider and approve the re-election of Ms. Vena Wei Yan Cheng as an independent non-executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.
- 5.10 To consider and approve the election of Ms. Gigi Wing Chee Chan as an independent non-executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.
- 5.11 To consider and approve the election of Mr. Hai Yin as an independent non-executive director of the Company to hold office until the expiry of the term of the fourth session of the board of directors.
- 6. To consider and approve the election of non-employee representative supervisors for the fourth session of the supervisory committee.
  - 6.1 To consider and approve the re-election of Ms. Yuping Wen as a supervisor of the Company to hold office until the expiry of the term of the fourth session of the supervisory committee.
  - 6.2 To consider and approve the re-election of Mr. Limin Guo as an external supervisor of the Company to hold office until the expiry of the term of the fourth session of the supervisory committee.

## SPECIAL RESOLUTIONS

7. To consider and approve the grant of a general mandate to the board of directors of the Company to issue shares.
8. To consider and approve the amendments to the articles of association of the Company.

## AS REPORTING DOCUMENTS

1. To review the Company's performance report of the directors for the year 2021.
2. To review the Company's performance report of the independent directors for the year 2021.
3. To review the Company's performance report of the supervisors for the year 2021.
4. To review the Company's special report on related party transactions for the year 2021.
5. To review the Company's report on review and analysis of solvency for the year 2021.
6. To review the Company's report on performance evaluation results of the directors and supervisors for the year 2021.

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

Shanghai, the PRC, May 20, 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 AGM, the register of members of the Company will be closed from Friday, June 17, 2022 to Wednesday, June 22, 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 AGM 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 Thursday, June 16, 2022 for registration. Shareholders whose names appear on the register of members of the Company on Wednesday, June 22, 2022 shall be entitled to attend and vote at the AGM.

2. A shareholder entitled to attend and vote at the AGM 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 AGM 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 AGM (i.e. before 10:00 a.m. on Tuesday, June 21, 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 AGM 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 AGM will be voted on by way of poll.
4. The AGM is expected to last for half a day. Shareholders or their proxies attending the AGM (or any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
5. For details of ordinary resolutions nos. 1 to 3, please refer to Appendix I to the circular of the Company dated May 20, 2022 (the "Circular") and the 2021 annual report of the Company that has been published by the Company on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.zhongan.com](http://www.zhongan.com)) on April 27, 2022. For details of ordinary resolution no. 4, please refer to Appendix I to the Circular; for details of ordinary resolution no. 5, please refer to Appendix II to the Circular and for details of ordinary resolution no. 6, please refer to Appendix III to the Circular. For details of special resolution no. 7, please refer to Appendix IV to the Circular and for details of special resolution no. 8, please refer to Appendix V to Appendix VIII to the Circular.
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.*