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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 EXTRAORDINARY GENERAL MEETING**

Capitalised terms in this notice of the extraordinary general meeting (the "EGM") shall have the same meanings as defined in the circular of ZhongAn Online P & C Insurance Co., Ltd. (the "Company") dated November 30, 2022 (the "Circular") unless the context otherwise specified.

**NOTICE IS HEREBY GIVEN** that the EGM of the Company will be held at Conference Room Xin Pu Zhu Lin, 2/F, 219 Yuanmingyuan Road, Huangpu District, Shanghai, the PRC at 10:00 a.m. on Thursday, December 29, 2022 for the purpose of considering, and if thought fit, passing the following resolutions, with or without modification, as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. **"THAT**

- (a) the Auto Co-insurance Cooperation Agreement (as defined in the Circular) and the transactions contemplated thereunder (including the annual caps), be and are hereby approved, confirmed and ratified; and
- (b) 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 Auto Co-insurance Cooperation Agreement and the transactions contemplated thereunder."

2. To consider and approve the adjustment to the standard of emoluments for Directors.

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

Shanghai, the PRC  
November 30, 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 (the “**Shareholders**”) who are entitled to attend the EGM, the register of members of the Company will be closed from Thursday, December 22, 2022 to Thursday, December 29, 2022, both days inclusive, during which period no transfer of shares of the Company (the “**Shares**”) will be registered. Unregistered holders of Shares 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares of the Company) or the Company’s office of the board of directors 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 Wednesday, December 21, 2022 for registration. Shareholders whose names appear on the register of members of the Company on Thursday, December 29, 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 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 authorised 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares of the Company) or the Company’s office of the board of directors 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 Wednesday, December 28, 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 of the Company, 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 resolution 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 the ordinary resolutions, please refer to the circular of the Company dated November 30, 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 announcement, the board of directors of the Company 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.*