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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON FRIDAY, DECEMBER 8, 2023**

The board (the “**Board**”) of directors (the “**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 Friday, December 8, 2023, the proposed resolutions as set out in the notice of the EGM dated November 20, 2023 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
	That			
(a)	the Online Platform Cooperation Framework Agreement (as amended by the Online Platform Cooperation Framework Supplemental Agreement) (as defined in the Circular) and the transactions contemplated thereunder (including the Revised Ant Group Annual Caps) be and are hereby approved, confirmed and ratified;	901,837,090 (94.7788%)	0 (0%)	49,680,500 (5.2212%)
(b)	the Auto Co-insurance Cooperation Agreement (as amended by the Auto Co-insurance Cooperation Supplemental Agreement) (as defined in the Circular) and the transactions contemplated thereunder (including the Revised Ping An Annual Caps) be and are hereby approved, confirmed and ratified; and	904,300,027 (95.0377%)	0 (0%)	47,217,563 (4.9623%)

Ordinary Resolutions		Number of Votes (Approximate %)		
		For	Against	Abstain
	That			
(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 (i) the Online Platform Cooperation Framework Agreement (as amended by the Online Platform Cooperation Framework Supplemental Agreement) and the transactions contemplated thereunder, and (ii) the Auto Co-insurance Cooperation Agreement (as amended by the Auto Co-insurance Cooperation Supplemental Agreement).	751,837,090 (79.0145%)	0 (0%)	199,680,500 (20.9855%)

Notes:

- (1) As more than half of the votes were cast in favour of each of the resolutions (a) to (c) above, such resolutions were duly passed as ordinary resolutions.
- (2) 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).
- (3) The total number of shares entitling the Shareholders to attend and vote on resolution (a) were 50,000,000 domestic shares and 1,267,349,963 H shares. A total of 1 domestic Shareholder or authorized proxy, holding an aggregate of 50,000,000 domestic shares, representing 3.80% of the total shares of the Company with voting rights, attended the EGM. A total of 1 H Shareholders or authorized proxy, holding an aggregate of 901,517,590 H shares, representing 68.43% of the total shares of the Company with voting rights, attended the EGM.
- (4) The total number of shares entitling the Shareholders to attend and vote on resolution (b) were 50,000,000 domestic shares and 1,269,812,900 H shares. A total of 1 domestic Shareholder or authorized proxy, holding an aggregate of 50,000,000 domestic shares, representing 3.79% of the total shares of the Company with voting rights, attended the EGM. A total of 1 H Shareholders or authorized proxy, holding an aggregate of 901,517,590 H shares, representing 68.31% of the total shares of the Company with voting rights, attended the EGM.

- (5) The total number of shares entitling the Shareholders to attend and vote on resolution (c) were 50,000,000 domestic shares and 1,117,349,963 H shares. A total of 1 domestic Shareholder or authorized proxy, holding an aggregate of 50,000,000 domestic shares, representing 4.28% of the total shares of the Company with voting rights, attended the EGM. A total of 1 H Shareholders or authorized proxy, holding an aggregate of 901,517,590 H shares, representing 77.23% of the total shares of the Company with voting rights, attended the EGM.
- (6) As stated in the circular of the Company dated November 20, 2023, Ant Group Co., Ltd. and Ping An Property and Casualty Insurance Company of China, Ltd. (中國平安財產保險股份有限公司), which were interested in, controlled and were entitled to exercise control 152,462,937 H Shares and 150,000,000 H Shares, respectively, as at the date of the EGM, are considered to have a material interest in and have abstained from voting on resolutions (a) and (c) (in respect of Ant Group Co., Ltd.) and (b) and (c) (in respect of Ping An Property Casualty and Casualty Insurance Company of China, Ltd.), respectively, at the EGM.
- (7) 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (8) Save as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the EGM.
- (9) Save as disclosed above, none of the Shareholders have stated their intention in the Company’s circular to vote against or to abstain from voting on the resolutions at the EGM.
- (10) The Company’s representatives of Shareholders, Ms. Yishu Hong and Mr. Haiming Wang, and the supervisor representing the employees, Ms. Yao Wang, acted as the vote counters at the EGM. The Company’s H share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.
- (11) The Company’s executive Directors, Mr. Xing Jiang and Mr. Gaofeng Li; non-executive Directors, Mr. Hai Yin, Mr. Yaping Ou, Mr. Liangxun Shi, Mr. Shuang Zhang and Mr. Hugo Jin Yi Ou; and independent non-executive Directors, Mr. Wei Ou, Ms. Vena Wei Yan Cheng and Ms. Gigi Wing Chee Chan attended the EGM.

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

Shanghai, the PRC, December 8, 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. Shuang Zhang, Mr. Hugo Jin Yi Ou and Mr. Hai Yin, and three independent non-executive Directors, namely Mr. Wei Ou, Ms. Vena Wei Yan Cheng and Ms. Gigi Wing Chee Chan.

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