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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 2024 FIRST EXTRAORDINARY
GENERAL MEETING HELD ON THURSDAY, FEBRUARY 29, 2024
AND**

**(2) GRANT OF WAIVER AND EXTENSION OF TIME FOR
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**POLL RESULTS OF THE 2024 FIRST EXTRAORDINARY GENERAL
MEETING HELD ON THURSDAY, FEBRUARY 29, 2024**

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 2024 first extraordinary general meeting (the “**EGM**”) of the Company held on Thursday, February 29, 2024, the proposed resolutions as set out in the notice of the EGM dated February 2, 2024 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.	To consider and approve the election of Mr. Stanley Chiu Fai Choi as an independent non-executive Director of the fourth session of the Board of the Company until the expiry of the term of the fourth session of the Board;	1,041,675,403 (95.6526%)	39,619 (0.0036%)	47,304,763 (4.3438%)
2.	To consider and approve the adjustments to allowances for the Directors of the Company; and	1,041,679,638 (95.6530%)	35,384 (0.0032%)	47,304,763 (4.3438%)
3.	To consider and approve the change of business scope of the Company.	1,041,715,022 (95.6562%)	0 (0%)	47,304,763 (4.3438%)

Notes:

- (a) As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 3 above, such resolutions were duly passed as ordinary resolutions.
- (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 to 3 were 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 1,039,019,785 H shares, representing approximately 70.69% of the total shares of the Company with voting rights, attended the EGM.
- (d) 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 “**Stock Exchange**”) (the “**Listing Rules**”).
- (e) Save as disclosed above, there were no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the EGM.
- (f) 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.
- (g) 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.
- (h) 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.

GRANT OF WAIVER AND EXTENSION OF TIME FOR APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcements of the Company dated December 4, 2023 (the “**December Announcement**”) and January 25, 2024 (the “**January Announcement**”) and the circular of the Company dated February 2, 2024.

As set out in the December Announcement, following the re-designation of Mr. Hai Yin from an independent non-executive Director to a non-executive Director with effect from December 4, 2023, the number of independent non-executive Directors became less than one-third of the members of the Board as required under Rule 3.10A of the Listing Rules. As stated in the January Announcement, Mr. Stanley Chiu Fai Choi (“**Mr. Choi**”) was nominated as an independent non-executive Director and subject to Shareholders’ approval which was obtained at the EGM, his term of service shall commence from the date of approval of his Director’s qualification by the AFR up to the expiry of the term of the fourth session of the Board.

As additional time is required for the Company to obtain approval from the AFR for Mr. Choi’s director’s qualification, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver to extend the grace period under Rule 3.11 of the Listing Rules (which requires re-compliance with Rule 3.10A within three months after failing to meet such requirement i.e. by March 3, 2024) to June 3, 2024.

After the approval of Mr. Choi’s qualification as a Director by the AFR, the Company will re-comply with Rule 3.10A of the Listing Rules. Further announcement(s) on the appointment of Mr. Choi will be made by the Company as and when appropriate.

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

Shanghai, the PRC, February 29, 2024

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**”.*