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Sunshine Insurance Group Company Limited

陽光保險集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6963)

**POLL RESULTS OF THE AGM, THE DOMESTIC SHARE CLASS
MEETING AND THE H SHARE CLASS MEETING HELD ON MAY 20, 2024
PAYMENT OF FINAL DIVIDEND
AND
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
MEMBER OF SPECIAL COMMITTEES OF THE BOARD**

References are made to the notice and the circular (the “**Circular**”) of Sunshine Insurance Group Company Limited (the “**Company**”) both dated April 26, 2024. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The AGM, Domestic Share Class Meeting and H Share Class Meeting (collectively, the “**General Meetings**”) were held at Sunshine Financial City, Yard 1, Shangtong Avenue, Tongzhou District, Beijing, PRC on Monday, May 20, 2024. The Company has 15 Directors in office, and all Directors attended the General Meetings.

POLL RESULTS OF THE AGM

The resolutions proposed at the AGM were put to vote by way of poll and the details of the poll results are set out as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the report of the board of Directors for 2023	9,395,108,498 99.999979%	0 0.000000%	2,000 0.000021%
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.			
2.	To consider and approve the report of the board of Supervisors for 2023	9,395,108,488 99.999979%	0 0.000000%	2,010 0.000021%
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.			
3.	To consider and approve the annual report for 2023	9,395,108,488 99.999979%	0 0.000000%	2,010 0.000021%
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.			
4.	To consider and approve the final financial report for 2023	9,395,108,488 99.999979%	0 0.000000%	2,010 0.000021%
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.			
5.	To consider and approve the profit distribution plan for 2023	9,395,108,488 99.999979%	0 0.000000%	2,010 0.000021%
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.			
6.	To consider and approve the appointment of accounting firms for 2024	9,395,108,488 99.999979%	0 0.000000%	2,010 0.000021%
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.			
7.	To consider and approve the renewal of liability insurance for Directors, Supervisors and senior management	9,395,108,488 99.999979%	0 0.000000%	2,010 0.000021%
	As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.			

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
8.	To consider and approve the election of Mr. Xu Ying as an independent non-executive Director of the sixth session of the Board	9,395,108,488 99.999979%	0 0.000000%	2,010 0.000021%
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.				
SPECIAL RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
9.	To consider and approve the amendments to the Articles of Association and the Rules of Procedures	/		
9.1	To consider and approve the amendments to the Articles of Association	9,393,919,488 99.987323%	1,191,000 0.012677%	10 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
9.2	To consider and approve the amendments to the Rules of Procedures of Shareholders' general meeting	9,393,919,488 99.987323%	1,191,000 0.012677%	10 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
9.3	To consider and approve the amendments to the Rules of Procedures of the Board of Directors	9,395,110,488 100.000000%	0 0.000000%	10 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
9.4	To consider and approve the amendments to the Rules of Procedures of the Board of Supervisors	9,395,110,488 100.000000%	0 0.000000%	10 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
10.	To consider and approve the grant of general mandate to the Board to issue additional H Shares	9,333,919,488 99.348693%	1,191,000 0.012677%	60,000,010 0.638630%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				

SPECIAL RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
11.	To consider and approve the grant of general mandate to the Board to repurchase H Shares	9,395,110,488 100.000000%	0 0.000000%	10 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				

As at the date of the AGM, the total number of Shares entitling the holders to attend and vote on the resolutions at the AGM was 10,997,772,500. No Shareholders were required under the Listing Rules to abstain from voting on the relevant resolutions. There were no Shares entitling the Shareholders to attend and abstain from voting in favor of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules. None of the Shareholders has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM. The convening of the AGM was in compliance with the relevant requirements of the Company Law and the Articles of Association.

Shareholders and proxies present at the AGM held a total of 9,395,110,498 Shares, representing 85.43% of the total number of Shares entitling the holders to attend and vote on the resolutions at the AGM.

POLL RESULTS OF THE DOMESTIC SHARE CLASS MEETING

The resolutions proposed at the Domestic Share Class Meeting were put to vote by way of poll and the details of the poll results are set out as follows:

SPECIAL RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the amendments to the Articles of Association and Rules of Procedures	/		
1.1	To consider and approve the amendments to the Articles of Association	6,689,003,987 100.000000%	0 0.000000%	0 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
1.2	To consider and approve the amendments to the Rules of Procedures of Shareholders' general meeting	6,689,003,987 100.000000%	0 0.000000%	0 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				

SPECIAL RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
1.3	To consider and approve the amendments to the Rules of Procedures of the Board of Directors	6,689,003,987 100.000000%	0 0.000000%	0 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
1.4	To consider and approve the amendments to the Rules of Procedures of the Board of Supervisors	6,689,003,987 100.000000%	0 0.000000%	0 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
2.	To consider and approve the grant of general mandate to the Board to repurchase H Shares	6,689,003,987 100.000000%	0 0.000000%	0 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				

As at the date of the Domestic Share Class Meeting, the total number of Shares entitling the holders to attend and vote on the resolutions at the Domestic Share Class Meeting was 7,519,003,987. No Shareholders were required under the Listing Rules to abstain from voting on the relevant resolutions. There were no Shares entitling the Shareholders to attend and abstain from voting in favor of the resolutions proposed at the Domestic Share Class Meeting as set out in Rule 13.40 of the Listing Rules. None of the Shareholders has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the Domestic Share Class Meeting. The convening of the Domestic Share Class Meeting was in compliance with the relevant requirements of the Company Law and the Articles of Association.

Shareholders and proxies present at the Domestic Share Class Meeting held a total of 6,689,003,987 Shares, representing 88.96% of the total number of Shares entitling the holders to attend and vote on the resolutions at the Domestic Share Class Meeting.

POLL RESULTS OF THE H SHARE CLASS MEETING

The resolutions proposed at the H Share Class Meeting were put to vote by way of poll and the details of the poll results are set out as follows:

SPECIAL RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the amendments to the Articles of Association and Rules of Procedures	/		
1.1	To consider and approve the amendments to the Articles of Association	2,248,681,000 99.947064%	1,191,000 0.052936%	0 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
1.2	To consider and approve the amendments to the Rules of Procedures of Shareholders' general meeting	2,248,681,000 99.947064%	1,191,000 0.052936%	0 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
1.3	To consider and approve the amendments to the Rules of Procedures of the Board of Directors	2,249,872,000 100.000000%	0 0.000000%	0 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
1.4	To consider and approve the amendments to the Rules of Procedures of the Board of Supervisors	2,249,872,000 100.000000%	0 0.000000%	0 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				
2.	To consider and approve the grant of general mandate to the Board to repurchase H Shares	2,249,872,000 100.000000%	0 0.000000%	0 0.000000%
As more than two thirds of the votes were cast in favor of the resolution, the resolution was duly passed as a special resolution.				

As at the date of the H Share Class Meeting, the total number of Shares entitling the holders to attend and vote on the resolutions at the H Share Class Meeting was 3,478,768,513. No Shareholders were required under the Listing Rules to abstain from voting on the relevant resolutions. There were no Shares entitling the Shareholders to attend and abstain from voting in favor of the resolutions proposed at the H Share Class Meeting as set out in Rule 13.40 of the Listing Rules. None of the

Shareholders has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the H Share Class Meeting. The convening of the H Share Class Meeting was in compliance with the relevant requirements of the Company Law and the Articles of Association.

Shareholders and proxies present at the H Share Class Meeting held a total of 2,249,872,000 Shares, representing 64.67% of the total number of Shares entitling the holders to attend and vote on the resolutions at the H Share Class Meeting.

SCRUTINEERS

The Company's H Share registrar, Computershare Hong Kong Investor Services Limited, our PRC legal counsel, Commerce & Finance Law Offices, 3 Shareholder representatives and 1 supervisor representative were appointed as the scrutineers for the purpose of vote-taking at the AGM, the Domestic Share Class Meeting and the H Share Class Meeting.

PAYMENT OF FINAL DIVIDEND

The resolution in relation to the profit distribution plan for 2023 was duly approved by Shareholders at the AGM. For the full context of the resolution, please refer to the Circular.

The Company will pay a final dividend for 2023 (the "**2023 Final Dividend**") of RMB0.18 (tax inclusive) per share, resulting in a total cash dividend of RMB2.07 billion on July 16, 2024 to all Shareholders whose names appear on the register of members of the Company on Tuesday, May 28, 2024, based on the total share capital of the Company of 11,501,522,500 shares as of December 31, 2023. Dividends to holders of Domestic Shares and holders of H Shares converted from Domestic Shares of the Company after the Company's implementation of "Full Circulation" of H Shares are payable in Renminbi, and dividends to other Shareholders of H Shares are payable in Hong Kong dollars. The exchange rate of Hong Kong dollars is translated at HK\$1 = RMB0.910012, the arithmetic mean of the central parity rates between Hong Kong dollars and Renminbi in the interbank foreign exchange market published by the China Foreign Exchange Trade Centre as authorized by the People's Bank of China for the previous five business days before the AGM (including the date of the AGM). Accordingly, the amount of the final dividend per H Share is HK\$0.1978 (tax inclusive).

For ascertaining Shareholders' entitlement to the 2023 Final Dividend, the register of members of the Company will be closed from Friday, May 24, 2024 to Tuesday, May 28, 2024 (inclusive of both days), during which period no transfer of shares will be registered. In order to establish entitlement to the 2023 Final Dividend, all share transfer documents accompanied by the relevant share certificates must be lodged by underlying unregistered holders of H shares with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 pm on Thursday, May 23, 2024 for registration of transfer.

For the arrangement of withholding and payment of income tax on the dividends paid to Shareholders, please refer to the Circular.

ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF SPECIAL COMMITTEES OF THE BOARD

Following the approval by the Shareholders of the Company at the AGM, Mr. XU Ying was appointed as an independent non-executive Director of the sixth session of the Board. The Board resolved to elect Mr. XU Ying as the chairman of the Related Party Transactions Control Committee of the Board, a member of the Audit Committee of the Board and a member of the Nomination and Remuneration Committee of the Board on May 20, 2024. The term of office of Mr. XU Ying shall commence from the date when all procedures set forth in the Articles of Association are fulfilled and his directorship qualification is approved by Chinese insurance regulatory authority, and shall expire upon the expiration of the term of office of the sixth session of the Board, subject to re-election upon the expiration of his term of office. Please refer to the Circular for the biography of Mr. XU Ying and other information disclosed in accordance with Rule 13.51(2) of the Listing Rules. As of the date of this announcement, there have been no changes to such information.

As Mr. GAO Bin has served as an independent non-executive Director of the Company for six consecutive years, pursuant to relevant regulatory provisions of the PRC, Mr. GAO Bin has tendered his resignation to the Board as an independent non-executive Director of the Company, the chairman of the Related Party Transactions Control Committee of the Board, a member of the Audit Committee of the Board and a member of the Nomination and Remuneration Committee of the Board. Since the resignation of Mr. GAO Bin will result in the number of independent non-executive Directors of the Company falling below the minimum number required by the relevant regulatory requirements and the Articles of Association of the Company, Mr. GAO Bin will continue to perform his duties as an independent non-executive Director of the Company and relevant duties as the chairman and member of special committees of the Board until the qualification of Mr. XU Ying is approved by the Chinese insurance regulatory authority. The Board hereby expresses its gratitude to Mr. GAO Bin for his contribution to the Company during his tenure of service.

By order of the Board
Sunshine Insurance Group Company Limited
陽光保險集團股份有限公司
SHU Gaoyong
Joint Company Secretary

Hong Kong, May 20, 2024

As at the date of this announcement, the board of Directors of the Company comprises Mr. ZHANG Weigong, Mr. ZHAO Zongren, Mr. LI Ke, Mr. PENG Jihai and Mr. WANG Yongwen as executive Directors; Mr. CAI Qiwu, Mr. WANG Jingwei, Mr. CHEN Yong, Ms. QIAN Yiqun and Mr. HOU Huisheng as non-executive Directors; and Mr. LIU Zhanqing, Mr. GAO Bin, Ms. JIA Ning, Mr. WU Xiaoqiu and Mr. HONG Qi as independent non-executive Directors.