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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in ZhongAn Online P & C Insurance Co., Ltd., you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021**
 - (2) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021**
 - (3) REPORT OF THE AUDITORS AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED DECEMBER 31, 2021**
 - (4) RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2022**
 - (5) ELECTION OF DIRECTORS FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS**
 - (6) ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS FOR THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE**
 - (7) GENERAL MANDATE TO ISSUE SHARES**
 - (8) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
 - (9) PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2021**
 - (10) PERFORMANCE REPORT OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2021**
 - (11) PERFORMANCE REPORT OF THE SUPERVISORS FOR THE YEAR 2021**
 - (12) SPECIAL REPORT ON RELATED PARTY TRANSACTIONS FOR THE YEAR 2021**
 - (13) REPORT ON REVIEW AND ANALYSIS OF SOLVENCY FOR THE YEAR 2021**
 - (14) REPORT ON PERFORMANCE EVALUATION RESULTS OF THE DIRECTORS AND SUPERVISORS FOR THE YEAR 2021**
- AND**
- (15) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the AGM to 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 is set out on pages 97 to 100 of this circular.

A proxy form for use at the AGM is enclosed with this circular. If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 10 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 you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

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

May 20, 2022

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to 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 Wednesday, June 22, 2022, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 97 to 100 of this circular, or any adjournment thereof (as the case may be)
“Ant Group”	Ant Group Co., Ltd. (螞蟻科技集團股份有限公司), a joint stock limited company incorporated in the PRC (established on October 19, 2000, its name was Zhejiang Alibaba E-commerce Co., Ltd. (浙江阿里巴巴電子商務有限公司) back then) and one of our substantial shareholders
“Articles of Association”	the articles of association of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“Company” or “ZhongAn” or “ZhongAn Online” or “ZhongAn Insurance”	ZhongAn Online P & C Insurance Co., Ltd. (眾安在綫財產保險股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and carrying on business in Hong Kong as “ZA Online Fintech P & C”, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 6060)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares with a nominal value of RMB1.00 each issued by the Company, which are subscribed for or credited as paid in RMB
“Former CIRC”	the former China Insurance Regulatory Commission(中國保險監督管理委員會)
“General Mandate”	the proposed general mandate to allot, issue and/or deal with additional H shares or Domestic Shares representing up to the limit of 20% of the number of H Shares or Domestic Shares in issue on the date of the passing of the relevant resolution
“Group”	the Company and its subsidiaries

DEFINITIONS

“H Shares”	overseas listed foreign invested ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars on the Hong Kong Stock Exchange, and “H Shares” means any such Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	May 16, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time
“Ping An Insurance”	Ping An Insurance (Group) Company of China, Ltd. (中國平安保險(集團)股份有限公司), a joint stock limited company incorporated in the PRC on March 21, 1988 listed on the Main Board of the Hong Kong Stock Exchange (stock code: 02318) and the Shanghai Stock Exchange (SSE: 301318), and one of our substantial shareholders
“Ping An P&C”	Ping An Property and Casualty Insurance Company of China, Ltd. (中國平安財產保險股份有限公司), a subsidiary of Ping An Insurance
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法)
“PRC Securities Law”	the Securities Law of the PRC (中華人民共和國證券法)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	Domestic Shares and/or H Shares
“Shareholder(s)”	holder(s) of Shares

DEFINITIONS

“Sinolink Worldwide”	Sinolink Worldwide Holdings Limited, a company incorporated in Bermuda as an exempted company and listed on the Main Board of the Hong Kong Stock Exchange (stock code: 1168), and our connected person
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company established pursuant to the PRC Company Law
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:
Mr. Yaping Ou (Chairman of the Board)
Mr. Hugo Jin Yi Ou

Non-executive Directors:
Mr. Liangxun Shi
Mr. Gang Ji

Independent non-executive Directors:
Mr. Shuang Zhang Ms. Hui Chen
Mr. Wei Ou
Ms. Vena Wei Yan Cheng

Headquarters and Principal Place of Business in the PRC:
219 Yuanmingyuan Road Shanghai
PRC

Registered Office:
4-5/F, Associate Mission Building
169 Yuanmingyuan Road
Shanghai PRC

Principal Place of Business in Hong Kong:
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

May 20, 2022

To the Shareholders

Dear Sir/Madam,

- (1) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021**
- (2) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021**
- (3) REPORT OF THE AUDITORS AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED DECEMBER 31, 2021**
- (4) RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2022**
- (5) ELECTION OF DIRECTORS FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS**
- (6) ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS FOR THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE**
- (7) GENERAL MANDATE TO ISSUE SHARES**
- (8) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (9) PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2021**
- (10) PERFORMANCE REPORT OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2021**
- (11) PERFORMANCE REPORT OF THE SUPERVISORS FOR THE YEAR 2021**
- (12) SPECIAL REPORT ON RELATED PARTY TRANSACTIONS FOR THE YEAR 2021**
- (13) REPORT ON REVIEW AND ANALYSIS OF SOLVENCY FOR THE YEAR 2021**
- (14) REPORT ON PERFORMANCE EVALUATION RESULTS OF THE DIRECTORS AND SUPERVISORS FOR THE YEAR 2021**
- AND**
- (15) NOTICE OF THE ANNUAL GENERAL MEETING**

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

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is, among other things, to provide you the notice of the AGM and with the information on the resolutions to be considered at the AGM to enable you to make an informed decision on whether to vote for or against the resolutions at the AGM.

2. BUSINESS TO BE CONSIDERED AT THE AGM

Ordinary resolutions to be proposed at the AGM for the Shareholders to consider and approve include: (i) report of the Board of Directors for the year 2021; (ii) report of the Supervisory Committee for the year 2021; (iii) report of the auditors and audited financial statements of the Company for the year ended December 31, 2021; (iv) re-appointment of auditors for the year 2022; (v) election of Directors for the fourth session of the Board of Directors; and (vi) election of non-employee representative supervisors for the fourth session of the Supervisory Committee.

Special resolutions to be proposed at the AGM for the Shareholders to consider and approve include: (i) the grant of a general mandate to the Board of Directors to issue Shares; and (ii) the proposed amendments to the Articles of Association.

Matters to be proposed at the AGM for the Shareholders' consideration only and not for approval include: (i) review the Company's performance report of the Directors for the year 2021; (ii) review the Company's performance report of the independent Directors for the year 2021; (iii) review the Company's performance report of the Supervisors for the year 2021; (iv) review the Company's special report on related party transactions for the year 2021; (v) review the Company's report on review and analysis of solvency for the year 2021; and (vi) review the Company's report on performance evaluation results of the Directors and Supervisors for the year 2021.

In order to enable you to have a better understanding of the resolutions proposed at the AGM and to make well-informed decisions, the Company has provided detailed information in this circular, including business to be considered at the AGM (see Appendix I), biographies of candidates for Directors (see Appendix II), biographies of candidates for non-employee representative supervisors (see Appendix III), proposal on the grant of a general mandate to issue Shares (see Appendix IV), particulars to the amendments to the Articles of Association (see Appendix V to Appendix VIII), performance report of the Directors for the year 2021 (see Appendix IX), performance report of the independent Directors for the year 2021 (see Appendix X), performance report of the Supervisors for the year 2021 (see Appendix XI), special report on related party transactions for the year 2021 (see Appendix XII), report on review and analysis of solvency for the year 2021 (see Appendix XIII) and report on performance evaluation results of the Directors and Supervisors for the year 2021 (see Appendix XIV).

LETTER FROM THE BOARD

The Shareholder(s) individually or jointly holding more than 3% of the Company's voting shares is/are entitled to propose in writing to the Board of Directors or the Supervisory Committee candidates for Directors or Supervisors within seven days of the notice convening the Shareholders' general meeting, the Shareholder(s) individually or jointly holding more than 1% of the Company's voting shares is/are entitled to propose in writing to the Board of Directors or the Supervisory Committee candidates for independent Directors within seven days of the notice convening the Shareholders' general meeting, provided the number of candidates for Directors or Supervisors shall not exceed the vacancy of the Board of Directors and the Supervisory Committee. In accordance with provisions of the Corporate Governance Guidelines for Banking and Insurance Institutions issued by the CBIRC, the number of Directors nominated by such Shareholder and their related persons shall not, on principle, exceed the one-third of the total number of members on the Board of Directors, Shareholders who have nominated non-independent Directors and their related parties shall not nominate independent Directors; Shareholders who have nominated Directors and their related parties shall not nominate Supervisors.

The intention to nominate candidates for Directors and non-employee representative Supervisors, the written acceptance of nomination by the candidates and the written information of the nominated candidates shall be given to the Company no less than seven days prior to the date of the Shareholders' general meeting (such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than seven days prior to the Shareholders' general meeting).

The candidates for Director and Supervisor are required to make written undertakings before the Shareholders' general meeting is convened that he/she agrees to accept the nomination and the information provided to the Shareholders is true and complete and warrants that he/she will perform his/her duties as a Director or Supervisor upon election.

3. THE ANNUAL GENERAL MEETING

The Company will convene the AGM at Conference Room Xin Pu Zhu Lin, 2/F, 219 Yuanmingyuan Road, Huangpu District, Shanghai, the PRC at 10:00 a.m. on Wednesday, June 22, 2022. The notice of the AGM is set out on pages 97 to 100 of this circular.

In order to determine the list of Shareholders 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 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) 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) 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.

LETTER FROM THE BOARD

The proxy form for use at the AGM is enclosed to this circular and are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.zhongan.com). Shareholders who intend to appoint a proxy to attend the AGM shall complete the proxy form and return the same to 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) 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) 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). 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.

All voting at the AGM will be conducted by poll.

4. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the AGM for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favor of the resolutions to be proposed at the AGM.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

I. TO CONSIDER AND APPROVE THE REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR ENDED DECEMBER 31, 2021

For details of the Company's report of the Board of Directors for the year 2021, please refer to the Report of Directors set out in the 2021 Annual Report of the Company that has been published by the Company on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.zhongan.com) on April 27, 2022.

This resolution has been approved at the 19th meeting of the third session of the Board and is hereby submitted to the AGM for consideration and approval.

II. TO CONSIDER AND APPROVE THE REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR ENDED DECEMBER 31, 2021

For details of the Company's report of the Supervisory Committee for the year 2021, please refer to the Report of the Supervisory Committee set out in the 2021 Annual Report of the Company that has been published by the Company on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.zhongan.com) on April 27, 2022.

This resolution has been approved at the 19th meeting of the third session of the Board and is hereby submitted to the AGM for consideration and approval.

III. TO CONSIDER AND APPROVE THE REPORT OF THE AUDITORS AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED DECEMBER 31, 2021

For details of the report of the auditors and audited financial statements of the Company for the year ended December 31, 2021, please refer to the independent auditor's report and audited financial statements set out in the 2021 Annual Report of the Company that has been published by the Company on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.zhongan.com) on April 27, 2022.

This resolution has been approved at the 19th meeting of the third session of the Board and is hereby submitted to the AGM for consideration and approval.

IV. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF AUDITORS FOR THE YEAR ENDED DECEMBER 31, 2022

The Board proposes to re-appoint PricewaterhouseCoopers as the international auditors of the Company and PricewaterhouseCoopers Zhong Tian LLP as the PRC auditors of the Company for the year ending December 31, 2022 until conclusion of the next annual general meeting, and to authorise the Board to re-authorise the management to fix the auditors' remuneration.

This resolution has been approved at the 19th meeting of the third session of the Board and is hereby submitted to the AGM for consideration and approval.

V. CONSIDER AND APPROVE THE ELECTION OF DIRECTORS FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS

The term of the third session of the Board of Directors of the Company commenced on November 28, 2019 and will expire on November 27, 2022.

In accordance with the Articles of Association, the fourth session of the Board of Directors will be comprised of 11 Directors, of which 2 are executive Directors, 5 are non-executive Directors and 4 are independent non-executive Directors.

The fourth session of the Board of Directors is for a term of three years commencing from November 28, 2022 to November 27, 2025.

As nominated by the Nomination and Remuneration Management Committee, the Directors candidates of the fourth session of the Board of Directors are set out below:

1. Mr. Xing Jiang and Mr. Gaofeng Li will be nominated as executive Directors of the fourth session of the Board of Directors;
2. Mr. Yaping Ou, Mr. Liangxun Shi, Mr. Gang Ji, Mr. Shuang Zhang and Mr. Hugo Jin Yi Ou will be nominated as non-executive Directors of the fourth session of the Board of Directors;
3. Mr. Wei Ou, Ms. Vena Wei Yan Cheng, Ms. Gigi Wing Chee Chan and Mr. Hai Yin will be nominated as independent non-executive Directors of the fourth session of the Board of Directors.

After the expiry of the term of office of the third session of the Board of Directors, Ms. Hui Chen will cease to serve as an independent non-executive Director. Ms. Hui Chen confirms that she has no disagreement with the Board of Directors and there is no matter required to bring to the attention of the Shareholders. The Board of Directors expressed its gratitude towards Ms. Hui Chen for her contribution during her term of office.

The Nomination and Remuneration Management Committee of the Company has reviewed the structure and composition of the Board, the qualifications, skills and experience of Mr. Wei Ou, Ms. Vena Wei Yan Cheng, Ms. Gigi Wing Chee Chan and Mr. Hai Yin with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of Mr. Wei Ou, Ms. Vena Wei Yan Cheng, Ms. Gigi Wing Chee Chan and Mr. Hai Yin. The Nomination and Remuneration Management Committee of the Company has recommended to the Board on the election of Mr. Wei Ou, Ms. Vena Wei Yan Cheng, Ms. Gigi Wing Chee Chan and Mr. Hai Yin as independent non-executive Directors. The Company considers that Mr. Wei Ou, Ms. Vena Wei Yan Cheng, Ms. Gigi Wing Chee Chan and Mr. Hai Yin are independent in accordance with the independence guidelines set out in the Listing Rules and will bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The biographical details and other relevant information of the above-mentioned candidates for Directors are set out in Appendix II to this circular.

This resolution has been approved at the 20th meeting of the third session of the Board and is hereby submitted to the AGM for consideration and approval. Upon consideration and approval at the AGM, the qualification as a Director of Mr. Xing Jiang, Mr. Gaofeng Li, Mr. Shuang Zhang, Ms. Gigi Wing Chee Chan and Mr. Hai Yin is subject to the approval by the CBIRC.

VI. TO CONSIDER AND APPROVE THE ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS FOR THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE

The term of the third session of the Supervisory Committee commenced on November 28, 2019 and will expire on November 27, 2022. Therefore, the Company started the work for the change of session of the Supervisory Committee.

Given all existing Supervisors of the Company were diligent during their terms and met the standards for selecting supervisors of the Company, the Supervisory Committee proposed to nominate all non-employee representative Supervisors to be re-elected, namely, to nominate Yuping Wen as a Supervisor and Limin Guo as an external Supervisor, respectively.

Both non-employee representative Supervisors being nominated by the Supervisory Committee and elected at the general meeting and employee representative Supervisors being elected at the employee representative conference of the Company, will constitute the fourth session of the Supervisory Committee.

Each of the above candidates for non-employee representative Supervisor is for a term of three years commencing from November 28, 2022 to November 27, 2025.

The biographical details and other relevant information of the above-mentioned candidates for non-employee representative Supervisors are set out in Appendix III to this circular.

This resolution has been approved at the 20th meeting of the third session of the Supervisory Committee and is hereby submitted to the AGM for consideration and approval.

VII. TO CONSIDER AND APPROVE THE GRANT OF THE GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on April 30, 2021, the Board was granted a general mandate to allot and issue Shares which will expire at the conclusion of the forthcoming AGM. The Board proposes to seek approval of the Shareholders at the AGM to grant to the Board the General Mandate and authorisation to the Board of certain matters in relation thereto. Please refer to Appendix IV to this circular for the detailed proposal.

This resolution has been approved at the 19th meeting of the third session of the Board and is hereby submitted to the AGM for consideration and approval.

VIII. TO CONSIDER AND APPROVE THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated April 28, 2022 in relation to, among others, the proposed amendments to the Articles of Association.

According to the relevant requirements of the CBIRC and the Listing Rules, the Company proposes to amend certain provisions of the Articles of Association in light of the actual situations.

For specific amendments, please refer to the details of the proposed amendments as set out in Appendix V to Appendix VIII to this circular. Save for the proposed amendments set out in Appendix V to Appendix VIII to this circular, other chapters and articles of the Articles of Association remain unchanged.

This resolution has been approved at the 20th meeting of the third session of the Board and is hereby submitted to the AGM for consideration and approval by way of special resolution. Approval on the amended Articles of Association, after it has been considered and approved at the AGM, will need to be sought from the CBIRC. The amended Articles of Association will become effective from the date of approval by the CBIRC. The prevailing Articles of Association shall remain valid before the proposed amendments are approved by the Shareholders at the AGM and the CBIRC.

Shareholders should be aware that the Articles of Association were adopted in Chinese only and no official translation is available. The English text of the Articles of Association (or the proposed amendments thereof) as stated in this circular is only an unofficial translation prepared for reference only. The Chinese version of the Articles of Association shall prevail in case there is discrepancy in the translation and/or inconsistency between the two versions.

IX. TO REVIEW THE PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2021

According to the relevant requirements of regulatory provisions, the Company has prepared a performance report of the Directors for the year 2021. The Company's performance report of the Directors for the year 2021 is set out in Appendix IX to this circular. This report is submitted for the Shareholders' review only and no Shareholders' approval is required.

X. TO REVIEW THE PERFORMANCE REPORT OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2021

According to relevant requirements of the Guidelines on the Operation of the Board of Directors of Insurance Companies (《保險公司董事會運作指引》) released by the Former CIRC, the Measures on the Administration of Independent Directors of Insurance Companies issued by the CBIRC and the Measures for Performance Appraisal Management of Directors of ZhongAn Insurance, the independent Directors shall submit a report on their performance of duties to the general meeting every year. The Company's performance report of the independent Directors for the year 2021 is set out in Appendix X of this circular. This report is submitted for the Shareholders' review only and no Shareholders' approval is required.

XI. TO REVIEW THE PERFORMANCE REPORT OF THE SUPERVISORS FOR THE YEAR 2021

According to relevant regulatory requirements, the Supervisors shall submit a report on their performance of duties to the general meeting every year. The Company's performance report of the Supervisors for the year 2021 is set out in Appendix XI of this circular. This report is submitted for the Shareholders' review only and no Shareholders' approval is required.

XII. TO REVIEW THE SPECIAL REPORT ON RELATED PARTY TRANSACTIONS FOR THE YEAR 2021

In 2021, the Company continuously and diligently adhered to regulatory requirements, laws and regulations governing related party transactions, and optimized and improved the related party transaction management process, so as to ensure that the management system for related party transactions is continuously operated in a standardized and efficient manner. The Company has completed "the Special Report on the Related Party Transactions of the Company for the Year 2021" based on the actual situation. The report is set out in Appendix XII to this circular. This report is submitted for the Shareholders' review only and no Shareholders' approval is required.

XIII. TO REVIEW THE REPORT ON REVIEW AND ANALYSIS OF SOLVENCY FOR THE YEAR 2021

In accordance with the regulations of the Insurance Companies Solvency Regulation Standards No. 11: Solvency Aligned Risk Management Requirements and Assessment (《保險公司償付能力監管規則第11號：償付能力風險管理要求與評估》) and the Notice of the CIRC on Matters in respect of the Formal Implementation of China Risk-oriented Solvency System (《中國保監會關於正式實施中國風險導向的償付能力體系有關事項的通知》) promulgated by the CBIRC, a session on the explanation of solvency shall be set up during the annual general meeting of insurance companies for the review and analysis on the solvency condition of the company in the past four quarters. The Company has prepared a report on review and analysis of solvency for the year 2021. The report is set out in Appendix XIII to this circular. This report is submitted for the Shareholders' review only and no Shareholders' approval is required.

XIV. TO REVIEW THE REPORT ON PERFORMANCE EVALUATION RESULTS OF THE DIRECTORS AND SUPERVISORS FOR THE YEAR 2021

The Supervisory Committee shall conduct an annual performance evaluation of the Directors and Supervisors and report to the general meeting in accordance with the relevant requirements of the Measures for Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions issued by the CBIRC, the Articles of Association and the Measures for Performance Appraisal Management of Directors and Supervisors of ZhongAn Insurance and other regulations. In 2021, according to the requirements of relevant regulatory requirements and corporate management system, the Supervisory Committee of the Company has organized to conduct the performance evaluation of the Directors and Supervisors. Based on detailed review on annual duty performance records of Directors and Supervisors and their actual work, the annual evaluation of all Directors and Supervisors of the Company was “competent” after assessment. The Company’s report on performance evaluation results of the Directors and Supervisors for the year 2021 is set out in Appendix XIV of this circular. This report is submitted for the Shareholders’ review only and no Shareholders’ approval is required.

Executive Directors

Xing Jiang (姜興), aged 45, is an executive Director candidate of the Company. Mr. Jiang is serving as the vice general manager and chief executive officer of the Company, and an executive director and legal representative of ZhongAn Technology, a subsidiary of the Company. Mr. Jiang joined the Company in April 2014, and is primarily responsible for the overall management of the Company and oversees day-to-day operations at the Company. Mr. Jiang obtained a bachelor's degree of engineering in computer and applications from the Hunan Finance and Economics Institute (湖南財經學院) (which, has merged with Hunan University into the current Hunan University) in July 1999. He was in charge of the insurance division at Zhejiang Rongxin Internet Technology Co., Ltd. (浙江融信網絡技術有限公司), which is wholly-owned by Ant Group, a substantial shareholder of the Company, from December 2013 to March 2014. From January 2011 to March 2012, he was a senior director at Alibaba (China) Network Technology Co., Ltd. (阿里巴巴(中國)網絡技術有限公司).

Gaofeng Li (李高峰), aged 45, is an executive Director candidate of the Company. Mr. Li joined our Company in April 2018 and is serving as the vice general manager, chief financial officer and chief investment officer of our Company. Mr. Li studied computer science and technology at Tianjin University and obtained his bachelor's degree in engineering in June 2000. Mr. Li has extensive experience in the financial industry and nearly 20 years of management experience, and has an in-depth understanding of China's capital markets. Prior to joining our Company, he has served as the head of Everbright Securities Co., Ltd's (光大證券股份有限公司) Chengdu business department from December 2003 to July 2007, the vice general manager of Cinda Securities Co., Ltd's (信達證券股份有限公司) marketing service center from July 2007 to January 2013, as well as the vice general manager, assistant general manager and secretary of the board of directors of Everbright Yongming Asset Management Co., Ltd (光大永明資產管理股份有限公司) from January 2013 to April 2018.

Non-Executive Directors

Yaping Ou (歐亞平), aged 60, has been the chairman of the Board since November 2013. Mr. Ou joined our Company in November 2013 and is responsible for overall strategic planning and business direction, and is also an executive Director, the chairman of the Strategy and Investment Decision Committee and a member of the Nomination and Remuneration Management Committee of the Board of the Company. Mr. Ou obtained a bachelor's degree in engineering management from the Beijing Institute of Technology (北京理工大學) in July 1984. Mr. Ou has over 30 years of experience in investing and corporate management. He served as the chairman and executive director of Sinolink Worldwide, a company listed on the Hong Kong Stock Exchange (stock code: 1168), between December 1997 and August 2013, and has served as its non-executive director since August 2013. Mr. Ou has been the chairman of Cnhooray Internet Technology Co. Ltd. (深圳日訊網絡科技股份有限公司), a substantial shareholder of the Company, since 2000, as well as the chairman of ZA Bank Limited, ZhongAn Financial Services Limited and ZA Life Limited. As at the Latest Practicable Date, Mr. Ou is interested in 81,000,000 H Shares through the companies controlled by him pursuant to Part XV of the SFO.

Hugo Jin Yi Ou (歐晉羿), aged 30, is an executive Director and a member of the Strategy and Investment Decision Committee of the Board of the Company. Prior to his appointment as an executive Director in November 2017, Mr. Ou served as a non-executive Director of the Company between July 2017 and November 2017. Mr. Ou joined our Company in July 2017 and is primarily responsible for providing professional opinion and judgment to the Board. He has been a non-executive director of Sinolink Worldwide (stock code: 1168), a company whose shares are listed on the Hong Kong Stock Exchange, since January 2016. Mr. Ou is also a director of ZhongAn Technologies International Group Limited, a subsidiary of the Company, as well as a director of ZAKC Limited, ZA International Financial Services Limited, ZhongAn Financial Services Limited, Bloom Rewards Limited, ZhongAn Digital Asset Group Limited, ZA Tech Global Limited, ZA Bank Limited, ZA Tech Global (Cayman) Limited and A3 Holdings Inc.. Mr. Ou obtained a bachelor's degree in East Asian studies from Princeton University in July 2015. He worked as an associate at Thrive Capital from August 2015 to August 2016 and also served as manager of the planning and development department of Sinolink Worldwide from 2010 to 2015. Mr. Hugo Ou is a son of Mr. Ou Yaping who is the chairman of the Board.

Liangxun Shi (史良洵), aged 56, is a non-executive Director and a member of the Strategy and Investment Decision Committee of the Board of the Company. Mr. Shi joined our Company in November 2019. Mr. Shi graduated from Shanghai Institute of Mechanical Engineering. He is currently the deputy general manager of Ping An P&C, responsible for the individual insurance business group. Mr. Shi obtained a master's degree in Science from Shanghai Institute of Mechanical Engineering. Mr. Shi joined Ping An Insurance in October 1990 and held various positions including assistant general manager of the financial investment department of Ping An Insurance, deputy general manager of the underwriting department of Ping An P&C, deputy general manager of the non-marine insurance department of Ping An P&C, deputy general manager of the P&C insurance department of Ping An P&C and general manager of the P&C insurance department of Ping An P&C.

Gang Ji (紀綱), aged 47, is a non-executive Director and a member of the Audit and Consumer Rights Protection Committee of the Board of the Company. Mr. Ji joined our Company in January 2022. Mr. Ji graduated from the University of International Business and Economics with a bachelor's degree in international business administration. Mr. Ji has 21 years of experience in investment and 13 years of experience in the internet industry. Mr. Ji joined Ant Group (formerly known as Ant Financial) in January 2016 and is currently the vice president and head of the strategic investment and corporate development department of Ant Group, mainly responsible for Ant Group's global strategic investment business. Prior to joining Ant Group, he served as the vice president of Alibaba Group and was responsible for its strategic investments. Mr. Ji is currently a non-executive director of AGTech Holdings Limited, a company listed on GEM of the Hong Kong Stock Exchange (stock code: 8279).

Shuang Zhang (張爽), aged 51, is an independent non-executive Director and chairman of the Remuneration and Nomination Management Committee of the Board of the Company. Mr. Zhang joined our Company in November 2013. Mr. Zhang graduated from Nanjing University (南京大學), majoring in natural resources management, in July 1994 and a master's degree in science from James Madison University in the United States in May 2002. He has been chief executive officer of The Paradise International Foundation (桃花源生態保護基金會) since 2015. Mr. Zhang is currently an independent non-executive director of Planetree International Development Limited, a company listed on the Hong Kong Stock Exchange (stock code: 0613). Mr. Zhang has been a project director of the China region at The Nature Conservancy (大自然保護協會) from 2005 to 2015.

Independent Non-Executive Directors

Wei Ou (歐偉), aged 64, is an independent non-executive Director, the chairman of the Risk Management and Related Transaction Control Committee and a member of the Audit and Consumer Rights Protection Committee of the Board of the Company. Mr. Ou joined our Company in December 2019. Mr. Ou is a senior economist with a post-graduate diploma. Prior to joining our Company, Mr. Ou served as vice president of The People's Bank of China, Dalian Branch, director of Liaoning Office and Henan Office of former China Insurance Regulatory Commission, general manager of China Property & Casualty Reinsurance Company Ltd., party secretary and president of China Continent Property & Casualty Insurance Company Ltd., and chairman of the supervisory committee of China Life Reinsurance Company Ltd.

Vena Wei Yan Cheng (鄭慧恩), aged 43, is an independent non-executive Director, a member of the Nomination and Remuneration Management Committee and a member of the Risk Management and Related Transaction Control Committee. Ms. Cheng joined our Company in January 2022. Ms. Cheng obtained a bachelor of laws from King's College, University of London, and a Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong, respectively. Ms. Cheng is admitted to practice law in Hong Kong, New York, and the United Kingdom, and has more than 19 years of experience practicing as a lawyer. Ms. Cheng is a senior consultant at Akin Gump Strauss Hauer & Feld, and also serves as a member of the Beijing Municipal Committee of the Chinese People's Political Consultative Conference, a member of the Hong Kong Housing Authority, and a member of the Hong Kong Innovation and Technology Fund Advisory Committee.

Gigi Wing Chee Chan (陳詠芝), aged 46, is an independent non-executive Director candidate of the Company. Ms. Chan obtained an EMBA degree from Oxford University in United Kingdom, a master's degree in economics from The University of Hong Kong and a bachelor's degree in business administration in accounting from the Hong Kong University of Science and Technology. She is a licensee of SFC-licensed corporations with Hong Kong CPA Certificate and over 25 years of working experience in financial industry. Mr. Chan is serving as chief executive officer and chairman of the board of Wonder Capital Group Limited, the chairman of the board of Fair Rich Development Limited and the chairman of International Financial and Economic Association (國際金融經貿協會). Ms. Chan was the head and chief operating officer of Janus Henderson Group, Asia Pacific, the chief financial officer of AllianceBernstein L.P., the assistant manager of the finance department of Hong Kong Exchanges and Clearing Limited, and the senior accountant of Arthur Andersen (now known as PricewaterhouseCoopers).

Hai Yin (尹海), aged 49, is an independent non-executive Director candidate of the Company. Mr. Yin holds a bachelor's degree in English from Beijing Foreign Studies University and a master's degree in civil and commercial law from Peking University. Mr. Yin has extensive experience in investment, sales management and operation management. Mr. Yin is currently the chief product officer of Smart Tech (Hainan) Co., Ltd. Mr. Yin was a trader in the trading department of Bank of China Head Office, a strategic analyst in the trading department of Bank of China Head Office, a head of foreign exchange trading in the Capital Market Department of Bank of China London Branch, a director of Huatai Asset Management Co., Ltd., a marketing director of Huatai Property & Casualty Insurance Co., Ltd., a general manager of Huatai Weiye Shanghai Insurance Brokerage Co., Ltd. (華泰偉業上海保險經紀有限責任公司), a general manager and director of ZhongAn Online P & C Insurance Co., Ltd., and the chairman of CreditEase Insurance Sales&Service (Beijing) Co., Ltd..

Each of the aforementioned candidates for Directors will enter into a service contract with the Company for a term of three years from November 28, 2022 to 27 November, 2025. The Director's fee is determined by the Nomination and Remuneration Management Committee of the Company with reference to factors such as the level of remuneration paid by comparable companies, the time commitment and responsibilities of directors, and the employment conditions of the Company and its subsidiaries and consolidated affiliated entities, is subject to review by the Nomination and Remuneration Management Committee of the Company from time to time and is fully covered by the service contract.

The above candidates for independent non-executive Directors have respectively confirmed that they have fulfilled the independent factors as stipulated in Rule 3.13 of the Listing Rules. The Company considers that the above candidates for independent non-executive Directors are independent pursuant to the guidelines on independence under the Listing Rules.

Save as disclosed above, the above-mentioned candidates for Directors confirm that (1) they have not held any other directorships in other listed public companies in the past three years, and they do not hold any other major appointments or professional qualifications, (2) they do not hold any position in the Company or any of its subsidiaries, (3) they do not have any relationships with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company and any of its subsidiaries, and (4) except for Mr. Yaping Ou, as at the Latest Practicable Date, they do not hold any interest in the shares of the Company within the meaning of Part XV of the SFO.

The above-mentioned candidates for Directors also confirm that, as at the Latest Practicable Date, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to their appointments that needs to be brought to the attention of the Shareholders.

APPENDIX III BIOGRAPHIES OF CANDIDATES FOR NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

Yuping Wen (溫玉萍), aged 42, is the chairman of the Supervisory Committee. Ms. Wen joined our Company in November 2013. Ms. Wen obtained a master's degree in management from the Xi'an University of Architecture and Technology (西安建築科技大學) in July 2005. Ms. Wen has been a director and a chief financial officer in the financial affairs department of Cnhooray Internet Technology Co. Ltd. (深圳日訊網絡科技股份有限公司) with a rich experience in financial management. Mr. Wen served as an accountant in the finance department of Hisense Kelon Electrical Holdings Co., Ltd (海信科龍電器股份有限公司) and a financial manager of Cnhooray Internet Technology Co. Ltd. (深圳日訊網絡科技股份有限公司).

Limin Guo (郭立民), aged 59, is an external Supervisor. Mr. Guo joined our Company in January 2022. Mr. Guo obtained a master's degree in international business from Hunan University, an EMBA degree from Hong Kong University of Science & Technology and a bachelor's degree in chemical engineering from Beijing Institute of Chemical Industry. He is a senior engineer. Mr. Guo served as the deputy director of Development Planning Commission of Shenzhen Municipality (深圳市發展計劃局), the chairman of Shenzhen Airport Group Co., Ltd., the chief of State-owned Assets Supervision and Administration Commission of Shenzhen Municipality, the chairman of the Board of Shum Yip Group Limited, and the chief of Economy, Trade and Informatization Commission of Shenzhen Municipality (深圳市經濟貿易信息化委員會). In addition, Mr. Guo held directorships such as non-executive director of Ping An Insurance, Road King Infrastructure Limited and Coastal Greenland Limited. Mr. Guo is an existing non-executive director of E-star Commercial Management Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 6668).

Each of the aforementioned candidates for non-employee representative Supervisor will enter into a service contract with the Company for a term of three years from November 28, 2022 to 27 November, 2025. The Supervisor's fee is recommended by the Nomination and Remuneration Management Committee of the Company and approved by the Shareholders' general meeting of the Company with reference to the level of remuneration paid by comparable companies and prevailing market conditions, and is subject to review by the nomination and remuneration management committee of the Company from time to time and is fully covered by the service contract.

Save as disclosed above, the above-mentioned candidates for non-employee representative Supervisors confirm that (1) they have not held any other directorships in other listed public companies in the past three years, and they do not hold any other major appointments or professional qualifications, (2) they do not hold any position in the Company or any of its subsidiaries, (3) they do not have any relationships with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company and any of its subsidiaries, and (4) as at the Latest Practicable Date, they do not hold any interest in the shares of the Company within the meaning of Part XV of the SFO.

The above-mentioned candidates for non-employee representative Supervisors also confirm that, as at the Latest Practicable Date, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to their appointments that needs to be brought to the attention of the Shareholders.

1. Details of the proposal

- (1) Subject to the conditions listed in paragraphs (2), (3) and (4) below and the minimum percentage held by the public as required by the Listing Rules, the Board shall be granted with the General Mandate to separately or concurrently authorise, allot, issue, grant and/or otherwise deal with H Shares and/or Domestic Shares (including securities that are convertible into Shares, or options, and warrants that carry rights to subscribe for any Shares or securities that are convertible into Shares, or other similar securities) during the Relevant Period (as defined below).

Notwithstanding the fulfillment of the conditions set out in paragraphs (2), (3) and (4) below, if the allotment of voting Shares will result in a de facto change of control of the Company, the Board shall separately obtain authorisation by way of a special resolution of the Shareholders before making such an allotment.

- (2) It is proposed that the number of H Shares, Domestic Shares (including securities that are convertible into Shares, or options, warrants or other similar securities with rights to subscribe for or convert to Shares) (which shall be calculated on the basis of the number of H Shares and Domestic Shares that such securities can be converted into) to be authorised, allotted, issued, granted and/or otherwise dealt with by the Board shall not exceed 20% of the number of H Shares or Domestic Shares of the Company in issue as of the date of passing of the relevant resolution at the AGM (i.e. 283,962,580 H Shares and 10,000,000 Domestic Shares, assuming that the issued share capital of H Shares and Domestic Shares remain unchanged after the Latest Practicable Date and up to the date of the AGM).
- (3) For the purposes of this resolution, “Relevant Period” means the period from the passing of this special resolution at the AGM until the earliest of one of the following:
1. the conclusion of the next annual general meeting of the Company following the passing of this resolution at the AGM;
 2. the expiration of the 12-month period following the passing of this resolution at the AGM; or
 3. the date on which the general mandate to issue Shares and matters such as authorisations of the Board as set out in this resolution are revoked or revised by a special resolution of the Shareholders in a general meeting.
- (4) The Board shall exercise the authorisation pursuant to the PRC Company Law, the PRC Securities Law and the Listing Rules and all other applicable laws, regulations and requirements of any other government or regulatory authorities and with the approval by China Securities Regulatory Commission and/or other relevant governmental authorities in the PRC.

- (5) The Board shall be authorised to determine each allotment and issue of Shares under the General Mandate, including but not limited to: 1. the class and number of the Shares proposed to be issued; 2. the pricing mechanism and/or issue price (including price range); 3. the opening and closing date of such issue; 4. use of proceeds; 5. the making or granting of relevant proposals, agreements and share options which may involve the exercise of such power; and 6. any other details that the specific issue proposal shall include, as required by the relevant laws, regulations and other regulatory documents as well as other requirements of the relevant regulatory authorities and the stock exchanges of the places where the Shares are listed.
- (6) The Board shall be authorised to implement the issue proposal and to increase the registered capital of the Company to reflect the Shares issued by the Company as authorised by this resolution, to make such appropriate and necessary amendments to the Articles of Association regarding issued Shares and registered capital as well as to take any other action and complete any formality required to effect the issue proposal and the increase in the registered capital of the Company.

2. Related authorisations

To increase the efficiency in decision-making, reduce internal approval procedures and seize market opportunities, in relation to the general mandate to issue Shares, it is proposed to the Board and in turn to the AGM to authorise the Board, and the Board to further authorise the chairman, to deal with matters regarding the allotment and issuance of Shares under the General Mandate, and to authorise the chairman to delegate to any executive Director, chief executive officer to jointly or severally handle the matters relating to allotting, issuing, granting and/or dealing with the Shares under the General Mandate. The specific details of the above authorisation to the chairman by the Board and the delegation by the chairman shall be determined by the Board upon the exercise of the General Mandate.

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
1	<p>Article 1 Article 1 The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Insurance Law of the People’s Republic of China (the “Insurance Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong from the Overseas Listing Division of the CSRC and the Production Systems Division of the State Commission for Restructuring the Economic Systems (the “Overseas Letter from CSRC”), the Guidelines for Articles of Association of Insurance Companies (the “Guidelines for Articles of Associations”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant provisions, to safeguard the legitimate rights and interests of ZhongAn Online P & C Insurance Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.</p>	<p>Article 1 Article 1 The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Insurance Law of the People’s Republic of China (the “Insurance Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong from the Overseas Listing Division of the CSRC and the Production Systems Division of the State Commission for Restructuring the Economic Systems (the “Overseas Letter from CSRC”), the Guidelines for Articles of Association of Insurance Companies (the “Guidelines for Articles of Associations”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u> and other relevant provisions, to safeguard the legitimate rights and interests of ZhongAn Online P & C Insurance Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
2	<p>Article 60 Shareholders of the Company shall have the following obligations:</p> <p>(I) To abide by laws, regulations, normative documents and the Articles of Association;</p> <p>(II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholder;</p> <p>(III) Funds for acquiring shares and behavior of holding shares shall comply with regulatory requirements, and shall not hold on behalf of others or exceed shareholding limit, the acquisition of the shares of the Company shall not be paid out of the funds which are prohibited by the CBIRC;</p> <p>(IV) Unless otherwise specified in laws, regulations and regulatory requirements, the Company shall not return shares;</p>	<p>Article 60 Shareholders of the Company shall have the following obligations:</p> <p>(I) To abide by laws, regulations, normative documents and the Articles of Association;</p> <p>(II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholder, and shall contribute <u>by legitimate source of self-owned funds but not by entrusted funds, debt funds and other non-self-owned funds, unless otherwise required by laws and regulations or regulatory systems;</u></p> <p>(III) Funds for acquiring shares and behavior of holding shares shall comply with regulatory requirements, and shall not hold on behalf of others or exceed shareholding limit, the acquisition of the shares of the Company shall not be paid out of the funds which are prohibited by the CBIRC; <u>To comply with the regulatory requirements on shareholding and the number of shareholding institutions and no authorization for, or acceptance of authorization from, any other person to hold shares of the Company;</u></p> <p>(IV) Unless otherwise specified in laws, regulations and regulatory requirements, the Company shall not return shares;</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>(V) To exercise the shareholders' rights in accordance with laws and not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders, and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;</p> <p>Where shareholders of the Company abuse their shareholders' rights, thus causing any losses to the Company or other shareholders, such shareholders shall be liable for compensation in accordance with laws;</p> <p>Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company;</p>	<p>(V) To exercise the shareholders' rights in accordance with laws and not to <u>Shareholders and their controlling shareholders and de facto controllers shall not abuse their shareholders' rights or use related party relations to jeopardize the interests legal interests of the Company, or other shareholders and stakeholders, and shall not interfere in the decision-making power and management power entitled to the Board and senior management pursuant to the Articles, nor direct interference beyond the Board and senior management in the operation and management of the Company;</u> and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;</p> <p>Where shareholders of the Company abuse their shareholders' rights, thus causing any losses to the Company or other shareholders, such shareholders shall be liable for compensation in accordance with laws;</p> <p>Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company;</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>(VI) Where the solvency of the Company does not meet the regulatory requirements, it shall not distribute any profit to its shareholders. Shareholders shall support the Company to improve its solvency. Where the Company is required to address its insolvency by way of additional capital contribution, the shareholders who are unable to make or has not made additional capital contribution shall consent to other shareholders or investors adopting reasonable measures to increase the Company’s capital. Notwithstanding the foregoing, the respective liability of the shareholders to the Company shall be only limited to the shares held by them;</p>	<p>(VI) Where the solvency of the Company does not meet the regulatory requirements, it shall not distribute any profit to its shareholders. Shareholders shall support the Company to improve its solvency, <u>and the substantial shareholders shall make a long-term commitment in writing to the Company to replenish its capital, if necessary, as part of the Company’s capital plan, unless the substantial shareholders are state administrative authorities, government departments, National Council for Social Security Fund and parties as approved and exempted by the CBIRC;</u></p> <p>Where the Company is required to address its insolvency by way of additional capital contribution, the shareholders who are unable to make or has not made additional capital contribution shall consent to other shareholders or investors adopting reasonable measures to increase the Company’s capital. Notwithstanding the foregoing, the respective liability of the shareholders to the Company shall be only limited to the shares held by them;</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>(VII) Particulars of their controlling shareholders or de facto controllers shall be reported to the Company truthfully, and any change in their controlling shareholders or de facto controllers and details of the related persons and connected relationship after such change shall be notified in writing to the Company within five (5) business days after the occurrence of such changes, and the procedures pursuant to regulatory requirement shall be performed. Save otherwise provided in the laws, regulations and listing rules of the place of listing in the case of overseas listed shares;</p>	<p>(VII) Particulars <u>including</u> their <u>financial information, shareholding structure, sources of capital contribution, controlling shareholders or de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions etc.</u> shall be reported to the Company truthfully <u>according to the laws, regulations and regulatory provisions</u>, and any change in their controlling shareholders or de facto controllers, <u>related parties, persons acting in concert and ultimate beneficiaries</u> and details of the related persons and connected relationship after such change shall be notified in writing to the Company within five (5) business days after the occurrence of such changes, and the procedures pursuant to regulatory requirement shall be performed. Save otherwise provided in the laws, regulations and listing rules of the place of listing in the case of overseas listed shares;</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>(VIII) If the shares of the Company held by a shareholder are involved in a litigation, arbitration, or adoption of litigation preservation or mandatory enforcement measures or subject to pledge, or discharged from pledge, the relevant shareholder shall inform the Company in the form of a written letter on the date on which he/she is aware of the formal launch of the litigation or arbitration produces (litigation produce is based on the date on which the relevant shareholder receives a notice of filing issued by the court, and arbitration produce is based on the date on which the relevant shareholder receives a notice of arbitration), or within fifteen (15) days from the date on which he/she is aware that litigation preservation or mandatory enforcement measures are adopted for the shares, or within three (3) days from the date on which he/she is aware that the shares are subject to pledge or discharged from pledge, to facilitate the Company to inform other shareholders of relevant information in a timely manner. Save otherwise provided in the laws, regulations and listing rules of the applicable stock exchange in the case of overseas-listed shares;</p>	<p>(VIII) If the shares of the Company held by a shareholder are involved in a litigation, arbitration, <u>subject to legal enforcement by judicial authorities</u> or adoption of litigation preservation or mandatory enforcement measures or subject to pledge, or discharged from pledge, the relevant shareholder shall inform the Company in the form of a written letter on the date on which he/she is aware of the formal launch of the litigation or arbitration produces (litigation produce is based on the date on which the relevant shareholder receives a notice of filing issued by the court, and arbitration produce is based on the date on which the relevant shareholder receives a notice of arbitration), or within fifteen (15) days from the date on which he/she is aware that <u>legal enforcement</u> litigation preservation or mandatory enforcement measures are adopted for the shares, or within three (3) days from the date on which he/she is aware that the shares are subject to pledge or discharged from pledge, to facilitate the Company to inform other shareholders of relevant information in a timely manner. Save otherwise provided in the laws, regulations and listing rules of the applicable stock exchange in the case of overseas-listed shares;</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>(IX) If any shareholder is involved in material events such as a merger, spin-off, dissolution, bankruptcy, closure or receivership, or change in equity interest is not completed within three months from the date on which the same is approved by the CBIRC, or any change occurs in his/her/its legal representative, company name, operating premises, scope of operation and other material events, he/she/ it shall inform the Company in writing within fifteen (15) business days after the actual occurrence of the aforesaid changes. Save otherwise provided in the laws, regulations and listing rules of the applicable stock exchange in the case of overseas-listed shares;</p> <p>(X) To observe and implement the relevant resolutions of the shareholders' general meeting;</p> <p>(XI) When risk events or material breaches occur in the Company, it shall cooperate with the regulatory authority to conduct investigation and to dispose of the risks;</p>	<p>(IX) If any shareholder is involved in material events such as a merger, spin-off, <u>being subject to measures including suspension of operation for rectification</u>, <u>designated custody, takeover or cancellation,</u> or <u>enters into,</u> dissolution, <u>liquidation,</u> bankruptcy proceedings, closure or receivership, or change in equity interest is not completed within three months from the date on which the same is approved by the CBIRC, or any change occurs in his/her/its legal representative, company name, operating premises, scope of operation and other material events, he/she/ it shall inform the Company in writing within fifteen (15) business days after the actual occurrence of the aforesaid changes. Save otherwise provided in the laws, regulations and listing rules of the applicable stock exchange in the case of overseas-listed shares;</p> <p>(X) To observe and implement the relevant resolutions of the shareholders' general meeting;</p> <p>(XI) When risk events or material breaches occur in the Company, it shall cooperate with the regulatory authority to conduct investigation and to dispose of the risks;</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>(XII) If a shareholder pledges his/her/its equity interest in the insurance company, the interest of other shareholders and the Company shall not be adversely affected, no agreement shall be made for the pledgee or other related parties to exercise the voting rights, and it is not allowed, in the form of pledge of equity interest, to hold the equity interest of the Company on behalf, to hold shares illegally through a related party, or to transfer equity interest in a disguised manner;</p> <p>(XIII) Shareholders shall not engage in improper related-party transactions with the Company, and shall not obtain improper benefits by taking advantage of their influence on the Company's operation or management;</p>	<p>(XII) If a shareholder <u>transfers or</u> pledges his/her/its equity interest in the insurance company, <u>or conducts related transactions with the Company, he/she/it shall comply with the laws, regulations and regulatory provisions,</u> interest of other shareholders and the Company shall not be adversely affected, no agreement shall be made for the pledgee or other related parties to exercise the voting rights, and it is not allowed, in the form of pledge of equity interest, to hold the equity interest of the Company on behalf, to hold shares illegally through a related party, or to transfer equity interest in a disguised manner;</p> <p>(XIII) Shareholders shall not engage in improper related-party transactions with the Company, and shall not obtain improper benefits by taking advantage of their influence on the Company's operation or management;</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>(XIV) The shares held by a single shareholder of the Company shall not exceed one third (1/3) of the registered capital of the Company; the shares held by a single domestic limited partnership enterprise shall not accounted for more than 5% of the registered capital of the Company, and the shares held by multiple domestic limited partnerships shall not exceed 15% of the registered capital of the Company; single asset management schemes or trust products may hold the shares of the Company by purchasing publicly issued shares, which shall not account for more than 5% of the total share capital of the Company. Unless otherwise provided by laws and regulations.</p> <p>(XV) Other obligations imposed by laws, regulations, normative documents and the Articles of Association.</p>	<p>(XIV) The shares held by a single shareholder of the Company shall not exceed one third (1/3) of the registered capital of the Company; the shares held by a single domestic limited partnership enterprise shall not accounted for more than 5% of the registered capital of the Company, and the shares held by multiple domestic limited partnerships shall not exceed 15% of the registered capital of the Company; single asset management schemes or trust products may hold the shares of the Company by purchasing publicly issued shares, which shall not account for more than 5% of the total share capital of the Company. Unless otherwise provided by laws and regulations.</p> <p>(XV) Other obligations imposed by laws, regulations, normative documents and the Articles of Association.</p> <p><u>According to the laws and regulations and regulatory provisions, the Company shall establish corresponding loss absorption and risk prevention mechanism in case of major risks by formulating recovery and disposal plans.</u></p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
3	<p>Article 66 The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>(VIII) To pass resolutions on the increase or reduction in registered capital of the Company and repurchase of the Company's shares under the circumstances as stipulated in items (I) and (II) of Article 27 of the Articles of Association;</p> <p>.....</p>	<p>Article 66 The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>(VIII) To pass resolutions on the increase or reduction in registered capital of the Company and repurchase of the Company's shares under the <u>laws and regulations</u>circumstances as stipulated in items (I) and (II) of Article 27 of the Articles of Association;</p> <p>.....</p>
4	<p>Article 70 An extraordinary general meeting shall be convened within two (2) months from the occurrence of any of the following events:</p> <p>.....</p> <p>(III) Shareholder(s) holding 10% or more of the Company's issued shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;</p>	<p>Article 70 An extraordinary general meeting shall be convened within two (2) months from the occurrence of any of the following events:</p> <p>.....</p> <p>(III) Shareholder(s) holding 10% or more of the Company's issued shares carrying voting rights, <u>on a one vote per share basis</u>, request(s) in writing the convening of an extraordinary general meeting;</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
5	<p>Article 72 In the event that the board of directors is unable or fails to perform the duties of convening shareholders' general meetings, the supervisory committee shall promptly convene and preside over the meetings. If the supervisory committee fails to convene and preside over a shareholders' general meeting, shareholders severally or jointly holding 10% or more of the Company's shares for more than ninety (90) consecutive days shall have the right to convene and preside over the meeting.</p>	<p>Article 72 In the event that the board of directors is unable or fails to perform the duties of convening shareholders' general meetings, the supervisory committee shall promptly convene and preside over the meetings. If the supervisory committee fails to convene and preside over a shareholders' general meeting, shareholders severally or jointly holding 10% or more of the Company's shares <u>carrying voting rights, on a one vote per share basis</u>, for more than ninety (90) consecutive days shall have the right to convene and preside over the meeting.</p>
6	<p>Article 73 An extraordinary general meeting or class shareholders' meeting required by shareholders shall be convened in accordance with the following procedures:</p> <p>(I) Two or more shareholders who jointly hold 10% or more of the shares carrying voting rights at the proposed meeting may request the board of directors to convene an extraordinary general meeting or class shareholders' meeting by signing a written requisition or several copies with the same format and content, and to illustrate the subject of the meetings. The board of directors shall convene an extraordinary general meeting or class shareholders' meeting as soon as possible upon receipt of the foresaid written requisition. The aforesaid number of shareholdings is calculated as at the date of the submission of the written requisition by the shareholders.</p> <p style="text-align: center;">.....</p>	<p>Article 73 An extraordinary general meeting or class shareholders' meeting required by shareholders shall be convened in accordance with the following procedures:</p> <p>(I) Two or more shareholders who jointly hold 10% or more of the shares carrying voting rights, <u>on a one vote per share basis</u>, at the proposed meeting may request the board of directors to convene an extraordinary general meeting or class shareholders' meeting by signing a written requisition or several copies with the same format and content, and to illustrate the subject of the meetings. The board of directors shall convene an extraordinary general meeting or class shareholders' meeting as soon as possible upon receipt of the foresaid written requisition. The aforesaid number of shareholdings is calculated as at the date of the submission of the written requisition by the shareholders.</p> <p style="text-align: center;">.....</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
7	<p>Article 90 All shareholders are entitled to attend the shareholders' general meeting and vote thereat under the relevant laws, regulations and the Articles of Association.</p>	<p>Article 90 All shareholders are entitled to attend the shareholders' general meeting <u>and have the right to speak and vote thereat, except where a shareholder is required to abstain from voting to approve the matter under the relevant laws, regulations and the Articles of Association,</u> and vote thereat under the relevant laws, regulations and the Articles of Association.</p>
8	<p>Article 109 The following matters shall be approved by special resolutions of a shareholders' general meeting:</p> <p>.....</p> <p>(III) the acquisition of its own shares by the Company under the circumstances as stipulated in items (I) and (II) of paragraph I of Article 27 of the Articles of Association;</p> <p>.....</p> <p>(IX) employee stock ownership plan;</p> <p>.....</p>	<p>Article 109 The following matters shall be approved by special resolutions of a shareholders' general meeting:</p> <p>.....</p> <p>(III) the acquisition of its own shares by the Company under the circumstances as stipulated in <u>laws items (I) and (II) of paragraph I of Article 27 of the Articles of Association;</u></p> <p>.....</p> <p>(IX) employee stock ownership plan; <u>review and approval of the equity incentive plan;</u></p> <p>.....</p>
9	<p>Article 133 Any person appointed by the board of directors to fill a casual vacancy or as an addition to the board of directors shall hold office until the Company's next annual general meeting and that person shall then be eligible for re-election and reappointment.</p>	<p>Article 133 Any person appointed by the board of directors to fill a casual vacancy or as an addition to the board of directors shall hold office until the Company's <u>next first</u> next annual general meeting <u>after his/her appointment</u> and that person shall then be eligible for re-election and reappointment.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
10	<p>Article 139 The directors shall comply with the laws, administrative regulations and the Articles of Association and shall diligently perform their following obligations to the Company:</p> <p>(I) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China;</p> <p>(II) to treat all shareholders equally and fairly;</p> <p>(III) to understand the operation and management of the Company in a timely manner;</p>	<p>Article 139 The directors shall comply with the laws, administrative regulations and the Articles of Association and shall diligently perform their following obligations to the Company:</p> <p>(I) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China;</p> <p>(II) <u>to be responsible to the Company and all shareholders in performing their duties and treat all shareholders equally and fairly;</u></p> <p>(III) <u>to pay continuous attention to understand</u> the operation and management of the Company <u>on an ongoing basis in a timely manner;</u></p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>(IV) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p>	<p><u>(IV)</u> to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments;</p> <p><u>(V)</u> to take responsibility for the resolutions of the Board of Directors;</p> <p><u>(VI)</u> to supervise the implementation of the resolutions of the Shareholders' general meeting and the Board of Directors by the senior management;</p> <p><u>(VII)</u> to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</p> <p><u>(VIII)</u> to undertake fiduciary duties with diligence in the Company, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties;</p> <p>(IX) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
11	<p>Article 141 A director may resign before expiry of his/her term of service. When a director resigns, he shall submit a written resignation notice to the board of directors.</p> <p>If the member of directors falls below the minimum statutory requirement due to a director's resignation, the former directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected directors.</p> <p>Save for the circumstances referred to in the preceding paragraph, the director's resignation takes effect upon delivery of his/her resignation report to the board of directors.</p>	<p>Article 141 A director may resign before expiry of his/her term of service. When a director resigns, he shall submit a written resignation notice to the board of directors.</p> <p>If the member of directors falls below the minimum statutory requirement <u>or two thirds of the number specified in the Articles of Association</u> due to a director's resignation, the former directors shall still perform their duties as directors in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected directors. <u>If the Company is in the process of dealing with of major risks, any directors shall not resign without the approval of the regulatory authority.</u></p> <p>Save for the circumstances referred to in the preceding paragraph <u>and otherwise provided by the laws,</u> the director's resignation takes effect upon delivery of his/her resignation report to the board of directors.</p> <p><u>The powers of the Board of Directors shall be exercised by the Shareholders' general meeting until the number of directors meets the requirements when the membership of the Board is lower than the minimum number specified in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal by the Shareholders' general meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors.</u></p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
12	<p>Article 145 The directors shall proactively attend the trainings organized by the Company and regulatory authorities in order to perpetuate their professional competence and capability essential to perform their duties.</p>	<p>Article 145 The directors shall proactively attend the trainings organized by the Company and regulatory authorities, <u>understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory provisions</u> in order to perpetuate their professional competence and capability essential to perform their duties.</p>
13	<p>Article 151 The board of directors shall perform the following duties:</p> <p>(I) to convene the shareholders' general meetings and to report on its work to the shareholders' general meetings;</p> <p>(II) to implement the resolutions of the shareholders' general meetings;</p> <p>(III) to decide on the Company's business plans and investment plans, to control and monitor the financial conditions and use of funds of the Company;</p> <p>(IV) to formulate the Company's development strategies;</p> <p>(V) to formulate the Company's annual financial budget and final accounts plan;</p> <p>(VI) to formulate the Company's profit distribution plan and loss recovery plan;</p>	<p>Article 151 The board of directors shall perform the following duties:</p> <p>(I) to convene the shareholders' general meetings and to report on its work to the shareholders' general meetings;</p> <p>(II) to implement the resolutions of the shareholders' general meetings;</p> <p>(III) to decide on the Company's business plans and investment plans, to control and monitor the financial conditions and use of funds of the Company;</p> <p>(IV) to formulate the Company's development strategies <u>and supervise over the implementation of the strategies</u>;</p> <p>(V) to formulate the Company's annual financial budget and final accounts plan;</p> <p>(VI) to formulate the Company's profit distribution plan and loss recovery plan;</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>(VII) to formulate proposals for the increase or decrease of the Company's registered capital and the issuance of corporate debentures or other securities of the Company and listing plans;</p> <p>(VIII) to formulate the plans for major acquisitions, acquisition of its own shares by the Company under circumstances as stipulated in items (I) and (II) of Article 27 of the Articles of Association, or merger, division, dissolution and change of form of the Company;</p> <p>(IX) to decide on the establishment of the internal management structure of the Company;</p> <p>(X) to formulate the basic management system of the Company;</p> <p>(XI) to periodically evaluate and improve corporate governance and to review the corporate governance report of the Company;</p> <p>(XII) to decide to appoint or dismiss the general manager of the Company and his/her compensation, and in accordance with the nominations of the general manager, to decide to appoint or dismiss the deputy general manager, financial controller, compliance officer and other senior management of the Company and their compensation, rewards and punishments;</p>	<p>(VII) to formulate proposals for the increase or decrease of the Company's registered capital and the issuance of corporate debentures or other securities of the Company and listing plans;</p> <p>(VIII) to formulate the plans for major acquisitions, acquisition of its own shares by the Company <u>in accordance with law</u> under circumstances as stipulated in items (I) and (II) of Article 27 of the Articles of Association, or merger, division, dissolution and change of form of the Company;</p> <p>(IX) to decide on the establishment of the internal management structure of the Company;</p> <p>(X) to formulate the basic management system of the Company;</p> <p>(XI) to periodically evaluate and improve corporate governance and to review the corporate governance report of the Company;</p> <p>(XII) to decide to appoint or dismiss the general manager of the Company and his/her compensation, and in accordance with the nominations of the general manager, to decide to appoint or dismiss the deputy general manager, financial controller, compliance officer and other senior management of the Company and their compensation, rewards and punishments; <u>supervise the performance of duties by senior management;</u></p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p style="text-align: center;">.....</p> <p>(XXX) to consider the purchase of its own shares by the Company according to the provisions under items (III), (V) and (VI) of Article 27 of the Articles of Association;</p> <p>(XXXI) other functions and powers as conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' general meetings.</p> <p>Other than paragraphs (VII), (VIII) and (XVI) which must be passed by the affirmative vote of more than two thirds (2/3) of all directors, the board of directors' resolutions in respect of all other matters above may be passed by the affirmative vote of a simple majority of all directors.</p> <p>Powers and authority of the Board shall be exercised collectively by the Board. Statutory powers of the Board in principle shall not be delegated to be exercised by the Chairman, directors or other individuals and entities, if delegation of authority is necessary, it shall be delegated by way of Board resolution in compliance with the law. Authority shall be authorized each time for one matter, the powers and authority of the Board shall not be delegated generally or permanently to be exercised by other entities or individuals of the Company.</p>	<p style="text-align: center;">.....</p> <p>(XXX) to consider the purchase of its own shares by the Company according to the provisions under items (III), (V) and (VI) of Article 27 of the Articles of Association;</p> <p><u>(XXX) to formulate the capital plan of the Company and assume the ultimate responsibility for capital or solvency management;</u></p> <p><u>(XXXI) to formulate policies on risk tolerance level, risk management and internal control of the Company and assume ultimate responsibility for comprehensive risk management;</u></p> <p><u>(XXXII) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(XXXIII) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders;</u></p> <p><u>(XXXIV) to assume management responsibility of shareholders' matters;</u></p> <p><u>(XXXV) to take charge of information disclosure of the Company and assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reports;</u></p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
		<p><u>(XXXVI) to review and approve data governance matters of the Company in accordance with laws, regulations, regulatory provisions and the Articles of Association.</u></p> <p>(XXVI) other functions and powers as <u>(XXXVII)</u> conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' general meetings.</p> <p>Other than paragraphs (VII), (VIII) and (XVI) <u>and material matters involving major investments, asset disposals, capital replenishment plans, formulating the profit distribution plan and compensation plan of the Company, appointment and discharge of senior management, etc.</u> which must be passed by the affirmative vote of more than two thirds (2/3) of all directors, the board of directors' resolutions in respect of all other matters above may be passed by the affirmative vote of a simple majority of all directors.</p> <p>Powers and authority of the Board shall be exercised collectively by the Board. Statutory powers of the Board in principle shall not be delegated to be exercised by the Chairman, directors or other individuals and entities, if delegation of authority is necessary, it shall be delegated by way of Board resolution in compliance with the law. Authority shall be authorized each time for one matter, the powers and authority of the Board shall not be delegated generally or permanently to be exercised by other entities or individuals of the Company.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
14	<p>Article 164 In principle, the board meetings shall be held by the way of on-site meetings to facilitate adequate communication and discussion among directors. Video or telephone meetings shall be deemed as on-site meetings if it can be ensured that all directors participating in such meetings can communicate and discuss with one another on an instantaneous basis.</p> <p>For any proposal which is to be considered and adopted by way of a board resolution but does not really need on-site communication and discussion among directors, relevant resolution can be made by way of telecommunications. The notice and delivery of telecommunications will be specified by the Articles of Association and the Rules of Procedure.</p> <p>No meeting shall be convened by way of communication voting in respect of any proposals in relation to the profit distribution plan, remuneration plan, major investment and assets disposal, appointment and discharge of senior management, and other proposals regarding the risk management of the Company.</p>	<p>Article 164 In principle, the board meetings shall be held by the way of on-site meetings to facilitate adequate communication and discussion among directors. Video or telephone meetings shall be deemed as on-site meetings if it can be ensured that all directors participating in such meetings can communicate and discuss with one another on an instantaneous basis.</p> <p>For any proposal which is to be considered and adopted by way of a board resolution but does not really need on-site communication and discussion among directors, relevant resolution can be made by way of <u>telecommunications written resolutions</u>. The notice and delivery of telecommunications will be specified by the Articles of Association and the Rules of Procedure.</p> <p>No meeting shall be convened by way of <u>communication voting written resolutions</u> in respect of <u>considering any material matters</u> any proposals in relation to the profit distribution plan, remuneration plan, major investment and assets disposal, appointment and discharge of senior management, <u>capital replenishment plan, etc.</u> and other proposals regarding the risk management of the Company.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
15	<p>Article 177 Independent directors shall be nominated by means of the following:</p> <p>(I) the shareholders who individually or in aggregate hold no less than three percent (3%) of the shares of the Company may propose the nomination to the shareholders' general meeting directly, but one shareholder can nominate one independent director only;</p> <p>(II) the nomination and remuneration management committee under the board of directors nominates;</p> <p>(III) the supervisory committee nominates;</p> <p>(IV) other means approved by CBIRC.</p> <p>The nominator of the independent director candidates shall obtain the prior consent from the nominee. The nominator shall have full knowledge of the nominee's occupation, professional titles, education background, expertise, work experience, all concurrent posts and close relatives, and shall issue the opinion regarding the nominee's independence and qualification in writing. Independent directors shall be elected at shareholders' general meeting. The nominating shareholder and other related shareholder shall not vote upon the independent director candidate nominated by them.</p>	<p>Article 177 Independent directors shall be nominated by means of the following:</p> <p>(I) the shareholders who individually or in aggregate hold no less than three <u>three one percent (31%)</u> of the shares of the Company may propose the nomination to the shareholders' general meeting directly, but one shareholder can nominate one independent director only; <u>Shareholders who have nominated non-independent directors and their related parties shall not nominate independent directors;</u></p> <p>(II) the nomination and remuneration management committee under the board of directors nominates;</p> <p>(III) the supervisory committee nominates;</p> <p>(IV) other means approved by CBIRC.</p> <p>The nominator of the independent director candidates shall obtain the prior consent from the nominee. The nominator shall have full knowledge of the nominee's occupation, professional titles, education background, expertise, work experience, all concurrent posts and close relatives, and shall issue the opinion regarding the nominee's independence and qualification in writing. Independent directors shall be elected at shareholders' general meeting. The nominating shareholder and other related shareholder shall not vote upon the independent director candidate nominated by them.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>The Company shall report the review on independent director's qualification to CBIRC and submit the written opinion of independent directors at the same time.</p> <p>The proposed independent director shall make an assumption of office statement indicating his/her independence through the national media with great influence or the Company's website after his/her qualification having been approved by CBIRC, and promise to undertake his/her due diligence and ensure sufficient time and energy to perform his duties. The Company shall report the assumption of office statement of the independent director to CBIRC for record.</p>	<p>The Company shall report the review on independent director's qualification to CBIRC and submit the written opinion of independent directors at the same time.</p> <p>The proposed independent director shall make an assumption of office statement indicating his/her independence through the national media with great influence or the Company's website after his/her qualification having been approved by CBIRC, and promise to undertake his/her due diligence and ensure sufficient time and energy to perform his duties. The Company shall report the assumption of office statement of the independent director to CBIRC for record.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
16	<p>Article 178 Independent directors shall satisfy the following basic requirements:</p> <p>.....</p> <p>(II) being the independence as required by the CBIRC and Article 177 of the Articles of Association;</p> <p>.....</p> <p>(V) not holding any position at any other insurance company that engages the primary business of the same kind as that of the Company, nor concurrently serving as independent director in four or more companies;</p> <p>(VI) other conditions as provided by laws, regulations, normative documents and the CBIRC.</p>	<p>Article 178 Independent directors shall satisfy the following basic requirements:</p> <p>.....</p> <p>(II) being the independence as required by the CBIRC and Article 1779 of the Articles of Association;</p> <p>.....</p> <p>(V) not holding any position at any other insurance company that engages the primary business of the same kind as that of the Company, nor concurrently serving as independent director in four <u>five</u> or more companies; <u>a person who serves as an independent director of the Company shall not concurrently serve as an independent director of an insurance institution operating the same type of business.</u></p> <p>(VI) other conditions as provided by laws, regulations, normative documents and the CBIRC.</p>
17	<p>Article 180 An independent director's term of office is the same as other directors of the Company. An independent director may serve consecutive terms if reelected upon expiration of his term of office, provided that he shall serve no more than six (6) years. An independent director who fails to attend five (5) or more the board meeting in person during one term of office shall not be reelected.</p>	<p>Article 180 An independent director's term of office is the same as other directors of the Company. An independent director may serve consecutive terms if reelected upon expiration of his term of office, provided that he shall serve no more than six (6) years <u>on an accumulative basis</u>. An independent director who fails to attend five (5) or more the board meeting in person during one term of office shall not be reelected.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
18	<p>Article 182 Where an independent director fails to attend three (3) consecutive the board meeting in person, the Company shall convene a shareholders’ general meeting to remove him and elect a new independent director within three (3) months. Except the aforesaid situations, negligence of duty and other circumstances where an independent director becomes inappropriate to the post, independent directors shall not be removed from office prior to the expiration of their terms of office for no reasons.</p> <p>The special resolutions of the shareholders’ general meeting shall decide upon the removal of an independent director and the Company shall notify of the reasons of the removal and his corresponding rights in writing to the independent director at least fifteen (15) days prior to the convening of the shareholders’ general meeting; the independent director shall have the right to make statement and averment before voting. The Company shall report to CBIRC regarding the reasons of removal, the statement and averment of the independent director and other relevant information within five (5) working days after the resolution on removal is adopted.</p>	<p>Article 182 Where an independent director fails to attend three (3) consecutive the board meeting in person, <u>he/she is deemed to have failed to perform his duties</u>, the Company shall convene a shareholders’ general meeting to remove him and elect a new independent director within three (3) months. Except the aforesaid situations, negligence of duty and other circumstances where an independent director becomes inappropriate to the post, independent directors shall not be removed from office prior to the expiration of their terms of office for no reasons.</p> <p>The special resolutions of the shareholders’ general meeting shall decide upon the removal of an independent director and the Company shall notify of the reasons of the removal and his corresponding rights in writing to the independent director at least fifteen (15) days prior to the convening of the shareholders’ general meeting; the independent director shall have the right to make statement and averment before voting. The Company shall report to CBIRC regarding the reasons of removal, the statement and averment of the independent director and other relevant information within five (5) working days after the resolution on removal is adopted.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>An independent director may resign prior to the expiration of his/her term of office. To resign from office, the independent director shall submit a resignation report in writing to the board of directors together with an explanation in writing specifying any matters in connection with his resignation and any situation in need of reminding the Company’s shareholders and the insured. The Company shall make a report in writing to CBIRC within five (5) working days after receiving the resignation letter from the independent director.</p> <p>Where an independent director’s resignation causes the proportion of independent directors in the Company’s board of directors less than the minimum requirement specified in the Articles of Association, the Company shall convene a shareholders’ general meeting to elect a new independent director within three (3) months after accepting his resignation and the independent director’s resignation shall become effective only after the vacancy is filled by the successive independent director.</p>	<p>An independent director may resign prior to the expiration of his/her term of office. To resign from office, the independent director shall submit a resignation report in writing to the board of directors together with an explanation in writing specifying any matters in connection with his resignation and any situation in need of reminding the Company’s shareholders and the insured. The Company shall make a report in writing to CBIRC within five (5) working days after receiving the resignation letter from the independent director.</p> <p>Where an independent director’s resignation causes the proportion of independent directors in the Company’s board of directors less than the minimum requirement specified in the Articles of Association, the Company shall convene a shareholders’ general meeting to elect a new independent director within three (3) months after accepting his resignation , <u>such independent director shall continue to perform his/her duties until a new independent director takes office, other than the resignation and dismissal caused by the loss of independence and the independent director’s resignation shall become effective only after the vacancy is filled by the successive independent director.</u></p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
19	<p>Article 184 Independent directors shall, apart from performing the duties as above, scrutinize the following matters and express their independent opinions to the board of directors or the shareholders' general meeting:</p> <p style="text-align: center;">.....</p> <p>(VII) other matters that may significantly affect the Company, the insured or the rights and interests of minority shareholders;</p>	<p>Article 184 Independent directors shall, apart from performing the duties as above, scrutinize the following matters and express their independent opinions to the board of directors or the shareholders' general meeting:</p> <p style="text-align: center;">.....</p> <p>(VII) other matters that may significantly affect the Company, the insured <u>financial consumers</u> or the rights and interests of minority shareholders;</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
	<p>(VIII) when the Company undertake material acquisitions, disposal and asset swap, independent directors shall issue their independent opinions on whether such asset transaction is beneficial to the interests of the Company and all shareholders, and make special reminders on whether related party transactions or competitions among industry players would incur after the reorganization of the Company;</p> <p>(IX) other matters as provided by the laws, regulations, standardization documents and the Articles of Association of the Company.</p> <p>An independent director who abstains from vote or votes against the above matters or believes that there is any obstacle to his opinion shall submit a written opinion and report to CBIRC.</p>	<p>(VIII) when the Company undertake material acquisitions, disposal and asset swap, independent directors shall issue their independent opinions on whether such asset transaction is beneficial to the interests of the Company and all shareholders, and make special reminders on whether related party transactions or competitions among industry players would incur after the reorganization of the Company;</p> <p><u>(IX) the appointment or removal of the accounting firm which carries out statutory audit on the financial reports of the Company on a regular basis;</u></p> <p>(IX) other matters as provided by the laws, regulations, standardization documents and the Articles of Association of the Company.</p> <p>An independent director who abstains from vote or votes against the above matters or believes that there is any obstacle to his opinion shall submit a written opinion and report to CBIRC.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
20	<p>Article 185 Independent directors shall perform their duties with bona fide, due diligence and independence pursuant to relevant laws and regulations, and enforce protection of the legitimate rights of the Company and the insured from being affected by the management or other institutions or individuals with material interests in the Company.</p>	<p>Article 185 Independent directors shall perform their duties with bona fide, due diligence and independence pursuant to relevant laws and regulations, and enforce protection of the legitimate rights of the Company, <u>minority shareholders and financial consumers</u> and the insured from being affected by the <u>shareholders, de facto controller,</u> management or other institutions or individuals with material interests in the Company.</p> <p><u>If there are major defects in the corporate governance mechanism or the corporate governance mechanism fails in the Company, independent directors shall report relevant information to the regulatory authorities in time. In addition to reporting the relevant circumstances to the regulatory authorities, independent directors shall keep the Company's secrets confidential.</u></p>
21	<p>Article 193 The Company shall have one (1) general manager, who shall be appointed and dismissed by the board of directors.</p>	<p>Article 193 The Company shall have one (1) general manager, who shall be appointed and dismissed by the board of directors. <u>The chairman of the Company shall not concurrently serve as the general manager.</u></p>
22	<p>Article 215 The supervisory committee shall convene meetings at least once every six (6) months. The chairman of the supervisory committee shall convene the meetings. The supervisors may propose to convene an extraordinary meeting of the supervisory committee.</p>	<p>Article 215 The supervisory committee shall convene meetings at least <u>four (4) times</u> once every <u>year</u> six (6) months. The chairman of the supervisory committee shall convene the meetings. The supervisors may propose to convene an extraordinary meeting of the supervisory committee.</p>

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
23	<p>Article 218 The discussed issues shall be recorded in the minutes of the meeting of the Supervisory Committee. Supervisors attending the meeting shall sign on the minutes of meetings.</p>	<p>Article 218 The discussed issues shall be recorded in the minutes of the meeting of the Supervisory Committee. Supervisors attending the meeting shall sign on the minutes of meetings. <u>The meeting minutes shall be kept permanently.</u></p>
24	<p>Article 264 The principal duties and responsibilities of the audit controller include:</p> <ul style="list-style-type: none"> (I) Organizing the activities of the Company's internal audit system; (II) Organizing the formulation and facilitating the implementation of the Company's internal audit policies, annual audit plans and audit budgets; (III) Organizing the implementation of auditing projects to ensure the quality of internal auditing activities; (IV) Reporting significant issues and risks to the audit committee under the board of directors and the general manager of the Company, and proposing measures for improvement in a timely manner; (V) Coordinating the relationship between the internal audit department and other departments of the Company. 	<p>Article 264 The principal duties and responsibilities of the audit controller include:</p> <ul style="list-style-type: none"> (I) Organizing the activities of the Company's internal audit system; (II) Organizing the formulation and facilitating the implementation of the Company's internal audit policies, annual audit plans and audit budgets; (III) Organizing the implementation of auditing projects to ensure the quality of internal auditing activities; (IV) Reporting significant issues and risks to the audit <u>and consumer rights protection</u> committee under the board of directors and the general manager of the Company, and proposing measures for improvement in a timely manner; (V) Coordinating the relationship between the internal audit department and other departments of the Company.

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
25	<p>Article 267 The principal duties and responsibilities of the compliance officer include:</p> <p>.....</p> <p>(IV) Periodically making recommendations regarding measures for improving our compliance to the general manager and the audit committee of the board of directors, and timely reporting material non-compliant activities of the Company and the senior management to the general manager and the audit committee of the board of directors;</p> <p>.....</p>	<p>Article 267 The principal duties and responsibilities of the compliance officer include:</p> <p>.....</p> <p>(IV) Periodically making recommendations regarding measures for improving our compliance to the general manager and the audit <u>and consumer rights protection</u> committee of the board of directors, and timely reporting material non-compliant activities of the Company and the senior management to the general manager and the audit <u>and consumer rights protection</u> committee of the board of directors;</p> <p>.....</p>
26	<p>Article 275 The remuneration of the accounting firm or the method of determining the remuneration shall be decided by the shareholders' general meeting.</p>	<p>Article 275 The remuneration of the accounting firm or the method of determining the remuneration shall be decided <u>through ordinary resolution</u> by the shareholders' general meeting.</p>
27	<p>Article 276 The appointment, removal and non-reappointment of an accounting firm shall be resolved by the shareholders' general meeting, and shall be filed with the securities regulatory authority of the State Council. When necessary, the reason for the change shall be stated.</p>	<p>Article 276 The appointment, removal and non-reappointment of an accounting firm shall be resolved <u>through ordinary resolution</u> by the shareholders' general meeting, and shall be filed with the securities regulatory authority of the State Council. When necessary, the reason for the change shall be stated.</p>

APPENDIX VI PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETINGS OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX I)

No.	Existing Provisions of the Rules of Procedures of the General Meetings	Amended Provisions of the Rules of Procedures of the General Meetings
28	<p>Article 1 In order to safeguard the legitimate rights and interests of ZhongAn Online P & C Insurance Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, the Rules of Procedures of the General Meetings (the “Rules”) are established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Insurance Law of the People’s Republic of China (the “Insurance Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of Opinions on Supplemental Amendments to Articles of Association of Companies Listed in Hong Kong issued from the Overseas Listing Division of the China Securities Regulatory Commission and the Production Systems Division of the State Commission for Economic Restructuring (the “Overseas Letter from CSRC”), the Guidelines for Articles of Association of Insurance Companies (the “Guidelines for Articles of Association of Insurance Companies”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the “Articles of Association”) and other relevant laws and administrative regulations.</p>	<p>Article 1 In order to safeguard the legitimate rights and interests of ZhongAn Online P & C Insurance Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, the Rules of Procedures of the General Meetings (the “Rules”) are established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Insurance Law of the People’s Republic of China (the “Insurance Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of Opinions on Supplemental Amendments to Articles of Association of Companies Listed in Hong Kong issued from the Overseas Listing Division of the China Securities Regulatory Commission and the Production Systems Division of the State Commission for Economic Restructuring (the “Overseas Letter from CSRC”), the Guidelines for Articles of Association of Insurance Companies (the “Guidelines for Articles of Association of Insurance Companies”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the “Articles of Association”) and other relevant laws and administrative regulations.</p>

APPENDIX VI PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETINGS OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX I)

No.	Existing Provisions of the Rules of Procedures of the General Meetings	Amended Provisions of the Rules of Procedures of the General Meetings
29	<p>Article 2 The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law:</p> <p style="text-align: center;">.....</p> <p>(VIII) to pass resolutions on the increase or reduction of the Company's registered capital and purchase of the Company's shares under the circumstances as stipulated in items (I) and (II) of Article 27 of the Articles of Association;</p> <p style="text-align: center;">.....</p>	<p>Article 2 The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with law:</p> <p style="text-align: center;">.....</p> <p>(VIII) to pass resolutions on the increase or reduction of the Company's registered capital and purchase of the Company's shares <u>pursuant to laws</u>under the circumstances as stipulated in items (I) and (II) of Article 27 of the Articles of Association;</p> <p style="text-align: center;">.....</p>
30	<p>Article 4 An extraordinary general meeting shall be convened within two (2) months from the occurrence of any of the following events:</p> <p style="text-align: center;">.....</p> <p>(III) Shareholder(s) holding 10% or more of the Company's issued shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;</p>	<p>Article 4 An extraordinary general meeting shall be convened within two (2) months from the occurrence of any of the following events:</p> <p style="text-align: center;">.....</p> <p>(III) Shareholder(s) holding 10% or more of the Company's issued shares carrying voting rights, <u>on a one vote per share basis</u>, request(s) in writing the convening of an extraordinary general meeting;</p>
31	<p>Article 6</p> <p>In the event that the board of directors is unable or fails to perform the duties of convening shareholders' general meetings, the supervisory committee shall promptly convene and preside over the meetings. If the supervisory committee fails to convene and preside over a shareholders' general meeting, shareholders severally or jointly holding 10% or more of the Company's shares for more than ninety (90) consecutive days shall have the right to convene and preside over the meeting.</p>	<p>Article 6</p> <p>In the event that the board of directors is unable or fails to perform the duties of convening shareholders' general meetings, the supervisory committee shall promptly convene and preside over the meetings. If the supervisory committee fails to convene and preside over a shareholders' general meeting, shareholders severally or jointly holding 10% or more of the Company's shares <u>carrying voting rights, on a one vote per share basis</u>, for more than ninety (90) consecutive days shall have the right to convene and preside over the meeting.</p>

APPENDIX VI PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETINGS OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX I)

No.	Existing Provisions of the Rules of Procedures of the General Meetings	Amended Provisions of the Rules of Procedures of the General Meetings
32	<p>Article 9 An extraordinary general meeting or class shareholders' meeting required by shareholders shall be convened in accordance with the following procedures:</p> <p style="text-align: center;">.....</p> <p>(I) Two or more shareholders who jointly hold 10% or more of the shares carrying voting rights at the proposed meeting may request the board of directors to convene an extraordinary general meeting or class shareholders' meeting by signing a written requisition or several copies with the same format and content, and to illustrate the subject of the meetings. The board of directors shall convene an extraordinary general meeting or class shareholders' meeting as soon as possible upon receipt of the foresaid written requisition. The aforesaid number of shareholdings is calculated as at the date of the submission of the written requisition by the shareholders.</p>	<p>Article 9 An extraordinary general meeting or class shareholders' meeting required by shareholders shall be convened in accordance with the following procedures:</p> <p style="text-align: center;">.....</p> <p>(I) Two or more shareholders who jointly hold 10% or more of the shares carrying voting rights, <u>on a one vote per share basis,</u> at the proposed meeting may request the board of directors to convene an extraordinary general meeting or class shareholders' meeting by signing a written requisition or several copies with the same format and content, and to illustrate the subject of the meetings. The board of directors shall convene an extraordinary general meeting or class shareholders' meeting as soon as possible upon receipt of the foresaid written requisition. The aforesaid number of shareholdings is calculated as at the date of the submission of the written requisition by the shareholders.</p>

APPENDIX VI PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETINGS OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX I)

No.	Existing Provisions of the Rules of Procedures of the General Meetings	Amended Provisions of the Rules of Procedures of the General Meetings
33	<p>Article 26 Independent directors shall be nominated by means of the following:</p> <p>(I) the shareholders who individually or in aggregate hold no less than 3% of the shares of the Company may propose the nomination to the shareholders' general meeting directly, but one shareholder can nominate one independent director only;</p> <p>.....</p>	<p>Article 26 Independent directors shall be nominated by means of the following:</p> <p>(I) the shareholders who individually or in aggregate hold no less than 3%<u>1%</u> of the shares of the Company may propose the nomination to the shareholders' general meeting directly, but one shareholder can nominate one independent director only; <u>Shareholders who have nominated non-independent directors and their related parties shall not simultaneously nominate independent directors;</u></p> <p>.....</p>
34	<p>Article 29 All shareholders are entitled to attend the shareholders' general meeting and vote thereat under the relevant laws, regulations and the Articles of Association.</p>	<p>Article 29 All shareholders are entitled to attend the shareholders' general meeting <u>and have the right to speak and vote thereat, except where a shareholder is required to abstain from voting to approve the matter under the relevant laws, regulations and the Articles of Association.</u> and vote thereat under the relevant laws, regulations and the Articles of Association.</p>
35	<p>Article 46 The following matters shall approved by special resolutions of a shareholders' general meeting:</p> <p>.....</p> <p>(III) the acquisition of the shares of the Company under the circumstances as stipulated in items (I) and (II) of paragraph I of Article 27 of the Articles of Association;</p> <p>.....</p> <p>(IX) employee stock ownership plan;</p> <p>.....</p>	<p>Article 46 The following matters shall be approved by special resolutions of a shareholders' general meeting:</p> <p>.....</p> <p>(III) the acquisition of the shares of the Company under the circumstances as stipulated <u>by the laws and regulations</u> in <u>items (I) and (II) of paragraph I of Article 27 of the Articles of Association;</u></p> <p>.....</p> <p>(IX) employee stock ownership plan; <u>review and approval of the equity incentive plan;</u></p> <p>.....</p>

APPENDIX VII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX II)

No.	Existing Provisions of the Rules of Procedures of the Board of Directors	Amended Provisions of the Rules of Procedures of the Board of Directors
36	<p>Article 1 In order to further standardize the rules governing the meetings and decision-making procedures of the board of directors (the “Board”) of ZhongAn Online P & C Insurance Co., Ltd.* 眾安在綫財產保險股份有限公司) (the “Company”), to ensure the effective implementation of the duties of directors and the Board, to accelerate the codification, effective operation and scientific decision-making of the Board, and to improve the corporate governance structure, these Rules of Procedures of the Board of Directors (the “Rules”) have been formulated pursuant to the Company Law of the People’s Republic of China (the “Company Law”), Insurance Law of the People’s Republic of China (the “Insurance Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of Opinions on Supplemental Amendments to Articles of Association of Companies Listed in Hong Kong issued from the Overseas Listing Division of the China Securities Regulatory Commission and the Production Systems Division of the State Commission for Economic Restructuring the “Overseas Letter from CSRC”), Guidelines for Articles of Association of Insurance Companies (the “Guidelines for Articles of Association of Insurance Companies”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the “Articles of Association”) and other relevant laws and administrative regulations, departmental rules and normative documents in association with the prevailing circumstances of the Company.</p>	<p>Article 1 In order to further standardize the rules governing the meetings and decision-making procedures of the board of directors (the “Board”) of ZhongAn Online P & C Insurance Co., Ltd.* 眾安在綫財產保險股份有限公司) (the “Company”), to ensure the effective implementation of the duties of directors and the Board, to accelerate the codification, effective operation and scientific decision-making of the Board, and to improve the corporate governance structure, these Rules of Procedures of the Board of Directors (the “Rules”) have been formulated pursuant to the Company Law of the People’s Republic of China (the “Company Law”), Insurance Law of the People’s Republic of China (the “Insurance Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of Opinions on Supplemental Amendments to Articles of Association of Companies Listed in Hong Kong issued from the Overseas Listing Division of the China Securities Regulatory Commission and the Production Systems Division of the State Commission for Economic Restructuring the “Overseas Letter from CSRC”), Guidelines for Articles of Association of Insurance Companies (the “Guidelines for Articles of Association of Insurance Companies”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the “Articles of Association”) and other relevant laws and administrative regulations, departmental rules and normative documents in association with the prevailing circumstances of the Company.</p>

**APPENDIX VII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF
THE BOARD OF DIRECTORS OF THE ARTICLES OF ASSOCIATION OF
ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX II)**

No.	Existing Provisions of the Rules of Procedures of the Board of Directors	Amended Provisions of the Rules of Procedures of the Board of Directors
37	<p>Article 12 If a director fails to attend two consecutive meetings in person and has not appointed any other directors to attend the Board meetings on behalf of him/her, he/she shall be deemed to have failed to perform his/her duties, the Board, Supervisory Committee or shareholders shall submit a motion to the shareholders' general meeting for his/her dismissal.</p> <p>If a director has failed to attend two Board meetings in person within one year, the Company shall issue a written warning to him/her. If an independent director has received two warnings within one session during his/her term of office, he/she shall not be allowed to serve consecutive terms.</p>	<p>Article 12 <u>A director shall attend at least two-thirds of the on-site meetings of the Board of Directors in person every year. If a director cannot attend the meeting in person due to certain reasons, he or she may appoint another director in writing to attend on his or her behalf, but any independent director shall not appoint non-independent director to attend on his or her behalf.</u> If a director fails to attend two consecutive meetings in person and has not appointed any other directors to attend the Board meetings on behalf of him/her, he/she shall be deemed to have failed to perform his/her duties, the Board, Supervisory Committee or shareholders shall submit a motion to the shareholders' general meeting for his/her dismissal.</p> <p>If a director has failed to attend two Board meetings in person within one year, the Company shall issue a written warning to him/her. If an independent director has received two warnings within one session during his/her term of office, he/she shall not be allowed to serve consecutive terms.</p>

**APPENDIX VII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF
THE BOARD OF DIRECTORS OF THE ARTICLES OF ASSOCIATION OF
ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX II)**

No.	Existing Provisions of the Rules of Procedures of the Board of Directors	Amended Provisions of the Rules of Procedures of the Board of Directors
38	<p>Article 13 The Board shall perform the following duties:</p> <p>(I) to convene the shareholders' general meetings and to report on its work to the shareholders' general meetings;</p> <p>(II) to implement the resolutions of the shareholders' general meetings;</p> <p>(III) to decide on the Company's business plans and investment plans, to control and monitor the financial conditions and use of funds of the Company;</p> <p>(IV) to establish the Company's development strategies;</p> <p>(V) to establish the Company's annual financial budget and final accounts plan;</p> <p>(VI) to establish the Company's profit distribution plan and loss recovery plan;</p> <p>(VII) to establish proposals for the increase or decrease of the Company's registered capital and the issuance of corporate debentures or other securities of the Company and listing plans;</p>	<p>Article 13 The Board shall perform the following duties:</p> <p>(I) to convene the shareholders' general meetings and to report on its work to the shareholders' general meetings;</p> <p>(II) to implement the resolutions of the shareholders' general meetings;</p> <p>(III) to decide on the Company's business plans and investment plans, to control and monitor the financial conditions and use of funds of the Company;</p> <p>(IV) to establish the Company's development strategies <u>and supervise over the implementation of the strategies</u>;</p> <p>(V) to establish the Company's annual financial budget and final accounts plan;</p> <p>(VI) to establish the Company's profit distribution plan and loss recovery plan;</p> <p>(VII) to establish proposals for the increase or decrease of the Company's registered capital and the issuance of corporate debentures or other securities of the Company and listing plans;</p>

**APPENDIX VII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF
THE BOARD OF DIRECTORS OF THE ARTICLES OF ASSOCIATION OF
ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX II)**

No.	Existing Provisions of the Rules of Procedures of the Board of Directors	Amended Provisions of the Rules of Procedures of the Board of Directors
	<p>(VIII) to formulate the plans for major acquisitions, acquisition of shares of the Company under the circumstances as stipulated in items (I) and (II) of Article 27 of the Articles of Association, or merger, division, dissolution and change of form of the Company;</p> <p>(IX) to decide on the establishment of the internal management structure of the Company;</p> <p>(X) to establish the basic management system of the Company;</p> <p>(XI) to periodically evaluate and improve corporate governance and to review the corporate governance report of the Company;</p> <p>(XII) to decide on the appointment or dismissal of the general manager of the Company and his/her compensation, and to decide on the appointment or dismissal of the deputy general manager, financial controller, actuarial controller and other senior management of the Company and their compensation, incentive and punishment matters in accordance with the nominations of the general manager;</p>	<p>(VIII) to formulate the plans for major acquisitions, acquisition of shares of the Company <u>in accordance with law</u>under the circumstances as stipulated in items (I) and (II) of Article 27 of the Articles of Association, or merger, division, dissolution and change of form of the Company;</p> <p>(IX) to decide on the establishment of the internal management structure of the Company;</p> <p>(X) to establish the basic management system of the Company;</p> <p>(XI) to periodically evaluate and improve corporate governance and to review the corporate governance report of the Company;</p> <p>(XII) to decide on the appointment or dismissal of the general manager of the Company and his/her compensation, and to decide on the appointment or dismissal of the deputy general manager, financial controller, actuarial controller and other senior management of the Company and their compensation, incentive and punishment matters in accordance with the nominations of the general manager <u>to supervise senior management to perform their duties</u>;</p>

APPENDIX VII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX II)

No.	Existing Provisions of the Rules of Procedures of the Board of Directors	Amended Provisions of the Rules of Procedures of the Board of Directors
	<p style="text-align: center;">.....</p> <p>(XXX) to consider the acquisition of the shares of the Company under the circumstances as stipulated in items (III), (V) and (VI) of Article 27 of the Articles of Association;</p> <p>(XXXI) other functions and powers as conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' general meetings.</p> <p>For resolutions passed by the Board in the preceding paragraphs, except for paragraphs (VII), (VIII) and (XVI) which must be passed by the affirmative votes of more than two-thirds (2/3) of all directors, the Board resolutions in respect of all other matters may be passed by the affirmative votes of a simple majority of all directors.</p> <p>Powers and authority of the Board shall be exercised collectively by the Board. Statutory powers of the Board in principle shall not be delegated to be exercised by the chairman, directors or other individuals and entities, if delegation of authority is necessary, it shall be delegated by way of Board resolution in compliance with the law. Authority shall be authorized each time for one matter, the powers and authority of the Board shall not be delegated generally or permanently to be exercised by other entities or individuals of the Company.</p>	<p style="text-align: center;">.....</p> <p>(XXX) to consider the acquisition of the shares of the Company under the circumstances as stipulated in items (III), (V) and (VI) of Article 27 of the Articles of Association;</p> <p><u>(XXX) to formulate the capital plan of the Company and assume the ultimate responsibility for capital or solvency management;</u></p> <p><u>(XXXI) to formulate policies on risk tolerance level, risk management and internal control of the Company and assume ultimate responsibility for comprehensive risk management;</u></p> <p><u>(XXXII) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(XXXIII) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders;</u></p> <p><u>(XXXIV) to assume management responsibility of shareholders' matters;</u></p> <p><u>(XXXV) to take charge of information disclosure of the Company and assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reports;</u></p>

**APPENDIX VII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF
THE BOARD OF DIRECTORS OF THE ARTICLES OF ASSOCIATION OF
ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX II)**

No.	Existing Provisions of the Rules of Procedures of the Board of Directors	Amended Provisions of the Rules of Procedures of the Board of Directors
		<p data-bbox="906 378 1390 534"><u>(XXXVI)</u> to consider and approve the digital governance of the Company in accordance with laws, regulations, regulatory provisions and the Articles of Association;</p> <p data-bbox="906 576 1390 732"><u>(XXXI)</u> other functions and powers as <u>(XXXVII)</u> conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' general meetings.</p> <p data-bbox="842 774 1390 1215">For resolutions passed by the Board in the preceding paragraphs, except for paragraphs (VII), (VIII) and (XVI) <u>and material matters involving major investments, asset disposals, capital replenishment plans, formulating the profit distribution plan and compensation plan of the Company, appointment and discharge of senior management, etc.</u> which must be passed by the affirmative votes of more than two-thirds (2/3) of all directors, the Board resolutions in respect of all other matters may be passed by the affirmative votes of a simple majority of all directors.</p> <p data-bbox="842 1257 1390 1664">Powers and authority of the Board shall be exercised collectively by the Board. Statutory powers of the Board in principle shall not be delegated to be exercised by the chairman, directors or other individuals and entities, if delegation of authority is necessary, it shall be delegated by way of Board resolution in compliance with the law. Authority shall be authorized each time for one matter, the powers and authority of the Board shall not be delegated generally or permanently to be exercised by other entities or individuals of the Company.</p>

APPENDIX VII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX II)

No.	Existing Provisions of the Rules of Procedures of the Board of Directors	Amended Provisions of the Rules of Procedures of the Board of Directors
39	<p>Article 37 For any proposal which is to be considered and adopted by way of a board resolution but does not really need on-site communication and discussion among directors, relevant resolution can be made by way of telecommunications. The Board shall make it clear in the notice of meeting whether the meeting shall be convened by way of communication voting.</p> <p>No meeting shall be convened by way of communication voting in respect of any proposals in relation to the profit distribution plan, remuneration plan, major investment and assets disposal, appointment and discharge of senior management, and other proposals regarding the risk management of the Company.</p>	<p>Article 37 For any proposal which is to be considered and adopted by way of a board resolution but does not really need on-site communication and discussion among directors, relevant resolution can be made by way of telecommunications<u>written resolutions</u>. The Board shall make it clear in the notice of meeting whether the meeting shall be convened by way of communication voting<u>written resolutions</u>.</p> <p>No meeting shall be convened by way of communication voting in respect of any <u>material matters proposals</u> in relation to the profit distribution plan, remuneration plan, major investment and assets disposal, appointment and discharge of senior management, and <u>capital replenishment</u>other proposals regarding the risk management of the Company, and such matters shall be <u>approved by more than two-thirds of the directors</u>.</p>

APPENDIX VIII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX III)

No.	Existing Provisions of the Rules of Procedures of the Supervisory Committee	Amended Provisions of the Rules of Procedures of the Supervisory Committee
40	<p>Article 1 In order to regularize the method of deliberations and voting procedures of the Supervisory Committee the “Committee”) of ZhongAn Online P & C Insurance Co., Ltd.* (眾安在綫財產保險股份有限公司) the (the “Company”), to procure the supervisors and the Committee to effectively perform their duties and obligations, to streamline the corporate governance of the Company, and to protect the lawful rights and interests of the Company, its shareholders and employees, these Rules of Procedures of the Supervisory Committee (the “Rules”) are formulated according to the Company Law of the People’s Republic of China(the “ Company Law”), Insurance Law of the People’s Republic of China (the “Insurance Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of Opinions on Supplemental Amendments to the Articles of Association of Companies Listed in Hong Kong issued from the Overseas Listing Division of the China Securities Regulatory Commission and the Production Systems Division of the State Commission for Economic Restructuring the “Overseas Letter from CSRC”), the Guidelines for Articles of Association of Insurance Companies (the “Guideline for Articles of Association of Insurance Companies”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the “Articles of Association”) and other relevant laws and administrative regulations.</p>	<p>Article 1 In order to regularize the method of deliberations and voting procedures of the Supervisory Committee the “Committee”) of ZhongAn Online P & C Insurance Co., Ltd.* (眾安在綫財產保險股份有限公司) the (the “Company”), to procure the supervisors and the Committee to effectively perform their duties and obligations, to streamline the corporate governance of the Company, and to protect the lawful rights and interests of the Company, its shareholders and employees, these Rules of Procedures of the Supervisory Committee (the “Rules”) are formulated according to the Company Law of the People’s Republic of China(the “ Company Law”), Insurance Law of the People’s Republic of China (the “Insurance Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Letter of Opinions on Supplemental Amendments to the Articles of Association of Companies Listed in Hong Kong issued from the Overseas Listing Division of the China Securities Regulatory Commission and the Production Systems Division of the State Commission for Economic Restructuring the “Overseas Letter from CSRC”), the Guidelines for Articles of Association of Insurance Companies (the “Guideline for Articles of Association of Insurance Companies”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), <u>the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the “Articles of Association”) and other relevant laws and administrative regulations.</p>

APPENDIX VIII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX III)

No.	Existing Provisions of the Rules of Procedures of the Supervisory Committee	Amended Provisions of the Rules of Procedures of the Supervisory Committee
41	<p>Article 4 The Committee shall be composed of an external Supervisor, a shareholder representative Supervisor and an employee representative Supervisor, among which external Supervisors and employee representative Supervisors shall not be less than one-third (1/3). For candidates for the non-employee Supervisors, the Committee and shareholder(s) individually or jointly own(s) more than 3% of the shares of the Company can proposed a list of supervisor candidates. Supervisors (other than employee representative Supervisors) shall be elected or removed by the shareholders’ general meeting, and supervisors served as employee representatives shall be elected or removed through employee representative meeting or otherwise democratically by election.</p>	<p>Article 4 The Committee shall be composed of an external Supervisor, a shareholder representative Supervisor and an employee representative Supervisor, among which external Supervisors and employee representative Supervisors shall not be less than one-third (1/3). For candidates for the non-employee Supervisors, the Committee and shareholder(s) individually or jointly own(s) more than 3% of the shares of the Company can proposed a list of supervisor candidates. Supervisors (other than employee representative Supervisors) shall be elected or removed by the shareholders’ general meeting, and supervisors served as employee representatives shall be elected or removed through employee representative meeting or otherwise democratically by election. <u>Non-employee Supervisors shall be nominated by shareholders or the Supervisory Committee, and employee representative supervisors shall be nominated by the Supervisory Committee and labor union. The shareholders and their related parties that have already nominated directors shall not nominate supervisors, but that otherwise prescribed by the State shall prevail. Supervisors (other than employee representative Supervisors) shall be elected or removed by the shareholders’ general meeting and employee representative Supervisors shall be democratically elected or removed by the employees of the Company.</u></p>

APPENDIX VIII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX III)

No.	Existing Provisions of the Rules of Procedures of the Supervisory Committee	Amended Provisions of the Rules of Procedures of the Supervisory Committee
42	<p>Article 13 The Committee shall perform the following duties:</p> <ol style="list-style-type: none"> (1) To examine the finance of the Company; (2) To monitor the performance of duties of directors and senior management, and to propose dismissal of directors and senior management who have violated the laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meeting; (3) To demand for correction in the event of any damage to the interests of the Company caused by directors or other senior management; (4) To examine the financial information such as the financial reports, business reports and plans for profit distribution to be submitted by the board of directors to the shareholders' general meeting, and to engage registered accountants and certified auditors to assist in review in the name of the Company; (5) To propose the convening of extraordinary general meetings, and to convene and chair shareholders' general meetings in the event of the board of directors having failed to perform its duties pursuant to the Company Law; 	<p>Article 13 The Committee shall perform the following duties:</p> <ol style="list-style-type: none"> (1) To examine the finance of the Company; (2) To monitor the performance of duties of directors and senior management, and to propose dismissal of directors and senior management who have violated the laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meeting; (3) To demand for correction in the event of any damage to the interests of the Company caused by directors or other senior management; (4) To examine the financial information such as the financial reports, business reports and plans for profit distribution to be submitted by the board of directors to the shareholders' general meeting, and to engage registered accountants and certified auditors to assist in review in the name of the Company; (5) To propose the convening of extraordinary general meetings, and to convene and chair shareholders' general meetings in the event of the board of directors having failed to perform its duties pursuant to the Company Law;

APPENDIX VIII PARTICULARS OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE OF THE ARTICLES OF ASSOCIATION OF ZHONGAN ONLINE P & C INSURANCE CO., LTD. (ANNEX III)

No.	Existing Provisions of the Rules of Procedures of the Supervisory Committee	Amended Provisions of the Rules of Procedures of the Supervisory Committee
	<p>(6) To propose motions to the shareholders' general meeting;</p> <p>(7) To institute legal proceedings against directors and senior management pursuant to the provisions of section 152 of the Company Law;</p> <p>(8) To initiate investigations into any irregularities identified in the operation of the company and, where necessary, to engage an accounting firm to assist in his/her work at the company's expense;</p> <p>(9) To nominate candidates for independent directors;</p> <p>(10) Other duties as stipulated by the Articles of Association.</p>	<p>(6) To propose motions to the shareholders' general meeting;</p> <p>(7) To institute legal proceedings against directors and senior management pursuant to the provisions of section 152 151 of the Company Law;</p> <p>(8) To initiate investigations into any irregularities identified in the operation of the company and, where necessary, to engage an accounting firm to assist in his/her work at the company's expense;</p> <p>(9) To nominate candidates for independent directors;</p> <p>(10) Other duties as stipulated by the Articles of Association.</p>
43	<p>Article 14 The Committee meetings are divided into regular meetings and extraordinary meetings. The Committee shall hold at least one meeting every six (6) months and the meeting shall be convened by the chairman of the Committee.</p> <p style="text-align: center;">.....</p>	<p>Article 14 The Committee meetings are divided into regular meetings and extraordinary meetings. The Committee shall hold at least one four (4) meetings every year six (6) months and the meeting shall be convened by the chairman of the Committee.</p> <p style="text-align: center;">.....</p>
44	<p>Article 25 The Committee shall prepare minutes of the meeting by recording the resolutions made at the meeting. Supervisors present at the meeting shall signed on the minutes of the meeting. Supervisors shall have the rights to demand to record, on the minutes of the meeting, a certain kind of clarification on the remarks he made during the meeting.</p>	<p>Article 25 The Committee shall prepare minutes of the meeting by recording the resolutions made at the meeting. Supervisors present at the meeting shall signed on the minutes of the meeting. Supervisors shall have the rights to demand to record, on the minutes of the meeting, a certain kind of clarification on the remarks he made during the meeting. <u>Minutes of meetings shall be kept permanently.</u></p>

In 2021, under the guidance of regulatory authorities, all Directors of the Company, with their honesty, trustworthiness, diligence and conscientiousness, earnestly fulfilled their duties in accordance with the regulatory provisions and the Articles of Association. All Directors of the Company has made decisions on matters within the scope of authority of the Board of Directors by resolutions at meetings of the Board and other means and supervised the performance of senior management personnel, thus earnestly safeguarding the legitimate rights and interests of the Company, Shareholders, insured persons and other stakeholders. The relevant information is reported as follows:

I. Composition of the Board of Directors

(I) Composition and changes of the Board of Directors

In 2021, the composition and changes of the Board are indicated in the table below:

No.	Name	Position	Changes in 2021
1	Yaping Ou	Chairman of the Board and executive Director	/
2	Hugo Jin Yi Ou	Executive Director	/
3	Jin Chen	Executive Director	Resigned on January 22, 2021
4	Xinyi Han	Non-executive Director	Resigned on October 24, 2021
5	Weibiao Zhan	Non-executive Director	Appointed on May 17, 2021
6	Liangxun Shi	Non-executive Director	/
7	Ming Yin	Non-executive Director	Resigned on April 1, 2021
8	Shuang Zhang	Independent non-executive	/
9	Hui Chen	Independent non-executive	/
10	Yifan Li	Independent non-executive	Resigned on July 20, 2021
11	Ying Wu	Independent non-executive	/
12	Wei Ou	Independent non-executive	/

(II) Composition and changes of special committees under the Board of Directors

To improve the quality and efficiency of work, the special committees under the Board of Directors have been merged from six committees into four committees, each of them with specific terms of reference and an explicit working system. On July 20, 2021, the special committees under the Board of Directors were adjusted as follows:

1. the former audit committee and the consumer rights protection committee has been consolidated as the audit and consumer rights protection committee, with Ms. Hui Chen, Mr. Xinyi Han and Mr. Wei Ou as its members and Ms. Hui Chen as the chairman.
2. the former risk management committee and the related transaction control committee has been consolidated as the risk management and related transaction control committee, with Mr. Wei Ou, Ms. Hui Chen and Mr. Ying Wu as its members and Mr. Wei Ou as the chairman.
3. the former investment strategy committee has been renamed as the strategy and investment decision committee, with Mr. Yaping Ou, Mr. Hugo Jin Yi Ou, Mr. Liangxun Shi and Mr. Weibiao Zhan as its members and Mr. Yaping Ou as the chairman.
4. the former remuneration and nomination committee has been renamed as the nomination and remuneration management committee, with Mr. Yaping Ou, Mr. Shuang Zhang and Mr. Ying Wu as its members and Mr. Shuang Zhang as the chairman.

II. Attendance record of Directors at Board meetings

In 2021, the Board of the Company held a total of 8 Board meetings. The Directors have diligently performed their duties, actively participated in review and decision making and mostly attended the meetings in person. For individual cases where some Directors were not able to attend due to other business reasons, they all authorized other Directors in writing as their proxy to attend and vote at the meeting on their behalf. Details are as follows:

Name	Required attendance	Attendance in person	Attendance by proxy	Absence
Yaping Ou	8	8	0	0
Xinyi Han	7	7	0	0
Ming Yin	2	1	1	0
Weibiao Zhan	5	5	0	0
Liangxun Shi	8	6	2	0
Jin Chen	8	8	0	0
Hugo Jin Yi Ou	8	8	0	0
Hui Chen	8	8	0	0
Shuang Zhang	8	8	0	0
Yifan Li	5	4	1	0
Ying Wu	8	8	0	0
Wei Ou	8	8	0	0

III. Voting and Expression of Opinions by Directors at the Board Meetings

In 2021, all Directors diligently exercised their power conferred by the Articles of Association, paid full attention to the Company's development by keeping updated about the important business information of the Company, and actively participated in the Board meetings during the reporting period. All the Directors prudently and independently exercised their voting rights on the basis of full understanding of the operating status of the Company, and expressed fair and objective opinions in accordance with relevant requirements, and put forward constructive opinions and suggestions and played the core role in decision making with concern toward the following matters:

- (I) Upgrading the governance structure of the Company. In 2021, the Board of Directors seized the opportunity of implementing the Corporate Governance Guidelines for Banking and Insurance Institutions and a series of new regulations on corporate governance supervision in light of the actual situation of the Company to continuously promote the progressive optimization of corporate governance. The Board of Directors considered and approved the relevant resolutions to the amendment of the Articles of Association and the formulation of the corporate governance systems such as the Administrative Measures for the Performance Evaluation of Directors and Supervisors, the Remuneration Management System for Directors and Supervisors, and the Independent Director System, which provided institutional guarantees for the efficient operation and effective balances of the governance. In the meantime, acting by the principle of compliance and efficiency, the Board of Directors has adjusted the special committees thereunder, which effectively improved the quality and efficiency.
- (II) Maintaining strategic focus and effectively playing the decision-making and leading role in the healthy growth of the Company, "empowering the finance business with technologies and providing insurance services with a caring hand". The Directors required the Company to focus on the principal business of insurance, give full play to the driving role of technology, adhere to the "insurance + technology" two-winged, detect new growth driver, explore new business models, and further enhance its service to a new level. In 2021, the Company achieved high-quality development, and most operating indicators made historic breakthroughs. The principle business of insurance has developed steadily, and the scale of premiums has exceeded RMB20 billion for the first time and amounted to RMB20.37 billion, representing an increase of 21.9% year-on-year; the insurance business quality has continued to improve with the comprehensive cost ratio dropped to 99.6%, and for the first time, the underwriting profit has been realized with net profit attributable to parent company of RMB1.16 billion, representing an increase of 110.3% over the same period last year.

- (III) Staying updated with major issues and playing the core role as the Board of Directors. In 2021, the Board of Directors approved major matters of the Company such as strategic layout, significant investments, major related party transactions, solvency management, and appointment of senior management. All Directors fully and responsibly provided professional advice, made fair and objective decisions, were devoted to their duties and responsibilities and focused on maintaining the legitimate rights and interests of the Company, all Shareholders and other stakeholders.

IV. Work done by the Directors to understand the operation of the Company and their feedbacks to the Company

In 2021, the Directors flexibly and efficiently learned about the Company's operation and management through various channels to support their scientific and prudent decision-making:

- (I) Conducting careful review on resolutions and active discussion at Board meetings. The Board and the Board committees performed their respective duties properly by leveraging their respective expertise to ensure that the Board can be informed and make appropriate decisions after considering various advice and suggestions. The Directors carefully and prudently reviewed the meeting documents and communicated with the management team of the Company on relevant matters before the meetings of the Board of Directors and various professional committees. The Directors also communicated and discussed thoroughly on the resolutions during the meetings, while the management of the Company present also made responses to those enquiries raised by the Directors at the meetings.
- (II) On site reviews by some Directors to the Company and stationing in the Company to work on-site. In 2021, some Directors of the Company conducted on site reviews at the Company, listened to certain reports including the "Comprehensive Risk Management Report for the First Three Quarters of 2021", "2021 Legal Compliance Work Report", "IFRS 17 Project Report", "Internal Audit Work", "Related Party Transactions", and comprehensively reviewed the performance in terms of the Company's financial management, risk management, legal compliance, and internal audit. By stationing in the Company to work on-site, the Directors grasped the actual situation of the Company in real time, and gave full play to their experience and professional expertise to provide guidance and suggestions for such work.
- (III) Timely communications with the management. The Directors regularly listened to the report from the management in respect of the operation of the Company. Moreover, the Directors read the Monthly Correspondence of Directors (董事月訊) every month to keep abreast of the updates on the operation and management of the Company such as regulatory developments, monthly financial conditions, major events and operating performance, and exchanged opinions with the management of the Company on those issues of concern through telephone, the Internet, etc.
- (IV) Reports from the Company's accountant. The Directors listened to the specific reports on the financial information, solvency and other issues provided by the accounting firm engaged by the Company twice a year.

- (V) Through close and effective communication with the Supervisory Committee of the Company, the Directors learned about the opinions and suggestions of the supervisors on the business development of the Company.

V. Directors' participation in training

In 2021, in order to tightly follow the changes in the economic environment and industry trends and continuously enhance their ability to perform duties, the Directors proactively participated in various training courses organised by regulatory agencies, industry organisations and corporate organisations, including the Corporate Governance Guidelines for Banking and Insurance Institutions provided by the China Insurance Industry Association, the Interpretation of Regulatory Policies for Internet Life Insurance Business, the Opportunity on Insurance Intermediary Industry in the Chinese Civil Code, the Construction Of Anti-Money Laundering Compliance System And Case Studies.

According to the relevant requirements of the CBIRC, details of the total training hours of the Directors' participation in external training are shown in the table below:

Name	Training hours	Note
Yaping Ou	100.1	
Xinyi Han	100.1	Resigned on October 24, 2021
Liangxun Shi	100.1	
Ming Yin	25.1	Resigned on April 1, 2021
Jin Chen	0	Resigned on January 22, 2021
Hugo Jin Yi Ou	100.1	
Hui Chen	100.1	
Shuang Zhang	100.1	
Yifan Li	74.2	Resigned on July 20, 2021
Ying Wu	100.1	
Wei Ou	100.1	
Weibiao Zhan	100.1	

In addition, the Directors also took the initiative to consult the interpretation of the Measures for Evaluation of the Performance of Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation) sent by the Company, and actively participated in the study of other regulatory rules and professional trainings by watching the short film on director training released by the Hong Kong Stock Exchange.

Shuang Zhang

According to No. 942 (Bao Jian Xu Ke [2014] No. 942) issued by the China Banking Regulatory Commission, I formally took office as independent Director of the second session of the Board of Directors of ZhongAn Online P & C Insurance Co., Ltd. on November 14, 2014 while serving as the chairman of the Nomination and Remuneration Committee under the second session of the Board of Directors.

In May 2019, as approved by the Shareholders' general meeting, I was elected as an independent Director of the third session of the Board of Directors of ZhongAn Online while serving as the chairman of the Nomination and Remuneration Committee.

In December 2020, as approved by the Shareholders' general meeting, my term of independent Director would extend until the re-election of the third session of the Board of Directors as at November 2022. ZhongAn Online has completed the "Registration Report on Shuang Zhang's Continuation as an Independent Director of the Company" (Zhong An Zi [2020] No. 454) (《關於張爽先生繼續擔任公司獨立董事的備案報告》(眾安字(2020)454號)) as at September 11, 2020. I will continue to be an independent Director of the third session of the Board of Directors, while serving as the chairman of the Nomination and Remuneration Committee under the Board of Directors.

I hereby submit my performance report for 2021 in accordance with the relevant regulations and requirements of the Company Law of the PRC (《中華人民共和國公司法》), the Insurance Law of the PRC (《中華人民共和國保險法》), the Administrative Measures on Independent Directors of Insurance Companies (《保險公司獨立董事管理辦法》) and the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (《眾安在綫財產保險股份有限公司章程》).

I. Attendance of meetings and expression of opinions

In 2021, I attended in person 8 meetings of the Board of Directors and 7 meetings of the Nomination and Remuneration Committee that I was obliged to attend. I, as the chairman of the Nomination and Remuneration Committee, worked with other members of the committee to express opinions on the qualifications of candidates for Directors of the Company, the appointment and dismissal of the senior management personnel and the annual appraisal of the senior management personnel, and then made advice and recommendations to the Board of Directors. During my deliberation and review of all the resolutions and reports, I also fully discussed the relevant contents with other Directors and the management team of the Company. As an independent Director, I always hold a prudent, rigorous and responsible work attitude to express independent opinions on the Company's major issues such as changes in leadership and related party transactions.

II. Work done to understand the developments of the Company

In order to let the Directors keep abreast of the Company's operations, the Monthly Correspondence of Directors (《董事月訊》) will be dispatched by the Company to the Directors on a monthly basis, which sorts out and reports on regulatory policies, financial data and operational

performance. In addition, participation in the discussions at meetings of the Board of Directors and the special committees thereunder, and the study and deliberation of information thereof, serve as one of the important channels for us to grasp the updates, the performance development and the development direction of the Company in a more exhaustive manner.

Moreover, in respect of ZhongAn Online (a Hong Kong listed company), I gained a comprehensive understanding of the Company by referring to announcements publicly disclosed on the Hong Kong Stock Exchange and analysts reports, etc.

III. No obstacles encountered in fulfilment of duties

Over the years, great support and assistance have been provided by the Company for the Directors in their work. As an independent Director, my independence during the course of fulfilment of duties was also guaranteed. For the relevant questions, opinions and suggestions raised by the independent Directors, the management of the Company could respond and adopt them in a timely manner. None of the independent Directors encountered a situation where they could not express their opinions, and no opinion raised was rejected by the Company.

IV. Performance self-evaluation for the year

In 2021, I performed my duties as an independent Director of the Company in a law-abiding, diligent, faithful and independent manner, and attended/convened the meetings in accordance with the relevant requirements to express objective and independent advice and recommendations on the resolutions after due deliberation. In my daily work, I keep close contact with the Company through various channels such as e-mail, telephone, WeChat and on-site research, establish an effective communication mechanism, and ensure the right to know. I also pay attention to the Company's external disclosure of information, and keep abreast of the Company's latest developments.

In addition, I also actively participated in trainings for a total of 100.1 hours. I strengthened the knowledge and understanding of relevant laws and regulations to regulate corporate governance, improve the quality of corporate development and protect the rights and interests of the public shareholders, and continuously improved the ability to perform duties, urged and help the Company to improve the level of governance in the work, and raised awareness of consciously protecting the rights and interests of the public shareholders. My trainings covered a wide range of topics, such as the corporate governance guidelines for banking and insurance institutions, regulatory policy interpretation of internet personal insurance business, development opportunities in insurance intermediary industry after the publication of Chinese Civil Code and the compliance system construction and cases analysis of anti-money laundering, so as to understand industrial and regulatory policies and information in a better and more comprehensive manner.

V. Evaluation on the performance of the Board and the management

The Board of Directors of the Company operated smoothly and efficiently, and has always upheld a pragmatic approach. During the meetings, each of the Directors were encouraged to actively express his/her own opinions to facilitate discussions and exchanges. Under the leadership of the Board, the management team of the Company had also conscientiously carried out their duties of procuring the completion of the major operational goals and all tasks of the Company in 2021. All independent Directors performed their duties independently, faithfully and diligently, put forward opinions and suggestions for the Company's operation and development, safeguarded the legal rights and interests of the Company, the insured and the minority Shareholders in decision-making, and strengthened communication and cooperation with the Board, the Supervisory Committee and the management, in order to contribute to the high-quality development of the Company.

Hui Chen

According to “Bao Jian Xu Ke [2016] No. 1317” issued by the former China Insurance Regulatory Commission (the “Former CIRC”), I formally took office as independent Director of the second session of the Board of Directors of ZhongAn Online P & C Insurance Co., Ltd. on December 21, 2016 while serving as the chairman of the Audit Committee under the second session of the Board of Directors. On May 24, 2019, as approved by the Shareholders’ general meeting, I was elected as an independent Director of the third session of the Board of Directors while serving as the chairman of the Audit and Consumer Rights Protection Committee under the third session of the Board of Directors and a member of the Risk Management and Related Transaction Control Committee. I hereby submit my performance report for 2021 in accordance with the relevant requirements of the CBIRC and the Articles of Association.

In 2021, I performed my duties as an independent Director in accordance with the relevant laws and regulations and the Articles of Association by attending the meetings of the Board of Directors and special committees, carefully reviewing the resolutions and reports concerned, and expressing my opinions and suggestions at those meetings from the perspective of safeguarding the interests of Shareholders and promoting the Company’s development with a loyal, prudent, rigorous and responsible attitude.

I. Attendance of meetings and expression of opinions

In 2021, there were 8 meetings of the Board of Directors, 4 meetings of the Audit Committee under the Board of Directors, 3 meetings of the Audit and Consumer Rights Protection Committee of the Board of Directors, 4 meetings of the Risk Management Committee under the Board of Directors and 4 meetings of the Risk Management and Related Transaction Control Committee under the Board of Directors that I was obliged to attend, and I attended all the meetings in person. At the meetings, I performed my duties as an independent Director by voting for all the resolutions to be voted on without abstaining from or voting against any resolution, and expressed independent views on matters such as related transactions. As the chairman of the Audit and Consumer Rights Protection Committee, I fully leveraged my financial expertise and stuck to the principle of objectivity and fairness when making judgement on the Company’s regular reports and related matters, so as to effectively protect the interests of the public Shareholders.

II. Work done to understand the developments of the Company

In 2021, I learned about the operation, financial reporting, risk management, related transaction control and other developments of the Company through various means, including but not limited to considering and receiving resolutions and reports at the meetings of the Board of Directors and special committees, participating in seminars organized by the Company, carrying out targeted communication with the accountants engaged by the Company, and communicating with the management of the Company etc.

Moreover, as ZhongAn is a company listed in Hong Kong, I gained a comprehensive understanding of the Company by referring to announcements publicly disclosed on the Hong Kong Stock Exchange and reports of analysts, etc.

III. No obstacles encountered in fulfilment of duties

During the performance of my duties, I was provided with full support and assistance from other Directors and the management, ensuring the completeness and timeliness in the circulation and exchange of materials, data and information. I did not experience any interference or obstacle in exercising my right to information, independence or fulfilment of my duties.

IV. Performance self-evaluation for the year

In 2021, I performed my duties faithfully and diligently in strict compliance with relevant laws and regulations and the Articles of Association. I actively attended meetings and participated in seminars and trainings, and expressed my opinions prudently and independently when making decisions on major issues.

In 2021, I actively participated in various training courses organised by regulatory authorities and industry organisations for a total of 100.1 hours, such as the corporate governance guidelines for banking and insurance institutions, regulatory policy interpretation of internet personal insurance business, development opportunities in insurance intermediary industry after the publication of Chinese Civil Code and the compliance system construction and cases analysis of anti-money laundering etc., provided by Insurance Industry Association of China (中國保險行業協會), etc. I have actively learned related knowledge of the insurance industry and rules and regulations of the performance of the Directors, to continuously improve my ability to perform duties and provide better opinions and advice for the Company's scientific decision and risk prevention.

V. Evaluation on the performance of the Board and the management

During the performance of my duties, I noticed that Board meetings of the Company had been convened and held in compliance with statutory procedures, while all of the material decision-makings on operation had undergone the necessary procedures. During the decision-making process, all independent Directors participated independently and objectively in the decision-making of the Company on important matters, which was in compliance with the requirements of laws and regulations and the Articles of Association.

The Board of Directors and management of the Company had fulfilled their duties under the relevant laws and regulations and the Articles of Association diligently based on the principle of independence, objectivity and prudence. By adhering to the development strategy of the Company, they were devoted to their duties and responsibilities and worked hard together to promote the business development. In addition, they also took it as their mission to promote and lead the development of the industry, and actively explored for new opportunities by keeping abreast with the development trend of the industry, so as to promote the healthy, sustainable and stable development of the Company.

Ying Wu

According to Document (Bao Jian Xu Ke [2017] No. 695) issued by the former China Insurance Regulatory Commission, I formally took office as independent Director of the second session of the Board of Directors of ZhongAn Online P & C Insurance Co., Ltd. on July 4, 2017 while serving as a member of the Risk Management Committee under the second session of the Board of Directors.

In May 2019, as approved by the Shareholders' general meeting, I was elected as an independent Director of the third session of the Board of Directors of ZhongAn Online while serving as a member of the Nomination and Remuneration Management Committee of the Board of Directors.

I hereby report my performance of duties in 2021 in accordance with the relevant requirements of Measures on the Administration of Independent Directors and the Risk Management and Related Transaction Control Committee under Insurance Companies issued by the CBIRC:

I. Attendance of meetings and expression of opinions in 2021

In 2021, I was obliged to attend 8 meetings of the Board of Directors and I attended all these meetings in person. I voted for all the resolutions to be voted in 2021 based on sufficient understanding of resolution documents before the meetings and communication and discussion with Directors at the meetings, and elaborated on my views on the resolutions that needed independent opinions (such as those on related party transactions and changes in senior management) to further clarify the individual's independent views on the relevant proposals.

In 2021, as a member of each special committee set up under the Board of Directors, I was obliged to attend 7 meetings of the Nomination and Remuneration Management Committee, 4 meetings of the Risk Management and Related Transaction Control Committee and 1 meeting of the Consumer Rights Protection Committee under the Board of Directors and I attended all these meetings in person. Resolutions on the nomination of Directors, appointment of senior management, the remuneration of senior management and consumer rights protection were reviewed at the meetings and further review comments were submitted to the Board of Directors.

II. Work done to understand the situation of the Company

As an independent non-executive Director, I gained a full understanding of the operation, financial management, risk management, compliance in internal control and other developments of the Company mainly by reviewing meeting materials of the Board of Directors and special committees prior to meetings, making enquiries to the management of the Company regarding relevant issues and full communication and discussion with other Directors at meetings. I also obtained information about the operation and management of the Company through various channels such as communication with the Directors and management, so as to provide a basis for my prudent decision-making. In 2021, I listened to the special report of the Company's management on matters related to operation and management, and actively studied, discussed and obtained the information required for decision-making.

In addition, I also read the Monthly Correspondence of Directors (《董事月訊》) dispatched by the Company regularly and referred to relevant announcements disclosed on the Hong Kong Stock Exchange from time to time so as to learn about the operation of the Company.

III. No obstacles encountered in fulfilment of duties

During the reporting period of 2021, I did not experience any interference or obstacle in exercising my right to information or fulfilment of my duties, and no work opinions or suggestions made by me were rejected by the Board of Directors or the management.

IV. Work performance self-evaluation for the year

In 2021, I performed my duties as an independent non-executive Director of the Company in a law-abiding, diligent, faithful and independent manner by attending Board meetings in accordance with the relevant requirements to express independent opinions or insights on the resolutions deliberated at such meetings from the perspective of safeguarding the interests of Shareholders and promoting the Company's development with a prudent, rigorous and responsible attitude.

In addition, I have actively attended various trainings for a total of 100.1 hours, with an aim to understand the developments of the industry more fully and comprehensively, and better discharge the duties. The 100.1-hour trainings covered various contents, such as the corporate governance guidelines for banking and insurance institutions, regulatory policy interpretation of internet personal insurance business, development opportunities in insurance intermediary industry after the publication of Chinese Civil Code and the compliance system construction and cases analysis of anti-money laundering etc., in order to ensure that we have been equipped with the comprehensive and relevant expertise required to make contributions to the Board.

V. Evaluation on the work performance of the Board and the management

In 2021, under the leadership of the Board of Directors, the Company made further improvement in corporate governance by pooling wisdom and resources for strategic development, business operation, financial control and risk management. The management of the Company also continuously strengthened the business exploration, operation and management of the Company, fulfilling the business tasks set by the Board of Directors in 2021 in a relatively satisfactory way.

I believed that in 2021 the Board of Directors and each special committee of the Company thoroughly implemented the guiding principles of the central government policies and decision-making arrangements, and operated efficiently in a standardized manner based on compliance with national laws and regulations, regulatory rules and the Articles of Association, playing a positive role in corporate governance and decision-making on major issues.

Wei Ou

According to No. 1136 (Yin Bao Jian Fu [2019] No. 1136) issued by the China Banking and Insurance Regulatory Commission, I formally took office as independent Director of the third session of the Board of Directors of ZhongAn Online P & C Insurance Co., Ltd. on December 16, 2019, and now serve as the chairman of the Risk Management and Related Transaction Control Committee and a member of the Audit and Consumer Rights Protection Committee under the third session of the Board of Directors.

I hereby submit my performance report for 2021 in accordance with the relevant requirements of the CBIRC and the Articles of Association.

I. Attendance of meetings and expression of opinions

In 2021, there were 8 meetings of the Board of Directors, 3 meetings of the Audit and Consumer Rights Protection Committee under the Board of Directors, 5 meetings of the Risk Management Committee under the Board of Directors, 4 meetings of the Related Transactions Control Committee under the Board of Directors and 4 meetings of the Risk Management and Related Transaction Control Committee under the Board of Directors, and all meetings were attended by me in person. During these meetings, I participated independently and objectively in the decision-making of the Company on significant issues, performed my duties conscientiously, actively involved in the meeting discussions, and voted for the resolutions with full understanding of all the matters after thorough discussions and prudent consideration of such matters. I did not raise any objection to the resolutions of the Board of Directors and relevant matters. Moreover, I expressed my independent opinions regarding related party transactions, appointment of senior management and Directors nomination based on my own professional expertise and practical experience, and performed my duties as an independent Director.

II. Work done to understand the developments of the Company

I gained a timely understanding of the Company's business development and financial data by attending the discussion at the meetings and reading the Monthly Correspondence of Directors (董事月訊). I also communicated with other Directors, supervisors, and management of the Company through various channels such as telephone, WeChat and email, in order to grasp the latest development, internal management and operations of the Company on different levels. Moreover, I also maintained effective communication with external auditors, obtained independent and objective information from third parties, gave full play to my expertise and played an active role as an independent Director, put forward reasonable opinions and suggestions to the Company, provided valuable advice for the business development of the Company so as to effectively safeguard the legitimate rights and interests of the Company and all shareholders.

In addition, I recognized that the Company sent a notice regarding interpretation of the rules to all the Board of Directors and supervisors after the CBIRC issued *the Measures for the Evaluation of the Performance of Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation)*. In accordance with the requirements of the Measures, I have been to the Company to work on site, conducted research on the Company's risk management and listened to reports from

relevant departments of the Company. As the chairman of the Risk Management and Related Transaction Control Committee and a member of the Audit and Consumer Rights Protection Committee, I have focused on the relevant developments of the Company's risk management, related party transaction management, compliance, audit and internal control.

III. No obstacles encountered in fulfilment of duties

I believe that there are no obstacles in performing my duties. I attended every Board meeting and corresponding meetings of the special committees with an adequate and timely access to all of the required materials, data and information. Regarding matters of particular interest, I was also provided with efficient responses from the Company's team to enquiries raised.

IV. Performance self-evaluation for the year

In 2021, serving as an independent Director of ZhongAn Online, I attended meetings in accordance with the relevant laws and regulations and the Articles of Association with a prudent and rigorous attitude to deliberate resolutions and review reports, and expressed independent opinions in an objective and fair manner to carefully fulfil my duties as an independent Director.

In 2021, I have strengthened my learning and in-depth understanding on the laws and regulations of the insurance industry, especially concerning the corporate governance, risk control, related transactions and investors' interest protection. In particular, I have attended various trainings for a total of 100.1 hours, those trainings covering the corporate governance guidelines for banking and insurance institutions, regulatory policy interpretation of internet personal insurance business, development opportunities in insurance intermediary industry after the publication of Chinese Civil Code and the compliance system construction and cases analysis of anti-money laundering, which provided a solid basis to better fulfil my obligations and assist in the standardized operation of the Company in the future.

V. Evaluation on the performance of the Board and the management

In 2021, the Board of Directors of the Company exercised its duties carefully and rigorously with an efficient and standard operation. The Board of Directors proactively pushed forward the development strategy of the Company, and earnestly dealt with the difficulties and obstacles encountered during the course of operation. Under the leadership of the Board of Directors, the management actively implemented the decisions of the Board of Directors and gave timely feedback on the progress of relevant projects, ensuring a compliant, efficient, pragmatic and transparent operation.

In 2021, in accordance with the relevant laws and regulations and the Articles of Association, the Directors of the Company performed their duties as Directors in an objective and prudent manner, and utilized their expertise and experience to promote standardized, scientific and efficient decision-making of the Board and the special committees thereunder, which effectively safeguarded the legitimate rights and interests of all shareholders of the Company, especially the minority Shareholders, and promoted the healthy, sustainable and steady development of the Company.

Yuping Wen

In 2021, based on the principle of being responsible to the Company and its Shareholders, I have conscientiously performed the supervisory duties, including supervising the lawful operation, financial situation and investments of the Company in strict accordance with the PRC Company Law, the Articles of Association and the Rules of Procedures for the Board of Supervisors, and the requirements under the relevant law and regulations and corporate systems, trying my best to promote the standardized operation of the Company. My work report of 2021 is reported as follows:

I. Attendance of the Supervisory Committee Meetings in 2021

During the reporting period, there were 8 meetings of the Supervisory Committee, all of which were convened in accordance with the provisions of the Articles of Association and I attended all these meetings in person. No proxy had been authorized to attend such meetings on their behalves. I held all the physical meetings of the Supervisory Committee (if any), and expressed my opinions on the resolutions in an independent and objective manner and cast my votes prudently.

II. Lawful participation in research, supervision and my opinions**(1) Lawful operation**

During the reporting period, we carefully studied the industry regulatory policies, paid close attention to the Company's operation and compliance and risk control, actively performed work responsibilities. We also focused on the lawful operation of the Company and reviewed the compliance of the Company's major decision-making procedures.

With the attention and guidance of all the Supervisors, we believed that, during the reporting period, the Company operated and managed its businesses in accordance with the laws and regulations, and its operational results were objective and true. The relevant departments of the Company including the risk management department and the legal compliance department added or revised the corporate systems in a timely manner according to regulatory requirements. The Company's operational decision-making processes were legitimate. The Directors and other senior management were faithful, diligent and dedicated in the business operations and management processes, and they were not found to have breached any laws, regulations or the Articles of Association or harmed the interests of the Shareholders.

(2) Authenticity of the financial statements

During the reporting period, the Company actively responded to changes in external laws, regulations and regulatory policies, and properly disclosed financial information, continuously optimized internal procedures and strengthened financial system construction, optimized financial work and established a long-term financial internal control mechanism to effectively prevent financial risks and ensured the standardized, high quality and efficient operation of the Company's financial work. We believed that the Company's financial work has been carried out in an effective manner and the financial operation was in good condition.

PricewaterhouseCoopers have issued the standard unqualified auditor's reports in accordance with Hong Kong Standards on Auditing on the Company's financial statements for 2021. The consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standard issued by the Hong Kong Institute of Certified Public Accountants and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

(3) Use of proceeds

The Company successfully completed the initial public offering of its overseas listed foreign shares (H shares) on September 28, 2017. An aggregate of 229 million shares (upon exercise of the over-allotment option) were issued, and the gross proceeds raised were approximately HK\$13,683 million. All of the proceeds raised from the offering, net of relevant offering expenses, will be used to strengthen the capital base of the Company to support its business development.

In 2021, we supervised the use of proceeds raised and did not find any improper use of such funds.

(4) Connected-party transactions

During the reporting period, after reviewing the connected-party transactions, we believed that the connected-party transactions of the Company were necessary for normal production and operation, the decision-making procedures complied with the relevant laws, regulations and the Articles of Association, the prices of connected-party transactions were fair, and such transactions were conducted without any breach of the principles of openness, fairness and justness, and were not detrimental to the interests of the Company and minority Shareholders.

(5) Internal control system

During the reporting period, we carefully reviewed the Company's internal control. The management of the Company paid great attention to the establishment of the internal control system. The Company has set up a relatively complete, rational and effective internal control system, and continued to improve its internal control management. In 2021, we listened to and reviewed the Resolution on Management Letter of the Company for 2020 (《關於公司2020年度管理建議書的議案》) and the Resolution on "Internal Control Audit Report and Management Letter on Insurance Fund Application of the Company for 2020" (《關於<公司2020年度保險資金運用內控審計報告及管理建議書>的議案》) etc., and considered that the Company has set up a relatively complete, rational and effective internal control system.

After review, we believed that the Company's self-evaluation report of the internal control for 2021 truly, objectively and completely reflected the reality of its internal control. The Company has established an internal control mechanism for the businesses and matters included in the evaluation scope and has been in its effective implementation, achieving the Company's internal control goals.

(6) Assessment on the performance of duties by Directors

During the reporting period, all the Supervisors supervised the convening of the Board meetings and the decision-making process, and believed that the Board of Directors had conscientiously implemented the resolutions of the general meeting and faithfully fulfilled its fiduciary duties. All the said resolutions were in compliance with the requirements of the PRC Company Law and the Articles of Association without prejudice to the interests of the Company and the shareholders.

All the Supervisors reviewed and approved the Resolution on “the Due Diligence Report of the Directors of the Company for 2020” and the Resolution on “the Due Diligence Report of the Independent Directors of the Company for 2020”, and conducted Directors’ appraisal regarding the composition of the Board and the special committees of the Board, Directors’ attendance at meetings, Directors’ voting and opinions and participation in training, etc. We unanimously believed that in 2021, all Directors of the Company actively participated in Board meetings and all meetings of special committees and made suggestions, and all the Directors did their own work of care and due diligence.

(7) Implementation of the resolutions approved by the general meeting

During the reporting period, we attended the Board meetings, and certain members attended the general meetings. We had no objection to the resolutions submitted by the Board for approval by the Shareholders at the general meetings. We have monitored the implementation of the resolutions approved at the general meetings, and were of the opinion that the Board was able to implement the resolutions approved at the general meetings earnestly. We have monitored the implementation of resolutions and proposals of the Board, and were of the opinion that the operation management was able to implement the relevant resolutions earnestly, paid more attention to and adopted such proposals.

(8) Supervisor investigation

In November and December 2021, we participated in director and supervisor investigation activity organized by the Company, and listened to reports including the Report on the Comprehensive Risk Management for the First Three Quarters of 2021, the Report on Legal Compliance of 2021 (《2021年法律合規工作匯報》), the Report on IFRS 17 Project (《IFRS 17項目匯報》), the Report on Internal Audit (《內部審計工作情況》) and the Report on Related Transactions (《關聯交易情況》), and comprehensively reviewed the works including risk management, legal compliance, financial accounting and internal audit, which laid a solid foundation for us to actively perform the supervision duty in the future.

In 2022, based on our own principles, we will closely focus on the Company’s annual work tasks, and keep abreast with the decision-making of material matters of the Company as well as the legitimacy of their procedures to conduct independent supervision, in order to better safeguard the interests of the Company and shareholders and more effectively perform our own duties. In addition, we will further strengthen the supervision to promote the standardized operation of the Company. We will do our utmost to work together with the Board of Directors and all shareholders to promote the sustainable and healthy development of the Company, and earnestly take responsibility for protecting the rights and interests of Shareholders.

Baoyan Gan

In 2021, I actively performed my duties as a Supervisor with care and due diligence, and duly performed functions as a Supervisor in the best interests of the Company and minority Shareholders as a whole in accordance with the relevant regulations of the PRC Company Law and the Articles of Association, and supervised and reviewed the legal operation, major decisions and operation conditions of the Company as well as the financial situation. There was no objection to the supervision matters during the reporting period. My work report of 2021 is reported as follows:

I. Attendance of the Supervisory Committee Meetings in 2021

In 2021, there were 8 meetings of the Supervisory Committee, all of which were convened in accordance with the provisions of the Articles of Association. I delegated Supervisor Yuping Wen to attend and vote at one meeting due to work reasons, all the remaining 7 meetings were attended by way of physical meeting or deliberation in writing. I cast my votes based on the principle of independence and objectivity at such meetings, and performed my duties as a Supervisor prudently.

II. Lawful participation in research, supervision and my opinions**(1) Lawful operation**

In 2021, we carefully studied the industry regulatory policies, paid close attention to the Company's operation and compliance and risk control, actively performed work responsibilities, and gave full play to the role of the Supervisory Committee in the corporate governance structure. We believe that, in 2021, the Company operated and managed its businesses in accordance with the relevant laws and regulations, and its operational results were objective and true. There was substantial development and improvement in the depth and breadth of internal control management. The Company's operational decision-making processes were legitimate. The Directors and other senior management were faithful, diligent and dedicated in the business operations and management, and they were not found to have breached any laws, regulations or the Articles of Association or harmed the interests of the shareholders.

(2) Authenticity of the financial statements

We actively paid attention to the Company's financial situation, and supervised and reviewed the Company's financial conditions and operation with the audit department, compliance management department, and risk management department. We have carefully reviewed the Company's 2020 annual report, financial statements and related financial information. PricewaterhouseCoopers have issued the standard unqualified auditor's reports in accordance with Hong Kong Standards on Auditing on the Company's financial statements for 2020. The consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standard issued by the Hong Kong Institute of Certified Public Accountants and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

We believed that the procedures for the preparation and review of the 2020 annual report by the Board of Directors were in compliance with laws, administrative regulations and the provisions of the China Securities Regulatory Commission. The annual report truly, accurately and completely reflected the Company's business management and financial conditions for 2020, where there were no false representations or misleading statements or material omissions.

(3) Use of proceeds

The Company successfully completed the initial public offering of its overseas listed foreign shares (H shares) on September 28, 2017. An aggregate of 229 million shares (upon exercise of the over-allotment option) were issued, and the gross proceeds raised were approximately HK\$13,683 million. All of the proceeds raised from the offering, net of relevant offering expenses, will be used to strengthen the capital base of the Company to support its business development.

In 2021, we supervised the use of proceeds raised and did not find any improper use of such funds.

(4) Connected-party transactions

In 2021, we focused on the Company's connected-party transactions, and reviewed relevant proposals for such transactions. We regarded the connected-party transactions of the Company to be fair and reasonable, without prejudice to the interests of the Shareholders and the Company.

(5) Internal control system

In 2021, the management of the Company paid great attention to the establishment of the internal control system. The Company has set up a relatively complete, rational and effective internal control system, and continued to improve its internal control management.

We believed that in 2021, the Company has established, and effectively implemented the internal control system to businesses and matters included in the evaluation scope, achieving the Company's internal control goals. No major defects were found in the Company's internal control design or operation. The internal control system is sound and has been implemented effectively. The Company's overall evaluation of internal control in the Company's internal control evaluation report is objective and true.

(6) Assessment on the performance of duties by Directors

In 2021, we strictly implemented laws and regulations including the PRC Company Law and the Securities Law, the Articles of Association and Provisions of the Rules of Procedures of the Supervisory Committee, and supervised the operation of the Board of Directors in accordance with the relevant law. In 2021, all the Supervisors reviewed and approved the Resolution on "the Due Diligence Report of the Directors of the Company for 2020" and the Resolution on "the Due Diligence Report of the Independent Directors of the Company for 2020", and made an assessment on the performance of duties by Directors regarding the composition of the Board and the special committees of the Board, Directors' attendance at meetings, Directors' voting and opinions and participation in training, etc.

We believed that in 2021, all the Directors of the Company proactively participated in Board meetings and meetings of the special committees and expressed their opinions, and the Directors had thoroughly implemented the resolutions of the general meeting. The Directors fully fulfilled their professional responsibilities and provided professional opinions and recommendations to the Board on its decisions. The Directors did not violate relevant laws and regulations and provisions of the Articles of Association or damage the interests of the Company and shareholders when performing their duties.

(7) Implementation of the resolutions approved by the general meeting

In 2021, we attended the Board meetings, and certain members attended the general meetings. We had no objection to the resolutions submitted by the Board for approval by the Shareholders at the general meetings. We have monitored the implementation of the resolutions approved at the general meetings, and were of the opinion that the Board was able to implement the resolutions at the general meetings earnestly. We have monitored the implementation of resolutions and proposals of the Board, and were of the opinion that the operation management was able to implement the relevant resolutions earnestly, paid more attention to and adopted such proposals.

(8) Supervisor investigation

In November and December 2021, we participated in Director and Supervisor investigation activity organized by the Company, and listened to reports including the Report on the Comprehensive Risk Management for the First Three Quarters of 2021, the Report on Legal Compliance of 2021 (《2021年法律合規工作匯報》), the Report on IFRS 17 Project (《IFRS 17項目匯報》), the Report on Internal Audit (《內部審計工作情況》) and the Report on Related Transactions (《關聯交易情況》), and comprehensively reviewed the works including risk management, legal compliance, financial accounting and internal audit, which laid a solid foundation for us to actively perform the supervision duty in the future.

Due to personal reasons, I have officially resigned as a Supervisor of the Company in January 2022, but I will continue to focus on the Company's developments and have great confidence about the Company's future growth.

Haijiao Liu

In 2021, as a Supervisor of the Company representing workers and staff, I actively participated in the meeting of the Supervisory Committee and the employee representatives meeting. In addition, through attending the general meetings, the Board meetings and meetings relating to the Company's operation, I could timely and comprehensively understand the major decisions and financial conditions of the Company while putting forward supervisory opinions and suggestions, which demonstrated my due performance in deliberation and supervision. Regular supervision therefore has been implemented well. The work for the year of 2021 is now reported as follows:

I. Attendance of the Supervisory Committee Meetings in 2021

In 2021, there were 8 meetings of the Supervisory Committee, all of which were convened in accordance with the provisions of the Articles of Association. I actively participated in the meetings in person or by way of written resolutions, did not authorize the delegation to participate in the meeting. No proxy had been authorized to attend such meetings on my behalf. Furthermore, I actively expressed my opinions on the proposals submitted at the meetings of the Supervisory Committee for consideration, exercised voting rights in accordance with the law, and fully performed my duty as a Supervisor.

II. Lawful participation in research, supervision and my opinions**(1) Lawful operation**

In 2021, through reviewing the various documents and materials reported by the Company, we exercised our supervisory duties in accordance with the law on the daily operation, financial position, risk management and internal control management. We closely monitored the lawful compliance of the Company's operation and the truthfulness, accuracy and completeness of the disclosure of the Company's information, so as to safeguard the legitimate rights and interests of Shareholders and investors.

We believe that, in 2021, the Company operated and managed its businesses in accordance with the relevant laws and regulations, and its operational results were objective and true. There was substantial development and improvement in the depth and breadth of internal control management. The Company's operational decision-making processes were legitimate. The Directors and other senior management were royal, diligent and dedicated in the business operations and management processes, and they were not found to have breached any laws, regulations or the Articles of Association or harmed the interests of the shareholders.

(2) Authenticity of the financial statements

In 2021, we regularly reviewed the major financial information of the Company, held meetings of the Supervisory Committee to review the interim report, annual report and other documents of the Company, and reviewed the Company's business and financial situation; during the audit of the annual report, we communicated several times with the audit institution on the firm's statements on independence and audit plan arrangements, important audit related matters and preliminary audit opinions.

PricewaterhouseCoopers has issued the standard unqualified auditor's reports in accordance with Hong Kong Standards on Auditing on the Company's financial statements for 2020. The consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standard issued by the Hong Kong Institute of Certified Public Accountants and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

(3) Use of proceeds

The Company successfully completed the initial public offering of its overseas listed foreign shares (H Shares) on September 28, 2017. An aggregate of 229 million shares (upon exercise of the over-allotment option) were issued, and the gross proceeds raised were approximately HK\$13,683 million. All of the proceeds raised from the offering, net of relevant offering expenses, will be used to strengthen the capital base of the Company to support its business development.

In 2021, we supervised the use of proceeds raised and believed that the Company conscientiously managed and used such funds in accordance with regulatory requirements. No improper use of such funds was detected.

(4) Connected-party transactions

In 2021, we reviewed relevant proposals for connected-party transactions. We regarded the regime of connected-party transactions of the Company to be impeccable and the effective transactions thereunder to be fair and reasonable, without prejudice to the interests of the shareholders and the Company.

(5) Internal control system

In 2021, the management of the Company paid great attention to the establishment of the internal control system. The Company has set up a relatively complete, rational and effective internal control system, and continued to improve its internal control management. In 2021, we have heard and reviewed relevant resolutions regarding internal control including the Resolution on Management Letter of the Company for 2020 (《關於公司2020年度管理建議書的議案》) and the Resolution on "Internal Control Audit Report and Management Letter on Insurance Fund Application of the Company for 2020" (《關於<公司2020年度保險資金運用內控審計報告及管理建議書>的議案》).

We believed that the Company has established a relatively sound, complete and rational internal control system. The Company's internal control system complied with the relevant national laws and regulations and the requirements of securities regulatory authorities, and the Company has continuously and strictly implemented various internal control system in every line of corporate operation.

(6) Assessment on the performance of duties by Directors

In 2021, we strictly implemented the PRC Company Law as well as the Articles of Association and Provisions of the Rules of Procedures of the Supervisory Committee, and supervised the operation of the Board of Directors in accordance with the law. We have attended all the meetings of the Board of Directors, and have supervised and reviewed the procedures for convening the Board meetings, voting proceedings for resolutions, and the implementation by the Board of resolutions approved at general meetings. In 2021, all the Supervisors reviewed and approved the Resolution on “the Due Diligence Report of the Directors of the Company for 2020” and the Resolution on “the Due Diligence Report of the Independent Directors of the Company for 2020”, and made an assessment on the performance of the Directors.

We believed that the Board of Directors of the Company was able to operate in strict accordance with relevant regulations and laws, the Company’s major business decision-making procedures were compliant and effective, and the Directors had conscientiously implemented the resolutions of the general meeting and faithfully performed their duties. In 2021, the Directors did not violate relevant laws and regulations and provisions of the Articles of Association or damage the interests of the Company and shareholders when performing their duties.

(7) Implementation of the resolutions approved by the general meeting

In 2021, we attended the Board meetings, and certain members attended the general meetings. We had no objection to the resolutions submitted by the Board for approval by the Shareholders at the general meetings. We have monitored the implementation of the resolutions approved by the general meetings, and were of the opinion that the Board was able to implement the resolutions approved by the general meetings earnestly. We have monitored the implementation of resolutions and proposals of the Board, and were of the opinion that the operation management was able to implement the relevant resolutions earnestly, paid better attention to and adopted such proposals.

(8) Supervisor investigation

In November and December 2021, we participated in Director and Supervisor investigation activity organized by the Company, and listened to reports including Report on the Comprehensive Risk Management for the First Three Quarters of 2021, the Report on Legal Compliance of 2021 (《2021年法律合規工作匯報》), the Report on IFRS 17 Project (《IFRS 17項目匯報》), the Report on Internal Audit (《內部審計工作情況》) and the Report on Related Transactions (《關聯交易情況》), and comprehensively reviewed the works including risk management, legal compliance, financial accounting and internal audit, which laid a solid foundation for us to actively perform the supervision duty in the future.

In 2022, we will closely focus on the Company’s work tasks, and keep abreast with the decision-making of material matters of the Company as well as the legitimacy of their procedures, and express opinions objectively and prudently. In addition, as an employee Supervisor, I will consider employees’ interests, extensively listen to the opinions of employees to perform our duties more effectively. We will also continue to strictly comply with the PRC Company Law, the Articles of Association and relevant national regulations and policies, faithfully perform our duties, in order to further promote the standardized operation of the Company.

In 2021, the Company continuously and diligently adhered to laws, regulations and regulatory requirements governing related party transactions, and optimized and improved the related party transactions management process, so as to ensure that the management system for related party transactions is continuously operated in a standardized and efficient manner. In accordance with the requirements of the CBIRC, information on the status of related party transactions of the Company for 2021 is reported as follows:

I. BASIC INFORMATION ON RELATED PARTIES AND RELATED PARTY TRANSACTIONS OF THE COMPANY

(I) BASIC INFORMATION ON RELATED PARTIES

In accordance with the criteria for determining related parties as set out by the CBIRC, Hong Kong Stock Exchange and other bodies, the Company collects, reports and summarizes the information on related parties of all categories and performs systematic management on the related party list. The Company organizes a comprehensive update on related party information every six months, so as to report its related relationships and potential conflict of interests to the Shareholders and management of the Company and update the file of its related parties from time to time based on the report, and reported to the CBIRC the related party records at the end of June 2021 and at the end of December 2021, respectively as required.

(II) BASIC INFORMATION ON RELATED PARTY TRANSACTIONS

In 2021, the types of related party transactions that the Company had entered into mainly involved the use of funds between the Company and related parties, insurance business, interest transfer and provision of goods or services. In accordance with the requirements of the CBIRC, the Company has established a management system for related party transactions including identification, reporting, verification and management of information, as well as policies and procedures for monitoring, reporting, controlling and processing internal transactions. The Risk Management and Related Transactions Control Committee of the Company and its office are responsible for the daily management of related party transactions, and the Board assumes ultimate responsibility for the management of related party transactions.

II. INFORMATION ON THE MANAGEMENT OF RELATED PARTY TRANSACTIONS OF THE COMPANY

(I) REVISION OF THE MANAGEMENT SYSTEM FOR RELATED PARTY TRANSACTIONS

In 2021, the Company continued to implement the Management Regulations for Related Party Transactions of ZhongAn Insurance (《眾安保險關聯交易管理規定》) ([ZA2019-050]), and made no updates and revisions to this system.

**(II) INFORMATION ON THE IMPLEMENTATION OF INTERNAL DECISION-MAKING
PROCESS OF RELATED PARTY TRANSACTIONS**

The Company has established the Risk Management and Related Transaction Control Committee under the Board to take charge of identification and maintenance of related parties, and management, examination, approval and risk control for related party transactions. The Related Transaction Control Committee is composed of three Directors and is chaired by an independent Director. Meanwhile, the Company has established a cross-functional Related Party Transaction Management Office, which comprises the heads of various departments such as compliance, human resources, finance, internal audit, corporate governance and securities affairs and is responsible for the daily management of related party transactions and other specific matters.

In terms of general related party transactions, the Company strictly follows regulatory requirements and the Company's internal decision-making procedures. The transaction handling department should identify and submit the review process for related party transactions in a timely manner, while the person in charge of the transaction department should review the transaction content, transaction amount, pricing method and transaction background, with the finance department, the corporate governance department and the securities affairs department conducting assessment and review on the fairness and compliance of the related party transactions respectively, which will then be reviewed and approved by the Related Transaction Management Office. In terms of major related party transactions, to ensure compliance with the consideration and approval procedures for related party transactions, after being reviewed by the Related Party Transaction Management Office and the Related Transaction Control Committee, the Company stringently followed regulatory requirements and corporate governance procedures and submitted the same to the Board meetings or Shareholders' general meetings for approval.

(III) MANAGEMENT OF PRICING FAIRNESS OF RELATED PARTY TRANSACTIONS

The Company always attaches great importance to the pricing fairness management of related party transactions, and requires that related party transactions must be compliant and fair. As per the requirements of the CBIRC, the Company continuously managed the pricing fairness of related party transactions to ensure that each of the related party transactions followed the principle of independent transaction along with fair pricing. With respect to major related party transactions, independent Directors of the Company reviewed the fairness of major related party transactions, the implementation of internal review procedures and the impact on the rights and interests of the insured and issued a written audit opinion. In addition, according to the requirements of the Listing Rules, the Company engaged Lego Corporate Finance Limited, an independent financial adviser, to issue a letter from the independent financial adviser in respect of the continuing connected transactions in relation to the new online platform cooperation framework agreement with Ant Group, so as to ensure the compliance and fairness of major related party transactions.

(IV) INFORMATION DISCLOSURE, FILING AND REPORTING OF RELATED PARTY TRANSACTIONS

The Company fulfilled its obligations of disclosing, regulatory filing and regular reporting of related party transactions in accordance with the requirements of the Measures on the Administration of Related Party Transactions of Insurance Companies (《保險公司關聯交易管理辦法》) (Yin Bao Jian Fa [2019] No. 35).

In 2021, the Company (together with its controlled subsidiaries) filed each of the following major related party transactions to the CBIRC within 15 working days after signing of the transaction agreements, and disclosed each transaction on the official website of the Company and the website of Insurance Association of China. The details are as follows:

1. Sinolink Worldwide Holdings Limited, a related party of the Company, has contributed RMB500 million for the subscription of 500,000,000 redeemable preference shares of ZhongAn Technologies International Group Limited, a controlled subsidiary of the Company.
2. The Company made capital contribution in the sum of RMB2 billion to its wholly-owned subsidiary, ZhongAn Information and Technology Services Co., Ltd.
3. ZhongAn Information and Technology Services Co., Ltd., a controlled subsidiary of the Company, entered into a capital increase agreement with China Telecom Bestpay E-commerce Ltd. and Sinolink Worldwide (HK) Company Limited, thereby contributing RMB210 million, RMB210 million and RMB90 million, respectively, in proportion to their respective shareholdings in Chongqing ZhongAn Loan Co., Ltd., a related party of the Company.
4. ZhongAn Information and Technology Services Co., Ltd., a controlled subsidiary of the Company, and Sinolink Worldwide Holdings Limited, a related party of the Company, subscribed for 186,824,052 and 74,212,258 newly issued ordinary shares of ZhongAn Technologies International Group Limited, respectively, at a price of US\$0.66 per share, with the corresponding amounts of approximately US\$123 million, and US\$49 million, respectively.
5. The Company signed the “Platform Services Framework Agreement” with Ant Group Co., Ltd., pursuant to which the transaction amount under the agreement for the year 2022 is not expected to exceed RMB1,517.27 million.
6. The Company signed the “Shanghai Nuan’an Private Equity Investment Fund Partnership (Limited Partnership) Limited Partnership Agreement (《上海暖安私募投資基金合夥企業(有限合夥)有限合夥協議》)” with ZhongAn Online Insurance Brokerage Co., Ltd. (“ZhongAn Brokerage”), Shanghai Fengxin Equity Investment Management Co., Ltd. (上海蜂鑫股權投資管理有限公司) (“Fengxin Investment”) and other independent third party bodies, among which the Company, ZhongAn Brokerage and Fengxin Investment contributed RMB180 million, RMB180 million and RMB1 million, respectively.

V) SPECIAL AUDIT ON RELATED PARTY TRANSACTIONS

As per the requirements of the CBIRC, the internal audit department of the Company conducted a special field audit on its related party transactions in 2021 between January 28, 2022 and March 18, 2022. The internal audit department will implement a comprehensive audit as planned, regarding the Company's management of related party management, related party transaction management, related party transaction statistics, report and disclosure, etc. In view of the increasing number and complexity of related parties and related party transactions, the Company is committed to continuing to regulate its related party transaction management, elevate the intelligent level and enhance data management capacity.

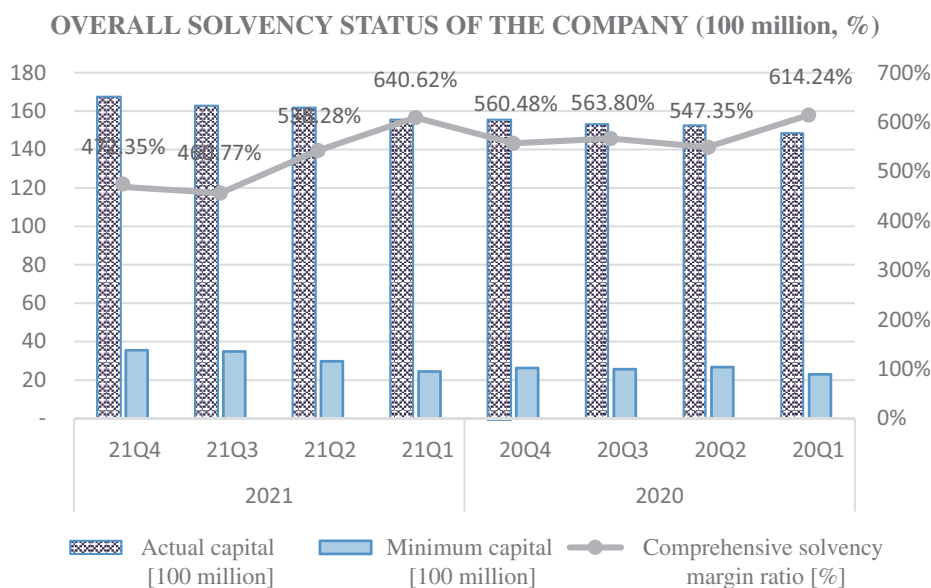
III. CONCLUSION

In 2021, the Company strictly complied with various regulatory requirements, continuously improved the management system of related party transactions, refined governance structure, optimized the operation mechanism, managed related party records and related party transactions, carried out self-inspection, rectification and special audit, so as to continuously enhance the management capacity of related party transactions.

In 2022, the Company will continue to fully implement various regulatory requirements of the CBIRC and the Hong Kong Stock Exchange, etc., regarding management of related party transactions and strictly fulfill the obligations in respect of the management of related party transactions, so as to constantly promote the optimization of the related party transaction system, improve its management efficiency and uphold the interests of the Company and the Shareholders.

I. SUMMARY OF THE OVERALL QUARTERLY SOLVENCY STATUS FOR 2021

During 2021, the Company’s quarterly solvency margin ratio slightly fluctuated and maintained at a relatively high level, ranging from 460% to 610%, which was above the Company’s risk tolerance and regulatory minimum requirements. At the end of 2021, the audited comprehensive solvency margin ratio and core solvency margin ratio of the Company were 472.35%.



Note: Figures of the fourth quarter have been audited and those of the second quarter have been reviewed. While the rest of figures have not been audited.

II. ANALYSIS OF THE QUARTERLY SOLVENCY STATUS FOR 2021

With great efforts in optimizing the product portfolio, reducing costs and enhancing efficiency, the annual combined ratio of the underwriting business of the Company had improved significantly in 2021. During the same period, the Company achieved outstanding investment results, with the actual capital significantly increased by 8.09% to RMB16,781 million as compared to the end of the previous year.

In 2021, the Company continued to proactively develop its businesses, resulting in a year-on-year increase of approximately 22% in the original premiums income throughout the year and increasing risk exposure to the insurance risk. The capital requirement of insurance risk throughout the year increased by approximately 32% from the end of the previous year. The Company continued to control the minimum capital requirement of insurance risk by constantly optimizing its insurance product structure.

In 2021, under the overall framework of strategic allocation and based on actual market conditions, the Company made great efforts to improve its investment yield under controllable risks by proactively responding to the external impact on investment and allocation brought by various

**APPENDIX XIII REPORT ON REVIEW AND ANALYSIS OF SOLVENCY
FOR THE YEAR 2021**

factors like the ongoing coronavirus pandemic and changes in external environments as well as capturing market opportunities. By implementing tactical asset allocation, the Company made adjustments to its leverage ratio and strategic asset allocation in a timely manner, thereby mitigating the fluctuations of the market risks for each quarter.

In terms of the minimum capital for credit risks, together with the combined effect of the changes in proportions of asset inventories by its investment segment at the end of the period and the adjustment to credit risk exposures by its underwriting segment, the Company recorded a quarter-to-quarter fluctuation throughout the year, and the minimum capital for credit risks remained at a relatively low level.

Items (Unit: RMB100 million)	2021Q4	2021Q3	2021Q2	2021Q1	2020Q4	Year-on- year change
Actual capital (1)	167.81	162.99	161.32	155.27	155.25	8.09%
Core capital (2)	167.81	162.99	161.32	155.27	155.25	8.09%
Insurance risk (3)	20.38	21.39	18.28	16.13	19.43	32.29%
Market risk (4)	18.65	17.42	14.15	10.79	12.73	21.60%
Credit risk (5)	6.96	6.92	6.60	6.40	4.69	43.02%
Aggregate (6)=(3)+(4)+(5)	45.99	45.73	39.03	33.32	35.61	29.14%
Diversification effect of risk (7)	11.14	11.03	9.63	8.38	8.44	32.06%
Quantitative risk (8)=(6)-(7)	34.85	34.70	29.40	24.94	27.17	28.25%
Control risk (9)	0.68	0.67	0.57	0.49	0.53	28.25%
Minimum capital (10)=(8)+(9)	35.53	35.37	29.97	25.43	27.70	28.25%
Minimum capital						Decreased approximately
Comprehensive solvency margin ratio (11)=(1)/(10)	472.35%	460.77%	538.28%	610.62%	560.48%	88 pct
Core solvency margin ratio						Decreased approximately
(12)=(2)/(10)	472.35%	460.77%	538.28%	610.62%	560.48%	88 pct

III. CONCLUSION

According to the development strategy and business plan of the Company and given the impact of changes in its C-ROSS Phase II rules, it is expected that the solvency margin ratio of the Company will continue to decrease and fall into a lower range in future with the sustained and rapid expansion of its underwriting business while no external capital is available for supplement. The Company will continue to focus on regulatory actions, step up efforts in the monitoring of its solvency margin ratio and make timely analysis on the impact of major business decisions or investment decisions on its solvency margin ratio by adopting stress tests for dynamic solvency and other measures, so as to provide recommendations for the management when making decisions.

Meanwhile, in order to ensure the steady implementation of our development strategy within the established risk appetite and risk tolerance range, while watching closely our solvency margin ratio, we will make timely analysis and forecast on the shortfall of solvency margin ratio to provide alert and necessary support for supplemental capital.

The Supervisory Committee shall conduct an annual performance evaluation of the Directors and Supervisors and report to the general meeting in accordance with the requirements of the Measures for Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), the Articles of Association and the Administrative Measure for the Performance Evaluation of Directors and Supervisors of ZhongAn Insurance (《眾安保險董事監事履職評價管理辦法》) and other provisions.

In 2021, according to the relevant requirements of regulatory provisions and management system of the Company, the Supervisory Committee of the Company had organized and conducted the performance evaluation of the Directors and Supervisors. Based on detailed review on annual performance record of Directors and Supervisors and their actual work, the annual evaluation of all Directors and Supervisors of the Company was “competent” after assessment. The relevant information is reported as follows:

I. The Performance of the Directors and Supervisors

In 2021, the members of the Board of Directors and the Supervisory Committee conscientiously performed their duties in accordance with the relevant laws and regulations and the Articles of Association with integrity, diligence and loyalty.

In 2021, the Company’s Board of Directors and the Supervisory Committee each held 8 meetings, and all Directors and Supervisors of the Company had diligently performed their duties, actively participated in review and decision making and mostly attended the meetings in person. For individual cases where some Directors and Supervisors were not able to attend due to other business reasons, they all authorized other Directors and Supervisors in writing as their proxy to attend and vote at the meeting on their behalf. The Board and the Board committees of the Company performed their respective duties properly by leveraging their respective expertise to ensure that the Board of the Company can be informed and make appropriate decisions after considering various advice and suggestions.

All Directors and Supervisors of the Company diligently exercised their power conferred by the Articles of Association and attended the general meetings apart from participating in the meetings of the Board of Directors and the Supervisory Committee. Based on active participation in the Company’s review, they paid full attention to the Company’s development by keeping updated about the important business information of the Company, so as to strengthen their understanding of the operating status of the Company.

In 2021, the Directors and Supervisors of the Company paid attention to the improvement of performance ability and the mastery of relevant professional knowledge, such as insurance policies and regulations. They participated in the trainings and lectures held by Insurance Association of China, the Company and others to expand knowledge and skills and ensure the improvement of their ability to contribute to the Board of Directors and the Supervisory Committee.

In 2021, the Directors of the Company had made decisions on matters within the scope of authority of the Board of Directors by lawful means and supervised senior management personnel, while the Supervisors earnestly safeguarded the legitimate rights and interests of the Company, Shareholders, insured persons and other stakeholders.

II. The establishment of performance evaluation system

In order to improve corporate governance capabilities, regulate the duty performance by Directors and Supervisors, and promote the standardized operation of the Board of Directors and Supervisory Committee, the Administrative Measure for the Performance Evaluation of Directors and Supervisors of ZhongAn Insurance was formulated based on the Company Law of the People's Republic of China, the Insurance Law of the People's Republic of China, the Guidelines on the Operation of the Board of Directors of Insurance Companies (《保險公司董事會運作指引》), the Circular of the China Banking and Insurance Regulatory Commission on Printing and Issuing the Measures for Administration of Independent Directors of Insurance Institutions, the Measures for Evaluation of the Performance of Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation) and other relevant laws and regulations as well as the Articles of Association of the Company. The Measure was approved and implemented at the thirteenth extraordinary meeting of the third session of the Board of Directors held on July 9, 2021.

III. Performance evaluation

In 2021, the Company had a total of 10 Directors and 3 Supervisors who have performed their duties for more than half a year, all of which participated in the evaluation of Directors and Supervisors during the year.

The performance evaluation was conducted based on duty performance in five aspects including loyalty, diligence, professionalism, independence and moral standards, and compliance. The evaluation methods included self-assessment of the Directors and the Supervisors, mutual evaluation between the independent Directors and the non-independent Directors, and mutual evaluation among the Supervisors, etc., so as to comprehensively evaluate the performance of the Directors and the Supervisors. The Company regarded the performance evaluation as an important leverage to strengthen the supervision on the Board of Directors and the Supervisory Committee, and guided the Directors and Supervisors to improve their duty performance and promote the standardized and automatic operation of the Board of Directors and the Supervisory Committee through the efficient use of the evaluation results. Moreover, the Company provided a full guarantee for evaluating the duty performance of the Directors and Supervisors, and due convenience for the communication between the Directors and Supervisors and the Company's corresponding department, and between the Directors and Supervisors, which secured the smoothness of the multilateral communication mechanism.

After performance appraisal, the performance evaluation results of all the Directors and Supervisors of the Company for the year 2021 were "competent".

NOTICE OF THE ANNUAL GENERAL MEETING



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.

NOTICE OF THE ANNUAL GENERAL MEETING

- 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.

NOTICE OF THE ANNUAL GENERAL MEETING

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.

NOTICE OF THE ANNUAL GENERAL MEETING

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) and the website of the Company (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.