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眾安在綫財產保險股份有限公司

ZHONGAN ONLINE P & C INSURANCE CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as "ZA Online Fintech P & C")

(Stock Code: 6060)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON WEDNESDAY, JUNE 22, 2022**

**(2) ELECTION OF DIRECTORS FOR THE FOURTH SESSION OF
THE BOARD OF DIRECTORS**

AND

**(3) ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS
FOR THE FOURTH SESSION OF SUPERVISORY COMMITTEE**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON
WEDNESDAY, JUNE 22, 2022**

The board of directors (the “**Board**”) of ZhongAn Online P & C Insurance Co., Ltd. (the “**Company**”) is pleased to announce that, at the annual general meeting (the “**AGM**”) of the Company held on Wednesday, June 22, 2022, the proposed resolutions as set out in the notice of the AGM dated May 20, 2022 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %)		
		For	Against	Abstain
1.	To consider and approve the report of the board of directors of the Company for the year ended December 31, 2021.	1,032,177,341 (95.41%)	2,810,884 (0.26%)	46,873,463 (4.33%)
2.	To consider and approve the report of the supervisory committee of the Company for the year ended December 31, 2021.	1,032,177,341 (95.41%)	2,810,884 (0.26%)	46,873,463 (4.33%)

Ordinary Resolutions		Number of Votes (Approximate %)		
		For	Against	Abstain
3.	To consider and approve the report of the auditors and audited financial statements of the Company for the year ended December 31, 2021.	1,032,212,725 (95.41%)	2,775,500 (0.26%)	46,873,463 (4.33%)
4.	To consider and approve the re-appointment of auditors for the year ending December 31, 2022.	1,031,850,262 (95.38%)	3,292,663 (0.30%)	46,718,763 (4.32%)
5.	To consider and approve the election of directors for the fourth session of the board of directors.	Cumulative voting Number of Votes (Approximate %)		
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.	1,031,765,088 (95.37%)		
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.	1,031,596,653 (95.35%)		
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.	1,007,994,487 (93.17%)		
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.	1,030,126,789 (95.22%)		
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.	996,333,013 (92.09%)		

Ordinary Resolutions		Cumulative voting Number of Votes (Approximate %)
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.	945,136,719 (87.36%)
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.	1,030,126,789 (95.22%)
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.	1,032,332,051 (95.42%)
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.	1,032,332,051 (95.42%)
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.	1,032,332,051 (95.42%)
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.	1,032,332,041 (95.42%)

Ordinary Resolutions		Cumulative voting Number of Votes (Approximate %)		
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.	1,032,332,041 (95.42%)		
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.	1,032,332,041 (95.42%)		
Special Resolutions		Number of Votes (Approximate %)		
		For	Against	Abstain
7.	To consider and approve the grant of a general mandate to the board of directors of the Company to issue shares.	954,584,373 (88.23%)	80,558,552 (7.45%)	46,718,763 (4.32%)
8.	To consider and approve the amendments to the articles of association of the Company.	1,032,332,041 (95.42%)	2,810,884 (0.26%)	46,718,763 (4.32%)

Notes:

- (a) As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 6 above, such resolutions were duly passed as ordinary resolutions. As more than two-thirds of the votes were cast in favour of each of the resolutions numbered 7 and 8 above, such resolutions were duly passed as special resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 1,469,812,900 shares (of which 50,000,000 were domestic shares and 1,419,812,900 were H shares).
- (c) The total number of shares entitling the Shareholders to attend and vote on the resolutions numbered 1 to 8 were 50,000,000 domestic shares and 1,419,812,900 H shares. A total of one domestic Shareholder or authorized proxy, holding an aggregate of 50,000,000 domestic shares, representing approximately 3.40% of the total shares of the Company with voting rights, attended the AGM. A total of one H Shareholder or authorized proxy, holding an aggregate of 1,031,861,688 H shares, representing approximately 70.20% of the total shares of the Company with voting rights, attended the AGM.

- (d) There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the Shareholders have stated their intention in the Company’s circular to vote against or to abstain from voting on the resolutions at the AGM.
- (g) The Company’s representatives of shareholders, Ms. Yishu Hong and Mr. Haiming Wang, and supervisor, Ms. Haijiao Liu, acted as the vote counters at the AGM. The H share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) The Company’s non-executive directors, Mr. Liangxun Shi and Mr. Gang Ji, and independent non-executive directors, Mr. Shuang Zhang, Ms. Hui Chen, Mr. Wei Ou and Ms. Vena Wei Yan Cheng, attended the AGM.

ELECTION OF DIRECTORS FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS

Upon the approval at the AGM, the list of directors of the fourth session of the Board of directors are set out below:

1. Mr. Xing Jiang and Mr. Gaofeng Li will be the 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 the 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 the independent non-executive directors of the fourth session of the Board of Directors.

Among them, the qualifications of Mr. Xing Jiang, Mr. Gaofeng Li, Mr. Shuang Zhang, Ms. Gigi Wing Chee Chan, and Mr. Hai Yin shall be verified by the China Banking and Insurance Regulatory Commission.

The fourth session of the Board of Directors is for a term of three years commencing from November 28, 2022 to November 27, 2025. For the biographical details of the above directors and other information to be disclosed as required by Rule 13.51(2) of the Listing Rules, please refer to Appendix I to this announcement.

ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS FOR THE FOURTH SESSION OF SUPERVISORY COMMITTEE

Upon the approval at the AGM, Ms. Yuping Wen was re-elected as the supervisor of the fourth session of the Supervisory Committee and Mr. Limin Guo was re-elected as the external supervisor of the fourth session of the Supervisory Committee.

The fourth session of the Supervisory Committee is for a term of three years commencing from November 28, 2022 to November 27, 2025. For the biographical details of the above non-employee representative supervisors and other information to be disclosed as required by Rule 13.51(2) of the Listing Rules, please refer to Appendix II to this announcement.

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

Shanghai, the PRC, June 22, 2022

As at the date of this announcement, the board of directors of the Company comprises two executive directors, namely Mr. Yaping Ou (chairman) and Mr. Hugo Jin Yi Ou, two non-executive directors, namely Mr. Liangxun Shi and Mr. Gang Ji, and four independent non-executive directors, namely Mr. Shuang Zhang, Ms. Hui Chen, Mr. Wei Ou and Ms. Vena Wei Yan Cheng.

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

APPENDIX I: BIOGRAPHIES OF DIRECTORS

Executive Directors

Xing Jiang (姜興), aged 45, is an executive director of the Company. Mr. Jiang is serving as the vice general manager and chief executive officer of the Company, and an executive director of ZhongAn Information and Technology Services Co., Ltd., 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 of 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 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 Holdings Limited (“**Sinolink Worldwide**”), a company listed on The Stock Exchange of Hong Kong Limited (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 date of this announcement, Mr. Ou is interested in 81,000,000 H Shares through the companies controlled by him pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (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, a company listed on the Hong Kong Stock Exchange (stock code: 1168), 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. He is currently the general manager of Ping An Property and Casualty Insurance Company of China, Ltd. (“**Ping An P&C**”). Mr. Shi obtained a master’s degree in Science from Shanghai Institute of Mechanical Engineering. Mr. Shi joined Ping An Insurance (Group) Company of China, Ltd. (“**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, general manager of the P&C insurance department of Ping An P&C and deputy general manager 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 Co., Ltd. ("**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 Nomination and Remuneration 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 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 has 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 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 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 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 independent non-executive Directors are independent pursuant to the guidelines on independence under the Listing Rules.

Save as disclosed above, the above-mentioned 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 date of this announcement, they do not hold any interest in the shares of the Company within the meaning of Part XV of the SFO.

The above-mentioned Directors also confirm that, as at the date of this announcement, 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 II: BIOGRAPHIES OF 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 non-employee representative supervisor will enter into a service contract with the Company for a term of three years from November 28, 2022 to November 27, 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 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 date of this announcement, they do not hold any interest in the shares of the Company within the meaning of Part XV of the SFO.

The above-mentioned non-employee representative supervisors also confirm that, as at the date of this announcement, 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.