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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)

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 10:00 a.m. on Thursday, June 20, 2024 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, 2023.
2. To consider and approve the report of the supervisory committee of the Company for the year ended December 31, 2023.
3. To consider and approve the report of the auditors and audited financial statements of the Company for the year ended December 31, 2023.
4. To consider and approve the re-appointment of auditors for the year ending December 31, 2024.
5. To consider and approve the Company's 2024-2026 three-year capital planning report.
6. (a) To approve, confirm and ratify the revised annual caps of RMB3,185,470,000 and RMB3,728,750,000 for the years ending December 31, 2024 and 2025 (the "**Revised Annual Caps**") under the Online Platform Cooperation Framework Agreement; and
(b) To authorize generally and unconditionally any one director of the Company to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the Revised Annual Caps.

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

AS REPORTING DOCUMENTS

1. To review the Company's performance report of the independent directors for the year 2023.
2. To review the Company's performance and evaluation report of the directors for the year 2023.
3. To review the Company's performance and evaluation report of the supervisors for the year 2023.
4. To review the Company's special report on related party transactions for the year 2023.
5. To review the Company's report on review and analysis of solvency for the year 2023.

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

Shanghai, the PRC, May 21, 2024

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 Monday, June 17, 2024 to Thursday, June 20, 2024, both days inclusive, during which period no transfer of shares of the Company (the "Shares") will be registered. Unregistered holders of Shares 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares of the Company) or the director's office of the Company 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 Friday, June 14, 2024 for registration. Shareholders whose names appear on the register of members of the Company on Thursday, June 20, 2024 shall be entitled to attend and vote at the AGM.
- (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares of the Company) or the director's office of the Company 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 Wednesday, June 19, 2024) 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/she so wishes.

- (3) According to the provisions of the Articles of Association of the Company, 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 these ordinary resolutions, please refer to the circular of the Company dated May 21, 2024.
- (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.
- (8) Capitalized terms in this notice of the AGM shall have the same meanings as defined in the circular of the Company dated May 21, 2024 unless the context otherwise specified.

As at the date of this notice, the board of directors of the Company comprises two executive directors, namely Mr. Xing Jiang and Mr. Gaofeng Li, five non-executive directors, namely Mr. Yaping Ou, Mr. Liangxun Shi, Mr. Shuang Zhang, Mr. Hugo Jin Yi Ou and Mr. Hai Yin, and three independent non-executive directors, namely Mr. Wei Ou, Ms. Vena Wei Yan Cheng and Ms. Gigi Wing Chee Chan.