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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON MONDAY, MAY 11, 2020
AND
ELECTION OF MR. WEIBIAO ZHAN AS A NON-EXECUTIVE
DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS
OF THE COMPANY**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON
MONDAY, MAY 11, 2020**

The board of directors (the "Board" or "Board of Directors") 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 Monday, May 11, 2020, the proposed resolutions as set out in the notice of the AGM dated March 27, 2020 and the supplemental notice of the AGM dated April 22, 2020 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 board of directors of the Company for the year ended December 31, 2019.	1,173,393,342 (99.9807%)	100 (0.0001%)	224,900 (0.0192%)
2.	To consider and approve the report of supervisory committee of the Company for the year ended December 31, 2019.	1,173,393,342 (99.9807%)	100 (0.0001%)	224,900 (0.0192%)
3.	To consider and approve the report of the auditors and audited financial statements of the Company for the year ended December 31, 2019.	1,173,393,342 (99.9807%)	100 (0.0001%)	224,900 (0.0192%)

Ordinary Resolutions		Number of Votes (Approximate %)		
		For	Against	Abstain
4.	To consider and approve the re-appointment of auditors for the year ending December 31, 2020.	1,173,581,787 (99.9969%)	27,955 (0.0024%)	8,600 (0.0007%)
5.	To consider and approve the election of Mr. Weibiao Zhan as a non-executive director of the third session of the board of directors of the Company to hold office until the expiry of the term of the third session of the board of directors.	1,171,906,709 (99.8542%)	1,711,633 (0.1458%)	0 (0.0000%)
6.	To consider and approve the performance evaluation of the directors of the Company for the year 2019.	1,173,393,342 (99.9807%)	100 (0.0001%)	224,900 (0.0192%)
7.	To consider and approve the five-year development plan of the Company (2020-2024).	1,173,618,242 (99.9999%)	100 (0.0001%)	0 (0.0000%)
Special Resolutions		Number of Votes (Approximate %)		
		For	Against	Abstain
8.	To consider and approve the grant of a general mandate to the board of directors of the Company to issue shares.	1,137,673,572 (96.9373%)	35,944,770 (3.0627%)	0 (0.0000%)
9.	To consider and approve the amendments to the articles of association of the Company.	1,168,240,131 (99.5417%)	5,378,211 (0.4583%)	0 (0.0000%)
10.	To consider and approve the proposed issue of offshore senior bonds by the Company.	1,173,618,242 (99.9999%)	100 (0.0001%)	0 (0.0000%)

Notes:

- (a) As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 7 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 8 to 10 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 1,000,000,000 were domestic shares and 469,812,900 were H shares).
- (c) The total number of shares entitling the Shareholders to attend and vote on the resolutions numbered 1 to 10 was 1,000,000,000 domestic shares and 469,812,900 H shares. A total of 2 domestic Shareholders or authorized proxies, holding an aggregate of 1,000,000,000 domestic shares, representing approximately 68.0359% of the total shares of the Company with voting rights, attended the AGM. 1 H Shareholder or authorized proxy, holding an aggregate of 173,618,342 H shares, representing approximately 11.8123% 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 of the AGM dated March 27, 2020 or the supplemental circular of the AGM dated April 22, 2020 to vote against or to abstain from voting on the resolutions at the AGM.
- (g) The Company's representatives of shareholders, Ms. Yongli Shen and Ms. Yishu Hong, 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.

ELECTION OF MR. WEIBIAO ZHAN AS A NON-EXECUTIVE DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

Upon the approval at the AGM, Mr. Weibiao Zhan was elected as a non-executive director of the third session of the Board of Directors. The appointment of Mr. Weibiao Zhan will become effective upon the approval of his qualification as director by the China Banking and Insurance Regulatory Commission (the “CBIRC”).

The biographical details and other information to be disclosed as required by rule 13.51(2) of the Listing Rules of Mr. Weibiao Zhan are as follows:

Mr. Weibiao Zhan, aged 47, has over 20 years of experience in technology, media and telecom and investment sectors and had held various positions in large consulting and information technology services companies. Between July 1997 and July 1998, Mr. Zhan served as an assistant to the department head of the technology department of China Academy of Science and Technology Development. From July 1998 to June 2000, Mr. Zhan successively served as a software engineer and a project manager at Kingdee Software (China) Co., Ltd. From June 2000 to May 2003, Mr. Zhan successively served as an application development consultant and a regional manager for southern China region at the Client Support Department of Microsoft (China) Co., Ltd. Guangzhou Branch. Mr. Zhan joined Tencent Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 700), since 2003 and now serves as the vice president of Tencent Financial Technology (FiT) and the partner of Tencent Investment. From March 2018 to February 2019, Mr. Zhan served as a director at Cango Inc., a company listed on the New York Stock Exchange (Stock Code: CANG). He currently serves as a director of Beijing Navinfo Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 002405), a non-executive director of Maoyan Entertainment, a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 1896) and a director of E-Money Holding Co., Ltd., a company listed on the National Equities Exchange and Quotations System (Stock Code: 832950).

Mr. Zhan received his bachelor's degrees in both engineering and economics from South China University of Technology in July 1997, and his executive master of business administration from Hong Kong University of Science and Technology in November 2011.

Pursuant to the service contract entered into between the Company and Mr. Zhan, his term of service shall commence from the date of approval of the qualification as a director by the CBIRC up to the expiry of the term of the third session of the Board. Upon expiry of his term of service, he shall be eligible to offer himself for re-election and re-appointment in accordance with the articles of association of the Company. According to the terms of Mr. Zhan's service contract, director's fee will be determined by the Remuneration and Nomination 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, and is subject to review by the Remuneration and Nomination Committee of the Company from time to time.

Save as disclosed above, Mr. Zhan confirms that (1) he has not held any other directorships in other listed public companies in the past three years, and he does not hold any other major appointments or professional qualifications, (2) he does not hold any position in the Company or any of its subsidiaries, (3) he does 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) he does not hold any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Zhan also confirms that, as at the date of this announcement, save as disclosed above, 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 matters relating to his appointment that needs to be brought to the attention of the Shareholders.

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

Shanghai, the PRC, May 11, 2020

*As at the date of this announcement, the Board comprises three executive directors, namely Mr. Yaping Ou (chairman), Mr. Jin Chen and Mr. Hugo Jin Yi Ou, five non-executive directors, namely Mr. Xinyi Han, Mr. Xiaoming Hu, Mr. Liangxun Shi, Mr. Ming Yin and Mr. Weibiao Zhan**, and five independent non-executive directors, namely Mr. Shuang Zhang, Ms. Hui Chen, Mr. Yifan Li, Mr. Ying Wu and Mr. Wei Ou.*

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

*** Mr. Weibiao Zhan shall be a non-executive director of the Company upon his qualification as a director of the Company being approved by the CBIRC.*