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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)**

## **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

According to the Corporate Governance Guidelines for Banking and Insurance Institutions (Yin Bao Jian Fa [2021] No. 14) and other relevant requirements issued by the China Banking and Insurance Regulatory Commission (the "**CBIRC**"), the board of directors (the "**Board**") of ZhongAn Online P & C Insurance Co., Ltd. (the "**Company**") proposes to amend certain provisions of the Articles of Association of ZhongAn Online P & C Insurance Co., Ltd. (the "**Articles of Association**") in light of the actual situations.

The meeting of the Board of the Company held on April 26, 2023 has considered and passed the resolutions on the amendments to the Articles of Association of the Company. Such resolutions will be submitted to the annual general meeting of the Company to be held on June 15, 2023 (the "**AGM**") for consideration and approval. Approval on the amended Articles of Association of the Company, after it has been considered and approved at the AGM, will need to be sought from the CBIRC. The amended Articles of Association of the Company will become effective from the date of approval granted by the CBIRC. The details of the proposed amendments are set out in Appendix I to Appendix IV to this announcement.

A circular which includes, among other things, the information in relation to the proposed amendments and a notice of the AGM, will be despatched to the shareholders of the Company as soon as practicable.

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

Shanghai, the PRC, April 26, 2023

*As at the date of this announcement, 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. Gang Ji, Mr. Shuang Zhang and Mr. Hugo Jin Yi Ou, and four independent non-executive directors, namely Mr. Wei Ou, Ms. Vena Wei Yan Cheng, Ms. Gigi Wing Chee Chan and Mr. Hai Yin.*

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

No.	Existing Provisions of Articles of Association	Amended Provisions of Articles of Association
1	<p><b>Article 64</b> If shareholders fall into any of the following circumstances, such shareholders shall not exercise the rights of shareholders such as voting right, dividend distribution right and the right to make proposal, and shall undertake to submit themselves to the regulatory measures imposed on them such as restriction on shareholders' rights and order to transfer their equity interest from the CBIRC:</p> <p>(I) The change of shareholders has not been approved by or filed with the CBIRC;</p> <p>(II) The change of the de facto controller of the shareholders has not been filed with the CBIRC;</p> <p>(III) The shareholders hold shares of the insurance company by entrusting or being entrusted by other persons;</p> <p>(IV) The shareholders control equity interest in a disguised manner such as being entrusted with voting rights and transfer of income rights;</p> <p>(V) The shareholders made self-injection or false increase of share capital directly or indirectly by using insurance funds;</p> <p>(VI) Other behaviours of investment and shareholding which are not in compliance with regulatory requirements.</p>	<p><b>Article 64</b> If shareholders fall into any of the following circumstances, such shareholders shall not exercise the rights of shareholders such as voting right, dividend distribution right and the right to make proposal, and shall undertake to submit themselves to the regulatory measures imposed on them such as restriction on shareholders' rights and order to transfer their equity interest from the CBIRC:</p> <p>(I) The change of shareholders has not been approved by or filed with the CBIRC;</p> <p>(II) The change of the de facto controller of the shareholders has not been filed with the CBIRC;</p> <p>(III) The shareholders hold shares of the insurance company by entrusting or being entrusted by other persons;</p> <p>(IV) The shareholders control equity interest in a disguised manner such as being entrusted with voting rights and transfer of income rights;</p> <p>(V) The shareholders made self-injection or false increase of share capital directly or indirectly by using insurance funds;</p> <p>(VI) Other behaviours of investment and shareholding which are not in compliance with regulatory requirements <u>and relevant behaviours which breach shareholders' commitments.</u></p>

<p>2</p>	<p><b>Article 71</b> .....</p> <p>More than half and not less than two independent directors shall have the right to request the Board to convene an extraordinary general meeting. In response to any request from independent directors for convening an extraordinary general meeting, the Board shall produce feedback in writing on its consent or dissent to convene an extraordinary general meeting within ten (10) days upon receipt of the request in accordance with the requirements of laws, regulations and regulatory provisions and provisions of the Articles of Association. If the Board agrees to convene an extraordinary general meeting, a notice of extraordinary general meeting shall be issued within five (5) days after a resolution has been passed by the Board. If the Board disagrees to convene an extraordinary general meeting, the independent directors shall report to the CBIRC.</p>	<p><b>Article 71</b> .....</p> <p>More than half and not less than two independent directors shall have the right to request the Board to convene an extraordinary general meeting. In response to any request from independent directors for convening an extraordinary general meeting, the Board shall <del>produce feedback in writing on its consent or dissent to</del> convene an extraordinary general meeting within <u>two months</u><del>ten (10) days</del> upon receipt of the request in accordance with the requirements of laws, regulations and regulatory provisions and provisions of the Articles of Association. <del>If the Board agrees to convene an extraordinary general meeting, a notice of extraordinary general meeting shall be issued within five (5) days after a resolution has been passed by the Board. If the Board disagrees to convene an extraordinary general meeting, the independent directors shall report to the CBIRC.</del></p>
<p>3</p>	<p><b>Article 109</b> The following matters shall be approved by special resolutions of a shareholders’ general meeting:</p> <p>(I) the increase or reduction of the Company registered capital and the issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(II) the issue of corporate bonds;</p> <p>.....</p>	<p><b>Article 109</b> The following matters shall be approved by special resolutions of a shareholders’ general meeting:</p> <p>(I) the increase or reduction of the Company registered capital<del> and the issue of any class of shares, warrants and other similar securities of the Company;</del></p> <p>(II) the issue of corporate bonds, <u>the issue of any class of shares, warrants and other similar securities as well as the listing;</u></p> <p>.....</p>

4	<p><b>Article 136</b> The list of candidates for directors shall be submitted by way of proposal for the consideration at the shareholders’ general meeting. The board of directors, the supervisory committee, and shareholder(s) individually or jointly holding more than 3% of the Company’s shares have the rights to make proposals regarding the candidates for director. When nominating a candidate for director, the nominating director shall make special statement on the candidate’s qualification and professional experience at the shareholders’ general meeting.</p> <p>If a director resigns due to the expiration of his/her term of office, he/she shall submit a resignation report to the board of directors of the Company to state his/her performance of duties during his/her term of office and shall hand over his/her work assumed.</p> <p>.....</p>	<p><b>Article 136</b> The list of candidates for directors shall be submitted by way of proposal for the consideration at the shareholders’ general meeting. The board of directors, the supervisory committee, and shareholder(s) individually or jointly holding more than 3% of the Company’s shares have the rights to make proposals regarding the candidates for director. When nominating a candidate for director, the nominating director shall make special statement on the candidate’s qualification and professional experience at the shareholders’ general meeting.</p> <p><u>In principle, the number of the directors nominated by the same shareholder and their related parties shall not exceed one third of the total number of members on the board of directors, unless otherwise stipulated by the State.</u></p> <p>If a director resigns due to the expiration of his/her term of office, he/she shall submit a resignation report to the board of directors of the Company to state his/her performance of duties during his/her term of office and shall hand over his/her work assumed.</p> <p>.....</p>
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5	<p><b>Article 149</b> The board of directors shall consist of eleven (11) directors, including one (1) chairman, two (2) executive directors, five (5) non-executive directors (excluding independent directors) and four (4) independent non-executive directors. Out of the independent non-executive directors, at least one of independent non-executive directors shall have appropriate professional qualifications or accounting or related financial management expertise.</p> <p>The chairman shall be elected by more than one-half of all members of the board of directors.</p> <p>Executive directors shall be general managers or other senior management members, but the total number of directors who are concurrently serving as general manager or other senior management member and directors who are also employee representatives shall not be more than half (1/2) of the total number of Board members of the Company.</p>	<p><b>Article 149</b> The board of directors shall consist of eleven (11) directors, including one (1) chairman, two (2) executive directors, five (5) non-executive directors (excluding independent directors) and four (4) independent non-executive directors. Out of the independent non-executive directors, at least one of independent non-executive directors shall have appropriate professional qualifications or accounting or related financial management expertise.</p> <p><del>The chairman shall be elected by more than one-half of all members of the board of directors.</del></p> <p>Executive directors shall be general managers or other senior management members, but the total number of directors who are concurrently serving as general manager or other senior management member and directors who are also employee representatives shall not be more than half (1/2) of the total number of Board members of the Company.</p>
6	<p><b>Article 150</b> The chairman and executive directors shall be elected and removed by more than one-half of all the directors. The term of office of the chairman and executive directors, who shall be entitled to re-election and reappointment, shall be three (3) years.</p> <p>.....</p>	<p><b>Article 150</b> The chairman <del>and executive directors</del> shall be elected and removed by more than one-half of all the directors. The term of office of the chairman <del>and executive directors</del>, who shall be entitled to re-election and reappointment, shall be three (3) years.</p> <p>.....</p>

7	<p><b>Article 151 The board of directors shall perform the following duties:</b></p> <p>.....</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>.....</p> <p>(XXX) to formulate the capital plan of the Company and assume the ultimate responsibility for capital or solvency management;</p> <p>(XXXI) to formulate policies on risk tolerance level, risk management and internal control of the Company and assume ultimate responsibility for comprehensive risk management;</p> <p>(XXXII) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p>	<p><b>Article 151 The board of directors shall perform the following duties:</b></p> <p>.....</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, <u>chief actuary</u>, compliance officer and other senior management of the Company and their compensation, rewards and punishments;</p> <p>.....</p> <p>(XXX) to formulate the capital plan of the Company and assume the ultimate responsibility for capital <del>or</del> <u>solvency</u> management;</p> <p>(XXXI) to <del>formulate policies on risk tolerance level, risk management and internal control of the Company</del> <u>consider and approve the Company's overall solvency risk management objectives, risk appetite, risk tolerance and risk management policies, as well as organizational structure and responsibilities for solvency risk management and other risk management matters; and assume ultimate responsibility for comprehensive the completeness and effectiveness of the solvency risk management system;</u></p>
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<p>(XXXIII) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders;</p> <p>(XXXIV) to assume management responsibility of shareholders' matters;</p> <p>(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;</p> <p>(XXXVI) to review and approve data governance matters of the Company in accordance with laws, regulations, regulatory provisions and the Articles of Association;</p> <p>(XXXVII) other functions and powers as conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' general meetings.</p> <p>.....</p>	<p><u>(XXXII) continuously monitor the solvency risk exposure of the Company, supervise the management's effective management and control of solvency risk;</u></p> <p><u>(XXXIII) to consider and approve the solvency report of the Company;</u></p> <p>(XXXHV) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(XXXHV) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders;</p> <p>(XXXHVI) to assume management responsibility of shareholders' matters;</p> <p>(XXXVII) 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;</p> <p>(XXXVIII) to review and approve data governance matters of the Company in accordance with laws, regulations, regulatory provisions and the Articles of Association;</p> <p>(XXXVHX) other functions and powers as conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' general meetings.</p> <p>.....</p>
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8	<p><b>Article 194</b> The general manager, deputy general manager, general manager assistant, secretary to the board of directors, financial controller, compliance officer, audit person and other persons who have been identified by the board of directors and are qualified to meet the requirements of the CBIRC are senior management of the Company. The senior management of the Company shall obtain the qualifications approved by the CBIRC before taking office.</p> <p>.....</p>	<p><b>Article 194</b> The general manager, deputy general manager, general manager assistant, secretary to the board of directors, financial controller, compliance officer, audit person, <u>chief actuary</u> and other persons who have been identified by the board of directors and are qualified to meet the requirements of the CBIRC are senior management of the Company. The senior management of the Company shall obtain the qualifications approved by the CBIRC before taking office.</p> <p>.....</p>
9	<p>—</p>	<p><b>Article 204</b> <u>The chief actuary shall perform the following duties:</u></p> <p>(I) <u>To analyze and research experience data, participate in the formulation of development strategies for insurance products, work out premium rates of insurance products, and review insurance product approval or filing materials;</u></p> <p>(II) <u>To be involved in solvency management;</u></p> <p>(III) <u>To formulate or participate in the formulation of reinsurance system; to review or participate in the review of reinsurance plans;</u></p> <p>(IV) <u>To assess various non-life insurance actuary reserves and relevant liabilities; to participate in budget management;</u></p> <p>(V) <u>To participate in the formulation of shareholder dividend distribution system; to formulate dividend distribution scheme relevant to insurance products, such as participating insurance;</u></p>

		<p><u>(VI) To participate in assets and liabilities allocation management; to be involved in deciding investment priorities or drawing up assets allocation guidelines;</u></p> <p><u>(VII) To participate in the formulation of operation rules and payment system for agency service fee, such as commission and brokerage expenses;</u></p> <p><u>(VIII) To review and sign relevant data and reports for disclosure pursuant to provisions specified by the insurance regulating authority and relevant state departments;</u></p> <p><u>(IX) To review and sign actuarial reports, embedded value reports and other relevant documents as required by the insurance regulating authority;</u></p> <p><u>(X) To report major potential risks to the insurance company and the insurance regulating authority;</u></p> <p><u>(XI) Any other duties which are required to be performed according to the requirements of the insurance regulating authority and the Articles of Association of the insurance company.</u></p>
10	<p><b>Article 212</b> The Company has established the supervisory committee. The supervisory committee of the Company consists of three (3) supervisors.</p> <p>.....</p>	<p><b>Article 2123</b> The Company has established the supervisory committee. The supervisory committee of the Company consists of three (3) supervisors, of whom one (1) is a shareholder representative supervisor, one (1) is an external supervisor and one (1) is an employee representative supervisor.</p> <p>.....</p>

11	<p><b>Article 214</b> The Supervisory Committee shall perform the following duties:</p> <p>.....</p> <p>(X) to perform other duties as stipulated by the Articles of Association.</p>	<p><b>Article 2145</b> The Supervisory Committee shall perform the following duties:</p> <p>.....</p> <p><u>(X) to supervise the decision of the board of directors on risk management, the performance of risk management duties by directors and senior management, and the formulation, implementation and evaluation of the Company’s development plan;</u></p> <p><u>(XI) to regularly understand the operation of the Company, monitor major solvency risks that may arise during the operating process, and include them in the work reports of the supervisory committee;</u></p> <p>(XII) to perform other duties as stipulated by the Articles of Association.</p>
12	<p><b>Article 254</b> In addition to a statutory reserves fund set aside from its after-tax net profit, the company may also set aside funds for a discretionary reserves fund from its after-tax net profit upon passing a resolution at a shareholders’ general meeting.</p> <p>The remaining after-tax profits after making up losses and allocation of statutory reserve fund and discretionary reserves fund shall be distributed in proportion to the number of shares held by the shareholders, unless otherwise stipulated in the Articles of Association.</p> <p>.....</p>	<p><b>Article 2545</b> In addition to a statutory reserves fund set aside from its after-tax net profit, the company may also set aside funds for a discretionary reserves fund from its after-tax net profit upon passing a resolution at a shareholders’ general meeting.</p> <p>The remaining after-tax profits after making up losses and allocation of statutory reserve fund and discretionary reserves fund shall be distributed in proportion to the number of shares held by the shareholders, unless otherwise stipulated in the Articles of Association. <u>While formulating a prudent profit distribution plan, the Company needs to consider factors such as “profitability, business development planning, shareholder’s return, regulatory requirements, social capital cost and external financial environment” etc.</u></p> <p>.....</p>

**APPENDIX II      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
13	<p><b>Article 7</b> More than half (1/2) and not less than two independent directors shall have the right to request the Board to convene an extraordinary general meeting, and it shall be made in writing. In response to any request from independent directors for convening an extraordinary general meeting, the Board shall produce feedback in writing on its consent or dissent to convene an extraordinary general meeting within ten (10) days upon receipt of the request in accordance with the requirements of laws, regulations and regulatory provisions and provisions of the Articles of Association.</p> <p>If the Board agrees to convene an extraordinary general meeting, a notice of extraordinary general meeting shall be issued within five (5) days after a resolution has been passed by the Board. If the Board disagrees to convene an extraordinary general meeting, the independent directors shall report to the CBIRC.</p>	<p><b>Article 7</b> More than half (1/2) and not less than two independent directors shall have the right to request the Board to convene an extraordinary general meeting, and it shall be made in writing. In response to any request from independent directors for convening an extraordinary general meeting, the Board shall <u>produce feedback in writing on its consent or dissent to convene an extraordinary general meeting within two months</u> <del>ten (10) days</del> upon receipt of the request in accordance with the requirements of laws, regulations and regulatory provisions and provisions of the Articles of Association.</p> <p><del>If the Board agrees to convene an extraordinary general meeting, a notice of extraordinary general meeting shall be issued within five (5) days after a resolution has been passed by the Board. If the Board disagrees to convene an extraordinary general meeting, the independent directors shall report to the CBIRC.</del></p>
14	<p><b>Article 46</b> The following matters shall be approved by special resolutions of a shareholders' general meeting:</p> <p>(I) the increase or reduction of the Company registered capital and the issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(II) the issue of corporate bonds;</p> <p>.....</p>	<p><b>Article 46</b> The following matters shall be approved by special resolutions of a shareholders' general meeting:</p> <p>(I) the increase or reduction of the Company registered capital <del>and the issue of any class of shares, warrants and other similar securities of the Company;</del></p> <p>(II) the issue of corporate bonds, <u>the issue of any class of shares, warrants and other securities as well as the listing;</u></p> <p>.....</p>

**APPENDIX III 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
15	<p><b>Article 6</b> The director candidates shall be proposed to the shareholders' general meeting as a motion for resolution. Besides, the Board or the shareholders who individually or jointly own more than 3% shares of the Company shall have the right to propose a motion on the name list of director candidates. The director candidates shall be proposed to the shareholders' general meeting as a motion for resolution. The nominator of a director candidate shall submit a specific explanation on the appointment qualifications and professional experience of such candidate at the time of nomination for submission to the shareholders' general meeting.</p> <p>A director who retires upon expiry of the term of office shall submit an outgoing report to the Board of the Company to explain the performance of duties during his/her term of office and transfer all his/her duties and functions undertaken.</p> <p>.....</p>	<p><b>Article 6</b> The director candidates shall be proposed to the shareholders' general meeting as a motion for resolution. Besides, the Board or the shareholders who individually or jointly own more than 3% shares of the Company shall have the right to propose a motion on the name list of director candidates. The director candidates shall be proposed to the shareholders' general meeting as a motion for resolution. The nominator of a director candidate shall submit a specific explanation on the appointment qualifications and professional experience of such candidate at the time of nomination for submission to the shareholders' general meeting.</p> <p><u>In principle, directors nominated by the same shareholder and its related parties shall not exceed one-third of the total number of board members, unless otherwise stipulated by the state.</u></p> <p>A director who retires upon expiry of the term of office shall submit an outgoing report to the Board of the Company to explain the performance of duties during his/her term of office and transfer all his/her duties and functions undertaken.</p> <p>.....</p>
16	<p><b>Article 7</b> The chairman and executive directors of the Board shall be elected and removed by more than one-half of all the directors. The chairman and executive directors shall hold office for a term of three (3) years, and may serve consecutive terms if re-elected.</p> <p>.....</p>	<p><b>Article 7</b> The chairman and <del>executive directors</del> of the Board shall be elected and removed by more than one-half of all the directors. The chairman and <del>executive directors</del> shall hold office for a term of three (3) years, and may serve consecutive terms if re-elected.</p> <p>.....</p>

**APPENDIX III 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)**

17	<p><b>Article 13</b> The Board shall perform the following duties:</p> <p>.....</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>.....</p> <p>(XXX) to formulate the capital plan of the Company and assume the ultimate responsibility for capital or solvency management;</p> <p>(XXXI) to formulate policies on risk tolerance level, risk management and internal control of the Company and assume ultimate responsibility for comprehensive risk management;</p> <p>(XXXII) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p>	<p><b>Article 13</b> The Board shall perform the following duties:</p> <p>.....</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, <del>actuarial controller</del> <u>chief actuary</u> 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>.....</p> <p>(XXX) to formulate the capital plan of the Company and assume the ultimate responsibility for capital <del>or solvency</del> management;</p> <p>(XXXI) to <del>formulate policies on risk tolerance level, risk management and internal control of the Company</del> <u>consider and approve the Company's overall solvency risk management objectives, risk appetite, risk tolerance and risk management policies, as well as organizational structure and responsibilities for solvency risk management and other risk management matters;</u> and assume ultimate responsibility for <del>comprehensive</del> <u>the completeness and effectiveness of the solvency risk management system;</u></p>
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**APPENDIX III 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)**

<p>(XXXIII) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders;</p> <p>(XXXIV) to assume management responsibility of shareholders' matters;</p> <p>(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;</p> <p>(XXXVI) to consider and approve the digital governance of the Company in accordance with laws, regulations, regulatory provisions and the Articles of Association;</p> <p>(XXXVII) other functions and powers as conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' general meetings.</p> <p>.....</p>	<p><u>(XXXII) continuously monitor the solvency risk exposure of the Company, supervise the management's effective management and control of solvency risk;</u></p> <p><u>(XXXIII) to consider and approve the solvency report of the Company;</u></p> <p>(XXXHV) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(XXXHV) to establish the mechanisms for identifying, reviewing and managing conflicts of interest between the Company and its shareholders, especially substantial shareholders;</p> <p>(XXXHVI) to assume management responsibility of shareholders' matters;</p> <p>(XXXVII) 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;</p> <p>(XXXVIII) to consider and approve the digital governance of the Company in accordance with laws, regulations, regulatory provisions and the Articles of Association;</p> <p>(XXXVHX) other functions and powers as conferred by laws, regulations, normative documents or the Articles of Association and by shareholders' general meetings.</p> <p>.....</p>
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**APPENDIX III 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)**

18	<p><b>Article 67</b> The primary responsibilities of the risk management and related transaction control committee under the Board are as follows:</p> <p>.....</p> <p>(III) To consider the following matters and provide comments and recommendations to the Board: 1. the overall goal of risk control, fundamental policies and the working regulations; 2. the establishment of the risk control organs and their responsibilities; 3. the risk valuations of significant policies-making and solutions of the major risks; 4. the annual risk valuation report;</p> <p>.....</p>	<p><b>Article 67</b> The primary responsibilities of the risk management and related transaction control committee under the Board are as follows:</p> <p>.....</p> <p>(III) To consider the following matters and provide comments and recommendations to the Board: 1. the overall <u>solvency risk management objectives, risk appetite, risk tolerance and risk management policies</u> <del>goal of solvency risk control, fundamental policies and the working regulations</del>; 2. the <u>organizational structure and responsibilities for solvency risk management</u> <del>establishment of the risk control organs and their responsibilities</del>; 3. <u>the risk of major business management matters, to continuously monitor various risks faced by the Company and their management</u>; 4. <u>the effectiveness of the solvency risk management system</u>; 5. <u>the risk valuations of significant policies-making and solutions of the to major solvency risks events</u>; <del>4</del>6. the annual risk valuation report;</p> <p>.....</p>
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**APPENDIX IV 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)**

<b>No.</b>	<b>Existing Provisions of the Rules of Procedures of the Supervisory Committee</b>	<b>Amended Provisions of the Rules of Procedures of the Supervisory Committee</b>
19	<p><b>Article 3</b> The Company shall establish a Committee which shall be composed of three (3) supervisors.</p> <p>.....</p>	<p><b>Article 3</b> The Company shall establish a Committee which shall be composed of three (3) supervisors, <u>of whom one (1) is a shareholder representative supervisor, one (i) is an external supervisor and one (1) is an employee representative supervisor.</u></p> <p>.....</p>
20	<p><b>Article 13</b> The Committee shall perform the following duties:</p> <p>.....</p> <p>(X) Other duties as stipulated by the Articles of Association.</p>	<p><b>Article 13</b> The Committee shall perform the following duties:</p> <p>.....</p> <p><u>(X) to supervise the decision of the board of directors on risk management, the performance of risk management duties by directors and senior management, and the formulation, implementation and evaluation of the Company's development plan;</u></p> <p><u>(XI) to regularly understand the operation of the Company, monitor major solvency risks that may arise during the operating process, and include them in the work reports of the supervisory committee;</u></p> <p>(XII) Other duties as stipulated by the Articles of Association.</p>

*Note:* Due to the addition of new articles and sub-articles in this amendment, the articles in the Articles of Association were renumbered. The amended Articles of Association were also revised accordingly for any changes in the numbering of the articles with cross-reference made in the original Articles of Association.