

New China Life Insurance Company Ltd.

Articles of Association

These Articles of Association were considered and approved by the Third Extraordinary General Meeting of 2025 on 31 October 2025, and became effective upon the approval from the National Financial Regulatory Administration.

Contents

Record of amendments of these Articles	1
Chapter 1 General Provisions	4
Chapter 2 Business Objectives and Scopes.....	6
Chapter 3 Shares and Registered Capital	7
Chapter 4 Capital Reduction and Share Repurchase.....	12
Chapter 5 Financial Aid for Purchase of Shares of the Company	16
Chapter 6 Share Certificates and Register of Members	18
Chapter 7 Transfer of Shares	23
Chapter 8 Party Organization (Party Committee).....	25
Chapter 9 Rights and Obligations of Shareholders.....	27
Chapter 10 Shareholders' General Meeting	37
Chapter 11 Special Procedures for Voting by Class Shareholders	57
Chapter 12 Board of Directors	60
Chapter 13 The Management of the Company	100
Chapter 14 Qualifications and Obligations of Directors, President and Other Senior Managers of the Company	106
Chapter 15 Accounting, Audit, Internal Control and Compliance, Risk Management and Protection of Legal Rights and Interests of Parties Involved	116
Chapter 16 Related Party Transactions and Information Disclosure	129
Chapter 17 Merger, Division, Dissolution and Liquidation	131
Chapter 18 Special Matters in Corporate Governance	135
Chapter 19 Notice.....	136
Chapter 20 Procedures for the Amendments on the Articles of Association	138
Chapter 21 Settlement of Disputes	139
Chapter 22 By-laws.....	140
Table of historical transfer of equities	142



新華人壽保險股份有限公司

NEW CHINA LIFE INSURANCE COMPANY LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01336)

**New China Life Insurance Company Ltd.
Articles of Association**

Record of amendments of these Articles

No.	Formulation of Articles of Association	Resolution Date	Meeting	Approval Document No.
1	Formulation of articles of association	14 July 1996	Resolution of the first session of shareholders' general meeting	Yinfu [1996] Approval No. 255
2	First amendment	30 March 1999	Sixth shareholders' general meeting	Baojian Fu [1999] Approval No. 63
3	Second amendment	16 January 2001	Extraordinary general meeting	Baojian Fu [2000] Approval No. 410
4	Third amendment	26 March 2002	Annual general meeting of 2001	Baojian Bianshen [2002] Approval No. 55
5	Fourth amendment	21 March 2003	Annual general meeting of 2002	Baojian Bianshen [2003] Approval No. 51
6	Fifth amendment	21 March 2003	Annual general meeting of 2002	Baojian Fu [2003] Approval No. 82
7	Sixth amendment	5 November 2003	Xinbaofa Request [2003] No. 105	Baojian Bianshen [2003] Approval No. 154
8	Seventh amendment	19 November 2004	Second extraordinary general meeting of 2004	Baojian Fagai [2004] Approval No. 1408
9	Eighth amendment	19 November 2004	Second extraordinary general meeting of 2004	Baojian Fagai [2004] Approval No. 1518
10	Ninth amendment	10 April 2006	First extraordinary general meeting of 2006	Baojian Fagai [2006] Approval No. 498

No.	Formulation of Articles of Association	Resolution Date	Meeting	Approval Document No.
11	Tenth amendment	21 April 2006	Second extraordinary general meeting of 2006	Baojian Fagai [2006] Approval No. 738
12	11th amendment	20 June 2006	Fourth extraordinary general meeting of 2006	Baojian Fagai [2007] Approval No. 103
13	12th amendment	18 May 2007	Sixth extraordinary general meeting of 2007	Baojian Fagai [2007] Approval No. 612
14	13th amendment	3 August 2007	Eighth extraordinary general meeting of 2007	Baojian Fagai [2007] Approval No. 1052
15	14th amendment	1 February 2007	First extraordinary general meeting of 2007	Baojian Fagai [2007] Approval No. 1574
16	15th amendment	21 September 2007	Ninth extraordinary general meeting of 2007	Baojian Fagai [2007] Approval No. 1692
17	16th amendment	15 August 2008	Fifth extraordinary general meeting of 2008	Baojian Fagai [2008] Approval No. 1149
18	17th amendment	6 October 2008	Sixth extraordinary general meeting of 2008	Baojian Fagai [2008] Approval No. 1434
19	18th amendment	19 November 2009	Seventh extraordinary general meeting of 2009	Baojian Fagai [2009] Approval No. 1245
20	19th amendment	14 January 2010	First extraordinary general meeting of 2010	Baojian Fagai [2010] Approval No. 114
21	20th amendment	29 June 2010	Annual general meeting of 2009	Baojian Fagai [2010] Approval No. 1060
22	21st amendment	14 October 2010	Fourth extraordinary general meeting of 2010	Baojian Fagai [2011] Approval No. 423
		3 December 2010	Sixth extraordinary general meeting of 2010	
23	22nd amendment	20 June 2011	Third extraordinary general meeting of 2011	Baojian Fagai [2011] Approval No. 1092
24	23rd amendment	31 March 2011	First extraordinary general meeting of 2011	Baojian Fagai [2011] Approval No. 1209
		20 June 2011	Third extraordinary general meeting of 2011	

No.	Formulation of Articles of Association	Resolution Date	Meeting	Approval Document No.
25	24th amendment	8 November 2011	Forty-second meeting of the fourth session of the board of directors (amended as authorized by the first extraordinary general meeting of 2011)	Baojian Fagai [2011] Approval No. 1848
26	25th amendment	31 March 2011	First extraordinary general meeting of 2011	Baojian Fagai [2012] Approval No. 407
		20 June 2011	Third extraordinary general meeting of 2011	
		8 November 2011	Forty-second meeting of the fourth session of the board of directors (amended as authorized by the first extraordinary general meeting of 2011)	
27	26th amendment	1 February 2013	First extraordinary general meeting of 2013	Baojian Fagai [2013] Approval No. 161
28	27th amendment	27 June 2016	Annual general meeting of 2015	Baojian Xuke [2016] Approval No. 846
29	28th amendment	19 December 2017	Second extraordinary general meeting of 2017	Yinbaojian Xuke [2018] Approval No. 485
30	29th amendment	19 December 2018	First extraordinary general meeting of 2018	Yinbaojian Fu [2019] Approval No. 767
		27 June 2019	Annual general meeting of 2018	
31	30th amendment	23 June 2020	Annual general meeting of 2019	Yinbaojian Fu [2020] Approval No. 577
32	31st amendment	28 June 2024	Annual general meeting of 2023	Jin Fu [2025] Approval No. 183
33	32nd amendment	31 October 2025	Third extraordinary general meeting of 2025	Jin Fu [2026] Approval No. 29

Chapter 1 General Provisions

Article 1

To adapt to the requirements from the development of socialist market economy and safeguard the legal rights and interests of New China Life Insurance Company Ltd. (hereinafter referred to as the “Company”), shareholders and creditors, as well as to manage the structure and behavior of the Company, this *Articles of Association* (hereinafter referred to as the “Articles” or “Articles of Association”) is formulated in accordance with the *Company Law of the People’s Republic of China* (hereinafter referred to as the “Company Law”), the *Securities Law of the People’s Republic of China* (hereinafter referred to as the “Securities Law”), the *Insurance Law of the People’s Republic of China* (hereinafter referred to as the “Insurance Law”), the *Constitution of the Communist Party of China*, the *Guidelines for Articles of Association of Listed Companies*, the *Guidance on Insurance Companies’ Articles of Association*, the *Code of Corporate Governance of Banking and Insurance Institutions*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (hereinafter referred to as the “Hong Kong Listing Rules”) as well as other relevant laws and regulations.

Article 2

The Company is a joint stock limited company established in accordance with the *Company Law*, the *Securities Law*, the *Insurance Law* and other relevant laws and regulations.

The Company was established by the promoters with the approval of People’s Bank of China (hereinafter referred to as the “PBOC”) through its Reply No. [1996] 255 and registered with the State Administration for Industry and Commerce of the People’s Republic of China. The Company obtained its business license for enterprise as a legal person on 28 September 1996, and its business license number is 110000009900854.

The promoters of the Company are China Aidi Group Corporation, China National Materials Development & Investment Corporation, Orient Group Industrial Co., Ltd., Beijing Huayuan Group Corporation, Baoshan Steel (Group) Co., Ltd., Shenhua Group Corporation Limited, New Industry Investment Co., Ltd., Heilongjiang Longdi Group Corporation Ltd., Xintaike Technology Development Centre, Jinzhou Harbour (Group) Co., Ltd., SINOPEC Daqing Petrochemical Complex, SINOPEC Jinling Petrochemical Company, Yizheng Chemical Fiber Co., Ltd., Anhui Grain & Oil Trading Co., Ltd. and Tongling Non-Ferrous Metals Group.

- Article 3** Registered name of the Company: 新華人壽保險股份有限公司
English name: NEW CHINA LIFE INSURANCE COMPANY LTD.
English abbreviation: NCI
- Article 4** Address: 16 East Hunan Road, Yanqing District, Beijing (Zhongguancun Yanqing Park)
Postal code: 102100
Telephone number: 010-85210000
Fax number: 010-85210101
Website: www.newchinalife.com
- Article 5** The Company is a joint stock limited company with perpetual existence.
- Article 6** The Company is subject to the jurisdiction and protection of laws, rules and regulations of the People's Republic of China, shall comply with laws and regulations and implement uniform national policies and guidelines in terms of finance and insurance and is monitored and administrated by the insurance regulatory authority.
- Article 7** The chairman of the board of directors of the Company shall be the director who executes the affairs on behalf of the Company and shall serve as the legal representative of the Company.
- The resignation of a director who also serves as the legal representative shall be deemed to resign from the position of the legal representative simultaneously.
- Article 8** All the capital of the Company shall be divided into shares of equal value. Shareholders' liabilities in the Company are proportional to the number of shares they subscribed and the Company shall assume the liabilities of the Company with all its assets.
- Article 9** Since the *Articles of Association* becomes effective, it shall act as a legally binding document for the management of the Company's structure and behaviors, and the rights and obligations between the Company and its shareholders and also among the shareholders. The *Articles of Association* will be binding to the Company, its shareholders, directors, members of the Party Committee (Discipline Inspection Commission), President and other senior managers. The aforesaid personnel shall all have the right to propose claims concerning the affairs of the Company in accordance with these Articles.
- Pursuant to these Articles, shareholders may prosecute the Company; the Company may prosecute its shareholders; a shareholder may prosecute other shareholders; shareholders and the Company may prosecute the directors, President and other senior managers of the Company.

The “prosecute” referred to in the preceding paragraph includes the instituting of legal proceedings with courts or the filing for arbitration to arbitral institutions.

Article 10

The senior managers referred to in the *Articles of Association* shall mean the Company’s President, Vice Presidents, Assistant Presidents, secretary of the board of directors, Financial Principal, Chief Risk Officer, Chief Actuary, Chief Compliance Officer, Auditing Officer and other senior managers appointed by the board of directors and in accordance with the regulations of the insurance regulatory authority, and senior managers shall obtain the qualification approval from the insurance regulatory authority or its local offices before taking office.

Article 11

The Company may invest in other limited liability companies or joint stock limited companies. The Company’s liabilities to an investee company shall be limited to the amount of its capital contribution to such investee company.

Article 12

In accordance with the provisions of the *Constitution of the Communist Party of China*, the Company shall establish an organization of the Communist Party of China (hereinafter referred to as the “Party”). The Party Committee shall play a leading role in the Company, supervising its direction of development, overlooking the whole picture and facilitating implementation. The working organ of the Party shall be established to carry out Party activities.

The Company shall provide necessary conditions for the Party organization to implement its normal activities, including sufficient staff and funds.

Article 13

According to the *Constitution of the People’s Republic of China* and other relevant laws, the Company exercises democratic management. The Company shall organize the trade union in accordance with the law, carry out trade union activities and safeguard the legal rights of employees. The Company shall provide necessary conditions for the activities of its trade union.

Chapter 2 Business Objectives and Scopes

Article 14

The Company’s business objectives are to satisfy customers’ needs with better products and services, to improve its own integrated strength with professional talents and detailed management, as well as to lay a solid foundation for its long-term development with a higher standard of honesty and a stronger sense of responsibility, with a view to create more value for its shareholders, customers, staff and the society.

Article 15

As approved by the company registration authority, the Company's business scope includes:

- (1) Life insurance in Renminbi and foreign currencies (including various life insurance, health insurance, accident and casualty insurance);
- (2) Acting as an agent for domestic and foreign insurance institutions for insurance, verification, claim settlement, etc.;
- (3) Insurance consulting;
- (4) Engaging in capital operations in accordance with relevant regulations; and
- (5) Other business as approved by the insurance regulatory authority.

The business scope of the Company shall be subject to approval of the insurance regulatory authority and the company registration authority.

Chapter 3 Shares and Registered Capital**Article 16**

The Company shall, at all times, have ordinary shares. The Company may, upon the approval by the departments in charge of company examination and approval as authorized by the State Council, have other classes of shares if necessary.

Article 17

The Company shall follow the principles of transparency, fairness and equity when issuing shares. Each share in the same class shall have the same rights.

Shares of the same class issued at the same time shall all be issued with the same condition and at the same price with each other. All shares subscribed by any entity or individual shall be paid the same price.

Shareholders of the domestic listed shares and foreign listed shares issued by the Company shall have the same rights in any distributions by way of dividend or otherwise with shares of the same class.

No powers shall be taken by the Company to restrict or otherwise impair any of the rights attached to any share solely for the reason that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.

- Article 18** All the shares issued by the Company shall have a par value and each shall bear a par value of RMB1.00.
- Article 19** Upon the approval by the insurance regulatory authority and the securities regulatory authorities under the State Council, the Company may issue shares to domestic investors and overseas investors.
- Overseas investors referred to in the preceding paragraph represent the investors from foreign countries or Hong Kong, Macau and Taiwan who have subscribed the shares issued by the Company. Domestic investors represent those investors in the People's Republic of China other than the aforesaid regions who have subscribed the shares issued by the Company.
- Article 20** The shares issued by the Company to domestic investors, which are subscribed in Renminbi, shall be referred to as domestic shares.
- The shares issued by the Company to overseas investors, which are subscribed in foreign currencies, shall be referred to as foreign shares.
- With the approval of issuance by departments authorized by the State Council as well as the approval by domestic stock exchange, the shares listed and traded on domestic stock exchange are of the same category, and are collectively referred to as domestically-listed domestic shares. With the approval of issuance by departments authorized by the State Council as well as the approval by overseas securities regulatory authorities, the shares listed and traded on overseas stock exchange are of the same category, and are collectively referred to as overseas-listed foreign shares.
- Foreign currencies referred to in the preceding paragraph represent the legal currencies of other countries or regions other than Renminbi that are recognized by the competent authorities of the State Administration of Foreign Exchange for the payment of share subscription to the Company.
- Article 21** With the approval by the departments in charge of company examination and approval as authorized by the State Council, the Company is authorized to issue up to a total of 3,119,546,600 ordinary shares, of which 500,000,000 shares or 16.0280% of the total ordinary shares issuable by the Company was issued to the promoters upon the Company's establishment. Upon the establishment, the Company's registered capital was RMB500,000,000. The following table sets out the promoters and their respective shareholdings:

No.	Promoter	Capital contribution (RMB)	Share subscription (Share)	Percentage in the total equity	Form of contribution	Transfer
1	China Aidi Group Corporation	RMB50,000,000	50,000,000 shares	10%	Currency	All Transferred
2	China National Materials Development & Investment Corporation	RMB50,000,000	50,000,000 shares	10%	Currency	All Transferred
3	Orient Group Industrial Co., Ltd.	RMB50,000,000	50,000,000 shares	10%	Currency	All Transferred
4	Beijing Huayuan Group Corporation	RMB50,000,000	50,000,000 shares	10%	Currency	All Transferred
5	Baoshan Steel (Group) Co., Ltd.	RMB50,000,000	50,000,000 shares	10%	Currency	
6	Shenhua Group Corporation Limited	RMB50,000,000	50,000,000 shares	10%	Currency	All Transferred
7	New Industry Investment Co., Ltd.	RMB50,000,000	50,000,000 shares	10%	Currency	All Transferred
8	Heilongjiang Longdi Group Corporation Ltd.	RMB40,000,000	40,000,000 shares	8%	Currency	All Transferred
9	Xintaike Technology Development Centre	RMB35,000,000	35,000,000 shares	7%	Currency	All Transferred
10	Jinzhou Harbour (Group) Co., Ltd.	RMB35,000,000	35,000,000 shares	7%	Currency	All Transferred
11	SINOPEC Daqing Petrochemical Complex	RMB10,000,000	10,000,000 shares	2%	Currency	All Transferred
12	SINOPEC Jinling Petrochemical Company	RMB10,000,000	10,000,000 shares	2%	Currency	All Transferred
13	Yizheng Chemical Fiber Co., Ltd.	RMB10,000,000	10,000,000 shares	2%	Currency	All Transferred
14	Anhui Grain& Oil Trading Co., Ltd.	RMB5,000,000	5,000,000 shares	1%	Currency	All Transferred
15	Tongling Non-Ferrous Metals Group	RMB5,000,000	5,000,000 shares	1%	Currency	All Transferred
	Total	RMB500,000,000	500,000,000 shares	100%		

After the establishment of the Company, 2,100,000,000 ordinary shares have been issued. Prior to the Company's initial public offering and listing of shares, the shareholding of the Company is as below:

Name of Shareholder	Number of Shares Held	Percentage Ownership of Shares
Central Huijin Investment Ltd.	1,009,190,000	38.8150%
Baosteel Group Corporation	488,150,000	18.7750%
Zurich Insurance Company Ltd.	390,000,000	15.0000%
Hebei Deren Investment Co., Ltd.	126,987,805	4.8841%
Tianjin Xinshang Investment Management Limited	81,454,878	3.1329%
Century Golden Resources Investment Group Co., Ltd.	78,000,000	3.0000%
Fullerton Management Pte Ltd.	78,000,000	3.0000%
CICC Securities (HK) Limited	65,000,000	2.5000%
Nomura Securities Co., Ltd.	65,000,000	2.5000%
Shanghai Zendai Investment Management Co., Ltd.	46,865,000	1.8025%
Xiamen United Credit Investment Co., Ltd.	40,426,829	1.5549%
Standard Chartered Principal Finance (Cayman) Ltd.	39,000,000	1.5000%
Vats Group Company Limited	31,745,000	1.2210%
Beijing Taiji Huaqing Information System Co., Ltd.	26,000,000	1.0000%
Shanghai Fosun Industrial Technology Development Company Limited	23,780,488	0.9146%
International Finance Corporation	10,400,000	0.4000%
Total	2,600,000,000	100%

Article 22

In the course of its initial public offering and listing of shares, the Company has issued 519,546,600 ordinary shares, which consist of 361,006,600 overseas-listed foreign shares, representing 11.5724% of the total ordinary shares issuable by the Company, and 158,540,000 domestically-listed domestic shares, representing 5.0821% of the total ordinary shares issuable by the Company.

After its initial public offering and listing of shares, the Company's share capital structure is: 3,119,546,600 ordinary shares in total, among which 2,085,439,340 are domestically-listed domestic shares, representing 66.85% of the total ordinary shares issued by the Company, and 1,034,107,260 overseas-listed foreign shares, representing 33.15% of the total ordinary shares issued by the Company.

Domestic shares issued by the Company are under centralized depositary of the Shanghai Branch of China Securities Depository and Clearing Corporation Limited; whereas the foreign shares issued by the Company are under centralized depositary of Computershare Hong Kong Investor Services Limited.

Article 23

The plans of issuing overseas-listed foreign shares and domestic shares as approved by the securities regulatory authorities under the State Council can be carried out respectively in steps by the board of directors.

The Company can carry out the plans of issuing overseas-listed foreign shares and domestic shares respectively according to the preceding paragraph within 15 months from the date of approval from the securities regulatory authorities under the State Council.

With the approval from the securities regulatory authorities under the State Council, the holders of domestic shares of the Company may transfer the shares held to overseas investors, and such shares can be listed and traded overseas. The listing and trading of such transferred shares on overseas stock exchange shall be in compliance with the regulatory procedures, rules and requirements of the overseas stock exchange. For the listing and trading of such transferred shares on overseas stock exchange, no separate class of shareholders' general meeting shall be called to vote.

Article 24

The Company shall raise full amount at one shot respectively when issuing overseas-listed foreign shares and domestic shares within the planned number of total shares specified in the issue scheme. In case of failure in raising full amount at one shot, the shares can be issued in installment upon the approval from the securities regulatory authority under the State Council.

Article 25

The registered capital of the Company is RMB3,119,546,600.

Article 26

The Company may, based on its operating and development needs and in accordance with laws, rules and regulations as well as the *Articles of Association*, increase its registered capital in the following ways, subject to a resolution adopted by the shareholders' general meeting and the approval from the insurance regulatory authority and other relevant regulatory authorities:

- (1) Offering shares to non-specific investors;
- (2) Offering shares to specific investors;
- (3) Allotting bonus shares to its existing shareholders;
- (4) Converting reserve into share capital; or
- (5) Other means permitted by laws, administrative rules, regulations and regulatory approvals.

The Company's increase of capital by issuing new shares shall, after being approved pursuant to the *Articles of Association*, be conducted in accordance with the procedures stipulated by relevant laws, rules, regulations, regulatory documents, relevant stipulations of the insurance regulatory authority and other regulatory authorities and the *Articles of Association*, submitted to the insurance regulatory authority for approval and shall register the alterations at the relevant registration authorities in accordance with the laws.

Chapter 4 Capital Reduction and Share Repurchase

Article 27

Pursuant to the laws, rules and regulations as well as the *Articles of Association*, upon the resolution of the shareholders' general meeting and the approval from insurance regulatory authority and other relevant regulatory authorities, the Company may reduce its registered capital, which shall be conducted in accordance with the procedures stipulated by the *Company Law*, the *Insurance Law* and relevant regulations of the insurance regulatory authority and other regulatory authorities as well as the *Articles of Association*, submitted to the insurance regulatory authority for approval and shall register the alterations at the relevant registration authorities in accordance with the laws.

When the Company reduces its registered capital, it shall prepare a balance sheet and a list of assets and submit them together with relevant documents to the shareholders for review before the shareholders' general meeting votes thereon.

The Company shall notify its creditors within 10 days after the date of resolution on reducing the registered capital and announce it on a newspaper at least three (3) times within 30 days. Creditors have the right to request the Company to repay its debts or to provide relevant debt settling guarantee within 30 days after receiving the notice or within 45 days after the date of announcement if no such notice has been received.

The Company's registered capital after reduction shall not be less than the statutory minimum amount.

Article 28

The Company may, in accordance with the procedures set out in the *Articles of Association* and subject to the approval from the relevant governing authority of the State, repurchase its issued shares under the following circumstances:

- (1) Reducing its registered capital;
- (2) Merger with other companies that hold shares in the Company;
- (3) Using the shares in the employee stock ownership scheme or as equity incentive;
- (4) Repurchase of shares made upon the request of its shareholders who disagree with resolutions passed at a shareholders' general meeting in connection with a merger or division of the Company;
- (5) Using the shares to convert corporate bonds issued by the Company that can be converted into stocks;
- (6) As necessary for maintenance of the Company's value and shareholders' rights and interests;
- (7) Other circumstances permitted by laws, rules and regulations or by the securities regulatory authorities of the place where the shares of the Company are listed.

Except for the circumstances specified above, the Company shall not purchase its own shares. The Company's repurchase of its own shares shall be subject to the resolution of shareholders' general meeting.

The shares of the Company repurchased in accordance with item (1) of first paragraph shall be cancelled within ten (10) days from the date of repurchase; those repurchased in accordance with items (2) and (4) shall be transferred or cancelled within six (6) months; the total shares held by the Company in accordance with items (3), (5), (6) shall not exceed 10% of the total shares of the Company in issue and shall be transferred or cancelled within three (3) years.

The repurchase of foreign listed shares of the Company shall comply with the *Hong Kong Listing Rules* and other relevant regulatory requirements of the place where the Company is listed.

Article 29

The Company can repurchase its shares in one of the following ways with approval from the relevant governing authority of the State:

- (1) Making a pro rata offer of repurchase to all of its shareholders;
- (2) Repurchasing shares through public dealing on a stock exchange;
- (3) Repurchasing shares by an off-market agreement; or
- (4) Other ways permitted by laws, rules and regulations or by the relevant securities regulatory authorities of the place where the shares of the Company are listed.

In respect of the redeemable shares which the Company has the power to purchase for redemption, in the event that the purchases are not made through the market or by tender, the Company shall, in accordance with the relevant laws, regulations and regulatory requirements, set a maximum price for the purchases; in the event that the purchases are by tender, the offers shall be available to all shareholders on equal conditions.

The Company shall perform its information disclosure obligations in accordance with the *Securities Law* when repurchasing its own shares. The Company's repurchase of its own shares in accordance with items (3), (5), (6) of the first paragraph of Article 28 of the *Articles of Association* shall be carried out in a public and centralized manner.

Article 30

Where the Company repurchases its shares by an off-market agreement, the prior approval from a shareholders' general meeting in accordance with the *Articles of Association* shall be obtained. The Company may cancel or change the agreement that has been entered into in the aforementioned manner or waive any rights under such agreement with the prior approval from a shareholders' general meeting obtained in the same manner.

The agreement for the repurchase of shares referred to in the preceding paragraph shall include (but not limited to) an agreement on bearing the obligation of share repurchase and acquiring the right of share repurchase.

The Company shall not transfer the agreement of repurchasing its shares and or any rights stated in the agreement.

Article 31

For the portion of shares cancelled due to the repurchase of the Company's own shares, with the approval by the insurance regulatory authority, application for the change of registered capital shall be filed with the original company registration authorities. The aggregate par value of the shares cancelled shall be deducted from the Company's registered capital.

Article 32

Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its issued shares:

- (1) Where the Company repurchases shares of the Company at par value price, payment shall be deducted from the book balance of distributable profits of the Company and the proceeds from the new share issuance for the purpose of repurchasing the existing shares;
- (2) Where the Company repurchases shares of the Company at a price higher than the par value, the portion equivalent to the par value shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issuance for the purpose of repurchasing the existing shares; the portion beyond the par value shall be handled as follows:
 - (i) If the shares repurchased are issued at par value, the payment shall be deducted from the book balance of the distributable profits of the Company; or
 - (ii) If the shares repurchased were issued at a price higher than the par value, payment shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issuance for the purpose of repurchasing the existing shares; however, the amount deducted from the proceeds from the new share issuance shall neither exceed the aggregate premium from the issuance of the existing shares repurchased nor shall it exceed the amount (including the premiums from the new share issuance) in the premium account (or capital reserve account) at the repurchase.

- (3) Payments for the following purposes shall be made out of the Company's distributable profits:
- (i) Acquisition of the right to repurchase shares of the Company;
 - (ii) Modification of any contract to repurchase shares of the Company;
or
 - (iii) Release of any of the Company's obligation under any contract for the repurchase of its shares.
- (4) After the total par value of the cancelled shares is deducted from the Company's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits for the repurchase of the shares at par value shall be included in the Company's premium account (or capital reserve account).

For financial issues involved in share repurchase otherwise provided by laws, rules, regulations and relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed, those requirements shall be followed.

Chapter 5 Financial Aid for Purchase of Shares of the Company

Article 33

The Company or its subsidiaries shall not, by any means at any time, provide any kind of financial aid such as lending and guarantee to directors, senior managers and other persons who acquires or proposes to acquire shares of the Company. "The person" referred to in the preceding paragraph shall include a person who directly or indirectly incurs any obligation due to the acquisition of shares.

The Company and its subsidiaries shall not, by any means at any time, provide any form of financial aid to the aforesaid obligor for the purpose of reducing or discharging the obligations assumed by that person.

This Article does not apply to the circumstances mentioned in Article 35 in this Chapter.

Article 34

“The financial aid” referred to in this Chapter shall be provided by, but not limited to the following meanings:

- (1) Gift;
- (2) Guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company’s own default), relief or waiver of rights;
- (3) Provision of loan or conclusion of agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights under, such loan or agreement; and
- (4) Any other form of financial aid given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.

“Incurring an obligation” referred to in this Chapter shall include the incurring of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not, and irrespective of whether such obligation is to be borne solely by the obligor or jointly with any other persons), or by any other means, which results in a change in his/her/its financial position.

Article 35

The following activities shall not be deemed to be activities prohibited by Article 33 of this Chapter, except for those prohibited by relevant laws, rules and regulations:

- (1) The provision of financial aid by the Company where the financial aid is given in good faith in the interests of the Company, and the principal purpose of this is not for the acquisition of shares of the Company, or the giving of the financial aid is an incidental part of a master plan of the Company;
- (2) The lawful distribution of the Company’s assets as dividends;
- (3) The distribution of dividends in the form of shares;
- (4) A reduction of registered capital, a repurchase of shares or a reorganization of the share capital structure effected in accordance with the *Articles of Association*; and

- (5) The provision of loans by the Company for ordinary business activities within its scope of business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits).

Chapter 6 Share Certificates and Register of Members

Article 36

Share certificates of the Company shall be in registered form.

Share certificates of the Company shall state clearly the following items:

- (1) Company name;
- (2) Incorporation date of the Company;
- (3) Class of share, face value and the number of shares represented;
- (4) Stock code; and
- (5) Other items required by the *Company Law* and the stock exchange of the place where the shares of the Company are listed.

Article 37

Overseas-listed foreign shares in the Company may be issued in the form of depositary receipt or other derived forms of shares in accordance with the law and practices on securities registration and depositary of the place where the shares are listed.

Article 38

Share certificates shall be signed by the chairman of the board of directors. In case other senior managers of the Company are required to sign under the requirements of the stock exchange of the place where the shares of the Company are listed, the share certificates shall also be signed by such members. The share certificates shall be effective upon the affixture of the Company's seal or the affixture of the seal in printed form. Authorization from the board of directors shall be obtained for the affixture of the Company's seal on the share certificates. The signature on share certificates by the chairman of the board of directors of the Company or other relevant senior managers could also be made in printed form.

For dematerialized issuance and trading, other requirements of the securities regulatory authorities of the place where the shares of the Company are listed shall be applicable.

Article 39

The Company shall maintain a register of members, and include the followings:

- (1) The name, address (domicile), occupation or nature of each shareholder;
- (2) The class and number of shares held by each shareholder;
- (3) The amount paid or payable by each shareholder for the respective shares held;
- (4) The serial numbers of shares held by each shareholder;
- (5) The date when each shareholder is registered as a shareholder; and
- (6) The date when each shareholder ceases to be a shareholder.

The Company shall establish a register of members in accordance with evidence from the securities registration organization, and the register of members shall be the sufficient evidence of the shareholders' shareholding in the Company. A shareholder shall enjoy rights and assume obligations according to the class of shares held by him/her/it; shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

Article 40

The Company may, pursuant to the mutual understanding and agreement made between the securities regulatory authorities under the State Council and overseas securities regulatory authorities, maintain the register of holders of overseas-listed foreign shares overseas for shareholders' inspection, and mandate overseas agent(s) to manage such register of shareholders. The original copy of the register of holders of overseas-listed foreign shares listed in Hong Kong shall be maintained in Hong Kong.

The Company shall maintain a copy of the register of holders of overseas-listed H shares in the premises of the Company. Overseas agency so mandated shall at any time ensure the consistency of the original copy and the copy of the register of holders of overseas-listed H shares. If there is any discrepancy between the original copy and the copy of the register of holders of overseas-listed H shares, the original copy shall prevail.

Article 41

The Company shall maintain a complete register of members.

The register of members shall include the following parts:

- (1) The register of members maintained in the domicile of the Company other than those described in items (2) and (3) of this Article;
- (2) The register of holders of overseas-listed foreign shares maintained in the place of stock exchange where the shares are listed;
- (3) The register of members maintained in other places as the board of directors may consider necessary for the purpose of the listing of the Company's shares.

Article 42

Different parts of the register of members shall not overlap. No transfer of any shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register.

Alternations or amendments on each part of the register of members shall proceed in accordance with the laws of the place where that part of the register of members is maintained.

Article 43

Where the relevant laws, rules, regulations, standardization documents, the securities regulatory authorities of the place where the shares of the Company are listed, and the listing rules have requirements on the period of closure of the register of shareholders prior to a shareholders' general meeting, or the reference date set by the Company for the purpose of distribution of dividend, such requirements shall be followed.

The aforesaid period for the closure of the register of shareholders shall not exceed thirty (30) days within a year, but another thirty (30) days at most may be extended upon approval by the shareholders' general meeting through deliberation.

Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Company shall issue the certificate signed by the company secretary to the applicant to specify the approval authority and duration of closure of the register of shareholders.

Article 44

Whenever the Company convenes a shareholders' general meeting, distributes dividends, liquidates or engages in other acts requiring the confirmation of shareholding, a day shall be determined by the board of directors or the convener of the shareholders' general meeting as the record date for the registration of shareholdings, upon the expiry of which, those members who appear in the register of members shall be the shareholders of the Company.

Article 45

Any person who has an objection to the register of members and requests for the registration of his/her/its name in the register of members or requests to remove his/her/its name from the register of members, he/she/it may apply to the court of jurisdiction to amend the register of members.

Article 46

Any member registered in the register of members or any person requesting for the registration of his/her/its name in the register of members may apply to the Company to reissue new share certificate for his/her/its respective shares (i.e. "relevant shares") if his/her/its share certificate (i.e. "original share certificate") is lost or destroyed.

Application by a holder of domestic shares who has lost or destroyed his/her/its share certificate and applies for reissuance shall be dealt with in accordance with Article 164 of the *Company Law*.

Application by a holder of overseas-listed foreign shares who has lost or destroyed his/her/its share certificate and applies for reissuance shall be dealt with in accordance with the laws of the place where the original copy of the register of members who are holders of overseas-listed foreign shares is maintained and the rules of the stock exchange or other relevant provisions.

In case that a holder of overseas-listed foreign shares of a Hong Kong listed company has lost or destroyed his/her/its share certificate and applies for reissuance, the issuance of a replacement share certificate shall comply with the following requirements:

- (1) Applicants shall submit his/her/its application in the standard form prescribed by the Company with the notarial certificate or statutory declaration documents attached. The notarial certificate or statutory declaration documents shall include the ground for application, circumstances and evidences of the loss of share certificate, as well as a declaration that no other person may request for the registration as the holder of the relevant shares.
- (2) Before the Company makes the decision on the reissuance of new share certificate, no declaration of the request for the registration as members of such shares by any person other than the applicants has been received.

- (3) In case the Company decides to reissue new share certificate to the applicant, an announcement of such reissuance shall be published on the newspapers designated by the board of directors at least every 30 days within a period of 90 days.
- (4) Before the Company publishes the announcement of the reissuance of a share certificate, a copy of the announcement intended to be published shall be submitted to the stock exchange of the place where the shares are listed. Upon the receipt of response from such stock exchange that confirms that such announcement has been exhibited in the premises of the stock exchange, the announcement may be published. Such announcement shall be exhibited in the premises of the stock exchange for a period of 90 days.

If the application for the reissuance of share certificate is made without the consent of registered holders of the relevant shares, the Company shall deliver a copy of the announcement intended to be published to such shareholder by post.

- (5) Upon the expiration of 90 days period of the announcement and exhibition referred to in item (3) and (4) of this Article, if no objection on the reissuance of the share certificate has been received by the Company, a new share certificate may be reissued pursuant to the applicant's application.
- (6) When the Company reissue new share certificate pursuant to this Article, the original share certificate shall be cancelled immediately, and such cancellation and reissuance shall be registered in the register of members.
- (7) All costs for the cancelation of the original share certificate and the reissuance of new share certificate incurred shall be borne by the applicant. Until the applicant provides any reasonable guarantee, the Company shall be entitled to reject to take any action.

Article 47

After the reissuance of a new share certificate by the Company pursuant to these Articles, the name of the bona fide purchaser acquiring the aforesaid new share certificate or of the person (a bona fide purchaser) subsequently registered as the owner of such shares shall not be removed from the register of members.

Article 48

The Company has no obligation to compensate for those who suffer loss from cancellation of original share certificates or reissuance of new share certificates unless they can prove that the Company has fraudulent conduct.

Chapter 7 Transfer of Shares

Article 49

Unless otherwise provided by the laws, rules, regulations and relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed, all fully paid shares may be transferred pursuant to the law without any lien, but shall comply with the provisions of the insurance regulatory authority and relevant regulatory authorities as well as the *Articles of Association*.

For the transfer of overseas-listed foreign shares listed in Hong Kong, registration shall be made in the share registrar in Hong Kong authorized by the Company.

Article 50

All the fully paid-up overseas-listed foreign shares listed in Hong Kong are freely transferable in accordance with the *Articles of Association*. However, unless the following requirements are met, the board of directors may refuse to accept any transfer documents without giving any explanation for such refusal:

- (1) Any transfer documents or other documents which are related to ownership of the shares or would affect the ownership of the shares shall be registered with a registration fee payable to the Company in accordance with the *Hong Kong Listing Rules*;
- (2) Such transfer documents only relate to the overseas-listed foreign shares listed in Hong Kong;
- (3) Any stamp duty payable on the transfer documents are duly paid in accordance with the Hong Kong laws;
- (4) Relevant share certificates and other proof which proves the transferor's ownership of the shares as reasonably required by the board of directors shall be provided;
- (5) In the event that the shares are to be transferred to joint holders, the number of the shareholders who are jointly registered shall not be more than four (4); and
- (6) No lien shall be attached to the relevant shares.

If the board of directors rejects to register the transfer of shares, the Company shall, within 2 months from the date when duly application for the transfer was submitted, give a notice of rejection on the registration of such transfer of shares to the transferor and transferee.

Article 51

All transfer of overseas-listed foreign shares listed in Hong Kong shall be made in written transfer instrument in a general or common form or any other forms accepted by the board of directors, and the written transfer instrument may be signed in hand. In case the shareholder is the recognized clearing house defined in the *Securities and Futures Ordinance of Hong Kong* (hereinafter referred to as the “Recognized Clearing House”) or its nominees, the written transfer instrument may be signed in the mechanical printed form.

Article 52

For the transfer of shares issued prior to the Company’s initial public offering, it shall be carried out in accordance with the relevant laws, rules, regulations and listing rules.

Directors and senior managers of the Company shall report their shareholdings in the Company and the respective changes. During his/her tenure, no shares exceeding twenty-five percent (25%) of his/her total shareholding in the Company shall be transferred within one (1) year; and no transfer of shares held shall be allowed within one (1) year since the date when the shares in the Company are listed. The aforesaid personnel shall not transfer the shares held within half a year after leaving his/her office.

Article 53

Where directors, senior managers or shareholders who hold more than five percent (5%) of the shares of the Company sell their shares or other equity securities of the Company within six (6) months of purchase, or repurchase the shares or other equity securities within six (6) months of sale, the proceeds will be attributed to the Company, and the board of directors of the Company will resume the proceeds. However, the securities firm, which holds over five percent (5%) of the shares due to purchase of the remaining shares after underwriting shall not be subject to the six (6)-month-limit when selling such remaining shares.

The shares or other equity securities held by directors, senior managers, or natural person shareholders in the preceding paragraph in this Article shall include the shares or other equity securities held by his or her spouse, parents, children, or held by using other persons’ accounts.

In the event that the board of directors of the Company fails to enforce the requirement in accordance with the preceding paragraph, the shareholders are entitled to request enforcement by the board of directors within thirty (30) days. In the event that the board of directors of the Company fails to enforce the requirement within the said period, the shareholders are entitled to initiate litigation in the People’s Court for the benefit of the Company’s interest in its own name.

In the event that the board of directors of the Company fails to enforce the requirements in accordance with the first paragraph of this Article, responsible directors shall be jointly and severally liable in accordance with the law.

Article 54

Shareholders shall go through relevant procedures in accordance with law and comply with relevant regulations as specified by the insurance regulatory authority and other regulatory authorities and stock exchanges while transferring the Company's shares.

Where there are changes in shareholders holding more than five percent (5%) of the shares of the Company as a result of the transfer of shares by any shareholder, relevant shareholders shall cooperate with the Company to go through review and approval procedures of the insurance regulatory authority.

Article 55

The Company shall not accept its own shares as the subject matter of a pledge.

Chapter 8 Party Organization (Party Committee)

Article 56

The Company shall establish the Committee of the Communist Party of China of New China Life Insurance Company Ltd. (hereinafter referred to as the "Party Committee of the Company"). The Party Committee of the Company shall have one (1) secretary, one (1) or two (2) deputy secretaries and several other Party Committee members. In principle, the chairman of the board of directors of the Company and the secretary of the Party Committee shall be the same person, and one (1) deputy secretary of the Party Committee shall be designated to assist the secretary of the Party Committee to carry out Party building. Eligible members of the Party Committee can join the board of directors and the management through legal procedures, while eligible Party members of the board of directors and the management can also join the Party Committee in accordance with relevant rules and procedures. At the same time, the Company shall establish the Commission for Discipline Inspection of the Communist Party of China of New China Life Insurance Company Ltd. in accordance with provisions.

Article 57

The Party Committee of the Company shall, in accordance with the *Constitution of the Communist Party of China*, the *Working Rules of Primary-level Party Organizations of State-owned Enterprises (for trial implementation)* and other party rules, perform its duties:

- (1) To enhance the political building of the Party, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping at the core in the political stance, political direction, political principle and political path;
- (2) To thoroughly study and implement Xi Jinping's Thought on Socialism with Chinese Characteristics for a New Era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organization at a higher level in the Company;
- (3) To investigate and discuss the significant operation and management matters and support the shareholders' general meeting, the board of directors, and the management to perform their powers and functions in accordance with the laws;
- (4) To strengthen the leadership and gatekeeping of the talent selection and employment, and do a good job in the construction of the leadership team, cadre team and talent team of the Company;
- (5) To fulfill the main responsibility of exercising full and rigorous governance over the Party, lead and support the Commission for Discipline Inspection to perform the responsibility of supervision and discipline enforcement, strictly clarify political discipline and political rules, and promote the extension of full and rigorous governance over the Party to primary-level organizations;
- (6) To strengthen the construction of primary-level Party organizations and Party members, and unite and lead employees to actively participate in the reform and development;
- (7) To lead the ideological and political work, spiritual civilization construction, united front work, as well as the trade unions, the Communist Youth League, women's organizations and other group organizations;
- (8) Other material matters that fall within the duty of the Party Committee.

Studies and discussions by the Party Committee shall be a preparatory procedure for the board of directors and management team to decide on major matters.

Article 58

The Party Committee of the Company shall earnestly exert its leadership role in directing, managing the overall situation and ensuring implementation, focus on political direction, leadership team, basic systems, major decisions and Party building, and earnestly assume the responsibility of strict management of the Party. Major business management matters must be studied and discussed by the Party Committee before making decisions by the board of directors or senior management.

Article 59

The Company shall constantly improve the democratic management system in the basic form of the congress of employee representatives under the leadership of the Party Committee, and listen to employees' opinions when making major decisions. Major issues concerning immediate interests of the employees must be deliberated by the congress of employee representatives or congress of employees to guarantee that employee representatives can participate in the corporate governance in a legal and orderly manner.

Chapter 9 Rights and Obligations of Shareholders**Article 60**

Shareholders of the Company are those lawfully holding the shares of the Company, whose names are registered in the register of members. A shareholder shall enjoy rights and assume obligations according to the class of shares held; shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

When more than two (2) persons are registered as the joint shareholders of any share, they shall be deemed to be the joint owners of such shares and shall be bound by the following restrictions:

- (1) The Company does not have to register more than four (4) persons as the joint shareholders of any share;
- (2) All joint shareholders of any share shall be jointly and severally liable for the payment of all fees payable for the relevant shares.

In the case of joint shareholders:

- (1) If one of those joint shareholders passes away, only the surviving shareholders among them shall be deemed by the Company as the owners of the relevant shares, but the board of directors shall be entitled to request for the surviving shareholders to provide the death certificate it thinks fit for the purpose of amending the register of members.

- (2) For joint shareholders of any shares, only the joint shareholder named first in the register of members shall be entitled to receive the share certificate of the relevant shares and notice from the Company as well as attend shareholders' general meetings of the Company or exercise the voting rights of the relevant shares. Any notice delivered to any aforesaid person shall be deemed to be delivered to all joint shareholders of the relevant shares.

If any of the joint shareholders issues a receipt to the Company for any dividends, bonus or capital return payable to such joint shareholders, such receipt shall be deemed to be an effective receipt issued to the Company by such joint shareholders.

Article 61

The ordinary shareholders of the Company shall enjoy the following rights:

- (1) The right to receive dividends and other distributions in proportion to their shareholdings;
- (2) The right to request, convene, preside over, attend or appoint a proxy to attend shareholders' general meetings, exercise the respective voting rights and voice opinions at the meetings in accordance with laws;
- (3) The right to supervise the Company's business operations, and the right to present proposals or to raise enquires;
- (4) The right to transfer, gift or pledge his/her/its shares in accordance with laws, rules, regulations and relevant provisions prescribed by securities regulatory authorities of the place where the shares of the Company are listed as well as the *Articles of Association*;
- (5) The right to obtain relevant information in accordance with the *Articles of Association*, including:
 - (i) The right to obtain a copy of the *Articles of Association*, subject to payment of the cost of such copy; and
 - (ii) The right to inspect without charge and copy, subject to payment of a reasonable fee, the following:
 1. All parts of the register of shareholders;
 2. Personal particulars of each of the Company's directors, President and other senior managers;

3. The state of the Company's share capital;
 4. The report showing the nominal value, number, the highest and lowest prices of the shares repurchased and the total consideration paid by the Company in connection therewith since the last financial year;
 5. Minutes of shareholders' general meetings (for reference only);
 6. Resolutions passed at the shareholders' general meetings, and resolutions passed at the meetings of the board of directors;
 7. Financial accounting reports, and shareholders who meet the relevant requirements may inspect the Company's accounting books and vouchers;
 8. The latest audited financial statements, the report of the board of directors, and the audit reports;
 9. A copy of the latest annual returns submitted for filing to the registration authority or other competent authorities.
- (6) The right to participate in the distribution of remaining assets of the Company in proportion to its shareholding(s) when the Company is terminated or liquidated;
- (7) The right to require the Company to acquire his/her/its shares for such shareholders who are against any resolution of the shareholders' general meeting in relation to a merger or separation of the Company; and
- (8) Other rights conferred by laws, rules, regulatory provisions, regulations and the *Articles of Association*.

Article 62

Shareholders who request for the inspection of information related to Article 61 of the *Articles of Association* or obtaining certain materials shall make such request to the Company in writing, and provide proof of his/her/its shareholding. The Company would, upon the confirmation of the identity of the shareholder(s), provide the information or materials as requested.

Article 63

If any resolution adopted by the shareholders' general meeting or the board of directors violates any laws, rules or regulations, a shareholder has the right to petition the People's Court to declare the resolution invalid.

If the convening procedure or voting method of any shareholders' general meeting or any meeting of the board of directors violates any laws, regulations or the *Articles of Association*, or if any resolution violates the *Articles of Association*, a shareholder may, within sixty (60) days from the date of the resolution, petition the People's Court to revoke the relevant resolution.

If the Company has registered changes according to a resolution adopted by the shareholders' general meeting or a resolution adopted by the board of directors, while the People's Court has ruled that such resolution is invalid or has revoked such resolution, the Company shall apply to the company registration authority for revoking the registration of changes.

Article 64

If any director, other than the member of the Audit and Related Party Transaction Control Committee, or senior manager violates laws, regulations or the *Articles of Association* in performing his/her duties, which has caused losses to the Company, shareholders individually or jointly holding 1% or more voting shares of the Company for at least 180 consecutive days may request the Audit and Related Party Transaction Control Committee in writing to bring an action at the People's Court; if any member of the Audit and Related Party Transaction Control Committee violates laws, regulations or the *Articles of Association* in performing his/her duties, which has caused losses to the Company, the aforesaid shareholder may request the board of directors in writing to bring an action at the People's Court.

If the Audit and Related Party Transaction Control Committee or the board of directors refuses or fails to bring an action within 30 days after receiving the request, or the situation is so urgent that if an action is not initiated promptly the Company will suffer irremediable damages, a shareholder has the right to bring an action at the People's Court directly in his/her/its own name for the interests of the Company.

If any other person infringes the interests of the Company, the shareholders specified in the first paragraph of this Article may bring an action at the People's Court pursuant to the Articles herein above.

Article 65

If any director, President or other senior managers violates laws, regulations, regulatory provisions or the *Articles of Association*, which impairs the interests of the Company, shareholders, the insured and other interested parties, he/she shall be liable for compensation accordingly. If any of the above-mentioned situations occurred, shareholders shall have the right to report to the insurance regulatory authority directly. Where the interests of shareholders are harmed, the shareholders may bring an action at the People's Court.

Article 66

Holders of ordinary shares of the Company shall assume the following obligations:

- (1) To abide by laws, rules, regulatory provisions, regulations and the *Articles of Association*;
- (2) To pay subscription funds according to the number of shares subscribed and the method of subscription;
- (3) To contribute to the Company by self-owned funds from legitimate source, and not by entrusted funds, debt funds or other non-self-owned funds, unless otherwise stipulated by laws and regulations or regulatory systems;
- (4) Shareholding ratio and number of shareholding institutions shall comply with regulatory provisions, and may not entrust others or accept others' entrustment to hold the shares of the Company;
- (5) Unless otherwise stipulated by laws, rules, regulatory provisions, regulations and the *Articles of Association*, not to withdraw their share capital;
- (6) Any shareholder holding more than five percent (5%) of voting shares of the Company, shall truthfully provide the Company with information such as financial information, shareholding structure, sources of share subscription, controlling shareholders, actual controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions etc. according to the laws, regulations and regulatory provisions;
- (7) To exercise the shareholders' rights in accordance with laws, shareholders and their controlling shareholders and actual controllers shall not abuse the shareholders' rights or use the related relations, so as to damage the legitimate rights and interests of the Company or that of other shareholders and that of stakeholders; not interfere with the decision-making and management rights conferred on the board of directors and senior management by the *Articles of Association*; not bypass the board of directors and senior management to directly intervene in the operation and management of the Company; not abuse the independent legal person status of the Company and the limited liability of the shareholders so as to damage the interests of the Company's creditors;

- (8) To assist the Company to improve the solvency margin ratio in the case that the solvency margin ratio does not meet the regulatory requirements;
- (9) If there is any change in the controlling shareholder, actual controller, related parties, persons acting in concert, ultimate beneficiaries of any shareholder, to notify the Company in writing of relevant changes in time as specified in laws, regulations and regulatory provisions;
- (10) To notify the Company in writing within fifteen (15) working days where the shares of the Company held by any shareholder who holds more than five percent (5%) of voting shares of the Company are involved in litigation, arbitration, legal coercive measures taken by judicial authorities, pledges or release of pledges, and the Company shall notify other shareholders of relevant information timely;
- (11) To notify the Company in writing within fifteen (15) working days upon the occurrence of a merger, separation, being subject to measures including suspension of operation for rectification, designated custody, takeover or cancellation, or entering into dissolution, liquidation or bankruptcy procedure and other material matters or changes in the legal representative, company name, site for business operation, business scope and other material matters of any shareholder who holds more than five percent (5%) of voting shares of the Company;
- (12) To obey and implement the resolutions passed at the shareholders' general meeting;
- (13) To cooperate with regulatory authorities to carry out investigations and risk disposition when risk events or serious non-compliant activities concerning the Company;
- (14) To comply with the laws, regulations and regulatory provisions, and not to damage the interests of other shareholders and the Company, and not to agree that the pledgee or his/her/its affiliated parties shall exercise the voting rights when any shareholder transfers, pledges the shares of the Company or conducts related party transactions with the Company; and
- (15) Other obligations imposed by laws, rules, regulatory provisions, regulations and the *Articles of Association*.

Unless otherwise provided by the *Articles of Association*, holders of ordinary shares shall not be liable for any further contribution to the share capital other than as agreed by the subscriber of the relevant shares at subscription.

Article 67

Shareholders shall assume the obligations to assist the Company to improve its solvency in case of insolvency of the Company. In the event of any of the following circumstances, shareholders who are unable or refuse to increase their capital contributions, shall agree that other shareholders or investors may increase their capital contributions with reasonable scheme as a way to improve the solvency:

1. The insurance regulatory authority orders the Company to increase its capital;
2. The Company must increase its capital as it is unable to make its solvency meet the regulatory requirements with other schemes.

Article 68

Substantial shareholders shall make long-term commitments in writing to the Company to replenish capital to the Company when necessary, as a part of the Company's capital planning.

Substantial shareholders shall make declaration, compliance and duty commitments in accordance with regulatory provisions, and perform such commitments. For substantial shareholders who violate their commitments, the Company may take restrictive measures according to regulatory provisions and the *Articles of Association*.

Substantial shareholders are state administrative agencies, government departments, Central Huijin Investment Ltd., the National Council for Social Security Fund, and those who have been exempt from the approval of the insurance regulatory authority may not apply the relevant requirements in accordance with regulatory provisions.

Article 69

After the listing of the shares of the Company, if the shares held by any shareholder of the Company exceeds five percent (5%) of the Company's aggregate shares, this fact must be reported to the Company in writing on the day of its occurrence, so that the Company can report to the insurance regulatory authority for approval within five (5) days thereof. The insurance regulatory authority has the right to request such unqualified investors to transfer their shares. For the part of shares in excess of five percent (5%) of the Company's aggregate shares (hereinafter referred to as "Excess Shares"), if the insurance regulatory authority requires the shareholder to transfer but the shareholder does not follow, such shareholder shall be subject to necessary restrictions when exercising the shareholders' rights set out in Article 61 of the *Articles of Association* based on its shareholding of the Excess Shares, which include:

- (1) The Excess Shares will not carry any voting rights at shareholders' general meetings (including during voting by shareholders of certain class);
- (2) The Excess Shares will not carry a right to nominate candidates for directors as provided in the *Articles of Association*.

Notwithstanding the aforementioned, the shareholders of the Company shall not be subject to any other restrictions when exercising the shareholders' rights pursuant to Article 61 of the *Articles of Association*.

If any shareholder who holds more than five percent (5%) of voting shares of the Company pledges the shares it holds, it shall report to the Company in writing on the day such pledge occurs.

If there is a related party relation between shareholders holding more than five percent (5%) of shares of the Company, such shareholders should report to the board of directors in writing within five (5) business days.

The aforementioned related relation refers to the relationship between the controlling shareholders, actual controllers, directors, or senior managers and enterprises under their direct or indirect control, and any other relations that may lead to the transfer of the Company's interests. However, enterprises controlled by the PRC government do not have a related relation merely due to the fact that they are under the common control of the PRC government.

Article 70

In accordance with regulatory requirements, the Company shall formulate recovery and disposal plans in the event of major risks affecting its going concern, and shall establish the mechanism for recovery and disposal plans to guard against and defuse major risks. Substantial shareholders shall support the recovery and disposal plans formulated by the Company and fulfill necessary obligations.

Substantial shareholders shall actively fulfill such duty commitments as capital replenishment and liquidity support, and cooperate with the Company to handle risks in accordance with the regulatory requirements. Where unable to fulfill such duty commitments, substantial shareholders shall inform the Company in time, explain the specific circumstances and reasons, and shall not prevent other investors from taking reasonable plans to invest in the Company.

Article 71

The shareholder and actual controller of the Company shall not impair the Company's interests with his/her/its related relations. In breach of any regulations, compensation for the loss incurred to the Company shall be assumed by the controlling shareholder and/or actual controller.

The controlling shareholder and actual controller of the Company shall have the obligations in respect of integrity to the Company and its public shareholders and other shareholders. The controlling shareholder shall exercise his/her/its rights as an investor in strict compliance with laws, and shall not, via means such as profit distribution, asset reorganization, external investment, occupation of funds and guarantee for borrowing, use of insurance funds and related party transactions impair the legal rights of the Company and its public shareholders and other shareholders, nor shall he/she/it impair the interests of the Company and its public shareholders and other shareholders by leveraging its controlling position.

The controlling shareholder shall effectively manage the personnel who hold concurrent positions in the controlling shareholder and the Company to prevent interests conflicts. Employees of the controlling shareholder shall not concurrently serve as the executive directors and senior managers of the Company, except the chairman of the board of directors of the controlling shareholder.

Article 72

In addition to obligations imposed by laws, rules, regulations or the listing rules of the stock exchange where shares of the Company are listed, a controlling shareholder shall not exercise his/her/its voting rights in respect of the following matters in a manner prejudicial to the interests of the shareholders generally or partially:

- (1) To relieve a director of his/her/its duty to act honestly in the best interests of the Company;
- (2) To approve the expropriation by a director (for his/her/its own benefit or for the benefit of another person), in any manner, of the Company's assets, including (without limitation) any opportunity beneficial to the Company; or
- (3) To approve the expropriation by a director (for his/her own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) the rights to distributions and voting rights save as any restructuring submitted to shareholders for approval in accordance with the *Articles of Association*.

Article 73

A “controlling shareholder” referred to in the preceding paragraph shall mean a person with any of the following qualifications:

- (1) When he acts alone or in concert with others, more than half of the directors can be elected;
- (2) When he acts alone or in concert with others, thirty-percent (30%) or more of the voting rights of the Company can be exercised or to controlled;
- (3) When he acts alone or in concert with others, thirty-percent (30%) or more of the issued and outstanding shares of the Company are held; or
- (4) When he acts alone or in concert with others, the Company is controlled virtually in other ways.

Article 74

Nomination on candidates for directors of the Company by the controlling shareholder shall be in strict compliance with the laws, rules, regulations and the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed, as well as the terms and procedures as stipulated by these Articles. Candidates for directors nominated by the controlling shareholder shall possess relevant expertise as well as decision making and supervising capabilities. No approval from any shareholder is required for resolutions on personnel election of shareholders’ general meeting and resolutions on appointment of members of the board of directors. Any appointment or removal of senior managers of the Company made by any shareholder overstepping the authority of shareholders’ general meeting and the board of directors shall be void.

Article 75

The controlling shareholder of the Company shall not directly or indirectly intervene the decision making or the operation and management of the Company lawfully conducted, nor shall he/her/it impair the interests of the Company and other shareholders.

Article 76

If the contribution by or shareholding behaviors of any shareholder are in violation of laws, rules and relevant regulatory provisions and shareholders’ commitments, the shareholder shall not exercise his/her/its rights as a shareholder including the right of attending shareholders’ general meeting, the voting right, proposal right, and shall undertake to accept the regulatory actions as taken by the insurance regulatory authority against him/her/it, such as the restrictions on shareholders’ rights and the order to transfer shareholding in case of any of the followings:

- (1) The changes in shareholder were not approved by or filed with the insurance regulatory authority;
- (2) The changes in the de facto controller of the shareholder were not approved by or filed with the insurance regulatory authority;
- (3) Entrusting others or accepting entrustment from others to hold shares of the Company;
- (4) Control of equity interests in disguised forms by accepting entrustment of voting rights and transferring rights to yields;
- (5) Direct or indirect self-capital injection or false capital contribution by using insurance funds;
- (6) Other capital contribution and shareholding behaviors that are not in compliance with the laws, regulations, regulatory requirements and commitments of shareholders.

Article 77

Where the major shareholder pledged over 50% of its shares of the Company, the major shareholder and its nominated directors shall not exercise the voting rights at the shareholders' general meetings and the meetings of board of directors.

Chapter 10 Shareholders' General Meeting

Article 78

The shareholders' general meeting is the organ of the highest authority of the Company, and shall exercise the following functions and powers in accordance with the laws:

- (1) Elect and replace directors from non-employees' representatives, and decide on matters related to the remuneration of directors;
- (2) Consider and approve the report of board of directors;
- (3) Consider and approve the Company's profit distribution plan and loss recovery plan;
- (4) Resolve on the increase or decrease in registered capital of the Company;
- (5) Resolve on the listing or repurchase of shares, or issuance of securities such as bonds of the Company;

- (6) Resolve on matters related to merger, separation, dissolution, liquidation of the Company or alternation on the form of the Company;
- (7) Review and amend, including but not limited to, these Articles, rules of procedures for shareholders' general meeting, board of directors and administrative rules on related party transactions, as well as relevant governance system such as asset management authorization system;
- (8) Resolve on the employment, dismissal or non-reappointment of the accounting firm of the Company which would provide regular and statutory audit on the Company's financial reports;
- (9) Consider the motion raised by shareholders representing no less than 1% of outstanding shares with voting rights;
- (10) Consider and approve the matters related to the establishment of legal entities, material external investment, material assets acquisition, material assets disposals and write-offs, material assets collateral (pledge), external gifting, etc.:
 - 1. Consider and approve the establishment of legal entities by the Company, while a legal entity refers to the domestic or foreign company which is established with the direct investment by the Company and over which the Company exercises control;
 - 2. Consider and approve external gifting with the single accumulated amount for the year in total exceeding the sum of RMB20 million and 1% of the latest audited net profit attributable to shareholders of the Company, or external gifting with amount above RMB60 million;
 - 3. Consider and approve equity investments and disposals with the amount of each investment or disposal exceeding 3% of the latest audited total assets of the Company, or the accumulated amount of investments or disposals for the year accounting for over 8% of the latest audited total assets of the Company;
 - 4. Consider and approve real property investments and disposals with the value of single asset exceeding 5% of the latest audited total assets of the Company, or the accumulated investment for the year accounting for over 15% of the latest audited total assets of the Company;

5. Consider and approve other assets acquisitions and disposals with the value of single asset accounting for over 3% of the latest audited total assets of the Company, or the accumulated value of assets for the year accounting for over 8% of the latest audited total assets of the Company;
6. Consider and approve assets write-offs with the value of single asset over RMB3,000 million and the accumulated value for the year over RMB10,000 million;
7. Consider and approve overseas equity, real property investments and disposals as well as other assets acquisition, disposal and write- offs matters which, pursuant to the provisions of the *Interim Measures for the Overseas Investment with Insurance Funds* issued by the insurance regulatory authority and its detailed rules for the implementation, fall within the authority and corresponding investment threshold as specified in item 3 to item 6 above;
8. Consider and approve assets collateral (pledge) for the Company's own debt with the value of single asset accounting for over 3% of the latest audited total assets of the Company, or the accumulated value of assets for the year accounting for over 8% of the latest audited total assets of the Company;
9. Consider the purchase or sale of major assets or the giving of guarantees with value exceeding thirty percent (30%) of the latest audited total assets of the Company within one (1) year.

If there exist both book value and appraisal value of the above assets, the higher one shall prevail; the amount of above external gifting, investment, acquisition, disposals, write-offs, as well as total assets, net profit and other data are all from consolidated financial statements.

- (11) Consider and approve related party transactions required to be approved by the shareholders' general meeting under the laws, rules and regulations as well as the securities regulatory rules in the place where the Company's shares are listed;
- (12) Consider and approve the change in the use of proceeds;
- (13) Consider and approve the employee stock ownership scheme or stock incentive scheme;

- (14) Consider other matters required to be determined by the shareholders' general meeting under the laws, rules, regulatory provisions, regulations and the securities regulatory authorities of the place where shares of the Company are listed and the *Articles of Association*.

The shareholders' general meeting shall not delegate any of its statutory functions and powers to the board of directors or any other institutions or individuals.

Article 79

Apart from the guarantee provided for lawsuits incurred in the ordinary course of operation and management of the Company, the Company shall not make any external guarantee.

Article 80

The Company shall not, without the prior approval of shareholders' general meeting, enter into any contract with any person other than a director, President or other senior managers whereby the management and administration of the whole or any substantial part of the business of the Company is to be handed over to such person, unless in special circumstances such as that the Company is in a crisis.

Article 81

Shareholders' general meetings are divided into the annual general meeting and extraordinary general meetings. The annual general meeting shall be convened once a year, and shall be held within six (6) months after the end of the preceding accounting year.

An extraordinary general meeting shall be convened within two (2) months from the occurrence of any of the following events:

- (1) The number of directors is lower than the minimum number of directors specified in the *Company Law* or less than two-thirds (2/3) of the total number of directors specified in the *Articles of Association*;
- (2) The Company's uncovered losses amount to one-third (1/3) of the Company's total share capital;
- (3) Shareholders individually or collectively representing 10% or more of the Company's voting shares request in writing;
- (4) The board of directors considers it necessary;
- (5) The Audit and Related Party Transaction Control Committee proposes that such a meeting shall be convened;

- (6) When such a meeting is requested by no less than half of the members of the board of directors and at least two (2) independent directors to the board of directors; or
- (7) Other circumstances as provided by the laws, rules, regulations and these *Articles of Association*.

The number of shares in item (3) above shall be the number of shares held at the end of trading on the trading day prior to the date when shareholders lodge the written request.

If the Company could not convene the shareholders' general meeting in the aforesaid period, it shall report to the Regional Offices of China Securities Regulatory Commission (hereinafter referred to as the "CSRC") where the Company is located, the insurance regulatory authority and the stock exchange to explain the reason and make the announcement.

Article 82

When the Company convenes an annual general meeting, a written notice of the meeting shall be given 20 business days before the date of the meeting, and when the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given 10 business days or 15 days (whichever is longer) before the date of the meeting to notify all the shareholders in the register of members of the matters to be considered and the date and the place of the meeting.

Article 83

The Company shall report notices of the shareholders' general meeting to the insurance regulatory authority in accordance with the content, timing, and other requirements stipulated by regulations.

Article 84

When shareholders individually or collectively representing 10% or more of the Company's voting shares for at least 90 consecutive days (hereinafter referred to as the "Proposing Shareholders"), the Audit and Related Party Transaction Control Committee or no less than half of members of the board of directors and no less than two (2) independent directors (hereinafter referred to as the "Proposing Independent Directors") propose the convening of an extraordinary general meeting, they shall present the topics and proposals with complete contents in writing to the board of directors, and also file with the Shanghai Stock Exchange. The Proposing Shareholders, the Audit and Related Party Transaction Control Committee or the Proposing Independent Directors shall guarantee the contents of the motions do not violate the laws, rules, regulations and the *Articles of Association*.

Article 85

Within 10 days from receiving the written proposal from the Proposing Shareholders, the Audit and Related Party Transaction Control Committee or the Proposing Independent Directors of convening a shareholders' general meeting, the board of directors shall make a written resolution on whether it agrees or disagrees to convene an extraordinary general meeting in accordance with laws, rules, regulatory provisions or the *Articles of Association*. If the board of directors disagrees to hold an extraordinary general meeting, it shall give its reasons in writing. If the board of directors agrees to hold an extraordinary general meeting, it shall issue a notice of the extraordinary general meeting within five (5) days after the relevant board resolution is adopted. Any change made to the original proposal in such notice shall be subject to the approval of the Audit and Related Party Transaction Control Committee, the Proposing Shareholders or the Proposing Independent Directors. If the Audit and Related Party Transaction Control Committee, the Proposing Shareholders or the Proposing Independent Directors disagree with the change made to the original proposal, the board of directors shall respect the written proposal of the Audit and Related Party Transaction Control Committee, the Proposing Shareholders or the Proposing Independent Directors.

Article 86

If the board of directors disagrees to convene an extraordinary general meeting as requested by the Proposing Shareholders or fails to give any response within 10 days after receiving the proposal, or the board of directors, despite giving the response that it agrees to convene such a meeting, fails to issue any meeting notice within 20 days after receiving the request, it shall be deemed as refusing to hold an extraordinary general meeting and the Proposing Shareholders have the right to submit a written request to the Audit and Related Party Transaction Control Committee; the Audit and Related Party Transaction Control Committee shall issue a notice on extraordinary general meeting within five (5) days after receiving the request. In case the Audit and Related Party Transaction Control Committee fails to issue such notice within the aforesaid period, the Proposing Shareholders may convene and preside over the meeting on their own.

Article 87

In case the board of directors disagrees on convening an extraordinary general meeting as requested by the Audit and Related Party Transaction Control Committee or fails to give response within ten (10) days upon the receipt of the proposal, or despite it agrees on convening the meeting but fails to give the notice of meeting within 20 days upon the receipt of such request, the board of directors shall be deemed to be incapable of performing or fail to perform its duty of convening the shareholders' general meeting, and the Audit and Related Party Transaction Control Committee may convene and preside over the meeting on its own.

Article 88

In case the board of directors disagrees on convening an extraordinary general meeting as requested by the Proposing Independent Directors or fails to give response within ten (10) days upon the receipt of the proposal, or despite it agrees to convene the meeting but fails to give the notice of meeting within 20 days upon the receipt of such request, the board of directors shall be deemed to refuse to convene the extraordinary general meeting. The independent directors shall report to the insurance regulatory authority.

Article 89

In case the Audit and Related Party Transaction Control Committee or the Proposing Shareholders decide to convene the extraordinary general meeting on its/their own, the board of directors shall be notified in writing, and shall file with the stock exchange. The board of directors and the secretary of the board of directors shall coordinate and the board of directors shall provide the register of members as at the share registration date. In case the board of directors fails to provide the register of members, the convener may, with the announcement of convening such a shareholders' general meeting, apply for obtaining the register of members from the securities registration and clearing authorities. The register of members so obtained by the convener shall not be used for any purposes other than convening the shareholders' general meeting. Fees necessary for the meeting shall be borne by the Company.

The Audit and Related Party Transaction Control Committee or shareholders who convene the meeting shall submit relevant certification materials to the stock exchange, while sending out a notice of shareholders' general meeting and making the announcement of the resolution of the shareholders' general meeting. The Proposing Shareholders shall hold no less than ten percent (10%) of shares of the Company before making announcement of the resolution of the shareholders' general meeting.

Article 90

In case the Audit and Related Party Transaction Control Committee or Proposing Shareholders decide to convene the extraordinary general meeting on its/their own, notice on convening such an extraordinary general meeting shall be given, whose contents shall comply with, besides Article 91 of the *Articles of Association*, the provision that no new content shall be added into resolutions, otherwise the Proposing Shareholders or the Audit and Related Party Transaction Control Committee shall re-propose the request for convening the extraordinary general meeting to the board of directors in accordance with the above procedures.

Prior to the announcement of the resolution of the shareholders' general meeting, the shareholding of the Proposing Shareholders shall not be less than ten percent (10%), and shareholders who convene the meeting shall apply to the Shanghai Stock Exchange for lockups for all or part of the shares held by them in the aforesaid period prior to issuance of the notice of the shareholders' general meeting.

Article 91

Proposals for the shareholders' general meeting shall be within the scope of the functions and powers of the shareholders' general meeting, and have clear topics and specific resolution matters, which fully disclose the important information involved in the proposal and comply with the relevant laws, rules, regulations, and these Articles.

Article 92

Shareholders individually or jointly holding no less than one percent (1%) of shares in the Company may make extraordinary proposals twelve (12) working days prior to the convening of the shareholders' general meeting and notify the convener in writing. The convener shall, ten (10) working days prior to the convening of the shareholders' general meeting, give supplementary notice for the shareholders' general meeting after the receipt of such proposal, and announce the subjects of the extraordinary proposal, except for the extraordinary proposals that are in violation of the laws, administrative regulations or the *Articles of Association*, or do not fall within the scope of duties of shareholders' general meeting. The aforesaid convener refers to the person who shall be entitled to convene the shareholders' general meeting in accordance with these Articles.

Save as provided in the preceding paragraph, upon issuance of the notice for the shareholders' general meeting, the convener shall not amend any proposals which are set out in the notice for the shareholders' general meeting or add new proposals.

Article 93

Notice of shareholders' general meeting shall be given in writing and include the following:

- (1) The date and venue of the meeting;
- (2) The duration of the meeting;

- (3) Matters to be submitted to the meeting for consideration. All the contents of proposals shall be fully disclosed (including text, attachment, proposer and time of putting forward such proposal). Where any matters relating to previous resolutions of shareholders' general meeting need to be changed, the proposal shall be complete in contents and shall not merely list the proposed changes;
- (4) Materials and explanations necessary for shareholders to make decisions regarding the matters to be discussed, principally including (but not limited to) specific terms and contracts (if any) and a detailed explanation of its reason and sequence for a proposed transaction such as a merger, repurchase of shares, restructuring of share capital or other form of restructuring;
- (5) Where any directors, President or other senior managers have a material interest with regard to matters to be discussed, the nature and extent of that interest shall be disclosed. Further, where the impact of the matters to be discussed by such directors, or other senior managers who are shareholders is different from the impact on other shareholders of the same class, that difference shall be illustrated;
- (6) The full text of any special resolution proposed to be passed at the meeting;
- (7) Clear statement that "shareholders entitled to attend and vote shall have the right to appoint one (1) or more proxy to attend and vote on his/her/its behalf", and such proxy is not necessary to be a shareholder of the Company;
- (8) The time and place for the delivery of the proxy form;
- (9) Date of share registration of the shareholders entitled to attend the shareholders' general meeting;
- (10) The name and contact information of the permanent liaison person for the meeting;
- (11) The time and procedures of voting through Internet and other means.

Article 94

After the issuance of a notice for convening a shareholders' general meeting, the meeting shall not be postponed or cancelled without a proper reason and the proposals set out in the notice of shareholders' general meeting shall not be cancelled, nor may the meeting time be changed unless as provided in the *Articles of Association* or by virtue of force majeure or any other unforeseen event. In case there is any postponement or cancellation, the convener shall, at least two (2) working days prior to the original date of convening, make an announcement and explain the reasons. For shareholders' general meetings postponed, the convening date of the meeting shall also be included in the notice.

Article 95

Notice of shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote at the meeting), by hand or prepaid mail to their addresses as shown in the register of members. For the holders of domestic shares, notice of the meetings may also be given through an announcement.

Once an announcement is published on the website or in one (1) or more newspapers designated by the securities regulatory authorities of the place where the shares of the Company are listed, it shall be deemed that all holders of domestic shares have received the notice of the shareholders' general meeting.

Article 96

Unless otherwise stipulated by the *Articles of Association*, a shareholders' general meeting shall be called by the board of directors in accordance with laws and presided over by the chairman of the board of directors. Where the chairman is unable or fails to perform his/her duties, the vice chairman shall preside over the meeting (and in case there are two (2) vice chairmen in the Company, the one designated by the chairman shall preside over the meeting). If the vice chairman is unable to or fails to perform his/her duties, a director jointly elected by a simple majority of the directors shall preside over the meeting. Where no one presides over a shareholders' general meeting by either of the aforesaid ways, the shareholder that is present at the meeting and holds the most voting shares or its proxy may preside over the meeting.

In case a meeting is convened by the Audit and Related Party Transaction Control Committee, it shall be presided by the chairman of the Audit and Related Party Transaction Control Committee. If the chairman of the Audit and Related Party Transaction Control Committee is incapable of or fails to perform such duty, a member nominated by a simple majority of the members of the Audit and Related Party Transaction Control Committee shall preside.

In case an extraordinary meeting is called and presided over by the Proposing Shareholders, a shareholder representative nominated by the Proposing Shareholders shall preside over the meeting. If there are two (2) or more Proposing Shareholders, and no chairman could be elected, the shareholder representative designated by the Proposing Shareholder holding more voting shares than the other(s) shall preside over the meeting.

In the event that the shareholders' general meeting cannot proceed due to violation of the rules of procedure by the presider of the meeting, the shareholders' general meeting may proceed by appointing one (1) person as the presider of the meeting upon consent of a simple majority of the voting shareholders present at the meeting.

Article 97

A shareholder may attend a shareholders' general meeting in person or appoint a proxy to attend and vote at the meeting on his/her/its behalf.

For individual shareholders who attend the meeting in person, he/she shall provide his/her own identity card or any other valid documents or evidences to prove his/her identity or stock account card. For those attending the meeting by proxy, he/she shall provide his/her own valid identity documents and the power of attorney from the shareholder being represented.

Legal person shareholders shall attend the meeting by their legal representatives or other proxies as authorized. For legal representatives who attend the meeting, his/her own identity card, valid evidences on his/her legal representative qualification and shareholding evidences shall be provided. For proxies who attend the meeting, the proxy shall provide his/her own identity card, the power of attorney from the shareholders issued in accordance with the laws and shareholding evidences. Attendance by proxy at a shareholders' general meeting shall be deemed as attendance by such legal person shareholder in person.

Article 98

Any shareholder entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one (1) or more persons (no matter whether a shareholder or not) as his/her/its proxy to attend and vote on his/her/its behalf, and the proxy may exercise the shareholder's right to speak at the shareholders' general meeting in accordance with the shareholder's appointment.

If the shareholder is the recognized clearing house (or its nominees) as defined in the relevant laws and regulations of the place where the shares of the Company are listed, such shareholder may appoint one (1) or more person as it thinks fit to act as his/her/its proxy in any shareholders' general meeting or any meeting of the shareholders of a class. If more than one (1) person is appointed, the proxy form shall specify the number and class of shares involved for each person. Each person so appointed may exercise the rights on behalf of the recognized clearing house (or its nominees), as if such person is an individual shareholder of the Company who is entitled to statutory rights equivalent to other shareholders, including rights to voice and vote.

Article 99

The shareholder shall appoint proxy in writing. The proxy form shall be signed by the shareholder or his/her/its attorney duly authorized in writing; if the shareholder is a legal person, the appointment document shall be affixed with the legal person's seal or be signed by a director or legal representative or attorney duly authorized.

The proxy form issued by a shareholder to appoint a proxy to attend the meeting shall set out the following:

- (1) The name of the proxy;
- (2) Whether or not the proxy has the right to vote;
- (3) The respective instructions on voting for, voting against or abstention from voting in respect of each agenda item of the shareholders' general meeting;
- (4) The date of issue and validity term of the proxy form;
- (5) The number of shares of the appointer represented by the proxy;
- (6) If several persons are appointed as proxy, the number of shares represented by each proxy; and
- (7) Signature (or seal) of the appointer. If the appointer is a legal person shareholder, the seal of the legal person shall be affixed.

The proxy form shall state whether the proxy may vote in his/her own discretion if no specific instructions have been given by the shareholder.

Article 100 The proxy form shall be deposited at the domicile of the Company or at other place as specified in the meeting notice, 24 hours before the meeting to discuss the matters that the proxy is appointed to vote for or 24 hours before the designated voting time. If the proxy form is signed by a person authorized by the appointer, a notary certified copy of the power of attorney and other authorization documents is needed, which shall be deposited together with the proxy form at the domicile of the Company or at other place as specified in the meeting notice.

If the shareholder is a legal person, a person that is authorized by the legal representative, or by the resolution of the board of directors or other governing body shall act as the shareholder's representative to attend any shareholders' general meeting of the Company.

Article 101 Any proxy form issued to a shareholder by the board of directors shall be such as to enable the shareholder, according to his/her/its intention, to instruct the proxy to vote in favor of, against or to abstain from each resolution and to give instruction for each item to be resolved at the meeting.

Article 102 Notwithstanding the death or loss of ability of the appointer, revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given happened before any resolution is adopted, a vote given in accordance with the proxy form shall be valid, provided that no notice in writing of the aforesaid has been received by the Company before the commencement of the meeting.

Article 103 The attendance book of the shareholders' general meeting shall be prepared by the Company. The attendance book shall specify the company names and domiciles of shareholders, and the name, identity card number, number of voting shares represented and (company) name of the appointing shareholder of each attendee.

Article 104 Matters to be considered at the annual general meeting shall include but are not limited to:

- (1) Profit distribution plan and plan of recovery of losses;
- (2) Annual report of the board of directors;
- (3) Annual performance reports of the independent directors;
- (4) Audited annual financial statements of the Company;

- (5) Plans for the Company's annual external investments and sale or purchase of material assets; and
- (6) Other matters that shall be considered at the annual general meeting.

Article 105

The list of candidates for directors shall be submitted as a proposal to the shareholders' general meeting for voting, along with the resumes and basic information of the director candidates as well as the written statements of the candidates that they accept the nomination and consider themselves qualified for the position.

Article 106

Election of directors and assumption of office:

In the election and replacement of directors, every director candidate shall be voted on one by one. The number of candidates voted for by each shareholder may not exceed the number of directors specified in the *Articles of Association*. If the number of candidates for directors nominated under the *Articles of Association* is more than the number to be elected, competitive election shall be held and the candidates getting more votes shall be elected pursuant to the *Articles of Association*.

The written notices in respect of the intention of the nomination of director candidates and the candidate's willingness to accept such nomination shall be given to the Company seven (7) days before the shareholders' general meeting.

Newly appointed directors shall be elected by the shareholders' general meeting, and shall hold office from the date when the insurance regulatory authority's approval is obtained until the expiration of the term of that session of the board of directors.

Article 107

If a shareholders' general meeting requires the attendance of directors or senior managers, the directors or senior managers shall attend and answer shareholders' inquiries.

Article 108

A shareholder (including his/her/its proxy) shall exercise his/her/its voting rights based on the number of voting shares he/she/it represents. Each share shall carry one (1) vote. Shares held by the Company do not carry any voting rights, and such portion of shares shall not be counted into the total number of voting shares held by the shareholders who attend the shareholders' general meeting. Where a shareholder's purchase of the voting shares of the Company is in violation of the provisions of paragraphs 1 and 2 of Article 63 of the *Securities Law*, the shareholder shall not exercise voting rights of the shares exceeding the prescribed proportion within thirty-six (36) months after the purchase. Such shares shall not be counted into the total number of shares with voting rights attending the shareholders' general meeting.

Where material issues which affect the interests of medium and small investors are considered at a shareholders' general meeting, the votes of the medium and small investors shall be counted separately. The results of the separate vote counts shall be disclosed to the public in a timely manner.

The board of directors of the Company, independent directors, shareholders holding more than one percent (1%) of the voting shares or investor protection institutions established in accordance with laws, administrative rules or the regulations of the CSRC can publicly solicit shareholders' voting rights, where sufficient information such as their voting intention shall be disclosed. Soliciting shareholders' voting rights by means of direct or indirect compensation is prohibited. Unless otherwise required by laws, the Company is prohibited from setting restrictions on the minimum shareholding ratio when soliciting shareholders' voting rights.

Article 109

Shareholders attending the shareholders' general meeting shall give one of the following opinions on the proposal submitted for voting: for, against or abstain, except for the declaration by securities registration and clearing institution as the nominal holder of stocks under the stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions.

The un-filled, wrongly-filled, illegible or un-voted votes shall be deemed as the voters' waiver of voting rights, and the voting by the shares held by them shall be counted as "abstain".

Article 110

Resolutions of the shareholders' general meeting can be classified into ordinary resolutions and special resolutions.

Ordinary resolutions proposed by the shareholders' general meeting shall be passed by a simple majority of the voting rights held by shareholders (including proxy) present at the shareholders' general meeting.

Special resolutions proposed by the shareholders' general meeting shall be passed by no less than two thirds (2/3) of the voting rights held by shareholders (including proxy) present at the shareholders' general meeting.

Article 111

The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:

- (1) Work report of the board of directors;
- (2) Annual report and audited annual financial statements of the Company;
- (3) Plans formulated by the board of directors for profit distribution and losses recovery;
- (4) Engagement, dismissal or non-renewal of accounting firms which would provide regular and statutory audit on the Company's financial report, and decision on the remuneration of accounting firms;
- (5) Appointment or removal of the directors from non-employees' representatives, the emolument of such directors and the associated method of payment; and
- (6) Matters other than those required by the laws, rules, regulatory provisions, regulations of the securities regulatory authorities of the place where the Company's shares are listed or by the *Articles of Association* to be adopted by a special resolution.

Article 112

The following matters shall be resolved by a special resolution at a shareholders' general meeting:

- (1) Increase or reduction of the Company's registered capital;
- (2) Issuance of securities such as bonds, repurchase or listing of shares by the Company;
- (3) The separation, spin-off, merger, dissolution, liquidation and change of form of the Company;
- (4) Dismissal of an independent director;
- (5) Amendments to the *Articles of Association*, rules of procedures of the shareholders' general meeting, and the board of directors of the Company;

- (6) Involves in establishment of legal entities, material external investment, material asset disposals and write-offs, material asset pledge, etc.;
- (7) The employee stock ownership scheme or stock incentive scheme;
- (8) The purchase and sale of major assets or the giving of guarantees, within one (1) year, with value exceeding thirty percent (30%) of the latest audited total assets of the Company;
- (9) Any other matters considered by the shareholders' general meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution, and any other matters required by the laws, regulations, regulatory provisions, or regulatory requirement of the securities regulatory authorities of the place where the Company's shares are listed and the *Articles of Association*.

Article 113

In the course of considering related party transactions in the shareholders' general meeting, related shareholders shall not participate in the voting, whose shares with voting rights shall not be counted into the total valid voting number. Announcement of resolutions of the shareholders' general meeting shall fully disclose the voting of non-related shareholders.

In addition, where any shareholder is, under applicable laws and regulations and the *Hong Kong Listing Rules*, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, the vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 114

Directors shall not be elected by way of cumulative voting system at the shareholders' general meeting.

Article 115

At any shareholders' general meeting, shareholders shall vote by open ballot.

Article 116

A poll requested for the election of the chairman of the meeting or the suspension of the meeting, shall be taken forthwith. A poll requested for any other matters shall be taken at such time as the chairman of the meeting directs, and the meeting shall proceed to discuss other matters. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was requested.

Article 117

On a poll taken at a meeting, a shareholder (including proxy) entitled to two (2) or more votes need not cast all his/her/its votes in the same way.

- Article 118** The shareholders' general meeting shall vote on all proposals one by one. In the case where different proposals are made on the same matter, votes shall be casted in accordance with the time sequence of presenting the proposals. Unless the shareholders' general meeting is suspended or fails to resolve due to exceptional reasons such as force majeure, the shareholders' general meeting shall not postpone the proposals and shall vote on them.
- Article 119** Before voting on a proposal at the shareholders' general meetings, two (2) representatives from the shareholders shall be nominated to count the votes and to act as the scrutineer.
- Any shareholder with relations to the matter under consideration and proxies of such shareholder shall not participate in vote counting or scrutinizing.
- When voting on any proposal at the shareholders' general meetings, the lawyer, and representatives of shareholders shall together undertake the counting and scrutinizing of the votes, and announce the results of voting on the spot. The voting results of resolutions shall be recorded in the minutes of the meeting.
- Shareholders or their proxies of the listing company who vote via internet or other means shall be entitled to check the voting results via the voting system accordingly.
- Article 120** The chairman of the meeting shall announce the on-site voting result at the meeting. The voting results of the resolutions shall be recorded in the minutes of the meeting.
- The chairman of the meeting in case of having any doubt on the voting result of any resolution may count the votes. If the chairman of the meeting does not count the votes and shareholders or their proxies oppose the results announced by the chairman, such shareholders or proxies are entitled to request a counting of the votes immediately after the announcement and the chairman shall count the votes immediately upon request.
- In case votes are counted in the shareholders' general meeting, the results of vote counting shall be recorded at the minutes of the meeting.
- Article 121** The Company shall report the details of shareholders' general meetings to the insurance regulatory authority in accordance with the content, timing, and other requirements stipulated by regulations.
- Article 122** The shareholders' general meeting of the Company shall be convened in the address of the Company or venues designated in the notice of the shareholders' general meeting.

The shareholders' general meeting shall be provided with meeting venue and convened in the form of on-spot meetings. No meeting shall be convened by way of communication voting in respect of any proposals which shall be passed by special resolutions on the shareholders' general meeting. The Company would also make it convenient for shareholders to attend the shareholders' general meeting by providing online access or other means acknowledged or required by securities regulatory authorities. Shareholders' attending the shareholders' general meeting via such means as above are deemed to be present.

In case the shareholders' general meeting convened by the Company casts votes via internet, a safe, economical and convenient online voting system for the shareholders' general meeting shall be provided to shareholders. Investors who have passed the identity verification of the internet voting system of the shareholders' general meeting are confirmed of their duly valid identities as shareholders and possession of duly valid voting rights. In case the shareholders' general meeting convened by the Company casts votes via other means acknowledged or required by securities regulatory authorities, identity of shareholders shall be confirmed in accordance with relevant rules of proceedings.

Before the voting results are officially announced, the Company, vote counter, scrutineer, substantial shareholders, and the network service providers and other relevant parties involved in voting taking place onsite, via internet, or through other voting method shall be obliged to keep the voting results confidential.

Article 123

Minutes shall be kept for the shareholders' general meeting, of which the secretary of the board of directors shall be in charge. Minutes of meeting shall contain as below:

- (1) Time, venue, agenda of the meeting, and the name of the convener;
- (2) Names of the chairman of the meeting, directors, President and other senior managers, who attend or observe the meeting;
- (3) Number of shareholders and proxies present at the meeting, total number of shares with voting rights held and the percentage of shares with voting rights held to the total number of shares in the Company;
- (4) Process of consideration for each motion, key points of speeches and voting results;
- (5) Shareholders' enquiries or suggestions and the responses or explanation;

- (6) Names of the lawyer, the vote counter and the scrutineer; and
- (7) Other matters which shall be recorded in the minutes required by laws, regulations, regulatory documents and these Articles.

Article 124

Any shareholder is entitled to look up copies of the minutes free of charge during office hours of the Company. Upon the request of any shareholder for a copy of the minutes in connection with the shareholders' general meeting, the Company shall send the copy of the minutes within seven (7) days upon receipt of reasonable payment.

Article 125

If the Company convenes a shareholders' general meeting, it shall engage a lawyer to issue legal opinions on the following issues for announcement:

- (1) Whether the convening and procedures of the shareholders' general meeting are in compliance with the laws, administrative regulations and these Articles;
- (2) Whether the qualifications of the attendants and convener are legal and valid;
- (3) Whether the procedures and results of voting of the meeting are legal and valid; and
- (4) Legal opinions regarding other relevant issues upon the request of the Company.

Article 126

The convener shall ensure an uninterrupted shareholders' general meeting until the final resolution is decided on. In the event that the shareholders' general meeting is suspended or fails to decide on a resolution due to such special reasons as force majeure, necessary measures shall be taken to resume the meeting as soon as possible or close the meeting directly, and make an announcement in a timely manner. Meanwhile, the convener shall report to the local office of the CSRC and the stock exchange.

Article 127

The convener shall ensure that the contents of minutes of the meeting are authentic, accurate and complete. The directors, secretary of the board of directors, convener or its representatives, and the chairman of the meeting shall sign in the minutes of the meeting. The minutes of the meeting should be preserved with the register for signing of shareholders present, the power of attorney of the proxies and valid materials on voting via internet and other means, and the preservation shall be permanent.

Chapter 11 Special Procedures for Voting by Class Shareholders

Article 128 Shareholders holding different classes of shares are class shareholders.

Class shareholders are entitled to the rights and shall take the obligations pursuant to laws, regulations, regulatory documents and these Articles.

Any non-voting shares included in the share capital of the Company shall bear the wording “non-voting right” in their title.

If the share capital includes shares carrying different voting rights, any class of shares (except shares with the most privileged voting rights) included in the share capital shall bear the wording “restricted voting right” or “limited voting right” in their titles.

Article 129 If the Company proposes to modify or terminate the rights of a class of shareholders, it may do so only after such modification or termination has been approved by a special resolution of the shareholders’ general meeting and a separate shareholders’ general meeting convened by the affected shareholders of that class under the Articles 130 to 135.

Article 130 In the following conditions, rights of a class of shareholders shall be deemed to have been modified or terminated:

- (1) An increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
- (2) Conversion of all or part of the shares of such class into shares of another class, conversion of all or part of the shares of another class into shares of such class or the grant of the right to such conversion;
- (3) Cancellation or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;
- (4) Reduction or cancellation of a dividend preference or property distribution preference during liquidation of the Company, attached to shares of such class;

- (5) An addition, cancellation or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights or rights to acquire securities of the Company attached to shares of such class;
- (6) Cancellation or reduction of rights to receive amounts payable by the Company in a particular currency attached to shares of such class;
- (7) Creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
- (8) Imposition of restrictions or addition of such restrictions on the transfer or ownership of shares of such class;
- (9) Issuance of rights to subscribe for shares of such class or other class, or rights to convert shares;
- (10) An addition of the rights and privileges of shares of other classes;
- (11) A restructuring scheme of the Company resulting in shareholders of different classes to bear liability not in proportion in the restructuring; or
- (12) An amendment or cancellation of the provisions of Chapter 11 of the *Articles of Association* “Special procedures for voting by class Shareholders”.

Article 131

Shareholders of the affected class, having the right to vote at shareholders’ general meetings or otherwise, shall nevertheless have the right to vote at class meetings in respect of matters concerning items (2) to (8), (11) and (12) of Article 130, but shareholder(s) with interests (as defined below) shall not be entitled to vote at a class meeting.

A “shareholder with interests” in prior provision refers to:

- (1) A controlling shareholder as defined in Article 73 in the *Articles of Association*, in the case of a repurchase of shares by pro rata offers to all shareholders or by public dealing on a stock exchange pursuant to Article 29 of the *Articles of Association*;
- (2) A shareholder in connection with a proposed contract, in the case of repurchase of shares by off-market contract is achieved pursuant to Article 30 of the *Articles of Association*; or

- (3) A shareholder who bears less than a proportionate amount of obligations imposed on or whose interests diverge from those of the shareholders of that class, in the case of in a restructuring scheme of the Company.

Article 132 Resolutions of a class meeting shall be adopted by votes representing two thirds (2/3) or more of the voting rights of shares of that class which are entitled to vote and whose shareholder(s) present at the meeting in accordance with Article 133.

Article 133 Written notice of a class meeting shall be sent to inform all of the shareholders in the share register of the class of the matters to be considered, the date and venue of the class meeting in accordance with the provisions in the *Articles of Association* concerning the notice period of the shareholders' general meeting.

Article 134 Notice of class meetings only needs to be served on shareholders entitled to vote thereat.

Class meetings shall be conducted in the manner as similar as possible to that of shareholders' general meetings. The provisions of the *Articles of Association* relating to the manner of conducting any shareholders' general meeting shall apply to any class meeting.

Article 135 Save for holders of shares of other classes, shareholders of domestically-invested shares and overseas-listed foreign shares are deemed as shareholders of different classes.

The special procedures for voting by a class of shareholders shall not apply to the following circumstances:

- (1) Where upon the approval by a special resolution of shareholders in a shareholders' general meeting, either separately or concurrently once every twelve (12) months, the Company issues domestically-invested shares and overseas-listed foreign shares not more than 20% of each that has been issued;
- (2) Where the Company's plan to issue domestically-invested shares and overseas-listed foreign shares at its establishment is carried out within fifteen (15) months as of the date of approval of the securities regulatory authorities under the State Council; or
- (3) Where shareholders of the domestically-invested shares of the Company may transfer to overseas investors, and such transferred shares may be listed or traded on an overseas stock exchange, subject to the approval of the securities regulatory authority under the State Council.

Chapter 12 Board of Directors

Section 1 Directors

Article 136

Directors are elected by the shareholders' general meeting. Each director shall serve a term of three (3) years and may be reelected at the expiration. Employee director(s) shall be democratically elected by employees of the Company at the congress of employee representatives, congress of employees or through other means.

The chairman and vice chairman of the board of directors shall be elected and removed by a majority of all of the directors. Re-election is allowed.

The positions of the chairman of the board of directors and President of the Company shall be separated.

Directors of the Company shall be natural persons. Directors are not required to hold any shares of the Company.

Article 137

The President or other senior managers may serve as the director concurrently, provided that the directors who act as the President or other senior managers concurrently and are representatives of employees shall not exceed one half (1/2) of the total directors of the Company, and senior managers may not concurrently act as employee directors.

Article 138

The Company's directors, in case of natural persons, shall be of excellent conduct and reputation, and possess the expertise and working experience relevant to their duties, and meeting the requirements specified by laws and regulations and the insurance regulatory authority. A person in any of the situations under Article 178 of the *Company Law*, Article 82 of the *Insurance Law* or any other relevant regulations shall not serve as a director of the Company.

Any election of a director in violation of the preceding provision of this Article shall be deemed as null and void.

If it occurs to a director during the term of office any of the situations stated in Article 178 of the *Company Law*, Article 82 of the *Insurance Law* or applicable regulatory stipulations, or breach of requirements in relation to director qualification or requirements under laws and regulations, regulatory provisions, such director shall vacate his/her office. The Nomination and Remuneration Committee shall propose the removal of the board of directors and the shareholders' general meetings shall remove such director from post.

Article 139

Shareholders that individually or jointly hold three percent (3%) or more of the total voting shares of the Company, and the Nomination and Remuneration Committee under the board of directors shall have the right to nominate candidates for non-independent directors. The number of directors nominated by the same shareholder and its related parties, in principle, shall not exceed one third (1/3) of the total members of the board of directors, unless otherwise prescribed by the State.

The Nomination and Remuneration Committee under the board of directors shall avoid being influenced by shareholders and exercise the right to nominate directors independently and prudently.

In case the nomination of independent directors is otherwise provided by laws, regulations and regulatory documents, such provisions shall be followed. The number of candidates for directors that a nominating party proposes to nominate shall not exceed the number of directors proposed to be appointed.

The Nomination and Remuneration Committee under the board of directors shall review the candidates for directors pursuant to the laws, regulations, regulatory documents, regulatory requirements and the *Articles of Association*, and report its opinions to the board of directors.

Article 140

The appointment of directors shall be subject to the approval on the directors' qualifications from the insurance regulatory authority. If the director proposed to be appointed fails to obtain the approval on qualifications, the shareholders' general meeting shall conduct re-election to fill the vacancy of the position.

A director's term of office starts from the date of his/her inauguration and expires at the end of the term of the prevailing session of the board of directors. Prior to the expiration of a director's term of office, the shareholders' general meeting shall not dismiss him/her without any reason.

In circumstances provided by laws, regulations or the *Articles of Association*, the shareholders' general meeting may remove any director whose term of office has not expired by an ordinary resolution, but such removal does not affect the rights of such director to make any claim under any contract.

Article 141

Directors shall comply with laws, regulations, regulatory documents and the *Articles of Association*, assume fiduciary duty to the Company, and shall not conduct as follows:

- (1) Enter into contracts or conduct transactions with the Company in breach of the provisions under this *Articles of Association* or in absence of approval of the shareholders' general meeting;
- (2) Benefit his/her own or others from insider information;
- (3) Operate companies of the same nature as the Company on his/her own or for others, or engage in activities which impair the interests of the Company;
- (4) Use power to take bribes or illegal revenue of other kinds, or invade the properties of the Company;
- (5) Misappropriate or loan out the funds of the Company or provide guarantees for others with assets of the Company in violation of the *Articles of Association* or in absence of approval of the shareholders' general meeting;
- (6) Use his/her own position to seek business opportunities which should have belonged to the Company for himself/herself or others in absence of approval of the shareholders' general meeting;
- (7) Receive commission for transactions between others and the Company as his/her own;
- (8) Deposit the funds of the Company into accounts in the name of his/her own or other individuals;
- (9) Disclose secret of the Company in absence of approval of the shareholders' general meeting, unless in circumstances provided by laws where such information may be disclosed to the court or other competent government authorities; or
- (10) Other conducts in violation of his/her fiduciary duty to the Company under laws, regulations, regulatory documents and the *Articles of Association*.

Any income arising out of the breach of the preceding provision by directors belongs to the Company. Any person who has caused the Company to incur losses should be liable for compensation accordingly.

Article 142

Directors shall comply with laws, regulations, regulatory documents and the *Articles of Association*, and shall assume duties of due diligence to the Company as below and perform the following duties:

- (1) Be accountable to the Company and all shareholders and treat all shareholders on a fair basis when performing duties. They shall adhere to the principle of fairness, especially when making decisions on matters that may have diverse impacts on different shareholders. Where finding any improper intervention or restriction on the Company by shareholders, other entities or individuals, directors shall proactively report to the board of directors or regulatory authorities;
- (2) Assume duties of faith and due diligence to the Company, perform duties with diligence and prudence, and ensure sufficient time and energy to perform duties;
- (3) Review various business and financial reports of the Company diligently, pay continuous attention to the operation and management of the Company, and have the right to require the senior management to provide complete and accurate information in time reflecting the Company's operation and management or to make explanations on relevant issues;
- (4) Exercise management and decision-making rights conferred by laws at his/her own discretion and shall not be manipulated by others; in absence of permission by laws, regulations or regulatory documents or informed approvals of the shareholders' general meeting, shall not authorize any other person to exercise the management and decision-making rights;
- (5) Provide the Audit and Related Party Transaction Control Committee with relevant information and material in an honest manner and shall not prevent the Audit and Related Party Transaction Control Committee or its members from exercising their functions and powers;
- (6) Attend the meeting of the board of directors on time, review the matters to be resolved by the board of directors, voice his/her opinions independently, professionally and objectively and cast votes independently at his/her prudent discretion;
- (7) Undertake responsibilities for the resolutions of the meetings of the board of directors;
- (8) Supervise the implementation of the resolutions of the shareholders' general meeting and the board of directors by the senior management;

- (9) Sign written confirmations to the regular reports of the Company. Ensure the authenticity, accuracy and completeness of the information in the statutory disclosure of the Company;
- (10) Attend the shareholders' general meeting as observer and give response to shareholders' inquiries upon request of the shareholders' general meeting;
- (11) Practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;
- (12) Pay active attention to the views of banking and insurance institutions by regulatory authorities, market intermediaries, media and general public, and continuously follow up the rectification and accountability of problems identified by regulatory authorities;
- (13) Other duties of due diligence as stipulated in laws, regulations, regulatory documents and the *Articles of Association*.

Article 143

The directors are entitled to the rights to know the affairs of the Company, to investigate the Company and shall keep up with the information of corporate governance, strategy management, operation and investment, financial accounting, internal control and compliance, risk management, use of insurance funds, actuary, audit and other operations of the Company, participate in meetings and deliberate on issues, put forward opinions and suggestions, and exercise voting rights in compliance with laws and regulations, and make independent, professional and objective judgments on matters within their responsibilities, as a way to improve the quality and efficiency of decision-making of the board of directors, and promote and supervise the implementation of the resolutions of the shareholders' general meeting and the meetings of the board of directors.

The Company shall set up a system to report information and serve the documents to the directors by means of the prescribed and within the time limit.

The Company shall provide sufficient materials to the directors, enabling them to obtain sufficient knowledge of the operation and management conditions of the Company. The directors may request supplemental materials when they deem current materials are not insufficient. In general conditions, the Company shall provide the directors with supplemental materials within three (3) days after the directors propose such requirement.

- Article 144** Personnel of the Company shall actively cooperate with the directors to exercise their rights, and shall not refuse, impede, conceal truth or intervene improperly.
- The directors shall promptly report to the insurance regulatory authority when they are confronted with impediments in performing their duties.
- Article 145** No director (including chairman of the board of directors) may act on his/her own behalf to represent the Company or the board of directors if not duly authorized by the provisions of the *Articles of Association* or the board of directors. When acting on his/her own behalf, insofar as a third party would reasonably believe that such director is acting on behalf of the Company or the board of directors, the director shall state his/her position and identity in advance.
- Article 146** A director shall attend at least two thirds (2/3) of the on-site meetings of the board of directors in person every year. A director shall be deemed as unable to perform his/her duties if failing to attend two (2) consecutive board meetings in person without appointing of another director as proxy to attend the meetings on his/her behalf, or failing to perform other duties stipulated by laws, regulations, regulatory documents and the *Articles of Association*. The board of directors, the Audit and Related Party Transaction Control Committee or the shareholders shall request the shareholders' general meeting to vacate him/her.
- A written prompt shall be sent by the board of directors to the director who fails to attend board meetings in person twice a year; and an independent director who receives such prompts twice during his/her term of office shall not serve consecutive terms.
- A director shall be deemed to attend in person when he/she attends by means specified in Article 175 of the *Articles of Association*.
- Article 147** In case that the number of members of the board of directors is lower than that provided in the *Company Law* or two thirds (2/3) of that provided in the *Articles of Association* due to resignation, removal, illness, disability, death or any other reasons that cause the directors unable to perform their duties during their tenure, the Company shall initiate the by-election procedures within five (5) working days and convene the shareholders' general meeting to elect a director within two (2) months. The new director's term of office shall be ended on the expiration date of the term of the then-current board of directors.

A director may resign prior to the expiration of his/her term of office. The director intending to resign shall submit a resignation letter in writing to the board of directors and shall be obliged to explain certain aspects that merits the attention of other directors and shareholders in the resignation letter.

If a director resigns before the expiration of his/her term of office, he/she shall submit a written resignation report to the board of directors, which shall come into effect since the date when his/her resignation report is served on the board of directors, provided, however, that if the resignation of a director results in the number of directors of the Company being lower than the statutory minimum of the *Company Law* or two thirds (2/3) of the number provided in the *Articles of Association*, the current director shall continue to perform his/her duties in accordance with laws, regulations, regulatory documents, and the provisions of the *Articles of Association* until the newly elected director assumes office. A director may not resign without the approval of regulatory authorities when the Company is disposing major risks.

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 of directors 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 of directors by the shareholders' general meeting or death of directors, resignation of independent directors because of the loss of independence, or other circumstances where they cannot perform their duties as directors.

Article 148

In the event that the tenure of any director expires and re-election is not conducted in time, the existing directors shall continue to perform their duties in accordance with the laws, administrative regulations and provisions under the *Articles of Association* until the assumption of office of the next session of the board of directors.

Article 149

The submission of resignation letter or expiration of the director's term of office shall not release a director from his/her obligations to the Company and the shareholders before the resignation letter becomes effective or within a reasonable period after it has become effective, or within a reasonable period after the expiration of his/her term, and his/her duty of confidentiality in relation to the business secrets of the Company shall remain binding after the expiration of his/her term until such business secrets have been disclosed into the public. The effective period of other obligations shall be determined subject to the principle of fairness and the period of time elapsed between the expiration of the director's term and the occurrence of the event concerned, in addition to the circumstances and conditions under which the relationship between the director and the Company is terminated.

Article 150 Any director whose term of office has not expired shall be liable for the losses caused to the Company as a result of his/her absence from the office.

Article 151 The directors shall proactively attend the trainings organized by the Company and regulatory authorities, understand the rights and obligations of directors, get to know relevant laws, regulations and regulatory provisions in order to perpetuate their professional competence and capability essential to perform their duties.

Section 2 Board of Directors

Article 152 A board of directors shall be established by the Company and accountable to the shareholders' general meeting. The board of directors shall consist of executive directors and non-executive directors (including independent directors and employee director). The board of directors shall consist of fifteen (15) members, of which three (3) executive directors, and twelve (12) non-executive directors (including five (5) independent directors and one (1) employee director). The board of directors shall have one (1) chairman of the board of directors and may have one (1) or two (2) vice chairmen of the board of directors.

Article 153 In case that the board of directors may not be re-elected upon the expiration of its term of office due to the failure of shareholder's qualification to satisfy the requirement, equity transaction disputes or force majeure and other reasons, the secretary of the board of directors shall make a report to the insurance regulatory authority one (1) month prior to the expiration of term of office of the board of directors, which shall contain term of office of the board of directors and its members, reasons of inability to initiate the re-election procedure, plan of re-election and other matters of necessity to be explained.

Article 154 The board of directors is entitled to exercise the following powers:

- (1) To convene shareholders' general meetings and to report on its work to shareholders' general meetings;
- (2) To implement resolutions of shareholders' general meetings;
- (3) To manage shareholders' matters;
- (4) To determine operation plans and investment schemes of the Company and to control and monitor the financial conditions and use of funds of the Company;

- (5) To decide development strategies and supervise the implementation of strategies;
- (6) To decide annual financial budget and final accounts;
- (7) To formulate the profit distribution plans and plans for recovery of losses;
- (8) To formulate proposals for increases or reductions of registered capital and the issuance of corporate bonds and other securities by the Company or the listing of the Company;
- (9) To formulate plans of material acquisition by the Company, repurchase of the shares of the Company or merger, division; dissolution and changes of the form of the Company;
- (10) To decide on matters including external investments, disposals and write-offs of assets, acquisition of assets, external guarantees, external gifting and assets collateral (pledge) to the extent of the authorization of shareholders' general meetings:
 - 1. Consider and approve external gifting with the accumulated amount for the year in total less than the sum of RMB20 million and 1% (inclusive) of the latest audited net profit attributable to shareholders of the Company, and less than RMB60 million;
 - 2. Consider and approve equity investments and disposals with the amount of each investment or disposal accounting for less than 3% (inclusive) of the latest audited total assets of the Company, and the accumulated amount of investments or disposals for the year accounting for less than 8% (inclusive) of the latest audited total assets of the Company;
 - 3. Consider and approve real property investments and disposals with the value of single asset accounting for less than 5% (inclusive) of the latest audited total assets of the Company, and the accumulated investment for the year accounting for less than 15% (inclusive) of the latest audited total assets of the Company;
 - 4. Consider and approve other assets acquisitions and disposals with the value of single asset accounting for less than 3% (inclusive) of the latest audited total assets of the Company, and the accumulated value of assets for the year accounting for less than 8% (inclusive) of the latest audited total assets of the Company;

5. Consider and approve assets write-offs with the value of single asset less than RMB3,000 million (inclusive) and the accumulated value for the year less than RMB10,000 million (inclusive);
6. Consider and approve assets collateral (pledge) for the Company's own debt with the value of single asset accounting for less than 3% (inclusive), and the accumulated value of assets for the year accounting for less than 8% (inclusive) of the latest audited total assets of the Company;
7. Consider and approve other assets management matters, including (but not limited to) trading of negotiable securities and financial products (refer to the domestically issued financial products that meet regulatory requirements such as wealth management products of commercial banks, credit asset-backed securities of banking financial institutions, collective fund trust plans of trust companies, specific asset management plans of securities companies, infrastructure investment plans, real estate investment plans, and project asset support plans of insurance asset management companies, etc.);
8. Consider and approve overseas equity, real property investments and disposals, other assets acquisition, disposals and write-offs, assets collateral (pledge) matters as well as other assets management matters which, pursuant to the provisions of the *Interim Measures for the Administration of Overseas Investment with Insurance Funds* and its detailed rules for the implementation, fall within the authority and the corresponding investment threshold of item 2 to item 7 above;
9. Consider and approve guarantee provided for lawsuits incurred in the ordinary course of operation of the Company;

If there exist both book value and appraisal value of the above assets, the higher one shall prevail; the amount of above external gifting, investment, acquisitions disposals, write-offs and other amount, as well as total assets, net profit and other data are all from consolidated financial statements.

- (11) To formulate data strategy, approve or authorize to approve significant matters relating to data governance, supervise senior management to enhance effectiveness of data governance, and undertake the ultimate responsibility for data governance;

- (12) To consider and approve recommendations on recovery plans and disposal plans developed or updated by the Company;
- (13) To decide on the establishment of internal management structure;
- (14) To formulate the basic management system of the Company including operating policies;
- (15) To regularly evaluate and improve corporate governance and to review the corporate governance report of the Company;
- (16) To appoint or remove the President, secretary of the board of directors and Auditing Officer and, in accordance with the nominations of the President, to appoint or remove Vice Presidents, Assistant Presidents, Financial Principal, Chief Risk Officer, Chief Actuary, Chief Compliance Officer and other senior managers and to decide compensation, reward and penalty as well as the assessment in respect of the aforesaid senior managers, supervise senior managers in performing their duties;
- (17) To consider and approve the candidates for the chairman of the board of directors and presidents dispatched to important subsidiaries as specified in Article 196 hereof;
- (18) To establish board committees including but not limited to, the Strategy and ESG Committee, Investment and Asset Liability Management Committee, Audit and Related Party Transaction Control Committee, Nomination and Remuneration Committee, Risk Management and Consumer Rights Protection Committee based on needs and regulatory requirements;
- (19) To formulate proposals for any amendment to the *Articles of Association*; propose to amend the rules of procedures for shareholders' general meetings and the rules of procedures for the board of directors; and consider and approve the terms of reference of committees of the board of directors;
- (20) To propose to shareholders' general meetings of the engagement or dismissal of an accounting firm which would provide regular and statutory audit on the Company's financial report, and to review reports of the external auditors, regularly or irregularly;

- (21) To review and approve the material related party transactions under the regulatory requirements of the insurance regulatory authority and other related party transactions of the Company as required by laws, regulations and regulatory documents and the administrative measures on related party transactions of the company;
- (22) To hear the work report of the EC and the President and examine their work;
- (23) To select an external auditor for auditing directors and senior managers of the Company;
- (24) To be responsible for the management of information disclosure, internal control and other matters of the Company, and bear the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reports;
- (25) To formulate policies on risk tolerance, risk management and internal control of the Company and assume ultimate responsibility for comprehensive risk management, review and approve the overall risk management objective, risk preference, risk management policy, major risk solutions, the organizational structure and duties for risk management and other risk management matters of the Company;
- (26) To formulate capital planning of the Company and bear ultimate responsibility for capital or solvency management, constantly monitor the solvency risk of the Company, supervise the management to manage and control the solvency risk effectively, and review the reports from the management on the solvency risk of the Company regularly;
- (27) To consider and approve the report on the solvency of the Company;
- (28) To formulate the employee stock ownership scheme or stock incentive scheme;
- (29) To consider and approve the overall objective and strategy for asset liability management of the Company, promoting communication and coordination between assets and liabilities business of the Company, and to supervise the management team implementing relevant systems and policies, including:

1. To consider and approve the organization system, decision making system and relevant risk management policy of asset liability management and asset allocation;
 2. To consider and approve assets allocation policies, including strategic allocation plans of assets and annual assets allocation plans, and the adjustment plans of assets allocation policies;
 3. To focus on the impact on the asset liability matching from the business plans and overall budgets while reviewing and approving business plans and overall budgets;
 4. To consider and approve the products which may cause a significant influence on asset liability matching, including but not limited to the products subject to the approval of the board of directors according to relevant requirement by the insurance regulatory authority;
 5. To consider and approve the annual report on asset liability management of the Company;
- (30) To safeguard the legitimate rights and interests of finance consumers and other stakeholders and bear ultimate responsibility for protecting consumer rights;
- (31) To take full responsibility for the Company's ESG strategies and reporting;
- (32) To establish the mechanism for identifying, reviewing and managing conflicts of interests between the Company and its shareholders, especially substantial shareholders;
- (33) To exercise other functions and powers as conferred by laws, regulations, regulatory documents or the *Articles of Association* and by shareholders' general meetings.

The powers of the board of directors shall be exercised collectively by the board of directors. The statutory powers of the board of directors shall not be delegated to the chairman of the board of directors, any director, any other individual or institution. Where it is necessary to authorize any of the aforesaid persons or institutions to make a decision on a specific matter, it shall be done by means of resolution of the board of directors. The board of directors shall only authorize its power regarding once to a single specific matter, and shall not grant general power permanently to any other institution or individual.

- Article 155** Prior to making decisions on the Company's major issues, the board of directors shall listen to the opinions of the Party Committee of the Company.
- Article 156** The board of directors shall not, without the prior approval of shareholders' general meeting, dispose or agree to dispose, of any fixed assets of the Company of which the expected value in addition to that of the fixed assets that have been disposed within four (4) months immediately preceding the disposition proposal exceeds 33% of the value of the Company's fixed assets as shown in the latest balance sheet reviewed in the shareholders' general meeting.
- A disposition of fixed assets referred to in this Article includes certain transfer of interests in assets but does not include providing guarantee with fixed assets.
- The validity of a disposition transaction by the Company of fixed assets shall not be affected by the violation of the first paragraph of Article 156.
- Article 157** The board of directors shall give an explanation to the shareholders' general meeting in respect of the explanatory statement of the financial statement of the Company and the audit report of the qualified opinion, disclaimer of opinion, adverse opinion issued by the certified accountants.
- Article 158** The board of directors shall formulate its rules of procedure and submit them to the shareholders' general meeting for approval, so as to ensure that the board of directors operates in a highly effective manner and makes decisions in a reasonable way.
- Article 159** The board of directors shall determine the authority of matters including external investments, disposals and write-offs of assets, acquisition of assets, external guarantees, assets collateral (pledge), external gifting and related party transaction as authorized by the shareholders' general meeting. Strict review and decision-making procedures shall be formulated. Material investment projects shall be reviewed by relevant experts and professionals and shall be submitted to the shareholders' general meeting for approval.
- Article 160** The board of directors shall, at least once a year, evaluate major shareholders' qualifications, financial status, shareholdings, related party transactions in the previous year, exercise of shareholders' rights, performance of obligations and commitments, implementation of the *Articles of Association* and agreement terms, compliance with laws, regulations and regulatory provisions, and brief the aforesaid evaluation results at the shareholders' general meeting or through written documents, and report to the insurance regulatory authority at the same time.

When evaluating major shareholders, the Company may simultaneously evaluate other shareholders who need to be evaluated in accordance with relevant regulatory provisions, and relevant evaluation reports can be submitted to the insurance regulatory authority at the same time.

Article 161

The chairman of the board of directors shall exercise the following functions and powers:

- (1) Presides over shareholders' general meetings;
- (2) Convenes and presides over meetings of the board of directors;
- (3) Examines the implementation of resolutions of the board of directors;
- (4) Signs share certificates and bonds issued by the Company;
- (5) Guides the Company to formulate its development plan; and
- (6) Other powers authorized by the board of directors.

Article 162

When the chairman of the board of directors is unable to or fails to perform his/her duties, the vice chairman shall perform his/her duties (and in case there are two (2) vice chairmen in the Company, the one designated by the chairman shall perform his/her duties). If the vice chairman is unable to or fails to perform his/her duties, a director jointly elected by a simple majority of the directors shall perform the duties.

When the President is unable or fails to perform his/her duties, a temporary person-in-charge designated by the board of directors shall exercise power on his/her behalf.

When the chairman of the board of directors, the vice chairman of the board of directors or the President is unable to or fails to perform their duties, at a result of which the Company's ordinary course of operation is affected, the Company shall elect a new chairman of the board of directors or a new vice chairman of the board of directors and engage a new President according to the provisions of the *Articles of Association*.

Section 3 Procedures of Meetings of the Board of Directors

Article 163

The meetings of the board of directors are classified as regular meetings and extraordinary meetings. Regular meetings are convened four (4) times a year, about once per quarter. The secretary of the board of directors may formulate the plans for the meetings of the board of directors for the next year in the fourth quarter every year, and notify directors, senior managers and other relevant personnel of such plans.

Article 164

Meetings of the board of directors shall be convened and presided over by the chairman of the board of directors. In case of any of the followings, the chairman of the board of directors shall convene and preside over the extraordinary meetings of the board of directors within ten (10) days:

- (1) Whenever the chairman of the board of directors deems necessary or the President proposes;
- (2) When proposed by shareholders representing one tenth (1/10) of voting rights or more;
- (3) When proposed by one third (1/3) of directors or more;
- (4) When proposed by two (2) independent directors or more;
- (5) When proposed by the Audit and Related Party Transaction Control Committee;
- (6) When proposed by the Party Committee;
- (7) When proposed by the EC.

The above proposers are concurrently entitled to the right of proposals to the board of directors, and shall submit the proposals in writing simultaneously as proposing an extraordinary meeting.

Article 165

Apart from the proposals made by the chairman of the board of directors, the proposal on convening the extraordinary meetings of the board of directors shall specify the followings, and shall be, directly or via the secretary of the board of directors, delivered to the chairman of the board of directors in writing. The secretary of the board of directors shall pass such proposal to the chairman of the board of directors immediately upon the receipt:

- (1) Name of the proposer;

- (2) Reasons or the objective issues for the proposal;
- (3) Time or duration, venue or form of the meeting proposed;
- (4) Clear and specific proposals; and
- (5) Means to contact the proposer and the date of proposal, etc.

Article 166

To convene a regular meeting of the board of directors, the secretary of the board of directors shall issue a notice in writing to all directors fourteen (14) days prior to the convening of such meeting. The day on which the meeting is convened shall be excluded from calculating the starting period of the prior notice.

To convene an extraordinary meeting of the board of directors, the Company shall issue a notice in writing five (5) working days prior to the convening of such meeting. In case of an urgent meeting, the notice shall be sent by telephone, orally or in writing upon the consent of all directors.

The Company shall report the meeting notices of the board of directors to the insurance regulatory authority in accordance with the content, timing, and other requirements stipulated by regulations.

Article 167

The notice of the board meeting shall contain the following:

- (1) The convening date and venue of the meeting;
- (2) The duration of the meeting;
- (3) The issues, agenda, proposals and relevant materials (including proposers and proposing time) of the meeting;
- (4) The date of issuance of that notice;
- (5) Relevant explanation for and basis of convening the board meeting in the event that the meeting is not convened by the chairman; and
- (6) The name and contact information of the contact person for the meeting.

The notice of the board meeting shall provide sufficient materials, including relevant background materials about the proposals, information and data conducive to the directors' understanding of business progress of the Company.

The meeting notice may be sent to relevant non-voting attendees at the same time if necessary.

Article 168

In the event that the time, venue or other matters of the meetings of the board of directors are changed or the proposals are added, changed or cancelled after the notice is sent, the secretary of the board of directors shall send the supplementary meeting notice in writing or by mail five (5) working days before the meeting is convened, giving relevant explanations and contents about new proposals and supplementing relevant materials. In case where time for supplementary notice is shorter than five (5) working days, the meeting shall be postponed accordingly or convened when all of the directors grant exemption.

The Company shall report the supplementary meeting notices of the board of directors to the insurance regulatory authority in accordance with the content, timing, and other requirements stipulated by regulations.

Article 169

Proposals of the board of directors shall specify the matters to consider and voted upon and such matters shall fall within the powers of the board of directors. Proposals shall include formal and extraordinary ones.

Formal proposals refer to those that are identified to be agenda items before the convening of the meeting and served to the directors within a prescribed time limit. Extraordinary proposals refer to those that are not served to the directors within a prescribed time limit or made during the convening of the board meeting.

During the period after the proposals are served to the directors but prior to the board meeting is convened, the directors deem the contents of the proposals unclear or unspecific, or relevant materials insufficient, they may request the proposers to provide supplemental information or further explanation directly or through the secretary of the board of directors.

Article 170

The directors may get to know the information necessary for decision-making from relevant persons or institutions including but not limited to the secretary of the board of directors, the convener, the managers of the Company, board committees, accounting firms and law firms prior to the meeting. The Company shall make it convenient to the directors and assist them in knowing relevant information. Relevant persons or institutions shall make it convenient to the directors in knowing relevant information.

Article 171

In principle, the meeting of the board of directors shall not resolve on a proposal not listed in the notice of the board meeting.

When all directors of the Company unanimously agree to exempt the flaw in procedures due to a special reason of an extraordinary proposal made by an institution or individual qualified to propose, such extraordinary proposal can be considered and voted. Where a director attends the board meeting on behalf of any other director as a proxy, he shall not vote on proposals not included in the notice for the meeting on behalf of any other director.

Article 172

Meetings of the board of directors shall be held only if more than half (1/2) of the directors (including the director who appoints another director to attend the meeting on his/her behalf) are present.

Resolutions of the board of directors shall be adopted by a majority vote of all directors. However, resolutions concerning the following issues shall be considered and adopted by no less than two-thirds (2/3) of all the directors:

- (1) Plans of increase or reduction of the Company's registered capital, capital replenishment plan and other changes in equity;
- (2) Plans of the issuance of marketable securities such as bonds and listing of the Company;
- (3) Plans of dividend distribution and recovery of losses;
- (4) Plans of merger, separation, dissolution, liquidation or change in legal form of the Company;
- (5) Plans of annual financial budgets and final accounts;
- (6) Plans of repurchase of shares by the Company;
- (7) Plans of the amendments to the *Articles of Association*;
- (8) Plans of the employee stock ownership or stock incentive scheme;
- (9) Plans of remuneration;
- (10) Plans of material investment and material assets disposals;
- (11) Appointment or dismissal of senior managers;
- (12) Other matters which the board of directors deems necessary to adopt by special resolutions; and
- (13) Other matters provided by laws, regulations and regulatory documents.

Article 173

In case any director is related with the corporation or individual concerned in the subject of resolution of the meeting of the board of directors, he/she shall not exercise his/her voting rights on such resolution, nor shall exercise the voting rights on behalf of other directors. Such meeting of the board of directors shall be held with more than half of those directors without any related relations, and the resolutions of the meeting of the board of directors shall be passed by two-thirds (2/3) or more of those directors without any related relations. In case the number of directors without any related relations present at the board of directors is less than three (3), such matter shall be brought to the shareholders' general meeting for consideration.

Article 174

Provided that full express of opinions of directors is guaranteed, an extraordinary meeting of the board of directors may be conducted and adopt resolutions by written signature, and the resolutions shall be signed by the directors attending the meeting.

The meeting held by written signature shall issue the notice of the meeting, specifying agenda items, proposals and voting method, etc. Any director that has confirmed receipt of the notice of the meeting but fails to submit any voting opinion by the expiration of such time limit shall be deemed to have waived his/her voting right at such meeting. At the expiry of the voting period of written signature, if the number of valid votes agreed by the directors has reached the quorum for making a resolution, the proposal will become a valid resolution of the board of directors.

The secretary of the board of directors shall, within three (3) days after the expiration of the time limit for voting, notify all the directors regarding the result of the voting by written signature.

Article 175

The meeting of the board of directors held by means of video or telephone and others shall be deemed onsite when all participating directors can have instant communication and discussion.

When the meeting is convened onsite, the chairman shall announce the voting results on spot. The Company shall sign the resolutions in writing within five (5) working days after the end of the meeting. In case of any discrepancy between written resolution signed subsequently and voted at the meeting, the latter shall prevail.

When the meeting is convened by written signature, the "one vote for one matter" principle shall be adopted provided that full express of opinions of directors is guaranteed. The directors shall not be required to make only one (1) vote upon multiple matters.

Article 176

The meeting shall not vote by written signature on the proposals in regard to material matters such as profit distribution plan, remuneration plan, material investment, material assets disposal plan, appointment or removal of senior managers, capital replenishment plan, and other proposals concerning risk management of the Company. The scope can be clarified in the rules of procedures.

Article 177

Directors shall attend meetings of the board of directors in person. In the event a director is unable to attend a meeting for any reason, he/she may appoint another director to attend the meeting on his/her behalf in writing.

The power of attorney shall specify the names of the appointing director and the proxy, matters represented by the power of attorney, limit of authority and term of validity and shall be signed or stamped by the appointing director.

The director attending the meeting as proxy shall submit to the chairman of the meeting the written power of attorney before the convening of the meeting and exercise director's rights within the scope of authorization. One (1) director shall not accept the proxy by more than two (2) directors who would not attend the meeting in person. An independent director shall only appoint another independent director to attend the meeting on his/her behalf. A non-related director shall not appoint a related director to attend a meeting that review the matter on related party transactions.

A director failing to attend meeting of the board of directors in person or by proxy shall be deemed as having waived his/her voting rights at such meeting and not be counted into the number of directors that shall attend the meeting. A director who leave before closing of the meeting and fail to authorize another director to vote on his/her behalf in writing shall be deemed as having waived his/her rights, but his/her voting which has already been made shall be valid.

In principle, directors shall not attend the meeting with accompanying persons. If indeed necessary, accompanying persons shall be approved by all the participating directors and provide their ID certificates. The accompanying persons shall not give speech or inquiry, or vote on behalf of the directors. When the meeting reviews any matter involving the Company's business secret, the chairman of the meeting may request the accompanying persons to leave the venue at any time.

Resolutions of the board of directors shall be passed by open ballot or show of hands. When the meeting is convened by video, telephone or other means, the directors can vote by show of hands or orally. The voting on the resolutions of the board of directors shall comply with the principle of one (1) person for one (1) vote. Each director including the chairman shall have one (1) vote only. The board of directors shall examine and vote upon the matters one by one.

Article 178

Upon occurrence of any situations below, the directors shall withdraw from voting upon relevant proposals:

- (1) As provided by laws, regulations and regulatory documents;
- (2) As deemed by the director himself/herself and agreed unanimously by the other directors; or
- (3) As provided by the *Articles of Association* in regard to the director who is related with the matter or have material interests in the proposal.

When a director withdraws from voting, the withdrawing director shall not be counted in the voting quorum. In the event that the withdrawal of the director results in the number of directors' actual voting below the minimum number of persons to adopt a valid resolution, the board of directors shall submit this proposal to the shareholders' general meeting to review. The board of directors shall explain of the conditions in the review of board meetings in the resolution submitted to shareholders' general meeting to review and record the opinions of directors that have no material interests therein.

Article 179

In case there is no less than half (1/2) of all the directors or no less than two (2) independent directors consider it impossible for them to make judgment on the matter for resolution due to unclear and unspecific items at the meeting or inadequate meeting materials, the chairman of the meeting may announce the suspension of the voting and specify the time for another submission of the item to consider and conditions to be satisfied. When a proposal is not approved, the board of directors shall not review a proposal with the same content within one (1) month if relevant conditions and factors do not have material changes, unless that no less than one half (1/2) of all the directors deem it is necessary to consider the proposal unanimously.

Article 180

The secretary of the board of directors shall record the decisions on matters discussed at the on-site meeting of the board of directors and make meeting minutes. Directors attending the meeting shall sign in the minutes. In case a director has any different opinion about the minutes, he/she may give additional remarks upon signing. The meeting minutes of the board of directors shall specify:

- (1) The date, venue, means, convener and chairman of the meeting;
- (2) The status of issuance of the notice for the meeting;
- (3) The directors attending the meeting, being in the capacity of proxies or being absent, and non-voting attendees of the meetings;
- (4) Agenda of the meeting;
- (5) Key issues in directors' speech;
- (6) The method and results of voting on each resolution (in addition to the number of votes for, against and abstention, the minute shall also identify the names of directors who vote against or abstain from voting); and
- (7) Other information necessary for record.

The Company shall record on-site meeting of the board of directors by means of audio and video recording.

Article 181

Directors shall sign on resolutions of the board of directors, and undertake the responsibilities for the resolutions of the board of directors. In case any resolution of the board of directors breaches laws, regulations, regulatory documents or the *Articles of Association*, and cause severe loss of the Company, those directors voting for or abstain from voting for such resolution shall be held liable subject to the law, but those directors who have been proved as having expressed dissenting opinions on voting and such opinions are recorded in the minutes of the meeting may be exempt from liability.

When the resolutions of different meetings of the board of directors make inconsistent resolutions on the same matter, the resolutions formed later shall prevail.

Article 182

The Company shall prepare the archives of meetings of the board of directors which are kept by the secretary of the board of directors in accordance with the rules on the management of the Company's archives, including the notice of the meeting, the attendance register, the power of attorney documents, the meeting materials, the minutes signed and confirmed by the directors and relevant audio and video materials, the resolutions of the board of directors, etc. The archives shall be kept by the Company permanently.

Article 183 The fees incurred from the directors' attendance of meetings of the board of directors including the traveling expenses from their locations to the venues and the boarding expenses during the meeting shall be on the account of the Company.

Article 184 The Company shall report the details of the meeting of board of directors to the insurance regulatory authority in accordance with the content, timing, and other requirements stipulated by regulations. The resolution of the meeting of the board of directors shall contain:

- (1) The date, venue, means and chairman of the meeting of the board of directors;
- (2) The directors attending the meeting (including by proxies) or being absent, and non-voting attendees of the meetings; and
- (3) The method and result of voting on each resolution, including the names of directors who vote against or abstain from voting.

Article 185 In case the listing rules of the place where the shares of the Company are listed impose special disclosure requirements on the meeting of the board of directors, the relevant provisions under the relevant listing rules shall be followed. Prior to the disclosure of resolution announcement, directors attending the meeting, persons observing the meeting and the recording and servicing personnel are obligated to keep confidentiality of the contents of the resolutions.

Section 4 Committees under the Board of Directors

Article 186 The Strategy and ESG Committee, the Investment and Asset Liability Management Committee, the Audit and Related Party Transaction Control Committee, the Nomination and Remuneration Committee, the Risk Management and Consumer Rights Protection Committee are established under the board of directors. The board of directors may, in accordance with the needs of the Company or requirements of regulatory authorities, establish other committees under the board of directors or adjust existing committees under the board of directors. Committees under the board of directors shall be responsible for the board of directors and assist the board of directors in performing its duties, as authorized by the board of directors. Committees under the board of directors shall examine the relevant proposals and submit professional comments to the board of directors. The members of the committees under the board of directors are composed of directors, who shall have expertise or experience commensurate with the responsibilities of board committees.

The board of directors shall formulate the detailed terms of reference for the committees under the board of directors separately.

- Article 187** The Strategy and ESG Committee shall comprise of three (3) or more directors, at least one (1) of which shall be an independent director. The chairman of the committee shall be the chairman of the board of directors.
- Article 188** The primary duties and responsibilities of the Strategy and ESG Committee are reviewing matters relating to development strategy and annual operation plans, increase or reduction plan of the registered capital, dividend distribution and loss recovery plans as well as plans of the amendments to the *Articles of Association*, data governance, guiding the formulation of the ESG strategy and supervising the ESG matters of the Company, and making recommendations to the board of directors. The specific duties and responsibilities shall be subject to the Terms of Reference of the Strategy and ESG Committee of the board of directors.
- Article 189** The Investment and Asset Liability Management Committee shall comprise of three (3) or more directors, at least one (1) of which shall be an independent director. The chairman of the committee shall possess relevant experience of asset liability management.
- Article 190** The primary duties and responsibilities of the Investment and Asset Liability Management Committee are reviewing matters relating to the overall objectives and strategies of assets and liabilities management, systems and policies and its adjustment plans of assets and liabilities management and assets allocation, evaluating the impact of business planning and comprehensive budget on the assets and liabilities matching, products that may have significant impacts on the Company's assets and liabilities matching, the annual report on assets and liabilities management of the Company, use of insurance funds and asset management rules and guidelines as well as management method of use of insurance funds of the Company and making recommendations to the board of directors. The specific duties and responsibilities shall be subject to the Terms of Reference of the Investment and Asset Liability Management Committee of the board of directors.
- Article 191** The Audit and Related Party Transaction Control Committee shall comprise of three (3) or more non-executive directors who are not senior managers of the Company, more than half of which shall be independent directors, and the chairman of the committee shall be an independent director major in accounting, and employee representative who is a member of the board of directors may serve as a member of the Audit and Related Party Transaction Control Committee. The members of the Audit and Related Party Transaction Control Committee shall in principle be independent from the daily operation and management issues of listed companies.

Members of the Audit and Related Party Transaction Control Committee shall possess expertise and experience in financial, auditing, accounting or legal area, and at least one (1) committee member shall be an independent director possessing the appropriate professional qualifications or appropriate accounting or relevant financial management expertise as required by Rule 3.10(2) of the *Hong Kong Listing Rules*.

Article 192

The primary duties and responsibilities of the Audit and Related Party Transaction Control Committee are assessing the effectiveness of risk management and internal control of the Company, guiding the internal audit work, reviewing the financial information of the Company and its disclosure, in charge of management, review and risk control of related party transactions, making recommendations to the board of directors and exercising the functions and powers of the board of supervisors as stipulated by the *Company Law* and regulatory requirements, including but not limited to:

- (1) Examining the Company's financial activities;
- (2) Supervising the directors and senior managers in their performance of duties and proposing the removal of directors and senior managers who have contravened any laws, administrative rules, the *Articles of Association* or resolution(s) at shareholders' general meeting;
- (3) Requesting rectification from a director or senior manager when the acts of such person are harmful to the Company's interests;
- (4) Proposing the convening of an extraordinary general meeting and convening and presiding over the shareholders' general meeting when the board of directors fails to perform its duty of convening and presiding over the shareholders' general meeting under the *Articles of Association*;
- (5) Submitting new proposals to the shareholders' general meeting;
- (6) Initiating legal proceedings against directors or senior managers according to Article 64 of the *Articles of Association*;
- (7) Other functions required by the *Articles of Association*.

The specific duties and responsibilities shall be subject to the Terms of Reference of the Audit and Related Party Transaction Control Committee of the board of directors.

Article 193

The following matters shall be submitted to the board of directors for consideration after being approved by a majority of members of the Audit and Related Party Transaction Control Committee:

- (1) Disclosure of the financial information in financial accounting reports and regular reports, and the internal control evaluation report;
- (2) Appointment or dismissal of accounting firms which undertake the audit work of the Company;
- (3) Appointment or dismissal of the financial principal of the Company;
- (4) Changes in accounting policies or accounting estimates or corrections of significant accounting errors due to reasons other than changes in accounting standards;
- (5) Other matters required by laws, administrative regulations, rules, regulatory documents, the securities regulatory rules in the place where the Company's shares are listed and the *Articles of Association*.

Article 194

The Audit and Related Party Transaction Control Committee shall convene at least one (1) meeting each quarter. An extraordinary meeting may be convened upon the proposal of two (2) or more members, or if the convener deems it necessary. A meeting of the Audit and Related Party Transaction Control Committee shall be convened when two thirds (2/3) or more of the members are present.

Any resolution of the Audit and Related Party Transaction Control Committee shall be passed by a majority of its members.

When voting on a resolution of the Audit and Related Party Transaction Control Committee, each member shall have one (1) vote.

Resolution(s) of the Audit and Related Party Transaction Control Committee shall be made meeting minutes in accordance with relevant regulations, and the members of the Audit and Related Party Transaction Control Committee present the meeting shall sign the meeting minutes.

- Article 195** The Nomination and Remuneration Committee shall comprise of more than three (3) non-executive directors, of which, the majority shall be independent directors, and the chairman of the committee shall be acted by an independent director.
- The members of the committee shall be strongly competent in identifying talents, staff personnel and remuneration management, and shall have no less than five (5) years of work experiences holding positions of leader or manager in enterprises, public institutions or state agencies.
- Article 196** The primary duties and responsibilities of the Nomination and Remuneration Committee are setting criteria and formulating plans for selecting the directors and senior managers, conducting preliminary examination of the candidates for the directors, senior managers and the chairman of the board of directors, president of important subsidiaries (as decided by the board of directors via regular or irregular consideration), formulating evaluation plans and remuneration policies for the directors and senior managers of the Company, reviewing the overall human resources and remuneration strategies and basic policies (including those regarding the senior managers), and making recommendations to the board of directors. The specific duties and responsibilities shall be subject to the Terms of Reference of the Nomination and Remuneration Committee of the board of directors.
- Article 197** The Risk Management and Consumer Rights Protection Committee shall comprise of more than three (3) directors, of which the number of independent director shall account for at least one third (1/3).
- Article 198** The primary duties and responsibilities of the Risk Management and Consumer Rights Protection Committee are considering the overall objectives, fundamental policies and working systems of risk management and internal control, reviewing risk preference and tolerance, reviewing the structure and duties of the Company's risk management organization, assessing the effectiveness of its solvency risk management system under operation, reviewing risk assessment of major decisions and solutions of major risks of the Company, studying major issues and important policies regarding the protection of consumers' rights and interests, guiding and urging the establishment and improvement of the consumer rights protection management system, and making recommendations to the board of directors. The specific duties and responsibilities shall be subject to the Terms of Reference of the Risk Management and Consumer Rights Protection Committee of the board of directors.

Section 5 Independent Directors

Article 199

Independent directors shall be nominated by means of the following:

- (1) The shareholders who individually or in aggregate hold no less than one percent (1%) of the voting shares of the Company nominate;
- (2) The Nomination and Remuneration Committee under the board of directors nominates;
- (3) The Audit and Related Party Transaction Control Committee nominates;
or
- (4) Other means recognized by the insurance regulatory authority.

The nominator shall not nominate any person who has interests with him/her or any person who is a close associate of him or her that may affect the independent performance of duties as a candidate for independent director.

Shareholders holding more than one third (1/3) of shares of the Company and their related shareholders and persons acting in concert shall not nominate independent directors, and shareholders and their related parties who have nominated non-independent directors shall not nominate independent directors.

The Nomination and Remuneration Committee of the board of directors and the Audit and Related Party Transaction Control Committee of the board of directors shall nominate independent directors by meeting resolutions.

The nominator of the independent director candidates shall obtain the prior consent from the nominee. The nominator shall have detailed knowledge of the nominee's occupation, professional titles, education background, expertise, work experience, all concurrent posts, adverse records such as major breach of trust, performance of duties as independent directors in the past and close relatives, main social connections, and shall issue the opinion regarding the nominee's independence and qualification in writing. The nominee shall make a public declaration that he/she meets the independence and other requirements for serving as an independent director.

Independent directors shall be elected at shareholders' general meeting.

The independent director shall obtain the qualification approval from the insurance regulatory authority prior to the official commencement of his/her term of office. After the proposed independent director has been approved by the insurance regulatory authority, a statement regarding the proposed independent director shall be published through an influential national media and the official website of the Company in accordance with regulatory requirements. The independent director shall confirm his/her independence in writing to the Company, make a statement regarding his/her independence and promise to undertake his/her due diligence and ensure sufficient time and energy to perform his/her duties. The Company shall file with the insurance regulatory authority in writing within ten (10) working days after the issue of the statement for record, and attach a copy of the public statement.

Article 200

At least one (1) of the independent directors of the Company shall possess the appropriate professional qualifications or appropriate accounting or relevant financial management expertise as required by Rule 3.10(2) of the *Hong Kong Listing Rules*.

Article 201

Independent directors shall be of high expertise and good reputation, in addition to complying with relevant laws, regulations, regulatory requirements and listing rules of the place where shares of the Company are listed and the requirements of the *Articles of Association* in respect of director's qualification, they shall also meet the following requirements:

- (1) Possessing an undergraduate education background or above, or a bachelor's degree or above;
- (2) Basic knowledge of the operation of a listed company, and be familiar with relevant laws, regulations, regulatory documents and rules;
- (3) No less than five (5) years of work experience in the management, financial affairs, accounting, finance, insurance, actuary, investment, risk management, auditing, laws, or other areas which is necessary to perform the duties of an independent director;
- (4) Having good personal morality, and no major breach of trust or other bad records;
- (5) Being independent as required by Article 202 of the *Articles of Association*;

- (6) Shall ensure sufficient time and energy to perform duties in an effective manner, and a natural person may act as an independent director in no more than five (5) domestic and overseas companies and no more than three (3) domestic listed companies at the same time, and if he/she concurrently serves as an independent director in banking and insurance institutions, the banking and insurance institutions shall have no related party relations or conflict of interests;
- (7) Shall not concurrently serve as independent director in insurance institutions engaged in similar business;
- (8) Obtaining the qualification certificate of independent directors in accordance with the *Guidelines on the Training of the Senior Management Personnel of Listed Companies* of the CSRC and the relevant requirements. Where an independent director candidate fails to obtain the qualification certificate of independent directors required when nominated, he/she shall undertake in writing to participate in qualification training for independent directors as soon as possible and receive the qualification certificate of independent directors; and
- (9) Other conditions as provided by relevant laws, regulations, regulatory provisions and listing rules of the place where shares of the Company are listed and the *Articles of Association*.

Article 202

Independent directors shall possess independence. A person may not be an independent director of the Company in cases of any of the following circumstances:

- (1) Having directly or indirectly held over one percent (1%) of existing shares of the Company within the recent one (1) year, or being one of the top ten (10) natural person shareholders of the Company, or the immediate family member of such shareholder;
- (2) Working at the institution of the shareholder that directly or indirectly holds five percent (5%) or more of the shares of the Company or any top ten (10) institutional shareholder of the Company within the most recent three (3) years or is a close relative of such person, or their main social connections;

Shareholder(s) referred to in this item includes the shareholder's controlling shareholders at all levels retroactive level by level and their related parties, persons acting in concert and the shareholder's subsidiaries;

- (3) Working at the Company or its de facto controlling enterprises within the most recent three (3) years, or is a close relative of such person, or their main social connections;
- (4) Persons working in subsidiaries of the Company's controlling shareholder or actual controller in the past twelve (12) months, as well as their spouses, parents, children;
- (5) Providing financial, actuarial, legal, management consulting and sponsor services and other services for the Company and its controlling shareholders, actual controller, or their respective subsidiaries within the most recent two (2) years, including but not limited to all members of the project teams from the service agencies, reviewing officers at all levels, persons signing the reports, partners, directors, senior managers and major responsible persons;
- (6) Serving as the senior managers, partners or controlling shareholders of the banking, legal, consulting, audit and other institution of business relationship with the Company and its controlling shareholder(s), actual controller, or their respective subsidiaries within the most recent two (2) years;
- (7) Persons who have a material business relationship with the Company or its controlling shareholders, actual controller or their respective subsidiaries, or working in companies that have material business relationship, their controlling shareholders or actual controllers within the most recent one (1) year;
- (8) Being the other persons who have material interests in the major business of the Company within the most recent one (1) year;
- (9) Holding a position in other insurance institutions operating the same main business; or
- (10) Being deemed as lack of independence by regulatory authorities and stock exchanges.

Definitions of "close relative" and "main social connections" referred to in this Article are subject to relevant provisions of the CSRC and the insurance regulatory authority.

Article 203

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/her term of office, provided that he/she shall serve no more than six (6) years on an accumulative basis. An independent director who fails to attend five (5) or more meetings of the board of directors in person during his/her term of office shall not be reelected.

Article 204

Where an independent director loses his/her independence and does not resign for it, or fails to perform duty of diligence or any other situation arises which makes him/her unsuitable to serve as an independent director and he/she does not resign for it voluntarily, the shareholders and directors shall submit a removal proposal and proven materials to the board of directors in writing. The board of directors shall consider the removal proposal and shall submit it to the shareholders' general meeting for consideration. The independent director to be dismissed may defend himself/herself and make a statement to the board of directors.

Article 205

Where an independent director fails to attend three (3) consecutive meetings of the board of directors in person, he/she shall be deemed as failing to perform his/her duties, and the board of directors shall submit the proposal for the replacement of such independent director to the shareholders' general meeting. The Company shall convene a shareholders' general meeting to remove him/her and elect a new independent director within three (3) months. If an independent director fails to attend two (2) consecutive meetings of the board of directors in person and fails to appoint another independent director to attend on his/her behalf, the board of directors shall, within thirty (30) days from the date of such fact, propose a shareholders' general meeting to dismiss him/her. Except for 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.

The shareholders' general meeting shall decide upon the removal of an independent director and the Company shall notify the reasons of the removal and his/her corresponding rights in writing to the independent director at least fifteen (15) days prior to the convening of the shareholders' general meeting. Approval of the resolution on the removal of an independent director at the shareholders' general meeting shall be passed by votes representing two thirds (2/3) and more of the voting rights held by the shareholders present at the meeting. The independent director shall have the right to make averment and statement at the meeting before voting. The Company shall report to the insurance regulatory authority regarding the reasons of removal, the averment and statement of the independent director and other relevant information within five (5) working days after the resolution on removal is adopted.

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/her resignation and any situation in need of reminding the Company's shareholders, the board of directors, insurance consumers and creditors. The Company shall make a report in writing to the insurance regulatory authority within five (5) working days after receiving the resignation letter from the independent director.

When an independent director's resignation or removal causes the proportion of independent directors in the Company's board of directors or committees of the board of directors less than the minimum requirement specified in the *Articles of Association*, or there is a lack of accounting professionals among the independent directors, the Company shall, within sixty (60) days from the date of the occurrence of the aforesaid facts, supplement independent directors pursuant to relevant regulations and notify the insurance regulatory authority, Shanghai Stock Exchange and the Hong Kong Stock Exchange, make announcement and engage independent directors. The independent director shall continue to perform his/her duties prior to the term of office of a new independent director, his/her resignation shall become effective only after the vacancy is filled by the successive independent director, except that the independent director resigns or is dismissed due to any circumstances that are in conflict with his/her qualifications for serving as an independent director or loss of independence.

When an independent director resigns, or is dismissed or deprived of eligibility by the insurance regulatory authority, the Company shall convene a shareholders' general meeting to elect a new independent director within three (3) months since the receipt of resignation report or the date of dismissal or deprivation of eligibility.

Article 206

Independent directors may, apart from the functions and powers of directors as conferred by the laws, regulations and these Articles, exercise the following special functions and powers:

- (1) Independent directors may, if more than two (2) independent directors think it necessary prior to making a decision, engage intermediate institutions to issue independent financial advisory report serving as the basis of their judgments in case of any material related party transactions in accordance with the relevant laws, regulations, regulatory documents, the provisions and material related party transactions of *Administrative Measures on Related Party Transactions of New China Life Insurance Company Ltd.* and any related party transactions required to be considered by the board of directors shall, upon the review of their fairness, internal review and execution and impact on the interest of the insured by independent directors, be submitted to the board of directors for discussion; If any problem occurs in relation to such related party transactions required to be considered, independent directors shall issue the opinion in writing;
- (2) No less than half of the members of the board of directors and two (2) or more independent directors shall propose to the board of directors in convening an extraordinary general meeting;
- (3) Two (2) or more independent directors propose to convene a meeting of the board of directors;
- (4) Independent directors can independently engage an intermediary institution to audit, advise or examine on specific matters of the Company at the Company's expenses;
- (5) Independent directors shall collect voting rights openly from shareholders before a shareholders' general meeting is held;
- (6) Independent directors can express independent opinions on matters that may impair the rights and interests of the Company or minority shareholders;
- (7) Other matters as provided by the laws, regulations, regulatory provisions, standardization documents and the *Articles of Association*.

When an independent director deems it is insufficient to make decision based on the existing materials, he/she shall request for more information from the Company. In general, the Company shall provide supplemental materials within three (3) days after it receives the request on additional materials. When two (2) or more independent directors deem it is still insufficient to make decision based on supplemental materials, they may jointly request for a time extension to consider relevant proposals or postpone the board meeting which board of directors shall accept.

Article 207

Independent directors shall, apart from performing the duties as above, perform all other duties as required by Appendix C1 to the *Hong Kong Listing Rules*, and shall deliver independent opinions on an objective and fair basis on the matters discussed at the shareholders' general meeting or meetings of the board of directors of the Company, especially the following matters and express their independent opinions to the board of directors or the shareholders' general meeting:

- (1) Nomination, appointment or removal of directors;
- (2) Appointment or dismissal of senior managers of the Company;
- (3) Remuneration or incentive measures of directors and senior managers of the Company;
- (4) Related party transactions subject to the board of directors for review;
- (5) Profit distribution plan;
- (6) Investment, lease, assets transaction, guarantee and other material transactions which are not specified in the operation plan;
- (7) Other matters that may significantly affect the legitimate rights and interests of the Company, minority shareholders and finance consumers;
- (8) When the Company undertakes material assets reorganization, if such material assets reorganization constitute a related party transaction, the independent directors may engage an independent financial advisor to give opinions regarding the impacts of such transaction on non-related shareholders;
- (9) Appointing or dismissing the accounting firm who provides auditing services for financial statements of the Company;
- (10) Other matters as provided by the laws, regulations, regulatory provisions, standardization documents and these Articles of the Company.

Independent directors shall, with regard to the above matters, issue one of the following types of opinions: consent; reservation and the reasons therein; objection and the reasons therein; inability to opinion and the impediment.

Where any independent director abstains from voting of or votes against the above matters, or he/she/it holds the view that he/she/it is impeded from giving any opinion, he/she/it shall submit a written report to the Company and report to the insurance regulatory authority.

Article 208

The following matters shall be submitted to the board of directors for review after being approved by more than half of all independent directors of the Company:

- (1) Related party transactions subject to review by the board of directors;
- (2) The plan for the Company and related parties to change or waive the commitment;
- (3) In case of an acquisition, the decisions and measures taken by the board of directors of the Company in connection with the acquisition;
- (4) Other matters stipulated by laws, regulations, regulatory provisions and these *Articles of Association*.

Article 209

The Company shall hold regular or irregular meetings for the independent directors only. The matters listed in items (2) to (3) of paragraph 1 of Article 206 and Article 208 of the *Articles of Association* shall be reviewed by a special meeting of independent directors.

Article 210

Independent directors shall perform their duties with bona fide, due diligence and independence pursuant to relevant laws, regulations, regulatory provisions, listing rules of the place where shares of the Company are listed and the *Articles of Association*, and shall safeguard the legitimate rights and interests of the Company, insurance consumers and minority shareholders from being affected by the shareholders, de facto controller, senior management or other institutions or individuals with material interests in the Company.

In the event that major defects or failures occur in the corporate governance mechanism, independent directors shall promptly report the relevant issues to the regulatory authorities. Independent directors shall keep the Company's secrets, except for reporting relevant information to the regulatory authorities in accordance with regulatory requirements.

Article 211

Independent directors shall comply with the *Model Code for Securities Transactions by Directors of Listed Issuers* in Appendix C3 to the *Hong Kong Listing Rules*.

Article 212 Each independent director shall independently submit a due diligence report to the shareholders' general meeting every year, and the Company shall submit the independent directors' due diligence reports to the insurance regulatory authority to record.

Article 213 The Company shall establish an evaluation and assessment mechanism for independent directors and the indicators for assessing an independent director's performance shall include: degree of faithfulness and diligence, number of board meetings attending in person, participation in previous board meetings, opinions delivered by the independent director and implementation of such opinions by the board of directors, etc.

The results of the annual and term-of-office assessment of an independent director constitute the basis for his/her retention or replacement. The board of directors shall report the evaluation and assessment results to the insurance regulatory authority to record.

Article 214 Independent directors enjoy the same right to know as other directors, and the Company shall guarantee the independent directors' right to know, provide the independent directors with necessary and complete information for participation in decision-making in a timely manner, and provide working conditions necessary for independent directors to perform their duties. Appropriate allowance shall be given to independent directors by the Company. The board of directors shall formulate the plan for the independent directors' allowance standard, which shall be submitted to the shareholders' general meeting for consideration and approval and be disclosed in the annual report of the Company. The allowance plan shall take into full account the performance of their duties and annual assessment results of independent directors. Apart from such allowance, an independent director may not obtain any other exceptional or non-disclosed benefits from the Company and its major shareholders or any interested entity and person.

The Company may build a directorship professional insurance system when necessary to protect the performance of duties by the independent directors objectively and share risks accordingly.

Article 215 Independent directors may elect one (1) independent director, who is responsible for convening special meetings only attended by independent directors to study performance of duties.

Section 6 Secretary of the Board of Directors

Article 216 The board of directors shall appoint a secretary of the board of directors. The secretary of the board of directors is a senior manager of the Company and shall be accountable to the Company and the board of directors.

Article 217 The secretary of the board of directors shall be nominated by the chairman of board of directors and appointed or removed by the board of directors. The secretary of the board of directors shall possess the following qualifications:

- (1) A Bachelor or higher degree;
- (2) Working in financial area for no less than five (5) years or economic area for no less than eight (8) years;
- (3) Certain knowledge in accounting, tax, law, finance, business management, computer application and other aspects, with personal integrity and professional ethics, strict compliance with relevant laws and regulations, and faithful performance of duties;
- (4) Provisions of Article 138 of the *Articles of Association* with respect to disqualified directors of the Company are applicable to the secretary of the board of directors; and
- (5) Other conditions as provided by laws, regulations and regulatory documents.

Prior to the holding of office of the secretary of the board of directors, approval of the insurance regulatory authority on his/her qualifications shall be obtained.

Except for the chairman of the board of directors and the President, other directors or senior managers may serve as the secretary of the board of directors concurrently.

Article 218 The secretary of the board of directors is primarily responsible for the preparation of shareholders' general meetings and meetings of the board of directors of the Company, recordkeeping and management of shareholders' information of the Company, and handling information disclosure. The primary duties of the secretary of the board of directors are:

- (1) Preparing the shareholders' general meetings and meetings of the board of directors in accordance with due procedures and requirement of the chairman of the board of directors;

- (2) Preparing and keeping the archives of the shareholders' general meetings and meetings of the board of directors and materials and documents of other meetings, keeping the registers and materials relating to the Company's shareholders, directors and senior managers;
- (3) Reporting meeting notices and proceedings of the shareholders' general meetings and meetings of the board of directors and various reports to the insurance regulatory authority according to the content, timing, and other requirements stipulated by regulations;
- (4) Assisting shareholders and directors in exercising their rights and performing their duties pursuant to laws, regulations, regulatory documents, the *Articles of Association* and other relevant provisions;
- (5) Assisting the directors in handling daily works of the board of directors, providing the directors with, reminding them of and ensuring their knowledge of relevant regulations, policies and requirements of regulatory authorities on the operation of the Company;
- (6) Organizing and coordinating the Company's matters on information disclosure and investor relation management, coordinating public relations, ensuring that information disclosure of the Company is timely, accurate, legal, authentic and complete;
- (7) Assisting the Company's chairman in drafting corporate governance reports;
- (8) Reporting the conflicts and problems with respect to the Company's governance structure in accordance with the requirements of regulatory authorities;
- (9) Organizing trainings for the directors and other relevant persons in accordance with the requirements of regulatory authorities; and
- (10) Other powers authorized by the shareholders' general meeting and the board of directors.

Article 219

Prior to the leave of office, the secretary of the board of directors shall accept the examination by the board of directors and hand over relevant archives, ongoing affairs and other remaining issues completely.

Article 220

The accountant of the accounting firm employed by the Company shall not act as the secretary of the board of directors of the Company concurrently.

When the secretary of the board of directors of the Company is acted by a director concurrently, an action that shall be performed by a director and the secretary of the board of directors of the Company separately shall not be made by the concurrent director and secretary of the board of directors of the Company in his/her dual status.

Chapter 13 The Management of the Company

Article 221

The Company has an Executive Committee (“EC”) as the decision-making organ for ordinary operation and management under the direction of the board of directors. The members of the EC shall be approved by the board of directors of the Company, and the EC shall have a chairman, who shall be the chairman of the board of directors or President with the approval of the board of directors. The chairman of the EC is responsible for convening and presiding over the meetings of the EC.

The EC is accountable to the board of directors and subject to the supervision of the Audit and Related Party Transaction Control Committee, and shall accurately and fully report the operations and management of the Company in a timely manner and provide relevant materials as required by the board of directors and the Audit and Related Party Transaction Control Committee.

Article 222

The responsibilities of the EC shall mainly include the following duties:

- (1) To implement the major decisions and deployments of the CPC Central Committee and the State Council, transmit the instructions of the meetings of the board of directors, and carry out and implement the specific tasks and measures of the resolutions of the board of directors;
- (2) To implement relevant national laws and regulations, the important policies and work requirements from competent departments, regulatory bodies and other units;
- (3) To implement the plans in connection with material mergers and acquisitions, equity and real property investments and financings, and assets disposals, subject to the authorization by the board of directors or in accordance with resolutions of the board of directors, and report to the board of directors;
- (4) To study on the material decisions of the Company on its operations, which include the matters on the development strategy, operation plans, material asset acquisitions and investments, and provide advice to the board of directors;

- (5) To consider the important systems and policies related to the operation and management of the Company;
- (6) To draft the relevant matters as stipulated in these *Articles of Association* that should be decided by the shareholders' general meeting and the board of directors of the Company, including but not limited to:
 - 1. the Company's strategic planning, business plans, annual investment and financing plans, etc.;
 - 2. the Company's plans for merger, division, change in company form or dissolution;
 - 3. the Company's plans for change of registered capital and issuance of corporate bonds;
 - 4. the Company's plans on annual financial budgets and final accounts;
 - 5. the Company's financial reports (including interim and annual reports);
 - 6. the Company's plans on annual profit distribution and losses recovery;
 - 7. the basic system of the Company to be decided by the shareholders' general meeting and the board of directors;
 - 8. other matters on the operation and management of the Company that need to be submitted to the shareholders' general meeting and the board of directors for decision.
- (7) To study on the plans of incorporation of subsidiaries, material management system and policies of subsidiaries;
- (8) To establish, abolish or adjust the relevant professional committees under the EC of the Company;
- (9) To monitor the regular material operations and activities, and hear the work report by the senior managers in connection with regular material operations of the Company;

- (10) To arrange and implement comprehensive risk management and the solvency risk management, establish the organizational structure for solvency risk management, formulate and implement the policies and procedures for solvency risk management, assess the solvency risk status on a regular basis, formulate the solvency risk solutions, prepare the solvency reports, arrange the development and application of the risk management information system, and perform other duties authorized by the board of directors in respect of risk management;
- (11) To hear regulatory opinions of the relevant regulators on the Company, and figure out the rectification measures;
- (12) To review and evaluate the corporate governance structure so as to ensure that the financial reporting, significant event reporting system and internal control of the Company meet the standards for corporate governance;
- (13) To be responsible for ensuring the effective implementation of strategic objectives and policies for the protection of rights and interests of consumers;
- (14) To be responsible for establishing a data governance system and data quality control mechanism, evaluating the effectiveness and implementation of data governance, and reporting to the board of directors;
- (15) Such other functions and authorities of the EC as authorized by the board of directors through authorization plans or special resolutions.

Article 223

In order to regulate the operation of the EC, the Company shall formulate the Working Rules of EC which will take effect as approved by the board of directors.

Article 224

A President shall be established by the Company and the President shall be the general manager of the Company, appointed or removed by the board of directors.

Article 225

The President is accountable to the board of directors, exercising the following functions under the direction of the EC:

- (1) To organize and implement the Company's operation and management, and organize and implement the resolutions of the board of directors;
- (2) To organize and implement the Company's annual business plans and investment plans;

- (3) To draft the plan of the internal management structure of the Company;
- (4) To draft the basic management system of the Company;
- (5) To formulate specific systems and policies of the Company;
- (6) To recommend the appointment or dismissal of the Vice President, Assistant President, the Financial Principal and other senior managers;
- (7) To decide the appointment or dismissal of executives other than those appointed or dismissed by the board of directors;
- (8) To propose to convene an extraordinary meeting of the board of directors; and
- (9) Such other duties mandated and assigned by laws, regulations, normative documents and the board of directors.

The President shall attend the meetings of the board of directors.

Article 226

The financial principal shall perform the following duties:

- (1) To be responsible for accounting calculation and the preparation of financial reports, the establishment and maintenance of the internal control system in relation to financial reporting, and to be responsible for the accuracy of the financial and accounting information;
- (2) To be responsible for financial management, including budget management, cost control, capital adjustments, profits allocation and evaluation of operational performance;
- (3) To be responsible for or participate in risk management and solvency management;
- (4) To participate in significant operation and management activities, such as strategic planning;
- (5) To review and execute relevant data and reports to be disclosed externally in accordance with the laws, administrative regulations and relevant regulatory requirements; and
- (6) Any other duties which are required to be performed according to the requirements of the insurance regulatory authority and other laws.

Article 227

The Chief Actuary shall perform the following duties:

- (1) 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 materials;
- (2) To be responsible for or involved in solvency management;
- (3) To formulate or participate in the formulation of reinsurance system; to review or participate in the review of reinsurance plans;
- (4) To assess various reserves and relevant liabilities and participate in budget management;
- (5) To participate in the formulation of shareholder dividend distribution system and formulate dividend distribution scheme relevant to insurance products, such as participating insurance;
- (6) To participate in assets and liabilities allocation management and be involved in deciding investment priorities or drawing up assets allocation guidelines;
- (7) To participate in the formulation of operation rules and payment system for agency service fee, such as commission and brokerage expenses;
- (8) To review and sign relevant data and reports for disclosure pursuant to provisions specified by the insurance regulatory authority and relevant State departments;
- (9) To review and sign actuarial reports, embedded value reports and other relevant documents as required by the insurance regulatory authority;
- (10) To report major potential risks to the Company and the insurance regulatory authority pursuant to provisions of the *Administrative Measures for Chief Actuaries of Insurance Companies*; and
- (11) Any other duties which are required to be performed according to the requirements of the insurance regulatory authority and the *Articles of Association*.

Article 228

The Chief Compliance Officer shall perform the following duties:

- (1) To be fully responsible for the compliance management of the Company and leading compliance management departments;
- (2) To formulate and revise the compliance policies of the Company, formulate the annual compliance management plan of the Company and submit to the President for review;
- (3) To implement compliance policies considered and approved by the board of directors;
- (4) To make recommendations regarding measures for improving the Company's compliance to President, the board of directors or other authorized committees under the board of directors, and timely report material non-compliance activities of the Company and the senior managers;
- (5) To review compliance documents, such as compliance reports, prepared by the compliance management departments; and
- (6) Other compliance duties as required by the *Articles of Association* or determined by the board of directors.

Article 229

The Auditing Officer shall perform the following duties:

- (1) To direct the formulation of the annual internal audit plans, internal audit budgets and human resource plans;
- (2) To arrange and implement internal audit projects, and ensure the quality of internal audit;
- (3) To report to the Audit and Related Party Transaction Control Committee, communicate with the management, and report the progress of the internal audit work;
- (4) To report significant issues and risks as identified in internal audit to the Audit and Related Party Transaction Control Committee or the management in a timely manner; and
- (5) To coordinate the relationship between the internal audit department and other departments and agencies.

Article 230

The Chief Risk Officer shall perform the following duties:

- (1) To undertake overall risk management of the Company and guide the risk management department and attend or participate in the meetings of the Risk Management and Consumer Rights Protection Committee of the board of directors;
- (2) To formulate and revise risk management policies and system;
- (3) To implement risk management policies considered and approved by the board of directors;
- (4) To understand major decisions, significant risks, significant matters, important systems and crucial business processes of the Company, participate in assessment of relevant decisions and make recommendations for improvement to President, the board of directors or other authorized committees under the board of directors;
- (5) To review documents, such as risk management reports, prepared by the risk management department; and
- (6) Other risk management duties as required by the *Articles of Association* or determined by the board of directors.

Article 231

Duties of other members of the EC are to carry out his/her work within the scope of their work division.

Article 232

Senior managers shall comply with laws, regulations and the *Articles of Association* of the Company, have good professional ethics, abide by high standards of professional ethics, be faithful and diligent to the Company, perform their duties in good faith, with due diligence and prudence, protect the interests of the Company and ensure sufficient time and energy to perform their duties, and shall not be negligent in performing their duties or act beyond their authorities.

Chapter 14 Qualifications and Obligations of Directors, President and Other Senior Managers of the Company

Article 233

The directors and senior managers of the Company shall obtain qualifications according to the regulatory requirements. The Company shall submit the qualification application materials to the insurance regulatory authority or its local offices as required after the internal selection procedure is completed. The proposed directors and senior managers shall guarantee the authenticity and completeness of the materials, and such materials shall not contain false information, misleading statements or material omissions.

Article 234

A person may not serve as a director, President or any other senior managers of the Company if any of the following circumstances apply:

- (1) A person without legal capacity or with restricted legal capacity;
- (2) A person who has committed corruption, bribery, infringement of property, misappropriation of property or undermining order of the socialist market economy and has been punished for committing such offence; or who has been deprived of his/her political rights, where less than five (5) years have elapsed since the date of the end of such punishment or deprivation; or who has been sentenced to probation, where less than two (2) years have elapsed since the date of the expiration of the probation period;
- (3) A person who has been sentenced to any other criminal punishment, where less than three (3) years have elapsed since the expiration of such punishment;
- (4) A person who is a former director, factory manager or general manager of a company or enterprise that underwent insolvent liquidation and bears personal liability for its insolvency, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;
- (5) A person who is a former legal representative of a company or enterprise which had its business license revoked, or had been ordered to close due to a violation of the law and who incurred personal liability, where less than three (3) years have elapsed since the date of the revocation of the business license or the date of being ordered to close;
- (6) A person who has a relatively large amount of overdue debts and is listed as a dishonest person subject to enforcement by the People's Court;
- (7) A person being investigated by relevant departments due to suspected serious violation of laws and regulations, without any conclusion yet;
- (8) A person whose qualification was cancelled or revoked by a financial regulatory authority, where less than five (5) years have elapsed since the expiration of the cancellation or revocation of his/her qualification;
- (9) A person who has been prohibited from entering into the market by a financial regulatory authority, where less than five (5) years have elapsed since the expiration of the prohibition period;

- (10) A person who was dismissed from public office by government department, where less than five (5) years have elapsed since the date of decision on the dismissal, or a person subject to other punishments such as warning, demerit, major demerit, demotion, dismissal by government department, where the period of punishment has not expired;
- (11) A person who is a former lawyer, certified public accountant or professional of asset valuation or certifying organizations, and whose professional qualification has been revoked for violation of laws or disciplines, where less than five (5) years have elapsed since the date of revocation of professional qualification;
- (12) A person who was imposed on administrative punishment by the insurance regulatory authority or its local offices in form of warning or fine within the preceding year of the application;
- (13) A person who has been imposed on material administrative punishment by other domestic department, where less than two (2) years have elapsed since the expiration of the sanction period;
- (14) A person who has been identified by government department as an object for joint punishment for dishonesty due to serious dishonesty and shall be punished accordingly in the insurance industry, or who have had other records of serious dishonesty within the last five (5) years;
- (15) A person who is not eligible for enterprise leadership according to laws and administrative regulations;
- (16) A non-natural person;
- (17) A person who has been convicted by a competent government authority of violating securities regulations, with the conviction involving fraud or dishonesty, where less than five (5) years has elapsed since the date of the conviction;
- (18) A person who has been given penalties of prohibition against entering the securities market from the CSRC and the term of such penalties has not expired;

- (19) A person who has been publicly declared by any stock exchange to be unsuitable for serving as a director, senior manager or other positions of any listed company, and the period of such declaration has not expired;
- (20) Other contents as required by laws, administrative regulations or department rules.

Article 235

The validity of an act of a director, President or other senior managers on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any irregularity in his/her office, election or any defect in his/her qualification.

Article 236

Directors and senior managers shall abide by laws, administrative rules and the *Articles of Association*, and shall perform the obligations faithfully and diligently.

Directors and senior managers shall not abuse their position to accept bribes or other illegal income, or to misappropriate the properties of the Company.

Article 237

In addition to obligations imposed by laws, regulations or required by the stock exchanges on which the Company's shares are listed, directors, the President and other senior managers owe a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to them:

- (1) Not to cause the Company to exceed the scope of the business stipulated in its business license;
- (2) To act honestly in the best interests of the Company;
- (3) Not to expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company; and
- (4) Not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, except pursuant to a restructuring of the Company submitted to shareholders' general meeting for approval in accordance with the *Articles of Association*.

Article 238

Each of the directors, President and other senior executive officers owes a duty, in the exercise of his/her powers and discharge of his/her duties, to act with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Article 239

Each of the directors, President and other senior managers shall exercise his/her powers or carry on his/her duties in accordance with the principle of fiduciary and shall not put himself/herself in a position where his/her duty and his/her interest may conflict. This principle includes (without limitation) discharging the following obligations:

- (1) To act honestly in the best interests of the Company;
- (2) To exercise powers within the scope of his/her powers and not to exceed those powers;
- (3) To exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given at the shareholders' general meeting, not to delegate the exercise of his/her discretion;
- (4) To treat shareholders of the same class equally and to treat shareholders of different classes fairly;
- (5) Except in accordance with the *Articles of Association* or with the informed consent of shareholders given at the shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;
- (6) Without the informed consent of shareholders given at the shareholders' general meeting, not to use the Company's property for his/her own benefit;
- (7) Not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company;
- (8) Without the informed consent of shareholders given at the shareholders' general meeting, not to accept commissions in connection with the Company's transactions;
- (9) To abide by the *Articles of Association*, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company to advance his/her own private interests;
- (10) Not to compete with the Company in any form unless with the informed consent of shareholders given at the shareholders' general meeting;

- (11) Not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of a shareholder of the Company or other individual(s) with the Company's assets; and
- (12) Unless otherwise permitted by informed shareholders in shareholders' general meeting, to keep in confidence confidential information acquired by him/her in the course of and during his/her tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:
 - (i) disclosure is required by law;
 - (ii) the interests of the public require disclosure; or
 - (iii) the interests of the relevant director, President or other senior managers require disclosure.

Article 240

Each director, President or other senior managers of the Company shall not cause the following persons or institutions ("associates") to do what he or she is prohibited from doing:

- (1) The spouse or minor child of that director, President or other senior managers;
- (2) A person acting in the capacity of trustee of that director, President or other senior managers or any person referred to in item (1) of this Article;
- (3) A person acting in the capacity of partner of that director, President or other senior managers or any person referred to in item (1) and (2) of this Article;
- (4) A company in which that director, President or other senior managers, alone or jointly with any persons referred to in items (1), (2) and (3) of this Article or other directors, President or other senior managers have a de facto controlling interest; or
- (5) The directors, President and other senior managers of the controlled company referred to in item (4) of this Article.

Article 241

The submission of resignation letter or expiration of the director and other senior managers' term of office shall not release such director or senior manager from his/her fiduciary duties to the Company and the shareholders before the resignation letter becomes effective or within a reasonable period after it has become effective, or within a reasonable period after the expiration of his/her term, and his/her duty of confidentiality in relation to trade secrets of the Company survives within a reasonable period after the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned as well as the circumstances under which the relationships with the Company terminated.

Article 242

The liabilities of directors, President and other senior managers of the Company in respect of the breach of certain specific obligations may be discharged with the informed consent by shareholders' general meeting except in the circumstances provided for in Article 72 of the *Articles of Association*.

Article 243

Where a director, President or any other senior manager of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement is otherwise subject to the approval of the board of directors. An interested director shall not be counted in the quorum of a meeting of the board of directors and shall refrain from voting on a contract, transaction or arrangement in which he or any of his/her associates is materially interested.

Unless the interested director, President or any other senior manager discloses his/her interests in accordance with the above paragraph and the contract, transaction or arrangement is approved by the board of directors at a meeting in which such interested director, President or any other senior manager is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that director, President or any other senior manager is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, President or any other senior manager.

A director, President, or any other senior manager of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him or her is interested.

- Article 244** Where a director, President or any other senior manager of the Company gives to the board of directors a general notice in writing before the Company's first consideration of entering into contracts, transactions and arrangements, stating that, by reason of the facts specified in the notice, he or she is interested in contracts, transactions or arrangements which may subsequently be made by the Company, such notice shall be deemed a sufficient declaration of his/her interests provided for in the preceding Article of this Chapter, so far as the content stated in such notice is concerned.
- Article 245** The Company shall not pay taxes for its directors, President and other senior managers by any means.
- Article 246** The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to, the directors, President or other senior managers or such persons at the parent company or any of their respective associates.
- The following situations are not subject to the above prohibition:
- (1) The Company may provide a loan to its subsidiaries;
 - (2) The Company may provide a loan, a guarantee for a loan, or other funds to any of its directors, President or other senior managers to meet expenditure incurred or to be incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the employment contract approved by the shareholders' general meeting; or
 - (3) The Company may make a loan, or provide a guarantee in connection with a loan from another person, to any of its directors, President or other senior managers or associates of such person, where the ordinary course of its business includes the making of loans or the giving of guarantees and provided that the making of such loans or the giving of such guarantees is on normal commercial terms.
- Article 247** A loan made by the Company in breach of the above provisions shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.
- Article 248** A guarantee as referred to above in this Chapter, includes an undertaking or property provided by the guarantor to secure the performance of obligations by the obligor.

Article 249

In addition to any rights and remedies provided by the laws and administrative regulations, where a director, President or any other senior manager of the Company is in breach of his/her duties to the Company, the Company has the rights to:

- (1) Claim damages from the director, President or other senior managers in compensation for losses sustained by the Company as a result of such breach;
- (2) Rescind any contract or transaction entered into by the Company with the director, President or other senior managers or with a third party (where such third party knows or should have known that there is such a breach of duties by such director, President or other senior managers);
- (3) Demand a surrender of the profits made by the director, President or other senior managers in breach of his/her duties;
- (4) Recover any funds received by the director, President or other senior managers which should have been received by the Company, including (without limitation) commissions; and
- (5) Demand return of the interest earned or which may have been earned by the director, President or other senior managers on the funds that should have been paid to the Company.

Article 250

The Company shall formulate remuneration policy for directors and specify the remuneration or allowance standards for directors, which shall be implemented after being considered and approved by the shareholders' general meeting.

The Company shall enter into a contract in writing with each director or senior manager for emoluments in respect of their services, of which the emoluments of directors shall be with the prior approval of the shareholders' general meeting. The written contracts shall include at least the following provisions:

- (1) An undertaking made by such director and senior managers to the Company that he/she will comply with the *Company Law*, the *Articles of Association*, the *Codes on Takeovers and Mergers and Share Repurchases* and other requirements of the Hong Kong Stock Exchange, and an agreement that the Company shall be entitled to the remedies provided in the *Articles of Association*, and that neither the contract nor his/her office can be assigned;

- (2) An undertaking made by such director and senior managers to the Company that he will comply with and perform his/her obligations to the shareholders under the *Articles of Association*; and
- (3) An arbitration cause provided in Article 333.

The said emoluments include:

- (1) Emoluments in respect of their services as director or senior managers of the Company;
- (2) Emoluments in respect of their services as director or senior managers of any subsidiary of the Company;
- (3) Emoluments otherwise in connection with services for the management of the Company or any subsidiary thereof;
- (4) Payments by way of compensation for loss of office, or in connection with their retirement from office; and
- (5) Except under a contract entered into in relation to the above, no proceedings shall be brought by a director against the Company for any benefit due to him/her in respect of the matters specified above.

Article 251

If the Company enters into any contract for emoluments with a director, it shall be provided that such director has the right, in the event of a takeover of the Company and subject to the approval of shareholders' general meeting, to receive compensation or other payments for loss of office or retirement from office. The aforementioned takeover of the Company means either of the following circumstances:

- (1) An offer is made to all shareholders by anyone; or
- (2) An offer is made such that the offer or will become the controlling shareholder by anyone (as defined in Article 73 of the *Articles of Association*).

If the relevant director does not comply with the above requirements, any sum received by the director on account of the payment shall belong to those persons who have sold their shares as a result of the offer, and the expenses incurred by the director in distributing that sum pro rata among those persons shall be borne by him/her and not deducted from the sum distributed.

**Chapter 15 Accounting, Audit, Internal Control and Compliance,
Risk Management and Protection of Legal Rights and Interests of Parties Involved**

Section 1 Accounting System and Profit Sharing

- Article 252** The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and PRC accounting standards formulated by the finance regulatory department of the State Council.
- Article 253** The Company adopts the calendar year as the accounting year, starting on 1 January and ending on 31 December of each calendar year.
- Article 254** The Company shall, upon termination of each accounting year, prepare its financial report in accordance with the law, which is subject to the audit of accounting firm.
- Article 255** The board of directors shall place before the shareholders at every annual general meeting such financial reports as are required by any laws, administrative regulations or directives promulgated by regional government and competent authorities to be prepared by the Company.
- Article 256** The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports as referred to this Chapter.
- The financial reports stipulated in the preceding paragraph shall include the directors' report, together with the balance sheet (including the necessary documents required under the laws of the PRC or other laws and administrative regulations) and profit and loss statement (income statement) or income and expenditure account (cash flow statement), or (in the absence of violation of the PRC law) financial summary reports approved by the Hong Kong Stock Exchange.
- Unless otherwise provided by these Articles, the Company shall, on at least twenty-one (21) days prior to the convening of annual general meeting, post the above reports to every holder of overseas-listed foreign shares with postage paid mail, at the addresses recorded in the register of members.
- Subject to the laws, administrative regulations, department rules and the relevant requirements of the securities regulatory body where the Company's shares are listed, the Company can proceed by way of announcements, including announcement via the Company's website.

Article 257

The Company's financial statements may be prepared in accordance with International Financial Reporting Standards or accounting standards of the listing jurisdiction in addition to the PRC accounting standards and regulations. If there is any material discrepancy between the financial statements prepared in accordance with different accounting standards, an explanation shall be made in the notes to the financial statements. When the Company distributes the profits after tax for the relevant fiscal years, the financial statement with the lower profits after tax shall apply.

Any interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with the PRC accounting standards and regulations, and may also be prepared in accordance with either International Financial Reporting Standards or that of the overseas place where the Company's shares are listed.

Article 258

The Company shall publish its financial reports twice every fiscal year, that is, the interim financial report shall be published within two (2) months after the expiration of the first six (6) months of each fiscal year and the annual financial report shall be published within four (4) months after the expiration of each fiscal year.

If it is otherwise provided by the securities regulatory authorities of the place where shares of the Company are listed, such provisions shall be observed.

Article 259

The annual financial reports of the Company shall include but not limited to:

- (1) Balance sheet;
- (2) Income statement;
- (3) Cash flow statement;
- (4) Statement of changes in equity;
- (5) Notes to financial statements.

Article 260

The Company shall not keep accounting books other than statutory accounting books. The capital of the Company shall not be kept in an account opened in the name of any individual.

- Article 261** The Company shall allocate security deposit according to relevant provisions of the PRC.
- Article 262** The Company shall allocate various liability reserves according to relevant provisions of the PRC.
- Article 263** The Company shall allocate outstanding compensation reserves according to insurance indemnities claimed or amount paid, as well as insurance indemnities not claimed or amount not paid where insurance accidents have occurred.
- Article 264** The Company shall allocate insurance protection funds in accordance with relevant provisions of the PRC.
- Article 265** The Company is prohibited from distributing profits to the shareholders in case that the solvency of the Company does not meet the regulatory requirements.
- Article 266** The profit after payment of the income tax of the Company shall be distributed in the following order of priority:
- (1) Making up for losses incurred in the preceding year;
 - (2) Allocation of ten percent (10%) to the statutory surplus reserve;
 - (3) Allocation to the discretionary surplus reserve;
 - (4) Allocation to the general (risk) reserve upon approval; and
 - (5) Payment of dividends to the shareholders.

The Company needs not allocate further amount if accumulated amount of the statutory surplus reserve is over 50% of the registered capital. The shareholders' general meeting shall decide whether allocation to the discretionary surplus reserve shall be made after making allocations to the statutory surplus reserve. After the losses have been made up and surplus reserve has been withdrawn, the remaining profits shall be distributed to shareholders according to their shareholding ratio, unless it is not permitted in these *Articles of Association* to distribute profits according to the shareholding ratio. The Company is prohibited from distributing profits to the shareholders before making up losses and making allocations to statutory surplus reserve. If the shareholders' general meeting or the board of directors violates such regulations and distributes profits to the shareholders, the shareholders shall refund all profits so distributed in contravention of such requirements to the Company.

No profits shall be distributed in respect of the shares of the Company which are held by the Company.

The general (risk) reserve, the appropriation of which shall be approved by relevant financial authorities or the board of directors, should only be used to compensate for exposures to catastrophe risks and cannot be used in dividend distribution or capital increase.

Article 267

The reserves of the Company may be used to cover the loss of the Company, expand the operation of the Company or be converted into the increased registered capital of the Company. When making up for the losses using reserves, the Company shall first use its discretionary reserves and statutory reserves. If the losses still cannot be made up, the capital reserves may be used in accordance with the provisions.

When the shareholders' general meeting resolves to convert the statutory surplus reserve into share capital, the new shares shall be distributed to shareholders pro rata to their existing shareholdings. However, if the statutory surplus reserve is converted into share capital, the remaining amount of the statutory surplus reserve shall not be less than twenty-five percent (25%) of the registered capital before the conversion.

Article 268

The capital reserves shall include the following amounts:

- (1) Premium received in excess of the par value of the shares issued; and
- (2) Other revenue required by the competent financial department of the State Council to be so included.

Article 269

The Company may distribute dividends in the form of cash, shares or a combination of cash and shares. The Company may distribute interim profits.

The Company shall pay attention to the investors' reasonable return on investment in its profit distribution. The profit distribution policies shall maintain continuity and stability and take into account of the long-term interests of the Company, the interests of all the shareholders as a whole and the sustainable development of the Company. If the profit for the year and the accumulated undistributed profits of the Company are positive, the annual profit distribution plans will be formulated by the board of directors based on the Company's solvency margin ratio, business development and results of operations, subject to the laws and regulations and requirements promulgated by relevant regulatory agencies on solvency margin ratio in effect at that time; provided that the distributed profits in the form of cash each year shall be no less than 10% of the profits available for distribution of the parent company for the year. In the event the Company does not distribute cash dividends or the total amount of cash dividends to be distributed is less than 30% of the net profit attributable to shareholders of the Company in the relevant year, the board of directors shall explain the specific reasons for not distributing cash dividends or lower level of cash dividend and the use and return for the retained undistributed profit of the Company. Such explanation shall be submitted to the shareholders' general meeting for consideration after independent directors have expressed their opinions thereon, and shall be disclosed in the announcement on the resolutions of the board of directors. In considering the above matters at the shareholders' general meeting, the Company shall provide access to online voting for shareholders.

The Company shall give priority to dividend distribution in cash. Where the Company's operation is in a sound condition, and the board of directors considers that the share price of the Company fails to reflect its share capital scale and that the distribution of dividend in shares will be favorable to all shareholders of the Company as a whole, the Company may propose dividend distribution in shares, provided that the above conditions of cash dividend are fully met.

The board of directors shall thoroughly discuss the rationality of the profit distribution plan and produce a special resolution to the shareholders' general meeting for consideration. The independent directors of the Company shall also express their independent opinions on the profit distribution plan. In considering the resolution of profit distribution plan at the shareholders' general meeting, the Company shall maintain active communications with shareholders, particularly medium and minority shareholders through various channels. The Company shall carefully listen to the feedbacks and requests by the medium and minority shareholders, and give timely response to them on the relevant matters.

Following a resolution approving such profit distribution plan passed at a shareholders' general meeting, the board of directors shall implement the distribution of the dividends within two (2) months from the convention of such shareholders' general meeting.

In the case of war, natural disasters and other force majeure, applicable laws and regulations or new requirements promulgated by relevant regulatory authorities such as CSRC regarding the profit distribution policies of the listed companies, or material effect on the Company's operating conditions due to changes of the external operational environment, or relatively significant changes to the Company's operational position, the Company may adjust its profit distribution policy. The board of directors of the Company shall perform the relevant decision-making procedures in accordance with the *Articles of Association* of the Company and, on the basis of fully safeguarding the interests of shareholders and taking into account of the business and operating conditions of the Company prevalent at that time. The board of directors shall propose a special proposal in respect of adjusting the profit distribution policy and submit it to the shareholders' general meeting for consideration to pass a special resolution after independent directors expressing their opinions thereon. In considering the resolution of adjusting the profit distribution policies, the Company shall maintain active communications with shareholders, particularly medium and minority shareholders through various channels, provide access to online voting for shareholders, carefully listen to the feedbacks and requests by the medium and minority shareholders, and give timely response to them on the relevant matters.

Article 270

Any amount paid up in advance of calls on any share may carry interest but shall not entitle the shareholder to participate in respect thereof in a dividend subsequently declared.

The Company shall appoint receiving agents on behalf of the holders of overseas-listed foreign shares to receive on behalf of such shareholders' dividends declared and all other monies owing by the Company in respect of their overseas-listed foreign shares.

The receiving agent appointed by the Company shall comply with the laws and relevant requirements of the stock exchange where the shares of the Company are listed. The receiving agent shall receive the dividends and other amounts payable distributed by the Company in respect of overseas-listed foreign shares on behalf of relevant shareholders.

The receiving agents appointed on behalf of holders of overseas-listed foreign shares which are listed in Hong Kong shall be a company registered as a trust company under the *Trustee Ordinance of Hong Kong*.

Provided that the relevant laws and regulations in China are observed, the Company may exercise the right to forfeit unclaimed dividends, but the said right shall be exercised six (6) years or later after the date of declaration of dividend.

The Company shall be entitled to deliver the dividend warrant directly or by mail via the receiving agent. If such dividend warrants have not been cashed for two (2) consecutive times, the Company shall be entitled to terminate the delivery of dividend warrants by mail to relevant shareholders. However, if such dividend warrant failed to reach the recipient and thus was returned for the first time, the Company may also exercise the said right.

The Company shall have the right to sell the shares of holders of overseas-listed foreign shares not contactable by means regarded as appropriate by the board of directors, but the following conditions must be met:

- (1) That dividends on such shares have been delivered at least three (3) times within twelve (12) years and no claim has been made during such period; and
- (2) That the Company publishes an announcement on one (1) or more newspapers of the place where shares of the Company are listed after the expiry of the 12-year period, stating its intention to sell such shares and informing the stock exchange of the listing places of such shares.

Section 2 Audit

Article 271

The Company shall establish an independent internal audit system which is appropriate to the goals, governance structure, management and control model, business nature and business scale of the Company. The Company implements centralized management of internal audit, and the internal audit is independent of business operation, risk management, internal control and compliance.

The board of directors shall bear the ultimate responsibility for the establishment, operation and maintenance of the internal audit system, and the independence and effectiveness of internal audit.

Article 272

The Auditing Officer shall be nominated by the chairman of the board of directors, and appointed or dismissed by the board of directors. The Auditing Officer shall be accountable to the board of directors, and regularly report work to the board of directors and the Audit and Related Party Transaction Control Committee. The appointment and dismissal of the Auditing Officer shall be reported to the insurance regulatory authority.

- Article 273** The Company shall formulate its basic internal audit system in accordance with the laws, regulations and relevant requirements of the insurance regulatory authority, which shall be implemented upon the approval by the board of directors.
- Article 274** The Company shall establish an independent internal audit department, which is responsible for internal audit work. The internal audit department is accountable to and reports to the Auditing Officer.
- The Company shall employ sufficient internal auditors in accordance with relevant regulatory provisions. Internal auditors shall possess the professional knowledge, occupational skills and practical experience required to perform their duties.
- Article 275** The person in charge of audit shall report to the Audit and Related Party Transaction Control Committee and the management the progress of the audit work at least once in each quarter of a year and shall submit audit report to the Audit and Related Party Transaction Control Committee and management at least once every year.
- Article 276** The Company shall submit an internal control evaluation report to the Audit and Related Party Transaction Control Committee. The Audit and Related Party Transaction Control Committee shall comment on the problems existing in the internal control of the Company and propose recommendations to the board of directors after its review of the report.
- Article 277** In the course of auditing, the internal auditors shall strictly comply with the professional code of ethics, keep accounting secrets and protect the interests of the Company on his/her own initiative.
- Article 278** The Company shall employ an independent, professional and qualified external audit institution to conduct financial auditing and regularly assess the internal control of the Company.
- Article 279** If external audit institution issues a non-standard audit report on the financial statements, the board of directors of the Company shall make special explanations for the audit opinion and the matters involved and disclose such explanations to the public.
- Article 280** The Company shall submit the external audit report and audit opinion on the effectiveness of the Company's internal control to the insurance regulatory authority in a timely manner.

Section 3 Internal Control and Compliance Management and Risk Management

- Article 281** The board of directors of the Company shall pay attention to the internal control of the Company, cultivate good internal control culture, and conduct regular research and evaluation on the soundness, reasonableness and effectiveness of the Company's internal control.
- The Company shall establish an internal control system commensurate with its business nature and asset scale, formulate a comprehensive, systematic and normative system for the business activities and management of the Company, and conduct regular inspections and evaluations of the completeness and effectiveness of its internal control as a way to ensure its effectiveness.
- Article 282** The Company shall set up a compliance management department independent from the operation and financial departments. It shall be responsible for formulating and implementing compliance policy, conducting compliance supervision and training, undertaking compliance examinations on important businesses such as product development, market sales, external investments and identifying, appraising and monitoring the compliance risk of the Company's management system, operational procedures and business actions, and submitting the compliance reports.
- Article 283** The Chief Compliance Officer shall be nominated by the President and be appointed or removed by the board of directors, and shall be accountable to the board of directors and the EC. The Chief Compliance Officer shall not be in charge of the business departments or financial departments of the Company concurrently.
- The Chief Compliance Officer is responsible for the Company's compliance management in accordance with the regulatory rules and shall regularly submit improvement suggestions for existing compliance problems to the board of directors, and timely report to the President and Risk Management and Consumer Rights Protection Committee of serious non-compliant activities of the Company and senior managers.
- Article 284** The compliance management reports which are submitted by the compliance management department periodically shall be reviewed and signed for approval by the Chief Compliance Officer, and the reports shall be submitted to the board of directors for consideration after reviewed by the Risk Management and Consumer Rights Protection Committee.

Article 285 The Company shall establish a comprehensive risk management system that covers all business processes and operation links and matches the risk profile of the Company. The Company shall establish the risk management department which is responsible for comprehensive risk management, and shall be independent from departments of other functions such as business, financial, investment and actuary. The risk management department shall be entitled to participate in committees of the Company concerning the material decision-making of the strategy, business and investment, and to conduct regular risk identification as well as qualitative and quantitative risk assessment on the Company.

Article 286 The Company shall have one (1) Chief Risk Officer. The Chief Risk Officer shall be nominated by the President and appointed or dismissed by the board of directors, and shall be accountable to the board of directors and the EC. The Chief Risk Officer shall not concurrently perform the duties which may have any conflict of interests with risk management.

Article 287 The Company shall report the major risk events to regulatory authorities in a timely manner.

Section 4 Employment of the Accounting Firm

Article 288 The Company shall employ an independent accounting firm which complies with relevant provisions of the State to audit its annual financial report and review its other financial reports.

Article 289 The Company warrants that it shall provide the engaged accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports, and other accounting information, and shall not refuse to provide, hide, or misrepresent any information.

Article 290 The terms of employment of the accounting firm employed by the Company shall commence from the conclusion of the last annual general meeting until the conclusion of the next annual general meeting.

Article 291 If the office of the accounting firm becomes vacant, the board of directors may, prior to the convening of shareholders' general meeting, appoint an accounting firm to fill such vacancy. However, if another accounting firm is in office during the sustained period of vacancy, such accounting firm may still act.

Article 292

Regardless of the terms provided in the contract between the accounting firm and the Company, the shareholders' general meeting may, prior to the expiration of the term of office of any accounting firm, dismiss the firm by an ordinary resolution. If such accounting firm has the right to claim against the Company on account of its dismissal, such right will not be affected thereby.

Article 293

The remuneration or the way of remuneration for the accounting firm shall be decided by the shareholders' general meeting. The remuneration of the accounting firms employed by the board of directors shall be determined by the board of directors.

Article 294

The Company's employment, dismissal or non-renewal of the employment of the accounting firm or the determination of the remuneration of the accounting firm shall be proposed by the board of directors to the shareholders' general meeting for determination, and shall be reported and filed to the securities regulatory authorities under the State Council.

Where a resolution is proposed to be passed at a shareholders' general meeting to appoint a firm other than an incumbent accounting firm to fill any vacant office of an accounting firm, or to re-appoint an accounting firm who has been appointed by the board of directors to fill a vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions should apply:

- (1) The proposal relating to the appointment and removal of office shall be sent to the accounting firm proposed to be employed or the accounting firm which intends to resign or has resigned in the relevant accounting year, before the notice of the shareholders' general meeting. Resignation includes leaving by removal, resignation and retirement.
- (2) If the accounting firm which is leaving the office makes a representation in writing and requests the Company to notify the shareholders of that representation, the Company should, unless the written representation is received beyond the deadline, take the following measures:
 1. In any notice of the resolution given to the shareholders, state the fact of the representation having been made; and
 2. Send a copy of the representation to the shareholders as the attachment of the notice in the manner as prescribed by the *Articles of Association*.

- (3) If the Company fails to deliver the representation of the relevant accounting firm under provision (2) of this Article, such accounting firm may require that the representation be read out at the shareholders' general meeting, and may make further claims.
- (4) The leaving accounting firm shall be entitled to attend the following meetings:
 1. The shareholders' general meeting where the firm's term of office would otherwise have expired;
 2. The shareholders' general meeting held to fill the vacancy due to the dismissal of the firm; and
 3. The shareholders' general meeting held due to the firm's voluntary resignation.

The leaving accounting firm shall be entitled to receive all notices of the aforesaid meetings or other information relating to such meetings, and speak at the aforesaid meetings about matters in relation to it as the former accounting firm of the Company.

Article 295

In case the Company dismisses or does not renew the employment of the accounting firm, it shall inform the firm in advance. When the shareholders' general meeting of the Company resolves on the dismissal of the accounting firm, the firm shall be entitled to express its opinions on the shareholders' general meeting.

The accounting firm may resign by depositing a written notice of resignation at the legal address of the Company. The notice shall come into effect on the date when the notice is deposited at the legal address of the Company or a later date as stated in the notice. Such notice shall include the following statements:

- (1) A statement that its resignation does not involve anything that should be accountable to shareholders or creditors of the Company; or
- (2) Any statement about such circumstances as should be explained.

The Company shall, within fourteen (14) days upon the receipt of written notice as mentioned in the preceding paragraph, send a copy of such notice to the relevant competent authorities of the State. If the notice includes the statements mentioned in the preceding 2 clauses, the Company shall place copies of such statements in the Company for the inspection by its shareholders. Unless otherwise provided by the *Articles of Association*, the Company shall also send the copy of the aforesaid statements to every holder of overseas-listed foreign shares by prepaid post, at the addresses recorded in the register of members.

If the resignation notice of the accounting firm includes any statements which requires explanation, the accounting firm may request the board of directors to convene an extraordinary general meeting for the purpose of hearing its explanation regarding its resignation.

Article 296

The voluntary resigning accounting firm shall, in the shareholders' general meeting, explain whether the Company has done anything improper.

Article 297

The accounting firm employed by the Company shall have the following rights:

- (1) To review the Company's accounting vouchers, accounting books, financial accounting reports and other accounting data, and to require the directors, President or other senior managers to provide relevant information and explanations;
- (2) To require the Company to provide information and explanatory materials of the Company or its subsidiary companies, which are necessary for the accounting firm to perform its duties; and
- (3) To attend the shareholders' general meetings and to receive notices of, and other information relating to, any shareholders' general meeting, and to make speeches in relation to matters concerning its role as the accounting firm of the Company at any shareholders' general meeting.

Section 5 Stakeholders and Social Responsibility

Article 298

The Company shall respect the legitimate rights and interests of insurance consumers, employees, suppliers, creditors, communities and other stakeholders, and establish a communication mechanism with stakeholders to ensure that stakeholders can regularly, timely and fully obtain information related to their rights and interests.

The Company shall provide necessary conditions for safeguarding the legitimate rights and interests of stakeholders. When the rights and interests are damaged, the stakeholders shall have opportunities and channels to obtain relief in accordance with the laws.

Article 299

The Company shall strengthen the protection of rights and interests of employees, ensure an equal environment for their promotion and development, and provide necessary conditions for the congress of employees and the labor union to perform their duties in accordance with the laws.

The Company shall encourage and support employees to participate in corporate governance, and encourage employees to report to the board of directors or regulatory authorities through legal channels on violations of laws, regulations and professional ethics.

Article 300

The Company shall strengthen the protection of rights and interests of financial consumers and establish and improve working mechanism, decision-making mechanism and supervision mechanism for consumers' rights and interests protection.

Guided by the principles of lawfulness, fairness, justice and convenience to the people, the Company shall earnestly protect the lawful rights and interests of policy holders, the insured and beneficiaries.

Article 301

The Company shall pursue the development philosophy of innovation, coordination, greenness, openness and shared benefits, pay attention to environmental protection, actively fulfill social responsibilities, maintain a sound social reputation, and create harmonious social relations.

The Company shall regularly disclose social responsibility reports to the public.

Chapter 16 Related Party Transactions and Information Disclosure

Section 1 Related Party Transactions

Article 302

The Company shall formulate the administration rules on related party transactions in accordance with laws, regulations, regulatory documents, the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed and the *Articles of Association*, which shall be considered and approved by the shareholders' general meeting. The shareholders' general meeting, the board of directors, the Audit and Related Party Transaction Control Committee and senior management shall perform their duties in accordance with the *Articles of Association* and the administration rules on related party transactions.

- Article 303** Related party transactions of the Company shall observe the following basic principles:
- (1) Comply with the principles of honesty and credibility;
 - (2) Comply with the principles of openness and impartiality. For the consideration and approval of related party transactions, the principles of transparency, equality and fairness shall be followed;
 - (3) When the Audit and Related Party Transaction Control Committee, the board of directors and shareholders' general meeting casting votes on related party transactions, persons that have an interest with the related party transactions shall abstain;
 - (4) Related Party transactions shall comply with commercial principles and normal business terms. The pricing of related party transactions shall comply with the market pricing principles.

Section 2 Information Disclosure

- Article 304** The Company shall formulate the system on information disclosure in accordance with the laws, regulations, regulatory documents, the relevant provisions of the securities regulatory authorities where the shares of the Company are listed and the *Articles of Association*.
- Article 305** The board of directors shall be responsible for the information disclosure of the Company.
- Article 306** Information disclosed by the Company shall be true, accurate, complete and timely, and shall be concise, clear, and easy to understand, and shall not contain false information, misleading statements or material omissions.
- Article 307** The Company may make announcements on information disclosure to its shareholders whenever necessary. Information disclosure of the Company shall realize the principles of treating all shareholders transparently, equally and fairly.
- Article 308** The Company's internal and relevant parties knowing the information shall have the obligations of keeping undisclosed information confidential.

Chapter 17 Merger, Division, Dissolution and Liquidation

Section 1 Merger or Division

Article 309 The Company may undergo merger or division in accordance with laws.

Article 310 The merger or division of the Company shall be proposed by the board of directors and shall report to the insurance regulatory authority for approval according to the law after being approved by the procedures regulated by the *Articles of Association*. The shareholders who object to such merger or division shall have the right to require the Company or shareholders who consent to the proposal for merger or division of the Company to purchase their shares at fair prices. The fair price refers to the share price affirmed by the accounting firm designated by the Audit and Related Party Transaction Control Committee of the board of directors after the asset evaluation is conducted.

Specific documents shall be prepared with regard to the content of the resolutions on the Company's merger and division for shareholders' inspection.

For holders of overseas-listed foreign shares in companies listed in Hong Kong, the aforesaid documents shall be delivered by mail.

When the Company undertakes the merger or division, the board of directors shall take necessary measures to protect the legal rights of shareholders against such merger or division.

Article 311 The merger of the Company may take the forms of merger of absorption and merger by establishment of a new company.

In the event of a merger of the Company, each party shall execute a merger agreement and prepare a balance sheet and a list of properties. The Company shall inform the creditors within ten (10) days from the date when the resolution on merger is made and shall make announcement at least three (3) times in newspapers or in the National Enterprise Credit Information Publicity System within thirty (30) days. The creditors shall within thirty (30) days from the date of receipt of such notice, and those who have not received the notice shall within forty-five (45) days as from the date of announcement, be entitled to require the Company to pay debts or provide relevant guarantees.

In the event of the merger of the Company, the creditor's rights and debts of the parties involved in the merger shall be assumed by the surviving company or the new company established after the merger.

Article 312

In the event of a division of the Company, all parties to the separation shall execute a division agreement and prepare the balance sheet and the list of properties. The Company shall, within ten (10) days from the date of the division resolutions, inform its creditors, and publish an announcement at least three (3) times in newspapers or in the National Enterprise Credit Information Publicity System within thirty (30) days.

The company after division shall bear the joint and several liabilities for the liabilities prior to the division, except otherwise provided by the written agreement on debt service between the Company and its creditors prior to division.

Article 313

If the merger or division of the Company results in alterations in the registered matters, the Company shall register the alterations at the relevant registration authorities in accordance with the laws; in case of dissolution, the cancellation of registration shall be made in accordance with the laws. If a new company is established, the registration of incorporation shall be made in accordance with the laws.

Section 2 Dissolution and Liquidation**Article 314**

The Company shall be dissolved upon the occurrence of any of the following events:

- (1) As a result of merger or division, dissolved by approval of the insurance regulatory authority; or
- (2) The Company's business license is revoked by the insurance regulatory authority because of the Company's violation of laws and administrative regulations.

Article 315

In the event of dissolution, the Company shall organize a liquidation committee in accordance with the laws. The liquidation shall be supervised and guided by the insurance regulatory authority. In the event that the Company is dismissed in accordance with the laws, the liquidation committee shall be established on a timely basis by shareholders, relevant departments and relevant professionals under the supervision of the insurance regulatory authority.

Article 316

In the event that the board of directors decides to liquidate the Company (except for liquidation as a result of the declaration of insolvency by the Company), it shall specify in the notice convening the shareholders' general meeting for such purpose that the board of directors has made a full inquiry of the affairs of the Company and is of opinion that the Company will be able to pay all its debts within twelve (12) months upon commencement of liquidation.

Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the Board shall cease.

The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to report at least once every year to the shareholders' general meeting in respect of the income and expenditure of the liquidation committee, the business of the Company and the progress of the liquidation and to present a final report to the shareholders' general meeting on completion of the liquidation.

Article 317

The liquidation committee shall register the creditor's rights. The liquidation committee shall notify the creditors within ten (10) days after the date of its establishment and within sixty (60) days make at least three (3) announcements in the newspapers or in the National Enterprise Credit Information Publicity System. The creditors shall claim to the liquidation committee within thirty (30) days after the date of the receipt of the notice or within forty-five (45) days after the date of the first announcement if no written notice is received.

In reporting claims, a creditor shall explain the relevant particulars of the claims and provide supporting materials. The liquidation team shall register the claims.

In the period of reporting claims, the liquidation committee shall make no debt repayment to the creditors.

Article 318

The liquidation committee shall exercise the following functions and powers during liquidation:

- (1) To dispose of the Company's properties and prepare a balance sheet and a list of properties;
- (2) To give notices or declarations to the creditors;
- (3) To deal with and liquidate any uncompleted business of the Company;
- (4) To pay due taxes and taxes accrued during liquidation;
- (5) To settle debts and indebtedness;
- (6) To dispose of the Company's assets remaining after the discharge of its liabilities; and
- (7) To attend any civil proceedings on behalf of the Company.

Article 319

The liquidation committee shall prepare a liquidation scheme after it liquidates the properties of the Company and shall prepare a balance sheet and a list of properties and report them to the shareholders' general meeting, the People's Court or other competent authorities for confirmation.

Properties involved in bankruptcy shall, after giving the priority on the settlement of the bankruptcy fees and administrative expenses, be settled in the following sequence:

- (1) Salary, medical and disability subsidies and pensions owed to employees, basic pension insurance and basic medical insurance to be transferred to the personal accounts of employees owed, as well as compensation payable to employees under the provisions of the laws and administrative regulations;
- (2) Compensation or insurance premium payable;
- (3) Social insurance fees and tax payable owed by the Company other than those provided under item (1); and
- (4) Ordinary bankruptcy claims.

In case the properties involved in bankruptcy are insufficient to settle claims under the same sequence, pro rata allocation shall be made.

Salary of the Company's directors and senior managers shall be calculated based on the average salary of the Company's employees.

In case the insurance company is dissolved or dismissed in accordance with the laws, prior to the complete settlement of the obligations under insurance contracts, shareholders of the Company shall not be allocated any assets of the Company or derive any gain from the Company.

Article 320

If circumstances as stipulated under Rule 2 of *Enterprise Bankruptcy Law of the People's Republic of China* have incurred in the Company, upon the consent of the insurance regulatory authority, the Company or its creditors may apply for the reconstruction, reconciliation or bankruptcy and liquidation to the People's Court in accordance with the law. The insurance regulatory authority may also apply for the reconstruction, bankruptcy and liquidation of the Company to the People's Court in accordance with the laws.

Article 321 After the completion of liquidation of the Company, the liquidation committee shall prepare the liquidation report and submit it to the shareholders' general meeting or relevant competent authorities in China for confirmation as well as submit to the company registration authorities. Application would be made to deregister the Company, and announcement on the dissolution of the Company would also be made by the company registration authorities.

Article 322 If the Company is dismissed or declared bankrupt in accordance with the laws, the life insurance contracts and reserve funds held by the Company shall be transferred to other insurance companies with a life insurance business upon approval of the insurance regulatory authority.

Chapter 18 Special Matters in Corporate Governance

Article 323 In the event of governance mechanism failures as follows, the Company shall establish emergency response working teams to deal with the governance failure. The working teams shall come up with solutions, and communicate with directors and shareholders of the Company to solve the problem. If it fails to eliminate such failures by way of communication, the Company shall apply to the insurance regulatory authority for guidance:

- (1) It is unable to form a board of directors for more than one (1) year straight;
- (2) There are conflicts among the directors of the Company for a long term which are unable to be eliminated through the shareholders' general meeting;
- (3) It is unable for the Company to convene the shareholders' general meetings for more than one (1) year straight;
- (4) A proportion specified by laws or the *Articles of Association* of the Company cannot be achieved on a poll taken at a meeting and it is unable to pass effective resolutions at the shareholders' general meeting for more than one (1) year straight;
- (5) It is unable to pass the proposals for capital increase due to insolvency;
- (6) The Company faces serious problems in its operation and management due to the failure of the existing governance mechanisms;
- (7) Other circumstances approved by the insurance regulatory authority.

Article 324

Where there is a failure of governance as specified in the *Articles of Association* of the Company, and the internal corrective procedures adopted by the Company have failed to solve the problem, the Company, shareholder individually or jointly holding no less than one third (1/3) of shares in the Company, and more than half of the directors are entitled to apply to the insurance regulatory authority for supervision and guidance.

Article 325

The insurance regulatory authority exercises its power of supervision and provides guidance based on the specific circumstance with respect to the governance mechanism failures. If material governance risks are identified in the insurance company, and have seriously endangered or threatened the lawful rights and interests of the insurance consumers or the safety of the insurance fund, shareholders and the Company undertake to accept regulatory actions taken by the insurance regulatory authority, such as the requirement of a capital increase, restrictions on shareholders' rights and the order to transfer the shareholding held in the insurance company. If the case is serious, shareholders and the Company undertake to accept corrective and takeover actions as taken by the insurance regulatory authority against the Company.

Chapter 19 Notice**Article 326**

Notices of the Company may be given in the following manners:

- (1) By personal delivery;
- (2) By mail;
- (3) By facsimile or electronic mail;
- (4) Under the precondition of being in conformity with the laws, regulations, regulatory documents and the listing rules of the relevant supervisory authorities where the shares of the Company are listed, by method of issuance on the websites designated by the Company and the Hong Kong Stock Exchange;
- (5) By any other way agreed beforehand by the Company and the party notified or recognized by the party notified on the receipt of a notice; or
- (6) By method recognized by the securities regulatory authorities of the place where shares of the Company are listed or provided by the *Articles of Associations*.

Even the *Articles of Association* contains other provisions on the way of announcement or notification of any document, notice or other communications, conditional on the compliance with the relevant provisions under the securities regulatory authorities of the place where shares of the Company are listed, the Company may elect to adopt the way of notification stipulated in item (4) of clause 1 in this Article to distribute its corporate communication in lieu of the delivery of written documents in person or by mail to every holder of overseas-listed foreign shares. The aforesaid corporate communication refers to any documents sent or to be sent by the Company for its members' reference or actions, including but not limited to, annual report (including annual financial report), interim report (including interim financial report), report of the board of directors (including balance sheet and income statement), notice of shareholders' general meeting, circular and other communication documents.

Article 327

In case the securities regulatory authorities of the place where shares of the Company are listed request the Company to deliver, post, distribute, give, announce or otherwise provide relevant documents of the Company in both English and Chinese, if the Company has made appropriate arrangement on determining whether its shareholders wish to receive only the English or Chinese version, and to the extent under the permission of applicable laws and regulations and subject to the applicable laws and regulations, the Company may, according to its shareholders' selection, send only the English or Chinese version to such shareholders.

Article 328

If the notice is sent out by courier and the served party signs (or seals) on the service receipt, the date when the served party acknowledges the receipt of the notice shall be the date of service. If the notice is sent out by mail, the 48th hour after the date when the notice is delivered to the post office shall fall within the date of service. If the notice is sent out by facsimile or electronic mail or published on a website, the date of sending out or of publication shall be the date of service. If the notice is sent out as an announcement, the date of the publication of the announcement for the first time shall be the date of service. If the notice is published in the newspapers in accordance with the relevant provisions, it shall be deemed that the notice has been received by all relevant parties once published.

Article 329

The accidental omission to give the notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive the notice shall not invalidate the meeting and the resolutions passed thereat.

Article 330

Unless otherwise specified, the “announcement” referred to herein means an announcement published in the press of China and the press organ concerned shall be provided for the laws, regulations, regulatory documents or designated by the securities regulatory authorities under the State Council insofar as an announcement issued to holders of domestically-listed domestic shares or is required to be issued within China in accordance with relevant provisions and the *Articles of Associations*; or insofar as an announcement is issued to the holders of overseas-listed foreign shares or an announcement to be issued in Hong Kong in accordance with the relevant provisions and the *Articles of Association* is concerned, such announcement must be distributed in accordance with the provisions of the *Hong Kong Listing Rules*.

The Company shall designate an influential national media to publish and disclose announcements and information as required by information disclosure rules of the insurance regulatory authority.

Chapter 20 Procedures for the Amendments on the Articles of Association

Article 331

The Company is required to amend its *Articles of Association* in any of the following circumstances:

- (1) Where the provisions of the *Articles of Association* are in contradiction with the provisions of the *Company Law*, *Insurance Law* or relevant laws, regulations, regulatory documents and supervisory requirements after the amendment of such provisions;
- (2) Where changes occur in the fundamental matters recorded in these *Articles of Association* or in the related rights, obligations, duties, or rules of procedure stipulated herein; or
- (3) Other matters which dictates the amendment of the *Articles of Association*.

Article 332

The amendments on these Articles shall be made in accordance with the following procedures:

- (1) Shareholders or institutions with proposal rights submit a proposal for amending these *Articles of Association* to the shareholders’ general meeting;
- (2) The shareholders’ general meeting votes on the motion on amending the *Articles of Association*, and such motion is passed by a special resolution;
- (3) Submit the amendments on the *Articles of Association* to relevant competent authorities of the State for examination;

- (4) Amend these Articles in accordance with the examination feedback of the relevant competent authorities of the State, and submit to relevant competent authorities of the State for approval; and
- (5) File or alter registration with registration authorities of companies.

Chapter 21 Settlement of Disputes

Article 333

The Company follows the following rules of dispute resolution:

- (1) Any dispute or claim of rights relating to the affairs (i) between the Company and its directors or senior managers; and (ii) between holders of overseas-listed foreign shares and the Company, between holders of overseas-listed foreign shares and directors, President or any other senior managers of the Company, or between holders of overseas-listed foreign shares and holders of domestic shares, and arising as a result of the rights and obligations provided for in the contracts, this *Articles of Association*, the *Company Law* and other relevant laws and administrative regulations and regulatory documents, shall be referred to arbitration by parties involved.
- (2) Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, where the persons being the Company or shareholders, directors, President or any other senior managers of the Company, shall comply with the arbitration.

Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.

- (3) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Rules or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.

If the claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Center, any party may request the arbitration to be conducted in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center.

- (4) The resolution of any dispute or claim of rights referred to in paragraph (1) above by arbitration is subject to the PRC laws, unless otherwise required by laws, regulations and regulatory documents.
- (5) An arbitral award made by the arbitral body is final and binding on the parties.

Chapter 22 By-laws

Article 334 The *Articles of Association* shall take effect when passed by shareholders' general meeting and approved by the insurance regulatory authority. Since the effective date of these Articles, the original *Articles of Association* of the Company shall automatically be void.

The *Articles of Association* are written in Chinese; if there is any discrepancy between another language versions or another version of the *Articles of Association*, the version of the *Articles of Association* approved by the insurance regulatory authority shall prevail.

Article 335 The *Articles of Association* constitutes a basic Company document; if any provision of any other legal document including but not limited to the agreements of the Company's promoters, the Investment Agreement of shareholders and other shareholders' agreement is not in consistency or in conflict with the *Articles of Association*, the provisions of the *Articles of Association* shall prevail.

The Company shall not replace the *Articles of Association* with the resolution of shareholders' general meeting, shareholders' agreement, resolution of the meeting of the board of directors, memorandum or supplementary agreement and so on.

Article 336 Any issue not covered by the *Articles of Association* may be otherwise stipulated by the shareholders' general meetings or the board of directors within the scope authorized by the shareholders' general meetings. If relevant laws, regulations and regulatory documents provide otherwise, the laws and regulations and regulatory documents shall prevail.

Article 337 Attachments of these Articles include the rules of procedures of the shareholders' general meeting, and the rules of procedures of the board of directors.

Article 338 In the *Articles of Association*, expressions such as "no less than", "within", "or more", include the number itself; expressions such as "less than", "excluding", "lower than", "more than", "over" do not include the number itself.

Article 339

The major shareholders as mentioned in the *Articles of Association* refer to the shareholders of the Company that fulfill any of the following conditions:

- (1) Holding 15% or more shares in the Company;
- (2) Actually holding the largest shareholdings of the Company, and the shareholding ratio being no lower than 5% (including shareholders holding same shareholdings);
- (3) Nominating two (2) or more directors;
- (4) Having controlling impacts on the operation and management of the Company from the perspective of the board of directors of the Company;
- (5) Other circumstances approved by the insurance regulatory authority or its local offices.

The shareholding ratios of shareholders and their related parties, persons acting in concert shall be consolidated, and relevant shareholders shall be managed as major shareholders if the aggregate shareholding ratio meets the above conditions.

Article 340

In the *Articles of Association*, substantial shareholders refer to shareholders who hold or control more than five percent (5%) of shares or voting rights of the Company, or hold lower than five percent (5%) of the total capital or total shares, but have significant impacts on the operation and management of the Company. The shareholding ratios of shareholders and their related parties, persons acting in concert shall be consolidated.

Article 341

These Articles shall be construed by the board of directors.

ATTACHMENT: TABLE OF HISTORICAL TRANSFER OF EQUITIES

Table of historical transfer of equities

No.	Date	Transferor	Transferee	Number of shares (share)	Transfer price (RMB/share)	Approval document
1	1998/10/27	China Aidi Group Corporation	China Chengtong Holdings Company	50,000,000	2.60	PBOC Yinfu [1998] No. 366
2	2002/5/15	Orient Group Industrial Co., Ltd.	Orient Group Company Limited	50,000,000	2.53	CIRC Baojian Fu [2002] No. 48
3	2001/4/25	Jinzhou Harbour Company Limited (錦州港股份有限公司)	Orient Group Company Limited	29,880,000	3.20	CIRC Baojian Bianshen [2001] No. 27
4	2001/4/25	Jinzhou Harbour Company Limited (錦州港股份有限公司)	Xintaike Technology Development Centre	33,204,000	3.20	CIRC Baojian Bianshen [2001] No. 27
5	2002/1/31	China National Materials Development & Investment Corporation	New Industry Investment Co., Ltd.	17,880,000	3.20	CIRC Baojian Bianshen [2002] No. 6
6	2002/1/31	China National Materials Development & Investment Corporation	Orient Group Industrial Co., Ltd.	60,240,000	3.20	CIRC Baojian Bianshen [2002] No. 6
7	2002/3/28	SINOPEC Daqing Petrochemical Complex	Beiya Industrial (Group) Co., Ltd.	18,024,000	3.20	CIRC Baojian Bianshen [2002] No. 18
8	2002/3/28	Heilongjiang Longdi Group Corporation Ltd.	Beiya Industrial (Group) Co., Ltd.	72,096,000	3.20	CIRC Baojian Bianshen [2002] No. 18
9	2002/1/31	China National Materials Development & Investment Corporation	Beijing Taiji Huaqing Information System Co., Ltd.	12,000,000	3.20	CIRC Baojian Bianshen [2002] No. 6
10	2002/6/11	Tongling Nonferrous Metals Group Corporation (銅陵有色金屬(集團)公司)	Shanghai Baosteel Group Corporation	9,012,000	2.00	CIRC Baojian Bianshen [2002] No. 48

No.	Date	Transferor	Transferee	Number of shares (share)	Transfer price (RMB/share)	Approval document
11	2002/6/11	SINOPEC Jinling Petrochemical Company	Shanghai Baosteel Group Corporation	18,024,000	2.20	CIRC Baojian Bianshen [2002] No. 48
12	2002/11/29	China Chengtong Holdings Company	China SME Investment Co., Ltd.	90,120,000	1.15	CIRC Baojian Bianshen [2002] No. 111
13	2003/2/11	Xintaike Technology Development Centre	Loncin Group Co., Ltd.	96,288,000	3.20	CIRC Baojian Bianshen [2003] No. 20
14	2003/2/11	Orient Group Company Limited	Loncin Group Co., Ltd.	23,712,000	3.20	CIRC Baojian Bianshen [2003] No. 20
15	2003/2/28	Beijing Huayuan Group Corporation	Western Surety Co., Ltd.	90,120,000	2.76	CIRC Baojian Bianshen [2003] No. 25
16	2003/12/23	Western Surety Co., Ltd.	Hainan Green Island Investment Co., Ltd. (海南格林島投資有限公司)	90,120,000	2.80	CIRC Baojian Bianshen [2003] No. 154
17	2004/9/8	International Finance Corporation	Zurich Insurance Company Ltd	54,000,000	5.51 (US\$0.6655)	CIRC Baojian Fagai [2004] No. 1408
18	2004/10/26	Netherlands Financial Development Company (荷蘭金融發展公司)	Zurich Insurance Company Ltd	52,800,000	5.51 (US\$0.6551)	CIRC Baojian Fagai [2004] No. 1518
19	2006/5/29	Meiji Yasuda Life Insurance Corporation	Primus Pacific Partners Ltd.	54,000,000	3.00	CIRC Baojian Fagai [2006] No. 498
20	2006/5/29	New Industry Investment Co., Ltd.	Shanghai Asiabiz Holding Co., Ltd.	108,000,000	4.20	CIRC Baojian Fagai [2006] No. 498
21	2006/7/12	Anhui Grain& Oil Trading Co., Ltd.	New Industry Investment Co., Ltd.	9,012,000	2.60	CIRC Baojian Fagai [2006] No. 738
22	2007/2/7	International Finance Corporation	Zurich Insurance Company Ltd	13,200,000	5.50 (US\$0.6882)	Baojian Fagai [2007] No. 103

No.	Date	Transferor	Transferee	Number of shares (share)	Transfer price (RMB/ share)	Approval document
23	2007/5/24	隆鑫集團公司, Hainan Green Island Investment Co., Ltd. (海南格林島投資有限公司), Oriental Group Industrial Company Limited (東方集團實業有限公司)	Insurance Security Fund	120,000,000 90,120,000 60,240,000	5.99	Baojian Fagai [2007] No. 612
24	2007/8/20	Orient Group Company Limited, New Industry Investment Co., Ltd., China SME Investment Co., Ltd.	Insurance Security Fund	96,288,000 9,012,000 90,120,000	5.99	Baojian Fagai [2007] No. 1052
25	2007/12/14	Shenhua Group Corporation Limited	Baosteel Group Corporation	90,120,000	3.60	Baojian Fagai [2007] No. 1574
26	2007/12/27	Yihua Group Company	China Petrochemical Assets Management Corporation	18,024,000	Allocation with nil Consideration	Baojian Fagai [2007] No. 1692
27	2008/11/5	Beiya Industrial (Group) Co., Ltd.	Shanghai Zendai Investment Management Co., Ltd.	21,630,000	6.61	Baojian Fagai [2008] No. 1434
28	2009/11/30	China Insurance Security Fund Co., Ltd. (中國保險保障基金有限責任公司)	Central Huijin Investment Company Limited	465,780,000	8.71	Baojian Fagai [2009] No. 1245
29	2010/12/3	Beiya Industrial (Group) Co., Ltd.	Century Golden Resources Investment Group Co., Ltd.	36,000,000	42.75	Baojian Fagai [2010] No. 1482
30	2010/12/3	Beiya Industrial (Group) Co., Ltd.	Vats Group Company Limited	32,490,000	43.09	Baojian Fagai [2010] No. 1482
31	2010/11/20	Primus Pacific Partners Ltd.	Fullerton Management Pte Ltd	36,000,000	33	Issue filed
32	2010/11/20	Primus Pacific Partners Ltd.	Standard Chartered Principal Finance (Cayman) Ltd.	18,000,000	33	Issue filed
33	2011/1/5	Zurich Insurance Company Ltd	Zurich Insurance Plc	110,000,000	25	Baojian Fagai [2011] No. 1
34	2011/1/28	China Petrochemical Assets Management Corporation	Baosteel Group Corporation	18,024,000	10.62	Baojian Fagai [2011] No. 141
35	2011/3/28	Shanghai Asiabiz Holding Co., Ltd.	Hebei Deren Investment Co., Ltd.	108,000,000	33.5	Baojian Fagai [2011] No. 387

No.	Date	Transferor	Transferee	Number of shares (share)	Transfer price (RMB/share)	Approval document
36	2011/2/26	Zurich Insurance plc	CICC Securities (HK) Limited	65,000,000	28.00	Issue filed
37	2011/3/16	Vats Group Company Limited	Tianjin Xinshang Investment Management Limited	38,650,000	26.65	Issue filed
38	2011/6/8	Zurich Insurance Company Ltd, Zurich Insurance Plc	Nomura Securities Co., Ltd.	20,000,000, 45,000,000	28.00	Baojian Fagai [2011] No. 882
39	2011/6/9	Hebei Deren Investment Co., Ltd.	Tianjin Xinshang Investment Management Limited	42,804,878	21.03	Baojian Fagai [2011] No. 881
40	2011/6/9	Hebei Deren Investment Co., Ltd.	Xiamen United Credit Investment Co., Ltd	40,426,829	21.03	Baojian Fagai [2011] No. 881
41	2011/6/9	Hebei Deren Investment Co., Ltd.	Shanghai Fosun Industrial Technology Development Company Limited	23,780,488	21.03	Baojian Fagai [2011] No. 881