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**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)**

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

New China Life Insurance Company Ltd. (the “**Company**”) considered and approved the *Proposal on Amendments to the Articles of Association* at the eighteenth meeting of the eighth session of the board of directors of the Company (the “**Board**”) held on 27 March 2024. Details of the aforesaid amendments are set out in the Appendix headed Table of Amendments to the Articles of Association of New China Life Insurance Company Ltd. (the “**Articles of Association**”).

The Board agreed to submit such proposal to the shareholders’ general meeting of the Company for consideration as a special resolution. After the consideration and approval by the shareholders’ general meeting, the *Articles of Association* shall be subject to the approval of National Financial Regulatory Administration. A circular containing, among other things, details of the proposed amendments to the *Articles of Association* will be disclosed on the website of the Company ([www.newchinalife.com](http://www.newchinalife.com)) and the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) in due course.

By Order of the Board  
**New China Life Insurance Company Ltd.**  
**YANG Yucheng**  
*Chairman*

Beijing, China, 27 March 2024

*As at the date of this announcement, the chairman and executive Director of the Company is YANG Yucheng; the executive Director is ZHANG Hong; the non-executive Directors are YANG Yi, HE Xingda, YANG Xue, HU Aimin and LI Qiqiang; and the independent non-executive Directors are MA Yiu Tim, LAI Guanrong, XU Xu and GUO Yongqing.*

## APPENDIX

### TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF NEW CHINA LIFE INSURANCE COMPANY LTD.

Prevailing Articles of Association	Amended Articles of Association
<p><b>Article 1</b> To adapt to the requirements from the development of socialist market economy and safeguard the legal rights 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 Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidance on Insurance Companies’ Articles of Association, the Listing Rules of 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.</p>	<p><b>Article 1</b> To adapt to the requirements from the development of socialist market economy and safeguard the legal rights <u>and interests</u> 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, <del>the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies</del> (hereinafter referred to as the “Special Provisions”), <del>the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas,</del> <u>the Guidelines for Articles of Association of Listed Companies,</u> the Guidance on Insurance Companies’ Articles of Association, <u>the Corporate Governance Code for Banking and Insurance Institutions,</u> <del>the Listing Rules of Shanghai Stock Exchange</del> <u>the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange,</u> 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.</p>
<p><b>Article 2</b> The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law, the Insurance Law, the Special Provisions and other relevant laws and regulations.</p>	<p><b>Article 2</b> The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law, the Insurance Law, <del>the Special Provisions</del> and other relevant laws and regulations.</p>

Prevailing Articles of Association	Amended Articles of Association
.....	.....
<p><b>Article 6</b> 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 China Banking and Insurance Regulatory Commission (hereinafter referred to as the “CBIRC”).</p>	<p><b>Article 6</b> 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 <del>China Banking and Insurance Regulatory Commission (hereinafter referred to as the “CBIRC”)</del> <u>insurance regulatory authority</u>.</p> <p><i>Note:</i> The expressions in the Articles of Association involving the “CBIRC” shall be uniformly adjusted to “insurance regulatory authority”.</p>
<p><b>Article 9</b> 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, supervisors, members of party committee (discipline inspection commission), Chief Executive Officer (“CEO”), President (Chief Operating Officer, “COO”) and other senior management members. The aforesaid personnel shall all have the right to propose claims concerning the affairs of the Company in accordance with these Articles.</p> <p>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, supervisors, CEO, President (COO) and other senior management members of the Company.</p> <p>The “prosecute” referred to in the preceding paragraph includes the instituting of legal proceedings with courts or the filing for arbitration to arbitral institutions.</p>	<p><b>Article 9</b> 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, supervisors, members of party committee (discipline inspection commission), <del>Chief Executive Officer (“CEO”), President (Chief Operating Officer, “COO”)</del> and other senior <u>managersmanagement members</u>. The aforesaid personnel shall all have the right to propose claims concerning the affairs of the Company in accordance with these Articles.</p> <p>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, supervisors, <del>CEO, President (COO)</del> and other senior <u>managersmanagement members</u> of the Company.</p> <p>The “prosecute” referred to in the preceding paragraph includes the instituting of legal proceedings with courts or the filing for arbitration to arbitral institutions.</p>

Prevailing Articles of Association	Amended Articles of Association
	<p><i>Note:</i> The expressions in the Articles of Association involving the “Chief Executive Officer or CEO” and “Chief Operating Officer or COO” shall be deleted.</p>
<p><b>Article 10</b> The senior management members referred to in the Articles of Association shall mean the Company’s CEO, President (COO), Vice Presidents, assistant to the President, secretary of the board of directors, Chief Financial Officer (“CFO”), Chief Risk Officer, Chief Actuary, Compliance Officer, Auditing Officer and other senior managers appointed by the board of directors and in accordance with the regulations of the CBIRC.</p>	<p><b>Article 10</b> The senior <del>managers</del><u>management members</u> referred to in the Articles of Association shall mean the Company’s <del>CEO</del>, President (<del>COO</del>), Vice Presidents, assistant to the President, secretary of the board of directors, Chief Financial Officer (“CFO”), Chief Risk Officer, Chief Actuary, Compliance Officer, Auditing Officer and other senior managers appointed by the board of directors and in accordance with the regulations of the <u>insurance regulatory authority</u><del>CBIRC</del>, and <u>senior managers shall obtain the qualification approval from the insurance regulatory authority or its local offices before taking office.</u></p>
<p><b>Article 26</b> 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 resolution adopted by the shareholders’ general meeting and approval from CBIRC and other relevant regulatory authorities:</p> <ol style="list-style-type: none"> <li>(1) Offering new shares for subscription to unspecified investors;</li> <li>(2) Placing new shares to its existing shareholders;</li> <li>(3) Allotting new shares to its existing shareholders;</li> <li>(4) Converting capital reserve into share capital; or</li> <li>(5) Other means permitted by laws, rules, regulations and standardization documents.</li> </ol> <p>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, standardization documents of the Country, relevant stipulations of the CBIRC and other regulatory authorities</p>	<p><b>Article 26</b> 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 resolution adopted by the shareholders’ general meeting and approval from <del>CBIRC</del> <u>insurance regulatory authority</u> and other relevant regulatory authorities:</p> <ol style="list-style-type: none"> <li>(1) <del>Offering new shares for subscription to unspecified investors</del> <u>Publicly offering shares;</u></li> <li>(2) <del>Placing new shares to its existing shareholders</del> <u>Non-publicly offering shares;</u></li> <li>(3) Allotting <del>new</del> <u>bonus</u> shares to its existing shareholders;</li> <li>(4) Converting <del>capital</del> <u>reserve</u> into share capital; or</li> <li>(5) Other means permitted by laws, <u>administrative</u> rules, regulations and <del>standardization documents</del> <u>regulatory approvals.</u></li> </ol> <p>The Company’s increase of capital by issuing new shares shall, after being approved pursuant to the Articles of Association, be conducted in</p>

Prevailing Articles of Association	Amended Articles of Association
<p>and the Articles of Association, submitted to the CBIRC for approval and shall register the alterations at the relevant registration authorities in accordance with the laws.</p>	<p>accordance with the procedures stipulated by relevant laws, rules, regulations, standardization documents of the Country, relevant stipulations of the <del>CBIRC insurance regulatory authority</del> and other regulatory authorities and the Articles of Association, submitted to the <del>CBIRC insurance regulatory authority</del> for approval and shall register the alterations at the relevant registration authorities in accordance with the laws.</p>
<p><b>Article 28</b> 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:</p> <p>.....</p> <p>Except for the circumstances specified above, the Company shall not purchase its own shares.</p> <p>The Company's purchase of its own shares pursuant to items (1) to (2) of first paragraph shall be subject to resolution of the shareholders' general meeting. The Company's repurchase of its own shares in accordance with items (3), (5), (6) of first paragraph shall be approved by the shareholder's general meeting in accordance with the Articles of Associations, or shall be subject to a board resolution approved by over two thirds of the directors present the board meeting pursuant to the authorization of the shareholders' general meeting.</p> <p>.....</p>	<p><b>Article 28</b> 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:</p> <p>.....</p> <p>Except for the circumstances specified above, the Company shall not purchase its own shares. <u>The Company's repurchase of its own shares shall be subject to the resolution of shareholders' general meeting.</u></p> <p><del>The Company's purchase of its own shares pursuant to items (1) to (2) of first paragraph shall be subject to resolution of the shareholders' general meeting. The Company's repurchase of its own shares in accordance with items (3), (5), (6) of first paragraph shall be approved by the shareholder's general meeting in accordance with the Articles of Associations, or shall be subject to a board resolution approved by over two thirds of the directors present the board meeting pursuant to the authorization of the shareholders' general meeting.</del></p> <p>.....</p>
<p><b>Article 39</b> The Company shall maintain a register of members, and include the followings:</p> <p>(1) The name, address (domicile), occupation or nature of each shareholder;</p> <p>(2) The class and number of shares held by each shareholder;</p>	<p><b>Article 39</b> The Company shall maintain a register of members, and include the followings:</p> <p>(1) The name, address (domicile), occupation or nature of each shareholder;</p> <p>(2) The class and number of shares held by each shareholder;</p>

Prevailing Articles of Association	Amended Articles of Association
<p>(3) The amount paid or payable by each shareholder for the respective shares held;</p> <p>(4) The serial numbers of shares held by each shareholder;</p> <p>(5) The date when each shareholder is registered as a shareholder; and</p> <p>(6) The date when each shareholder ceases to be a shareholder.</p> <p>The register of members shall be the sufficient evidence of the shareholders shareholding in the Company, unless there is evidence to the contrary.</p>	<p>(3) The amount paid or payable by each shareholder for the respective shares held;</p> <p>(4) The serial numbers of shares held by each shareholder;</p> <p>(5) The date when each shareholder is registered as a shareholder; and</p> <p>(6) The date when each shareholder ceases to be a shareholder.</p> <p><u>The Company shall establish a register of members in accordance with evidence from the securities registration organization, and</u> <del>The</del> register of members shall be the sufficient evidence of the shareholders shareholding in the Company, <del>unless there is evidence to the contrary.</del> <u>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.</u></p>
<p><b>Article 40</b> 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, 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.</p> <p>.....</p>	<p><b>Article 40</b> 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 <u>for shareholders' inspection</u>, 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.</p> <p>.....</p>
<p><b>Article 43</b> Where the relevant laws, rules, regulations, standardization documents, the securities regulatory authorities of the place where the shares in 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.</p>	<p><b>Article 43</b> Where the relevant laws, rules, regulations, standardization documents, the securities regulatory authorities of the place where the shares in 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.</p>

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	<p><u>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.</u></p> <p><u>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.</u></p>
<p><b>Article 53</b> Where the directors, supervisors, senior management or shareholders who hold more than five percent (5%) of the shares of the Company sell their shares of the Company within six (6) months of purchase, or repurchase the shares 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, 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.</p> <p>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.</p> <p>.....</p>	<p><b>Article 53</b> Where <del>the</del> directors, supervisors, senior <del>managers</del><del>management</del> or shareholders who hold more than five percent (5%) of the shares of the Company sell their shares <del>of the Company</del> <u>or other equity securities of the Company</u> within six (6) months of purchase, or repurchase the shares <u>or other equity securities</u> 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, 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.</p> <p><u>The shares or other equity securities held by directors, supervisors, 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.</u></p> <p>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.</p>

Prevailing Articles of Association	Amended Articles of Association
<p><b>Article 56</b> The Company shall establish the committee of the Party 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 secretary, one or two 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 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, the board of supervisors and the management through legal procedures, while eligible Party members of the board of directors, the board of supervisors and the management can also join the Party Committee in accordance with relevant rules and procedures. At the same time, the Company shall establish Commission for Discipline Inspection in accordance with the provisions.</p>	<p>.....</p> <p><b>Article 56</b> The Company shall establish the committee of the Party 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 secretary, one or two 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 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, the board of supervisors and the management through legal procedures, while eligible Party members of the board of directors, the board of supervisors and the management can also join the Party Committee in accordance with relevant rules and procedures. At the same time, <del>the Company shall establish Commission for Discipline Inspection in accordance with the provisions.</del> <u>the Company shall establish Commission for Discipline Inspection of the Party of New China Life Insurance Company Ltd. in accordance with provisions.</u></p>
<p><b>Article 57</b> The Party Committee of the Company shall, in accordance with the Constitution of the Communist Party of China, the Regulations on Party Organization of the Communist Party of China and other party rules, perform its duties.</p> <p>(1) To ensure and supervise the thorough implementation of the guidelines and policies of the Party and the state throughout the Company, and to implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of superior Party organizations.</p> <p>(2) To strengthen its leadership and check in the selection and appointment of personnel, focusing on standards, procedure,</p>	<p><b>Article 57</b> The Party Committee of the Company shall, in accordance with the Constitution of the Communist Party of China, <u>the Working Rules of Primary-level Party Organizations of State-owned Enterprises (for trial implementation)</u> <del>the Regulations on Party Organization of the Communist Party of China</del> and other party rules, perform its duties.</p> <p>(1) <del>To ensure and supervise the thorough implementation of the guidelines and policies of the Party and the state throughout the Company, and to implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of superior Party organizations.</del></p>



Prevailing Articles of Association	Amended Articles of Association
<p>evaluation, recommendation and supervision, and to adhere to the principle of the Party exercising leadership over officials, the selection of operating managers by the board of directors, and the exercise of power as regards the right of officials' appointment by the operating managers in accordance with laws.</p> <p>(3) To study and discuss stable reform and development and substantial operational and management issues of the Company as well as material issues related to the interests of our staff, and provide advice and recommendations in this regard. To support the shareholders' general meeting, the board of directors, the board of supervisors and the management of the Company in performing their duties in accordance with laws and to support the employee representative meeting in carrying out its work.</p> <p>(4) To assume full responsibility to comprehensively strengthen party discipline, lead the Company's ideological and political work, united front work, spiritual civilization construction as well as corporate culture construction, and lead mass organizations such as the trade union and the Communist Youth League. Play a leading role in the construction of the party conduct and of a clean and honest government, and support the Commission for Discipline Inspection of the Company in fulfilling its responsibility of supervision in practice.</p> <p>(5) To grow the Company's primary Party organization and Party members, to give full play to the role of Party branches as bastions and of Party members as vanguards and exemplars, to unite and lead employees to proactively devote themselves into the reform and development of the Company;</p> <p>(6) Other material matters that fall within the duty of the Party Committee.</p>	<p><del>(2) To strengthen its leadership and check in the selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, and to adhere to the principle of the Party exercising leadership over officials, the selection of operating managers by the board of directors, and the exercise of power as regards the right of officials' appointment by the operating managers in accordance with laws.</del></p> <p><del>(3) To study and discuss stable reform and development and substantial operational and management issues of the Company as well as material issues related to the interests of our staff, and provide advice and recommendations in this regard. To support the shareholders' general meeting, the board of directors, the board of supervisors and the management of the Company in performing their duties in accordance with laws and to support the employee representative meeting in carrying out its work.</del></p> <p><del>(4) To assume full responsibility to comprehensively strengthen party discipline, lead the Company's ideological and political work, united front work, spiritual civilization construction as well as corporate culture construction, and lead mass organizations such as the trade union and the Communist Youth League. Play a leading role in the construction of the party conduct and of a clean and honest government, and support the Commission for Discipline Inspection of the Company in fulfilling its responsibility of supervision in practice.</del></p> <p><del>(5) To grow the Company's primary Party organization and Party members, to give full play to the role of Party branches as bastions and of Party members as vanguards and exemplars, to unite and lead employees to proactively devote themselves into the reform and development of the Company;</del></p>

Prevailing Articles of Association	Amended Articles of Association
	<p>(1) <u>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.</u></p> <p>(2) <u>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.</u></p> <p>(3) <u>To investigate and discuss the significant operation and management matters and support the shareholders' general meeting, the board of directors, the board of supervisors and the management to perform their powers and functions in accordance with the laws.</u></p> <p>(4) <u>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.</u></p> <p>(5) <u>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.</u></p>

Prevailing Articles of Association	Amended Articles of Association
	<p>(6) <u>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.</u></p> <p>(7) <u>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.</u></p> <p>(68) Other material matters that fall within the duty of the Party Committee.</p> <p><u>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.</u></p>
	<p><u><b>Article 58</b> 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.</u></p>
	<p><u><b>Article 59</b> 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.</u></p>
<p><b>Article 59</b> The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>.....</p>	<p><b>Article 5961</b> The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>.....</p>

Prevailing Articles of Association	Amended Articles of Association
<p>(2) The right to request, convene, preside over, attend or appoint a proxy to attend shareholders' general meetings and to exercise the voting rights in accordance with law;</p> <p>.....</p>	<p>(2) The right to request, convene, preside over, attend or appoint a proxy to attend shareholders' general meetings, <del>and to</del> exercise the <u>respective voting rights and voice opinions at the meetings</u> in accordance with laws;</p> <p>.....</p>
<p><b>Article 64</b> Holders of ordinary shares of the Company shall assume the following obligations:</p> <p>.....</p> <p>(3) Contribution and shareholding shall comply with regulatory provisions, and may not hold such shareholding on behalf or overproportion;</p> <p>(4) Unless otherwise stipulated by laws, rules, regulatory provisions, regulations and the Articles of Association, not to withdraw their share capital;</p> <p>(5) To exercise the shareholders' rights in accordance with law and not to abuse the shareholders' rights so as to damage the interest of the Company or that of other shareholders; not to abuse the independent legal person status of the Company and the limited liability of the shareholders so as to damage the interest of the Company's creditors;</p> <p>(6) To assist the Company to improve the solvency margin ratio in the case that the solvency margin ratio does not meet the regulatory requirements;</p> <p>(7) Where any shareholder holds more than five percent of voting shares of the Company, to faithfully notify the Company of information on its controlling shareholder and actual controller; if there is a change in its controlling shareholder and actual controller, to notify the Company in writing of relevant changes as well as affiliated parties and the related relation after those changes within five working</p>	<p><b>Article 6466</b> Holders of ordinary shares of the Company shall assume the following obligations:</p> <p>.....</p> <p>(3) <u>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;</u></p> <p><del>(34) Contribution—Shareholding ratio</del> <u>and number of shareholding institutions shall comply with regulatory provisions, and may not hold such shareholding on behalf or overproportion entrust others or accept others' entrustment to hold the shares of the Company;</u></p> <p><del>(45)</del> Unless otherwise stipulated by laws, rules, regulatory provisions, regulations and the Articles of Association, not to withdraw their share capital;</p> <p><del>(6)</del> <u>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;</u></p> <p><del>(57)</del> To exercise the shareholders' rights in accordance with laws <del>and</del> <u>shareholders and their controlling shareholders and</u></p>

Prevailing Articles of Association	Amended Articles of Association
<p>days upon the occurrence of those changes, and perform procedures as specified in regulations;</p> <p>(8) To notify the Company in writing within fifteen working days where the shares of the Company held by any shareholder who holds more than five percent of voting shares of the Company are involved in litigation, arbitration or release of pledges, and the Company shall notify other shareholders of relevant information timely;</p> <p>(9) To notify the Company in writing within fifteen working days upon the occurrence of a merger, separation, dissolution, bankruptcy, closing down, takeover 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 of voting shares of the Company;</p> <p>(10) To obey and implement the resolutions passed at the shareholders' general meeting;</p> <p>(11) To cooperate with regulatory authorities to carry out investigations and risk disposition when risk events or serious non-compliant activities concerning the Company;</p> <p>(12) 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 pledges the shares of the insurance company it holds;</p> <p>(13) Other obligations imposed by laws, rules, regulatory provisions, regulations and the Articles of Association.</p> <p>.....</p>	<p><u>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;</u></p> <p>(68) To assist the Company to improve the solvency margin ratio in the case that the solvency margin ratio does not meet the regulatory requirements;</p> <p>(79) <del>Where any shareholder holds more than five percent of voting shares of the Company, to faithfully notify the Company of information on its controlling shareholder and actual controller; if there is a change in its controlling shareholder and actual controller, to notify the Company in writing of relevant changes as well as affiliated parties and the related relation after those changes within five working days upon the occurrence of those changes, and perform procedures as specified in regulations.</del><u>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;</u></p> <p>(810) 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,</p>

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	<p>arbitration, <u>legal coercive measures taken by judicial authorities, pledges</u> or release of pledges, and the Company shall notify other shareholders of relevant information timely;</p> <p>(<del>9</del>11) To notify the Company in writing within fifteen (<del>15</del>) working days upon the occurrence of a merger, separation, <u>being subject to measures including suspension of operation for rectification, designated custody, takeover or cancellation, or entering into dissolution, liquidation or bankruptcy procedure;</u> <del>closing down, takeover</del> 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 (<del>5%</del>) of voting shares of the Company;</p> <p>(<del>10</del>12) To obey and implement the resolutions passed at the shareholders' general meeting;</p> <p>(<del>11</del>13) To cooperate with regulatory authorities to carry out investigations and risk disposition when risk events or serious non-compliant activities concerning the Company;</p> <p>(<del>12</del>14) <u>To comply with the laws, regulations and regulatory provisions, and N</u>ot 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 <u>transfers, pledges the shares of the insurance</u> <del>Company it holds or conducts related party transactions with the</del> <u>Company;</u></p> <p>(<del>13</del>15) Other obligations imposed by laws, rules, regulatory provisions, regulations and the Articles of Association.</p> <p>.....</p>

Prevailing Articles of Association	Amended Articles of Association
	<p><b>Article 68</b> <u>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.</u></p> <p><u>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.</u></p> <p><u>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.</u></p>
	<p><b>Article 70</b> <u>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.</u></p> <p><u>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.</u></p>
<p><b>Article 72</b> If the contribution by or shareholding behaviors of any shareholder are in violation of laws, rules and relevant regulatory provisions, the shareholder shall not</p>	<p><b>Article 7276</b> If the contribution by or shareholding behaviors of any shareholder are in violation of laws, rules and relevant regulatory provisions <u>and shareholders' commitments</u>, the</p>

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<p>exercise his/her/its rights as a shareholder including the right of attending general meeting, the voting right, proposal right, and shall undertake to accept the regulatory actions as taken by the CBIRC against him/her/it, such as the restrictions on shareholders' rights and the order to transfer shareholding in case of any of the followings:</p> <p>.....</p> <p>(6) Other capital contribution and shareholding behaviors that are not in compliance with the laws, regulations, regulatory requirements.</p>	<p>shareholder shall not exercise his/her/its rights as a shareholder including the right of attending general meeting, the voting right, proposal right, and shall undertake to accept the regulatory actions as taken by the <del>CBIRC</del><u>insurance regulatory authority</u> against him/her/it, such as the restrictions on shareholders' rights and the order to transfer shareholding in case of any of the followings:</p> <p>.....</p> <p>(6) Other capital contribution and shareholding behaviors that are not in compliance with the laws, regulations, regulatory requirements <u>and commitments of shareholders.</u></p>
	<p><u>Article 77</u> 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.</p>
<p><b>Article 73</b> The general meeting is the organ of the highest authority of the Company, and shall exercise the following functions and powers in accordance with the law:</p> <p>.....</p> <p>(2) Elect and replace directors, and decide on matters relating to the remuneration of directors;</p> <p>(3) Elect and replace supervisors who are shareholders' representatives, and decide on matters related to the remuneration of supervisors;</p> <p>.....</p> <p>(9) Resolve on the listing or repurchase of shares, or issuance of securities such as bonds;</p> <p>.....</p>	<p><b>Article 7378</b> The <u>shareholders'</u> 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:</p> <p>.....</p> <p>(2) Elect and replace directors <u>from non-employees' representatives</u>, and decide on matters relating to the remuneration of directors;</p> <p>(3) Elect and replace supervisors who are shareholders' representatives <u>and external supervisors</u>, and decide on matters related to the remuneration of supervisors;</p> <p>.....</p> <p>(9) Resolve on the listing or repurchase of shares, or issuance of securities such as bonds <u>of the Company;</u></p> <p>.....</p>



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<p>(14) Consider and approve the matters related to the establishment of legal entities, the material external investment, material assets acquisition, material asset disposal and write-offs, and external gifting:</p> <p>.....</p> <p>5. Consider and approve other assets acquisitions 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; other assets 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;</p> <p>.....</p> <p>(15) Consider and approve related party transactions required to be approved by the general meeting under the laws, rules and regulations;</p> <p>.....</p>	<p>(14) Consider and approve the matters related to the establishment of legal entities, the material external investment, material assets acquisition, material assets disposals and write-offs, <u>material assets collateral (pledge), and</u> external gifting, etc.:</p> <p>.....</p> <p>5. Consider and approve other assets acquisitions <u>and disposals</u> 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; <del>other assets 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;</del></p> <p>.....</p> <p>8. <u>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.</u></p> <p>.....</p> <p>(15) Consider and approve related party transactions required to be approved by the <u>shareholders'</u> general meeting under the laws, rules and regulations <u>as well as the securities regulatory rules in the place where the Company's shares are listed;</u></p> <p>.....</p>

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	<p><u>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.</u></p>
<p><b>Article 75</b> The aforesaid matters within the competence of the general meeting shall be considered and determined by the general meeting, but in necessary, reasonable and legal cases, the general meeting may authorize the board of directors to make such determination. Such authorization shall be clear and specific.</p> <p>For the authorization to the board of directors by the general meeting, if the authorization relates to matters required by these Articles to be passed by ordinary resolutions of general meeting, it shall be passed by the shareholders (including proxy of shareholders) representing more than half of the voting rights present in the general meeting; if the authorization relates to matters required by these Articles to be passed by special resolutions of general meeting, it shall be passed by shareholders (including proxy of shareholders) representing two third or more of the voting rights present in the general meeting.</p>	<p><b>This Article is deleted.</b></p>
<p><b>Article 77</b> Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year, and shall be held within six months after the end of the preceding accounting year.</p> <p>.....</p> <p>(6) When resolutions of the board of directors may impair the interests of the Company, the insured or small and medium shareholders, the board of directors does not accept the advice of independent directors and such a meeting is requested by no less than half of and at least two independent directors to the board of directors;</p> <p>.....</p>	<p><b>Article 7781</b> Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year, and shall be held within six months after the end of the preceding accounting year.</p> <p>.....</p> <p>(6) When <del>resolutions of the board of directors may impair the interests of the Company, the insured or small and medium shareholders, the board of directors does not accept the advice of independent directors and</del> such a meeting is requested by no less than half of <u>the members of the board of directors</u> and at least two independent directors to the board of directors;</p> <p>.....</p>

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<p>If the Company could not convene the general meeting in the aforesaid period, it shall report to the branch of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) where the Company is located and the stock exchange to explain the reason and make announcement.</p>	<p>If the Company could not convene the <u>shareholders’ general meeting</u> in the aforesaid period, it shall report to the <del>branch</del> <u>Regional Offices</u> of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) where the Company is located, <u>the insurance regulatory authority</u> and the stock exchange to explain the reason and make announcement.</p>
<p><b>Article 85</b> In case the board of supervisors 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 local office of China Securities Regulatory Commission and the stock exchange where the Company is located. .....</p> <p>The board of supervisors or shareholders who convene the meeting shall submit relevant certification materials to the local office of the CSRC and the stock exchange where the Company is located, while sending out a notice of general meeting and making the announcement of the resolution of the general meeting.</p>	<p><b>Article 8589</b> In case the board of supervisors 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 <del>the local office of China Securities Regulatory Commission and the stock exchange where the Company is located.</del> .....</p> <p>The board of supervisors or shareholders who convene the meeting shall submit relevant certification materials to <del>the local office of the CSRC and the stock exchange where the Company is located,</del> while sending out a notice of <u>shareholders’ general meeting</u> and making the announcement of the resolution of the <u>shareholders’ general meeting</u>. <u>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.</u></p>
<p><b>Article 88</b> Shareholders individually or jointly holding no less than three percent (3%) of shares in the Company may make extraordinary proposals ten (10) days prior to the convening of the general meeting and notify the convener in writing. The convener shall, within two (2) days from the receipt of such proposal, give supplementary notice for the general meeting, and announce the subjects of the extraordinary proposal. The aforesaid convener refers to the person who shall be entitled to convene the general meeting in accordance with these Articles. .....</p>	<p><b>Article 8892</b> Shareholders individually or jointly holding no less than three percent (3%) of shares in the Company may make extraordinary proposals <del>ten (10) twelve (12) working</del> days prior to the convening of the <u>shareholders’ general meeting</u> and notify the convener in writing. The convener shall, <del>within two (2) days</del> <u>ten (10) working days</u> prior to the <u>convening of the shareholders’ general meeting from the receipt of such proposal,</u> give supplementary notice for the <u>shareholders’ general meeting after the receipt of such proposal,</u> and announce the subjects of the extraordinary proposal. The aforesaid convener refers to the person who shall be entitled to convene the <u>shareholders’ general meeting</u> in accordance with these Articles.</p>

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<p data-bbox="113 223 794 297"><b>Article 89</b> Notice of general meeting shall be given in writing and include the following:</p> <p data-bbox="113 351 223 372">.....</p> <p data-bbox="113 414 794 819">(5) Where any directors, supervisors, CEO, President (COO) or other senior management 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, supervisors or other senior management who are shareholders is different from the impact on other shareholders of the same class, that difference shall be illustrated;</p> <p data-bbox="113 861 223 883">.....</p> <p data-bbox="113 915 794 989">(10) The name and contact information of the permanent liaison person for the meeting.</p>	<p data-bbox="794 191 901 212">.....</p> <p data-bbox="794 223 1481 297"><b>Article 8993</b> Notice of general meeting shall be given in writing and include the following:</p> <p data-bbox="794 351 901 372">.....</p> <p data-bbox="794 414 1481 861">(5) Where any directors, supervisors, <del>CEO</del>, President (<del>COO</del>)—or other senior <del>management</del>—<u>managers</u> 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, supervisors or other senior <del>management</del>—<u>managers</u> who are shareholders is different from the impact on other shareholders of the same class, that difference shall be illustrated;</p> <p data-bbox="794 904 901 925">.....</p> <p data-bbox="794 957 1481 1032">(10) The name and contact information of the permanent liaison person for the meeting:-</p> <p data-bbox="794 1064 1481 1127"><u>(11) The time and procedures of voting through Internet and other means.</u></p>
<p data-bbox="113 1149 794 1298"><b>Article 93</b> A shareholder may attend a shareholders’ general meeting in person or appoint a proxy to attend and vote at the meeting on his behalf.</p> <p data-bbox="113 1351 223 1372">.....</p> <p data-bbox="113 1415 794 1819">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 law and shareholding evidences.</p>	<p data-bbox="794 1149 1481 1298"><b>Article 9397</b> A shareholder may attend a shareholders’ general meeting in person or appoint a proxy to attend and vote at the meeting on his behalf.</p> <p data-bbox="794 1351 901 1372">.....</p> <p data-bbox="794 1415 1481 1925">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. <u>Attendance by proxy at a shareholders’ general meeting shall be deemed as attendance by such legal person shareholder in person.</u></p>

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<p><b>Article 94</b></p> <p>.....</p> <p>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 or more person as it thinks fit to act as his/her/its proxy in any general meeting or any meeting of the shareholders of a class. If more than one 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 recognized clearing house (or its nominees), as if such person is an individual shareholder of the Company.</p>	<p><b>Article 9498</b></p> <p>.....</p> <p>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 or more person as it thinks fit to act as his/her/its proxy in any general meeting or any meeting of the shareholders of a class. If more than one 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 recognized clearing house (or its nominees), as if such person is an individual shareholder of the Company <u>who is entitled to statutory rights equivalent to other shareholders, including rights to voice and vote.</u></p>
<p><b>Article 95</b> The shareholder shall appoint proxy in writing. The proxy form shall be signed by the shareholder or his/her 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.</p> <p>.....</p>	<p><b>Article 9599</b> The shareholder shall appoint proxy in writing. The proxy form shall be signed by the shareholder or his/her 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, <u>and attendance by proxy at a shareholders’ general meeting shall be deemed as attendance by such legal person shareholder in person.</u></p> <p>.....</p>
<p><b>Article 102</b> Election of directors and non-employee supervisors and assumption of office:</p> <p>.....</p> <p>The period for the two written notices in respect of the permission of the nomination of director and non-employee supervisor candidates and the candidate’s willingness to accept such nomination shall not be less than seven days. Such period shall, at the earliest, be counted since the written notice of the general meeting is</p>	<p><b>Article <del>102</del>106</b> Election of directors and non-employee supervisors and assumption of office:</p> <p>.....</p> <p>The <del>period for the two</del> written notices in respect of <u>the intention of the</u> <del>permission of the</del> nomination of director and non-employee supervisor candidates and the candidate’s willingness to accept such nomination shall <u>be given to the Company seven (7) days before the shareholders’ general meeting, not be less than seven days.</u> <del>Such period shall, at the earliest, be counted since the written notice of the general</del></p>

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<p>given, and such period shall not end later than seven days prior to the date of convening the general meeting.</p> <p>.....</p>	<p><del>meeting is given, and such period shall not end later than seven days prior to the date of convening the general meeting.</del></p> <p>.....</p>
<p><b>Article 104</b> 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 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 general meeting.</p> <p>.....</p> <p>The board of directors of the Company, independent directors and shareholders who meet the relevant requirements can publicly solicit shareholders' voting rights, where sufficient disclosure of the information such as their voting intention shall be disclosed. Soliciting shareholders' voting rights by means of direct or indirect compensation is prohibited. The Company is prohibited from setting restrictions on the minimum shareholding ratio when soliciting shareholders' voting rights.</p>	<p><b>Article <del>104</del>108</b> 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 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 <u>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.</u></p> <p>.....</p> <p>The board of directors of the Company, independent directors, <u>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 and</u> <del>shareholders who meet the relevant requirements</del> can publicly solicit shareholders' voting rights, where sufficient <del>disclosure of the</del> information such as their voting intention shall be disclosed. Soliciting shareholders' voting rights by means of direct or indirect compensation is prohibited. <u>Unless otherwise required by laws,</u> <del>the</del> Company is prohibited from setting restrictions on the minimum shareholding ratio when soliciting shareholders' voting rights.</p>
<p><b>Article 107</b> The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p>	<p><b>Article <del>107</del>111</b> The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p>

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<p>.....</p> <p>(6) Engagement, dismissal or non-renewal of engagement of accounting firms which would provide regular and statutory audit on the Company's financial report;</p> <p>.....</p>	<p>.....</p> <p>(6) Engagement, dismissal or non-renewal of <del>engagement of</del> accounting firms which would provide regular and statutory audit on the Company's financial report, <u>and decision on the remuneration of accounting firms;</u></p> <p>.....</p>
<p><b>Article 108</b> The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(3) The separation, merger, dissolution, liquidation and change of form of the Company;</p> <p>.....</p> <p>(6) Involves in establishment of legal entities, material external investment, material asset disposals and write-offs, material asset pledge, etc.</p> <p>.....</p>	<p><b>Article <del>108</del>112</b> The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(3) The separation, <u>spin-off,</u> merger, dissolution, liquidation and change of form of the Company;</p> <p>.....</p> <p>(6) Involves in establishment of legal entities, material external investment, material asset disposals and write-offs, material asset pledge, etc.</p> <p>.....</p> <p>(8) <u>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;</u></p> <p>.....</p>
<p><b>Article 135</b> Shareholders that individually or jointly hold 5% or more of the total voting shares of the Company, or the Nomination and Remuneration Committee under the board of directors, shall have the right to nominate candidates for directors. 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.</p>	<p><b>Article <del>135</del>139</b> Shareholders that individually or jointly hold <del>5%</del><u>three percent (3%)</u> or more of the total voting shares of the Company, <del>or</del> <u>and</u> the Nomination and Remuneration Committee under the board of directors, shall have the right to nominate candidates for directors. <u>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.</u></p>

Prevailing Articles of Association	Amended Articles of Association
<p>.....</p>	<p><u>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.</u></p> <p>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.</p> <p>.....</p>
<p><b>Article 138</b> 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:</p> <p>(1) Treat all shareholders on a fair basis;</p> <p>(2) Perform duties with prudence, faith and diligence to ensure that the commercial activities of the Company are in compliance with laws, regulations and regulatory documents;</p> <p>(3) Review various business and financial reports of the Company diligently, pay continuous attention to the operation and management of the Company, and guarantee sufficient time to perform duties;</p> <p>.....</p> <p>(6) Review the matters to be resolved by the board of directors and cast votes independently at his/her prudent discretion;</p> <p>(7) Sign written confirmations to the periodic reports of the Company. Ensure the authenticity, accuracy and completeness of the information in the statutory disclosure of the Company;</p> <p>(8) Attend the shareholders' general meeting as observer and give response to shareholders' inquiries upon request of the shareholders' general meeting; and</p>	<p><b>Article <del>138</del>142</b> 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 <u>and perform the following duties:</u></p> <p>(1) <u>Be accountable to the Company and all shareholders and</u> <del>Treat all shareholders on a fair basis</del> <u>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;</u></p> <p>(2) <u>Assume duties of faith and due diligence to the Company,</u> <del>Perform duties with prudence, faith and diligence and</del> <u>prudence, to and ensure that the commercial activities of the Company are in compliance with laws, regulations and regulatory documents,</u> <u>sufficient time and energy to perform duties;</u></p> <p>(3) Review various business and financial reports of the Company diligently, pay continuous attention to the operation and management of the Company, and <del>guarantee sufficient time to perform duties</del> <u>have the right to require the senior</u></p>



Prevailing Articles of Association	Amended Articles of Association
<p>(9) Other duties of due diligence as stipulated in laws, regulations, regulatory documents and the Articles of Association.</p>	<p><u>management to provide complete and accurate information in time reflecting the Company's operation and management or to make explanations on relevant issues;</u></p> <p>.....</p> <p>(6) <u>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;</u></p> <p>(7) <u>Undertake responsibilities for the resolutions of the meetings of the board of directors;</u></p> <p>(8) <u>Supervise the implementation of the resolutions of the shareholders' general meeting and the board of directors by the senior management;</u></p> <p>(79) Sign written confirmations to the <del>periodic</del> <u>regular</u> reports of the Company. Ensure the authenticity, accuracy and completeness of the information in the statutory disclosure of the Company;</p> <p>(810) Attend the shareholders' general meeting as observer and give response to shareholders' inquiries upon request of the shareholders' general meeting;</p> <p>(11) <u>Practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</u></p> <p>(12) <u>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;</u></p> <p>(913) Other duties of due diligence as stipulated in laws, regulations, regulatory documents and the Articles of Association.</p>

Prevailing Articles of Association	Amended Articles of Association
<p><b>Article 139</b> The directors are entitled to the rights to know the affairs of the Company, to investigate the Company and shall timely access to the information of finance, internal control, compliance, risk management, use of insurance funds, actuary, audit and other operations of the Company.</p> <p>.....</p>	<p><b>Article <del>139</del>143</b> The directors are entitled to the rights to know the affairs of the Company, to investigate the Company and shall <del>timely</del><u>keep up with access to</u> the information of <u>corporate governance, strategy management, operation and investment, finance</u> <del>financial accounting,</del> internal control, <u>and</u> compliance, risk management, use of insurance funds, actuary, audit and other operations of the Company, <u>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.</u></p> <p>.....</p>
<p><b>Article 142</b> A director shall be deemed as unable to perform his/her duties if failing to attend two consecutive board meetings in person without appointing of another director as proxy to attend the meetings on his behalf, or failing to perform other duties stipulated by laws, regulations, regulatory documents and the Articles of Association. The board of directors, the board of supervisors or the shareholders shall request the shareholders' general meeting to vacate him.</p> <p>.....</p> <p>A director shall be deemed to attend in person when he attends by means specified in Article 172 of the Articles of Association.</p>	<p><b>Article <del>142</del>146</b> <u>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</u> director shall be deemed as unable to perform his/her duties if failing to attend two consecutive board meetings in person without appointing of another director as proxy to attend the meetings on his/<u>her</u> behalf, or failing to perform other duties stipulated by laws, regulations, regulatory documents and the Articles of Association. The board of directors, the board of supervisors or the shareholders shall request the shareholders' general meeting to vacate him/<u>her</u>.</p> <p>.....</p> <p>A director shall be deemed to attend in person when he/<u>she</u> attends by means specified in Article <del>172</del><u>177</u> of the Articles of Association.</p>
<p><b>Article 144</b></p> <p>.....</p> <p>A director's resignation shall come into effect since the date when his resignation report is served on the board of directors, provided,</p>	<p><b>Article <del>144</del>148</b></p> <p>.....</p> <p><u>If A</u> director's <del>resignation</del> <u>resigns before the expiration of his/her term of office, he/she shall submit a written resignation report to the board</u></p>

Prevailing Articles of Association	Amended Articles of Association
<p>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 duties until the newly elected director assumes office.</p>	<p><u>of directors, which shall</u> come into effect since the date when his/<u>her</u> 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/<u>her</u> duties until the newly elected director assumes office. <u>A director may not resign without the approval of regulatory authorities when the Company is disposing major risks.</u></p> <p><u>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.</u></p>
<p><b>Article 148</b> The directors shall proactively attend the trainings organized by the Company and regulatory authorities in order to perpetuate their professional competence and capability essential to perform their duties.</p>	<p><b>Article <del>148</del>152</b> The directors shall proactively attend the trainings organized by the Company and regulatory authorities, <u>understand the rights and obligations of directors, get to know relevant laws, regulations and regulatory provisions</u> in order to perpetuate their professional competence and capability essential to perform their duties.</p>
<p><b>Article 150</b> A Board of Directors shall be established by the Company and accountable to the shareholders' general meeting. The board of directors shall consist of fifteen (15) directors, of which two (2) executive directors, eight (8) non-executive directors and five (5) independent directors. The board of directors shall have one chairman of the board of directors.</p>	<p><b>Article <del>150</del>154</b> A <del>B</del>board of <del>D</del>directors shall be established by the Company and accountable to the shareholders' general meeting. The board of directors shall consist of <u>executive directors and non-executive directors (including independent directors)</u>. The board of directors <u>shall consist of</u> fifteen (15) <del>directors</del><u>members</u>, of which two (2) executive directors, eight (8) non-executive directors <u>(excluding independent directors)</u> and five (5) independent directors. The board of directors shall have one chairman of the board of directors.</p>

Prevailing Articles of Association	Amended Articles of Association
<p><b>Article 152</b> The board of directors is entitled to exercise the following powers:</p> <p>(1) To convene shareholders' general meetings and to report on its work to shareholders' general meetings;</p> <p>(2) To implement resolutions of shareholders' general meetings;</p> <p>(3) 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;</p> <p>(4) To formulate development strategies;</p> <p>.....</p> <p>(7) 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;</p> <p>(8) To formulate plans of material acquisition by the Company, acquisition of the shares of the Company or merger, division; dissolution and changes of the form of the Company;</p> <p>(9) To decide on matters including external investments, disposition and write-offs of assets, acquisition of assets, external guarantees and external gifting to the extent of the authorization of shareholders' general meetings;</p> <p>.....</p> <p>4. Consider and approve other assets acquisitions 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; other assets disposals with the value of single asset</p>	<p><b>Article <del>152</del>156</b> The board of directors is entitled to exercise the following powers:</p> <p>(1) To convene shareholders' general meetings and to report on its work to shareholders' general meetings;</p> <p>(2) To implement resolutions of shareholders' general meetings;</p> <p><u>(3) To manage shareholders' matters;</u></p> <p><del>(34)</del> 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;</p> <p><u>(45) To formulate development strategies and supervise the implementation of strategies;</u></p> <p>.....</p> <p><del>(78)</del> 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;</p> <p><del>(89)</del> To formulate plans of material acquisition by the Company, <del>acquisition</del> <u>repurchase</u> of the shares of the Company or merger, division; dissolution and changes of the form of the Company;</p> <p><del>(910)</del> To decide on matters including external investments, <del>disposition</del> <u>disposals</u> and write-offs of assets, acquisition of assets, external guarantees <del>and</del> external gifting <u>and assets collateral (pledge)</u> to the extent of the authorization of shareholders' general meetings;</p> <p>.....</p> <p>4. Consider and approve other assets acquisitions <u>and disposals</u> 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</p>

Prevailing Articles of Association	Amended Articles of Association
<p>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;</p> <p>5. Consider and approve asset 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);</p> <p>.....</p> <p>7. Consider and approve overseas equity, real property investments and disposals, other assets acquisition, disposal and write-offs 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 issued by the CBIRC and its detailed rules for the implementation, fall within the authority and the corresponding investment threshold of item 2 to item 6 above;</p> <p>8. Consider and approve guarantee provided for lawsuits incurred in the ordinary course of operation of the Company;</p> <p>.....</p> <p>(10) To decide on the establishment of internal management structure;</p> <p>.....</p> <p>(13) To appoint or remove CEO, secretary of the board of directors and Auditing Officer and, in accordance with the nominations of the CEO, to appoint or remove the President (COO), Vice Presidents, CFO, Chief Risk Officer, Chief Actuary, Compliance Officer and other senior managers and to decide and implement the annual performance assessment, compensation, reward and penalty plans</p>	<p>less than 8% (inclusive) of the latest audited total assets of the Company; <del>other assets 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;</del></p> <p>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);</p> <p><u>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;</u></p> <p>.....</p> <p><del>7</del>8. Consider and approve overseas equity, real property investments and disposals, other assets acquisition, disposals and write-offs, <u>assets collateral (pledge)</u> 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 <del>issued by the CBIRC</del> and its detailed rules for the implementation, fall within the authority and the corresponding investment threshold of item 2 to item <del>6</del><u>7</u> above;</p> <p><del>8</del>9. Consider and approve guarantee provided for lawsuits incurred in the ordinary course of operation of the Company;</p> <p>.....</p>

Prevailing Articles of Association	Amended Articles of Association
<p>in respect of the aforesaid senior managers as the basis for their incentive, retention and replacement;</p> <p>(14) To consider and approve the candidates for the chairman of the board of directors, the chairman of the board of supervisors and presidents dispatched to important subsidiaries as specified in Article 191 hereof;</p> <p>(15) To establish board committees including but limited to, the strategy committee, investment committee, audit and related party transaction control committee, nomination and remuneration committee, risk management and consumer rights protection committee based on need and regulatory requirements;</p> <p>(16) 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 rules of procedures of committees of the board of directors;</p> <p>(17) To propose to shareholders' general meetings of the engagement or change 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, periodically or occasionally;</p> <p>.....</p> <p>(21) To manage the information disclosure, internal control and other matters of the Company;</p> <p>(22) To 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;</p>	<p><u>(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;</u></p> <p><u>(12) To consider and approve recommendations on recovery plans and disposal plans developed or updated by the Company;</u></p> <p><del>(13)</del> To decide on the establishment of internal management structure;</p> <p>.....</p> <p><del>(16)</del> To appoint or remove <del>CEO</del><u>the President</u>, secretary of the board of directors and Auditing Officer and, in accordance with the nominations of <del>the CEO</del><u>the President</u>, to appoint or remove <del>the President (COO)</del><u>Vice Presidents, assistants to the President</u>, CFO, Chief Risk Officer, Chief Actuary, Compliance Officer and other senior managers and to decide <del>and implement the annual performance assessment, compensation, reward and penalty as well as the assessment plans</del><u>in respect of the aforesaid senior managers as the basis for their incentive, retention and replacement, supervise senior managers in performing their duties;</u></p> <p><del>(17)</del> To consider and approve the candidates for the chairman of the board of directors, the chairman of the board of supervisors and presidents dispatched to important subsidiaries as specified in Article <del>191</del><u>196</u> hereof;</p> <p><del>(18)</del> To establish board committees including but <u>not</u> limited to, the strategy <u>and ESG</u> committee, investment <u>and asset liability management</u> committee, audit and related party transaction control committee, nomination and remuneration committee, risk management and consumer rights protection committee based on <u>needs</u> and regulatory requirements;</p>

Prevailing Articles of Association	Amended Articles of Association
<p>(23) To 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;</p> <p>.....</p> <p>(27) To exercise other functions and powers as conferred by laws, regulations, regulatory documents or the Articles of Association and by shareholders' general meetings.</p> <p>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 or 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.</p>	<p>(1619) 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 <del>rules of procedures</del> <u>terms of reference</u> of committees of the board of directors;</p> <p>(1720) To propose to shareholders' general meetings of the engagement or <del>change/dismissal</del> 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, <del>periodically</del> <u>regularly</u> or <del>occasionally</del> <u>irregularly</u>;</p> <p>.....</p> <p>(1922) To hear the work report of the EC and <del>CEO</del> <u>the President</u> and examine their work;</p> <p>.....</p> <p>(214) To <u>be responsible for the management of the</u> information disclosure, internal control and other matters of the Company, <u>and bear the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reports</u>;</p> <p>(225) To <u>formulate policies on risk tolerance, risk management and internal control of the Company and assume ultimate responsibility for comprehensive risk management</u>, 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;</p> <p>(236) To <u>formulate capital planning of the Company and bear ultimate responsibility for capital or solvency management</u>, constantly monitor the solvency risk of the Company, supervise the management to manage and control the solvency risk</p>

Prevailing Articles of Association	Amended Articles of Association
	<p>effectively, and review the reports from the management on the solvency risk of the Company regularly;</p> <p>.....</p> <p>(30) <u>To safeguard the legitimate rights and interests of finance consumers and other stakeholders and bear ultimate responsibility for protecting consumer rights;</u></p> <p>(31) <u>To take full responsibility for the Company’s ESG strategies and reporting;</u></p> <p>(32) <u>To establish the mechanism for identifying, reviewing and managing conflicts of interests between the Company and its shareholders, especially substantial shareholders;</u></p> <p>(2733) To exercise other functions and powers as conferred by laws, regulations, regulatory documents or the Articles of Association and by shareholders’ general meetings.</p> <p>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<del> or</del>, 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.</p>
<p><b>Article 157</b> The shareholders’ general meeting shall determine the board of directors’ authority to use funds and manage assets. The board of directors shall establish a strict system and procedure to review, approve and authorize, which shall be approved by the shareholders’ general meeting.</p>	<p><b>Article <del>157</del>161</b> <del>The shareholders’ general meeting shall determine the board of directors’ authority to use funds and manage assets.</del> The board of directors shall <u>establish a strict system and procedure to review, approve and authorize, which shall be approved by the shareholders’ general meeting.</u> <u>determine the authority of matters including external investments, disposals and write-offs of assets, acquisition</u></p>



Prevailing Articles of Association	Amended Articles of Association
	<p><u>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.</u></p>
	<p><u><b>Article 162</b> 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.</u></p> <p><u>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.</u></p>
<p><b>Article 159</b> When the chairman of the board of directors is unable to or fails to perform his duties, a director elected by no less than half of the directors shall perform the duties.</p> <p>When the CEO 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.</p> <p>When the chairman of the board of directors or the CEO 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 and engage a new CEO according to the provisions of the Articles of Association.</p>	<p><b>Article <del>159</del>164</b> When the chairman of the board of directors is unable to or fails to perform his duties, a director elected by no less than half of the directors shall perform the duties.</p> <p>When the <del>CEO</del>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.</p> <p>When the chairman of the board of directors or the <del>CEO</del>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 and engage a new <del>CEO</del>President according to the provisions of the Articles of Association.</p>

Prevailing Articles of Association	Amended Articles of Association
<p><b>Article 161</b> 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 10 days:</p> <ol style="list-style-type: none"> <li>(1) Whenever the chairman of the board of directors deems necessary or the CEO proposes;</li> <li>(2) When proposed by shareholders representing one tenth of voting rights or more;</li> <li>(3) When proposed by one third of directors or more;</li> <li>(4) When proposed by two independent directors or more;</li> <li>(5) When proposed by the board of supervisors; and</li> <li>(6) When proposed by the Party Committee.</li> </ol> <p>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.</p>	<p><b>Article <del>161</del>166</b> 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 <u>ten (10)</u><del>10</del> days:</p> <ol style="list-style-type: none"> <li>(1) Whenever the chairman of the board of directors deems necessary or the <del>CEO</del> <u>President</u> proposes;</li> <li>(2) When proposed by shareholders representing one tenth <u>(1/10)</u> of voting rights or more;</li> <li>(3) When proposed by one third <u>(1/3)</u> of directors or more;</li> <li>(4) When proposed by two independent directors or more;</li> <li>(5) When proposed by the board of supervisors; and</li> <li>(6) When proposed by the Party Committee.;</li> <li><u>(7) When proposed by the EC.</u></li> </ol> <p>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.</p>
<p><b>Article 165</b> In the event that the time, venue or other matters of the board meeting 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) days before the meeting is convened, giving relevant explanations and contents about new proposals and supplementing relevant materials. In case where time is shorter than five (5) days, the meeting shall be postponed accordingly or convened when all of the directors grant exemption.</p> <p>.....</p>	<p><b>Article <del>165</del>170</b> In the event that the time, venue or other matters of <u>the meetings of the board of directors meeting</u> 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) <u>working</u> days before the meeting is convened, giving relevant explanations and contents about new proposals and supplementing relevant materials. In case where time <u>for supplementary notice</u> is shorter than five (5) <u>working</u> days, the meeting shall be postponed accordingly or convened when all of the directors grant exemption.</p> <p>.....</p>

Prevailing Articles of Association	Amended Articles of Association
<p><b>Article 169</b> 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.</p> <p>Resolutions of the board of directors shall be adopted by a majority vote of all directors. However, resolutions concerning the following issues shall be adopted by no less than two-thirds (2/3) of all the directors:</p> <ol style="list-style-type: none"> <li>(1) Plans of increase or reduction of the Company's register capital and other changes in equity;</li> <li>(2) Plans of the issuance of marketable securities such as bonds and listing of the Company;</li> <li>(3) Plans of dividend distribution and recovery of losses;</li> <li>(4) Plans of profit sharing;</li> <li>(5) Plans of merger, separation, dissolution, liquidation or change in legal form of the Company;</li> <li>(6) Plans of annual financial budgets and final accounts;</li> <li>(7) Plans of any repurchase of shares by the Company;</li> <li>(8) Plans of the amendments to the Articles of Association;</li> <li>(9) The employee stock ownership scheme or stock incentive scheme;</li> <li>(10) Other matters which the board of directors deems necessary to adopt by special resolutions; and</li> <li>(11) Other matters provided by laws, regulations and regulatory documents.</li> </ol>	<p><b>Article 169<del>174</del></b> 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.</p> <p>Resolutions of the board of directors shall be adopted by a majority vote of all directors. However, resolutions concerning the following issues shall be <u>reviewed and</u> adopted by no less than two-thirds (2/3) of all the directors:</p> <ol style="list-style-type: none"> <li>(1) Plans of increase or reduction of the Company's <del>register</del><u>registered</u> capital, <u>capital replenishment plan</u> and other changes in equity;</li> <li>(2) Plans of the issuance of marketable securities such as bonds and listing of the Company;</li> <li>(3) Plans of dividend distribution and recovery of losses;</li> <li><del>(4) Plans of profit sharing;</del></li> <li><del>(5)</del> Plans of merger, separation, dissolution, liquidation or change in legal form of the Company;</li> <li><del>(6)</del> Plans of annual financial budgets and final accounts;</li> <li><del>(7)</del> Plans of <del>any</del> repurchase of shares by the Company;</li> <li><del>(8)</del> Plans of the amendments to the Articles of Association;</li> <li><del>(9)</del> <u>Plans of the</u> employee stock ownership <del>scheme</del> or stock incentive scheme;</li> <li><u>(9)</u> <u>Plans of remuneration;</u></li> <li><u>(10)</u> <u>Plans of material investment and material assets disposals;</u></li> <li><u>(11)</u> <u>Appointment or dismissal of senior managers;</u></li> </ol>

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	<p>(<del>10</del>12) Other matters which the board of directors deems necessary to adopt by special resolutions; and</p> <p>(<del>11</del>13) Other matters provided by laws, regulations and regulatory documents.</p>
<p><b>Article 171</b> Provided that full express of opinions of directors is guaranteed, an extraordinary board meeting may be conducted and adopt resolutions by correspondences, and the resolutions shall be signed by the directors attending the meeting.</p> <p>The meeting held by correspondence 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 by correspondence, 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.</p> <p>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 the correspondence in writing.</p>	<p><b>Article <del>171</del>176</b> Provided that full express of opinions of directors is guaranteed, an extraordinary <del>board</del> <u>meeting of the board of directors</u> may be conducted and adopt resolutions by <del>correspondences</del> <u>written signature</u>, and the resolutions shall be signed by the directors attending the meeting.</p> <p>The meeting held by <del>correspondence</del> <u>written signature</u> 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 <del>by correspondence</del> <u>of written signature</u>, 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.</p> <p>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 <del>the correspondences</del> <u>written signature in writing</u>.</p> <p><i>Note:</i> The expressions in the Articles of Association involving the voting by correspondence of the board of directors shall be uniformly adjusted to “the voting by written signature”.</p>
<p><b>Article 173</b> The meeting held by correspondence shall not vote on the proposals in regard to profit distribution plan, remuneration plan, material investment and asset disposition, appointment and removal of senior managers, examination of corporate governance report and other proposals</p>	<p><b>Article <del>173</del>178</b> The meeting <del>held by correspondences</del> shall not vote <u>by written signature</u> on the proposals in regard to <u>material matters such as profit distribution plan, remuneration plan, material investment, and material assets disposition/disposal plan, appointment and/or removal of senior managers, capital replenishment plan, and examination of corporate governance report</u> and other proposals</p>

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<p>concerning risk management of the Company. The scope can be clarified in the rules of procedures.</p>	<p>concerning risk management of the Company. The scope can be clarified in the rules of procedures.</p>
<p><b>Article 177</b> The secretary of the board of directors shall record the meeting of the board of directors. 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 board meeting minutes shall specify:</p> <p>.....</p>	<p><b>Article <del>177</del>182</b> The secretary of the board of directors shall record the <u>decisions on matters discussed at the on-site meeting</u> of the board of directors <u>and make meeting minutes</u>. 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 board meeting minutes shall specify:</p> <p>.....</p> <p><u>The Company shall record on-site meeting of the board of directors by means of audio and video recording.</u></p>
<p><b>Article 179</b> The Company shall prepare the archives of the board meeting that 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 archives shall be kept by the Company permanently.</p>	<p><b>Article <del>179</del>184</b> The Company shall prepare the archives of the board meeting that 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, <u>the resolutions of the board of directors, etc.</u> The archives shall be kept by the Company permanently.</p>
<p><b>Article 183</b> The strategy committee, the investment 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 the regulatory authorities, establish other board committees or adjust existing committees under the board. 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.</p>	<p><b>Article <del>183</del>188</b> The strategy <u>and ESG</u> committee, the investment <u>and asset liability management</u> 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 <del>the</del> regulatory authorities, establish other board committees or adjust existing committees under the board. 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</p>

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<p>Committees under the board of directors shall examine the relevant proposals and submit professional comments to the board of directors.</p> <p>The board of directors shall formulate the detailed rules of procedures for the committees under the board of directors separately.</p>	<p>examine the relevant proposals and submit professional comments to the board of directors. <u>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.</u></p> <p>The board of directors shall formulate the detailed <del>rules of procedures</del> <u>terms of reference</u> for the committees under the board of directors separately.</p> <p><i>Note:</i> The “strategy committee” and “investment committee” in the Articles of Association shall be uniformly adjusted to the “strategy and ESG committee” and “investment and asset liability management committee” respectively.</p>
<p><b>Article 185</b> The primary duties and responsibilities of the strategy 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, and making recommendations to the board of directors. The specific duties and responsibilities shall be subject to the Terms of Reference of the Strategy Committee of the Board.</p>	<p><b>Article <del>185</del>190</b> The primary duties and responsibilities of the strategy <u>and ESG</u> 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, <u>data governance, guiding the formulation of the ESG strategy and supervising the ESG matters of the Company,</u> and making recommendations to the board of directors. The specific duties and responsibilities shall be subject to the Terms of Reference of the Strategy <u>and ESG</u> Committee of the <del>Board</del> board of directors.</p>
<p><b>Article 187</b> The primary duties and responsibilities of the investment committee are reviewing matters relating to the overall objectives and strategies of assets and liabilities management, systems and policies of assets and liabilities management and assets allocation, 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 Committee of the Board.</p>	<p><b>Article <del>187</del>192</b> The primary duties and responsibilities of the investment <u>and asset liability management</u> committee are reviewing matters relating to the overall objectives and strategies of assets and liabilities management, systems and policies <u>and its adjustment plans</u> of assets and liabilities management and assets allocation, <u>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,</u> use of insurance funds and asset management rules</p>

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	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 <del>Board</del> <u>board of directors</u> .
<p><b>Article 188</b> The audit and related party transaction control committee shall comprise of more than three non-executive directors, the majority of which shall be independent directors, and the chairman of the committee shall be an independent director. 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.</p> <p>Unless otherwise provided by the CBIRC, members of the audit and related party transaction control committee shall possess expertise in financial or legal area in line with his/her responsibilities, and at least one 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.</p>	<p><b>Article <del>188</del>193</b> The audit and related party transaction control committee shall comprise of more than three non-executive directors, the majority of which shall be independent directors, and the chairman of the committee shall be an independent director <u>major in accounting</u>. 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.</p> <p><del>Unless otherwise provided by the CBIRC, m</del>Members of the audit and related party transaction control committee shall possess expertise <u>and experience in financial, auditing, accounting or legal area</u> <del>in line with his/her responsibilities</del>, and at least one 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.</p>
<p><b>Article 189</b> 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, approval of related party transactions and controlling the risk of related party transactions, coordinating and managing the identification and maintenance of related party, related party transactions information disclosure, and making recommendations to the board of directors. The specific duties and</p>	<p><b>Article <del>189</del>194</b> 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, <del>approval of related party transactions and controlling the risk and risk control</del> of related party transactions, <u>coordinating and managing the identification and maintenance of related party, related party transactions information disclosure</u>, and making recommendations to the board of directors. The specific duties and responsibilities shall be</p>

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responsibilities shall be subject to the Terms of Reference of the Audit and Related Party Transaction Control Committee of the Board.	subject to the Terms of Reference of the Audit and Related Party Transaction Control Committee of the Board.
<p><b>Article 192</b> The risk management and consumer rights protection committee shall comprise of more than three directors, of which at least one member shall be an independent director.</p>	<p><b>Article <del>192</del>197</b> The risk management and consumer rights protection committee shall comprise of more than three directors, of which <del>at least one member shall be an</del> <u>the number of independent directors shall account for at least one third (1/3).</u></p>
<p><b>Article 194</b> Independent directors shall be nominated by means of the following:</p> <ol style="list-style-type: none"> <li>(1) The shareholders who individually or in aggregate hold no less than three percent (3%) of the shares of the Company nominates;</li> <li>(2) The nomination and remuneration committee under the board of directors nominates;</li> <li>(3) The board of supervisors nominates; or</li> <li>(4) Other means recognized by the CBIRC.</li> </ol> <p>Shareholders holding more than one third of shares of the Company and their related shareholders and persons acting in concert shall not nominate independent directors.</p> <p>.....</p> <p>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, 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.</p> <p>The independent director shall obtain the qualification approval of the CBIRC prior to the official commencement of his/her term of office. After the proposed independent director has been approved by the CBIRC, a statement</p>	<p><b>Article <del>194</del>199</b> Independent directors shall be nominated by means of the following:</p> <ol style="list-style-type: none"> <li>(1) The shareholders who individually or in aggregate hold no less than <del>three</del><u>one</u> percent (<del>3</del><u>1</u>%) of the <u>voting shares</u> of the Company nominates;</li> <li>(2) The nomination and remuneration committee under the board of directors nominates;</li> <li>(3) The board of supervisors nominates; or</li> <li>(4) Other means recognized by the <del>CBIRC</del><u>insurance regulatory authority.</u></li> </ol> <p><u>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.</u></p> <p>Shareholders holding more than one third (<u>1/3</u>) of shares of the Company and their related shareholders and persons acting in concert shall not nominate independent directors, <u>and shareholders and their related parties who have nominated non-independent directors shall not nominate independent directors.</u></p> <p>.....</p> <p>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,</p>



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<p>regarding the proposed independent director shall be published through the media designated by the CBIRC and the official website of the Company, confirm his/her independence in writing to the Hong Kong Stock Exchange, make a statement regarding his independence and promise to undertake his due diligence and ensure sufficient time and energy to perform his duties. The Company shall file with the CBIRC in writing within ten business days after the issue of the statement for record, and attach a copy of the public statement.</p>	<p><u>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. <u>The nominee shall make a public declaration that he/she meets the independence and other requirements for serving as an independent director.</u></u></p> <p>.....</p> <p>The independent director shall obtain the qualification approval <del>of</del> <u>from</u> the <del>CBIRC insurance regulatory authority</del> prior to the official commencement of his/her term of office. After the proposed independent director has been approved by the <del>CBIRC insurance regulatory authority</del>, a statement regarding the proposed independent director shall be published through <del>the</del> <u>an influential national media designated by the CBIRC</u> and the official website of the Company <u>in accordance with regulatory requirements.</u> <u>The independent director shall</u> confirm his/her independence in writing to the <del>Hong Kong Stock Exchange</del> <u>Company</u>, make a statement regarding his/<u>her</u> independence and promise to undertake his/<u>her</u> due diligence and ensure sufficient time and energy to perform his/<u>her</u> duties. The Company shall file with the <del>CBIRC insurance regulatory authority</del> in writing within ten <u>(10) business working</u> days after the issue of the statement for record, and attach a copy of the public statement.</p>
<p><b>Article 196</b> Independent directors shall be of high professional expertise and good reputation, in addition to complying with relevant laws, regulations, regulatory requirements and listing rules of the place where shares in 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:</p> <p>.....</p> <p>(4) Being independent as required by Article 197 of the Articles of Association;</p>	<p><b>Article <del>196</del>201</b> Independent directors shall be of high <del>professional</del> expertise and good reputation, in addition to complying with relevant laws, regulations, regulatory requirements and listing rules of the place where shares in 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:</p> <p>.....</p>

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<p>(5) Shall ensure sufficient time and energy to perform duties in an effective manner, and may act as an independent director in no more than four domestic and overseas companies at the same time;</p> <p>(6) Obtaining the qualification certificate of independent directors in accordance with the <i>Guidelines on the Training of the Senior Management Personnel of Listed Companies</i> 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;</p> <p>(7) Other conditions as provided by relevant laws, regulations, regulatory provisions listing rules of the place where shares of the Company are listed and the Articles of Association.</p>	<p>(4) <del>Being independent as required by Article 197 of the Articles of Association</del> <u>Having good personal morality, and no major breach of trust or other bad records;</u></p> <p>(5) <u>Being independent as required by Article 202 of the Articles of Association;</u></p> <p>(56) Shall ensure sufficient time and energy to perform duties in an effective manner, and <u>a natural person</u> may act as an independent director in no more than <del>four</del><u>five (5)</u> domestic and overseas companies <u>and no more than three (3) domestic listed companies</u> at the same time, <u>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;</u></p> <p>(7) <u>Shall not concurrently serve as independent director in insurance institutions engaged in similar business;</u></p> <p>(68) Obtaining the qualification certificate of independent directors in accordance with the <i>Guidelines on the Training of the Senior Management Personnel of Listed Companies</i> 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;</p> <p>(79) Other conditions as provided by relevant laws, regulations, regulatory provisions <u>and</u> listing rules of the place where shares of the Company are listed and the Articles of Association.</p>

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<p><b>Article 197</b> Independent directors shall possess independence. A person may not be an independent director of the Company in cases of any of the following circumstances:</p> <p>(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 natural person shareholders of the listed company, or the immediate family member of such shareholder;</p> <p>(2) Working at the institution of the shareholder that holds five percent (5%) or more of the shares of the Company or any top ten (10) shareholder of the Company within the most recent three (3) years or is a close relative of such person, or their main social connections;</p> <p>.....</p> <p>(4) Providing auditing, actuary, legal and management consulting and other services for the Company and its controlling shareholders, their respective subsidiaries within the most recent two (2) years;</p> <p>(5) Serving as the senior management, partner or controlling shareholder of the banking, legal, consulting, audit and other institution of business relationship with the Company and its controlling shareholder(s), their respective subsidiaries within the most recent two (2) years;</p> <p>(6) Being the other persons who have material interests in the major business of the Company within the most recent one (1) year;</p> <p>.....</p> <p>Definitions of “close relative” and “main social connections” referred to in this Article are subject to relevant provisions of the CSRC and the CBIRC.</p>	<p><b>Article 197<del>202</del></b> Independent directors shall possess independence. A person may not be an independent director of the Company in cases of any of the following circumstances:</p> <p>(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 natural person shareholders of the listed company, or the immediate family member of such shareholder;</p> <p>(2) Working at the institution of the shareholder that <u>directly or indirectly</u> holds five percent (5%) or more of the shares of the Company or any top ten (10) shareholder of the Company within the most recent three (3) years or is a close relative of such person, or their main social connections;</p> <p>.....</p> <p>(4) <u>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;</u></p> <p>(4<del>5</del>) Providing auditing, actuary, legal, <del>and</del> <u>management consulting and sponsor services</u> and other services for the Company and its controlling shareholders, <u>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;</u></p> <p>(5<del>6</del>) Serving as the senior <u>managers</u> <del>management</del>, partner or controlling shareholder of the banking, legal, consulting, audit and other institution of business relationship with the Company</p>

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	<p>and its controlling shareholder(s), <u>actual controller, or their respective subsidiaries</u> within the most recent two (2) years;</p> <p>(7) <u>Persons who have a material business relationship with the Company or its controlling shareholder, actual controller or their respective subsidiaries, or work in companies that have material business relationship, their controlling shareholders or actual controllers within the most recent one (1) year;</u></p> <p>(8) Being the other persons who have material interests in the major business of the Company within the most recent one (1) year;</p> <p>.....</p> <p>Definitions of “close relative” and “main social connections” referred to in this Article are subject to relevant provisions of the CSRC and the <del>CBIRC</del> insurance regulatory authority.</p>
<p><b>Article 198</b> 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 term of office, provided that he shall serve no more than six (6) years. An independent director who fails to attend five (5) or more meetings of the board of directors in person during one term of office shall not be reelected.</p>	<p><b>Article <del>198</del>203</b> 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/<u>her</u> term of office, provided that he/<u>she</u> shall serve no more than six (6) years <u>on an accumulative basis</u>. An independent director who fails to attend five (5) or more meetings of the board of directors in person during <del>one</del>his/<u>her</u> term of office shall not be reelected.</p>
<p><b>Article 200</b> Where an independent director fails to attend three (3) consecutive meetings of the board of directors in person, 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 and elect a new independent director within three (3) months. Except the aforesaid situations, negligence of duty and other circumstances where an independent director becomes inappropriate to the post, independent</p>	<p><b>Article <del>200</del>205</b> Where an independent director fails to attend three (3) consecutive meetings of the board of directors in person, <u>he/she shall be deemed as failing to perform his/her duties, and</u> 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/<u>her</u> and elect a new independent director within three (3) months. <u>If an independent director fails to attend two (2) consecutive meetings of the board of directors in person and fails to appoint other independent directors to attend such meetings on his/her</u></p>

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<p>directors shall not be removed from office prior to the expiration of their terms of office for no reasons.</p> <p>.....</p> <p>When an independent director's resignation 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, the Company shall 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 loss of independence.</p> <p>.....</p>	<p><u>behalf, the board of directors shall, within thirty (30) days from the date of such fact, proposes a shareholders' general meeting to dismiss him/her.</u> Except 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.</p> <p>.....</p> <p>When an independent director's resignation <u>or removal</u> 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, <u>or there is a lack of accounting professionals among the independent directors,</u> the Company shall, <u>within sixty (60) days from the date of the occurrence of the aforesaid facts,</u> 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 <u>any circumstances that are in conflict with his/her qualifications for serving as an independent director or</u> loss of independence.</p> <p>.....</p>
<p><b>Article 201</b> 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:</p>	<p><b>Article <del>201</del>206</b> 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:</p>

Prevailing Articles of Association	Amended Articles of Association
<p>.....</p> <p>(4) More than two independent directors propose in convening a meeting of the board of directors;</p> <p>(5) Independently retaining an external auditor and consultancy institution at the expenses of the Company;</p> <p>(6) More than half of but not less than two independent directors shall collect voting rights openly from members before a general meeting is held;</p> <p>(7) Other matters as provided by the laws, regulations, regulatory provisions, standardization documents and the Articles of Association.</p> <p>.....</p>	<p>.....</p> <p>(4) <u>More than half of but not less than</u> <del>More than</del> two independent directors propose in convening a meeting of the board of directors;</p> <p>(5) <u>More than half of independent directors can independently retaining engage an intermediary institution to audit, advise or examine on specific matters of the Company</u> <del>an external auditor and consultancy institution</del> at the expenses of the Company;</p> <p>(6) More than half of but not less than two independent directors shall collect voting rights openly from members before a general meeting is held;</p> <p>(7) <u>To express independent opinions on matters that may impair the rights and interests of the Company or minority shareholders;</u></p> <p>(7) Other matters as provided by the laws, regulations, regulatory provisions, standardization documents and the Articles of Association.</p> <p>.....</p>
<p><b>Article 202</b> Independent directors shall, apart from performing the duties as above, perform all duties as required by Rule A.5.2 in Appendix 14 of the Hong Kong Listing Rules, and shall deliver independent opinions on objective and fair basis on the matters discussed by general meeting or board meeting of the Company, especially the following matters and express their independent opinions to the board of directors or the general meeting:</p> <p>(1) Nomination, appointment or removal of directors;</p> <p>(2) Appointment or dismissal of senior managers of the Headquarters;</p>	<p><b>Article <del>202</del>207</b> Independent directors shall, apart from performing the duties as above, perform all duties as required by <del>Rule A.5.2 in</del> Appendix <del>14</del>C1 of the Hong Kong Listing Rules, and shall deliver independent opinions on objective and fair basis on the matters discussed by <u>shareholders' general meeting or board meetings of the board of directors meeting</u> of the Company, especially the following matters and express their independent opinions to the board of directors or the <u>shareholders' general meeting</u>:</p> <p>(1) Nomination, appointment or removal of directors;</p> <p>(2) Appointment or dismissal of senior managers of the <del>Headquarters</del>Company;</p>

Prevailing Articles of Association	Amended Articles of Association
(3) Remuneration or incentive measures of directors and senior managers of the Headquarters;	(3) Remuneration or incentive measures of directors and senior managers of the <del>Headquarters</del> <u>Company</u> ;
(4) Material related party transactions provided by the CBIRC and other related party transactions which independent directors shall issue their opinions pursuant to laws, regulations, regulatory provisions and regulatory documents;	(4) <del>Material</del> <u>Related party transactions subject to the board of directors for review provided by the CBIRC and other related party transactions which independent directors shall issue their opinions pursuant to laws, regulations, regulatory provisions and regulatory documents</u> ;
(5) Profit distribution plan;	(5) Profit distribution plan;
(6) Investment, lease, assets transaction, guarantee and other material transactions which are not specified in the operation 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 Company, the insured or the rights and interests of minority shareholders;	(7) Other matters that may significantly affect <del>the Company, the insured or the</del> <u>legitimate rights and interests of the Company, minority shareholders and finance consumers</u> ;
(8) When the Company undertake material assets reorganization, if such material assets reorganization constitute a related party transaction, the independent director may engage an independent financial advisor to give opinions regarding the impacts of such transaction on non-related shareholders;	(8) When the Company undertakes <u>material assets reorganization</u> , 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 the accounting firm who provides auditing services for financial statements or internal control of the Company;	(9) Appointing <u>or dismissing</u> the accounting firm who provides auditing services for financial statements <del>or internal control</del> of the Company;
.....	.....

Prevailing Articles of Association	Amended Articles of Association
	<p><u><b>Article 208</b> 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:</u></p> <ol style="list-style-type: none"> <li><u>(1) Related party transactions subject to review by the board of directors;</u></li> <li><u>(2) The plan for the Company and related parties to change or waive the commitment;</u></li> <li><u>(3) In case of an acquisition, the decisions and measures taken by the board of directors of the Company in connection with the acquisition;</u></li> <li><u>(4) Other matters stipulated by laws, regulations, regulatory provisions and these Articles of Association.</u></li> </ol>
	<p><u><b>Article 209</b> The Company shall hold regular or irregular meetings attended only by independent directors. The matters listed in items (2) to (4) of paragraph 1 of Article 206 and Article 208 of the Articles of Association shall be reviewed by a special meeting of independent directors.</u></p>
<p><b>Article 203</b> 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 in the Company are listed and the Articles of Association, and enforce protection of the legitimate rights of the Company, insurance consumers and minority shareholders from being affected by the substantial shareholder, de facto controller, management or other institutions or individuals with material interests in the Company.</p>	<p><b>Article <del>203</del>210</b> 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 in the Company are listed and the Articles of Association, and enforce protection of the legitimate rights <u>and interests</u> of the Company, insurance consumers and minority shareholders from being affected by the <del>substantial</del> shareholders, de facto controller, <u>senior</u> management or other institutions or individuals with material interests in the Company.</p> <p><u>In the event that major defects or failure occur in the corporate governance mechanism, independent directors shall promptly report the relevant issues to regulatory authorities. Independent directors shall keep the Company's</u></p>



Prevailing Articles of Association	Amended Articles of Association
	<u>secrets, except for reporting relevant information to the regulatory authorities in accordance with regulatory requirements.</u>
<p><b>Article 207</b> The Company shall provide working conditions necessary for independent directors to perform their duties. Appropriate allowance shall be given to independent directors by the Company.</p> <p>.....</p>	<p><b>Article <del>207</del>214</b> <u>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.</u><del>The Company shall</del> and provide working conditions necessary for independent directors to perform their duties. Appropriate allowance shall be given to independent directors by the Company.</p> <p>.....</p>
	<p><b>Article 215</b> <u>Independent directors may elect one independent director, who is responsible for convening special meetings only attended by independent directors to study performance of duties.</u></p>
<p><b>Article 209</b> The secretary of the board of directors shall be nominated by the chairman of board and appointed or removed by the board of directors. The secretary of the board of directors shall possess the following qualifications:</p> <ol style="list-style-type: none"> <li>(1) A Bachelor or higher degrees and no less than five (5) years of work experiences appropriate to performing the duties;</li> <li>(2) 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;</li> <li>(3) Provisions of Article 134 of the Articles of Association with respect to disqualified directors of the Company are applicable to the secretary of the board of directors;</li> <li>(4) Other conditions as provided by laws, regulations and regulatory documents.</li> </ol> <p>.....</p>	<p><b>Article <del>209</del>217</b> The secretary of the board of directors shall be nominated by the chairman of board <u>of directors</u> and appointed or removed by the board of directors. The secretary of the board of directors shall possess the following qualifications:</p> <ol style="list-style-type: none"> <li>(1) A Bachelor or higher degrees <del>and no less than five (5) years of work experiences appropriate to performing the duties;</del></li> <li>(2) <u>Work in financial area for no less than five (5) years or economic area for no less than eight (8) years;</u></li> <li>(<del>2</del>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;</li> </ol>

Prevailing Articles of Association	Amended Articles of Association
	<p>(34) Provisions of Article <del>134</del>138 of the Articles of Association with respect to disqualified directors of the Company are applicable to the secretary of the board of directors;</p> <p>(45) Other conditions as provided by laws, regulations and regulatory documents.</p> <p>.....</p>
<p><b>Article 210</b> 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, and its primary duties are:</p> <p>.....</p> <p>(6) In charge of 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;</p> <p>.....</p>	<p><b>Article <del>210</del>218</b> 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, and its primary duties are:</p> <p>.....</p> <p>(6) <u>Organizing and coordinating</u> <del>In charge of</del> 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;</p> <p>.....</p>
<p><b>Article 213</b> 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 EC is comprised of the CEO, the President (COO), the Vice President, the Assistant to the President of the Company, as well as such other officers as authorized by the board of directors, provided that such staff members of the EC shall have obtained and maintain their respective qualifications as approved by the CBIRC.</p>	<p><b>Article <del>213</del>221</b> 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. <del>The EC is comprised of the CEO, the President (COO), the Vice President, the Assistant to the President of the Company, as well as such other officers as authorized by the board of directors, provided that such staff members of the EC shall have obtained and maintain their respective qualifications as approved by the CBIRC.</del> <u>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</u></p>

Prevailing Articles of Association	Amended Articles of Association
	<p><u>of the board of directors. The chairman of the EC is responsible for convening and presiding over the meetings of the EC.</u></p> <p><u>The EC is accountable to the board of directors and subject to the supervision of the board of supervisors, 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 board of supervisors.</u></p>
<p><b>Article 214</b> The responsibilities of the EC shall mainly include the following duties:</p> <p>(1) To 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;</p> <p>(2) 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;</p> <p>(3) To study on the material decisions of the Company on its operations, which include the matters on the development strategy, operation principle, material asset acquisitions and investments, as well as appointment of key personnel, and provide advice to the board of directors;</p> <p>(4) To study on the plans of incorporations of subsidiaries, material management system and policies of subsidiaries, and proposed selection for assignment to subsidiaries, and hear the work report by assigned personnel;</p> <p>.....</p> <p>(6) To arrange and implement the solvency risk management, establish the organizational structure for solvency risk</p>	<p><b>Article <del>214</del>222</b> The responsibilities of the EC shall mainly include the following duties:</p> <p>(1) To <u>implement the major decisions and deployments of the CPC Central Committee and the State Council,</u> 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;</p> <p>(2) <u>To implement relevant national laws and regulations, the important policies and work requirements from competent departments, regulatory bodies and other units;</u></p> <p>(<del>2</del>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;</p> <p>(<del>3</del>4) To study on the material decisions of the Company on its operations, which include the matters on the development strategy, operation principle, material asset acquisitions and investments, <del>as well as appointment of key personnel,</del> and provide advice to the board of directors;</p> <p>(5) <u>To consider the important systems and policies related to the operation and management of the Company;</u></p>

Prevailing Articles of Association	Amended Articles of Association
<p>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;</p> <p>.....</p> <p>(9) To decide candidates of the senior management other than the directors (excluding the chairman of the board of directors), supervisors (excluding the chairman of the board of supervisors) and the president of important subsidiaries as specified in Article 191 of the Articles of Association, and the candidates for directors (including the chairman of the board of directors), supervisors (including the chairman of the board of supervisors), the president and other senior management of other subsidiaries other than those of important subsidiaries;</p> <p>(10) Such other functions and authorities of the EC as authorized by the board of directors through authorization plans or special resolutions.</p>	<p>(6) <u>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:</u></p> <ol style="list-style-type: none"> <li>1. <u>the Company's strategic planning, business plans, annual investment and financing plans, etc.;</u></li> <li>2. <u>the Company's plans for merger, division, change in company form or dissolution;</u></li> <li>3. <u>the Company's plans for change of registered capital and issuance of corporate bonds;</u></li> <li>4. <u>the Company's plans on annual financial budgets and final accounts;</u></li> <li>5. <u>the Company's financial reports (including interim and annual reports);</u></li> <li>6. <u>the Company's plans on annual profit distribution and losses recovery;</u></li> <li>7. <u>the basic system of the Company to be decided by the shareholders' general meeting and the board of directors;</u></li> <li>8. <u>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.</u></li> </ol> <p><del>(47) To study on the plans of incorporations of subsidiaries, material management system and policies of subsidiaries, and proposed selection for assignment to subsidiaries, and hear the work report by assigned personnel;</del></p> <p>(8) <u>To establish, abolish or adjust the relevant professional committees under the EC of the Company;</u></p> <p>.....</p>

Prevailing Articles of Association	Amended Articles of Association
	<p>(<del>6</del>10) To arrange and implement <u>comprehensive risk management</u> 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;</p> <p>.....</p> <p>(9) <del>To decide candidates of the senior management other than the directors (excluding the chairman of the board of directors), supervisors (excluding the chairman of the board of supervisors) and the president of important subsidiaries as specified in Article 191 of the Articles of Association, and the candidates for directors (including the chairman of the board of directors), supervisors (including the chairman of the board of supervisors), the president and other senior management of other subsidiaries other than those of important subsidiaries;</del></p> <p>(13) <u>To be responsible for ensuring the effective implementation of strategic objectives and policies for the protection of rights and interests of consumers;</u></p> <p>(14) <u>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;</u></p> <p>(<del>4</del>15) Such other functions and authorities of the EC as authorized by the board of directors through authorization plans or special resolutions.</p>

<b>Prevailing Articles of Association</b>	<b>Amended Articles of Association</b>
<p><b>Article 216</b> The Company has one CEO, appointed or removed by the Board. As approved by the board of directors of the Company, the chairman of the board of directors may serve as the Chairman of the Committee, namely the CEO.</p>	<p><b>This Article is deleted.</b></p>
<p><b>Article 217</b> The CEO is accountable to the board of directors, exercising the following functions:</p> <ol style="list-style-type: none"> <li>(1) To direct the operations and management of the Company, arrange and implement the decisions, resolutions, principles, policies of the board of directors and the development plan of the Company, and report to the board of directors;</li> <li>(2) To organize the formulation of, and implement the development plan, the annual plan, the budget and the investment plan of the Company;</li> <li>(3) To organize the formulation of the plan of the internal management structure of the Company;</li> <li>(4) To organize the formulation of the operation and management system of the Company;</li> <li>(5) To draft the annual work report and other reports submitted to the Board;</li> <li>(6) To nominate for appointment or propose removal of the President (COO), the Vice President, Assistant of the President, the financial principal, the Chief Actuary and other staff members of the EC;</li> <li>(7) To appoint or remove officers of the Company, department-level general managers, deputy general managers, general manager assistants, experts of the Headquarters, the staff members of the management caliber of branches and the principals of other direct subordinate entities of the Company, and to determine the remuneration plans of such personnel;</li> </ol>	<p><b>This Article is deleted.</b></p>

Prevailing Articles of Association	Amended Articles of Association
<p>(8) To propose to convene a temporary meeting of the board of directors;</p> <p>(9) Such other duties mandated and assigned by the Articles of Association and the board of directors of the Company.</p>	
<p><b>Article 218</b> A COO shall be established by the Company and the COO shall be the same person as the President.</p>	<p><b>Article <del>218</del>224</b> A <del>COO</del> <u>President</u> shall be established by the Company and the <del>COO</del> <u>President</u> shall be the <u>general manager of the Company, appointed or removed by the board of directors</u><del>same person as the President.</del></p>
<p><b>Article 219</b> The COO is accountable to the CEO, exercising the following functions:</p> <p>(1) To assist the CEO with a variety of work, and implement the annual plan and execute the daily operation and management of the Company;</p> <p>(2) To coordinate the internal and external relationships of the Company;</p> <p>(3) To assist the CEO in drafting the development plan, the operation plan, the budget and the investment plan of the Company;</p> <p>(4) To assist the CEO in organizing the drafting of the operation and management system of the Company;</p> <p>(5) To coordinate the operation among departments of the Company;</p> <p>(6) To review and approve various expenditures of the Company within the budget;</p> <p>(7) To appoint and remove the senior managers and other low-grade staff of the Headquarters;</p> <p>(8) To explore the business of the Company and carry out staff trainings; and</p> <p>(9) Such other duties as mandated by the CEO.</p>	<p><b>Article <del>219</del>225</b> The <del>COO</del> <u>President</u> is accountable to the <del>CEO</del> <u>board of directors</u>, exercising the following functions <u>under the direction of the EC</u>:</p> <p>(1) <del>To assist the CEO with a variety of work, and implement the annual plan and execute the daily operation and management of the Company;</del></p> <p>(2) <del>To coordinate the internal and external relationships of the Company;</del></p> <p>(3) <del>To assist the CEO in drafting the development plan, the operation plan, the budget and the investment plan of the Company;</del></p> <p>(4) <del>To assist the CEO in organizing the drafting of the operation and management system of the Company;</del></p> <p>(5) <del>To coordinate the operation among departments of the Company;</del></p> <p>(6) <del>To review and approve various expenditures of the Company within the budget;</del></p> <p>(7) <del>To appoint and remove the senior managers and other low-grade staff of the Headquarters;</del></p> <p>(8) <del>To explore the business of the Company and carry out staff trainings; and</del></p> <p>(9) <del>Such other duties as mandated by the CEO.</del></p>

Prevailing Articles of Association	Amended Articles of Association
	<p>(1) <u>To organize and implement the Company’s operation and management, and organize and implement the resolutions of the board of directors;</u></p> <p>(2) <u>To organize and implement the Company’s annual business plans and investment plans;</u></p> <p>(3) <u>To draft the plan of the internal management structure of the Company;</u></p> <p>(4) <u>To draft the basic management system of the Company;</u></p> <p>(5) <u>To formulate specific systems and policies of the Company;</u></p> <p>(6) <u>To recommend the appointment or dismissal of the Vice President, assistant to the President, the financial principal and other senior managers;</u></p> <p>(7) <u>To decide the appointment or dismissal of executives other than those appointed or dismissed by the board of directors;</u></p> <p>(8) <u>To propose to convene an extraordinary meeting of the board of directors;</u></p> <p>(9) <u>Such other duties mandated and assigned by laws, regulations, normative documents and the board of directors.</u></p> <p><u>The President shall attend the meetings of the board of directors.</u></p>
<p><b>Article 222</b> The Compliance Officer shall perform the following duties:</p> <p>(1) To be fully responsible for the compliance management of the Company and leading compliance management departments;</p> <p>(2) To formulate and revise the compliance policies of the Company; to formulate the annual compliance management plan of the Company and submit to the CEO for approval;</p>	<p><b>Article <del>222</del>228</b> The Compliance Officer shall perform the following duties:</p> <p>(1) To be fully responsible for the compliance management of the Company and leading compliance management departments;</p> <p>(2) To formulate and revise the compliance policies of the Company; to formulate the annual compliance management plan of the Company and submit to the <del>CEO</del> <u>President</u> for approval;</p>



Prevailing Articles of Association	Amended Articles of Association
<p>(3) To implement compliance policies considered and approved by the board of directors;</p> <p>(4) To make recommendations regarding measures for improving the Company's compliance to CEO, 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 management;</p> <p>.....</p>	<p>(3) To implement compliance policies considered and approved by the board of directors;</p> <p>(4) To make recommendations regarding measures for improving the Company's compliance to <del>CEO</del> <u>President</u>, 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 <del>management</del> <u>managers</u>;</p> <p>.....</p>
<p><b>Article 224</b> The Chief Risk Officer shall perform the following duties:</p> <p>.....</p> <p>(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 CEO, the board of directors or other authorized committees under the board of directors,</p> <p>.....</p>	<p><b>Article <del>224</del>230</b> The Chief Risk Officer shall perform the following duties:</p> <p>.....</p> <p>(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 <del>CEO</del> <u>President</u>, the board of directors or other authorized committees under the board of directors,</p> <p>.....</p>
<p><b>Article 225</b> Duties of other members of the EC: to assist the CEO in carrying out his/her work within the scope of their work division.</p>	<p><b>Article <del>225</del>231</b> Duties of other members of the EC: to <del>assist the CEO in carrying</del> out his/her work within the scope of their work division.</p>
<p><b>Article 226</b> Members of the EC shall comply with laws, regulations and the Articles of Association of the Company, and shall faithfully and diligently perform their duties and protect the interests of the Company.</p>	<p><b>Article <del>226</del>232</b> <del>Members of the EC Senior managers</del> shall comply with laws, regulations and the Articles of Association of the Company, <u>have good professional ethics, abide by high standard of professional ethics, be faithful and diligent to the Company, and shall faithfully and diligently</u> perform their duties <u>with good faith, due diligence and prudence,</u> <del>and</del> protect the interests of the Company <u>and ensure sufficient time and energy to perform their duties, and shall not be negligent in performing their duties or act beyond their authorities.</u></p>
<p><b>Article 227</b> Supervisors shall be representatives of shareholders and representatives of employees of the Company. The employee representative</p>	<p><b>Article <del>227</del>233</b> Supervisors <u>of the Company</u> shall be <u>natural persons, including shareholder supervisors, employee supervisors and external</u></p>

Prevailing Articles of Association	Amended Articles of Association
<p>supervisor shall not be less than one third (1/3) of the total number of supervisors at the board of supervisors. Shareholder representative supervisor shall be elected and removed by the general meeting, and employee representative supervisor shall be elected and removed by employees of the Company democratically.</p>	<p><del>supervisors representatives of shareholders and representatives of employees of the Company.</del> The <u>number of employee representative supervisors and external supervisors</u> shall not be less than one third (1/3) of the total number of supervisors at the board of supervisors, <u>respectively</u>. Shareholder <del>representative supervisors</del> <u>and external supervisors</u> shall be elected and removed by the <u>shareholders'</u> general meeting, and employee <del>representative supervisors</del> shall be elected and removed by employees of the Company democratically.</p> <p><u>The shareholders and their related parties that have already nominated directors shall not nominate supervisors, unless otherwise prescribed by the State.</u></p>
<p><b>Article 229</b> The term of office of supervisors shall be three years, beginning at the date of approval of his/her qualifications by the CBIRC till the expiry of the tenure of the current board of supervisors. The term of office of Supervisors shall be renewable upon reelection and reappointment.</p> <p>A supervisor served by shareholder's representative shall be elected or replaced by shareholders' general meeting. Shareholder(s) individually or collectively holding no less than five percent (5%) of the Company's voting shares may nominate a supervisor candidate for each five percent (5%) of the Company's voting shares held individually or collectively.</p> <p>A supervisor served by employee representative shall be democratically elected or replaced by the congress of employee representatives, congress of employees or other means of the Company.</p>	<p><b>Article <del>229</del>235</b> The term of office of supervisors shall be three years, beginning at the date of approval of his/her qualifications by the <del>CBIRC</del> <u>insurance regulatory authority</u> till the expiry of the tenure of the <del>current</del> board of supervisors. The term of office of <del>s</del>Supervisors shall be renewable upon reelection and reappointment. <u>The cumulative term of office for external supervisors shall not exceed six (6) years.</u></p> <p>A supervisor served by shareholder's representative shall be elected or replaced by shareholders' general meeting. Shareholder(s) individually or collectively holding no less than <del>five</del> <u>three</u> percent (<del>5</del><u>3</u>%) of the Company's voting shares <u>or the board of supervisors shall have the right to</u> <del>may</del> nominate a <del>supervisor candidate for each five percent (5%) of the Company's voting shares held individually or collectively.</del></p> <p><u>External supervisors shall be elected or replaced by the shareholders' general meeting, and shareholder(s) who individually or jointly hold no less than one percent (1%) of the Company's voting shares or the board of supervisors shall have the right to nominate.</u></p>

Prevailing Articles of Association	Amended Articles of Association
	<p>A supervisor served by employee representative shall be democratically elected or replaced by the congress of employee representatives, congress of employees or other means of the Company <u>and the board of supervisors or the labor union of the Company shall have the right to nominate.</u></p>
<p><b>Article 230</b> A supervisor who fails to attend two consecutive board of supervisors meetings in person shall be deemed to be unable to perform his duties and shall be removed by shareholders' general meeting or congress of employees representatives.</p> <p>.....</p>	<p><b>Article <del>230</del>236</b> <u>A supervisor shall attend at least two thirds (2/3) on-site meetings of the board of supervisors each year in person. In the event a supervisor is unable to attend the meeting for any reason, he/she may authorize another supervisor in writing to attend the meeting on his/her behalf.</u></p> <p>A supervisor who fails to attend two consecutive board of supervisors meetings in person shall be deemed to be unable to perform his/her duties and shall be removed by shareholders' general meeting or congress of employees representatives.</p> <p>.....</p>
<p><b>Article 232</b> Supervisors may resign prior to the expiry of his/her term of office, and the provisions on the resignation of directors under these Articles shall be applicable.</p>	<p><b>Article <del>232</del>238</b> <u>Supervisors may resign <del>prior to</del> before the expiry of his/her term of office, <del>and the provisions on the resignation of directors under these Articles shall be applicable.</del> The supervisor should tender his/her written resignation report. The resignation shall take effect upon the receipt of the resignation report by the board of supervisors. Where a supervisor fails to be promptly re-elected upon the expiration of his/her term of office, or the resignation of supervisor within his/her term of office resulted in the number of supervisors being lower than required quorum or less than two thirds (2/3) of the number specified in the Articles of Association, the former supervisor shall, before the newly elected supervisor takes office, continue to perform his/her duties in accordance with the laws, regulations, and the Articles of Association.</u></p>

Prevailing Articles of Association	Amended Articles of Association
	<p><b>Article 240</b> <u>Supervisors shall perform the following duties or obligations:</u></p> <ol style="list-style-type: none"> <li data-bbox="810 293 1471 625">(1) <u>To adhere to the principle of fairness when performing their duties, 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, supervisors shall report to the board of supervisors or regulatory authorities;</u></li> <li data-bbox="810 655 1471 795">(2) <u>To attend meetings of the board of directors, and raise questions or make suggestions on matters resolved by the board of directors;</u></li> <li data-bbox="810 825 1471 1093">(3) <u>To attend the meetings of the board of supervisors on time, to fully examine the matters resolved by the board of supervisors and express opinions independently, professionally and objectively, and vote on the matters with independent and prudent judgement;</u></li> <li data-bbox="810 1123 1471 1200">(4) <u>To assume responsibilities for the resolutions of the board of supervisors;</u></li> <li data-bbox="810 1229 1471 1370">(5) <u>To guarantee the truthfulness, accuracy and completeness of the information disclosed by the Company, and sign written confirmation opinions on regular reports;</u></li> <li data-bbox="810 1400 1471 1668">(6) <u>To participate in training organized by the Company and regulatory authorities, understand the rights and obligations of supervisors, as well as relevant laws and regulations, and continuously possess the necessary professional knowledge and ability to perform their duties;</u></li> <li data-bbox="810 1698 1471 1864">(7) <u>To be faithful and diligent in their duties to the Company, to perform their duties with due diligence and prudence, and to ensure sufficient time and energy to perform their duties;</u></li> </ol>

Prevailing Articles of Association	Amended Articles of Association
	<p>(8) <u>To participate in the supervisory and inspection activities organized by the board of supervisors, and have the right to conduct independent investigation and obtain evidence in accordance with the laws, and raise questions and supervisory opinions according to facts;</u></p> <p>(9) <u>To comply with laws and regulations, regulatory provisions and the Articles of Association.</u></p>
<p><b>Article 234</b> The board of supervisors shall be comprised of five (5) supervisors, three (3) of them are shareholder representative supervisors and two (2) of them are employee representative supervisors. A chairman should be established by the board of supervisors, who shall be elected or removed by the vote of over two thirds of all supervisors. Meetings of the board of supervisors shall be convened and presided by the chairman of the board of supervisors. In case the chairman of the board of supervisors is incapable of or fails to perform his/her duties, another supervisor jointly proposed by over two thirds of the members of the board of supervisors shall perform those duties on his/her behalf.</p>	<p><b>Article <del>234</del>241</b> The board of supervisors <u>shall be accountable to the shareholders' general meeting and shall be comprised of shareholder supervisors, external supervisors and employee supervisors. The board of supervisors has five (5) supervisors members in total, three (3) of them are shareholder representative supervisors and two (2) of them are</u> <u>and the proportion of employee representative supervisors and external supervisors shall be no less than one third (1/3), respectively.</u> A chairman should be established by the board of supervisors, who shall be elected or removed by the vote of over two thirds <u>(2/3)</u> of all supervisors. Meetings of the board of supervisors shall be convened and presided by the chairman of the board of supervisors. In case the chairman of the board of supervisors is incapable of or fails to perform his/her duties, another supervisor jointly proposed by over two thirds of the members of the board of supervisors shall perform those duties on his/her behalf.</p> <p><u>External supervisors shall not serve as other posts than supervisors in the Company, and shall not have such relationship with the Company and its shareholders and actual controllers that may probably affect their independent and objective judgement.</u></p>
<p><b>Article 235</b> The board of supervisors shall exercise the following powers in accordance with law:</p> <p>.....</p>	<p><b>Article <del>235</del>242</b> The board of supervisors shall exercise the following powers in accordance with laws:</p> <p>.....</p>

Prevailing Articles of Association	Amended Articles of Association
<p>(3) Nomination of independent directors;</p> <p>(4) Requesting rectification from a Director, CEO, President (COO), or any other senior management when the acts of such persons are harmful to the Company's interest;</p> <p>(5) Proposal for convening a shareholders' extraordinary general meeting and convening and presiding over the shareholders' general meeting when the Board fails to perform its duty of convening and presiding over the shareholders' general meeting under the Articles of Association;</p> <p>(6) Submission of new proposals to the shareholders' general meeting;</p> <p>(7) Proposing to convene the extraordinary meeting of the board of directors;</p> <p>(8) Putting forward proposals to the board of directors;</p> <p>(9) Carrying out litigation against the Directors, CEO, President (COO) or other senior management according to the Articles of Association;</p> <p>(10) Internally supervising the formulation, implementation and assessment of the development plan of the Company, reviewing the implementation of the development plan of the Company and putting forward the relevant supervisory opinions;</p> <p>(11) Other functions authorized by the shareholders' general meeting; and</p> <p>(12) Other functions required by laws, regulations and regulatory documents.</p>	<p><del>(3)</del> <u>Supervising the board of directors to set up a sound business philosophy, normative values, and build up development strategies in line with the Company's situation;</u></p> <p><del>(34)</del> <u>Nomination of independent directors, shareholder supervisors, external supervisors and employee supervisors;</u></p> <p><del>(5)</del> <u>Supervising the election and appointment procedures of directors;</u></p> <p><del>(46)</del> Requesting rectification from a <del>d</del>Director, <del>CEO, President (COO),</del> or any other senior <del>managersmanagement</del> when the acts of such persons are harmful to the Company's interests;</p> <p><del>(57)</del> Proposal for convening a shareholders' extraordinary general meeting and convening and presiding over the shareholders' general meeting when the <del>Board</del><u>board of directors</u> fails to perform its duty of convening and presiding over the shareholders' general meeting under the Articles of Association;</p> <p><del>(8)</del> <u>Supervising the implementation of the remuneration management system, and the scientificity and rationality of the remuneration plan of senior managers;</u></p> <p><del>(69)</del> Submission of new proposals to the shareholders' general meeting;</p> <p><del>(710)</del> Proposing to convene the extraordinary meeting of the board of directors;</p> <p><del>(811)</del> Putting forward proposals to the board of directors;</p> <p><del>(912)</del> Carrying out litigation against the <del>d</del>Directors, <del>CEO, President (COO)</del> or other senior <del>managersmanagement</del> according to the Articles of Association;</p> <p><del>(1013)</del> Internally supervising the formulation, implementation and assessment of the development plan of the Company, reviewing the implementation of the</p>

Prevailing Articles of Association	Amended Articles of Association
	<p>development plan of the Company and putting forward the relevant supervisory opinions;</p> <p>(14) <u>Evaluating the scientificity, rationality and robustness of the development strategies of the Company and preparing evaluation reports;</u></p> <p>(15) <u>Supervising and inspecting the operation decisions, risk management and internal control of the Company, and urging rectification;</u></p> <p>(16) <u>Supervising the performance of the board of directors and senior managers in consumer rights protection;</u></p> <p>(17) <u>Supervising and evaluating the performance of due diligence of the board of directors and senior managers in data governance;</u></p> <p>(18) <u>Supervising the management of solvency risk;</u></p> <p>(+19) Other functions authorized by the shareholders' general meeting; and</p> <p>(+20) Other functions required by laws, regulations and regulatory documents.</p>
<p><b>Article 240</b> The board of supervisors shall convene at least one (1) regular meeting every six (6) months. The notice of the regular board of supervisors meeting shall be delivered to all the members of the board of supervisors in writing no later than ten days prior to the meeting.</p> <p>.....</p>	<p><b>Article <del>240</del>247</b> The board of supervisors shall convene at least <del>one (1) regular</del>four (4) meetings every <del>six (6) months</del>year, and supervisors may <u>propose to hold an extraordinary meeting of the board of supervisors</u>. The notice of the regular <u>meeting of</u> board of supervisors <del>meeting</del> shall be delivered to all the members of the board of supervisors in writing no later than ten (10) days prior to the meeting.</p> <p>.....</p>
<p><b>Article 246</b> On the premise of ensuring the supervisors to adequately express their opinions, the extraordinary meeting of the board of the supervisors may be held by correspondence with the signing of all attending supervisors.</p>	<p><b>Article <del>246</del>253</b> On the premise of ensuring the supervisors to adequately express their opinions, the extraordinary meeting of the board of <del>the</del>supervisors may be held by <u>correspondence written signature</u> with the signing of all attending supervisors.</p>

Prevailing Articles of Association	Amended Articles of Association
<p>A meeting held by correspondence shall send a notice specifying agenda, proposals, voting period and methods, etc. Any supervisor that has confirmed the receipt of the meeting notice 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 by correspondence, if the number of valid votes agreed by the supervisors has reached the quorum for making a resolution, the resolution will become a valid resolution of the board of supervisors.</p> <p>Within three (3) days after the expiry of the voting period by correspondence, the working organ shall inform all supervisors the voting results in writing.</p>	<p>A meeting held by <del>correspondence</del> <u>written signature</u> shall send a notice specifying agenda, proposals, voting period and methods, etc. Any supervisor that has confirmed the receipt of the meeting notice but fails to <del>submit</del> <u>sign</u> 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 <del>of by correspondence</del> <u>written signature</u>, if the number of valid votes agreed by the supervisors has reached the quorum for making a resolution, the resolution will become a valid resolution of the board of supervisors.</p> <p>Within three (3) days after the expiry of the voting period <del>of by correspondence</del> <u>written signature</u>, the working organ shall inform all supervisors the voting results in writing.</p> <p><i>Note:</i> The expressions in the Articles of Association involving the voting by correspondence of the board of supervisors shall be uniformly adjusted to “the voting by written signature”.</p>
<p><b>Article 252</b> The board of supervisors shall keep minutes and the minutes shall be signed by the supervisors and recorders attending the meeting. Supervisors shall have the right to demand to record, on the minutes of meetings, a certain kind of clarification on the remarks he made during the meetings. If necessary, they shall report to the regulatory authority in a timely manner and may make public statements in connection therewith.</p> <p>.....</p>	<p><b>Article <del>252</del>259</b> The board of supervisors shall keep minutes <u>the decisions on matters discussed at the on-site meeting</u> and the minutes shall be signed by the supervisors and recorders attending the meeting. <u>The meeting minutes shall be kept permanently.</u> Supervisors shall have the right to demand to record, on the minutes of meetings, a certain kind of clarification on the remarks he/<u>she</u> made during the meetings. If necessary, they shall report to the regulatory authority in a timely manner and may make public statements in connection therewith.</p> <p>.....</p>
<p><b>Article 254</b> The minutes of the meeting of the board of supervisors shall be kept as Company files by the secretary of the board of directors.</p> <p>The archives of the board of supervisors shall include the notice of the meeting, the attendance register of the supervisors, the power of attorney documents, the meeting materials, the minutes signed and confirmed by the supervisors and relevant audio and video materials, etc.</p>	<p><b>Article <del>254</del>261</b> The minutes of the meeting of the board of supervisors shall be kept as Company files by the secretary of the board of directors.</p> <p>The archives of the board of supervisors shall include the notice of the meeting, the attendance register of the supervisors, the power of attorney documents, the meeting materials, the minutes</p>



Prevailing Articles of Association	Amended Articles of Association
<p>.....</p>	<p>signed and confirmed by the supervisors and relevant audio and video materials, <u>the resolutions of the board of supervisors, etc.</u></p> <p>.....</p>
	<p><u><b>Article 262</b> The directors, supervisors 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, supervisors 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.</u></p>
<p><b>Article 255</b> A person may not serve as a Director, Supervisor, CEO, President (COO) or any other senior management of the Company if any of the following circumstances apply:</p> <p>(1) A person without legal capacity or with restricted legal capacity;</p> <p>(2) A person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished for committing such offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of the end of such punishment or deprivation;</p> <p>(3) A person who is a former director, factory manager or president (COO) of a company or enterprise which has entered into insolvent liquidation because of mismanagement and he is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>	<p><b>Article <del>255</del>263</b> A person may not serve as a <del>Director, sSupervisor, CEO, President (COO)</del> or any other senior <u>managersmanagement</u> of the Company if any of the following circumstances apply:</p> <p>(1) A person without legal capacity or with restricted legal capacity;</p> <p>(2) A person who has committed <del>an offence of</del> corruption, bribery, infringement of property, misappropriation of property or <u>undermining the social economic order of socialist market economy</u> and has been punished for committing such offence; <u>or</u> who has been deprived of his/<u>her</u> political rights, in each case where less than five (5) years have elapsed since the date of the end of such punishment or deprivation;</p> <p>(3) <u>A person who has been sentenced to other punishment, where less than three (3) years have elapsed since the expiration of such punishment;</u></p> <p>(<del>3</del>4) A person who is a former director, factory manager or <del>president (COO) general manager</del> of a company or enterprise which has entered into insolvent liquidation <del>because of mismanagement</del></p>

Prevailing Articles of Association	Amended Articles of Association
<p>(4) A person who is a former legal representative of a company or enterprise which had its business license revoked 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;</p> <p>(5) A person who has a relatively large amount of overdue debts;</p> <p>(6) A person who is under criminal investigation by a judicial organization for violation of the criminal law which investigation is not yet concluded;</p> <p>(7) A person who is not eligible for enterprise leadership according to laws and administrative regulations;</p> <p>(8) A non-natural person;</p> <p>(9) A person convicted of the contravention of provisions of relevant securities regulations by a relevant government authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction;</p> <p>(10) 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;</p> <p>(11) A person who received administrative penalties by the CSRC in the last 36 months or who was the subject of a public reprimand given by a stock exchange in the last 12 months; or</p> <p>(12) A person who is under investigation by judicial authorities on suspicion of committing a crime or who is under investigation by the CSRC on suspicion of breaching the laws or regulations where no definitive conclusion has been reached.</p>	<p>and he/she is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p> <p><del>(45)</del> A person who is a former legal representative of a company or enterprise which had its business license revoked, <u>or had been ordered to close</u> 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;</p> <p><del>(56)</del> A person who has a relatively large amount of overdue debts;</p> <p><del>(67)</del> <del>A person who is under criminal investigation by a judicial organization for violation of the criminal law which investigation is not yet concluded;</del> <u>A person being investigated by relevant departments due to suspected serious violation of laws and regulations, without any conclusion yet;</u></p> <p><del>(8)</del> <u>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;</u></p> <p><del>(9)</del> <u>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;</u></p> <p><del>(10)</del> <u>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;</u></p>

Prevailing Articles of Association	Amended Articles of Association
	<p>(11) <u>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;</u></p> <p>(12) <u>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;</u></p> <p>(13) <u>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;</u></p> <p>(14) <u>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;</u></p> <p>(<del>7</del>15) A person who is not eligible for enterprise leadership according to laws and administrative regulations;</p> <p>(<del>8</del>16) A non-natural person;</p> <p>(<del>9</del>17) A person convicted of the contravention of provisions of relevant securities regulations by a relevant government authority, and such conviction involves a finding that he/<u>she</u> has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction;</p> <p>(<del>10</del>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;</p>

Prevailing Articles of Association	Amended Articles of Association
	<p>(<del>19</del>) A person who received administrative penalties by the CSRC in the last <u>thirty-six</u> (36) months or who was the subject of a public reprimand given by a stock exchange in the last <u>twelve</u> (12) months;<del>or</del></p> <p>(<del>20</del>) A person who is under investigation by judicial authorities on suspicion of committing a crime or who is under investigation by the CSRC on suspicion of breaching the laws or regulations where no definitive conclusion has been reached.</p>
	<p><u>Article 265</u> <u>Directors, supervisors and senior managers shall abide by laws, administrative rules and the Articles of Association, and shall perform the obligations faithfully and diligently.</u></p> <p><u>Directors, supervisors and senior managers shall not abuse his/her position to accept bribes or other illegal income or misappropriate the properties of the Company.</u></p>
<p><b>Article 261</b> The fiduciary duties of the Directors, Supervisors, CEO, President (COO) and other senior management of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives 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 and the circumstances under which the relationships between them and the Company are terminated.</p>	<p><u>Article <del>261</del>270</u> <u>The submission of resignation letter or expiration of the director, supervisor and other senior managers' term of office shall not release a director, supervisor 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 term, and his/her duty of confidentiality</u> <del>The fiduciary duties of the Directors, Supervisors, CEO, President (COO) and other senior management of the Company do not necessarily cease with the termination of their tenure. The duty of confidence</del> in relation to trade secrets of the Company survives <u>within a reasonable period after</u> 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 and the circumstances under which the relationships between them and the Company are terminated.</p>
<p><b>Article 270</b> The Company shall enter into a contract in writing with each Director, Supervisor or members of the senior management for emoluments in respect of their</p>	<p><u>Article <del>270</del>279</u> <u>The Company shall formulate remuneration policy for directors and supervisors and specify the remuneration or allowance</u></p>

Prevailing Articles of Association	Amended Articles of Association
<p>services, of which the emoluments of directors and supervisors shall be with the prior approval of the shareholders in general meeting.</p> <p>The written contracts shall include at least the following provisions:</p> <p>(1) An undertaking made by such Director, Supervisor and member of senior management to the Company that he will comply with the Company Law, the Special Provisions, the Articles of Association, the Codes on Takeovers and Mergers and Share Repurchases and other requirements of the Stock Exchange of Hong Kong, 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 office can be assigned;</p> <p>.....</p>	<p><u>standards for directors and supervisors, which shall be implemented after been considered and approved by the shareholders' general meeting.</u></p> <p>The Company shall enter into a contract in writing with each Director, Supervisor or members of the senior management for emoluments in respect of their services, of which the emoluments of directors and supervisors shall be with the prior approval of the shareholders in general meeting.</p> <p>The written contracts shall include at least the following provisions:</p> <p>(1) An undertaking made by such Director, Supervisor and <del>member of senior management</del><u>senior managers</u> to the Company that he/<u>she</u> will comply with the Company Law, <del>the Special Provisions</del>, the Articles of Association, the Codes on Takeovers and Mergers and Share Repurchases and other requirements of the Stock Exchange of Hong Kong, 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 office can be assigned;</p> <p>.....</p>
<p><b>Article 278</b> The Company shall publish its financial reports twice every fiscal year, that is, the interim financial report shall be published within sixty (60) days after the expiration of the first six (6) months of each fiscal year and the annual financial report shall be published within one hundred and twenty (120) days after the expiration of each fiscal year.</p> <p>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.</p>	<p><b>Article <del>278</del>287</b> The Company shall publish its financial reports twice every fiscal year, that is, the interim financial report shall be published within <del>sixty (60) days</del><u>two (2) months</u> after the expiration of the first six (6) months of each fiscal year and the annual financial report shall be published within <del>one hundred and twenty (120) days</del><u>four (4) months</u> after the expiration of each fiscal year.</p> <p>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.</p>

Prevailing Articles of Association	Amended Articles of Association
<p><b>Article 279</b> The annual financial reports of the Company shall include but not limited to:</p> <ol style="list-style-type: none"> <li>(1) Balance sheet;</li> <li>(2) Income statement;</li> <li>(3) Profit distribution statement;</li> <li>(4) Statement of change in financial position (or cash flow statement); and</li> <li>(5) Notes to the financial statements.</li> </ol>	<p><b>Article <del>279</del>288</b> The annual financial reports of the Company shall include but not limited to:</p> <ol style="list-style-type: none"> <li>(1) Balance sheet;</li> <li>(2) Income statement;</li> <li>(3) <del>Profit distribution statement</del><u>Cash flow statement</u>;</li> <li>(4) <del>Statement of change in financial position (or cash flow statement)</del><u>Statement of changes in equity</u>; <del>and</del></li> <li>(5) Notes to the financial statements.</li> </ol>
<p><b>Article 286</b> The profit after payment of the income tax of the Company shall be distributed in the following order of priority:</p> <p>.....</p> <p>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. 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 distribute profits to the shareholders, the shareholders shall refund all profits so distributed in contravention of such requirements to the Company.</p> <p>.....</p>	<p><b>Article <del>286</del>295</b> The profit after payment of the income tax of the Company shall be distributed in the following order of priority:</p> <p>.....</p> <p>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. <u>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.</u> 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 <del>b</del>Board of directors violates such regulations and distribute profits to the shareholders, the shareholders shall refund all profits so distributed in contravention of such requirements to the Company.</p> <p><u>No profits shall be distributed in respect of the shares of the Company which are held by the Company.</u></p> <p>.....</p>

Prevailing Articles of Association	Amended Articles of Association
<p><b>Article 289</b></p> <p>.....</p> <p>In the event the Company does not distribute cash dividends, the board of directors shall explain the specific reasons for not distributing cash dividends and the use for the retained profit of the Company, submit them to the general meeting for consideration after independent directors expressing their opinions thereon, and disclose the same in the media designated by the Company. In considering the above matters at the general meeting, the Company shall provide access to online voting for shareholders.</p> <p>.....</p>	<p><b>Article <del>289</del>298</b></p> <p>.....</p> <p>In the event the Company does not distribute cash dividends <u>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</u>, the board of directors shall explain the specific reasons for not distributing cash dividends <u>or lower level of cash dividend</u> and the use <u>and return</u> for the retained <u>undistributed</u> profit of the Company, submit them to the <u>shareholders’</u> general meeting for consideration after independent directors expressing their opinions thereon, and disclose the same <del>in the media designated by the Company</del> <u>in the announcement on the resolutions of the board of directors</u>. In considering the above matters at the <u>shareholders’</u> general meeting, the Company shall provide access to online voting for shareholders.</p> <p>.....</p>
<p style="text-align: center;"><b>Section 2 Internal Audit</b></p> <p><b>Article 291</b> The Company shall establish an independent internal audit system. The board of directors shall bear the ultimate responsibility for the establishment, operation and maintenance of the internal audit system.</p>	<p style="text-align: center;"><b>Section 2 <del>Internal</del>-Audit</b></p> <p><b>Article <del>291</del>300</b> The Company shall establish an independent internal audit system <u>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.</u></p> <p>The board of directors shall bear the ultimate responsibility for the establishment, operation and maintenance of the internal audit system, <u>and the independence and effectiveness of internal audit.</u></p>
<p><b>Article 291</b> The auditor in charge shall be nominated by the chairman of the board of directors, and appointed by the board of directors. The auditor in charge shall be accountable to and report to the board of</p>	<p><b>Article <del>291</del>301</b> <del>The auditor in charge</del> <u>Auditing Officer</u> shall be nominated by the chairman of the board of directors, appointed <u>or dismissed by the board of directors.</u> <del>The auditor in charge shall be accountable to and report to the board of directors and the EC.</del> <u>The</u></p>

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<p>directors and the EC. The appointment and removal of the auditor in charge shall be reported to the CBIRC.</p>	<p><u>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 <del>auditor in charge</del>Auditing Officer shall be reported to the insurance regulatory authorityCBIRC.</u></p>
<p><b>Article 292</b> The Company shall formulate its internal audit system in accordance with the laws, regulations and relevant requirements of the CBIRC, which shall be implemented upon the approval by the board of directors.</p>	<p><b>Article <del>292</del>302</b> The Company shall formulate its <u>basic</u> internal audit system in accordance with the laws, regulations and relevant requirements of the <u>insurance regulatory authorityCBIRC</u>, which shall be implemented upon the approval by the board of directors.</p>
<p><b>Article 293</b> The internal audit department is responsible for the following matters:</p> <ol style="list-style-type: none"> <li>(1) Prepare basic internal audit system of the Company and annual audit plan and audit budget;</li> <li>(2) Supervise, examine and assess the authenticity and compliance with respect to all the business and financial activities of the Company and its subordinate units;</li> <li>(3) Supervise, examine and assess the integrity, reasonableness and effectiveness of the internal control system and risk management system of the Company and its subordinate units;</li> <li>(4) Conduct audit on economic responsibility of the persons in charge of the Company and its subordinate units;</li> <li>(5) Conduct specific audit on the matters such as economic efficiency of the Company and its subordinate units;</li> <li>(6) Conduct audit on the information system of the Company;</li> <li>(7) Conduct the follow-up audit on the correction of the audited units; and</li> <li>(8) Other audit matters as required by the CBIRC and the Company.</li> </ol>	<p><b>Article <del>293</del>303</b> <del>The internal audit department is responsible for the following matters:</del></p> <ol style="list-style-type: none"> <li><del>(1) Prepare basic internal audit system of the Company and annual audit plan and audit budget;</del></li> <li><del>(2) Supervise, examine and assess the authenticity and compliance with respect to all the business and financial activities of the Company and its subordinate units;</del></li> <li><del>(3) Supervise, examine and assess the integrity, reasonableness and effectiveness of the internal control system and risk management system of the Company and its subordinate units;</del></li> <li><del>(4) Conduct audit on economic responsibility of the persons in charge of the Company and its subordinate units;</del></li> <li><del>(5) Conduct specific audit on the matters such as economic efficiency of the Company and its subordinate units;</del></li> <li><del>(6) Conduct audit on the information system of the Company;</del></li> <li><del>(7) Conduct the follow up audit on the correction of the audited units; and</del></li> <li><del>(8) Other audit matters as required by the CBIRC and the Company.</del></li> </ol>



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	<p><u>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.</u></p> <p><u>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.</u></p>
<p><b>Article 295</b> The person in charge of audit shall submit an internal control evaluation report to the management and the audit and related party transaction control committee.</p> <p>.....</p>	<p><b>Article <del>295</del>305</b> The <u>Company</u> <del>person in charge of audit</del> shall submit an internal control evaluation report to <del>the management and</del> the audit and related party transaction control committee.</p> <p>.....</p>
	<p><b>Article 307</b> <u>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.</u></p>
	<p><b>Article 308</b> <u>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.</u></p>
	<p><b>Article 309</b> <u>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.</u></p>
<p><b>Article 297</b> The Company shall establish an internal control system commensurate with its business nature and asset scale and conduct regular inspections and evaluations of the completeness and effectiveness of its internal control as a way to ensure its effectiveness.</p>	<p><b>Article <del>297</del>310</b> <u>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.</u></p> <p>The Company shall establish an internal control system commensurate with its business nature and asset scale, <u>formulate a comprehensive, systematic and normative system for the business activities and</u></p>

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	<p><u>management of the Company</u>, and conduct regular inspections and evaluations of the completeness and effectiveness of its internal control as a way to ensure its effectiveness.</p>
<p><b>Article 299</b> The Compliance Officer shall be nominated by the CEO and be appointed by the board of directors, and shall be accountable to the board of directors and the EC. The Compliance Officer shall not be in charge of the business departments or financial departments of the Company concurrently.</p> <p>The Compliance Officer is responsible for the Company’s compliance management in accordance with the regulatory rules and shall periodically submit improvement suggestions for existing compliance problems to the board of directors, and timely report to the CEO and risk management and consumer rights protection committee of serious non-compliant activities of the Company and senior managers.</p>	<p><b>Article <del>299</del>312</b> The Compliance Officer shall be nominated by the <del>CEO</del> <u>President</u> and be appointed <u>or removed</u> by the board of directors, and shall be accountable to the board of directors and the EC. The Compliance Officer shall not be in charge of the business departments or financial departments of the Company concurrently.</p> <p>The Compliance Officer is responsible for the Company’s compliance management in accordance with the regulatory rules and shall <del>periodically</del> <u>regularly</u> submit improvement suggestions for existing compliance problems to the board of directors, and timely report to the <del>CEO</del> <u>President</u> and risk management and consumer rights protection committee of serious non-compliant activities of the Company and senior managers.</p>
<p><b>Article 301</b> The Company shall establish the risk management department, which 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 the material decision of the strategic, business and investment committees of the Company, and to conduct regular risk identification as well as quantitative and qualitative risk assessment on the Company.</p>	<p><b>Article <del>301</del>314</b> <u>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.</u> The Company shall establish the risk management department <u>which is responsible for comprehensive risk management, which</u> 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 the material decision-<u>making</u> of the <del>strategic</del> <u>strategy</u>, business and investment committees of the Company, and to conduct regular risk identification as well as quantitative and qualitative risk assessment on the Company.</p>
<p><b>Article 302</b> The Company shall have one chief risk officer. The chief risk officer shall be nominated by the chief executive officer and appointed by the board of directors, and shall be accountable to the board of directors and the executive committee. The chief risk officer shall</p>	<p><b>Article <del>302</del>315</b> The Company shall have one chief risk officer. The chief risk officer shall be nominated by the <del>chief executive officer</del> <u>President</u> and appointed <u>or dismissed</u> by the board of directors, and shall be accountable to the board of directors and the <del>executive</del></p>

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not concurrently perform the duties which may have any conflict of interest with risk management.	<del>committee</del> EC. The chief risk officer shall not concurrently perform the duties which may have any conflict of interest with risk management.
	<u>Article 316</u> The Company shall report the major risk events to regulatory authorities in a timely manner.
	<u>Article 318</u> 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.
<b>Section 5 Protection of Legal Rights and Interests of Parties Involved</b>	<b>Section 5 <del>Protection of Legal Rights and Interests of Parties Involved</del>Stakeholders and Social Responsibility</b>
	<p><u>Article 327</u> 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.</p> <p>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.</p>
	<p><u>Article 328</u> 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.</p> <p>The Company shall encourage and support employees to participate in corporate governance, and encourage employees to report to the board of directors, board of supervisors or regulatory authorities through legal channels on violations of laws, regulations and professional ethics.</p>

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<p><b>Article 312</b> Guided by the principal of lawfulness, fairness, justice and convenience for people, the Company earnestly protect the lawful rights and interests of the policy holders, the insured and the beneficiary.</p>	<p><b>Article <del>312</del>329</b> <u>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.</u></p> <p>Guided by the principal of lawfulness, fairness, justice and convenience for people, the Company earnestly protect the lawful rights and interests of the policy holders, the insured and the beneficiary.</p>
	<p><b>Article 330</b> <u>The Company shall pursue the development philosophy of innovation, coordination, greenness, openness and sharing benefits, pay attention to environmental protection, actively fulfill social responsibilities, maintain a good social reputation, and create harmonious social relations.</u></p> <p><u>The Company shall regularly disclose social responsibility reports to the public.</u></p>
<p><b>Article 313</b> The Company shall formulate the administration system on related party transaction in accordance with the 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 reviewed and passed by the shareholders' general meeting.</p>	<p><b>Article <del>313</del>331</b> The Company shall formulate the administration <del>system</del><u>rules</u> on related party transaction in accordance with <del>the</del> 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 reviewed and passed by the shareholders' general meeting. <u>The shareholders' general meeting, the board of directors, the board of supervisors and senior management shall perform their duties in accordance with the Articles of Association and the administration rules on related party transaction.</u></p>
<p><b>Article 314</b> Related party transactions of the Company shall observe the following basic principles:</p> <p>(1) Comply with the principles of honesty and credibility;</p>	<p><b>Article <del>314</del>332</b> Related party transactions of the Company shall observe the following basic principles:</p> <p>(1) Comply with the principles of honesty and credibility;</p> <p>(2) <del>Standardize</del><u>Comply with the principles for related party transaction of openness and impartiality.</u> For the review and approval</p>

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<p>(2) Standardize the principles for related party transaction. For the review and approval of unavoidable related party transactions, the principles of transparency, equality and fairness shall be followed;</p> <p>(3) The shareholders’ general meeting, the board of directors and the board of supervisors shall manage related party transactions in accordance with their functions and powers. When casting votes on related party transactions, related shareholders and directors shall carry out the system of the Company on abstaining from voting;</p> <p>(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.</p>	<p>of <del>unavoidable</del> related party transactions, the principles of transparency, equality and fairness shall be followed;</p> <p>(3) <del>The shareholders’ general meeting, the board of directors and the board of supervisors shall manage related party transactions in accordance with their functions and powers. When casting votes on related party transactions, related shareholders and directors shall carry out the system of the Company on abstaining from voting;</del><u>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 a interest with the related party transactions shall abstain;</u></p> <p>(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.</p>
<p><b>Article 317</b> The Company shall follow the principles of authenticity, accuracy, completeness and timeliness, and shall disclose information in a standardized manner.</p>	<p><del><b>Article 317</b></del><u><b>335</b></u> <del>The Company shall follow the principles of authenticity, accuracy, completeness and timeliness, and shall disclose information in a standardized manner.</del><u>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.</u></p>
<p><b>Article 341</b></p> <p>.....</p> <p>The Company shall designate the media recognized by the CBIRC to publish and disclose announcements and information as required by information disclosure rules of the CBIRC.</p>	<p><del><b>Article 341</b></del><u><b>359</b></u></p> <p>.....</p> <p>The Company shall designate <del>the</del><u>an</u> <u>influential national media</u> <del>recognized by the CBIRC</del> to publish and disclose announcements and information as required by information disclosure rules of the <del>CBIRC</del> <u>insurance regulatory authority</u>.</p>
	<p><del><b>Article 349</b></del><u><b>367</b></u> In the Articles of Association, expressions such as “no less than”, “within”, “no more than”, include the number itself;</p>

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<p><b>Article 349</b> In the Articles of Association, expressions such as “no less than”, “within”, “no more than”, include the number itself; expressions such as “less than” or “excluding” do not include the number itself.</p>	<p>expressions such as “less than”, <del>or</del> “excluding”, “<u>lower than</u>”, “<u>more than</u>” do not include the number itself.</p>
	<p><b>Article 368</b> <u>The major shareholders as mentioned in the Articles of Association refer to the shareholders of the Company that fulfill any of the following conditions:</u></p> <ol style="list-style-type: none"> <li>(1) <u>holding 15% or more shares in the Company;</u></li> <li>(2) <u>actually holding the largest shareholdings of the Company, and the shareholding ratio being no lower than 5% (including shareholders holding same shareholdings);</u></li> <li>(3) <u>nominating two or more directors;</u></li> <li>(4) <u>having controlling impacts on the operation and management of the Company from the perspective of the board of directors of the Company;</u></li> <li>(5) <u>other circumstances approved by the insurance regulatory authority or its local offices.</u></li> </ol> <p><u>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.</u></p>
	<p><b>Article 369</b> <u>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.</u></p>