THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Life Insurance Company Limited, you should at once hand this circular and the accompanying proxy form for the Extraordinary General Meeting to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

中國人壽保險股份有限公司

CHINA LIFE INSURANCE COMPANY LIMITED

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

(Stock Code: 2628)

RESOLUTION ON THE ABOLITION OF THE BOARD OF SUPERVISORS AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE PROCEDURAL RULES FOR THE SHAREHOLDERS' GENERAL MEETINGS AND THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS' MEETINGS 2025 INTERIM PROFIT DISTRIBUTION PLAN AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING 2025

A notice convening the Extraordinary General Meeting of China Life Insurance Company Limited to be held at Multi-function Hall, 2/F, Block A, China Life Plaza, 16 Financial Street, Xicheng District, Beijing, China, on Thursday, 25 September 2025 at 9:30 a.m. is set out on pages EGM-1 to EGM-5 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting, you are advised to read the notice of the Extraordinary General Meeting and to complete and return the enclosed proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form, together with the notarized power of attorney or any other authorization documents, should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited; and for holders of A Shares, the proxy form, together with the notarized power of attorney authorizing execution of the proxy form or any other authorization documents should be returned to the Company's Board Office in person or by post not less than 24 hours before the time appointed for convening the Extraordinary General Meeting (i.e. no later than 9:30 a.m. on Wednesday, 24 September 2025) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting or at any adjourned meeting if you so wish.

4 September 2025

TABLE OF CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 3

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING 2025 . . . . . EGM-1

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION . I-1

APPENDIX II PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE SHAREHOLDERS' GENERAL MEETINGS II-1

APPENDIX III PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS' MEETINGS III-1

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"A Share(s)"	the domestic share(s) of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in RMB
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board" or "Board of Directors"	the board of Directors of the Company
"Board of Supervisors"	the board of Supervisors of the Company
"Company"	China Life Insurance Company Limited, a joint stock limited company incorporated in the PRC with limited liability
"Company Law"	the Company Law of the People's Republic of China
"CSRC"	the China Securities Regulatory Commission
"Director(s)"	the director(s) of the Company
"EGM" or "Extraordinary General Meeting"	the first extraordinary general meeting 2025 of the Company to be held at Multi-function Hall, 2/F, Block A, China Life Plaza, 16 Financial Street, Xicheng District, Beijing, China, on Thursday, 25 September 2025 at 9:30 a.m.
"H Share(s)"	the overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"NFRA"	the National Financial Regulatory Administration, the predecessor of which is the China Banking and Insurance Regulatory Commission (the "**Former CBIRC**")
"PRC" or "China"	the People's Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region and Taiwan region

"RMB"	the lawful currency of the PRC
"Supervisor(s)"	the supervisor(s) of the Company

Note: If there is any inconsistency between the Chinese and English versions of this circular, the Chinese version shall prevail.

中國人壽保險股份有限公司
CHINA LIFE INSURANCE COMPANY LIMITED
(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2628)

Board of Directors:
Executive Directors:
Mr. Cai Xiliang
Mr. Li Mingguang
Ms. Liu Hui
Mr. Ruan Qi

Non-executive Directors:
Mr. Wang Junhui
Ms. Hu Jin
Mr. Hu Rong
Mr. Niu Kailong

Independent Non-executive Directors:
Mr. Lam Chi Kuen
Mr. Zhai Haitao
Ms. Chen Jie
Mr. Lu Feng

Office Address:
16 Financial Street
Xicheng District
Beijing 100033
PRC

Place of Business in Hong Kong:
The Hong Kong Office
16/F, Tower A, China Life Centre
One Harbour Gate
18 Hung Luen Road
Hung Hom, Kowloon
Hong Kong

4 September 2025

To the shareholders

Dear Sir or Madam,

1. INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the EGM to be held at Multi-function Hall, 2/F, Block A, China Life Plaza, 16 Financial Street, Xicheng District, Beijing, China, on Thursday, 25 September 2025 at 9:30 a.m.

The purpose of this circular is to provide you with the notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

2. RESOLUTION ON THE ABOLITION OF THE BOARD OF SUPERVISORS

In accordance with the Company Law and the relevant requirements of the CSRC and the NFRA, and having taken into account its actual circumstances, the Company will no longer have the Board of Supervisors. The audit committee under the Board of Directors will exercise the functions and powers of the Board of Supervisors as specified in the Company Law and regulatory rules, and an employee Director will be appointed to the Board of Directors. The Company will make amendments to the Articles of Association and relevant rules and regulations on corporate governance accordingly.

The adjustments proposed above will take effect following the consideration and approval of this resolution and the resolution on the amendments to the Articles of Association by the shareholders at the EGM (please refer to Appendix I for details), and upon receiving approval from the NFRA for the revised Articles of Association.

Upon the conclusion of the term of office for the Supervisors of the eighth session of the Board of Supervisors, no new session of the Board of Supervisors will be elected, and the incumbent Supervisors will continue to perform their duties in accordance with the relevant requirements of laws, regulations, and the Articles of Association until the effective date of the adjustment to abolish the Board of Supervisors by the Company.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to enhance its corporate governance system and comply with laws, regulations, and the standards of external regulators, and having taken into account its own governance practices, the Company proposes to make amendments to the Articles of Association in accordance with the Company Law, the Guidelines on the Articles of Association of Listed Companies issued by the CSRC, and other relevant laws, regulations, and regulatory requirements. The Board of Directors puts forward to the EGM to consider and approve the proposed amendments to the Articles of Association, to grant the consent for submission of the proposed amendments to the NFRA for approval, and to authorize the Board of Directors and any person(s) authorized by it to make such further amendments which in its/his/her opinion may be necessary or desirable in accordance with the requirements of amendments proposed from time to time by relevant regulatory bodies and the stock exchanges on which the Company is listed. The amendments to the Articles of Association shall come into effect after the approval from the NFRA is obtained.

The full text of the proposed amendments to the Articles of Association is set out in Appendix I to this circular.

4. PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE SHAREHOLDERS' GENERAL MEETINGS

The Company proposes to make amendments to the Procedural Rules for the Shareholders' General Meetings in accordance with the Company Law, the Guidelines on the Articles of Association of Listed Companies issued by the CSRC, the Standards for the Corporate Governance of Banking and Insurance Institutions issued by the Former CBIRC, and other relevant laws, regulations and regulatory requirements, and having taken into account its own governance practices.

The Board of Directors puts forward to the EGM to consider and approve the proposed amendments to the Procedural Rules for the Shareholders' General Meetings, to grant the consent for submission of the proposed amendments to the NFRA for approval, and to authorize the Board of Directors and any person(s) authorized by it to make such further amendments which in its/his/her opinion may be necessary or desirable in accordance with the requirements of amendments proposed from time to time by relevant regulatory bodies and the stock exchanges on which the Company is listed. The amendments to the Procedural Rules for the Shareholders' General Meetings shall come into effect after the approval from the NFRA is obtained.

The full text of the proposed amendments to the Procedural Rules for the Shareholders' General Meetings is set out in Appendix II to this circular.

5. PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE BOARD OF DIRECTORS' MEETINGS

The Company proposes to make amendments to the Procedural Rules for the Board of Directors' Meetings in accordance with the Company Law, the Guidelines on the Articles of Association of Listed Companies issued by the CSRC, the Standards for the Corporate Governance of Banking and Insurance Institutions issued by the Former CBIRC, and other relevant laws, regulations and regulatory requirements, and having taken into account its own governance practices.

The Board of Directors puts forward to the EGM to consider and approve the proposed amendments to the Procedural Rules for the Board of Directors' Meetings, to grant the consent for submission of the proposed amendments to the NFRA for approval, and to authorize the Board of Directors and any person(s) authorized by it to make such further amendments which in its/his/her opinion may be necessary or desirable in accordance with the requirements of amendments proposed from time to time by relevant regulatory bodies and the stock exchanges on which the Company is listed. The amendments to the Procedural Rules for the Board of Directors' Meetings shall come into effect after the approval from the NFRA is obtained.

The full text of the proposed amendments to the Procedural Rules for the Board of Directors' Meetings is set out in Appendix III to this circular.

6. 2025 INTERIM PROFIT DISTRIBUTION PLAN

Based on the reviewed financial report of the Company for the first half of 2025 and in accordance with the requirements of relevant laws and regulations, the Board proposed the following 2025 interim profit distribution plan of the Company:

The Board proposed to distribute a cash dividend of RMB0.238 per share (inclusive of tax) to all shareholders of the Company, totalling approximately RMB6,727 million. After the distribution of the above interim dividend, the solvency of the Company will remain adequate and meet regulatory requirements.

7. THE EGM

The notice of EGM is set out on pages EGM-1 to EGM-5 of this circular. The proxy form of the EGM is enclosed.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form, together with the notarized power of attorney or any other authorization documents, should be returned to Computershare Hong Kong Investor Services Limited; and for holders of A Shares, the proxy form, together with the notarized power of attorney authorizing execution of the proxy form or any other authorization documents, should be returned to the Company's Board Office in person or by post not less than 24 hours before the time appointed for convening the EGM (i.e. no later than 9:30 a.m. on Wednesday, 24 September 2025) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish.

8. VOTING BY POLL

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to the proposed resolutions at the EGM.

9. RECOMMENDATION

The Board considers that the resolutions proposed for consideration and approval by the shareholders at the EGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the shareholders of the Company to vote in favour of the proposed resolutions at the EGM.

Yours faithfully,
Cai Xiliang
Chairman

中國人壽保險股份有限公司
CHINA LIFE INSURANCE COMPANY LIMITED
(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2628)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING 2025

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting 2025 of China Life Insurance Company Limited (the "**Company**") will be held at Multi-function Hall, 2/F, Block A, China Life Plaza, 16 Financial Street, Xicheng District, Beijing, China, on Thursday, 25 September 2025 at 9:30 a.m. (the "**Extraordinary General Meeting**"), for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the abolition of the Board of Supervisors.

2. To consider and approve the proposed amendments to the Procedural Rules for the Shareholders' General Meetings (the full text of which is set out in Appendix II to the circular of the Company dated 4 September 2025 (the "**Circular**")), and to authorize the Board of Directors and any person(s) authorized by it to make such further amendments which in its/his/her opinion may be necessary or desirable in accordance with the requirements of amendments proposed from time to time by relevant regulatory bodies and the stock exchanges on which the Company is listed.

3. To consider and approve the proposed amendments to the Procedural Rules for the Board of Directors' Meetings (the full text of which is set out in Appendix III to the Circular), and to authorize the Board of Directors and any person(s) authorized by it to make such further amendments which in its/his/her opinion may be necessary or desirable in accordance with the requirements of amendments proposed from time to time by relevant regulatory bodies and the stock exchanges on which the Company is listed.

4. To consider and approve the 2025 interim profit distribution plan of the Company.

SPECIAL RESOLUTION

5. To consider and approve the proposed amendments to the Articles of Association (the full text of which is set out in Appendix I to the Circular), and to authorize the Board of Directors and any person(s) authorized by it to make such further amendments which in its/his/her opinion may be necessary or desirable in accordance with the requirements of amendments proposed from time to time by relevant regulatory bodies and the stock exchanges on which the Company is listed.

By Order of the Board
Heng Victor Ja Wei
Company Secretary

4 September 2025

As at the date of this notice, the Board of Directors of the Company comprises:

Executive Directors:	Cai Xiliang, Li Mingguang, Liu Hui, Ruan Qi
Non-executive Directors:	Wang Junhui, Hu Jin, Hu Rong, Niu Kailong
Independent Non-executive Directors:	Lam Chi Kuen, Zhai Haitao, Chen Jie, Lu Feng

Notes:

1. ELIGIBILITY FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS FOR H SHARES

The H Share register of members of the Company will be closed for the purpose of determining the entitlement of holders of H Shares to attend the Extraordinary General Meeting from Friday, 19 September 2025 to Thursday, 25 September 2025 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the Extraordinary General Meeting, holders of H Shares should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 18 September 2025.

The Company will announce separately on the Shanghai Stock Exchange details of eligibility of holders of A Shares for attending the Extraordinary General Meeting.

2. RECOMMENDATION OF INTERIM DIVIDEND, WITHHOLDING AND PAYMENT OF INCOME TAX AND CLOSURE OF REGISTER OF MEMBERS FOR H SHARES

The Board of Directors has recommended an interim dividend for the first half of 2025 (the "**Interim Dividend**") of RMB0.238 per share (inclusive of tax), amounting to a total of approximately RMB6,727 million. If the Interim Dividend is distributed upon the approval of Resolution No. 4 by the shareholders, the Interim Dividend is expected to be paid on Tuesday, 18 November 2025 to the holders of H Shares whose names appear on the H Share register of members of the Company on Thursday, 16 October 2025.

The H Share register of members of the Company will be closed from Saturday, 11 October 2025 to Thursday, 16 October 2025 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the Interim Dividend, holders of H Shares should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 10 October 2025.

According to the *Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得税法》)* and its implementation regulations and other relevant rules and regulations, the Company is required to withhold and pay enterprise income tax at the rate of 10% before distributing the Interim Dividend to non-resident enterprise shareholders as appearing on the H Share register of members of the Company. Any shares registered in the names of non-individual shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organisations, will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

Pursuant to the *Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得税法》)* and its implementation regulations and other relevant rules and regulations, the Company is required to withhold and pay individual income tax before distributing the Interim Dividend to individual shareholders as appearing on the H Share register of members of the Company (the "**Individual H Shareholders**"). However, the Individual H Shareholders may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the Individual H Shareholders are domiciled and the tax arrangements between Mainland China and Hong Kong (Macau). In this regard, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax for the Individual H Shareholders:

- For Individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the Mainland China stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders in the distribution of the Interim Dividend;

- For Individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the Mainland China stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders in the distribution of the Interim Dividend;

- For Individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of the Interim Dividend;

- For Individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the Individual H Shareholders in the distribution of the Interim Dividend.

If Individual H Shareholders consider that the tax rate adopted by the Company for the withholding and payment of individual income tax on their behalf is not the same as the tax rate stipulated in any tax treaties between the PRC and the countries (regions) in which they are domiciled, please submit promptly to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, a letter of entrustment and all application materials showing that they are residents of a country (region) which has entered into a tax treaty with the PRC. The Company will then submit the above documents to competent tax authorities who will proceed with the subsequent tax related arrangements.

As to the holders of A Shares, it is expected that the Company will complete the distribution of the Interim Dividend on or before 17 October 2025. The Company will announce separately on the Shanghai Stock Exchange details of the arrangement regarding the distribution of the Interim Dividend to its holders of A Shares.

For Hong Kong investors (including enterprises and individuals) investing in the Company's A Shares via the Shanghai Stock Connect Program, the Interim Dividend will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such A Shares. The Company will withhold and pay income tax at the rate of 10% on behalf of those investors. For investors via the Shanghai Stock Connect Program who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, those enterprises or individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval

by the tax authorities, the paid amount in excess of the tax payable based on the tax rate under such tax treaty will be refunded. The record date, the dividend distribution date and other arrangements for investors via the Shanghai Stock Connect Program will be the same as those for the holders of A Shares of the Company.

For Shanghai and Shenzhen investors (including enterprises and individuals) investing in the Company's H Shares via the Hong Kong Stock Connect Program, the Shanghai Branch and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the holders of H Shares for investors via the Hong Kong Stock Connect Program, will receive the Interim Dividend distributed by the Company and distribute such Interim Dividend to the relevant investors through its depositary and clearing system. The Interim Dividend to be distributed to the investors of H Shares via the Hong Kong Stock Connect Program will be paid in RMB. The record date for investors of H Shares via the Hong Kong Stock Connect Program will be the same as that for the holders of H Shares of the Company. If approved at the Extraordinary General Meeting, the Interim Dividend is expected to be paid on 21 November 2025 to the investors of H Shares via the Hong Kong Stock Connect Program. Pursuant to the *Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shanghai Stock Market and the Hong Kong Stock Market (Cai Shui [2014] No. 81)*(*《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)*), the *Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shenzhen Stock Market and the Hong Kong Stock Market (Cai Shui [2016] No. 127)*(*《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)*) and other rules and regulations:

- For Mainland individual investors who invest in the H Shares of the Company via the Hong Kong Stock Connect Program, the Company will withhold individual income tax at the rate of 20% in the distribution of the Interim Dividend. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Corporation Limited for tax refund relating to the withholding tax already paid abroad. For Mainland securities investment funds that invest in the H Shares of the Company via the Hong Kong Stock Connect Program, the Company will withhold individual income tax in the distribution of the Interim Dividend pursuant to the above provisions;

- For Mainland enterprise investors that invest in the H Shares of the Company via the Hong Kong Stock Connect Program, the Company will not withhold income tax in the distribution of the Interim Dividend and the Mainland enterprise investors shall file the tax returns on their own.

3. PROXY

(1) Each shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a shareholder of the Company.

(2) The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other documents of authorization must be notarized.

To be valid, for holders of H Shares, the proxy form and notarized power of attorney or other documents of authorization must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the Extraordinary General Meeting (i.e. no later than 9:30 a.m. on Wednesday, 24 September 2025) (the proxy form for use at the Extraordinary General Meeting is attached herewith).

4. REGISTRATION PROCEDURES FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING

(1) A shareholder or his proxy should produce proof of identity when attending the Extraordinary General Meeting. If a shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the Extraordinary General Meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

(2) An investor engaged in margin trading and securities lending should present the business license of the securities company related to margin trading and securities lending, proof of securities account, and the power of attorney issued by the securities company to the investor, when attending the Extraordinary General Meeting. If the investor is an individual, he should also present his identity card or other valid documents showing his identity. If the investor is an institution, it should present the business license of the institution, the identity card of the person attending the meeting, and an authorisation letter issued by the legal representative of the institution.

5. VOTING BY POLL

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the Extraordinary General Meeting will exercise his power under the Articles of Association to demand a poll in relation to the proposed resolutions at the Extraordinary General Meeting.

6. MISCELLANEOUS

(1) The Extraordinary General Meeting is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

(2) The address of Shanghai Branch of China Securities Depository and Clearing Corporation Limited is: 19th Floor, East Tower, No. 188 South Yanggao Road, Pudong New District, Shanghai, the People's Republic of China.

(3) The address of Shenzhen Branch of China Securities Depository and Clearing Corporation Limited is: 22-28/F, Shenzhen Stock Exchange Building, 2012 Shennan Blvd, Futian District, Shenzhen, the People's Republic of China.

(4) The office address of the Company is: 16 Financial Street, Xicheng District, Beijing, the People's Republic of China.

Postal code:	100033
Contact office:	Board Office
Telephone No.:	86 (10) 6363 1242
Email:	ir@e-chinalife.com

The proposed amendments to the Articles of Association are set out below:

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 1	China Life Insurance Company Limited (the "Company") is a joint stock limited company established in accordance with the Insurance Law of the People's Republic of China (the "Insurance Law"), the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations"), the Reply of the State Council on the Adjustment of the Notice Period for General Meeting and Other Matters Applicable to the Overseas Listed Companies, and other relevant national laws and administrative regulations. The Company was established by way of promotion with China Life Insurance Company as the sole promoter, and with the approval of the former China Insurance Regulatory Commission (which was renamed as the China Banking and Insurance Regulatory Commission, the "CBIRC"), as evidenced by the approving document Bao Jian Fu [2003] No. 115. It is registered with, and has obtained a business license from, the State Administration for Industry and Commerce on June 30, 2003. The Company's unified social credit code is 9110000071092841XX.	Article 1	China Life Insurance Company Limited (the "Company") is a joint stock limited company established in accordance with the Insurance Law of the People's Republic of China (the "Insurance Law"), the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the **original** Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies ~~(the "Special Regulations")~~, the Reply of the State Council on the Adjustment of the Notice Period for General Meeting and Other Matters Applicable to the Overseas Listed Companies, and other relevant national laws and administrative regulations. The Company was established by way of promotion with China Life Insurance Company as the sole promoter, and with the approval of the former China Insurance Regulatory Commission (which was **subsequently** renamed as the China Banking and Insurance Regulatory Commission~~,~~ ~~the "CBIRC"~~ **and the National Financial Regulatory Administration**), as evidenced by the approving document Bao Jian Fu [2003] No. 115. It is registered with, and has obtained a business license from, the State Administration for Industry and Commerce on June 30, 2003. The Company's unified social credit code is 9110000071092841XX.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	……		……
	The predecessor of China Life Insurance (Group) Company is China Life Insurance Company. China Life Insurance Company was changed to China Life Insurance (Group) Company after obtaining the approval of the former CIRC (Bao Jian Fu [2003] No. 108).		The predecessor of China Life Insurance (Group) Company is China Life Insurance Company. China Life Insurance Company was changed to China Life Insurance (Group) Company after obtaining the approval of the former ~~CIRC~~ **China Insurance Regulatory Commission** (Bao Jian Fu [2003] No. 108).
Article 4	The Company's legal representative is the Chairman of the Board of Directors of the Company.	Article 4	The Company's legal representative ~~is~~ **shall be served by** the ~~Chairman of the Board of Directors~~ **President** of the Company. **If the President resigns, he/she shall be deemed to have resigned as legal representative at the same time.** **If the legal representative resigns, the Company shall determine a new legal representative within thirty (30) days from the date of resignation of the legal representative.** **The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. Any restrictions on the functions and powers of the legal representative imposed by these Articles of Association or the shareholders' meeting shall not be enforceable against a bona fide third party. If the legal representative causes harm to others while performing his/her duties, the Company shall bear civil liability. After the Company has borne civil liability, it may seek recourse from the legal representative at fault in accordance with the laws or these Articles of Association.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 5	The Company is a joint stock limited company that has perpetual existence. The shareholders of the Company shall exercise their rights and bear their liabilities to the extent of their respective shareholdings in the Company. The Company shall be liable for the debts of the Company to the extent of all the property of the Company. The Company is an independent legal person under the jurisdiction and protection of the laws and administrative regulations of the People's Republic of China.	Article 5	The Company is a joint stock limited company that has perpetual existence. ~~The s~~**S**hareholders of the Company shall ~~exercise their rights and bear their liabilities~~ **be liable for the Company** to the extent of the~~ir respective~~ share**s**~~holdings in the Company~~ **they have subscribed**. The Company shall be liable for ~~the~~ **its** debts ~~of the Company~~ to the extent of all of **its assets** ~~the property of the Company~~. The Company is an independent legal person under the jurisdiction and protection of the laws and administrative regulations of the People's Republic of China.
Article 6	Pursuant to the Company Law, the Insurance Law, the Special Regulations, the Mandatory Provisions Governing the Articles of Association of Overseas Listed Companies (hereinafter referred to as the "Mandatory Provisions"), the Guidelines on the Articles of Association of Listed Companies, the Guidelines on the Articles of Association of Insurance Companies and other applicable national laws and administrative regulations, as well as the listing rules of the place where the Company is listed, the Company has amended its previous Articles of Association (the "Previous Articles of Association") and formulated these Articles of Association (the "Company's Articles of Association" or these "Articles of Association") by a special resolution of the shareholders' general meeting of the Company on May 30, 2019.	Article 6	Pursuant to the Company Law, the Insurance Law, ~~the Special Regulations, the Mandatory Provisions Governing the Articles of Association of Overseas Listed Companies (hereinafter referred to as the "Mandatory Provisions"),~~ the Guidelines on the Articles of Association of Listed Companies, the Guidelines on the Articles of Association of Insurance Companies**, the Standards for the Corporate Governance of Banking and Insurance Institutions, the Trial Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises, the Measures for the Administration of Independent Directors of Listed Companies** and other applicable national laws and administrative regulations, as well as the listing rules of the place where the Company is listed, the Company has **formulated and** amended ~~its previous Articles of Association (the "Previous Articles of Association") and formulated~~ these Articles of Association (hereinafter referred to as the "Company's Articles of Association" or these "Articles of Association")~~ by a special resolution of the shareholders' general meeting of the Company on May 30, 2019~~.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 7	From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders, and are binding on the Company and its shareholders, directors, supervisors, president, vice presidents (i.e. the manager and deputy manager as provided under the Company Law and the Mandatory Provisions) and other senior management officers of the Company; all of whom are entitled, in accordance with the Company's Articles of Association, to make claims with respect to the affairs of the Company. A shareholder may take action against the Company pursuant to the Company's Articles of Association. The Company may take action against shareholders, directors, supervisors, president, vice president and other senior management officers of the Company pursuant to the Company's Articles of Association. A shareholder may also take action against other shareholders and the directors, supervisors, president, vice presidents and other senior management officers of the Company pursuant to the Company's Articles of Association.	Article 7	From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders, and are binding on the Company and its shareholders, directors, ~~supervisors,~~ president, vice presidents (i.e. the manager and deputy manager as provided under the Company Law and the ~~Mandatory Provisions~~ **Guidelines on the Articles of Association of Listed Companies**) and other senior management officers of the Company; all of whom are entitled, in accordance with the Company's Articles of Association, to make claims with respect to the affairs of the Company. A shareholder may take action against the Company pursuant to the Company's Articles of Association. The Company may take action against shareholders, directors, ~~supervisors,~~ president, vice president and other senior management officers of the Company pursuant to the Company's Articles of Association. A shareholder may also take action against other shareholders and the directors, ~~supervisors,~~ president, vice presidents and other senior management officers of the Company pursuant to the Company's Articles of Association.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	The actions referred to in the preceding paragraph include court proceedings and arbitrations. "Other senior management officers" as used in these Articles of Association refer to assistants to the president, the secretary to the Board of Directors, chief financial officer, person in charge of compliance, chief risk officer, chief actuary, and audit controller of the Company, as well as other senior management officers determined by the Board of Directors.		The actions referred to in the preceding paragraph include court proceedings and arbitrations. "Other senior management officers" as used in these Articles of Association refer to assistants to the president, the secretary to the Board of Directors, **person in charge of finance** ~~chief financial officer~~, ~~person in charge of~~ **chief** compliance **officer**, chief risk officer, chief actuary, and **person in charge of audit** ~~controller~~ of the Company, as well as other senior management officers determined by the Board of Directors.
Article 8	The Company must comply with laws and regulations, implement unified national financial guidelines and policies, and be subject to the supervision of the CBIRC.	Article 8	The Company must comply with laws and regulations, implement unified national financial guidelines and policies, and be subject to the supervision of the ~~CBIRC~~ **insurance regulatory authority under the State Council**.
Article 9	The Company shall establish an organization of the Communist Party of China in accordance with the relevant requirements of the Constitution of the Communist Party of China and the Company Law. The Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. The Company shall also establish the working organs of the Party, which shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.	Article 9	**In accordance with the relevant requirements of the Constitution of the Communist Party of China and the Company Law, t**~~T~~he Company shall establish an organization of the Communist Party of China **and conduct Party activities, providing necessary conditions for the Party organization's activities** ~~in accordance with the relevant requirements of the Constitution of the Communist Party of China and the Company Law~~. The Party Committee shall play the ~~core~~ leadership role~~,~~ **by** providing direction, managing the overall situation and ensuring implementation**, with a focus on governance and political directions, leadership team, fundamental systems, major decisions and Party building, while assuming responsibility for strict governance of the Party**. The Company shall also establish the working organs of the Party, which shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 10	The Company may invest in any other enterprise. However, unless otherwise stipulated by law, the Company shall not become an investor that bears joint and several liability for the debts of the invested enterprise.	Article 10	The Company may invest in other enterprises**.** ~~However, unless otherwise stipulated by~~ **If the** law~~,~~ **stipulates that** the Company shall not become an investor that bear joint and several liability for the debts of the invested enterprise**, such provisions shall prevail**.
Article 11	The Company's business objectives are: to conform to the idea of "mutual benefit" in operation; to observe the operational policy of fiduciary principle and steadfast operation; to improve the operation and management of the Company, with the concentration on economical benefits and market-oriented direction; to facilitate the continual healthy growth of the Company; and to ensure the interests of the Company, its employees and shareholders.	Article 11	The Company's business objectives are~~:~~ **to uphold the leadership of the Party in all aspects, steadfastly implement the Party's guidelines, principles and policies, and embody the political and people-centric nature of finance, effectively fulfilling its functions as a shock absorber for economic operation and a stabiliser for social development. Adhering consistently to the business philosophy of "success for you, success by you", and maintaining a "customer-centric" approach, the Company is committed to accelerating the transformation of its development model, deepening reform and innovation, managing financial risks and accelerating high-quality development. It is dedicated to steadfastly pushing forward its development in finance with Chinese characteristics and aspires to build itself into a world-class life insurance company with Chinese characteristics.** ~~to conform to the idea of "mutual benefit" in operation; to observe the operational policy of fiduciary principle and steadfast operation; to improve the operation and management of the Company, with the concentration on economical benefits and market-oriented direction; to facilitate the continual healthy growth of the Company; and to ensure the interests of the Company, its employees and shareholders.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 12	…… The Company's scope of business includes: personal insurance businesses, including life insurance, health insurance and accident insurance; reinsurance relating to the above insurance businesses; use of funds permitted by applicable PRC laws and regulations or approved by the State Council; all types of personal insurance services, consulting and agency business; sale of securities investment funds; and other business permitted by the insurance regulatory authority of the PRC. ……	Article 12	…… The Company's scope of business includes: **(1)** personal insurance businesses, including life insurance, health insurance and accident insurance; **(2)** reinsurance relating to the above insurance businesses; **(3)** use of funds permitted by applicable PRC laws and regulations or approved by the State Council; **(4)** all types of personal insurance services, consulting and agency business; **(5)** sale of securities investment funds; and **(6)** other business permitted by the insurance regulatory authority of the PRC. ……
Chapter 3	Shares and Registered Capital	Chapter 3	Shares Section 1 Share Issuance Section 2 Share Increase, Decrease, and Repurchase Section 3 Share Transfer

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 13	There must, at all times, be ordinary shares in the Company, which shall include Domestic-Invested and Foreign-Invested Shares. Subject to the approval by the company approving department authorized by the State Council, the Company may, according to its requirements, create different classes of shares.	Article 13	There must, at all times, be ordinary shares in the Company, which shall include Domestic-Invested and Foreign-Invested Shares. ~~Subject to the approval by the company approving department authorized by the State Council, the Company may, according to its requirements, create different classes of shares.~~ **The Company may issue other classes of shares in accordance with relevant national laws, administrative regulations, and the relevant requirements of the insurance regulatory authority under the State Council and other regulatory authorities.**
Article 15	Subject to the approval by the securities regulatory authority under the State Council, the Company may issue shares to Domestic Investors and Foreign Investors. ……	Article 15	~~Subject to the approval by the~~ **Upon completing the registration or filing procedures with the China S**~~s~~ecurities **R**~~r~~egulatory ~~authority under the State Council~~ **Commission (the "CSRC") in accordance with laws,** the Company may issue shares to Domestic Investors and Foreign Investors. ……
Article 16	…… Domestic-Invested Shares issued by the Company shall be referred to as "A Shares". Overseas-Listed Foreign-Invested Shares issued by the Company and which are listed in Hong Kong shall be referred to as "H Shares". H Shares are shares that have been admitted for listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars. H Shares can also be listed on a stock exchange in the United States in the form of American Depository Receipts.	Article 16	…… Domestic-Invested Shares issued by the Company shall be referred to as "A Shares". Overseas-Listed Foreign-Invested Shares issued by the Company and which are listed in Hong Kong shall be referred to as "H Shares". H Shares are shares that have been admitted for listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars. ~~H Shares can also be listed on a stock exchange in the United States in the form of American Depository Receipts.~~

<table>
<tr><th>No.
(Original)</th><th>Original Articles</th><th>No.
(Revised)</th><th>Revised Articles</th></tr>
<tr><td>Article 18</td><td>……

After the issue of the above-mentioned H Shares and A Shares has been completed, the share structure of the Company is set out as follows:

<table><tr><th>Full name/ classification of shareholders</th><th>Classification of shares</th><th>Number of shares</th><th>Shareholding ratio (approximately)</th><th>Lock-up period</th><th>Remark</th></tr><tr><td>.....</td><td></td><td></td><td></td><td></td><td></td></tr></table>
……</td><td>Article 18</td><td>……

After the issue of the above-mentioned H Shares and A Shares has been completed, the share structure of the Company is set out as follows:

<table><tr><th>Full name/ classification of shareholders</th><th>~~Classification~~ Class of shares</th><th>Number of shares</th><th>Shareholding ratio (approximately)</th><th>Lock-up period</th><th>Remark</th></tr><tr><td>.....</td><td></td><td></td><td></td><td></td><td></td></tr></table>
……</td></tr>
<tr><td>Article 19</td><td>The Company's Board of Directors may take all the necessary actions for the issuance of Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares after proposals for the issuance of the same have been approved by the securities regulatory authority under the State Council.

The Company may implement its proposal to issue Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities regulatory authority under the State Council.</td><td>—</td><td>(Deleted this Article)</td></tr>
<tr><td>Article 20</td><td>When the total number of shares stated in the proposal for the issuance of shares includes Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares, such shares shall be fully subscribed for in a single time at their respective offerings. If the shares cannot be fully subscribed for in a single time due to special circumstances, the shares may, subject to approval by the securities regulatory authority under the State Council, be issued in separate batches.</td><td>—</td><td>(Deleted this Article)</td></tr>
</table>

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 22	The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to the Company's Articles of Association. The Company may increase its capital in the following ways: (1) by offering new shares for subscription to unspecified investors; (2) by placing new shares to its existing shareholders; (3) by allotting new shares to its existing shareholders; (4) by capitalizing the common reserve fund; and (5) by other means as permitted by laws and administrative regulations. After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Company's Articles of Association, the issuance thereof shall be made in accordance with the relevant national laws, administrative regulations, the relevant requirements of the CBIRC and other regulatory authorities, and the procedures specified in these Articles of Association.	Article 22	The Company may, based on its operating and development needs, **and in accordance with laws and regulations,** ~~authorize the~~ increase ~~of~~ its capital **in the following ways** ~~pursuant to the Company's Articles of Association~~**, subject to resolution passed by the shareholders' meeting**~~.~~**:** ~~The Company may increase its capital in the following ways:~~ (1) by ~~offering~~ **issuing** ~~new~~ shares ~~for subscription~~ to unspecified ~~investors~~ **targets**; (2) by ~~placing new~~ **issuing** shares to ~~its existing shareholders~~ **specific targets**; (3) by allotting ~~new~~ **bonus** shares to its existing shareholders; (4) by capitalizing the common reserve fund; and (5) by other means as ~~permitted~~ **stipulated** by laws and administrative regulations**, and the CSRC**. ~~After t~~**T**he Company's increase of share capital by means of the issuance of new shares ~~has been approved in accordance with the provisions of the Company's Articles of Association, the issuance thereof~~ shall be made in accordance with the relevant national laws, administrative regulations, the relevant requirements of the ~~CBIRC~~ **insurance regulatory authority under the State Council** and other regulatory authorities, and the procedures specified in these Articles of Association.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Newly added		Article 23	**The substantial shareholders of the Company shall provide a long-term commitment in writing to the Company to replenish its capital when necessary, as part of the Company's capital planning.**
Chapter 4	Reduction of Capital and Repurchase of Shares	—	Consolidated to Chapter 3
Article 25	The Company must prepare a balance sheet and a list of its assets when it reduces its registered capital. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution for reduction of registered capital and shall publish an announcement in a newspaper within thirty (30) days of the date of such resolution. A creditor has the right, within thirty (30) days of receipt of the notice from the Company or, in the case of creditor who does not receive such notice, within forty-five (45) days of the date of announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.	Article 25	The Company ~~must~~ **will** prepare a balance sheet and a list of its assets when it reduces its registered capital. The Company shall notify its creditors within ten (10) days of the date ~~of~~ **when** the ~~Company's~~ resolution for reduction of registered capital **is made by the shareholder's meeting** and shall publish an announcement in a newspaper **or on the National Enterprise Credit Information Publicity System** within thirty (30) days of the date of such resolution. A creditor ~~has~~ **shall have** the right, within thirty (30) days of receipt of the notice from the Company or, in the case of creditor who does not receive such notice, within forty-five (45) days of the date of announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	The Company's registered capital shall not, after the reduction of capital, be less than the minimum amount required by law. The reduction by the Company of its registered capital shall be made in accordance with the Company Law, the relevant requirements of the CBIRC and other regulatory authorities, and the procedures specified in these Articles of Association.		The Company's registered capital shall not, after the reduction of capital, be less than the minimum amount required by law. **When the Company reduces its registered capital, it shall reduce the amount of capital contributions or shares in proportion to the shareholdings of the shareholders, unless otherwise stipulated by laws or these Articles of Association.** The reduction by the Company of its registered capital shall be made in accordance with the Company Law, the relevant requirements of the ~~CBIRC~~ **insurance regulatory authority under the State Council** and other regulatory authorities, and the procedures specified in these Articles of Association.
Newly added		Article 26	**If the reduction of the registered capital is in violation of the Company Law and other relevant requirements, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the responsible directors and senior management officers shall be liable for compensation.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 26	The Company may, in accordance with the procedures set out in the Company's Articles of Association and upon the approval by the relevant governing authority of the State or other regulatory authorities, repurchase its issued and outstanding shares under the following circumstances: (1) cancellation of shares for the purpose of reducing its registered capital; (2) merging with another company that holds shares in the Company; (3) applying shares for employee stock ownership plans or equity incentives; (4) any shareholder requesting the Company to repurchase his shares due to his objection to any resolution adopted at the shareholders' general meeting in respect of the merger or division of the Company; (5) applying shares for conversion into corporate bonds issued by the Company that are convertible into shares; (6) protecting the corporate value and the rights and interests of shareholders as the Company deems necessary; or (7) other circumstances permitted by laws and administrative regulations.	Article 27	The Company may, **subject to the requirements of laws, administrative regulations, and relevant regulatory or competent authorities and** in accordance with the procedures set out in the Company's Articles of Association ~~and upon the approval by the relevant governing authority of the State or other regulatory authorities~~, repurchase its issued and outstanding shares under the following circumstances: (1) ~~cancellation of shares for the purpose of~~ reducing its registered capital; (2) merging with another company that holds shares in the Company; ~~(3) applying shares for employee stock ownership plans or equity incentives;~~ (**3**~~4~~) any shareholder requesting the Company to repurchase his**/her** shares due to his**/her** objection to any resolution adopted at the shareholders' ~~general~~ meeting in respect of the merger or division of the Company; (**4**~~5~~) applying shares for conversion into corporate bonds issued by the Company that are convertible into shares; (**5**~~6~~) protecting the corporate value and the rights and interests of shareholders as the Company deems necessary; or (**6**~~7~~) other circumstances permitted by laws and administrative regulations.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 27	The Company may repurchase shares in any of the following ways, with the approval of the relevant governing authority of the State or other regulatory authorities: (1) by making a repurchase offer to all of its shareholders on a pro rata basis; (2) by repurchasing shares through public dealing on a stock exchange; (3) by repurchasing shares by means of an off-market agreement; or (4) by other ways that are permitted by laws, administrative regulations and securities regulatory authority of the State Council. Where the Company repurchases its own shares, it shall fulfill the obligation of information disclosure pursuant to the requirements of the Securities Law. Where the Company purchases its own shares in the circumstance described in sub-paragraph (3), (5) or (6) of Article 26 hereof, it shall conduct such purchases through centralized public transaction.	Article 28	The Company may ~~re~~purchase **its own** shares ~~in any of the following ways, with the approval of the relevant governing authority of the State or other regulatory authorities:~~ **through centralized public transaction, or other ways recognized by laws, administration regulations and the CSRC.** ~~(1) by making a repurchase offer to all of its shareholders on a pro rata basis;~~ ~~(2) by repurchasing shares through public dealing on a stock exchange;~~ ~~(3) by repurchasing shares by means of an off-market agreement; or~~ ~~(4) by other ways that are permitted by laws, administrative regulations and securities regulatory authority of the State Council.~~ ~~Where the Company repurchases its own shares, it shall fulfill the obligation of information disclosure pursuant to the requirements of the Securities Law.~~ Where the Company purchases its own shares in the circumstance described in sub-paragraph (~~3~~**4**)~~,~~ **or** (5) ~~or (6)~~ of Article ~~26~~**27** hereof, it shall conduct such purchases through centralized public transaction.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 28	The Company shall obtain the prior approval of the shareholders at a general meeting (in the manner provided in the Company's Articles of Association) before it can repurchase shares outside of the stock exchange by means of an off-market agreement. The Company may, by obtaining the prior approval of the shareholders at a general meeting (in the same manner as above), release, vary or waive its rights under an agreement that has been so entered into. ……	Article 29	The Company shall obtain the prior approval of the shareholders at a ~~general~~ **shareholders'** meeting (in the manner provided in the Company's Articles of Association) before it can repurchase shares outside of the stock exchange by means of an off-market agreement. The Company may, by obtaining the prior approval of the shareholders at a ~~general~~ **shareholders'** meeting (in the same manner as above), release, vary or waive its rights under an agreement that has been so entered into. ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 29	If the Company purchases its own shares due to any reason listed in sub-paragraph (1) or (2) of Article 26 hereof, it shall be resolved in a shareholders' general meeting. If the Company purchases its own shares in the circumstance described in sub-paragraph (3), (5) or (6) of Article 26, it may be resolved by more than two-thirds of the directors present at a meeting of the Board of Directors pursuant to these Articles of Association or the authorization given by a shareholders' general meeting. After the Company purchases its own shares in accordance with the requirements set out in Article 26 of these Articles of Association, and if the purchase is made as described in sub-paragraph (1) of Article 26, the shares purchased shall be cancelled within ten (10) days after the purchase. If the purchase is made as described in sub-paragraph (2) or (4), the shares purchased shall be transferred or cancelled within six (6) months. If the purchase is made as described in sub-paragraph (3), (5) or (6), the aggregate number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or cancelled within three (3) years. ……	Article 30	If the Company purchases its own shares due to any reason listed in sub-paragraph (1) or (2) of Article ~~26~~**27** hereof, it shall be resolved in a shareholders' ~~general~~ meeting. If the Company purchases its own shares in the circumstance described in sub-paragraph (**4**~~3~~); **or** (5) ~~or (6)~~ of Article ~~26~~**27**, it may be resolved by more than two-thirds of the directors present at a meeting of the Board of Directors~~ pursuant to these Articles of Association or the authorization given by a shareholders' general meeting~~. After the Company purchases its own shares in accordance with the requirements **under** ~~set out in~~ Article ~~26~~**27** of these Articles of Association, and if the purchase is made as described in sub-paragraph (1) of Article ~~26~~**27**, the shares purchased shall be cancelled within ten (10) days after the purchase. If the purchase is made as described in sub-paragraph (2) or (~~4~~**3**), the shares purchased shall be transferred or cancelled within six (6) months. If the purchase is made as described in sub-paragraph (~~3~~**4**); **or** (5)~~ or (6)~~, the aggregate number of shares held by the Company shall not exceed 10% of the total **number of** issued shares of the Company, and such shares shall be transferred or cancelled within three (3) years. ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	The Company shall report any change of its registered capital to the CBIRC for approval and complete the registration of such change with the registration authority according to law.		The Company shall report any change of its registered capital to the ~~CBIRC~~ **insurance regulatory authority under the State Council** for approval and complete the registration of such change with the registration authority according to law. **Where laws, administrative regulations, departmental rules, regulatory documents, or the relevant stock exchange or regulatory authority where the shares of the Company are listed otherwise provide in respect of the repurchase and cancellation of shares, such provisions shall prevail.**
Article 30	Unless the Company has entered the course of liquidation, it shall comply with the following provisions in relation to a repurchase of its issued shares: (1) where the Company repurchases shares at par value, payment shall be made out of book surplus of distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose; (2) where the Company repurchases shares of the Company at a premium to its par value, payment up to the par value shall be made out of book surplus of distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows: (I) if the shares being repurchased were issued at par value, payment shall be made out of the book surplus of its distributable profits;	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(II) if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus of its distributable profits or out of the proceeds of a new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new issue shall not exceed the aggregate amount of the premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's capital common reserve account (including the premiums on the new issue) at the time of the repurchase; (3) The Company shall make the following payment out of the Company's distributable profits: (I) payment for the acquisition of the right to repurchase its own shares; (II) payment for the variation of any contract for the repurchase of its shares; (III) payment for the release of its obligation(s) under any contract for the repurchase of shares; (4) After the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the account of Company's capital common reserve.		

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Chapter 5	Financial Assistance for Acquisition of Shares	—	Consolidated to Chapter 3
Article 31	The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or proposes to acquire shares in the Company. This includes any person who directly or indirectly incurs obligations as a result of acquiring shares in the Company (the "Obligor"). The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such person. This Article shall not apply to the circumstances specified in Article 33 of this Chapter.	Article 21	~~The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or proposes to acquire shares in the Company. This includes any person who directly or indirectly incurs obligations as a result of acquiring shares in the Company (the "Obligor").~~ ~~The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such person.~~ ~~This Article shall not apply to the circumstances specified in Article 33 of this Chapter.~~ **The Company or its subsidiaries (including its affiliates) shall not provide any financial assistance in the form of gifts, advances, guarantee or loans etc. to others for the acquisition of shares in the Company or its parent company.** **For the interests of the Company, upon a resolution of the shareholders' meeting, or a resolution of the Board of Directors in accordance with these Articles of Association or the authorization of the shareholders' meeting, the Company may provide financial assistance to others for the acquisition of shares in the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the Board of Directors shall be approved by more than two-thirds of all directors.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 32	For the purpose of this Chapter, "financial assistance" includes (but is not limited to) the following: (1) gift; (2) guarantee (including the assumption of liabilities by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the Obligor), compensation (other than the compensation in respect of the Company's own fault), or release or waiver of any rights; (3) provision of loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of the rights under, such loan or agreement; and (4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent. For the purpose of this Chapter, "assumption of obligations" includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the Obligor or jointly with other persons) or by any other means which results in a change in the financial situation.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 33	The following actions shall not be deemed to be activities prohibited by Article 31 of this Chapter: (1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of financial assistance is an incidental part of a particular plan of the Company; (2) the lawful distribution of the Company's assets by way of dividend; (3) the distribution of share dividends; (4) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the shareholding structure of the Company effected in accordance with the Company's Articles of Association; (5) the lending of money by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits); and (6) contributions made by the Company to the employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits).	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Chapter 6	Share Certificates and Register of Shareholders	—	Consolidated to Chapter 3 and Chapter 5
Article 34	The share certificates of the Company shall be in registered form. The share certificates of the Company shall, in addition to the matters required by the Company Law and the Special Regulations, also contain other matters required to be stated therein by the stock exchange(s) on which the Company's shares are listed.	Article 20	~~The s~~**S**hare**s issued by** ~~certificates of~~ the Company shall be ~~in~~ registered **shares** ~~form~~. The share certificates of the Company shall, in addition to the matters required by the Company Law ~~and the Special Regulations~~, also contain other matters required to be stated therein by the stock exchange(s) on which the Company's shares are listed.
Article 35	Share certificates of the Company shall be signed by the Chairman of the Company's Board of Directors. Where the stock exchange(s) on which the Company's shares are listed require other senior management officer(s) of the Company to sign on the share certificates, the share certificates shall also be signed by such senior management officer(s). The share certificates shall take effect after being sealed or printed with the seal of the Company. The share certificates shall only be sealed with the Company's seal under the authorization of the Board of Directors. The signatures of the Chairman of the Board of Directors or other senior management officer(s) may be printed in mechanical form.	—	(Deleted this Article)
Article 36	The Company shall not accept its shares being held as security under a pledge.	Article 32	The Company shall not accept its shares being held as security under a pledge.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 37	Shares of the Company may be legally transferred but the transfer must be in compliance with the relevant requirements of the CBIRC and the relevant regulatory authorities and the provisions of these Articles of Association. The directors, supervisors, president, vice president and other senior management officers of the Company shall report to the Company their shareholdings in the Company and any changes thereto, and shall not transfer more than 25% of their total shares in the Company each year during their terms of office, save for the changes in shareholding caused by judicial enforcement, inheritance, bequest and legal division of assets. Any of the directors, supervisors, presidents, vice presidents and other senior management officers of the Company who holds not more than 1,000 shares in the Company may transfer all of their shares at one time without being subject to the restriction on transfer ratio as mentioned above. Under any of the following circumstances, the directors, supervisors, president, vice president and other senior management officers of the Company shall not transfer their shares in the Company:	Article 33	Shares of the Company ~~may~~ **shall** be legally transferred**, and such** ~~but the~~ transfer must be in compliance with **laws, regulations,** the relevant requirements of the relevant regulatory authorities **of the State** and the provisions of these Articles of Association. The directors, ~~supervisors,~~ president, vice president**s** and other senior management officers of the Company shall report to the Company their shareholdings in the Company and any changes thereto, and shall not transfer more than 25% of their total shares in the Company each year during their terms of office **as determined at the time of assuming office**, save for the changes in shareholding caused by judicial enforcement, inheritance, bequest and legal division of assets. Any of the directors, ~~supervisors,~~ presidents, vice presidents and other senior management officers of the Company who holds not more than 1,000 shares in the Company may transfer all of their shares at one time without being subject to the restriction on transfer ratio as mentioned above. Under any of the following circumstances, the directors, ~~supervisors,~~ president, vice president**s** and other senior management officers of the Company shall not transfer their shares in the Company:

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(1) within one (1) year of the date of listing of the Company's shares; (2) within six (6) months after the directors, supervisors, president, vice president and other senior management officers of the Company leave office; (3) if the directors, supervisors, president, vice president and other senior management officers of the Company undertake not to transfer any share during a certain period, within such period; or (4) other circumstances as set out by laws, regulations, the securities regulatory authority under the State Council and the stock exchanges.		(1) within one (1) year of the date of listing of the Company's shares; (2) within six (6) months after the directors, ~~supervisors,~~ president, vice presidents and other senior management officers of the Company leave office; (3) if the directors, ~~supervisors,~~ president, vice presidents and other senior management officers of the Company undertake not to transfer any share during a certain period, within such period; or (4) other circumstances as set out by laws, regulations, the securities regulatory authority under the State Council and the stock exchanges. **If shares are pledged during the period in which their transfer is restricted by laws and administrative regulations, the pledgee shall not exercise the pledge rights during the restricted transfer period.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 38	Where directors, supervisors, president, vice president and other senior management officers of the Company and shareholders holding more than 5% of the shares in the Company sell their shares in the Company within a period of six (6) months following the purchase of such shares, or where they repurchase them within a period of six (6) months following the sale of their shares, the proceeds obtained therefrom shall belong to the Company and be recovered by the Board of Directors of the Company. However, the six-month period restrictions shall not apply to any sale of the shares by a securities company that holds more than 5% of the shares in the Company due to its purchase of any remaining shares as an underwriter after sale. Where the Board of Directors of the Company fails to comply with the foregoing, the shareholders shall have the right to demand the Board of Directors to do so within thirty (30) days. If the Board of Directors of the Company fails to do so within the prescribed time period, the shareholders shall have the right to directly initiate legal proceedings at the people's court in their own names for the interest of the Company. Where the Board of Directors of the Company does not act as provided in the first paragraph above, the responsible directors shall be jointly and severally liable.	Article 34	Where directors, ~~supervisors,~~ president, vice president**s** and other senior management officers of the Company and shareholders holding more than 5% of the shares in the Company sell their shares in the Company **or other securities with an equity nature** within a period of six (6) months following the purchase of such shares **or other securities**, or where they repurchase them within a period of six (6) months following the sale of their shares **or other securities**, the proceeds obtained therefrom shall belong to the Company and be recovered by the Board of Directors of the Company. However, ~~the six-month period restrictions shall not apply to any sale of the shares by~~ a securities company that holds more than 5% of the shares in the Company due to its purchase of any remaining shares as an underwriter after sale**, and other circumstances stipulated by the CSRC are excluded.** **The shares or other securities with an equity nature held by directors, president, vice presidents, other senior management officers and natural person shareholders referred to in the preceding paragraph include the shares or other securities with an equity nature held by their spouses, parents, children, and any of the above which is held by using others' accounts.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			Where the Board of Directors of the Company fails to comply with the ~~foregoing~~ **first paragraph of this Article**, the shareholders shall have the right to demand the Board of Directors to do so within thirty (30) days. If the Board of Directors of the Company fails to do so within the prescribed time period, the shareholders shall have the right to directly initiate legal proceedings at the people's court in their own names for the interest of the Company. Where the Board of Directors of the Company does not act as provided in the first paragraph **of this Article**, the responsible directors shall be jointly and severally liable.
Article 39	The Company shall keep a register of shareholders which shall contain the following particulars: (1) the name (title), the address (residence), the occupation or nature of each shareholder; (2) the class and quantity of shares held by each shareholder; (3) the amount paid up or agreed to be paid up for the shares held by each shareholder; (4) the share certificate number of the shares held by each shareholder; (5) the date on which each shareholder was entered in the register as a shareholder of the Company; and (6) the date on which each shareholder ceases to be a shareholder.	Article 37	**The Company shall establish a register of shareholders based on the certificates provided by the securities registration and settlement institution, which shall serve as sufficient evidence of shareholders' ownership of the Company's shares. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold; shareholders holding the same class of shares shall enjoy equal rights and assume the same obligations.** **The Company shall prepare and maintain a register of shareholders at the Company. The register of shareholders shall include the following particulars:** **(1) the name and address of the shareholder;** **(2) the class and number of shares subscribed by each shareholder;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.		**(3) the serial number of the share certificate, if shares are issued in paper form; and** **(4) the date on which each shareholder acquired the shares.** ~~The Company shall keep a register of shareholders which shall contain the following particulars:~~ ~~(1) the name (title), the address (residence), the occupation or nature of each shareholder;~~ ~~(2) the class and quantity of shares held by each shareholder;~~ ~~(3) the amount paid up or agreed to be paid up for the shares held by each shareholder;~~ ~~(4) the share certificate number of the shares held by each shareholder;~~ ~~(5) the date on which each shareholder was entered in the register as a shareholder of the Company; and~~ ~~(6) the date on which each shareholder ceases to be a shareholder.~~ ~~Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 40	The Company may, in accordance with mutual understanding and agreements made between the securities regulatory authority under the State Council and overseas securities regulatory authorities, maintain the register of shareholders of Overseas-Listed Foreign-Invested Shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders for holders of H Shares shall be maintained in Hong Kong. A duplicate copy of the register of shareholders for the holders of Overseas-Listed Foreign-Invested Shares shall be maintained at the Company. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate copy of the register of shareholders at all times. If there is any inconsistency between the original and the duplicate copy of the register of shareholders for the holders of Overseas-Listed Foreign-Invested Shares, the original register of shareholders shall prevail.	—	(Deleted this Article)
Article 41	The Company shall maintain a complete register of shareholders, ……	Article 38	The Company shall maintain a complete register of shareholders **available for inspection by shareholders**. ……
Article 44	Where laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or regulatory authority of the place where the shares of the Company are listed stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or the record date of the Company for the purpose of distribution of dividends, such provisions shall prevail.	Article 41	Where laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or regulatory authority of the place where the shares of the Company are listed stipulate on the period of closure of the register of shareholders prior to a shareholders' ~~general~~ meeting or the record date of the Company for the purpose of distribution of dividends, such provisions shall prevail.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 45	When the Company needs to determine the rights attached to the shares of the Company for the purposes of convening a shareholders' general meeting, dividend distribution, liquidation, or for any other purpose, the Board of Directors shall decide on a date for the determination of rights attached to the shares of the Company. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such date.	Article 42	When the Company needs to determine the ~~rights attached to the shares of the Company~~ **shareholder identity** for the purposes of convening a shareholders' ~~general~~ meeting, dividend distribution, liquidation, or for any other purpose, the Board of Directors **or the convenor of the shareholders' meeting** shall ~~decide on a~~ **determine the record** date **for share registration** ~~for the determination of rights attached to the shares of the Company~~. ~~The s~~**S**hareholders **registered in the register of shareholders at the close of business on the record date** ~~of the Company~~ shall be **entitled to the relevant rights** ~~such persons who appear in the register of shareholders at the close of such date~~.
Article 47	…… An application by a holder of Domestic-Invested Shares, who has lost his/her share certificate, for a replacement share certificate shall be dealt with in accordance with Article 143 of the Company Law. …… The issue of a replacement share certificate to a holder of H Shares, who has lost his/her share certificate, shall comply with the following requirements:	Article 44	…… An application by a holder of Domestic-Invested Shares, who has lost his/her share certificate, for a replacement share certificate shall be dealt with in accordance with ~~Article 143~~ **the relevant requirements** of the Company Law. …… The issue of a replacement share certificate to a holder of H Shares, who has lost his/her share certificate, shall comply with the following requirements:

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the ground upon which the application is made and the circumstances and evidence of the loss, and declaring that no other person is entitled to have his/her name entered in the register of shareholders in respect of the Relevant Shares; (2) The Company must not have received any declaration made by any person other than the applicant declaring that his/her name shall be entered into the register of shareholders in respect of such shares before it may issue a replacement share certificate to the applicant; (3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) days in such newspaper as prescribed by the Board of Directors; (4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published, and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of ninety (90) days.		(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the ground upon which the application is made and the circumstances and evidence of the loss, and declaring that no other person is entitled to have his/her name entered in the register of shareholders in respect of the Relevant Shares; (2) The Company must not have received any declaration made by any person other than the applicant declaring that his/her name shall be entered into the register of shareholders in respect of such shares before it may issue a replacement share certificate to the applicant; (3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) days in such newspaper as prescribed by the Board of Directors; (4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published, and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of ninety (90) days.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published. (5) If, by the expiration of the 90-day period referred to the paragraphs (3) and (4) of this Article, the Company has not received any challenge from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his/her application; (6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the Original Share Certificate and record the cancellation of the Original Share Certificate and the issuance of a replacement share certificate in the register of shareholders accordingly; and (7) All expenses relating to the cancellation of an Original Share Certificate and the issuance of a replacement share certificate shall be borne by the applicant, and the Company shall be entitled to refuse to take any action until reasonable security is provided by the applicant therefor.		In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published. (5) If, by the expiration of the 90-day period referred to the paragraphs (3) and (4) of this Article, the Company has not received any challenge from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his/her application; (6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the Original Share Certificate and record the cancellation of the Original Share Certificate and the issuance of a replacement share certificate in the register of shareholders accordingly; and (7) All expenses relating to the cancellation of an Original Share Certificate and the issuance of a replacement share certificate shall be borne by the applicant, and the Company shall be entitled to refuse to take any action until reasonable security is provided by the applicant therefor.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 50	The Company shall establish the committee of the Communist Party of China Life Insurance Company Limited (the "Party Committee"). The Party Committee shall consist of one (1) secretary, one (1) deputy secretary and several other members. The roles of the Chairman of the Board of Directors and the secretary to the Party Committee shall be held by the same person. If, however, the Chairman of the Board of Directors mainly works at the shareholder entity, the roles of the president and the secretary to the Party Committee may also be held by the same person. One (1) deputy secretary shall be designated to assist the secretary in carrying out the Party building work. Eligible members of the Party Committee may take seats in the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible Party members among the members of the Board of Directors, the Board of Supervisors and the senior management may take seats in the Party Committee in accordance with the relevant rules and procedures. A discipline inspection committee shall also be established in accordance with the relevant requirements.	Article 35	The Company shall establish the committee of the Communist Party of China Life Insurance Company Limited (the "Party Committee"). The Party Committee shall consist of one (1) secretary, one (1) **to two (2)** deputy secretary**(ies)** and several other members. The roles of ~~the Chairman of the Board of Directors and~~ the secretary to the Party Committee **and the Chairman of the Board of Directors** shall be held by the same person. If, however, the Chairman of the Board of Directors mainly works at the shareholder entity, the roles of ~~the president and~~ the secretary to the Party Committee **and the president** may also be held by the same person. One (1) deputy secretary shall be designated to assist the secretary in carrying out the Party building work. Eligible members of the Party Committee may take seats in the Board of Directors~~, the Board of Supervisors~~ and the senior management through legal procedures, while eligible Party members among the members of the Board of Directors~~, the Board of Supervisors~~ and the senior management may take seats in the Party Committee in accordance with the relevant rules and procedures. A discipline inspection committee shall also be established in accordance with the relevant requirements. **The Company is committed to unifying the strengthening of the Party's leadership with the enhancement of corporate governance, embedding the Party's leadership into all aspects of corporate governance, and driving the Company's high-quality development through high-quality Party building.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 51	The Party Committee shall perform the following duties in accordance with the internal rules and regulations of the Party such as the Constitution of the Communist Party of China: (1) To ensure and supervise the Company's implementation of guidelines and policies of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of the Party organizations of higher levels;	Article 36	The Party Committee shall perform the following duties in accordance with the internal rules and regulations of the Party such as the Constitution of the Communist Party of China: (1) To **uphold the centralized and unified leadership of the Central Committee of the Party over financial work, thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthen the Company's political development under the Party, adhere to and implement the fundamental, basic, and important systems of socialism with Chinese characteristics,** ensure and supervise the Company's implementation of guidelines and policies of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of the Party organizations of higher levels;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(2) To strengthen its leadership and gate keeping role in the process of selection and appointment of personnel, focus on standards, procedures, inspections, recommendations and supervision, and adhere to the principle of the Party supervising the performance of officials while ensuring the lawful selection by the Board of Directors of the senior management and the lawful exercise of the power of the senior management in the employment of personnel; (3) To research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employees' interests, and provide comments and suggestions; to support the shareholders' general meeting, the Board of Directors, the Board of Supervisors and the senior management in performing their duties in accordance with law, and support the employee representative meeting in carrying out its work;		(2) To strengthen its leadership and gate keeping role in the process of selection and appointment of personnel, **adhere to the standards of political excellence, competence, and style of work,** focus **on building the leadership team, cadre, and talent pool of the Company, manage** standards, procedures, inspections, recommendations and supervision, ~~and~~ adhere to the principle of the Party supervising the performance of officials while ensuring the lawful selection by the Board of Directors of the senior management and the lawful exercise of the power of the senior management in the employment of personnel, **and cultivate a high-quality, professional financial cadre team that is loyal, clean, and responsible**; (3) To research and discuss the reform, development and stability of the Company, major operational and management issues, **prevent and mitigate financial risks** and major issues concerning employees' interests, and provide comments and suggestions; to support the shareholders' ~~general~~ meeting, the Board of Directors~~, the Board of Supervisors~~ and the senior management in performing their duties in accordance with law, and support the employee representative meeting in carrying out its work;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(4) To undertake the main responsibility of comprehensive and strict Party management; to lead the Company's ideological and political work, united front work, spiritual civilization construction, corporate culture cultivation, as well as the work of groups such as the labor union and the Communist Youth League; to lead the construction of the Party's working style and its clean and honest administration, and support the discipline inspection committee in earnestly performing its supervisory responsibilities; (5) To strengthen the Company's grassroots Party organizations and their team building, give full play to the role of the Party branches as strongholds and to the role of the Party members as pioneers and fine examples, and unite and lead officials and employees to devote themselves into the reform and development of the Company; and (6) To handle other important matters within the scope of duties of the Party Committee.		(4) To undertake the main responsibility of comprehensive and strict Party management; to lead the Company's ideological and political work, united front work, spiritual civilization construction, corporate culture cultivation, as well as the work of groups such as the labor union and the Communist Youth League; to lead the construction of the Party's working style and its clean and honest administration, **strengthen the construction of the Company's integrity culture** and support the discipline inspection committee in earnestly performing its supervisory responsibilities; (5) To strengthen the Company's grassroots Party organizations and their team building, give full play to the role of the Party branches as strongholds and to the role of the Party members as pioneers and fine examples, and unite and lead officials and employees to devote themselves into the reform and development of the Company; and (6) To handle other important matters within the scope of duties of the Party Committee. **The Company continuously enhances its democratic management system under the leadership of the Party organization, with the employee representative meeting as the fundamental form. Major decisions shall incorporate employee feedback, and significant matters affecting employees' vital interests must be deliberated by the employee representative meeting or employee assembly, ensuring that employee representatives participate in corporate governance in a lawful and orderly manner.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Chapter 8	Shareholders' Rights and Obligations	Chapter 5	Shareholders and Shareholders' Meetings Section 1 General Provisions for Shareholders Section 2 Controlling Shareholders and Actual Controllers Section 3 Shareholders' Meeting Section 4 Special Procedures for Class Shareholder Voting
Article 52	A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him/her. Shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.	Article 47	A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him/her. Shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.
Article 53	The ordinary shareholders of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to request, convene, preside over, attend or appoint a proxy to attend shareholders' general meetings and to vote thereat according to law; (3) the right that enables the shareholders individually or jointly holding 3% or more of the Company's shares to nominate directors or supervisors; ……	Article 48	The ordinary shareholders of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to request to **hold**, convene, preside over, attend or appoint a proxy to attend shareholders' ~~general~~ meetings **and speak at such meetings** and to vote thereat according to law; (3) the right that enables the shareholders individually or jointly holding 3% or more of **the total number of** the Company's **voting** shares to nominate directors ~~or supervisors~~; ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(5) the right to transfer, donate or pledge shares in accordance with laws, administrative regulations, and provisions of the Company's Articles of Association; (6) the right to obtain relevant information in accordance with provisions of the Company's Articles of Association, including: (I) the right to obtain a copy of the Company's Articles of Association, subject to payment of costs; and (II) the right to inspect and copy, subject to payment of a reasonable fee: (i) all parts of the register of shareholders; (ii) personal particulars of directors, supervisors, president, vice presidents and other senior management officers of the Company, including: a. present and former name and alias; b. principal address (place of residence); c. nationality; d. primary and all other part-time occupations and duties; e. identification documents and numbers thereof.		(5) the right to transfer, donate or pledge shares in accordance with laws, administrative regulations, and provisions of the Company's Articles of Association; ~~(6) the right to obtain relevant information in accordance with provisions of the Company's Articles of Association, including:~~ ~~(I) the right to obtain a copy of the Company's Articles of Association, subject to payment of costs; and~~ ~~(II) the right to inspect and copy, subject to payment of a reasonable fee:~~ ~~(i) all parts of the register of shareholders;~~ ~~(ii) personal particulars of directors, supervisors, president, vice presidents and other senior management officers of the Company, including:~~ ~~a. present and former name and alias;~~ ~~b. principal address (place of residence);~~ ~~c. nationality;~~ ~~d. primary and all other part-time occupations and duties;~~ ~~e. identification documents and numbers thereof.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(iii) financial reports; (iv) report on the state of the Company's share capital; (v) reports showing the aggregate par value, number of shares, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose; (vi) minutes of shareholders' general meetings; (vii) counterfoils of company debt securities, resolutions of the Board of Directors' meetings, resolutions of the Board of Supervisors' meetings;		~~(iii) financial reports;~~ ~~(iv) report on the state of the Company's share capital;~~ ~~(v) reports showing the aggregate par value, number of shares, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;~~ ~~(vi) minutes of shareholders' general meetings;~~ ~~(vii) counterfoils of company debt securities, resolutions of the Board of Directors' meetings, resolutions of the Board of Supervisors' meetings;~~ **(6) inspect and make a copy of the Company's Articles of Association, the register of shareholders, minutes of the shareholders' meetings, the resolutions of meetings of the Boards of Directors and the financial and accounting reports, and (shareholders who meet the relevant requirements may) inspect the accounting books and vouchers of the Company;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(7) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held; (8) the right to request the Company to purchase shares held by the shareholders if such shareholders object to the resolution on the merger or division of the Company at the shareholders' general meeting; (9) the right to request the record and change of the register of members; (10) the right to file a suit to the people's court against acts which are detrimental to the Company's interest or have infringed the lawful rights and interest of shareholders and to claim the relevant rights pursuant to the Company Law or other applicable laws and administrative regulations; and (11) other rights conferred by laws, administrative regulations and the Company's Articles of Association.		(7) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held; (8) the right to request the Company to purchase shares held by the shareholders if such shareholders object to the resolution on the merger or division of the Company at the shareholders' ~~general~~ meeting; (9) the right to request the record and change of the register of members; (10) the right to file a suit to the people's court against acts which are detrimental to the Company's interest or have infringed the lawful rights and interest of shareholders and to claim the relevant rights pursuant to the Company Law or other applicable laws and administrative regulations; and (11) other rights conferred by laws, administrative regulations and the Company's Articles of Association.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Shareholders who submit a request to access or inspect any information mentioned in the preceding paragraph shall provide to the Company such relevant written documents to prove the class and number of shares they hold in the Company. The Company shall provide such information as requested by the shareholders after verifying their identity.		Shareholders who ~~submit a request~~ **require** to ~~access or~~ inspect **and reproduce relevant materials of the Company** ~~any information mentioned in the preceding paragraph~~ shall **comply with the Company Law, the Securities Law and other laws, administrative regulations and the requirements of stock exchanges, and** provide to the Company such relevant written documents to prove the class and number of shares they hold in the Company. The Company shall provide such information as requested by the shareholders after verifying their identity. **If a shareholder requires to inspect the accounting books and vouchers of the Company, he/she shall submit a written request to the Company, specifying the purpose. Should the Company have reasonable grounds to believe that the shareholder's inspection of the accounting books and vouchers is for an improper purpose that could potentially harm the lawful interests of the Company, it may deny access to the requested documents, and shall reply to the shareholder in writing within fifteen (15) days from the date of the shareholder's written request, stating the reasons therefor.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 54	If any resolution of the shareholders' general meeting or the Board of Directors of the Company violates the laws or administrative regulations, the shareholders shall have the right to submit to a people's court to nullify such resolution. The controlling shareholder or actual controller of the Company shall not restrict or hinder medium and small investors from exercising their rights to vote, or harm the legitimate interest of the Company or the medium and small investors. If the convening procedures or voting methods for the shareholders' general meeting or the Board meeting violate the laws, administrative regulations, these Articles of Association, or any content of the resolution thereof violates these Articles of Association, the shareholders shall have the right to request a people's court to revoke the resolution within sixty (60) days after such a resolution is made.	Article 49	If any resolution of the shareholders' ~~general~~ meeting or the Board of Directors of the Company violates the laws or administrative regulations, the shareholders shall have the right to submit to a people's court to nullify such resolution. The controlling shareholder or actual controller of the Company shall not restrict or hinder medium and small investors from exercising their rights to vote, or harm the legitimate interest of the Company or the medium and small investors. If the convening procedures or voting methods for the shareholders' ~~general~~ meeting or the Board meeting violate the laws, administrative regulations, these Articles of Association, or any content of the resolution thereof violates these Articles of Association, the shareholders ~~shall have the right to~~ **may** request a people's court to revoke the resolution within sixty (60) days after such a resolution is made. **However, this shall not apply when there are only minor defects in the convening procedures or voting method of the shareholders' meeting or Board meeting that do not materially affect the resolution.** **Shareholders who were not notified of the shareholders' meeting may request the people's court to revoke the resolution within sixty (60) days from the date they knew or should have known of the resolution. If the right to revoke is not exercised within one year from the date the resolution was made, the right to revoke shall be extinguished.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			Where the Board of Directors, shareholders and other relevant parties dispute the validity of a resolution of the shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgment or ruling to revoke the resolution, the relevant parties shall execute the resolution of the shareholders' meeting. The Company, its directors and senior management officers shall fulfill their duties in good faith to ensure the normal operation of the Company. If the people's court makes a judgment or ruling on the relevant matters, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, and the requirements of the CSRC and the stock exchanges, fully explain the impacts and actively cooperate with the enforcement of the judgment or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the Company shall fulfill corresponding information disclosure obligations. **A resolution of the shareholders' meeting or the Board of Directors shall be deemed invalid under any of the following circumstances:**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(1) the resolution was made without convening a shareholders' meeting or a Board meeting; **(2) the resolution was not voted on at the shareholders' meeting or the Board meeting;** **(3) the number of attendees or the voting rights held did not meet the requirements stipulated by the Company Law or these Articles of Association; or** **(4) the number of persons agreeing to the resolution or the voting rights held did not meet the requirements stipulated by the Company Law or these Articles of Association.**
Article 55	If the directors, president, vice president and other senior management officers of the Company, while performing their duties of the Company, violate any laws, administrative regulations or provisions of these Articles of Association, resulting in losses to the Company, any shareholders individually or jointly holding more than 1% of the shares in the Company for a consecutive period of one hundred and eighty (180) days shall have the right to request the Board of Supervisors in writing to initiate legal proceedings at a people's court. If the Board of Supervisors, while performing its duties of the Company, violates any laws, administrative regulations or provisions of these Articles of Association, resulting in losses to the Company, the shareholders may request the Board of Directors in writing to initiate legal proceedings at a people's court.	Article 50	If the directors **who are not members of the audit committee**, president, vice president**s** and other senior management officers of the Company, while performing their duties ~~of the Company~~, violate any laws, administrative regulations or provisions of these Articles of Association, resulting in losses to the Company, any shareholders individually or jointly holding more than 1% of the shares in the Company for a consecutive period of one hundred and eighty (180) days shall have the right to request the ~~Board of Supervisors~~ **audit committee** in writing to initiate legal proceedings at a people's court. If the ~~Board of Supervisors~~ **members of the audit committee**, while performing ~~its~~ **their** duties of the Company, violate any laws, administrative regulations or provisions of these Articles of Association, resulting in losses to the Company, the **aforesaid** shareholders may request the Board of Directors in writing to initiate legal proceedings at a people's court.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Where the Board of Supervisors or the Board of Directors refuses to initiate legal proceedings after the receipt of the written request from the shareholders referred to in the preceding paragraph, or does not initiate legal proceedings within thirty (30) days after the receipt of the request, or where it is an emergency and not initiating legal proceedings forthwith will cause irreparable damage to the Company's interest, the shareholders referred to in the preceding paragraph shall have the right to directly initiate legal proceedings in their own names at a people's court for the benefit of the Company. If any other party infringes upon the Company's legitimate rights and interests, resulting losses to the Company, the shareholders referred to in the first paragraph of this Article may initiate legal proceedings at a people's court according to the preceding two paragraphs.		Where the ~~Board of Supervisors~~ **audit committee** or the Board of Directors refuses to initiate legal proceedings after the receipt of the written request from the shareholders referred to in the preceding paragraph, or does not initiate legal proceedings within thirty (30) days after the receipt of the request, or where it is an emergency and not initiating legal proceedings forthwith will cause irreparable damage to the Company's interest, the shareholders referred to in the preceding paragraph shall have the right to directly initiate legal proceedings in their own names at a people's court for the benefit of the Company. If any other party infringes upon the Company's legitimate rights and interests, resulting in losses to the Company, the shareholders referred to in the first paragraph of this Article may initiate legal proceedings at a people's court according to the preceding two paragraphs.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			If the directors, supervisors, or senior management officers of a wholly-owned subsidiary of the Company, while performing their duties, violate any laws, administrative regulations, or provisions of these Articles of Association, resulting in losses to the wholly-owned subsidiary of the Company, or if any other party infringes upon the legitimate rights and interests of the wholly-owned subsidiary, causing losses to the wholly-owned subsidiary of the Company, shareholders who have individually or jointly held more than 1% of the Company's shares for a consecutive period of one hundred and eighty (180) days may, in accordance with the provisions of the preceding three paragraphs, submit a written request to the Board of Supervisors (or the audit committee, if no Board of Supervisory is established) or the Board of Directors of the wholly-owned subsidiary to initiate legal proceedings at a people's court, or may directly initiate legal proceedings in their own name at a people's court.
Article 56	…… In the event that any director, supervisor or senior management officer violates laws and regulations, regulatory requirements or these Articles of Association to the detriment to the interests of the Company or shareholders, shareholders shall have the right to report the issue directly to the CBIRC.	Article 51	…… In the event that any director~~, supervisor~~ or senior management officer violates laws and regulations, regulatory requirements or these Articles of Association to the detriment to the interests of the Company or shareholders, shareholders shall have the right to report the issue directly to the ~~CBIRC~~ **insurance regulatory authority under the State Council**.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 57	The ordinary shareholders of the Company shall assume the following obligations: (1) to comply with laws and regulations, regulatory requirements and the Company's Articles of Association; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) the capital contribution and holding of shares shall comply with the regulatory requirements and shares shall not be held on behalf of others and in excess of the prescribed ratio; (4) not to return any shares unless otherwise provided by laws or regulations; (5) to be liable for the Company's liabilities to the extent of the shares they have subscribed; (6) not to abuse the shareholders' rights to impair the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the shareholders' limited liability to impair the interest of creditors of the Company. Shareholders of the Company shall be liable for making compensation for any loss suffered by the Company or other shareholders arising from their abuse of shareholders' rights in accordance with law.	Article 52	The ordinary shareholders of the Company shall assume the following obligations: (1) to comply with laws and regulations, regulatory requirements and the Company's Articles of Association; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription**, using legally sourced funds owned by themselves, and not using entrusted funds, debt funds, or other non-self-owned funds, unless otherwise stipulated by laws, regulations, or regulatory systems**; (3) **shareholding behaviour, including** the ~~capital contribution~~ **shareholding ratio** and ~~holding of shares~~ **the number of shareholding institutions,** shall comply with the regulatory requirements**,** and ~~share~~ **shareholders** shall not **authorize or be authorized by another person to hold shares of the Company or hold shares** ~~held on behalf of others and~~ in excess of the prescribed ratio; (4) not to ~~return any shares~~ **withdraw their capital contributions** unless otherwise provided by laws or regulations; (5) to be liable for the Company's liabilities to the extent of the shares they have subscribed;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Shareholders of the Company who abuse the independent legal person status of the Company and the shareholders' limited liability to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company. (7) shareholders shall support the Company to improve its solvency when the solvency of the Company fails to satisfy the regulatory requirements; (8) shareholders who hold more than 5% of shares of the Company shall inform the Company of the identity of their controlling shareholders and actual controllers, and shall also inform the Company in writing of any changes of their controlling shareholders or actual controllers, as well as their connected parties and connected relationship after such changes, within five (5) working days upon occurrence of the changes, and perform the procedures in accordance with regulatory requirements; when the Company's shares held by shareholders and the persons acting in concert with them reach or exceed 5% of the issued shares of the Company, they shall perform the procedures in accordance with the relevant laws and regulations such as the Securities Law;		(6) **shareholders and their controlling shareholders or actual controllers shall** not ~~to~~ abuse ~~the~~ shareholders' rights **or use connected relationships** to impair the **legitimate rights and** interests of the Company, ~~or~~ other shareholders **and stakeholders, nor interfere with the decision-making and management rights of the Board of Directors and senior management as stipulated in the Company's Articles of Association, nor bypass the Board of Directors and senior management to directly interfere in the Company's operations and management**; ~~not~~ **nor** ~~to~~ abuse the independent legal person status of the Company and the shareholders' limited liability to impair the interest of creditors of the Company. ~~Shareholders of the Company shall be liable for making compensation for any loss suffered by the Company or other shareholders arising from their abuse of shareholders' rights in accordance with law.~~ ~~Shareholders of the Company who abuse the independent legal person status of the Company and the shareholders' limited liability to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company.~~ (7) shareholders shall support the Company to improve its solvency when the solvency of the Company fails to satisfy the regulatory requirements;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(9) in the event that shareholders who hold more than 5% of shares of the Company are involved in significant matters such as merger, division, dissolution, bankruptcy, closure, being taken over, or the occurrence of changes in their legal representative, company name, place of operation, business scope and other significant matters, they shall inform the Company in writing within fifteen (15) working days after the occurrence of the foregoing; (10) to obey and implement the resolutions passed at the shareholders' general meetings; (11) to cooperate with regulatory authorities to carry out investigations and risk disposition in the event of the occurrence of a risk event or a material non-compliance of the Company; (12) shareholders who pledge their shares in the Company shall not prejudice the interests of other shareholders and the Company, and shall not agree to allow pledgees or their connected parties to exercise their voting rights; (13) other obligations imposed by laws, administrative regulations and the Company's Articles of Association. Shareholders shall not be liable to make any further contribution to the share capital, other than the conditions agreed by the subscribers of shares at the time of subscription.		(8) shareholders who hold more than 5% of shares of the Company shall**, in accordance with laws, regulations and regulatory requirements, truthfully** inform the Company of ~~the identity~~ **their financial information, equity structure, source of funds to acquire shares, controlling shareholder, actual controller, connected parties, person acting in concert, ultimate beneficiary, investment in other financial institutions, and other information;** **(9) where there is a change in**~~of their~~ the controlling shareholder~~s, and~~ actual controller~~s~~**, connected parties, person acting in concert or ultimate beneficiary of a shareholder holding more than 5% of the Company's shares, the relevant shareholder** ~~and~~ shall ~~also~~ inform the Company in writing of ~~any~~ the changes ~~of their controlling shareholders or actual controllers~~, as well as ~~their~~ **the** ~~related~~ **connected** parties and connected relationship after such change~~s~~, within five (5) working days ~~upon occurrence of the changes~~, and perform the procedures in accordance with regulatory requirements; when the Company's shares held by shareholders and the persons acting in concert with them reach or exceed 5% of the issued shares of the Company, they shall perform the procedures in accordance with the relevant laws and regulations such as the Securities Law;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(~~9~~**10**) in the event that shareholders who hold more than 5% of shares of the Company are involved in ~~significant matters such as a~~ merger~~,~~ **or** division**, are ordered to suspend business for rectification, designation of trusteeship, takeover, cancellation, etc., or enter into** dissolution, **liquidation,** bankruptcy **proceedings**, closure~~, being taken over~~, or **experience** ~~the occurrence of~~ changes **to material issues such as** ~~in~~ their legal representatives, company names, place of operation~~,~~ **and** business scope ~~and other significant matters~~, they shall inform the Company in writing **in accordance with laws, regulations and regulatory requirements** within fifteen (15) working days after the occurrence of the foregoing; (~~10~~**11**) to obey and implement the resolutions passed at the shareholders' ~~general~~ meetings; (~~11~~**12**) to cooperate with regulatory authorities to carry out investigations and risk disposition in the event of the occurrence of a risk event or a material non-compliance of the Company; (~~12~~**13**) shareholders who **transfer or** pledge their shares in the Company**, or carry out connected transactions with the Company,** shall **comply with laws, regulations and regulatory requirements. They shall** not prejudice the interests of other shareholders and the Company, and shall not agree to allow pledgees or their connected parties to exercise their voting rights;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(~~13~~**14**) other obligations imposed by laws, administrative regulations and the Company's Articles of Association. ~~Shareholders shall not be liable to make any further contribution to the share capital, other than the conditions agreed by the subscribers of shares at the time of subscription.~~ **Shareholders of the Company shall be liable to compensate for any losses incurred by the Company or other shareholders due to their abuse of shareholder rights, in accordance with laws. Shareholders who misuse the independent legal status of the Company and their limited liability to evade debts, thereby severely harming the interests of the Company's creditors, shall bear joint and several liability for the Company's debts.** **The Company shall establish and improve mechanisms for absorbing losses and resisting risks in the event of major risks, strengthen capital management, and enhance risk disposal mechanisms to ensure the Company's long-term stable operation.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 58	If any shareholder who holds 5% or more of the voting shares of the Company pledges or releases the pledge of its shares, such shareholder shall report such pledge or release to the Board of Directors of the Company in writing on the date on which the pledge or release is made. If there is any connected relationship created among shareholders holding 5% or more of shares of the Company, such shareholders shall report it to the Board of Directors of the Company in writing on the date on which the relationship is created. If any shareholder holds 5% or more of shares of the Company and such shares are involved in litigation or arbitration, such shareholder shall proactively inform the Board of Directors of the Company on the date of his/her/its being aware of the situation and cooperate with the Company in fulfilling the information disclosure obligation.	Article 53	If any shareholder who holds 5% or more of the voting shares of the Company pledges or releases the pledge of its shares **in the Company**, such shareholder shall report such pledge or release to the Board of Directors of the Company in writing on the date on which the pledge or release is made. If there is any connected relationship created among shareholders holding 5% or more of shares of the Company, such shareholders shall report it to the Board of Directors of the Company in writing on the date on which the relationship is created. If **the Company's shares held by** any shareholder ~~holds~~ **holding** 5% or more of shares of the Company ~~and such shares~~ are involved in litigation**,** ~~or~~ arbitration**, or are subject to legal enforcement measures by judicial authorities**, such shareholder shall proactively inform the Board of Directors of the Company **in writing** on the date of his/her/its being aware of the situation and cooperate with the Company in fulfilling the information disclosure obligation.
Article 59	In the event that shareholders' capital contribution and other actions are in violation of laws and regulations, and the relevant regulatory requirements, shareholders shall not exercise their shareholders' rights such as voting rights, dividend rights and nomination rights, and shall undertake to accept the regulatory disposal measures taken by the CBIRC against them, such as the restriction on shareholders' rights and the order to transfer shares.	Article 54	In the event that shareholders' capital contribution and other actions are in violation of laws and regulations, and the relevant regulatory requirements, shareholders shall not exercise their shareholders' rights such as voting rights, dividend rights and nomination rights, and shall undertake to accept the regulatory disposal measures taken by the ~~CBIRC~~ **insurance regulatory authority under the State Council** against them, such as the restriction on shareholders' rights and the order to transfer shares.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			The substantial shareholders of the Company shall make undertakings to the Company in accordance with regulatory requirements and effectively fulfill their duties and obligations pursuant to their undertakings. Shareholder undertakings can be categorized into three types: declarative, compliance, and diligence. The Company shall conduct regular evaluations of the undertakings made by its substantial shareholders, promptly understanding and assessing the fulfillment of these undertakings, and actively urging substantial shareholders to perform their undertakings. If substantial shareholders violate the aforementioned undertakings, the Board of Directors of the Company shall propose corresponding restrictive measures against such shareholders, which shall be implemented upon approval by the shareholders' meeting, and the relevant shareholders or their proxies shall abstain from voting.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 60	In addition to the obligations imposed by law and administrative regulation or the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder (as defined in the following Article) shall not exercise his/her voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company: (1) to relieve a director or supervisor of his/her duty to act honestly in the best interests of the Company; (2) to approve the expropriation by a director or supervisor (for his/her own benefit or for the benefit of another person) of the Company's assets by any method, including (without limitation) opportunities which are beneficial to the Company; or (3) to approve the expropriation by a director or supervisor (for his/her own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) the rights to distributions and voting rights (save pursuant to a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with the Company's Articles of Association).	Article 56	In addition to the obligations imposed by law and administrative regulation or the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder ~~(as defined in the following Article)~~ shall not exercise his/her voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company: (1) to relieve a director ~~or supervisor~~ of his/her duty to act honestly in the best interests of the Company; (2) to approve the expropriation by a director ~~or supervisor~~ (for his/her own benefit or for the benefit of another person) of the Company's assets by any method, including (without limitation) opportunities which are beneficial to the Company; or (3) to approve the expropriation by a director ~~or supervisor~~ (for his/her own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) the rights to distributions and voting rights (save pursuant to a restructuring which has been submitted for approval by the shareholders in a ~~general~~ **shareholders'** meeting in accordance with the Company's Articles of Association).

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 61	For the purpose of the foregoing Article, a "controlling shareholder" means a person who satisfies any one of the following conditions: (1) a person who, acting alone or in concert with others, has the power to elect more than half of the Board of Directors; (2) a person who, acting alone or in concert with others, has the power to exercise or control the exercise of 30% or more of the voting rights in the Company; (3) a person who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company; or (4) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.	Article 58	~~For the purpose of the foregoing Article, a "controlling shareholder" means a person who satisfies any one of the following conditions:~~ ~~(1) a person who, acting alone or in concert with others, has the power to elect more than half of the Board of Directors;~~ ~~(2) a person who, acting alone or in concert with others, has the power to exercise or control the exercise of 30% or more of the voting rights in the Company;~~ ~~(3) a person who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company; or~~ ~~(4) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	For the purpose of this Article, "acting in concert" means that two (2) or more persons, by way of agreement (either verbal or written), agree to obtain or consolidate the control of the Company through the obtaining of the voting right over the Company by any of such persons.		~~For the purpose of this Article, "acting in concert" means that two (2) or more persons, by way of agreement (either verbal or written), agree to obtain or consolidate the control of the Company through the obtaining of the voting right over the Company by any of such persons.~~ **The term "controlling shareholder" as mentioned in the preceding Article refers to a shareholder whose ordinary shares account for more than 50% of the Company's total share capital; or a shareholder whose shareholding ratio is less than 50% but whose voting rights (in respect of shares held) are sufficient to exert significant influence over resolutions of the shareholders' meeting.** **The term "actual controller" as mentioned in the preceding Article refers to a person who can effectively control the Company's actions through investment relationships, agreements, or other arrangements.**
Article 62	The controlling shareholder and actual controller of the Company shall not impair the interest of the Company through their connected relationship. In the event of any violation of the above, they shall be liable for any losses suffered by the Company arising therefrom.	Article 57	~~The controlling shareholder and actual controller of the Company shall not impair the interest of the Company through their connected relationship. In the event of any violation of the above, they shall be liable for any losses suffered by the Company arising therefrom.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	The controlling shareholder and actual controller of the Company shall have fiduciary duty to the Company and its public shareholders. The controlling shareholder shall exercise its right strictly under the law as a capital contributor. The controlling shareholder shall not impair the legal rights and interests of the Company and its public shareholders through connected transactions, profit distribution, asset restructuring, external investment, fund appropriation, loan and guarantee, and use of insurance funds, nor impair the interests of the Company and its public shareholders through its controlling position. The controlling shareholder shall effectively manage the personnel concurrently working in the controlling shareholder and the Company to prevent any conflict of interest. Employees of the controlling shareholder shall not concurrently serve as the executive directors and senior management officers of the Company, except for the chairman of the board of directors of the controlling shareholder.		~~The controlling shareholder and actual controller of the Company shall have fiduciary duty to the Company and its public shareholders. The controlling shareholder shall exercise its right strictly under the law as a capital contributor. The controlling shareholder shall not impair the legal rights and interests of the Company and its public shareholders through connected transactions, profit distribution, asset restructuring, external investment, fund appropriation, loan and guarantee, and use of insurance funds, nor impair the interests of the Company and its public shareholders through its controlling position.~~ **The controlling shareholder and actual controller of the Company shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, and the requirements of the CSRC and the stock exchanges, so as to safeguard the interests of the Company.** **The controlling shareholder and actual controller of the Company shall comply with the following requirements:** **(1) they shall exercise shareholders' rights in accordance with laws, and shall not abuse the right of control or take advantage of their connected relationships to undermine the legitimate rights and interests of the Company or other shareholders;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(2) they shall stringently fulfill public statements and undertakings made, and shall not change or waive such statements or undertakings without authorization; **(3) they shall fulfil the information disclosure obligations in strict accordance with the relevant requirements, and shall actively cooperate with the Company to procure proper information disclosure, while notifying the Company in a timely manner of significant events that have occurred or will likely occur;** **(4) they shall not appropriate the funds of the Company in any manner;** **(5) they shall not order by coercion, instruct or demand the Company and relevant employees to provide guarantees in violation of laws or regulations;** **(6) they shall not take advantage of the undisclosed material information of the Company for their gain, or divulge undisclosed material information relating to the Company in any manner, or be engaged in illegal or unlawful acts such as insider trading, short-term trading or market manipulation;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(7) they shall not compromise the lawful rights and interests of the Company and other shareholders through any means, such as unfair connected transaction, profit distribution, asset reorganisation, and external investment; **(8) they shall guarantee the integrity of the Company's assets and the Company's independence in terms of staffing, finance, organisation and business, and shall not affect the independence of the Company in any manner;** **(9) laws, administrative regulations, the requirements of the CSRC, the rules of business of stock exchanges and other requirements of these Articles of Association.** **A controlling shareholder or actual controller of the Company who instructs a director or senior management officer to engage in acts detrimental to the interests of the Company or other shareholders shall be jointly and severally liable with such director or senior management officer.** **When a controlling shareholder or actual controller pledges the Company's shares held or effectively controlled by him/her/it, he/she/it shall maintain the control over the Company and the stability of its production and operations.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			When a controlling shareholder or actual controller transfers his/her/its shares in the Company, he/she/it shall comply with the restrictive provisions on share transfers under laws, administrative regulations, and the requirements of the CSRC and stock exchanges, as well as the undertakings they have made in respect of restrictions on share transfers. The controlling shareholder shall effectively manage the personnel concurrently working in the controlling shareholder and the Company to prevent any conflict of interest. Employees of the controlling shareholder shall not concurrently serve as the executive directors and senior management officers of the Company, except for the chairman of the board of directors of the controlling shareholder.
Article 63	If the solvency of the Company fails to satisfy the regulatory requirements, shareholders shall be under an obligation to improve the solvency of the Company. In the event of any of the following circumstances, shareholders who are unable to or do not intend to increase their capital contributions shall agree that other shareholders or investors may adopt reasonable measures and increase their capital contributions so as to improve the solvency: (1) the CBIRC orders the Company to increase its capital; (2) the Company must increase its capital as its solvency fails to meet the regulatory requirements even if it adopts other measures.	Article 55	If the solvency of the Company fails to satisfy the regulatory requirements, shareholders shall be under an obligation to improve the solvency of the Company. In the event of any of the following circumstances, shareholders who are unable to or do not intend to increase their capital contributions shall agree that other shareholders or investors may adopt reasonable measures and increase their capital contributions so as to improve the solvency: (1) the ~~CBIRC~~ **insurance regulatory authority under the State Council** orders the Company to increase its capital; (2) the Company must increase its capital as its solvency fails to meet the regulatory requirements even if it adopts other measures.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Chapter 9	Shareholders' General Meetings	—	Consolidated to Chapter 5
Article 64	The shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.	Article 59	**The shareholders' meeting of the Company is composed of all shareholders.** The shareholders' ~~general~~ meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.
Article 65	The shareholders' general meeting shall have the following functions and powers: (1) to decide on the Company's operational policies and investment plans; (2) to elect and replace directors who are not employee representatives and to decide on the matters relating to the remuneration of the directors; (3) to elect and replace supervisors who are not employee representatives and to decide on the matters relating the remuneration of the supervisors; (4) to examine and approve the Board of Directors' reports; (5) to examine and approve the Board of Supervisors' reports; (6) to examine and approve the Company's proposed annual financial budgets and final accounts; (7) to examine and approve the Company's profit distribution plans and loss recovery plans; (8) to decide on the increase or reduction of the Company's registered capital;	Article 60	The shareholders' ~~general~~ meeting shall have the following functions and powers: (1) to decide on the Company's operational policies and **significant** investment plans; (2) to elect and replace directors who are not employee representatives and to decide on the matters relating to the remuneration of the directors; ~~(3) to elect and replace supervisors who are not employee representatives and to decide on the matters relating the remuneration of the supervisors;~~ (~~4~~**3**) to examine and approve the Board of Directors' reports; ~~(5) to examine and approve the Board of Supervisors' reports;~~ (~~6~~**4**) to examine and approve the Company's proposed annual financial budgets and final accounts; (~~7~~**5**) to examine and approve the Company's **profit distribution policies,** profit distribution plans and loss recovery plans; (~~8~~**6**) to decide on the increase or reduction of the Company's registered capital;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(9) to decide on the merger, division, dissolution, liquidation or change of the form of the Company; (10) to decide on the issuance of debentures or other negotiable securities by the Company and the listing of the Company; (11) to decide on the appointment, dismissal or non-reappointment of accounting firms of the Company who conduct regular and statutory audit on the Company's financial reports; (12) to amend the Company's Articles of Association, and to consider the Procedural Rules for the Shareholders' General Meetings and the Procedural Rules for the Board of Directors' Meetings and the Board of Supervisors' Meetings; (13) to consider motions raised by shareholders who represent 3% or more of the voting shares of the Company; (14) to consider and approve matters in relation to guarantees as provided under Article 66; (15) to decide on the acquisition of shares of the Company;		(~~9~~**7**) to decide on the merger, division, **spin-off,** dissolution, liquidation or change of the form of the Company; (~~10~~**8**) to decide on the issuance of ~~debentures~~ **corporate** bonds or other negotiable securities ~~by the Company~~ and the listing of the Company; (~~11~~**9**) to decide on the appointment, dismissal or non-reappointment of accounting firms of the Company who conduct regular and statutory audit on the Company's financial **and accounting** reports; (1**0**~~2~~) to amend the Company's Articles of Association, and to consider **and approve** the Procedural Rules for the Shareholders' ~~General~~ Meetings and the Procedural Rules for the Board of Directors' Meetings~~ and the Board of Supervisors' Meetings~~; (~~13~~**11**) to consider motions raised by shareholders who ~~represent~~ **individually or jointly hold** ~~3~~1% or more of ~~the voting~~ shares of the Company; (~~14~~**12**) to consider and approve matters in relation to guarantees as provided under Article ~~66~~**61**; (~~15~~**13**) to decide on the acquisition of shares of the Company;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(16) to consider matters in relation to the Company's establishment of legal entity, material external investment, acquisition of material assets, disposal and write-off of material assets, and pledge of material assets; (17) to consider the Company's purchase or sale of material assets within one year, which exceeds 30% of the latest audited total assets of the Company; (18) to consider and approve matters in relation to the change of use of the capital raised; (19) to consider the equity-based incentive plan; and (20) to decide on other matters which, according to laws, administrative regulations or the Company's Articles of Association, shall be decided by shareholders in general meetings. The above-mentioned functions and powers of the shareholders' general meeting shall not be exercised by the Board of Directors, other organizations or individuals through authorization on behalf of the shareholders' meeting.		(~~16~~**14**) to consider matters in relation to the Company's establishment of legal entity, material external investment, acquisition of material assets, disposal and write-off of material assets, and pledge of material assets; (~~17~~**15**) to consider the Company's purchase or sale of material assets within one year, which exceeds 30% of the latest audited total assets of the Company; (~~18~~**16**) to consider and approve matters in relation to the change of use of the capital raised; **and** ~~(19) to consider the equity-based incentive plan; and~~ (~~20~~**17**) to ~~decide on~~ **consider** other matters which, according to laws, administrative regulations or the Company's Articles of Association, shall be ~~decided~~ **resolved** by shareholders in ~~general~~ **shareholders'** meetings. The above-mentioned functions and powers ~~of~~ **that are required by laws, regulations and regulatory requirements to be exercised by** the shareholders' ~~general~~ meeting shall not be exercised by the Board of Directors, other organizations or individuals through authorization on behalf of the shareholders' meeting.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	The legal entity described in sub-paragraph (16) of this Article refers to the domestic or foreign company which is established with the direct investment by the Company and over which the Company exercise control; the "material" investments specified in this Article and these Articles of Association shall: (1) include any investment where any of the applicable assets, consideration, profits, revenue or equity ratio as prescribed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time that are applicable to the Company is over 25%; (2) include any investment where any of the applicable transaction amount ratio and net profit ratio as prescribed by the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange from time to time that are applicable to the Company is over 50% (including but not limited to external investment, acquisition or sale of assets, pledge of assets, write-off of assets, entrusted wealth management, external guarantee, connected transaction, etc.); and (3) exclude the investments otherwise provided by the internal governance documents of the Company.		The legal entity described in sub-paragraph (~~16~~**14**) of this Article refers to the domestic or foreign company which is established with the direct investment by the Company and over which the Company exercise control; the "material" investments specified in this Article and these Articles of Association shall: (1) include any investment where any of the applicable assets, consideration, profits, revenue or equity ratio as prescribed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time that are applicable to the Company is over 25%; (2) include any investment where any of the applicable transaction amount ratio and net profit ratio as prescribed by the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange from time to time that are applicable to the Company is over 50% (including but not limited to external investment, acquisition or sale of assets, pledge of assets, write-off of assets, entrusted wealth management, external guarantee, connected transaction, etc.); and (3) exclude the investments otherwise provided by the internal governance documents of the Company.
Article 66	Any of the external guarantees provided by the Company shall be in compliance with regulatory provisions and reviewed and approved by the shareholders' general meeting.	Article 61	Any of the external guarantees provided by the Company shall be in compliance with regulatory provisions and reviewed and approved by the shareholders' ~~general~~ meeting.
Article 67	The Company shall not, without the prior approval of shareholders in a general meeting, enter into any contract with any person (other than the directors, supervisors, president, vice presidents, or other senior management officers), pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 68	Shareholders' general meetings shall be divided into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the Board of Directors. The shareholders' annual general meeting shall be held once every year and within six (6) months from the end of the preceding fiscal year. The Board of Directors shall convene an extraordinary general meeting within two (2) months upon the occurrence of any of the following circumstances: …… (2) where the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital; (3) where shareholder(s), individually or in aggregate, holding 10% or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting; (4) wherever the Board of Directors deems necessary, or more than half of directors (including at least two (2) independent directors) or the Board of Supervisors so requests; or ……	Article 62	Shareholders' ~~general~~ meetings shall be divided into annual ~~general~~ **shareholders'** meetings and extraordinary ~~general~~ **shareholders'** meetings. ~~Shareholders' general meetings shall be convened by the Board of Directors.~~ The ~~shareholders'~~ annual ~~general~~ **shareholders'** meeting shall be held once every year and within six (6) months from the end of the preceding fiscal year. **In any of the following circumstances,** ~~T~~**t**he Board of Directors shall convene an extraordinary ~~general~~ **shareholders'** meeting within two (2) months upon the occurrence of ~~any of the following~~ **such** circumstance~~s~~: …… (2) where the unrecovered losses of the Company amount to one-third of the total amount of its ~~paid-in~~ share capital; (3) where shareholder(s), individually or ~~in aggregate~~ **jointly**, holding **over** 10% ~~or more~~ of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary ~~general~~ **shareholders'** meeting; (4) wherever the Board of Directors deems necessary, or ~~more than half~~ **a majority** of **all independent** directors **approve** ~~(including at least two (2) independent directors)~~ or the ~~Board of Supervisors~~ **the audit committee** so requests; or …… **If the annual or extraordinary shareholders' meeting is not convened within the period stipulated by the Company Law and these Articles of Association, the Company shall submit a written report to the regulatory authority and give the reasons therefor.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 69	A venue shall be fixed for a shareholders' general meeting. The shareholders' general meeting shall take the form of a physical meeting. The Company shall hold the shareholders' general meeting at the address of the Company or such venue as specified in the notice of the shareholders' general meeting. Where the shareholders' general meeting is ensured to be legal and valid, the Company may adopt other methods, such as online voting, to facilitate shareholders' participation at the shareholders' general meeting. Any shareholder participating in the shareholders' general meeting through the above-mentioned methods shall be deemed to be present at such meeting. The Procedural Rules for the Shareholders' General Meetings will specify the method to confirm the identity of the shareholders who participate in the shareholders' general meeting through other methods, including online voting. The online voting shall not apply to the holders of Overseas-Listed Foreign-Invested Shares in the Company. No meeting shall be convened by way of communication voting in respect of any proposals which shall be passed by special resolutions at the shareholders' general meeting.	Article 63	A venue shall be fixed for a shareholders' ~~general~~ meeting. The shareholders' ~~general~~ meeting shall take the form of a physical meeting. The Company shall hold the shareholders' ~~general~~ meeting at the address of the Company or such venue as specified in the notice of the shareholders' ~~general~~ meeting. Where the shareholders' ~~general~~ meeting is ensured to be legal and valid, the Company shall**, in accordance with laws, administrative regulations, the requirements of the CSRC, the listing rules of the place where the shares of the Company are listed, or the Company's Articles of Assocation, establish a safe, economical and convenient network or** ~~may~~ adopt other methods~~, such as online voting~~, to facilitate shareholders' participation**, speaking and voting** at the shareholders' ~~general~~ meeting.~~ Any shareholder participating in the shareholders' general meeting through the above-mentioned methods shall be deemed to be present at such meeting.~~ The Procedural Rules for the Shareholders' ~~General~~ Meetings will specify the method to confirm the identity of the shareholders who participate in the shareholders' ~~general~~ meeting through other methods, including online voting. ~~The online voting shall not apply to the holders of Overseas-Listed Foreign-Invested Shares in the Company.~~ No meeting shall be convened by way of communication voting in respect of any proposals which shall be passed by special resolutions at the shareholders' ~~general~~ meeting.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 70	More than half of and no less than two (2) independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. With respect to the proposal for convening an extraordinary general meeting by independent directors, the Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within ten (10) days upon receipt of the proposal. If the Board of Directors agrees to convene an extraordinary general meeting, it shall send out a notice of the extraordinary general meeting within five (5) days after the resolution of the Board of Directors is made. If the Board of Directors does not agree to convene an extraordinary general meeting, independent directors shall report it to the CBIRC, and the Board of Directors shall explain the reasons and make an announcement.	Article 64	~~More than half of and no less than two (2)~~ **With the approval of a majority of all independent directors, the** independent directors shall have the right to propose to the Board of Directors to convene an extraordinary ~~general~~ **shareholders'** meeting. With respect to the proposal for convening an extraordinary ~~general~~ **shareholders'** meeting by independent directors, the Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, give a written reply on whether to **approve the convening of** the extraordinary ~~general~~ **shareholders'** meeting or not within ten (10) days upon receipt of the proposal. If the Board of Directors agrees to convene an extraordinary ~~general~~ **shareholders'** meeting, it shall send out a notice of the extraordinary ~~general~~ **shareholders'** meeting within five (5) days after the resolution of the Board of Directors is made. If the Board of Directors does not agree to convene an extraordinary ~~general~~ **shareholders'** meeting, **it shall explain the reasons and make an announcement, and** independent directors shall report it to the ~~CBIRC~~ **insurance regulatory authority under the State Council**~~, and the Board of Directors shall explain the reasons and make an announcement~~.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 71	When the Company convenes an annual general meeting, written notice of the meeting shall be given not less than twenty (20) working days before the date of the meeting to notify all of the shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. When the Company convenes an extraordinary general meeting, written notice of the meeting shall be given not less than fifteen (15) days or ten (10) working days (whichever is longer) before the date of the meeting. If the notice period of a shareholders' general meeting as required by the regulatory requirements and listing rules of the place where the shares of the Company are listed exceeds the period specified in the first paragraph above, such provisions shall prevail.	Article 65	When the Company convenes an annual ~~general~~ **shareholders'** meeting, written notice of the meeting shall be given not less than twenty (20) ~~working~~ days before the date of the meeting to notify all of the shareholders whose names appear in the **shareholders** register of the matters to be considered and the date and place of the meeting. When the Company convenes an extraordinary ~~general~~ **shareholders'** meeting, written notice of the meeting shall be given not less than fifteen (15) days ~~or ten (10) working days (whichever is longer)~~ before the date of the meeting. If the notice period of a shareholders' ~~general~~ meeting as required by the regulatory requirements and listing rules of the place where the shares of the Company are listed exceeds the period specified in the first paragraph above, such provisions shall prevail.
Article 72	The contents of the motion shall fall within the terms of reference of the general meeting and have specified subjects and specific resolutions, in further compliance with the laws, administrative regulations and provisions of these Articles of Association.	Article 66	The contents of the motion shall fall within the terms of reference of the ~~general~~ **shareholders'** meeting and have specified subjects and specific resolutions, in further compliance with the laws, administrative regulations and provisions of these Articles of Association.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 73	When the Company convenes the shareholders' general meeting, the Board of Directors, the Board of Supervisors or shareholders, individually or in aggregate, holding 3% or more of the total voting shares of the Company shall have the right to propose motions in writing. Shareholder(s) individually or jointly holding 3% or more of the Company's shares may propose provisional motions in writing to the convenor sixteen (16) days prior to the convocation of a shareholders' general meeting. Upon receipt of the provisional motions, the convenor shall issue a supplemental notice of the shareholders' general meeting announcing such provisional motions fourteen (14) days prior to the convocation of the shareholders' general meeting. The provisional motions shall fall into the scope of the functions and powers of the shareholders' general meeting and specify explicit topics and specific matters to be resolved.	Article 67	When the Company convenes the shareholders' ~~general~~ meeting, the Board of Directors, the ~~Board of Supervisors~~ **audit committee** or shareholders~~,~~ individually or ~~in aggregate~~ **jointly**~~,~~ holding **over** ~~3~~**1**% ~~or more~~ of ~~the total voting~~ shares of the Company shall have the right to propose motions in writing. Shareholder(s) individually or jointly holding **over** ~~3~~**1**% ~~or more~~ of the Company's shares may propose provisional motions in writing to the convenor ~~sixteen~~ **ten** (~~16~~**10**) days prior to the convocation of a shareholders' ~~general~~ meeting. **Within two (2) days upon** receipt of the provisional motions, the convenor shall issue a supplemental notice of the shareholders' ~~general~~ meeting announcing **the additional information regarding** such provisional motions ~~fourteen (14) days prior to the convocation of the shareholders' general meeting~~**, and submit the provisional motions to the shareholders' meeting for consideration. This is except in cases where the provisional motion violates laws, administrative regulations, or the provisions of the Company's Articles of Association, or falls outside the scope of authority of the shareholders' meeting**. ~~The provisional motions shall fall into the scope of the functions and powers of the shareholders' general meeting and specify explicit topics and specific matters to be resolved.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Except for the circumstance set forth in the preceding paragraph, the convenor shall not amend any motions set out in the notice of the shareholders' general meeting or add any new motions after issuing such notice. The convenor mentioned in the Company's Articles of Association means the Board of Directors, the Board of Supervisors or shareholder(s) individually or jointly holding 10% or more of the total voting shares of the Company at the proposed meeting that are entitled to convene a shareholders' general meeting pursuant to the Company's Articles of Association. No votes shall be cast, nor resolutions passed, at the shareholders' general meeting in respect of any motions not specified in the notice of the shareholders' general meeting or not in compliance with Article 72 of these Articles of Association.		**If the time limits for provisional motions or supplemental announcements of the shareholders' meeting as stipulated by the regulatory requirements and listing rules of the place where the Company's shares are listed exceed those mentioned in the preceding paragraph, such provisions shall prevail.** Except for the circumstance set forth in the preceding paragraph, the convenor shall not amend any motions set out in the notice of the shareholders' ~~general~~ meeting or add any new motions after issuing such notice. The convenor mentioned in the Company's Articles of Association means the Board of Directors, the ~~Board of Supervisors~~ **audit committee** or shareholder(s) individually or jointly holding **over** 10% ~~or more~~ of the total voting shares of the Company at the proposed meeting that are entitled to convene a shareholders' ~~general~~ meeting pursuant to the Company's Articles of Association. No votes shall be cast, nor resolutions passed, at the shareholders' ~~general~~ meeting in respect of any motions not specified in the notice of the shareholders' ~~general~~ meeting or not in compliance with Article ~~72~~**66** of these Articles of Association.
Article 74	No resolution shall be passed at the shareholders' general meeting in respect of any matters not specified in the notice of the shareholders' general meeting.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 75	A notice of a meeting of shareholders shall satisfy the following requirements: (1) be in writing; (2) specify the place, date and time of the meeting; (3) state the matters to be discussed at the meeting; (4) provide such information and explanations as are necessary for shareholders to make an informed decision on the proposals submitted; without limiting the generality of the foregoing, when a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital or to restructure the Company in any other way, the terms of the proposed transaction shall be provided in detail together with the copies of the proposed agreement, if any, and the cause and effect of such proposal shall be properly explained;	Article 68	A notice of a **shareholders'** meeting ~~of shareholders~~ shall ~~satisfy~~ **include** the following ~~requirements~~ **details**: **(1) the time, venue, and duration of the meeting;** **(2) the matters and motions to be considered at the meeting (indicating whether each resolution is an ordinary resolution or a special resolution);** **(3) a clear statement that all ordinary shareholders shall have the right to attend the shareholders' meeting and may appoint a proxy in writing to attend the meeting and vote on their behalf, and that the proxy need not be a shareholder of the Company;** **(4) the record date for share registration for shareholders entitled to attend the shareholders' meeting;** **(5) the name and telephone number of the permanent contact person for the meeting;** **(6) the time and procedure for voting via the internet or other methods.** ~~(1) be in writing;~~ ~~(2) specify the place, date and time of the meeting;~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(5) contain disclosure of the nature and extent, if any, of the material interests of any director, supervisor, president, vice president, or other senior management officer in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class; (6) contain the full text of any special resolution to be proposed at the meeting; (7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf, and that a proxy need not to be a shareholder; (8) specify the time and place for lodging proxy forms for the relevant meeting; and (9) set out the procedures for the voting by way of poll and the rights of shareholders to demand for a poll pursuant to applicable rules.		~~(3) state the matters to be discussed at the meeting;~~ ~~(4) provide such information and explanations as are necessary for shareholders to make an informed decision on the proposals submitted; without limiting the generality of the foregoing, when a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital or to restructure the Company in any other way, the terms of the proposed transaction shall be provided in detail together with the copies of the proposed agreement, if any, and the cause and effect of such proposal shall be properly explained;~~ ~~(5) contain disclosure of the nature and extent, if any, of the material interests of any director, supervisor, president, vice president, or other senior management officer in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;~~ ~~(6) contain the full text of any special resolution to be proposed at the meeting;~~ ~~(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf, and that a proxy need not to be a shareholder;~~ ~~(8) specify the time and place for lodging proxy forms for the relevant meeting; and~~ ~~(9) set out the procedures for the voting by way of poll and the rights of shareholders to demand for a poll pursuant to applicable rules.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 76	Unless otherwise provided by paragraph 2 of Article 259 of the Company's Articles of Association, the notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid mail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic-Invested Shares, notice of the shareholders' general meeting may also be issued by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the securities authority of the State Council pursuant to the notice period requirement under these Articles of Association; after the publication of such announcement, all the holders of Domestic-Invested Shares shall be deemed to have received the notice of relevant shareholders' general meeting. The Company shall submit the meeting notice in writing and by email to the CBIRC ten (10) days before the date of the regular shareholders' general meeting.	Article 69	Unless otherwise provided by paragraph 2 of Article ~~259~~**202** of the Company's Articles of Association, the notice of shareholders' ~~general~~ meetings shall be ~~served on each~~ **sent to** shareholder**s** (whether or not such shareholder**s** ~~is~~ **are** entitled to vote at the meeting)~~,~~ by **announcement, mail, or other methods permitted by the stock exchange where the Company's shares are listed** ~~personal delivery or prepaid mail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic-Invested Shares, notice of the shareholders' general meeting may also be issued by way of public announcement~~. The public announcement referred to in the preceding paragraph shall be published ~~in one (1) or more national newspapers designated by the securities authority of the State Council pursuant to~~ **within** the notice period ~~requirement under~~ **specified in** these Articles of Association **on media and the stock exchange website that meet the conditions stipulated by the securities regulatory authority of the place where the Company's shares are listed**~~.; after the publication of such announcement, all the holders of Domestic-Invested Shares shall be deemed to have received the notice of relevant shareholders' general meeting~~. The Company shall ~~submit the meeting notice in writing and by email to the CBIRC ten (10)~~ **notify the insurance regulatory authority under the State Council at least three (3) working** days before the ~~date of the regular~~ shareholders' ~~general~~ meeting **is convened**.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 77	After the notice of the shareholders' general meeting is sent, the shareholders' general meeting shall not be postponed or cancelled without a justifiable excuse, and any proposal listed in such notice shall not be withdrawn. If the shareholders' general meeting needs to be postponed or cancelled or a proposal needs to be withdrawn, the convenor shall announce such postponement and cancellation and explain the reason at least two (2) working days prior to the original scheduled date for the meeting.	Article 70	After the notice of the shareholders' ~~general~~ meeting is sent, the shareholders' ~~general~~ meeting shall not be postponed or cancelled without a justifiable excuse, and any proposal listed in such notice shall not be withdrawn. If the shareholders' ~~general~~ meeting needs to be postponed or cancelled or a proposal needs to be withdrawn, the convenor shall announce such postponement and cancellation and explain the reason at least two (2) working days prior to the original scheduled date for the meeting.
Article 78	The accidental omission to give notice of a meeting, or the failure to receive the notice of a meeting by any person entitled to receive such notice, shall not invalidate the meeting or the resolutions adopted thereat.	—	(Deleted this Article)
Article 79	The Board of Directors and other convenors shall take all necessary measures to ensure that the shareholders' general meeting is conducted in an orderly manner and shall take steps to prevent any activities interfering the shareholders' general meeting, provoking disturbances, or infringing upon the legal interests of shareholders and promptly report such activities to the relevant authority for investigation.	Article 71	The Board of Directors and other convenors shall take all necessary measures to ensure that the shareholders' ~~general~~ meeting is conducted in an orderly manner and shall take steps to prevent any activities interfering the shareholders' ~~general~~ meeting, provoking disturbances, or infringing upon the legal interests of shareholders and promptly report such activities to the relevant authority for investigation.
Article 82	All the directors, supervisors and the secretary to the Board of Directors of the Company shall have the right to attend the shareholders' general meeting. The senior management officers shall have the right to be present at the shareholders' general meeting as non-voting attendees.	Article 74	**Where a shareholders' meeting requires the presence of directors and senior management officers as non-voting attendees, the directors and senior management officers shall be present at the meeting as non-voting attendees and answer shareholders' inquiries.** ~~All the directors, supervisors and the secretary to the Board of Directors of the Company shall have the right to attend the shareholders' general meeting. The senior management officers shall have the right to be present at the shareholders' general meeting as non-voting attendees.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 83	Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxy to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder: (1) the shareholder's right to speak at the meeting; (2) the right to request separately or jointly with others for a vote by poll; and (3) the right to vote by hand or by poll, except that if a shareholder has appointed more than one (1) proxy, the proxy may only exercise the voting rights by poll.	—	(Deleted this Article)
Article 84	Shareholders shall appoint a proxy in writing, and such instrument appointing the proxy shall be signed by the appointor or a person authorised in writing. If the appointor is a legal entity, the instrument shall be either affixed with legal entity's seal or signed by a director, senior management officer, or a duly authorized attorney. The instrument appointing a proxy shall state the number of shares represented by the proxy. If more than one (1) proxy is appointed, the instrument shall indicate the number of shares represented by each proxy.	Article 75	**Shareholders may attend the shareholders' meeting in person or appoint a proxy to attend and vote on their behalf.** Shareholders shall appoint a proxy in writing, **and the power of attorney by which a shareholder appoints another person to attend a shareholders' meeting shall specify the following details:** **(1) the time and venue of the meeting;** **(2) the name of the appointor, the name of the proxy, and the class and number of shares involved in the proxy voting;** **(3) whether the proxy is granted voting rights;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(4) specific instructions from the shareholder, including whether to vote for, against, or abstain from voting on each matter to be included in the agenda for consideration at the shareholders' meeting; **(5) whether abstentions count towards the majority required for passing resolutions;** **(6) the date of issuance and the validity period of the power of attorney;** **(7) the location and deadline for submitting the power of attorney;** **(8) signature (or seal) of the appointor.** ~~and such instrument appointing the proxy shall be signed by the appointor or a person authorised in writing.~~ If the appointor is a ~~legal entity~~**corporate shareholder**, the ~~instrument~~**power of attorney** shall be either affixed with ~~legal entity's~~**corporate** seal or signed by a director, senior management officer, or a duly authorized attorney. ~~The instrument appointing a proxy shall state the number of shares represented by the proxy. If more than one (1) proxy is appointed, the instrument shall indicate the number of shares represented by each proxy.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 85	The proxy form for voting shall be deposited at the residence of the Company or such other place specified in the notice convening the meeting, not less than twenty-four (24) hours before the meeting at which the proxy is authorized to vote, or twenty-four (24) hours before the designated voting time. Where the proxy form is signed by a third party authorized by the appointor, the power of attorney signed under authorization documents or other authorization documents shall be notarized. The power of attorney or other authorization documents notarized shall be deposited, along with the proxy form for voting, at the residence of the Company or such other place specified the notice convening the meeting. The proxy form shall indicate the date of issuance. If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend meetings of the shareholders of the Company as a representative of the appointor. If the shareholder is a recognized clearing house (or its nominee), it may, as it sees fit, appoint one (1) or more persons as its proxies to attend and vote at any shareholders' general meeting or class meeting. However, if more than one (1) person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. Such proxy may exercise the rights of the recognized clearing house (or its nominee) on its behalf, as if the proxy were an individual shareholder of the Company.	Article 76	~~The proxy form for voting shall be deposited at the residence of the Company or such other place specified in the notice convening the meeting, not less than twenty-four (24) hours before the meeting at which the proxy is authorized to vote, or twenty-four (24) hours before the designated voting time.~~ Where the proxy form is signed by a third party authorized by the appointor, the power of attorney signed under authorization documents or other authorization documents shall be notarized. The power of attorney or other authorization documents notarized shall be deposited, along with the proxy form for voting, at the residence of the Company or such other place specified the notice convening the meeting. The proxy form shall indicate the date of issuance. ~~If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend meetings of the shareholders of the Company as a representative of the appointor.~~ If the shareholder is a recognized clearing house (or its nominee), it may, as it sees fit, appoint one (1) or more persons as its proxies to attend and vote at any shareholders' ~~general~~ meeting**,** ~~or~~ class meeting **or creditors' meeting**. However, if more than one (1) person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. Such proxy may exercise the rights **(including the rights to speak and vote)** of the recognized clearing house (or its nominee) on its behalf, as if the proxy were an individual shareholder of the Company.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 86	Any form of proxy issued to a shareholder by the Board of Directors for use by such shareholder for the appointment of a proxy to attend and vote at the meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote for or against the motions or abstain from voting, such instructions being given in respect of each individual matter to be voted at the meeting. Such a proxy form shall contain a statement that in the absence of specific instructions from the shareholder, the proxy may vote at his discretion. The Company shall have the right to request a proxy who attends a shareholders' general meeting on behalf of shareholders to present proof of identity. If a shareholder who is a legal person appoints its legal representative to attend a meeting on its behalf, the Company has the right to request such legal representative to present proof of his identity (excluding Recognized Clearing House) and a certified copy of the resolution of such shareholder's board of directors in respect of the appointment of the proxy or the power of attorney executed by such other organization which has the capacity to appoint the proxy.	Article 77	~~Any form of proxy issued to a shareholder by the Board of Directors for use by such shareholder for the appointment of a proxy to attend and vote at the meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote for or against the motions or abstain from voting, such instructions being given in respect of each individual matter to be voted at the meeting. Such a proxy form shall contain a statement that in the absence of specific instructions from the shareholder, the proxy may vote at his discretion.~~ The Company shall have the right to request ~~a~~ **shareholders and their** ~~proxy~~ **proxies** who attend~~s~~ a shareholders' ~~general~~ meeting ~~on behalf of shareholders~~ to present proof of identity. **If an individual shareholder attends the meeting in person, the Company shall have the right to request such individual shareholder to present his/her identity card or other valid documentation or proof that can prove his/her identity. When a proxy attends the meeting in place of the shareholder, the Company shall have the right to request such proxy to present his/her valid identity card and the power of attorney issued by the individual shareholder.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and valid proof of his/her qualification as the legal representative. If a proxy attends the meeting, the proxy shall present his/her identity card and a written power of attorney issued by the legal representative of the corporate shareholder according to law. ~~If a shareholder who is a legal person appoints its legal representative to attend a meeting on its behalf, the Company has the right to request such legal representative to present proof of his identity (excluding Recognized Clearing House) and a certified copy of the resolution of such shareholder's Board of Directors in respect of the appointment of the proxy or the power of attorney executed by such other organization which has the capacity to appoint the proxy.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 87	A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of any such matters prior to the commencement of the relevant meeting.	—	(Deleted this Article)
Article 88	When any shareholders' general meeting considers matters related to connected transactions, the connected shareholder shall not vote and the number of voting shares that it represents shall not be counted as part of the total number of valid votes. The announcement of the resolution of the general meeting shall fully disclose the votes of the non-connected shareholders.	Article 78	When any shareholders' ~~general~~ meeting considers matters related to connected transactions, the connected shareholder shall not vote and the number of voting shares that it represents shall not be counted as part of the total number of valid votes. The announcement of the resolution of the ~~general~~ **shareholders'** meeting shall fully disclose the votes of the non-connected shareholders.
Article 89	Except where the Company is in a crisis or any extraordinary circumstance, the Company will not enter into any contract with any person other than a director or the president, the vice president or any other senior management officer to have all or significant part of the Company's business in the care of such person, unless otherwise approved by the shareholders in a general meeting by way of special resolution.	Article 79	Except where the Company is in a crisis or any extraordinary circumstance, the Company will not enter into any contract with any person other than a director or the president, the vice president or any other senior management officer to have all or significant part of the Company's business in the care of such person, unless otherwise approved by the shareholders in a ~~general~~ **shareholders'** meeting by way of special resolution.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 90	The list of candidates for directors or supervisors shall be proposed to the shareholders' general meeting for votes. The Board of Directors shall announce to shareholders the personal profiles and basic information of the candidates for directors or supervisors.	Article 80	The list of candidates for directors ~~or supervisors~~ shall be proposed to the shareholders' ~~general~~ meeting for votes. **When voting at a shareholders' meeting for the election of directors, the cumulative voting system may be implemented in accordance with the requirements of these Articles of Association or the resolution of a shareholders' meeting. Under the cumulative voting system, independent directors and non-independent directors shall be elected separately to ensure that the proportion of independent directors on the Company's Board of Directors meets legal requirements.** **The cumulative voting system referred to in the preceding paragraph refers to the system used in the election of directors at a shareholders' meeting where each share carries a number of votes equal to the number of directors to be elected, and shareholders may concentrate their votes on a single candidate.** The Board of Directors shall announce to shareholders the personal profiles and basic information of the candidates for directors ~~or supervisors~~.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 91	At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors shall report their work performance in the preceding year to the shareholders. Each independent director shall also present his duty report. The Board of Directors of the Company shall give explanation in connection with the non-standard audit opinion issued by a certified public accountant on the financial report of the Company at the shareholders' general meeting. Except for trade secrets relevant to the Company which shall not be disclosed at the shareholders' general meeting, directors, supervisors and senior management officers shall give explanation in connection with queries made and opinions given by shareholders at the shareholders' general meeting.	Article 81	At the annual shareholders' ~~general~~ meeting, the Board of Directors ~~and the Board of Supervisors~~ shall report their work performance in the preceding year to the shareholders. Each independent director shall also present his duty report. The Board of Directors of the Company shall give **special** explanation **and make public disclosure** in connection with the non-standard audit opinion issued by a certified public accountant on the financial **and accounting** report of the Company **and any issues involved** at the shareholders' ~~general~~ meeting. Except for trade secrets relevant to the Company which shall not be disclosed at the shareholders' ~~general~~ meeting, directors~~,~~ ~~supervisors~~ and senior management officers shall give explanation in connection with queries made and opinions given by shareholders at the shareholders' ~~general~~ meeting.
Article 92	Resolutions of shareholders' general meeting shall be divided into ordinary resolutions and special resolutions. An ordinary resolution shall be passed by votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the meeting. A special resolution shall be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting.	Article 82	Resolutions of shareholders' ~~general~~ meeting shall be divided into ordinary resolutions and special resolutions. An ordinary resolution shall be passed by votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the shareholders' ~~general~~ meeting. A special resolution shall be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the shareholders' ~~general~~ meeting.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 93	A shareholder (including a proxy), when voting at a shareholders' general meeting, may exercise such voting rights as are attached to the number of voting shares which he/she represents. Except otherwise required by laws or regulations, each share shall have one (1) vote. When the shareholders' general meeting considers matters that could materially affect the interest of medium and small investors, the votes by medium and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. Where a shareholder is required, under the applicable listing rules of the place where the securities of the Company are listed, as amended from time to time, to abstain from voting on a particular resolution or is restricted to voting only for or against a specific resolution, any votes cast by or on behalf of such shareholder in contravention of such requirements or restrictions shall not be counted. …… The Board of Directors, independent directors, and shareholders who meet relevant requirements may solicit the voting rights from the shareholders of the Company.	Article 83	A shareholder (including a proxy), when voting at a shareholders' ~~general~~ meeting, may exercise such voting rights as are attached to the number of voting shares which he/she represents. Except otherwise required by laws or regulations, each share shall have one (1) vote. When the shareholders' ~~general~~ meeting considers matters that could materially affect the interest of medium and small investors, the votes by medium and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. **The Company's shares held by the Company shall have no voting rights, and such portion of shares shall not be counted in the total number of voting shares held by shareholders at the shareholders' meeting.** **If a shareholder purchases voting shares of the Company in violation of paragraphs 1 and 2 of Article 63 of the Securities Law, he/she shall not exercise the voting rights in respect of the portion of shares exceeding the prescribed ratio within thirty-six (36) months after the purchase, and such shares shall not be counted in the total number of voting shares held by shareholders present at the shareholders' meeting.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			Where a shareholder is required, under the applicable listing rules of the place where the securities of the Company are listed, as amended from time to time, to abstain from voting on a particular resolution or is restricted to voting only for or against a specific resolution, any votes cast by or on behalf of such shareholder in contravention of such requirements or restrictions shall not be counted. …… The Board of Directors, independent directors, and shareholders **holding over 1% of the voting shares** ~~who meet relevant requirements~~ **or investor protection institutions established in accordance with laws, administrative regulations or the requirements of the CSRC** may solicit the voting rights from the shareholders of the Company. **Information such as specific voting intention shall be fully disclosed to shareholders whose voting rights are being solicited. Soliciting shareholders' voting rights in exchange for consideration or de facto consideration is prohibited. Unless otherwise stipulated by laws, the Company shall not set any restriction on the minimum shareholding percentage for the solicitation of voting rights.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 94	Any vote of shareholders at a shareholders' general meeting must be taken by poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.	Article 84	Any vote of shareholders at a shareholders' ~~general~~ meeting must be taken by poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. **Except for the cumulative voting system, the shareholders' meeting shall vote on all proposals on an individual basis. If there are different proposals on the same matter, they shall be voted on in the order they were submitted. Unless the shareholders' meeting is adjourned or unable to make a resolution due to force majeure or other special reasons, the shareholders' meeting shall not defer or refrain from voting on proposals.**
Article 95	A poll demanded on the election of the chairman of the meeting, or on a question of the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.	—	(Deleted this Article)
Article 96	On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes is not required to cast all his votes for or against any motion or to abstain on all his votes.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 97	The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting: (1) the operational policies and investment plans of the Company; (2) the election and replacement of the directors and supervisors who are not employee representatives, and the determination of the remuneration of the directors and supervisors and its payment method; (3) the work reports of the Board of Directors and the Board of Supervisors; (4) the profit distribution plans and loss recovery plans formulated by the Board of Directors; (5) the appointment or dismissal of accounting firms who conduct regular and statutory audit on the Company's financial reports; (6) the annual budgets, final accounts, balance sheets, profit and loss accounts, and other financial statements of the Company; and (7) any matters other than those which are required by laws, administrative regulations, regulatory requirements or the Company's Articles of Association to be adopted by special resolution.	Article 85	The following matters shall be resolved by an ordinary resolution at a shareholders' ~~general~~ meeting: (1) the operational policies and **significant** investment plans of the Company; (2) the election and replacement of the directors ~~and supervisors~~ who are not employee representatives, and the determination of **the matters concerning** the remuneration of ~~the~~ directors ~~and supervisors and its payment method~~**, save for the removal of independent directors from office**; (3) the ~~work~~ report~~s~~ of the Board of Directors ~~and the Board of Supervisors~~; (4) the profit distribution plans and loss recovery plans ~~formulated by the Board of Directors~~ **of the Company**; (5) the appointment, ~~or~~ dismissal **or non-reappointment** of accounting firms who conduct regular and statutory audit on the Company's financial **and accounting** reports; (6) the **proposed** annual **financial** budgets~~,~~ **and** final accounts~~, balance sheets, profit and loss accounts, and other financial statements~~ of the Company; and (7) any matters other than those which are required by laws, administrative regulations, regulatory requirements or the Company's Articles of Association to be adopted by special resolution.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 98	The following matters shall be resolved by a special resolution at a shareholders' general meeting: (1) the increase or reduction of share capital, the issue of shares of any class, warrants and other similar securities, and the listing of the Company; (2) the issue of debentures of the Company; (3) the division, merger, dissolution and liquidation or change of the form of the Company; (4) the amendments to the Company's Articles of Association; (5) the acquisition of shares of the Company; (6) the matters in relation to the Company's establishment of legal entity, material external investment, disposal and write-off of material assets, and pledge of material assets; (7) the removal of independent directors;	Article 86	The following matters shall be resolved by a special resolution at a shareholders' ~~general~~ meeting: (1) the increase or reduction of ~~share~~ **registered** capital~~, the issue of shares of any class, warrants and other similar securities, and the listing~~ of the Company; (2) the issue of ~~debentures of the Company~~ **corporate bonds or other negotiable securities and the listing of the Company**; (3) the **merger,** division, **spin-off,** ~~merger,~~ dissolution**,** ~~and~~ liquidation or change of the form of the Company; (4) the amendments to the Company's Articles of Association; (5) the acquisition of shares of the Company; **(6) the change of the Company's profit distribution policies;** (~~6~~**7**) the matters ~~in relation to~~ **such as** the Company's establishment of legal entity, material external investment, **purchase of material assets,** disposal and write-off of material assets, and pledge of material assets; (~~7~~**8**) the removal of independent directors;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(8) the Company's purchase or sale of material assets within one (1) year, which exceeds 30% of the latest audited total assets of the Company; (9) any equity-based incentive plan; and (10) any other matter stipulated by laws, administrative regulations, regulatory requirements or the Company's Articles of Association and decided by shareholders at shareholders' general meetings by way of an ordinary resolution, which, in their opinions, might have a material impact on the Company and shall be adopted by a special resolution.		(~~8~~**9**) the Company's purchase or sale of material assets **or provision of guarantees to others** within one (1) year, which exceeds 30% of the latest audited total assets of the Company; **and** ~~(9) any equity-based incentive plan; and~~ (10) any other matter stipulated by laws, administrative regulations, regulatory requirements or the Company's Articles of Association and decided by shareholders at shareholders' ~~general~~ meetings by way of an ordinary resolution, which, in their opinions, might have a material impact on the Company and shall be adopted by a special resolution.
Article 99	Shareholders who request the convening of an extraordinary general meeting or a class meeting shall comply with the following procedures: (1)Two (2) or more shareholders individually or in aggregate holding 10% or more of the shares carrying the right to vote at the meeting sought to be held shall sign one (1) or more counterpart requisitions stating the object of the meeting and requiring the Board of Directors to convene a shareholders' extraordinary general meeting or a class meeting thereof. The Board of Directors shall proceed as soon as possible to convene the extraordinary shareholders' general meeting or a class meeting thereof after receipt of such requisitions. The number of shares held by shareholders as referred to above shall be calculated as of the date of the requisitions.	Article 87	**If shareholders who individually or jointly hold more than 10% of voting shares of the Company propose to the Board of Directors to convene an extraordinary shareholder's meeting, they shall make such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, give a written response on whether such proposal is consented to within ten (10) days from the date of receipt of such proposal.** **If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall give notice on convening the extraordinary shareholders' meeting within five (5) days from making the Board resolutions. For any change to the original proposal stated in the notice, it shall obtain the consent of relevant shareholders.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(2) If the Board of Directors fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisitions, the requisitionists may themselves convene such a meeting in a manner as similar as possible to the manner in which shareholders' meetings are convened by the Board of Directors within four (4) months from the date of the receipt of the requisitions by the Board of Directors. The requisitionists shall be compensated by the Company for any reasonable expenses incurred by the requisitionists by reason of failure by the Board of Directors to duly convene a meeting, and any sum so compensated shall be set-off against sums owed by the Company to the defaulting directors.		**Where the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to give a response within ten (10) days from the date of receipt of such proposal, shareholders who individually or jointly hold more than 10% of shares of the Company shall have the right to propose to the audit committee to convene an extraordinary shareholders' meeting in writing.** **If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall give a notice on convening the extraordinary shareholders' meeting within five (5) days from the date of receipt of the proposal. For any change to the original proposals stated in the notice, it shall obtain the consent of relevant shareholders.** **If the audit committee fails to issue notice of an extraordinary shareholders' meeting within the prescribed period, it shall be deemed that the audit committee fails to convene and preside over the extraordinary shareholders' meeting, shareholders individually or jointly holding more than 10% of shares of the Company for over ninety (90) consecutive days may convene and preside over such meeting by themselves.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			~~Shareholders who request the convening of an extraordinary general meeting or a class meeting shall comply with the following procedures:~~ ~~(1)Two (2) or more shareholders individually or in aggregate holding 10% or more of the shares carrying the right to vote at the meeting sought to be held shall sign one (1) or more counterpart requisitions stating the object of the meeting and requiring the Board of Directors to convene a shareholders' extraordinary general meeting or a class meeting thereof. The Board of Directors shall proceed as soon as possible to convene the extraordinary shareholders' general meeting or a class meeting thereof after receipt of such requisitions. The number of shareholders referred to above shall be calculated as of the date of the requisitions.~~ ~~(2) If the Board of Directors fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisitions, the requisitionists may themselves convene such a meeting in a manner as similar as possible to the manner in which shareholders' meetings are convened by the Board of Directors within four (4) months from the date of the receipt of the requisitions by the Board of Directors.~~ ~~The requisitionists shall be compensated by the Company for any reasonable expenses incurred by the requisitionists by reason of failure by the Board of Directors to duly convene a meeting, and any sum so compensated shall be set-off against sums owed by the Company to the defaulting directors.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 100	The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall make such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and these Articles of Association, give a written response on whether such proposal is consented to within ten (10) days from the date of receipt of such proposal. If the Board of Directors agrees to convene an extraordinary general meeting, it shall give notice on convening the general meeting within five (5) days from making the Board resolution. For any change to the original proposal stated in the notice, it shall obtain the consent of the Board of Supervisors. If the Board of Directors does not agree to convene an extraordinary general meeting or fails to give a response within ten (10) days from the date of receipt of such proposal, it shall be deemed that the Board of Directors is unable or fails to perform the duty of convening the general meetings, and the Board of Supervisors may convene and preside over the general meeting by itself.	Article 88	**If** ~~T~~t**h**e ~~Board of Supervisors~~ **audit committee** ~~shall have the right to~~ propose**s** to the Board of Directors to convene an extraordinary general meeting, **it** ~~and~~ shall make such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and these Articles of Association, give a written response on whether such proposal is consented to within ten (10) days from the date of receipt of such proposal. If the Board of Directors agrees to convene an extraordinary ~~general~~ **shareholders'** meeting, it shall give notice on convening the **extraordinary** ~~general~~ **shareholders'** meeting within five (5) days from making the Board resolution. For any change to the original proposal stated in the notice, it shall obtain the consent of the ~~Board of Supervisors~~ **audit committee**. If the Board of Directors does not agree to convene an extraordinary ~~general~~ **shareholders'** meeting or fails to give a response within ten (10) days from the date of receipt of such proposal, it shall be deemed that the Board of Directors is unable or fails to perform the duty of convening the **extraordinary** ~~general~~ **shareholders'** meetings, and the ~~Board of Supervisors~~ **audit committee** may convene and preside over the ~~general~~ **shareholders'** meeting by itself.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 101	If the Board of Supervisors or shareholders decide to convene the shareholders' general meeting on their own initiative, they shall notify the Board of Directors in writing and file the notice of meeting with the branch of the securities regulatory authority of the State Council and the stock exchanges at the place where the Company is located for records. The shareholder(s) entitled to convening the shareholders' general meeting shall hold no less than 10% of shares in the Company immediately before the resolution of such meeting is announced. The shareholders convening the shareholders' general meeting shall at the time when a notice of the shareholders' general meeting is sent and the resolution of the shareholders' general meeting is announced, submit relevant supporting documents to the branch of the securities regulatory authority of the State Council and the stock exchanges at the place where the Company is located.	Article 89	If the ~~Board of Supervisors~~ **audit committee** or shareholders decide to convene the shareholders' ~~general~~ meeting on their own initiative, they shall notify the Board of Directors in writing and file the notice of meeting with ~~the branch of the securities regulatory authority of the State Council and~~ the stock exchanges ~~at the place where the Company is located~~ for records. The shareholder(s) entitled to convening the shareholders' ~~general~~ meeting shall hold no less than 10% of shares in the Company immediately before the resolution of such meeting is announced. The **audit committee or** shareholders convening the shareholders' ~~general~~ meeting shall at the time when a notice of the shareholders' ~~general~~ meeting is sent and the resolution of the shareholders' ~~general~~ meeting is announced, submit relevant supporting documents to ~~the branch of the securities regulatory authority of the State Council and~~ the stock exchanges ~~at the place where the Company is located~~.
Article 102	With regard to the shareholders' general meeting convened by the Board of Supervisors or shareholders on their own initiative, the Board of Directors and the secretary to the Board of Directors shall provide assistance. The Board of Directors shall provide the register of members as of the record date for the general meeting.	Article 90	With regard to the shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~ **audit committee** or shareholders on their own initiative, the Board of Directors and the secretary to the Board of Directors shall provide assistance. The Board of Directors shall provide the register of members as of the record date for the **shareholders'** ~~general~~ meeting.
Article 103	The Company shall bear costs and expenses necessary for the shareholders' general meetings, which are convened by the Board of Supervisors or shareholders on their own initiative.	Article 91	The Company shall bear costs and expenses necessary for the shareholders' ~~general~~ meetings, which are convened by the ~~Board of Supervisors~~ **audit committee** or shareholders on their own initiative.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 104	The Board of Directors shall convene and the Chairman of the Board of Directors shall chair the shareholders' general meetings. If the Chairman is unable to attend the meeting for any reason, the vice chairman of the Board of Directors (if appointed by the Company) shall chair the meeting. If the vice chairman of the Board of Directors is not appointed by the Company or is unable or fails to perform his duties, the shareholders' general meeting shall be presided over by a director jointly elected by more than half of the directors. The shareholders' general meeting convened by the Board of Supervisors on its own initiative shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, the shareholders' general meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors. The shareholders' general meeting convened by shareholders on their own initiative shall be presided over by the representative elected by the convenor. If the chairman of the shareholders' general meeting breaches the procedural rules so that the shareholders' general meeting cannot continue, subject to consents of a majority of shareholders with voting rights physically attending the shareholders' general meeting, the shareholders' general meeting may elect a person to act as the chairman of the meeting to continue the meeting.	Article 92	The Board of Directors shall convene and the Chairman of the Board of Directors shall chair the shareholders' ~~general~~ meetings. If the Chairman is unable ~~to attend the meeting~~ **or fails to perform his duties** ~~for any reason~~, the vice chairman of the Board of Directors (if appointed by the Company) shall chair the meeting. If the vice chairman of the Board of Directors is not appointed by the Company or is unable or fails to perform his duties, the shareholders' ~~general~~ meeting shall be presided over by a director jointly elected by ~~more than half~~ **a majority** of the directors. The shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~ **audit committee** on its own initiative shall be presided over and chaired by the chairman of the ~~Board of Supervisors~~ **audit committee**. If the chairman of the ~~Board of Supervisors~~ **audit committee** is unable or fails to perform his duties, the shareholders' ~~general~~ meeting shall be presided over by a ~~supervisor~~ **member of the audit committee as** jointly elected by ~~more than half~~ **a majority of members** of the ~~supervisors~~ **audit committee**. The shareholders' ~~general~~ meeting convened by shareholders on their own initiative shall be presided over by **the convenor or** the representative elected by **him/her**~~the convenor~~. If the chairman of the shareholders' ~~general~~ meeting breaches the procedural rules so that the shareholders' ~~general~~ meeting cannot continue, subject to consents of a majority of shareholders with voting rights ~~physically~~ attending the shareholders' ~~general~~ meeting, the shareholders' ~~general~~ meeting may elect a person to act as the chairman of the meeting to continue the meeting.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 106	Shareholders attending the shareholders' general meeting shall vote for or against or abstain from voting on any proposal submitted for voting (for shareholders holding H Shares, abstention may not apply), except for the declaration made by a securities registration and clearing institution as the nominal holder of stocks under the stock connect mechanism between the mainland China and Hong Kong stock markets according to the actual holders' intentions. ……	Article 94	Shareholders attending the shareholders' ~~general~~ meeting shall vote for or against or abstain from voting on any proposal submitted for voting (for shareholders holding H Shares, abstention may not apply), except for the declaration made by a securities registration and clearing institution as the nominal holder of stocks under the stock connect mechanism between the mainland China and Hong Kong stock markets according to the actual holders' intentions. ……
Article 107	Before voting on the proposals at the shareholders' general meeting, two (2) representatives of the shareholders shall be nominated to participate in the vote counting and scrutinizing. If any shareholder has interest in the matters to be considered, the relevant shareholder and its proxy shall not participate in the vote counting and scrutinizing. When votes are being cast on proposals at the shareholders' general meeting, lawyers, representatives of the shareholders and the representative of supervisors shall be jointly responsible for scrutinizing and counting votes and shall announce the voting results at the meeting. The voting results in connection with the resolutions shall be recorded in the meeting minutes. ……	Article 95	Before voting on the proposals at the shareholders' ~~general~~ meeting, two (2) representatives of the shareholders shall be nominated to participate in the vote counting and scrutinizing. If any shareholder has ~~interest~~ **connected relationship** in the matters to be considered, the relevant shareholder and its proxy shall not participate in the vote counting and scrutinizing. When votes are being cast on proposals at the shareholders' ~~general~~ meeting, lawyers~~,~~ **and** the representatives of the shareholders ~~and the representative of supervisors~~ shall be jointly responsible for scrutinizing and counting votes and shall announce the voting results at the meeting. The voting results in connection with the resolutions shall be recorded in the meeting minutes. ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 108	The onsite shareholders' general meeting shall not end earlier than the meeting held online or by any other means. The chairman of the meeting shall announce details of voting in connection with each proposal, the voting result and whether the proposal is passed in accordance with the voting results. The Company, vote counting officers, scrutineers, substantial shareholders, internet service providers and other relevant parties shall be obliged to keep confidential details of voting.	Article 96	The onsite shareholders' ~~general~~ meeting shall not end earlier than the meeting held online or by any other means. The chairman of the meeting shall announce details of voting in connection with each proposal, the voting result and whether the proposal is passed in accordance with the voting results. The Company, vote counting officers, scrutineers, ~~substantial~~ shareholders, internet service providers and other relevant parties shall be obliged to keep confidential details of voting.
Article 109	The resolutions of the shareholders' general meeting shall be announced promptly. Such announcement shall specify the number of shareholders present in person or by proxy at the meeting, the total number of voting shares held or represented by them, the percentage of such voting shares in relation to all the voting shares of the Company, the voting methods, the voting result of each proposal, and details of each resolution that are passed at the meeting. The Company shall report the details of resolutions to the CBIRC within thirty (30) days after the passing of such resolutions at the shareholders' general meeting.	Article 97	The resolutions of the shareholders' ~~general~~ meeting shall be announced promptly. Such announcement shall specify the number of shareholders present in person or by proxy at the meeting, the total number of voting shares held or represented by them, the percentage of such voting shares in relation to all the voting shares of the Company, the voting methods, the voting result of each proposal, and details of each resolution that are passed at the meeting. ~~The Company shall report the details of resolutions to the CBIRC within thirty (30) days after the passing of such resolutions at the shareholders' general meeting.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 110	If the proposal on election of new directors and supervisors for a new session is adopted at the shareholders' general meeting, directors and supervisors for the new session shall take the office after the resolution of such shareholders' general meeting is made. If the employee representatives of the Board of Directors (the "Employee Directors") or the employee representatives of the Board of Supervisors (the "Employee Supervisors") for a new session are elected democratically at a date earlier than the date of establishment of the Board of Directors or the Board of Supervisors for the new session respectively, such Employee Directors or Employee Supervisors shall take the office at the date of establishment of the Board of Directors or the Board of Supervisors for the new session; in the event that such democratic election is made later than the date of establishment of the Board of Directors or the Board of Supervisors for the new session, such Employee Directors or Employee Supervisors shall take the office at the date of democratic election. The qualification of the Company's directors and supervisors shall be approved by the CBIRC.	Article 98	If the proposal on election of new directors ~~and supervisors~~ for a new session is adopted at the shareholders' ~~general~~ meeting, directors ~~and supervisors~~ for the new session shall take the office after the resolution of such shareholders' ~~general~~ meeting is made. If the employee representatives of the Board of Directors (the "Employee Directors") ~~or the employee representatives of the Board of Supervisors (the "Employee Supervisors")~~ for a new session are elected democratically at a date earlier than the date of establishment of the Board of Directors ~~or the Board of Supervisors for the new session respectively~~, such Employee Directors ~~or Employee Supervisors~~ shall take the office at the date of establishment of the Board of Directors ~~or the Board of Supervisors~~ for the new session; in the event that such democratic election is made later than the date of establishment of the Board of Directors ~~or the Board of Supervisors~~ for the new session, such Employee Directors ~~or Employee Supervisors~~ shall take the office at the date of democratic election. The qualification of the Company's directors ~~and supervisors~~ shall be approved by the ~~CBIRC~~ **insurance regulatory authority under the State Council**.
Article 111	If any proposal for a cash dividend, share allocation, or conversion from capital reserves to share capital is adopted at the shareholders' general meeting, the Company shall implement detailed plans within two (2) months after the end of the shareholders' general meeting.	Article 99	If any proposal for a cash dividend, share allocation, or conversion from capital reserves to share capital is adopted at the shareholders' ~~general~~ meeting, the Company shall implement detailed plans within two (2) months after the end of the shareholders' ~~general~~ meeting.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 112	The chairman of the meeting shall be responsible for determining whether a resolution has been passed. The decision shall be final and conclusive and shall be announced at the meeting and recorded in the minute books.	—	(Deleted this Article)
Article 113	If any proposal is not adopted, or the current shareholders' general meeting amends the resolution of the last shareholders' general meeting, special indication thereof shall be given in the announcement of the resolutions of the shareholders' general meeting.	Article 100	If any proposal is not adopted, or the current shareholders' ~~general~~ meeting amends the resolution of the last shareholders' ~~general~~ meeting, special indication thereof shall be given in the announcement of the resolutions of the shareholders' ~~general~~ meeting.
Article 115	If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minute books.	Article 102	If votes are counted at a shareholders ~~general~~ meeting, the result of the count shall be recorded in the minute**s of the meeting** ~~books~~.
Article 116	Minutes shall be taken for matters deliberated at the shareholders' general meeting. The minutes shall be taken by the secretary to the meeting and signed by the chairman of the meeting and directors attending the meeting. ……	Article 103	Minutes shall be taken for matters deliberated at the shareholders' ~~general~~ meeting. The minutes shall be taken by the secretary to the meeting and signed by the chairman of the meeting and the directors**, secretary to the Board of Directors, convenor or their representatives** attending the meeting **or present at the meeting as non-voting attendees**. ……
Article 117	Copies of the minutes of proceedings of any shareholders' meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests a copy of such minutes from the Company, the Company shall send a copy of such minutes to him within seven (7) days after receipt of reasonable fees therefor.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 118	The Company shall formulate the procedural rules of the shareholders' general meeting which shall set out in detail the procedures of convention and voting in respect of the shareholders' general meeting (including notices, registration, consideration and approval for proposals, voting, vote counting, announcement on voting results, the resolution making process, meeting minutes and signing, announcements and other matters) and the principles of authorization granted to the Board of Directors at the shareholders' general meeting. The scope of authorization shall be specified in details. The procedural rules of the shareholders' general meeting shall be prepared by the Board of Directors, approved at the shareholders' general meeting and attached to the Company's Articles of Association as an appendix.	Article 104	The Company shall formulate the procedural rules of the shareholders' ~~general~~ meeting which shall set out in detail the procedures of **holding,** convention and voting in respect of the shareholders' ~~general~~ meeting (including notices, registration, consideration and approval for proposals, voting, vote counting, announcement on voting results, the resolution making process, meeting minutes and signing, announcements and other matters) and the principles of authorization granted to the Board of Directors at the shareholders' ~~general~~ meeting. The scope of authorization shall be specified in details. The procedural rules of the shareholders' ~~general~~ meeting shall be ~~prepared~~ **formulated** by the Board of Directors, approved at the shareholders' ~~general~~ meeting and attached to the Company's Articles of Association as an appendix.
Article 119	At the time of the shareholders' general meeting, the Company shall engage a lawyer to issue and make public a legal opinion on the following matters: (1) whether the convention and holding of the shareholders' general meeting comply with laws, administrative regulations and these Articles of Association; (2) whether the qualifications of the attendees and the convenor are lawful and valid; (3) whether the voting procedures and results at the shareholders' general meeting are lawful and valid; and (4) the legal opinion issued at the request of the Company in respect of other relevant matters.	Article 105	At the time of the shareholders' ~~general~~ meeting, the Company shall engage a lawyer to issue and make public a legal opinion on the following matters: (1) whether the convention and holding of the shareholders' ~~general~~ meeting comply with **the requirements of** laws, administrative regulations and these Articles of Association; (2) whether the qualifications of the attendees and the convenor are lawful and valid; (3) whether the voting procedures and results at the shareholders' ~~general~~ meeting are lawful and valid; and (4) the legal opinion issued at the request of the Company in respect of other relevant matters.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Chapter 10	Special Procedures for Voting by Shareholders of Different Classes	—	Consolidated to Chapter 5
Article 120	Those shareholders who hold different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Company's Articles of Association.	Article 106	Those shareholders who hold different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Company's Articles of Association.
Article 121	Rights conferred on any class of shareholders may not be varied or abrogated unless with the approval of shareholders by way of special resolution in a general meeting, and by holders of shares of the affected class at a separate general meeting conducted in accordance with Articles 123 to 127.	Article 107	Rights conferred on any class of shareholders may not be varied or abrogated unless with the approval of shareholders by way of special resolution in a **shareholders'** ~~general~~ meeting, and by holders of shares of the affected class at a separate **shareholders'** ~~general~~ meeting conducted in accordance with Articles 1~~23~~**09** to 1~~27~~**13**.
Article 123	Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 122, but interested shareholder(s) shall not be entitled to vote at such class meetings.	Article 109	Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' ~~general~~ meetings, shall have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 1~~22~~**08**, but interested shareholder(s) shall not be entitled to vote at such class meetings.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	An "interested shareholders", as such term is used in the preceding paragraph, means: (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 27 of the Company's Articles of Association, a controlling shareholder within the meaning of Article 61 of these Articles of Association; (2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 27 of the Company's Articles of Association, a holder of the shares to which the proposed agreement relates; (3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.		~~An "interested shareholders", as such term is used in the preceding paragraph, means:~~ ~~(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 27 of the Company's Articles of Association, a controlling shareholder within the meaning of Article 61 of these Articles of Association;~~ ~~(2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 27 of the Company's Articles of Association, a holder of the shares to which the proposed agreement relates;~~ ~~(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 124	A resolution by a class shareholders' meeting shall be passed by affirmative votes representing more than two-thirds of the voting rights of shareholders of that class presented at the relevant meeting who, according to Article 123, are entitled to vote thereat.	Article 110	A resolution by a class shareholders' meeting shall be passed by affirmative votes representing more than two-thirds of the voting ~~rights~~ **shares** of shareholders of that class presented at the relevant meeting who, according to Article 1~~23~~**09**, are entitled to vote thereat.
Article 125	When the Company convenes a class meeting, written notice of the meeting shall be given pursuant to the notice period requirement for convening a shareholders' general meeting under these Articles of Association to notify all shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered and the date and place of the class meeting.	Article 111	When the Company convenes a class meeting, written notice of the meeting shall be given pursuant to the notice period requirement for convening a shareholders' ~~general~~ meeting under these Articles of Association to notify all shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered and the date and place of the class meeting.
Article 126	…… Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' general meetings. The provisions of the Company's Articles of Association relating to the procedures for holding shareholders' general meetings shall apply to class meetings.	Article 112	…… Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' ~~general~~ meetings. The provisions of the Company's Articles of Association relating to the procedures for holding shareholders' ~~general~~ meetings **(including those concerning the proposal by shareholders or the audit committee to convene extraordinary shareholders' meetings)** shall apply to class meetings.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 127	Apart from the holders of other classes of shares, the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares. The special procedures for voting by shareholders of different classes shall not apply in the following circumstances: (1) where the Company issues, upon the approval by a special resolution of its shareholders in a general meeting, either separately or concurrently, Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares every twelve (12) months, and the number of the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective classes; (2) where the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council.	Article 113	Apart from the holders of other classes of shares, the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares. The special procedures for voting by shareholders of different classes shall not apply in the following circumstances: (1) where the Company issues, upon the approval by a special resolution of its shareholders in a **shareholders'** ~~general~~ meeting, either separately or concurrently, Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares every twelve (12) months, and the number of the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective classes; (2) where the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council.
Chapter 11	Board of Directors	Chapter 6	Board of Directors Section 1 General Provisions of the Board of Directors Section 2 Independent Directors Section 3 Specialized Committees of the Board of Directors Section 4 Secretary to the Board of Directors

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 128	The Board of Directors shall consist of twelve (12) directors, including four (4) executive directors, four (4) non-executive directors and four (4) independent directors. It shall have one (1) Chairman, and may have one (1) Vice Chairman.	Article 114	The Board of Directors shall consist of twelve (12) directors, including four (4) executive directors, ~~four (4)~~**seven (7)** non-executive directors **(including** ~~and~~ four (4) independent directors) **and one (1) employee director**. It shall have one (1) Chairman, and may have one (1) Vice Chairman.
Article 129	Directors who are not employee representatives shall be elected at the shareholders' general meeting, and employee directors shall be elected at the employee representative meeting by the Company's employees or by other democratic means. A director's term shall be three (3) years and is renewable by re-election upon expiry of the term. A written notice of the intention to nominate a person for election as a director and a written notice by that person of his/her willingness to be nominated shall be delivered to the Company seven (7) days before the date of the shareholders' general meeting.	Article 115	Directors who are not employee representatives shall be elected at the shareholders' ~~general~~ meeting, and employee directors shall be elected at the employee representative meeting by the Company's employees or by other democratic means. A director's term shall be three (3) years and is renewable by re-election upon expiry of the term. **Shareholders individually or jointly holding more than 3% of the total voting shares of the Company, as well as the nomination and remuneration committee of the Board of Directors, shall have the right to propose candidates for non-independent directors. Unless otherwise stipulated by national laws, regulations, or regulatory standards, the directors nominated by the same shareholder and his/her connected parties shall, in principle, not exceed one-third of the total number of Board members. The nomination and remuneration committee of the Board of Directors shall exercise its right to nominate directors independently and prudently, without being affected by shareholders.** A written notice of the intention to nominate a person for election as a director and a written notice by that person of his/her willingness to be nominated shall be delivered to the Company seven (7) days before the date of the shareholders' ~~general~~ meeting.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	A director's term of office shall commence from the date when the resolution of shareholders' general meeting is adopted and the qualification of such director is approved by the CBIRC and end upon expiry of the term of current session of the Board of Directors. After expiry of a director's term of office but before a new director is elected and takes office, the retiring director shall continue to perform his/her duty as a director pursuant to laws, administrative regulations, departmental rules and these Articles of Association. The president, vice president and other senior management officers may concurrently serve as directors, provided that the total number of directors who concurrently serve as the president, vice president, other senior management officers and the total number of directors who are served by employee representatives shall not exceed half of the total number of directors of the Company. ……		A director's term of office shall commence from the date when the resolution of shareholders' ~~general~~ meeting is adopted and the qualification of such director is approved by the ~~CBIRC~~ **insurance regulatory authority under the State Council** and end upon expiry of the term of current session of the Board of Directors. After expiry of a director's term of office but before a new director is elected and takes office, the retiring director shall continue to perform his/her duty as a director pursuant to laws, administrative regulations, departmental rules and these Articles of Association. The president, vice president and other senior management officers may concurrently serve as directors, provided that the total number of directors who concurrently serve as the president, vice president, other senior management officers and the total number of directors who are served by employee representatives shall not exceed half of the total number of directors of the Company. ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Subject to compliance with relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution change any director who is not employee representative before the expiration of his/her term of office (however, the director's right to make claims pursuant to any contract shall not be affected thereby). …… Directors of the Company who are natural persons shall have good conduct and reputation, possess the expertise and working experience commensurate with their duties and responsibilities, and satisfy the requirements specified by laws and regulations and the CBIRC. Any election or appointment of a director in violation of this Article shall be deemed as null and void. If the directors fail to meet the qualifications or conditions as specified by laws, regulations and regulatory requirements during their term of office, the Company shall dismiss them from their positions.		Subject to compliance with relevant laws**,** ~~and~~ administrative regulations **and regulatory requirements**, the shareholders' ~~general~~ meeting may by ordinary resolution change any director who is not employee representative before the expiration of his/her term of office (however, the director's right to make claims pursuant to any contract shall not be affected thereby). …… Directors of the Company who are natural persons shall have good conduct and reputation, possess the expertise and working experience commensurate with their duties and responsibilities, and satisfy the requirements specified by laws and regulations and the ~~CBIRC~~ **insurance regulatory authority under the State Council.** Any election or appointment of a director in violation of this Article shall be deemed as null and void. If the directors fail to meet the qualifications or conditions as specified by laws, regulations and regulatory requirements during their term of office, the Company shall dismiss them from their positions.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 130	A director may resign before expiry of his/her term of office, subject to submission of a written resignation report to the Board of Directors. The Board of Directors will disclose relevant information within two (2) days thereafter. If the number of the Company's directors is less than the quorum required by law due to a director's resignation, such resigning director shall continue to perform his/her duty as a director pursuant to laws, administrative regulations, departmental rules and these Articles of Association until a new director is elected and takes office. Except for the case mentioned in the preceding paragraph, resignation of directors shall take effect immediately upon the Board of Directors' receipt of the written resignation report.	Article 116	A director may resign before expiry of his/her term of office, subject to submission of a written resignation report to the ~~Board of Directors~~ **Company**. The ~~Board of Directors~~ **Company** will disclose relevant information within two (2) **trading** days thereafter. If the number of the Company's directors is less than the ~~quorum~~ **minimum number of directors** required by **the Company L**~~l~~aw **or two-thirds of the number of directors specified in the Company's Articles of Association** due to a director's resignation, such resigning director shall continue to perform his/her duty as a director pursuant to laws, administrative regulations, departmental rules and these Articles of Association until a new director is elected and takes office. **When the Company is carrying out disposal actions for major risks, the director shall not resign without the approval of the regulatory authority.** Except for the case mentioned in the preceding paragraph, resignation of directors shall take effect immediately upon the Board of Directors' receipt of the written resignation report.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Upon the effectiveness of a director's resignation or the expiration of his/her term, he/she shall duly complete all handover procedures with the Board of Directors. His/her duty of loyalty to the Company and shareholders shall not be released and shall remain effective for five (5) years after the expiry of his/her term.		**The Company shall manage the resignation of directors, clearly specifying safeguard measures to hold departing directors accountable for unfulfilled public commitments and other outstanding matters, including but not limited to withholding or reclaiming remuneration and asserting claims for economic compensation.** Upon the effectiveness of a director's resignation or the expiration of his/her term, he/she shall duly complete all handover procedures with the Board of Directors. His/her duty of loyalty to the Company and shareholders shall not be released and shall remain effective for five (5) years after the expiry of their term. **The responsibilities a director should bear during his/her tenure due to the performance of his/her duties shall not be exempted or terminated due to his/her resignation.** **Where the number of directors on the Board of Directors falls below the minimum number of directors required by the Company Law or required for voting by the Board of Directors due to the removal or death of a director, resignation of an independent director owing to loss of independence, or other situations where the director is not able to perform his/her duties, the powers and functions of the Board of Directors shall be exercised by the shareholders' meeting until the number of directors on the Board of Directors meets the requirements.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 132	If a director violates laws, administrative regulations, department rules or these Articles of Association when performing his/her duties in the Company, thereby causing losses to the Company, such director shall be liable for compensation.	Article 118	**Directors shall perform the following duties or obligations:** **(1) pay continuous attention to the Company's business operation and management, and have the right to require the senior management to provide comprehensive, timely and accurate information on the Company's operation and management, or give explanations on relevant issues;** **(2) attend the meetings of the Board of Directors on time, sufficiently examine the matters considered by the Board of Directors, give opinions independently, professionally and objectively, and vote independently on the basis of prudential judgment;** **(3) assume responsibility for the resolutions of the Board of Directors;** **(4) supervise the implementation of the resolutions of the shareholders' meeting and the Board of Directors by the senior management;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(5) actively participate in training organized by the Company and regulatory authorities, understand the rights and obligations of directors, familiarize with relevant laws, regulations, and regulatory provisions, and continue to have the professional knowledge and capabilities required to perform duties; **(6) when performing duties, be responsible to the Company and all shareholders, and treat all of the shareholders fairly;** **(7) comply with a code of professional ethics that sets high standards, and take into account the lawful rights and interests of stakeholders;** **(8) have an obligation of loyalty and diligence to the Company, perform duties dutifully and prudentially, and ensure sufficient time and energy to perform duties; and** **(9) comply with laws, regulations, and these Articles of Association.** **Where a director causes damage to others during the performance of his/her duties, the Company shall be liable for compensation; where a director acts with intentional or gross negligence, he/she shall also be liable for compensation.** If a director violates laws, administrative regulations, department rules or these Articles of Association ~~when~~ **in** performing his/her duties ~~in the Company~~, thereby causing losses to the Company, such director shall be liable for compensation.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 133	An independent director means a director who does not have any function in the Company other than being a director and has no relationship with the Company and its controlling shareholder or actual controller which may prejudice such director's independent and objective judgments on the Company's affairs.	Article 133	An independent director means a director who does not have any function in the Company other than being a director and has no **direct or indirect interest**~~relationship~~ with the Company and its ~~controlling~~**substantial** shareholder or actual controller**, or other** relationship **with them** which may prejudice **his/her ability to make** ~~such director's~~ independent and objective judgments~~ on the Company's affairs~~.
Article 134	An independent director shall have high professional competence and reputation, and shall also meet the qualification requirements for serving as an independent director of a listed insurance company as specified by laws, administrative regulations and regulatory requirements.	Article 134	An independent director shall have high professional competence and reputation, and shall also meet the qualification requirements for serving as an independent director of a listed insurance company as specified by laws, administrative regulations and regulatory requirements. **Independent directors should ensure that they have sufficient time and energy to effectively perform their duties, and may serve as independent directors in no more than five (5) domestic and foreign enterprises (with no more than three (3) domestic listed companies in principle).** **If independent directors also serve as independent directors in other banking or insurance institutions, there should be no connected relationships or conflicts of interest between those institutions and the Company.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 135	Any of the following persons shall not serve as an independent director of the Company: (1) person who has worked in a shareholder entity holding more than 5% of shares of the Company or in any of the top ten (10) shareholder entities of the Company in the past three (3) years, and such person's close relatives; (2) a person who has worked in the Company or any enterprises actually controlled by the Company in the past three (3) years, and such person's close relatives;	Article 135	Any of the following persons shall not serve as an independent director of the Company: (1) a person who has worked in a shareholder entity holding more than 5% of shares of the Company or in any of the top ten (10) shareholders entities of the Company in the past three (3) years, and such person's close relatives; **The term "shareholder entity" in this item includes the shareholder's successive controlling shareholders traced back through each level, their connected parties, persons acting in concert, and affiliates of such shareholder.** (2) a person who has worked in the Company or any enterprises actually controlled by the Company in the past three (3) years, and such person's close relatives;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(3) a person who has provided the Company with legal, audit, actuarial or management consulting services in the past two (2) years; (4) a person serving as a partner, controlling shareholder or senior management officer of any banking, legal, consulting, or audit institutions which have business relationship with the Company in the past two (2) years; or (5) other person whose independent judgment, in the opinion of regulatory authorities, may be compromised.		(3) a person who has provided ~~the Company with~~ **professional services (such as financial,** legal, **consulting, sponsorship,** audit~~,~~ **or** actuarial ~~or management consulting~~ services**) to the Company, its controlling shareholders, actual controllers, or their respective affiliates** in the past two (2) years**, including but not limited to all personnel involved in providing services from intermediaries engaged in offering professional services, reviewers at all levels, signatories on reports, partners, directors, senior management officers, key persons in charge, and controlling shareholders**; **(4) a person serving as an independent director at insurance institutions engaged in similar business operations as the Company;** ~~(4) a person serving as a partner, controlling shareholder or senior management officer of any banking, legal, consulting, or audit institutions which have business relationship with the Company in the past two (2) years; or~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(5) a person who has, directly or indirectly, held more than 1% of the issued shares of the Company in the past year, or is an individual shareholder among the Company's top ten shareholders, and such person's immediate family members. Immediate family members include spouses, parents, and children, etc; **(6) a person who has had significant business dealings with the Company, its controlling shareholder, actual controller, or their respective affiliates in the past year, or who is employed by an entity with significant business dealings with the Company or by the entity of the controlling shareholder or actual controller; or** (~~5~~**7**) other person**s identified by laws, regulations, regulatory requirements, listing rules of the place where the Company's shares are listed, the Company's Articles of Association, and** ~~whose independent judgment, in the opinion of~~ regulatory authorities **that their ability to make independent judgment**~~,~~ may be compromised.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 136	The Board of Directors, the nomination and remuneration committee of the Board of Directors, the Board of Supervisors or any shareholder(s) individually or jointly holding more than 3% of the issued shares of the Company may nominate candidates for independent directors, who shall be subject to the election of the shareholders' general meeting. At least one-third of members of the Board of Directors of the Company shall be independent directors, including at least one (1) accounting professional.	Article 136	The Board of Directors, the nomination and remuneration committee of the Board of Directors~~, the Board of Supervisors~~ or any shareholder(s) individually or jointly holding more than ~~3~~**1**% of the issued shares of the Company may nominate candidates for independent directors, who shall be subject to the election of the shareholders' ~~general~~ meeting. **Shareholders who have already nominated non-independent directors, and their connected parties shall not nominate independent directors.** **The nominators mentioned in the preceding paragraph shall not nominate persons who have an interest with them or persons closely related to them who may have other circumstances affecting the ability of such persons to perform duties independently as candidates for independent directors.** At least one-third of members of the Board of Directors of the Company shall be independent directors, including at least one (1) accounting professional.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 137	The term of office of independent directors is the same as that of other directors of the Company, and may be renewed upon re-election when it expires, provided that an independent director shall not serve for more than six (6) consecutive years. An independent director shall not be removed before the expiry of his/her term of office without a justifiable cause. If any independent director is removed prior to the expiration date, the Company shall disclose such removal as a special disclosure matter.	Article 137	The term of office of independent directors is the same as that of other directors of the Company, and may be renewed upon re-election when it expires, provided that **the cumulative period of service for** an independent director **with the Company** shall not ~~serve for more than~~exceed six (6) ~~consecutive~~ years. An independent director **may,** before the expiry of his/her term of office,~~ shall not~~ be removed **by the Company from his/her office in accordance with statutory procedures**~~before the expiry of his term of office without a justifiable cause~~. If any independent director is removed **from his/her office before the end of his/her term**~~prior to the expiration date~~, the Company shall **promptly** disclose ~~such removal as a special disclosure matter~~**the specific reasons and basis for the removal. If the independent director has any objections, the Company shall also disclose them in a timely manner**.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	The removal of an independent director shall be decided by a shareholders' general meeting. The Company shall notify such independent director in writing of the reasons of the removal and his/her corresponding rights at least fifteen (15) days prior to the convening of the shareholders' general meeting. A resolution on the removal of an independent director at the shareholders' general meeting shall be passed by votes representing over two-thirds of the voting rights held by the shareholders present at the meeting. The independent director shall have the right to provide an explanation and make a representation before voting.		The removal of an independent director **from his/her office** shall be decided by a shareholders' ~~general~~ meeting. The Company shall notify such independent director in writing of the reasons of the removal **from his/her office** and his/her corresponding rights at least fifteen (15) days prior to the convening of the shareholders' ~~general~~ meeting. A resolution on the removal of an independent director **from his/her office** at the shareholders' ~~general~~ meeting shall be passed by votes representing over two-thirds of the voting rights held by the shareholders present at the meeting. The independent director shall have the right to provide an explanation and make a representation before voting. **If an independent director does not meet the qualifications required by relevant laws and regulations for serving as a director of a listed company or the independence requirements for serving as an independent director, he/she shall immediately cease performing his/her duties and resign. If he/she does not tender a resignation, the Board of Directors shall, upon becoming aware or having reason to be aware of this fact, immediately terminate his/her position in accordance with relevant requirements.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 138	In addition to the powers and functions granted to directors by the Company Law and other applicable laws, regulations, regulatory requirements and these Articles of Association, an independent director shall also have the following powers and functions: (1) to review the fairness of material connected transactions (defined according to the standards issued by regulatory authority of the place where the Company is listed from time to time) of the Company, implementation of internal audit procedures and impacts on the interests of the insured. Opinions shall be provided by independent directors in writing on any problems found in the connected transactions reviewed. In addition to the circumstances where an independent financial advisor must be engaged to issue a report pursuant to the listing rules of the place where the Company is listed, if more than two (2) independent directors deem necessary, they may engage an intermediary to provide independent financial advisor report as the basis of their opinions;	Article 138	In addition to the powers and functions granted to directors by the Company Law and other applicable laws, regulations, regulatory requirements and these Articles of Association, an independent director shall also have the following **special** powers and functions: (1) to review the fairness **and compliance** of material connected transactions (defined according to the standards issued by regulatory authority of the place where the Company is listed from time to time) of the Company, implementation of internal audit procedures and impacts on the interests of the insured. Opinions shall be provided by independent directors in writing on any problems found in the connected transactions reviewed. In addition to the circumstances where an independent financial advisor must be engaged to issue a report pursuant to the listing rules of the place where the Company is listed, if more than two (2) independent directors deem necessary, they may engage an intermediary to provide independent financial advisor report as the basis of their opinions; **(2) to independently engage intermediaries to conduct audits, consultations, or verifications on specific matters of the Company;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(2) to propose to the Board to convene an extraordinary general meeting by more than half of but no less than two (2) independent directors; (3) to propose to convene a meeting of the Board of Directors by more than two (2) independent directors; (4) to independently engage external auditing firms and consultancy firms; and (5) other powers and functions as specified by laws, regulations, regulatory requirements and these Articles of Association.		(~~2~~**3**) to propose to the Board to convene an extraordinary general meeting ~~by more than half of but no less than two (2) independent directors~~ **with the consent of a majority of all independent directors**; (~~3~~**4**) to propose to convene a meeting of the Board of Directors by more than two (2) independent directors; **(5) to solicit shareholder rights publicly from shareholders according to law;** **(6) to provide independent opinions on matters that may adversely affect the interests of the Company or minority shareholders; and** ~~(4) to independently engage external auditing firms and consultancy firms; and~~ (~~5~~**7**) other powers and functions as stipulated by laws, regulations, regulatory requirements, and these Articles of Association. **The Company shall make timely disclosure of any exercise of the aforementioned special powers and functions by independent directors. If these powers and functions cannot be exercised properly, the Company shall disclose the specific circumstances and reasons therefor.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Independent directors shall provide independent opinions on the matters discussed at shareholders' general meetings and meetings of the Board of Directors in an objective and fair manner. In particular, they shall give their opinions to the Board of Directors or the shareholders' general meeting on the following matters: …… (6) other matters that may have material impacts on the rights and interests of the Company, the insured and minority shareholders; and (7) other matters as specified by laws, regulations, regulatory requirements or these Articles of Association.		Independent directors shall provide independent opinions on the matters discussed at shareholders' ~~general~~ meetings and meetings of the Board of Directors in an objective and fair manner. In particular, they shall give their opinions to the Board of Directors or the shareholders' ~~general~~ meeting on the following matters: …… **(6) appointment or dismissal of the accounting firms who conduct regular and statutory audit on the Company's financial and accounting reports;** (~~6~~**7**) other matters that may have material impacts on the **legitimate** rights and interests of the Company, ~~the insured~~**financial consumers** and minority shareholders; and (~~7~~**8**) other matters as specified by laws, regulations, regulatory requirements or these Articles of Association. **The following matters shall be submitted to the Board of Directors for consideration after approval by a majority of all independent directors of the Company:** **(1) connected transactions required to be disclosed under the provisions of the CSRC or the Shanghai Stock Exchange;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(2) plans for the Company and related parties to change or waive undertakings; **(3) decisions and measures taken by the Board of Directors of the Company in relation to acquisitions; and** **(4) other matters as stipulated by laws, administrative regulations, regulatory requirements, or these Articles of Association.**
Article 139	An independent director shall give any of the following opinions regarding the matters mentioned in preceding paragraph: consent; reservation and the reason; objection and the reason; unable to give opinion and the obstacles. Where independent directors abstain or vote against the matters described in the preceding paragraph, or consider that there are obstacles to expressing their opinions, they shall give written opinions to the Company and report to the CBIRC. Where relevant matters are required to be disclosed, the Company shall announce the opinions of the independent directors. If the independent directors fail to agree on a particular matter, the Board of Directors shall disclose the opinion of each independent director.	Article 139	An independent director shall give any of the following opinions regarding the matters mentioned in preceding ~~paragraph~~**article**: consent; reservation and the reason; objection and the reason; unable to give opinion and the obstacles. Where independent directors abstain or vote against the **relevant** matters ~~described in the preceding paragraph~~, or consider that there are obstacles to expressing their opinions, they shall give written opinions to the Company **detailing the specific reasons and basis, the legality and compliance of the matters involved in resolutions, potential risks, and the impact on the rights and interests of the Company and minority shareholders, etc.,** and **shall also** report to the ~~CBIRC~~ **insurance regulatory authority under the State Council**. ~~Where relevant matters are required to be disclosed, the Company shall announce the opinions of the independent directors. If the independent directors fail to agree on a particular matter, the Board of Directors shall disclose the opinion of each independent director.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 140	An independent director shall attend meetings of the Board of Directors as scheduled, possess knowledge of the business operations of the Company, and actively investigate and obtain the information and materials necessary for any decision-making. Independent directors shall submit an annual report of all independent directors to the Company's shareholders at the annual general meeting, providing an account of their performance of duties.	Article 140	An independent director shall attend **shareholders' meetings,** and meetings of the Board of Directors **and its specialized committees** as ~~scheduled~~**required**, possess knowledge of the business operations of the Company, and actively investigate and obtain the information and materials necessary for any decision-making. Independent directors shall submit an annual **duty** report of all independent directors to the Company's shareholders at the annual ~~general~~ **shareholders'** meeting, providing an account of their performance of duties.
Article 141	An independent director shall faithfully perform his/her duties, protect the Company's interests and, in particular, procure that no harm be made to the legitimate rights and interests of the public shareholders. An independent director shall perform his duties independently and shall not be influenced by the substantial shareholders or the actual controller of the Company, or any enterprise or individual having interested relationship with the Company, its substantial shareholders or its actual controller.	Article 141	An independent director shall ~~faithfully~~ perform his/her duties **with integrity, independence, diligence and loyalty**, **play the role of participating in decision-making, supervision and checks and balances, and provide professional advisory service in the Board of Directors,** protect the **legitimate rights and** ~~Company's~~ interests **of the Company, minority shareholders and financial consumers** and, in particular, procure that no harm be made to the legitimate rights and interests of the public shareholders. An independent director shall perform his duties independently and shall not be influenced by the ~~substantial~~ shareholders**,** ~~or the~~ actual controller **or senior management officers** of the Company, or any enterprise or individual having **significant** interested relationship with the Company, its substantial shareholders or ~~its~~ actual controller.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 142	If an independent director fails to attend three (3) consecutive meetings of the Board of Directors in person, the Board of Directors may propose the replacement of such independent director at a shareholders' general meeting. Where an independent director fails to attend two (2) meetings of the Board of Directors in person within one year, the Company shall issue to him a written reminder. Where an independent director is given two (2) reminders within a term of office, he shall not be re-elected.	—	(Deleted this Article)
Newly added	—	Article 143	**The Company shall establish a mechanism for special meetings attended exclusively by independent directors. For matters requiring consideration by the Board of Directors such as connected transactions, prior approval from the independent directors' special meeting shall be obtained.** **The Company shall convene special meetings of independent directors on a regular or irregular basis. Matters listed in items (2) to (4) in the first paragraph, and the third paragraph of Article 138 of these Articles of Association shall be considered by the special meeting of independent directors.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			The special meeting of independent directors may study and discuss other matters of the Company as necessary. The special meeting of independent directors shall be convened and presided over by an independent director jointly elected by a majority of the independent directors; in the event that the convenor does not perform or is unable to perform his/her duties, two or more independent directors may convene the special meeting on their own and elect a representative to preside over the meeting. **Minutes of special meetings of independent directors shall be prepared in accordance with relevant requirements, and the opinions of the independent directors shall be recorded in the minutes. Independent directors shall sign to confirm the minutes.** **The Company shall facilitate and support for the convening of special meetings of independent directors.**
Article 144	Any independent director may resign prior to the expiry of his term of office, subject to submission of a written resignation report to the Board of Directors explaining any information related to his resignation or any information he considers it is necessary for the shareholders and creditors of the Company to be attentive to.	Article 144	Any independent director may resign prior to the expiry of his term of office, subject to submission of a written resignation report to the Board of Directors explaining any information related to his resignation or any information he considers it is necessary for the shareholders and creditors of the Company to be attentive to.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	If the number of independent directors or members of the Board of Directors is less than the quorum provided by the law or these Articles of Association due to an independent director's resignation, such resigning independent director shall continue to perform his/her duty as an independent director pursuant to laws, administrative regulations and these Articles of Association until a new independent director is elected and takes office. The Board of Directors shall hold a shareholders' general meeting within two (2) months to elect a new independent director. If the Board of Directors fails to hold such shareholders' general meeting within the said two (2) months, the resigning independent director may cease to perform his duty.		If **the resignation of an independent director results in the proportion** ~~the number~~ of independent directors **on the Board falling below one-third, the absence of an accounting professional among the independent directors,** ~~or~~ **the number of directors** ~~members of~~ **on** the Board ~~of Directors~~ **falling below** ~~is less than~~ the quorum provided by the law or these Articles of Association**, or the proportion of independent directors on any special committee under the Board not meeting the requirements of laws or these Articles of Association**, ~~due to an independent director's resignation~~, such resigning independent director shall continue to perform his/her duty as an independent director pursuant to laws, administrative regulations**, departmental rules** and these Articles of Association until a new independent director is elected and takes office**, except for the resignation or removal of independent directors due to their loss of independence or qualifications**. ~~The Board of Directors shall hold a shareholders' general meeting within two (2) months to elect a new independent director. If the Board of Directors fails to hold such shareholders' general meeting within the said two (2) months, the resigning independent director may cease to perform his duty.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 145	The Board of Directors shall be accountable to the shareholders in general meeting, and shall exercise the following functions and powers: (1) to be responsible for the convening of the shareholders' general meeting and to report on its work to the shareholders in general meetings; (2) to implement the resolutions passed by the shareholders in general meetings; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's proposed annual financial budgets and final accounts; (5) to formulate the Company's profit distribution proposal and loss recovery proposal; (6) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures or other negotiable securities and listing;	Article 119	The Board of Directors shall be accountable to the shareholders in ~~general~~ **shareholders'** meeting, and shall exercise the following functions and powers: (1) to be responsible for the convening of the shareholders' ~~general~~ meeting and to report on its work to the shareholders in ~~general~~ **shareholders'** meetings; (2) to implement the resolutions passed by the shareholders in ~~general~~ **shareholders'** meetings; (3) to determine the Company's **annual** business plans and investment proposals; **(4) to formulate the Company's development strategy and to supervise its implementation;** (~~4~~**5**) to formulate the Company's proposed annual financial budgets and final accounts; (~~5~~**6**) to formulate the Company's **profit distribution policy,** profit distribution proposal and loss recovery proposal; (~~6~~**7**) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of ~~the Company's debentures~~**corporate bonds** or other negotiable securities and **the** listing **of the Company**;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(7) to formulate plans for major acquisition, acquisition of shares of the Company, or merger, division, dissolution and change of the form of the Company; (8) to consider and approve, to the extent authorized by the shareholders' general meeting (except those that are not required for authorization), such matters as the management of assets and liabilities, external investments, acquisition of assets, disposal and write-off of assets, pledge of assets, entrusted wealth management and connected transactions of the Company; (9) to decide on the establishment of the Company's internal management organizations;		**(8) to formulate the Company's capital planning and capital replenishment plans, and to bear ultimate responsibility for capital or solvency management;** (~~7~~**9**) to formulate plans for major acquisition, acquisition of shares of the Company, or merger, division, **spin-off,** dissolution and change of the form of the Company; (~~8~~**10**) to consider and approve, to the extent authorized by the shareholders'~~ general~~ meeting (except those that are not required for authorization), such matters as the management of assets and liabilities, external investments, acquisition of assets, disposal and write-off of assets, pledge of assets, entrusted wealth management**,** ~~and~~ connected transactions **and external guarantees** of the Company; (~~9~~**11**) to decide on the establishment of the Company's internal management organizations;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(10) to appoint or dismiss the Company's president or secretary to the Board of Directors, and to appoint or dismiss the vice president(s) and other senior management officers (excluding the secretary to the Board of Directors) based on the nomination of the president, and to decide on their remuneration, reward and punishment; (11) to formulate the Company's basic management system, to formulate the Procedural Rules for the Shareholders' General Meetings and the Procedural Rules for the Board of Directors' Meetings, and to review the work rules of the professional committees of the Board of Directors; (12) to formulate proposals for any amendment to the Company's Articles of Association; (13) to manage the information disclosure of the Company; (14) to propose to the shareholders' general meeting for retaining or replacing the accounting firm that conduct audits for the Company; (15) to hear the work report of the Company's president and to inspect the work of the president; and		(1~~0~~**2**) to appoint or dismiss the Company's president**,** ~~or~~ secretary to the Board of Directors or **person in charge of audit**, and to appoint or dismiss the vice president(s) and other senior management officers (excluding the secretary to the Board of Directors **and the person in charge of audit**) based on the nomination of the president, ~~and~~ to decide on their remuneration, reward and punishment**, and to supervise the performance of duties by the senior management**; (1~~1~~**3**) **to evaluate and improve corporate governance on a regular basis,** to formulate the Company's basic management system, to formulate the Procedural Rules for the Shareholders' ~~General~~ Meetings and the Procedural Rules for the Board of Directors' Meetings, and to review **and approve** the work rules of the ~~professional~~ **specialized** committees of the Board of Directors; (1~~2~~**4**) to formulate proposals for any amendment to the Company's Articles of Association; (1~~3~~**5**) to ~~manage~~ **be responsible for** the information disclosure of the Company**, and to take ultimate responsibility for the truthfulness, accuracy, completeness, and timeliness of the Company's financial and accounting reports**;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(16) to exercise any other powers and functions conferred by laws, administrative regulations, departmental rules, these Articles of Association or shareholders' general meetings. Other than the Board of Directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7), (8) and (12) of this Article which shall be passed by the affirmative vote of more than two-thirds of all directors, the Board of Directors' resolutions in respect of all other matters may be passed by the affirmative vote of a majority of all directors, unless otherwise provided by applicable laws, administrative regulations, departmental rules, or these Articles of Association. The said functions and powers of the Board of Directors shall be exercised by the Board of Directors collectively. The statutory functions and powers of the Board of Directors shall not, in principle, be delegated to the Chairman of the Board of Directors, directors or other individuals or entities. If it is necessary to delegate decision-making right on certain matters, such delegation shall be made legally by means approved by resolutions of the Board of Directors. Delegation shall be made on a case by case basis, and no function of the Board of Directors shall be delegated generally or permanently to other entities or individuals.		(14**6**) to propose to the shareholders' ~~general~~ meeting for retaining or ~~replacing~~ **dismissing** the accounting firm**s** that conduct **regular and statutory** audits **on** the Company**'s financial and accounting reports**; (15**7**) **to select and appoint external auditing firms to conduct audits of the Company's directors and senior management officers;** **(18)** to hear the work report of the Company's president and to inspect the work of the president; (1**9**) **to formulate the Company's risk tolerance, risk management, and internal control policies, to review the Company's risk appetite framework, and to take ultimate responsibility for enterprise-wide risk management;** **(20) to determine compliance management objectives and to take ultimate responsibility for the effectiveness of compliance management;** **(21) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;** **(22) to establish mechanisms for identifying, reviewing, and managing conflicts of interest between the Company and shareholders, especially substantial shareholders;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(23) to take responsibility for managing shareholder affairs; **(24) to review the Company's remuneration system;** **(25) to review and approve any matters of the Company on data governance, and within the scope authorized by the shareholders' meeting, to decide on matters such as external donations by the Company;** **(26) to take the primary responsibility for sustainable development, including green finance, environmental, social, and governance (ESG) initiatives;** (~~16~~**27**) to exercise any other powers and functions conferred by laws, administrative regulations, departmental rules, these Articles of Association or shareholders' ~~general~~ meetings.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			~~Other than the Board of Directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7), (8) and (12) of this Article which shall be passed by the affirmative vote of more than two-thirds of all directors, the Board of Directors' resolutions in respect of all other matters may be passed by the affirmative vote of a majority of all directors, unless~~ **Except as** otherwise provided by applicable laws, administrative regulations, departmental rules, or these Articles of Association**, the Board of Directors' resolutions on the matters mentioned in the preceding paragraph shall be approved by the affirmative vote of a majority of all directors. Among them, the "profit distribution proposal" in item (6), items (7), (8), (9) and (10), the "appointment or dismissal of senior management officer" and "remuneration plan" in item (12), item (14), and matters deemed by a majority of all directors to have a significant impact on the Company must be approved by the affirmative vote of more than two-thirds of all directors**.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			For the "external investment"described in item (10) of the first paragraph of this Article, the amount of single investment projects such as domestic and foreign equity investments, debt investments, real estate investments, and infrastructure investments authorized to the management for approval shall not exceed 0.5% of the most recent audited net asset value or its equivalent in foreign currency. However, financial products entrusted for investment with insurance funds are not subject to the aforementioned percentage restrictions; "equity investment" refers to long-term equity investments made with proprietary funds. The said functions and powers of the Board of Directors shall be exercised by the Board of Directors collectively. The statutory functions and powers of the Board of Directors shall not, in principle, be delegated to the Chairman of the Board of Directors, directors or other individuals or entities. If it is necessary to delegate decision-making power on certain **specific** matters, such delegation shall be made legally by means approved by resolutions of the Board of Directors. Delegation shall be made on a case by case basis, and no function of the Board of Directors shall be delegated generally or permanently to other entities or individuals.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	The Board of Directors shall give an explanation to the shareholders' general meeting in respect of the non-unqualified audit opinions issued by a certified public accountant on the financial reports of the Company. Statutory functions and powers of the Board of Directors shall not be modified or deprived of by any provisions of these Articles of Association, any resolutions of the shareholders' general meeting, or in any other manner.		The Board of Directors shall give an explanation to the shareholders' ~~general~~ meeting in respect of the non-unqualified audit opinions issued by a certified public accountant on the financial **and accounting** reports of the Company. Statutory functions and powers of the Board of Directors shall not be modified or deprived of by any provisions of these Articles of Association, any resolutions of the shareholders' ~~general~~ meeting, or in any other manner.
Article 147	The Board of Directors shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the amount or value of the consideration for the proposed disposition, and the amount or value of the consideration for any such disposition of any fixed assets of the Company that has been completed in the period of four (4) months immediately preceding the proposed disposition, exceeds 33% of the value of the Company's fixed assets as shown in the latest balance sheet which was approved at a shareholders' general meeting. For the purposes of this Article, "disposition" includes an act involving the transfer of an interest in assets but does not include the usage of fixed assets for the provision of security. The validity of a disposition by the Company shall not be affected by any breach of the first paragraph of this Article.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 148	Unless otherwise provided by applicable laws, regulations or listing rules, the Board of Directors shall have the right to decide on investment (including venture capital investment) or acquisition projects within the authorization of the shareholders' general meeting, and to organize experts and professionals concerned to assess significant investment or acquisitions project that fall out of the approval authority of the Board of Directors, and shall report the same to the shareholders' general meeting for approval.	Article 121	Unless otherwise provided by applicable laws, regulations or listing rules, the Board of Directors shall have the right to decide on investment (including venture capital investment) or acquisition projects within the authorization of the shareholders' ~~general~~ meeting, and to organize experts and professionals concerned to assess significant investment or acquisitions project that fall out of the approval authority of the Board of Directors, and shall report the same to the shareholders' ~~general~~ meeting for approval.
Article 149	The Chairman of the Board of Directors shall exercise the following powers: (1) to preside over shareholders' general meetings and to convene and preside over meetings of the Board of Directors; (2) to check on the implementation of resolutions passed by the Board of Directors; (3) to sign the securities certificates issued by the Company; and (4) to exercise other powers conferred by the Board of Directors. When the Chairman is unable to perform or does not perform his duties, the duties shall be performed by the Vice Chairman. When the Vice Chairman is unable to perform or does not perform his duties, a director jointly elected by more than half of the directors shall perform his duties. ……	Article 122	The Chairman of the Board of Directors shall exercise the following powers: (1) to preside over shareholders' ~~general~~ meetings and to convene and preside over meetings of the Board of Directors; (2) to **supervise and** check on the implementation of resolutions passed by the Board of Directors; **and** (3) ~~to sign the securities certificates issued by the Company; and~~ ~~(4)~~ to exercise other powers conferred by the Board of Directors. When the Chairman is unable to perform or does not perform his duties, the duties shall be performed by the Vice Chairman. When the Vice Chairman is unable to perform or does not perform his duties, a director jointly elected by **a majority** ~~more than half~~ of the directors shall perform his duties. ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 150	Meetings of the Board of Directors can be divided into regular meetings and special meetings. Regular meetings shall be held at least four (4) times each year at appropriate quarterly intervals. Regular meetings shall be convened by the Chairman by serving a notice to all directors at least fourteen (14) days before the proposed date of the meeting. Regular meetings do not include the practice of obtaining Board consent through the circulation of written resolutions. In case of emergency, a special meeting may be convened upon request by shareholders representing more than 10% voting rights, more than one-third of all directors, the Board of Supervisors, more than two (2) independent directors, the Chairman, or president of the Company.	Article 123	Meetings of the Board of Directors can be divided into regular meetings and special meetings. Regular meetings shall be held at least four (4) times each year at appropriate quarterly intervals. Regular meetings shall be convened by the Chairman by serving a notice to all directors at least fourteen (14) days before the proposed date of the meeting. Regular meetings do not include the practice of obtaining Board consent through the circulation of written resolutions. In case of emergency, a special meeting may be convened upon request by shareholders representing more than 10% voting rights, more than one-third of all directors, the ~~Board of Supervisors~~ **audit committee**, more than two (2) independent directors, **or** the Chairman~~, or president of the Company~~. **Apart from regular meetings as well as special meetings requested by the Chairman, the Chairman shall convene and preside over special meetings of the Board of Directors within ten (10) days after the receipt of the request.**
Article 151	Notice of regular and special meetings of the Board of Directors may be delivered by hand, facsimile, express delivery service, registered mail or email. Deadlines for serving the notices: at least fourteen (14) days in advance of regular meetings; special meetings may be less than fourteen (14) days but shall not be less than three (3) days.	Article 124	Notice of ~~regular and special~~ meetings of the Board of Directors may be delivered by hand, facsimile, express delivery service, registered mail or email. Deadlines for serving the notices: at least fourteen (14) days in advance of regular meetings; special meetings may be less than fourteen (14) days but shall not be less than ~~three~~ **five** (**5**~~3~~) **working** days.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 153	Any regular or special meeting of the Board of Directors may be held physically and through telecommunications (by way of telephone conference or similar communication equipment). So long as it can ensure the real-time communications and discussions among all directors participating in the meeting, all such directors shall be deemed to be present in person at the meeting. Matters that shall not be voted at the meetings of the Board of Directors convened by telecommunications shall include but not limited to the profit distribution plan, remuneration plan, material investments and asset disposal, appointment and dismissal of senior management officers, and other proposals involving the risk management of the Company.	Article 126	**Unless otherwise provided by laws, regulations, regulatory requirements and the Company's Articles of Association,** ~~Any regular or special meeting of~~ the Board of Directors may **convene meetings and vote on matters** ~~be held physically and~~ through **physical meetings and circulation of written resolutions**~~telecommunications (by way of telephone conference or similar communication equipment). So long as it can ensure the real-time communications and discussions among all directors participating in the meeting, all such directors shall be deemed to be present in person at the meeting~~. Matters **to be resolved by the Board of Directors** that shall not be voted **on through circulation of written resolutions** ~~at the meetings of the Board of Directors convened by telecommunications~~ shall include but not limited to the profit distribution plan, remuneration plan, material investments and asset disposal, appointment and dismissal of senior management officers, **capital replenishment plans, matters where substantial shareholders or directors have significant conflicts of interest**, and other **significant matters and** proposals involving the **major** risk management of the Company.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 154	Meetings of the Board of Directors shall be held only if a majority of the directors (including any director authorized to attend the meeting pursuant to Article 156 of the Company's Articles of Association) are present. Each director shall have one (1) vote. Unless otherwise provided for in the Company's Articles of Association, a resolution of the Board of Directors must be passed by a majority of all directors. No resolution of the Board of Directors concerning any connected transaction will become effective without the signatures of the independent (non-executive) directors. ……	Article 127	Meetings of the Board of Directors shall be held only if a majority of the directors (including any director authorized to attend the meeting pursuant to Article 1~~56~~**29** of the Company's Articles of Association) are present. Each director shall have one (1) vote. Unless otherwise provided for in the Company's Articles of Association, a resolution of the Board of Directors ~~must~~ **shall** be passed by a majority of all directors. No resolution of the Board of Directors concerning any connected transaction will become effective without the signatures of the independent (non-executive) directors. ……
Article 155	Subject to the exceptions as specifically provided, a director shall not vote on any resolution of the Board of Directors approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates has a material interest, nor shall he/she exercise voting rights on behalf of other directors. He/she shall not be counted in the quorum present at such meeting.	Article 128	~~Subject to the exceptions as specifically provided, a director shall not vote on any resolution of the Board of Directors approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates has a material interest, nor shall he/she exercise voting rights on behalf of other directors. He/she shall not be counted in the quorum present at such meeting.~~ **If a director of the Company has a connected relationship with an enterprise or individual involved in matters to be resolved at a Board meeting, the director shall promptly submit a written report to the Board of Directors.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Such meetings of the Board of Directors shall be held with the attendance of a majority of the directors without connected relationship, and the resolutions made at the meetings of the Board of Directors shall be approved by more than two-thirds of the directors without connected relationship. If the number of directors without connected relationship attending the meetings of the Board of Directors is less than three (3), such matters shall be submitted to the shareholders' general meeting for approval. In considering the matters concerning connected transactions by the Board of Directors, connected directors shall neither exercise their voting rights, nor act on behalf of other directors to exercise voting rights. The Board of Directors shall report annually to the shareholders' general meeting on the status of connected transactions and the execution of the connected transaction management system.		**The Board of Directors shall annually submit a special report on the overall status of connected transactions to the shareholders' meeting and report the same to the insurance regulatory authority under the State Council or its local offices. When the Board of Directors reviews matters related to connected transactions, directors with connected relationships shall not exercise voting rights, nor shall they act as proxies for other directors to exercise voting rights.** Such meetings of the Board of Directors shall be held with the attendance of a majority of the directors without connected relationship, and the resolutions made at the meetings of the Board of Directors shall be approved by more than two-thirds of the directors without connected relationship. If the number of directors without connected relationship attending the meetings of the Board of Directors is less than three (3), such matters shall be submitted to the shareholders' ~~general~~ meeting for approval. ~~In considering the matters concerning connected transactions by the Board of Directors, connected directors shall neither exercise their voting rights, nor act on behalf of other directors to exercise voting rights.~~ ~~The Board of Directors shall report annually to the shareholders' general meeting on the status of connected transactions and the execution of the connected transaction management system.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 156	Meetings of the Board of Directors shall be attended in person by directors. Where a director is unable to attend a meeting for any reason, he/she may appoint another director by a written power of attorney to attend the meeting on his/her behalf. The power of attorney shall set out the scope of the authorization. …… In case a director (other than independent director) has failed to be present in person at any two (2) consecutive Board meetings, nor authorized another director to be present at the Board meeting on his/her behalf, he/she shall be considered unable to fulfill his/her responsibilities as a director, and the Board of Directors shall accordingly suggest the shareholders' general meeting making a replacement.	Article 129	Meetings of the Board of Directors shall be attended in person by directors. **Directors shall personally attend at least two-thirds of the physical meetings of the Board of Directors each year.** Where a director is unable to attend a **Board** meeting **in person** for any reason, he/she may appoint another director by a written power of attorney to attend ~~the meeting~~ on his/her behalf. The power of attorney shall set out the scope of the authorization**, but independent directors shall not authorize non-independent directors to attend on their behalf. In principle, a director may accept the authorization of no more than two (2) directors who did not personally attend the meeting. When considering matters related to connected transactions, non-connected directors shall not authorize connected directors to attend on their behalf**. …… In case a director (other than independent director) has failed to be present in person at any two (2) consecutive Board meetings, nor authorized another director to be present at the Board meeting on his/her behalf, he/she shall be considered unable to fulfill his/her responsibilities as a director, and the Board of Directors shall accordingly suggest the shareholders' ~~general~~ meeting making a replacement.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 157	In respect of any matter to be determined by the Board of Directors at a special meeting of the Board of Directors, where the Board of Directors has already sent out in writing the draft resolution to be decided at such meeting and the number of directors who have signed to approve such proposals satisfies the requirements set out in Article 154 of this Chapter, a valid resolution shall be deemed to be passed, and no Board meeting is required to be held.	Article 130	In respect of any matter to be determined by the Board of Directors at a special meeting of the Board of Directors, where the Board of Directors has already sent out in writing the draft resolution to be decided at such meeting and the number of directors who have signed to approve such proposals satisfies the requirements set out in Article 1~~54~~**27** of ~~this Chapter~~**these Articles of Association**, a valid resolution shall be deemed to be passed, and no Board meeting is required to be held.
Article 158	The Board of Directors shall keep minutes of resolutions passed at meetings of the Board of Directors. The minutes shall be signed by both the directors present at the meeting and the person who recorded the minutes. The directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations or the Company's Articles of Association, and the Company suffers severe losses as a result thereof, the directors who participated in the passing of such resolution shall compensate the Company therefor. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability. The directors shall have the right to inspect documents and relevant information of the Board of Directors, such as resolutions and minutes of the Board of Directors. If a director provides the Company with reasonable notice, the Company shall make the relevant meeting minutes available for inspection by such director at any reasonable time.	Article 131	The Board of Directors shall keep minutes of resolutions passed at meetings of the Board of Directors. The minutes shall be signed by both the directors present at the meeting and the person who recorded the minutes. The directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations**,** ~~or~~ the Company's Articles of Association**, or resolutions of the shareholders' meetings**, and the Company suffers severe losses~~ as a result thereof~~, the directors who participated in the passing of such resolution shall compensate the Company therefor. ~~However, i~~**I**f it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability. The directors shall have the right to inspect documents and relevant information of the Board of Directors, such as resolutions and minutes of the Board of Directors. If a director provides the Company with reasonable notice, the Company shall make the relevant meeting minutes available for inspection by such director at any reasonable time.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 159	The Board of Directors shall formulate the Procedural Rules for the Board of Directors' Meetings, specifying rules regarding convocation, proposal and notice, convening and presiding, voting and resolution, keeping of meeting files, report of resolutions, so as to ensure that the Board of Directors works efficiently and make decisions in a scientific manner. The Procedural Rules for the Board of Directors' Meetings shall be formulated by the Board of Directors of the Company, considered and approved at the shareholders' general meeting and attached to these Articles of Association as an appendix.	Article 132	The Board of Directors shall formulate the Procedural Rules for the Board of Directors' Meetings, specifying rules regarding convocation, proposal and notice, convening and presiding, voting and resolution, keeping of meeting files, report of resolutions, so as to ensure that the Board of Directors works efficiently and make decisions in a scientific manner. The Procedural Rules for the Board of Directors' Meetings shall be formulated by the Board of Directors of the Company, considered and approved at the shareholders' ~~general~~ meeting and attached to these Articles of Association as an appendix.
Chapter 12	Secretary to the Board of Directors	—	Consolidated to Chapter 6
Article 161	The secretary to the Company's Board of Directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the Board of Directors. His primary responsibilities are: (1) to organize and prepare meetings of the Board of Directors and shareholders' general meetings pursuant to statutory procedures and requirements; (2) to produce and keep records of shareholders' general meetings and meetings of the Board of Directors as well as other meeting materials and documents; (3) to communicate and liaise between the Company and related parties and the regulatory authorities of the jurisdiction where the Company is listed;	Article 151	The secretary to the Company's Board of Directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the Board of Directors. His primary responsibilities are: (1) to organize and prepare meetings of the Board of Directors and shareholders' ~~general~~ meetings pursuant to statutory procedures and requirements; (2) to produce and keep records of shareholders' ~~general~~ meetings and meetings of the Board of Directors as well as other meeting materials and documents; (3) to communicate and liaise between the Company and related parties and the regulatory authorities of the jurisdiction where the Company is listed;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(4) to ensure that the Company prepare and deliver, in accordance with law, the reports and documents required by competent authorities; (5) to administer the Company's affairs including external information disclosure and management of investor relations; (6) to carry out the Company's equity administration matters, maintain materials setting forth the holding of the Company's shares by the Company's directors, supervisors, senior management officers, controlling shareholders and such shareholders' directors, supervisors and senior management officers, and to disclose any change in shareholding by the Company's directors, supervisors and senior management officers; (7) to assist shareholders, directors and supervisors in exercising rights and performing duties; and (8) to perform other duties as required by laws, administrative regulations, bylaws and applicable provisions.		(4) to ensure that the Company prepare and deliver, in accordance with law, the reports and documents required by competent authorities; (5) to administer the Company's affairs including external information disclosure and management of investor relations; (6) to carry out the Company's equity administration matters, maintain materials setting forth the holding of the Company's shares by the Company's directors~~, supervisors,~~ senior management officers, controlling shareholders and such shareholders' directors~~,~~ ~~supervisors~~ and senior management officers, and to disclose any change in shareholding by the Company's directors~~, supervisors~~ and senior management officers; (7) to assist shareholders~~,~~ **and** directors ~~and supervisors~~ in exercising rights and performing duties; and (8) to perform other duties as required by laws, administrative regulations, bylaws and applicable provisions.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 162	A director or other senior management officer of the Company may concurrently act as the secretary to the Board of Directors of the Company. An accountant of the accounting firm retained by the Company shall not concurrently act as the secretary to the Board of Directors. Where the position of secretary to the Board of Directors is held concurrently by a director, and an act is required to be conducted by a director and a secretary to the Board of Directors separately, the person who holds the positions of director and secretary to the Board of Directors may not perform such act in a dual capacity.	Article 152	A director or other senior management officer ~~of the Company~~**, excluding the Chairman of the Board of Directors and general manager,** may concurrently act as the secretary to the Board of Directors of the Company**, but he/she shall ensure that he/she has sufficient energy and time to fulfill the duties of the secretary to the Board**. ~~An accountant of the accounting firm retained by the Company shall not concurrently act as the secretary to the Board of Directors~~. **In principle, the role of the secretary to the Board of Directors shall be held by a dedicated staff member.** Where the position of secretary to the Board of Directors is held concurrently by a director, and an act is required to be conducted by a director and a secretary to the Board of Directors separately, the person who holds the positions of director and secretary to the Board of Directors may not perform such act in a dual capacity.
Chapter 13	Specialized Committees under the Board of Directors	—	Consolidated to Chapter 6
Article 163	The Company's Board of Directors shall have five (5) specialized committees, namely, the audit committee, the risk management and consumer rights protection committee, the nomination and remuneration committee, the strategy and assets and liabilities management committee, and the connected transactions control committee. The functions of specialized committees under the Board of Directors shall be defined by resolutions of the Board of Directors in accordance with applicable laws, administrative regulations and regulatory rules.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 164	The audit committee shall be composed of three (3) to five (5) directors, the risk management and consumer rights protection committee shall be composed of three (3) to seven (7) directors, the nomination and remuneration committee shall be composed of three (3) to seven (7) directors, the strategy and assets and liabilities management committee shall be composed of three (3) to seven (7) directors, and the connected transactions control committee shall be composed of three (3) to seven (7) directors.	—	(Deleted this Article)
Newly added	—	Article 145	**The Board of Directors of the Company shall establish an audit committee, composed of three (3) to five (5) directors who do not hold senior management positions within the Company, with independent directors constituting the majority. An accounting professional among the independent directors shall serve as the convenor. The primary responsibilities of the committee are to review the Company's financial information and its disclosure, supervise and evaluate internal and external audit work, and internal control.**
Newly added	—	Article 146	**The Company does not have a Board of Supervisors or supervisors, and the relevant powers and functions shall be exercised by the audit committee, including the following powers and functions:** **(1) inspecting the Company's financial affairs;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(2) supervising the conduct of directors and senior management officers in performing their duties, and proposing the removal of directors and senior management officers who violate laws, administrative regulations, the Company's Articles of Association, or resolutions of the shareholders' meeting; (3) demanding rectification from directors and senior management officers when their actions harm the interests of the Company; (4) proposing to convene an extraordinary shareholders' meeting, and convening and presiding over the shareholders' meeting when the Board of Directors fails to perform its duties of convening and presiding over the shareholders' meeting as stipulated by law; (5) submitting proposals to the shareholders' meeting; (6) initiating litigation against directors and senior management officers in accordance with Article 50 of these Articles of Association; and (7) other powers and functions stipulated by laws, administrative regulations, regulatory requirements, listing rules of the place where the Company's shares are listed, and these Articles of Association.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			The following matters shall be submitted to the Board of Directors for consideration after being approved by a majority of all members of the audit committee: **(1) disclosure of financial information in financial and accounting reports and periodic reports, and internal control assessment reports;** **(2) appointment or dismissal of the accounting firm responsible for the annual audit of the Company;** **(3) appointment or dismissal of the person in charge of finance of the Company;** **(4) changes in accounting policies, accounting estimates, or corrections of significant accounting errors for reasons other than changes in accounting standards;** **(5) the Company's assessment report on the annual performance of the accounting firm responsible for the annual audit of the Company and report on the performance by the audit committee of its supervisory duties; and** **(6) other matters stipulated by laws, administrative regulations, the CSRC, listing rules of the place where the Company's shares are listed, and these Articles of Association.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Newly added	—	Article 147	**If the audit committee discovers any abnormal business operations of the Company, it may conduct an investigation; if necessary, it may engage an accounting firm or other entities to assist in its work, and the costs in connection therewith shall be borne by the Company.** **The audit committee may require directors who are not members of the audit committee, and senior management officers to submit reports on the performance of their duties. The relevant directors and senior management officers shall truthfully provide the relevant information and materials.**
Newly added	—	Article 148	**The audit committee shall hold regular meetings at least once every quarter. An extraordinary meeting may be convened upon the proposal of more than two (2) members or the chairman of the audit committee. Meetings of the audit committee shall be held only if all members are present. Members of the audit committee shall attend meetings in person; if unable to attend for any reason, they may authorize another member in writing to attend and exercise voting rights on their behalf, but independent directors may not authorize non-independent directors to attend and vote on their behalf. Each member has one (1) vote. Resolutions of the audit committee shall be passed by a majority of the members to be valid.** **Minutes of the audit committee meetings shall be prepared, and members of the audit committee attending the meeting shall sign the minutes.** **The working procedures of the audit committee shall be formulated by the Board of Directors.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Newly added	—	Article 149	**In addition to the audit committee, the Board of Directors of the Company shall also establish the risk management and consumer rights protection committee, the nomination and remuneration committee, the strategy and assets and liabilities management committee, and the connected transactions control committee.** **The nomination and remuneration committee shall be composed of three (3) to seven (7) directors who do not hold senior management positions within the Company, with independent directors constituting the majority and serving as the convenor. Its main responsibilities are to review the structure, size, and composition of the Board, formulate criteria and procedures for selecting the directors and senior management officers of the Company, select directors and senior management officers and review their qualifications, make recommendations to the Board on the nomination, appointment or removal of directors and the appointment or dismissal of senior management officers, and develop assessment criteria and remuneration policies for directors and senior management officers. If the Board does not adopt or fully adopt the recommendations of the nomination and remuneration committee, it shall record the committee's opinions and the specific reasons for not adopting them in its resolutions and disclose this information.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			The risk management and consumer rights protection committee shall be composed of three (3) to seven (7) directors. Its main responsibilities are to establish the Company's risk constraint indicator system, discuss with and assist the business management in establishing a sound risk management and internal control system, review risk management-related reports, perform compliance management-related duties, and supervise the work of senior management and the consumer rights protection department. **The strategy and assets and liabilities management committee shall be composed of three (3) to seven (7) directors. Its main responsibilities are to study and make recommendations on the initiatives of the Company such as long-term development strategy, major matters in relation to asset and liability management and relevant policies and systems, management systems for application of insurance funds, major strategic investment decisions, and sustainable development. The committee shall also study and give advice on other significant matters that affect the development of the Company.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			The connected transactions control committee shall be composed of three (3) to seven (7) directors. Its main responsibilities are to identify connected parties, manage, review, and approve connected transactions to control the risks of connected transactions, with a focus on the compliance, fairness, and necessity of such connected transactions. **The Board of Directors of the Company shall formulate the working procedures for the specialized committees of the Board in accordance with relevant laws, administrative regulations, and regulatory requirements, clearly defining specific matters such as the scope of duties, rules of procedure, and retention of files for each specialized committee.**
Chapter 14	President of the Company	Chapter 7	Senior Management Officers
Article 165	The Company shall have one (1) president, five (5) to six (6) vice presidents, and two (2) to three (3) assistants to president. The president shall be nominated by the Chairman of the Board of Directors, and shall be appointed or dismissed by the Board of Directors. Vice presidents and other senior management officers (except the secretary to the Board of Directors) shall be nominated by the president, and shall be appointed or dismissed by the Board of Directors. The term of office of the president of the Company shall be three (3) years, renewable upon re-appointment.	Article 153	The Company shall have one (1) president, five (5) to six (6) vice presidents, and two (2) to three (3) assistants to president. The president shall be nominated by the Chairman of the Board of Directors, and shall be appointed or dismissed by the Board of Directors. Vice presidents and other senior management officers (except the secretary to the Board of Directors **and the person in charge of audit**) shall be nominated by the president, and shall be appointed or dismissed by the Board of Directors. The ~~term of office of the~~ president of the Company shall be **accountable to the Board of Directors, and shall be appointed or dismissed by the Board. Each term of office shall be** three (3) years~~,~~ **and may be** ~~renewable~~**renewed** upon re-appointment.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	The president, vice presidents and other senior management officers of the Company may concurrently serve as members of the Board of Directors. Any person working in the controlling shareholder or actual controller of the Company other than as a director shall not serve as a senior management officer of the Company.		The president, vice presidents and other senior management officers of the Company may concurrently serve as members of the Board of Directors**, but the Chairman of the Board of Directors shall not concurrently serve as the president**. Any person working in the controlling shareholder or actual controller of the Company other than as a director shall not serve as a senior management officer of the Company. **The Company's controlling shareholder, actual controller, and their connected parties shall not interfere with the normal selection and appointment procedures of senior management officers, nor bypass the Board of Directors to directly appoint or dismiss senior management officers.** **Senior management officers of the Company shall receive their salaries solely from the Company, not from the controlling shareholder acting on behalf of the Company.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 166	The president of the Company shall be accountable to the Board of Directors, and shall exercise the following functions and powers: (1) to be in charge of the Company's production, operation and management, and to organize the implementation of the resolutions of the Board of Directors; (2) to organize the implementation of the Company's annual business plan and investment proposals; (3) to draft plans for the establishment of the Company's internal management organizations; (4) to draft the Company's basic management system;	Article 154	The president of the Company shall be accountable to the Board of Directors, and shall exercise the following functions and powers: (1) to be in charge of the Company's ~~production,~~ operation and management, ~~and~~ to organize the implementation of the resolutions of the Board of Directors**, and to report to the Board of Directors**; (2) to organize the implementation of the Company's annual business plan and investment proposals; (3) to draft plans for the establishment of the Company's internal management organizations; (4) to draft the Company's basic management system; (5) **to formulate specific rules for the Company;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(5) to propose the appointment or dismissal by the Board of Directors of the Company's vice president(s) and other senior management officers (except for the secretary to the Board of Directors); (6) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors; and (7) other functions and powers conferred by the Company's Articles of Association and the Board of Directors. When the president is unable to perform or does not perform his duties, the provisional person in charge designated by the Board of Directors shall perform his duties on his behalf. In the event that the president is unable to perform or does not perform his duties, which affects the normal operation of the Company, the Board of Directors of the Company shall re-appoint the president pursuant to the requirements of these Articles of Association.		**(6)** to propose the appointment or dismissal by the Board of Directors of the Company's vice president(s) and other senior management officers (except for the secretary to the Board of Directors **and the person in charge of audit**); (~~6~~**7**) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors; and (~~7~~**8**) other functions and powers conferred by the Company's Articles of Association and the Board of Directors. When the president is unable to perform or does not perform his duties, the provisional person in charge designated by the Board of Directors shall perform his duties on his behalf. In the event that the president is unable to perform or does not perform his duties, which affects the normal operation of the Company, the Board of Directors ~~of the Company~~ shall re-appoint the president pursuant to the requirements of ~~these~~**the Company's** Articles of Association.
Article 170	The Company shall formulate working rules of the president, specifying conditions, procedure and participants of the president meeting, responsibilities and work allocation of the president and other senior management officers of the Company, use of funds and assets of the Company, scope of authorization to enter into contracts and reporting policies regarding the Board of Directors and the Board of Supervisors. The president's working rules, as drafted by the president, shall be implemented after being approved by the Board of Directors.	Article 158	The **president of the** Company shall formulate working rules of the president, specifying conditions, procedure and participants of the president meeting, responsibilities and work allocation of the president and other senior management officers of the Company, use of funds and assets of the Company, scope of authorization to enter into contracts and reporting policies regarding the Board of Directors ~~and the Board of Supervisors~~. The president's working rules, as ~~drafted~~ **formulated** by the president, shall be implemented after being approved by the Board of Directors.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 171	The president and other senior management officers of the Company may resign prior to expiry of their term of office. Relevant resignation procedures and measures shall be provided in the service contracts between such persons and the Company.	Article 159	The president and other senior management officers of the Company may resign prior to expiry of their term of office. Relevant resignation procedures and measures shall be ~~provided~~ **implemented pursuant to** ~~in~~ the ~~service~~ **labour** contracts between such persons and the Company**, as well as the rules and regulations of the Company**.
Chapter 15	Board of Supervisors	—	(Deleted the entire chapter)
Article 172 – Article 183	The Company shall have a Board of Supervisors. …… The Procedural Rules for the Board of Supervisors' Meetings shall be formulated by the Board of Supervisors of the Company, considered and approved at the shareholders' general meeting and attached to these Articles of Association as an appendix to ensure that the Board of Supervisors works efficiently and make decisions in a scientific manner.	—	
Chapter 16	Qualifications and Duties of the Directors, Supervisors, President, Vice Presidents and Other Senior Management Officers of the Company	Chapter 8	Qualifications and Duties of the Directors and Other Senior Management Officers of the Company

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 184	Directors, supervisors and senior management officers of the Company shall satisfy the requirements for the qualification of their respective positions under applicable laws, administrative regulations, rules and regulatory requirements, and their qualifications shall be approved by the CBIRC before they assume office.	Article 160	Directors~~, supervisors~~ and senior management officers of the Company shall satisfy the requirements for the qualification of their respective positions under applicable laws, administrative regulations, rules and regulatory requirements, Those requiring ~~their~~ qualifications **approval** shall be approved by the ~~CBIRC~~ **insurance regulatory authority under the State Council** before ~~they assume office~~ **assuming their positions**. **The Company shall establish a performance management mechanism that is strategically driven, performance-linked, objective and fair, and legally compliant. It shall also establish a remuneration distribution mechanism that aligns with shareholder interests, is positioned-based, performance-related, and balances incentives with constraints. Furthermore, the Company shall develop a system for deferred payment of remuneration and the recovery and deduction of performance-based remuneration.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 185	No one shall be a director, supervisor, president, vice president or any other senior management officer of the Company if he is subject to any of the following circumstances: (1) lacking civil capacity or having limited civil capacity; (2) having been penalized or sentenced due to an offence of corruption, bribery, encroachment on property, misappropriation of property or disruption of the socialist market economy, or having been deprived of political rights due to the committing of any crime, and in each case, five (5) years not having elapsed since the completion of the relevant penalty, sentence or deprivation; …… (4) having been the legal representative of a company or enterprise whose business licence was revoked and business was ordered to close due to violation of laws for which such person was personally liable, and three (3) years not having elapsed since the date of revocation of the business licence of the company or enterprise;	Article 161	No one shall be a director, ~~supervisor,~~ president, vice president or any other senior management officer of the Company if he is subject to any of the following circumstances: (1) lacking civil capacity or having limited civil capacity; (2) having been penalized or sentenced due to an offence of corruption, bribery, encroachment on property, misappropriation of property or disruption of the socialist market economy, or having been deprived of political rights due to the committing of any crime, and ~~in each case,~~ five (5) years not having elapsed since the completion of the relevant penalty, sentence or deprivation**, or having been declared on probation, and two (2) years not having elapsed since the completion of the probation period**; …… (4) having been the legal representative of a company or enterprise whose business licence was revoked and business was ordered to close due to violation of laws for which such person was personally liable, and three (3) years not having elapsed since the date of revocation of the business licence of the company or enterprise **or the order to close its business**;

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(5) being a debtor personally liable for a relatively large debt which has not been paid as it fell due; (6) having been subject to an investigation by judicial authorities for criminal offences, and such investigation not having come to an end; (7) being banned from being corporate leaders of enterprises by laws and administrative regulations; (8) being a non-natural person; (9) having been adjudged by the relevant competent authorities of violations of relevant securities laws which involves fraud or dishonesty, and five (5) years not having elapsed since the date of the judgment; (10) having been banned from entering the market by financial regulators, and five (5) years not having elapsed since the last date of the ban; and (11) other circumstances as stipulated by laws, administrative regulations, rules, and regulatory requirements.		(5) being a debtor personally liable for a relatively large debt which has not been paid as it fell due**, and having been listed as a discredited person subject to enforcement by the people's court**; (6) ~~having been subject to an investigation by judicial authorities for criminal offences, and such investigation not having come to an end;~~ ~~(7) being banned from being corporate leaders of enterprises by laws and administrative regulations;~~ ~~(8) being a non-natural person;~~ ~~(9) having been adjudged by the relevant competent authorities of violations of relevant securities laws which involves fraud or dishonesty, and five (5) years not having elapsed since the date of the judgment;~~ ~~(10)~~ having been banned from entering the market by financial regulators, and five (5) years not having elapsed since the last date of the ban; ~~and~~ (~~11~~**7**) **having been subjected to measures by the CSRC to prohibit entry into the securities market, with the term not yet expired;** **(8) having been publicly deemed by a stock exchange as unsuitable to serve as a director or senior management officer of a listed company, with the term not yet expired;** **(9)** other circumstances as stipulated by laws, administrative regulations, rules, and regulatory requirements.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Newly added	—	Article 162	**Directors and senior management officers of the Company shall comply with laws, administrative regulations, and the requirements of these Articles of Association, and owe a duty of loyalty to the Company. They shall take measures to avoid conflicts between their personal interests and those of the Company and shall not use their powers to seek improper benefits.** **Directors and senior management officers shall owe the following duties of loyalty to the Company:** **(1) they shall not encroach upon the Company's property or misappropriate the funds of the Company;** **(2) they shall not open accounts in their own name or in the name of other person(s) to deposit the funds of the Company;** **(3) they shall not use their powers to offer or accept bribes or other illegal income;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(4) without reporting to the Board of Directors and being approved by a Board resolution, they shall not directly or indirectly enter into contracts or conduct transactions with the Company. If the transaction amount reaches the standard that shall be considered by shareholder's meeting as stipulated by laws, administrative regulations, or listing rules of the place where the Company's shares are listed, they shall report matters relating to the conclusion of contracts or transactions to the shareholders' meeting and obtain approval by a resolution of the shareholders' meeting; **(5) they shall not use their position to seek business opportunities that rightfully belong to the Company for themselves or others, unless such opportunities are reported to the Board of Directors or shareholders' meeting and approved by a resolution of the shareholders' meeting, or if the Company is unable to exploit such business opportunities according to laws, administrative regulations, or these Articles of Association;** **(6) without reporting to the Board of Directors or shareholders' meeting and being approved by a resolution of the shareholders' meeting, they shall not operate, either for themselves or for others, a business that is similar to that of the Company;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(7) they shall not accept commissions from transactions conducted between the Company and other parties for their own benefit; (8) they shall not disclose the secrets of the Company without authorization; (9) they shall not use their connected relationships to harm the Company's interests; and (10) other duties of loyalty as stipulated by laws, administrative regulations, departmental rules, regulatory requirements, listing rules of the place where the Company's shares are listed, and these Articles of Association. Income obtained by directors and senior management officers in violation of this Article shall belong to the Company; where the Company suffers losses thereto, they shall be liable for compensation. When the close relatives of directors and senior management officers, enterprises directly or indirectly controlled by directors and senior management officers or their close relatives, as well as related persons who have other connected relationships with directors and senior management officers, enter into contracts or conduct transactions with the Company, the requirements of item (4) of the second paragraph of this Article shall apply.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Newly added	—	Article 163	**Directors and senior management officers of the Company shall comply with laws, administrative regulations, and the requirements of these Articles of Association, and owe a duty of diligence to the Company. In performing their duties, directors and senor management officers shall exercise the level of care that is reasonably expected of a manager and act in the best interests of the Company. Directors and senior management officers shall owe the following duties of diligence to the Company:** **(1) they shall exercise the rights conferred by the Company with caution, diligence, and prudence to ensure that the Company's business activities comply with national laws, administrative regulations, and economic policies, and do not exceed the business scope specified in the Company's business license;** **(2) they shall treat all shareholders fairly;** **(3) they shall stay informed about the Company's business operations and management;** **(4) they shall sign written confirmations of the Company's periodic reports to ensure the truthfulness, accuracy, and completeness of the information disclosed by the Company;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(5) they shall truthfully provide relevant information and materials to the audit committee and shall not obstruct the audit committee from exercising its functions and powers; and **(6) they shall fulfill other duties of diligence as stipulated by laws, administrative regulations, departmental rules, regulatory requirements, regulatory rules of the place where the Company's shares are listed, and these Articles of Association.**
Article 186	The validity of an act carried out by a director, president, vice president or other senior management officer of the Company on its behalf, as against a bona fide third party, shall not be affected by any irregularity in his office, election or any defect in his qualification.	—	(Deleted this Article)
Article 187	In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchanges on which shares of the Company are listed, each of the Company's directors, supervisors, president, vice presidents and other senior management officers owes the duties to each shareholder, in the exercise of the functions and powers of the Company entrusted to him: (1) not to cause the Company to exceed the scope of business stipulated in its business license; (2) to act honestly in the best interests of the Company; (3) not to expropriate the Company's property in any way, including (without limitation) usurpation of opportunities which benefit the Company; and	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(4) not to expropriate the individual rights of shareholders, including (without limitation) rights to distributions and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders for approval in accordance with the Company's Articles of Association.		
Article 188	Each of the Company's directors, supervisors, president, vice presidents and other senior management officers owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	—	(Deleted this Article)
Article 189	When performing their duties, the directors, supervisors, president, vice presidents and other senior management officers of the Company shall observe the principle of good faith, and shall not place himself in a position where their interest may conflict with their obligations. These principles include (but is not limited to) the following obligations: (1) to act honestly in the best interest of the Company; (2) to act within the scope of its powers and not to exceed such powers; (3) to exercise their discretionary power in person without being subject to the manipulations of other persons, and not to transfer such power to other persons unless permitted by laws or administrative regulations or approved by the shareholders with full knowledge at the general meeting; (4) to treat shareholders of the same class with equality, and different classes with fairness;	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(5) not to enter into contracts or conduct transactions or make arrangements with the Company unless otherwise provided by the Company's Articles of Association or approved by the shareholders with full knowledge at the general meeting; (6) not to employ the Company's property in any way so as to pursue interests for themselves unless approved by the shareholders with full knowledge at the general meeting; (7) not to accept any bribes or other illegal income by using their powers and positions, and seize the property of the Company in any manner, including (but not limited to) opportunities beneficial to the Company; (8) not to accept commissions relating to the transactions of the Company, without the approval of the shareholders with full knowledge at the general meeting; (9) to obey the Company's Articles of Association, perform their duties honestly and faithfully, protect the Company's interests, and not to pursue their personal gain by taking advantage of their powers and positions at the Company; (10) not to compete with the Company in any way unless approved by the shareholders with full knowledge at the general meeting;		

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(11) not to misappropriate the funds of the Company or lend the funds of the Company to other persons, open accounts in their own or another individual's name for deposit of the Company's assets, or use Company's assets as security for the debts of the shareholders of the Company or other individuals; and (12) not to divulge the confidential information relating to the Company received during their term of office, unless approved by the shareholders with full knowledge at the general meeting; and not to use such information unless for the purpose of the Company's interests; however, to be allowed to disclose such information to a court of law or other governing authorities under the following circumstances: (I) as prescribed by law; (II) as required for the purpose of public interest; (III) as required for the purpose of such director's, supervisor's, president's, vice president's or other senior management officers' own interests.		
Article 190	Directors, supervisors, president, vice presidents and other senior management officers of the Company shall not direct the following persons or organizations ("Associates") to engage in activities prohibited for directors, supervisors, president, vice presidents and other senior management officers of the Company: (1) spouses or underage children of directors, supervisors, president, vice presidents or other senior management officers of the Company;	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(2) trustors of directors, supervisors, president, vice presidents or other senior management officers of the Company or of such persons as described in sub-paragraph (1) of this Article; (3) partners of directors, supervisors, president, vice presidents or other senior management officers of the Company or of such persons as described in sub-paragraph (1) or sub-paragraph (2) of this Article; (4) company (companies) which a director, supervisor, president, vice president or any other senior management officer of the Company has de facto single control over or joint control over with such persons as described in sub-paragraph (1), sub-paragraph (2) or sub-paragraph (3) of this Article or other directors, supervisors, president, vice presidents or other senior management officers of the Company; and (5) directors, supervisors, president, vice presidents and other senior management officers of the company (companies) referred to by sub-paragraph (4) of this Article.		
Article 191	The fiduciary duty of a director, supervisor, president, vice president or any other senior management officer of the Company may not necessarily cease upon the conclusion of his term, his obligations to keep confidential the business secrets of the Company shall survive the conclusion of his term. The duration of the other obligations shall be determined based on the principle of fairness, and by taking into account of the length of time between the occurrence of the event and his departure, and the circumstances and terms under which his relationship with the Company was ended.	Article 164	The fiduciary duty of a director, ~~supervisor,~~ president, vice president or any other senior management officer of the Company may not necessarily cease upon the conclusion of his term, his obligations to keep confidential the business secrets of the Company shall survive the conclusion of his term. The duration of the other obligations shall be determined based on the principle of fairness, and by taking into account of the length of time between the occurrence of the event and his departure, and the circumstances and terms under which his relationship with the Company was ended.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 192	The shareholders with full knowledge of the relevant circumstances may at the general meeting relieve a director, supervisor, president, vice president and any other senior management officer of the Company of his liability as a result of his violation of any specific duty, save for the circumstances specified in Article 60 of the Company's Articles of Association.	—	(Deleted this Article)
Article 193	A director, supervisor, president, vice president and any other senior management officer of the Company who directly or indirectly has material interests in contracts, transactions, or arrangements that are being planned or have already been concluded by the Company (save the contracts of employment between the directors, supervisors, president, vice presidents or other senior management officers and the Company) shall, as soon as possible, disclose to the Board of Directors the nature and extent of his interests, regardless of whether or not the matters at hand require the approval of the Board of Directors in normal situation.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Unless the interested directors, supervisors, president, vice presidents or other senior management officers of the Company have made such disclosure to the Board of Directors as required by the preceding paragraph of this Article, and the relevant matter has been approved by the Board of Directors at the Board meeting where such directors, supervisors, president, vice presidents or other senior management officers have not been counted as part of the quorum and voted thereat, the Company shall be entitled to cancel such contracts, transactions, or arrangements, except as to any other party which is a bona fide party without knowledge of the violation of duties on the part of such directors, supervisors, president, vice presidents and other senior management officers. Where the Associates of the directors, supervisors, president, vice presidents and other senior management officers of the Company have interests in such contracts, transactions or arrangements, such directors, supervisors, president, vice presidents and other senior management officers shall also be deemed to be interested.		
Article 194	If, prior to the Company's initial consideration of entering into the relevant contracts, transactions, or arrangements, a director, supervisor, president, vice president or any other senior management officer of the Company has delivered a written notice to the Board of Directors, which contains the statement that he has interests in the contracts, transactions, or arrangements to be concluded by the Company in the future, such director, supervisor, president, vice president or other senior management officer shall be deemed to have made the disclosure stipulated by the preceding Article in respect of the statement contained in the notice.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 195	The Company shall not, in any manner, perform tax duties for its directors, supervisors, president, vice presidents and other senior management officers.	—	(Deleted this Article)
Article 196	The Company shall not directly or indirectly make a loan to or provide a loan guarantee to a director, supervisor, president, vice president, and other senior management officer of the Company or its parent company, nor shall it make a loan or provide a loan guarantee to any of their respective Associates. The foregoing shall not apply to the following circumstances: (1) the provision by the Company of a loan to its subsidiaries; (2) the provision by the Company of a loan or any other funds available to any of its director, supervisor, president, vice president and other senior management officer to meet expenditures incurred or to be incurred by him for the purpose of the Company or for the purpose of enabling him to perform his duties properly in accordance with a service contract approved by the shareholders in a general meeting; and (3) if the ordinary course of the business of the Company includes the provision of loans, the Company may make a loan to the relevant directors, supervisors, president, vice presidents and other senior management officers or their respective Associates, provided that they are provided on normal commercial terms.	—	(Deleted this Article)
Article 197	If the Company provides any loans in violation of the preceding Article, the person receiving such loans shall repay them immediately, irrespective of the terms of the loans.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 198	A guarantee for the repayment of a loan which has been provided by the Company in breach of paragraph (1) of Article 196 shall not be enforceable against the Company, save for the following circumstances: (1) the guarantee was provided in connection with a loan made to an Associate of any of the directors, supervisors, president, vice presidents and other senior management officers of the Company or its holding company, and the lender of such funds did not know of the relevant circumstances at the time of the loan; or (2) the collateral provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.	—	(Deleted this Article)
Article 199	For the purpose of the foregoing provisions of this Chapter, a "guarantee" includes any act where a guarantor assumes responsibility or provides property to ensure the obligator's performance of his obligations.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 200	In addition to the rights and remedies provided by laws and administrative regulations, when a director, supervisor, president, vice president or other senior management officer of the Company breaches the duties which he owes to the Company, the Company shall be entitled: (1) to demand such director, supervisor, president, vice president or other senior management officer compensate for the losses sustained by the Company as a result of his dereliction of duty; (2) to rescind any contract or transaction which has been entered into between the Company and such director, supervisor, president, vice president or other senior management officer or between the Company and a third party, where such party knew or should have known that such director, supervisor, president, vice president or other senior management officer representing the Company was in breach of his duty owed to the Company; (3) to demand such director, supervisor, president, vice president or other senior management officer account for the profits made as result of the breach of his obligations; (4) to recover any money which shall have been received by the Company but were received by such director, supervisor, president, vice president or other senior management officer instead, including (without limitation) any commissions; and (5) to demand repayment of interest earned or which may have been earned by such director, supervisor, president, vice president or other senior management officer on moneys which shall have been received by the Company.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 201	The Company shall, with the prior approval of the shareholders' general meeting, enter into a contract in writing with a director or supervisor concerning his emoluments. The aforesaid emoluments may include: (1) emoluments in respect of his service as director, supervisor or senior management officer of the Company; (2) emoluments in respect of his service as director, supervisor or senior management officer of any subsidiary of the Company; (3) emoluments in respect of the provision of other services in connection with the management of the Company and any of its subsidiaries; and (4) payment by way of compensation for the directors or supervisor for his loss of office or retirement from office. A director or supervisor may not initiate legal proceedings against the Company for any benefits due to him concerning the above-mentioned matters, except pursuant to any contract described above.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 202	Contracts between the Company and its directors or supervisors with respect to emolument shall provide that in the event that the Company is to be acquired by others, the Company's directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following: (1) a tender offer made by any person to all the shareholders; or (2) a tender offer made by any person with the aim of making the offeror become a controlling shareholder. The definition of controlling shareholder shall be the same as that defined in Article 61 of the Company's Articles of Association. If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be paid out of such sum.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 203	The Company shall have a person in charge of finance. The person in charge of finace shall report to the Board of Directors and the president. The person in charge of finance shall perform the following duties: (1) being responsible for financial accounting and the preparation of financial reports, establishing and maintaining an internal control system in connection with financial reports, and being responsible for the authenticity of financial and accounting information; …… (3) being responsible for solvency management and participating in risk management; …… (6) performing other duties as required by the CBIRC or according to law. ……	Article 165	The Company shall have the person in charge of finance. The person in charge of finance shall report to the Board of Directors and the president. The person in charge of finance shall perform the following duties: (1) being responsible for financial accounting and the preparation of financial **and accounting** reports, establishing and maintaining an internal control system in connection with financial **and accounting** reports, and being responsible for the authenticity of financial and accounting information; …… (3) **being responsible for or participating in risk management and solvency management**~~being responsible for solvency management and participating in risk management~~; …… (6) performing other duties as required by the ~~CBIRC~~ **insurance regulatory authority under the State Council** or according to law ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Prior to signing documents such as financial reports and solvency reports, the person in charge of finance shall seek opinion in writing from senior management officers in charge of related business such as actuarial science, investment and risk management. If the conducts of the Company fall into the following conditions, the person in charge of finance shall, in accordance with his duties, promptly raise rectification proposal to the Board of Directors, president or related senior management officers. If the Board of Directors or president fails to take measures for rectification, the person in charge of finance shall report to the CBIRC and shall have the right to refuse to sign on related documents: ……		Prior to signing documents such as financial **and accounting** reports and solvency reports, the person in charge of finance shall seek opinion in writing from senior management officers in charge of related business such as actuarial science, investment and risk management. If the conducts of the Company fall into the following conditions, the person in charge of finance shall, in accordance with his duties, promptly raise rectification proposal to the Board of Directors, president or related senior management officers. If the Board of Directors or president fails to take measures for rectification, the person in charge of finance shall report to the ~~CBIRC~~ **insurance regulatory authority under the State Council** and shall have the right to refuse to sign on related documents: ……
Newly added	—	Article 166	**The Company shall appoint the chief actuary. The chief actuary shall report to the Board of Directors and the president.** **The chief actuary shall perform the following duties:** **(1) analyzing and studying empirical data, participating in formulating insurance product development strategies, determining insurance product rates, and reviewing insurance product materials;** **(2) being responsible for or participating in solvency management;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(3) developing or participating in developing reinsurance policies, and reviewing or participating in reviewing reinsurance arrangement plans; **(4) evaluating various reserves and related liabilities, and participating in budget management;** **(5) participating in formulating shareholder dividend distribution policies, and developing dividend distribution plans for insurance products such as participating insurance;** **(6) being responsible for or participating in asset-liability management;** **(7) participating in formulating operational rules and the systems for the payment of intermediary service fees such as handling charges and commissions;** **(8) reviewing and signing off on relevant publicly disclosed data and reports in accordance with the requirements of the insurance regulatory authority under the State Council and other relevant national departments;** **(9) reviewing and signing actuarial reports, embedded value reports, and other related documents as required by the insurance regulatory authority under the State Council;**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			(10) reporting significant risk exposures to the Company and the insurance regulatory authority under the State Council in accordance with regulatory requirements; and **(11) performing other duties as prescribed by the insurance regulatory authority under the State Council or the Company's Articles of Association.** **The chief actuary shall be entitled to access the data, documents, materials, and other relevant information necessary to perform his/her duties. The relevant departments and personnel of the Company shall not engage in illegal interference, conceal information, or provide false information. The chief actuary shall have the right to attend Board meetings related to matters within the scope of his/her duties and to provide professional opinions thereon.**
Chapter 17	Financial and Accounting Systems, Profit Distribution and Audit	Chapter 9	Financial and Accounting Systems, Profit Distribution and Audit Section 1 Financial and Accounting Systems Section 2 Internal Audit Section 3 Appointment of Accounting Firms
Article 204	The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and the requirements of the Chinese Accounting Standards formulated by the competent financial department of the State Council.	Article 167	The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and the requirements of ~~the Chinese Accounting Standards formulated by~~ the ~~competent~~ financial department of the State Council.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 206	At the end of each fiscal year, the Company shall prepare a financial report which shall be examined and verified in the manner prescribed by law. Financial and accounting reports shall be prepared in accordance with laws, administrative regulations and the requirements of the financial department of the State Council. Financial reports of the Company shall include: ……	Article 169	At the end of each fiscal year, the Company shall prepare a financial **and accounting** report which shall be ~~examined and verified~~**audited by an accounting firm** in the manner prescribed by law. Financial and accounting reports shall be prepared in accordance with laws, administrative regulations and the requirements of the financial department of the State Council. Financial **and accounting** reports of the Company shall include: ……
Article 207	The Company shall publish its annual financial and accounting report within four (4) months after the end of each fiscal year; the interim financial and accounting report shall be published within two (2) months after the end of the first six (6) months of each fiscal year; the quarterly financial and accounting report shall be published within one (1) month after the end of the first three (3) months and the first nine (9) months of each fiscal year, respectively.	Article 170	The Company shall ~~publish~~**submit and disclose** its annual financial and accounting report **to the branch of the CSRC and the stock exchange** within four (4) months after the end of each fiscal year **(or within the timeframe stipulated by the regulatory standards and listing rules of the place where the Company's shares are listed)**~~;~~ and ~~the~~**its** interim financial and accounting report ~~shall be published~~ within two (2) months after the end of the first six (6) months of each fiscal year **(or within the timeframe stipulated by the regulatory standards and listing rules of the place where the Company's shares are listed)**~~; the quarterly financial and accounting report shall be published within one (1) month after the end of the first three (3) months and the first nine (9) months of each fiscal year, respectively~~.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 208	Unless otherwise provided by applicable laws, regulations, listing rules of the place where the Company is listed and the Company's Articles of Association, the Board of Directors of the Company shall present to the shareholders, at every annual general meeting, the financial reports required by relevant laws, administrative regulations, and regulatory documents promulgated by the local government and competent authorities to be prepared by the Company.	—	(Deleted this Article)
Article 209	The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of an annual general meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to in this Chapter. Unless otherwise provided by paragraph 2 of Article 259 of the Company's Articles of Association, the Company shall deliver to each shareholder of Overseas-Listed Foreign-Invested Shares by prepaid mail at the address registered in the register of shareholders such reports, together with copies of the report of the Board of Directors, at least twenty-one (21) days before the date of an annual general meeting.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 210	The financial statements of the Company shall, in addition to being prepared in accordance with the Chinese Accounting Standards and regulations, be prepared in accordance with either international accounting standards, or the accounting standards of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. In distributing its after-tax profits for the relevant fiscal years, the lower of the two amounts shown in the financial statements shall be adopted.	—	(Deleted this Article)
Article 211	Any interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with the Chinese Accounting Standards and regulations, and also in accordance with the international accounting standards or the accounting standards of the place outside the PRC where the Company's shares are listed.	—	(Deleted this Article)
Article 212	The Company shall not have any accounting books other than those required by law.	Article 171	The Company shall not have any accounting books other than those required by law. **The funds of the Company shall not be deposited in accounts opened under any individual's name.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 213	The Company's after-tax profit shall be allocated in accordance with the following order: (1) making up for losses; (2) allocation of 10% of its after-tax profits to the statutory common reserve fund of the Company; (3) allocation to the discretionary common reserve fund as approved by a resolution of the shareholders' general meeting; and (4) payment of dividends in respect of ordinary shares. The Company shall not allocate dividends or carry out other allocations in the form of bonuses, before the Company has made up its losses and made allocations to the statutory common reserve fund. The profit distribution shall not be applied to shares held by the Company.	Article 172	The Company's after-tax profit shall be allocated in accordance with the following order: (1) making up for losses; (2) allocation of 10% of its after-tax profits to the statutory common reserve fund of the Company. **If the cumulative amount of the statutory common reserve fund exceeds 50% of the Company's registered capital, further allocation may be discontinued**; (3) allocation to the discretionary common reserve fund as approved by a resolution of the shareholders' ~~cenral~~ meeting; and (4) payment of dividends in respect of ordinary shares. The Company shall not allocate dividends or carry out other allocations in the form of bonuses, before the Company has made up its losses and made allocations to the statutory common reserve fund. **Where profits has been distributed to shareholders by the shareholders' meeting in breach of the Company Law, the shareholders shall return the profits distributed in breach of the provisions to the Company. If losses are caused to the Company, the shareholders and the responsible directors and senior management officers shall be liable for compensation.** The profit distribution shall not be applied to shares held by the Company.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 214	The Company will establish a Company Incentive Fund to be drawn once each year. The Company Incentive Fund shall mainly be used as incentives for the directors, supervisors, president, vice president, other senior management officers and employees of the Company, or as a source for the risk fund related to the duties performed by its directors, supervisors, president, vice president and other senior management officers. The detailed management measures for the fund will be formulated separately. The Company shall establish a liability insurance system for its directors, supervisors, president and other senior management officers.	Article 173	~~The Company will establish a Company Incentive Fund to be drawn once each year. The Company Incentive Fund shall mainly be used as incentives for the directors, supervisors, president, vice president, other senior management officers and employees of the Company, or as a source for the risk fund related to the duties performed by its directors, supervisors, president, vice president and other senior management officers. The detailed management measures for the fund will be formulated separately.~~ The Company shall establish a liability insurance system for its directors, ~~supervisors,~~ president and other senior management officers.
Article 215	The capital common reserve fund shall include the following: (1) the premiums obtained from the issue of shares in excess of the par value; and (2) other income required by the competent financial department of the State Council to be included in the capital common reserve fund.	Article 174	The capital common reserve fund shall include the following: (1) the premiums obtained from the issue of shares in excess of the par value; and (2) other ~~income~~ **items** required by the competent financial department of the State Council to be included in the capital common reserve fund.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 216	The common reserve fund of the Company shall be applied for the following purposes only: (1) to make up for losses, however, the capital common reserve fund will not be used for making up for the losses of the Company; (2) to expand the Company's production and operation; and (3) to convert the common reserve fund to additional capital. Where the Company may convert its common reserve fund into capital according to a resolution of the general meeting, the Company shall distribute new shares to its shareholders in proportion to their respective existing shareholdings or increase the par value of each share, provided, however, that when the statutory common reserve fund is converted to capital, the balance of the statutory common reserve fund shall not fall below 25% of the registered capital before the conversion.	Article 175	The common reserve fund of the Company shall be applied for the following purposes only: (1) to make up for losses~~, however, the capital common reserve fund will not be used for making up for the losses of the Company~~; (2) to expand the Company's production and operation; and (3) to convert the common reserve fund to additional capital. ~~Where the Company may convert its common reserve fund into capital according to a resolution of the general meeting, the Company shall distribute new shares to its shareholders in proportion to their respective existing shareholdings or increase the par value of each share, provided, however, that w~~**W**hen the statutory common reserve fund is converted to **additional registered** capital, the balance of the statutory common reserve fund shall not fall below 25% of the registered capital before the conversion. **When the reserve fund is used to make up for the losses of the Company, the discretionary common reserve fund and the statutory common reserve fund shall be utilized first. If they cannot make up for the losses, the capital common reserve fund may be used in accordance with relevant requirements.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Newly added	—	Article 176	**Where the Company still has losses after making up for its losses in accordance with the requirements of paragraph 2 of the preceding Articles, the Company may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall make no distribution to shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share payments.** **If the registered capital is reduced in accordance with the requirements of the preceding paragraph, the requirements in paragraph 2 of Article 25 of these Articles of Association shall not apply, but an announcement shall be made through the National Enterprise Credit Information Publicity System within thirty (30) days from the date when the shareholders' meeting makes a resolution to reduce the registered capital.** **After the Company reduces its registered capital in accordance with the requirements of the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of the statutory common reserve fund and the discretionary common reserve fund reaches 50% of the registered capital of the Company.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 217	The basic principles of the Company's profit distribution shall be as follows: (1) the Company shall take the investment return for investors into full account and allocate the required percentage of the Company's realised distributable profits to shareholders as dividends each year; (2) the Company shall maintain a sustainable and steady profit distribution policy and at the same time take into consideration the Company's long-term interest, general interest of all the shareholders and the sustainable development of the Company; and (3) the Company shall give priority to cash dividends as its profit distribution manner. "distributable profits" means the Company's after-tax profits for the year, less any reserve fund for making up for losses and the statutory funds required to be allocated by the Company in accordance with the relevant requirements.	Article 177	The basic principles of the Company's profit distribution shall be as follows: (1) the Company shall take the investment return for investors into full account and allocate the required percentage of the Company's realised distributable profits to shareholders as dividends each year; (2) the Company shall maintain a sustainable and steady profit distribution policy and at the same time take into consideration ~~the Company's long-term interest,~~ general interest of all the shareholders and the sustainable development of the Company; and (3) the Company shall give priority to cash dividends as its profit distribution manner. "distributable profits" means the Company's after-tax profits for the year, less any reserve fund for making up for losses and the statutory funds required to be allocated by the Company in accordance with the relevant requirements.
Article 218	The specific policy of the Company on profit distribution shall be as follows: ……	Article 178	The specific policy of the Company on profit distribution shall be as follows: ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(2) specific conditions and proportion for the Company's cash dividend distribution: If the Company makes profits in a given year and the cumulative undistributed profit is positive, the Company shall distribute dividends in the form of cash and the cumulative profits distributed in cash over the past three years by the Company shall be no less than thirty percent (30%) of the Company's average annual distributable profits. If the Company's solvency ratio is less than one hundred percent (100%) of the regulatory requirement, the Company shall not distribute profits to its shareholders. If the Company's solvency ratio is less than one hundred and fifty percent (150%) of the regulatory requirement, the lower of the following two shall be used as the basis for profit distribution: (I) the distributable profit as ascertained under the Accounting Standards for Business Enterprises; and (II) the residual overall income ascertained pursuant to the preparation rules of the Company's solvency report. ……		(2) specific conditions and proportion for the Company's cash dividend distribution: If the Company makes profits in a given year and the cumulative undistributed profit is positive, the Company shall distribute dividends in the form of cash and the cumulative profits distributed in cash over the past three years by the Company shall be no less than thirty percent (30%) of the Company's average annual distributable profits. **The specific ratio of cash dividend distribution of the Company will be determined by taking into full consideration of factors such as profitability, solvency status, and the need of the Company for sustainable development.** If the Company's solvency ratio **does not meet** ~~is less than one hundred percent (100%) of~~ the regulatory requirement**s**, the Company shall not distribute profits to its shareholders. ~~If the Company's solvency ratio is less than one hundred and fifty percent (150%) of the regulatory requirement, the lower of the following two shall be used as the basis for profit distribution:~~ ~~(I) the distributable profit as ascertained under the Accounting Standards for Business Enterprises; and~~ ~~(II) the residual overall income ascertained pursuant to the preparation rules of the Company's solvency report.~~ ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 219	The procedures for reviewing the Company's profit distribution proposal shall be as follows: The Company's profit distribution proposal shall be reviewed by the Board of Directors of the Company. The Board of Directors shall have a sufficient discussion of the reasonableness of the profit distribution proposal. After a special resolution regarding the proposal is reached and independent opinions have been given by the independent directors, the proposal shall be submitted to the general meeting for approval. In reviewing the profit distribution proposal, the Company shall provide online voting mechanism to the shareholders. When deliberating on specific cash dividend proposal by the general meeting, the Company shall make active communication with shareholders, especially small- and medium-sized shareholders, through various channels. The Company shall also fully solicit opinions and appeals from shareholders, and give timely reply to concerns of small- and medium- sized shareholders.	Article 179	The procedures for reviewing the Company's profit distribution proposal shall be as follows: The Company's **annual** profit distribution proposal shall be ~~reviewed~~ fully discussed by the Board of Directors of the Company~~. The Board of Directors shall have a sufficient discussion of~~ with respect to the reasonableness of the ~~profit distribution~~ proposal. After a special resolution regarding the proposal is reached and independent opinions have been given by the independent directors, the proposal shall be submitted to the ~~general~~**shareholders'** meeting for approval. ~~In reviewing the profit distribution proposal, the Company shall provide online voting mechanism to the shareholders.~~ When deliberating on specific cash dividend proposal by the Company's ~~general~~ meeting, the Company shall make active communication with shareholders, especially small- and medium-sized shareholders, through various channels. The Company shall also fully solicit opinions and appeals from shareholders, and give timely reply to concerns of small- and medium-sized shareholders.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			When the shareholders' meeting reviews the annual profit distribution proposal, it may review and approve the conditions for distribution of interim cash dividends next year, cap on distribution proportion, and cap on distribution amount. The cap on dividend distribution shall not exceed the net profit attributable to the shareholders of the parent company for the corresponding period. The Board of Directors shall formulate a specific interim dividend distribution proposal based on the resolution of the shareholders' meeting and under the conditions that meet profit distribution. After a resolution is made by the shareholders' meeting on the profit distribution proposal, or after the Board of Directors formulates a specific proposal based on the conditions and cap for the interim dividend distribution next year as approved by the shareholders' meeting, the distribution of dividends (or shares) shall be completed within two (2) months.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 220	Amendments to the Company's profit distribution policy: In the event of force majeure, such as war or natural disasters; or changes in external business environment that have a significant impact on the Company's operations, or substantial changes in the Company's own operating conditions, the Company may adjust its profit distribution policy. The adjustment of the profit distribution policy shall be fully discussed by the Board of Directors. After a special resolution regarding the policy is reached and independent opinions have been given by the independent directors, the policy shall be submitted to the general meeting for approval by way of a special resolution. In reviewing changes to the profit distribution policy, the Company shall provide shareholders with an online voting method.	Article 180	Amendments to the Company's profit distribution policy: In the event of force majeure, such as war or natural disasters; or changes in external business environment that have a significant impact on the Company's operations, or substantial changes in the Company's own operating conditions, the Company may adjust its profit distribution policy. The adjustment of the profit distribution policy shall be fully discussed by the Board of Directors. After a special resolution regarding the policy is reached and independent opinions have been given by the independent directors, the policy shall be submitted to the ~~general~~ **shareholders'** meeting for approval by way of a special resolution. ~~In reviewing changes to the profit distribution policy, the Company shall provide shareholders with an online voting method.~~
Article 222	The Company shall calculate and declare and pay dividends and other amounts to holders of Domestic-Invested Shares in Renminbi. The Company shall calculate and declare dividends or other payments to holders of Overseas-Listed Foreign-Invested Shares in Renminbi and pay such amounts in the currency of the place in which such Overseas-Listed Foreign-Invested Shares are listed (if such shares are listed in more than one place, then in the currency of the principal place in which such shares are listed as determined by the Board of Directors of the Company).	Article 182	The Company shall calculate and declare and pay dividends and other amounts to holders of Domestic-Invested Shares in Renminbi. The Company shall calculate and declare dividends or other payments to holders of Overseas-Listed Foreign-Invested Shares in Renminbi and pay such amounts in the currency of the place in which such Overseas-Listed Foreign-Invested Shares are listed **or Renminbi** ~~(if such shares are listed in more than one place, then in the currency of the principal place in which such shares are listed as determined by the Board of Directors of the Company)~~. **The Company may provide holders of Overseas-Listed Foreign-Invested Shares with the option to receive dividends or other payments in either the currency of the place in which such Foreign-Invested Shares are listed or Renminbi.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 223	When the Company pays dividends and other amounts to holders of Foreign-Invested Shares, it shall comply with the relevant foreign exchange control regulations of the PRC. If there are no specific regulations, the applicable exchange rate shall be the average closing rate for the relevant foreign currency as announced by the Peoples' Bank of China during the week prior to the announcement of the distribution of dividends and other amounts.	Article 183	When the Company pays dividends and other amounts to holders of Foreign-Invested Shares **in the currency of the place in which such Foreign-Invested Shares are listed**, it shall comply with the relevant foreign exchange control regulations of the PRC. If there are no specific regulations, the applicable exchange rate shall be the average closing rate for the relevant foreign currency as announced by the Peoples' Bank of China during the week prior to the announcement of the distribution of dividends and other amounts.
Article 224	…… The receiving agents appointed by the Company shall compy with the laws of the place where the Company's shares are listed or the relevant requirements of stock exchanges. The receiving agents appointed for holders of the Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong. ……	Article 184	…… The receiving agents appointed by the Company shall comply with the laws of the place where the Company's shares are listed or the relevant requirements of stock exchanges. ~~The receiving agents appointed for holders of the Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.~~ ……
Article 225	The Company shall implement an internal audit system and appoint full time auditors to carry out internal auditing and supervision of the Company's income and expenses and economic activities.	Article 185	The Company shall implement an internal audit system~~ and appoint full time auditors to carry out internal auditing and supervision of the Company's income and expenses and economic activities~~**, which clarifies the leadership structure, responsibilities and authorities, staffing, funding assurance, use of audit results, and accountability in relation to internal audit. The internal audit system of the Company shall be implemented after it is approved by the Board of Directors**.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			The Company's internal audit body shall be accountable to the Board of Directors, and shall be subject to the supervision and guidance of the audit committee during its supervision and inspection of the Company's business activities, risk management, internal control, and financial information. If the internal audit body discovers significant issues or leads, it shall immediately and directly report to the audit committee. **The Company shall establish and effectively implement an internal control evaluation mechanism, issue an annual internal control evaluation report and related materials, and submit them to the audit committee for review.** **When the audit committee communicates with external audit entities such as accounting firms and national audit institutions, the internal audit body shall actively cooperate by providing necessary support and collaboration.**
Article 226	The Company's internal audit system and the responsibilities of the audit personnel shall be carried out after obtaining approval by the Board of Directors. The audit director shall be accountable and report to the Board of Directors.	Article 186	**The Company shall appoint the person in charge of audit who is shall be accountable to the Board of Directors, and shall be appointed and dismissed by the Board. The person in charge of audit shall regularly report to the Board of Directors and its audit committee. The audit committee shall be involved in assessing the performance of the Company's person in charge of audit.** ~~The Company's internal audit system and the responsibilities of the audit personnel shall be carried out after obtaining approval by the Board of Directors. The audit director shall be accountable and report to the Board of Directors.~~
Chapter 18	Engagement of Accounting Firms	—	Consolidated to Chapter 9

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 227	The Company shall engage an independent accounting firm which is qualified under the relevant national requirements to audit the Company's annual financial report and review the Company's other financial reports. The first accounting firm may be engaged by an inaugural meeting of the Company before the first annual general meeting. The accounting firm so appointed shall hold the office until the conclusion of the first annual general meeting. If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the Board of Directors.	Article 187	~~The Company shall engage an independent accounting firm which is qualified under the relevant national requirements to audit the Company's annual financial report and review the Company's other financial reports. The first accounting firm may be engaged by an inaugural meeting of the Company before the first annual general meeting. The accounting firm so appointed shall hold the office until the conclusion of the first annual general meeting. If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the Board of Directors.~~ **The Company shall engage an accounting firm that complies with the requirements of the Securities Law to audit financial statements, perform net assets verification, and provide other related consulting services.** **In this Chapter, the term "accounting firm" refers to the accounting firm that conducts regular and statutory audit on the Company's financial and accounting reports.**
Article 228	The term of engagement of an accounting firm engaged by the Company shall be one (1) year, commencing from the conclusion of the annual general meeting and expiring at the conclusion of the next annual general meeting. Upon the expiry of such term, the relevant accounting firm may be re-appointed.	Article 188	The term of engagement of an accounting firm engaged by the Company shall be one (1) year, commencing from the conclusion of the annual ~~general~~ **shareholders'** meeting and expiring at the conclusion of the next annual ~~general~~ **shareholders'** meeting. Upon the expiry of such term, the relevant accounting firm may be re-appointed.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 229	The accounting firm engaged by the Company shall enjoy the following rights: (1) the right to inspect the books, records and vouchers of the Company at any time, the right to require the directors, president, vice presidents and other senior management officers of the Company to provide relevant information and explanations; (2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the discharge of its duties; and (3) the right to attend shareholders' general meetings and to receive notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as accounting firm of the Company.	Article 189	**The Company guarantees that the accounting vouchers, accounting books, financial and accounting reports, and other accounting materials provided to the accounting firm engaged by it are true and complete. The Company shall not refuse to provide or conceal information and shall not provide false information.** ~~The accounting firm engaged by the Company shall enjoy the following rights:~~ ~~(1) the right to inspect the books, records and vouchers of the Company at any time, the right to require the directors, president, vice presidents and other senior management officers of the Company to provide relevant information and explanations;~~ ~~(2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the discharge of its duties; and~~ ~~(3) the right to attend shareholders' general meetings and to receive notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as accounting firm of the Company.~~
Article 230	If there is a vacancy in the position of accounting firm of the Company, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of a shareholders' general meeting. If, however, there are other accounting firms of the Company in office during the vacancy, such accounting firm may continue to its duties.	—	(Deleted this Article)

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 231	The shareholders in a general meeting may, by ordinary resolution, decide to dismiss the accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the accounting firm and the Company. The rights of the accounting firm to claim compensation from the Company due to its dismissal, if any, shall not be affected thereby.	Article 190	The shareholders in a ~~general~~ meeting may, by ordinary resolution, decide to dismiss the accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the accounting firm and the Company. The rights of the accounting firm to claim compensation from the Company due to its dismissal, if any, shall not be affected thereby.
Article 232	The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The remuneration of an accounting firm engaged by the Board of Directors shall be determined by the Board of Directors.	Article 191	The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a ~~general~~ **shareholders'** meeting. ~~The remuneration of an accounting firm engaged by the Board of Directors shall be determined by the Board of Directors.~~
Article 233	The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council.	Article 192	The Company's appointment, removal or non-reappointment of an accounting firm shall**, upon the consent of a majority of all members of the audit committee, be submitted to the Board of Directors for consideration and then** be resolved by the shareholders in a ~~general~~**shareholders'** meeting. **The Board of Directors shall not appoint any accounting firm prior to the decision of the shareholders' meeting.** ~~Such resolution shall be filed with the securities authority of the State Council.~~ **The audit committee shall make recommendations to the Board of Directors with regard to issues such as the appointment and dismissal of external auditing firms and their remuneration, and shall be responsible for the implementation of specific matters.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of an accounting firm, which is not an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring auditor which was appointed by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply: (1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year. For the purpose of this Article, "leaving" includes leaving by removal, resignation and retirement. (2) If the firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representation, the Company shall (unless the representations have been received too late) take the following measures: (I) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and		~~Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of an accounting firm, which is not an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring auditor which was appointed by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:~~ ~~(1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year.~~ ~~For the purpose of this Article, "leaving" includes leaving by removal, resignation and retirement.~~ ~~(2) If the firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representation, the Company shall (unless the representations have been received too late) take the following measures:~~ ~~(I) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(II) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Company's Articles of Association. (3) If the Company fails to send out the firm's representations in the manner set out in sub-paragraph (2) above, such firm may require that the representations be read out at the shareholders' general meeting and may lodge further complaints. (4) An accounting firm which is leaving its post shall be entitled to attend the following shareholders' general meetings: (I) the general meeting at which its term of office would otherwise have expired; (II) the general meeting at which it is proposed to fill the vacancy caused by its removal; and (III) the general meeting which convened as a result of its resignation. The accounting firm which is leaving its post shall be entitled to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting in relation to matters concerning its role as the former accounting firm of the Company.		~~(II) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Company's Articles of Association.~~ ~~(3) If the Company fails to send out the firm's representations in the manner set out in sub-paragraph (2) above, such firm may require that the representations be read out at the shareholders' general meeting and may lodge further complaints.~~ ~~(4) An accounting firm which is leaving its post shall be entitled to attend the following shareholders' general meetings:~~ ~~(I) the general meeting at which its term of office would otherwise have expired;~~ ~~(II) the general meeting at which it is proposed to fill the vacancy caused by its removal; and~~ ~~(III) the general meeting which convened as a result of its resignation.~~ ~~The accounting firm which is leaving its post shall be entitled to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting in relation to matters concerning its role as the former accounting firm of the Company.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 234	Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company. An accounting firm may resign from its position by depositing at the Company's legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements: (1) a statement to the effect that there are no circumstances connected with its resignation which it believes should be brought to the notice of the shareholders or creditors of the Company; or (2) a statement of any such circumstances.	Article 193	Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm. or not to renew the appointment thereof. **When voting is conducted at the shareholders' meeting with respect to the removal of the accounting firm,** such accounting firm shall be **allowed** ~~entitled~~ to make representations ~~at the shareholders' general meeting~~. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a ~~general~~ **shareholders'** meeting whether there has been any impropriety on the part of the Company. ~~An accounting firm may resign from its position by depositing at the Company's legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:~~ ~~(1) a statement to the effect that there are no circumstances connected with its resignation which it believes should be brought to the notice of the shareholders or creditors of the Company; or~~ ~~(2) a statement of any such circumstances.~~

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Where a notice is deposited under the preceding sub-paragraph, the Company shall within fourteen (14) days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding two sub-paragraphs, a copy of such statement shall be placed at the Company for shareholders' inspection. Unless otherwise provided under paragraph 2 of Article 259 of the Company's Articles of Association, the Company shall also send a copy of such statement by prepaid mail to every shareholder of Overseas-Listed Foreign-Invested Shares at the address registered in the register of shareholders. Where the accounting firm's notice of resignation contains a statement of circumstances, the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.		~~Where a notice is deposited under the preceding sub-paragraph, the Company shall within fourteen (14) days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding two sub-paragraphs, a copy of such statement shall be placed at the Company for shareholders' inspection. Unless otherwise provided under paragraph 2 of Article 259 of the Company's Articles of Association, the Company shall also send a copy of such statement by prepaid mail to every shareholder of Overseas-Listed Foreign-Invested Shares at the address registered in the register of shareholders.~~ ~~Where the accounting firm's notice of resignation contains a statement of circumstances, the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.~~
Chapter 19	Insurance	Chapter 10	The Company's Basic Management System
Chapter 20	The Company's Basic Management System		

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 237	The Company shall formulate internal governance policies on connected transactions for the purpose of regulating connected transactions between the Company and its related parties in accordance with applicable laws, regulations and regulatory requirements and shall report to competent regulatory authorities or disclose connected transactions promptly pursuant to applicable provisions.	Article 195	The Company shall formulate internal governance policies on connected transactions for the purpose of regulating connected transactions between the Company and its related parties in accordance with applicable laws, regulations and regulatory requirements and shall report to competent regulatory authorities or disclose connected transactions promptly pursuant to applicable provisions. **The shareholders' meeting, the Board of Directors, the audit committee, and senior management of the Company shall perform the duties of reviewing, managing, and supervising connected transactions in accordance with relevant laws, administrative regulations, departmental rules, regulatory documents, and the listing rules of the place where the Company is listed.**
Chapter 21	Trade Unions	—	Consolidated to Chapter 10
Chapter 22	Merger and Division of the Company	Chapter 12	Mereger, Division, Dissolution and Liquidation of the Company Section 1 Merger and Division Section 2 Dissolution and Liquidation

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 243	In the event of the merger or division of the Company, a plan shall be presented by the Company's Board of Directors and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders' shares at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company. Unless otherwise provided by second paragraph of Article 259 of the Company's Articles of Association, the aforesaid documents shall be sent by mail to holders of Overseas-Listed Foreign-Invested Shares to the address registered in the register of shareholders.	—	(Deleted this Article)
Article 244	The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's merger resolution and shall publish a public notice in a newspaper within thirty (30) days of the date of the Company's merger resolution. ……	Article 207	The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's merger resolution and shall publish a public notice in a newspaper **or through the National Enterprise Credit Information Publicity System** within thirty (30) days of the date of the Company's merger resolution. ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 245	Where there is a division of the Company, its assets shall be divided up accordingly. In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's division resolution and shall publish a public notice in a newspaper within thirty (30) days of the date of the Company's division resolution. ……	Article 208	Where there is a division of the Company, its assets shall be divided up accordingly. In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's division resolution and shall publish a public notice in a newspaper **or through the National Enterprise Credit Information Publicity System** within thirty (30) days of the date of the Company's division resolution. ……
Article 246	…… Any merger, division, capital increase and decrease of the Company shall be submitted to the CBIRC for approval.	Article 209	…… Any merger, division, capital increase and decrease of the Company shall be submitted to the ~~CBIRC~~ **insurance regulatory authority under the State Council** for approval.
Chapter 23	Dissolution and Liquidation of the Company	—	Consolidated to Section 2 of Chapter 12

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 249	Where the Board of Directors decides to liquidate the Company for any reason other than the Company's declaration of its own insolvency, the Board shall include in its notice convening a shareholders' general meeting for such purpose a statement that after making full inquiry into the affairs of the Company, the Board of Directors is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation. Upon the passing of the resolution by the shareholders in a general meeting for the liquidation of the Company, all functions and powers of the Board of Directors shall cease immediately. The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders' general meeting on completion of the liquidation. The liquidation of the Company shall be supervised and guided by the CBIRC.	Article 212	**If the Company dissolves due to the reason of statutory dissolution, it shall make public the reason for dissolution through the National Enterprise Credit Information Publicity System within ten (10) days of the occurrence of the reasons of dissolution and form a liquidation committee within fifteen (15) days to carry out liquidation. The liquidation committee shall consist of directors, except as otherwise stipulated in these Articles of Association or unless it is resolved at the shareholders' meeting to appoint other persons. If the Company does not establish the liquidation committee within the stipulated period or does not carry out liquidation after the establishment of the liquidation committee, interested parties may apply to the people's court for appointment of relevant persons to establish a liquidation committee to proceed with liquidation. If the liquidation obligors cause losses to the Company or creditors due to the failure on their part to fulfill liquidation obligations in a timely manner, they shall be liable for compensation.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			~~Where the Board of Directors decides to liquidate the Company for any reason other than the Company's declaration of its own insolvency, the Board shall include in its notice convening a shareholders' general meeting for such purpose a statement that after making full inquiry into the affairs of the Company, the Board of Directors is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation.~~ ~~Upon the passing of the resolution by the shareholders in a general meeting for the liquidation of the Company, all functions and powers of the Board of Directors shall cease immediately.~~ ~~The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders' general meeting on completion of the liquidation.~~ The liquidation of the Company shall be supervised and guided by the ~~CBIRC~~ **insurance regulatory authority under the State Council**.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 250	The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper. Creditors shall, within thirty (30) days from the date of receipt of the notice, or in the case of failure to receive such notice, within forty-five (45) days from the date of the public announcement, declare their claims to the liquidation committee. In declaring their claims, creditors shall specify relevant details of the claims and provide supporting matterials. The liquidation committee shall register the claims. In the course of declaring claims, the liquidation committee shall not make any repayments to creditors.	Article 213	The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper **or through the National Enterprise Credit Information Publicity System**. Creditors shall, within thirty (30) days from the date of receipt of the notice, or in the case of failure to receive such notice, within forty-five (45) days from the date of the public announcement, declare their claims to the liquidation committee. In declaring their claims, creditors shall specify relevant details of the claims and provide supporting matterials. The liquidation committee shall register the claims. In the course of declaring claims, the liquidation committee shall not make any repayments to creditors.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 251	During the liquidation period, the liquidation committee shall exercise the following functions and powers: …… (6) to deal with the surplus assets remaining after the Company's debts have been repaid; and …… (7) to represent the Company in any civil proceedings.	Article 214	During the liquidation period, the liquidation committee shall exercise the following functions and powers: …… (6) to ~~deal with~~**distribute** the surplus assets remaining after the Company's debts have been repaid; and …… (7) to represent the Company in any civil proceedings. **Members of the liquidation committee shall perform their liquidation duties and assume the obligation of loyalty and diligence. Should members of the liquidation committee neglect their liquidation duties, resulting in losses to the Company, they shall be liable for compensation. If they cause losses to the creditors due to intentional or gross negligence, they shall also be liable for compensation.**
Article 252	After the liquidation committee has sorted out the Company's assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and present it to a shareholders' general meeting or to the people's court for confirmation. …… Any surplus assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding paragraph shall be distributed to its shareholders according to the class of shares and the proportion of shares held. ……	Article 215	After the liquidation committee has sorted out the Company's assets and prepared a balance sheet and an inventory of assets, it shall ~~prepare~~ **formulate** a liquidation plan and present it to a shareholders' ~~general~~ meeting or to the people's court for confirmation. …… Any surplus assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding paragraph shall be distributed to its shareholders according to the class of shares and the proportion of shares held. ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 253	If, after sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, it shall immediately apply to the people's court for a declaration of bankruptcy of the Company. After the Company is declared bankrupt by a ruling of the people's court, the liquidation committee shall hand over all matters arising from the liquidation to the people's court.	Article 216	If, after sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, it shall immediately apply to the people's court for a ~~declaration of~~ bankruptcy **liquidation** of the Company. After the ~~Company is declared bankrupt~~ **bankruptcy application is accepted** by ~~a ruling of~~ the people's court, the liquidation committee shall hand over all matters arising from the liquidation to **a bankruptcy administrator designated by** the people's court.
Article 254	Following the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, an income and expenditure statement and financial account for the period of liquidation and, after they are verified by a Chinese certified public accountant, submit them to the shareholders' general meeting or the insurance regulatory authority for confirmation. The liquidation committee shall, within thirty (30) days from the confirmation of the shareholders' general meeting or relevant competent authorities, submit the above-mentioned documents to the company registration authority for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.	Article 217	Following the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, ~~an income and expenditure statement and financial account for the period of liquidation and, after they are verified by a Chinese certified public accountant,~~ **and** submit ~~them~~ **it** to the shareholders' ~~general~~ meeting or the **people's court** and the insurance regulatory authority **under the State Council** for confirmation. ~~The liquidation committee shall, within thirty (30) days from the confirmation of the shareholders' general meeting or relevant competent authorities~~, **and** ~~submit the above-mentioned documents~~ to the company registration authority for cancellation of registration of the Company~~, and publish a public announcement relating to the termination of the Company~~.
Chapter 24	Procedures for Amendment of the Company's Articles of Association	Chapter 13	Amendments to these Articles of Association

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 255	The Company may amend these Articles of Association in accordance with the requirements of laws, administrative regulations and the Company's Articles of Association. Upon occurrence of the following events, the Company shall hold a shareholders' general meeting within three (3) months to amend these Articles of Association: (1) these Articles of Association is contradictory to the amended version of the Company Law, the Insurance Law or other applicable laws, administrative regulations or regulatory requirements; (2) there is any change to fundamental matters outlined in these Articles of Association or to the relevant rights, obligations, duties, procedural rules specified therein; or (3) other matters requiring amendments to these Articles of Association.	Article 218	The Company may amend these Articles of Association in accordance with the requirements of laws, administrative regulations and the Company's Articles of Association. Upon occurrence of the following events, the Company shall ~~hold a shareholders' general meeting within three (3) months to~~ amend these Articles of Association: (1) if these Articles of Association is contradictory to the amended version of the Company Law, the Insurance Law or other applicable laws, administrative regulations or regulatory requirements; (2) if there is any change to fundamental matters outlined in these Articles of Association or to the relevant rights, obligations, duties, procedural rules specified therein; ~~or~~ (3) **if the amendments to these Articles of Association is decided by the shareholders' meeting; or** **(4)** other matters requiring amendments to these Articles of Association.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 256	The Company's Articles of Association shall be amended according to the following procedures: (1) shareholders or entities with right to raise proposal submit the proposal to amend these Articles of Association to the shareholders' general meeting; (2) the proposal of amendment to these Articles of Association is voted on at the shareholders' general meeting, and the resolution must be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting; (3) the Company submits the application for amendment to these Articles of Association to the CBIRC; (4) the Company amends these Articles of Association in accordance with the comments of the CBIRC. If the amended Articles of Association comply with relevant regulations, the CBIRC will approve the amended Articles of Association according to law. The approved version shall be the prevailing version of these Articles of Association; and (5) the Company registers the changes with the company registration authority.	Article 219	The Company's Articles of Association shall be amended according to the following procedures: (1) shareholders or entities with right to raise proposal submit the proposal to amend these Articles of Association to the shareholders' ~~general~~ meeting; (2) the proposal of amendment to these Articles of Association is voted on at the shareholders' ~~general~~ meeting, and the resolution ~~must~~ **shall** be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting; (3) the Company submits the application for amendment to these Articles of Association to the ~~CBIRC~~**insurance regulatory authority under the State Council**; (4) the Company amends these Articles of Association in accordance with the comments of the ~~CBIRC~~**insurance regulatory authority under the State Council**. If the amended Articles of Association comply with relevant regulations, the ~~CBIRC~~**insurance regulatory authority under the State Council** will approve the amended Articles of Association according to law. The approved version shall be the prevailing version of these Articles of Association; and (5) the Company registers the changes with the company registration authority.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 257	…… Amendments to the Company's Articles of Association, which involve the contents of the Mandatory Provisions Governing the Articles of Association of Overseas Listed Companies (hereinafter referred to as the "Mandatory Provisions") signed by the Securities Commission of the State Council and the State Comission for Restructuring the Economic Systems on August 27, 1994, shall become effective upon approvals by the company approval department authorized by the State Council and the competent securities authority of the State Council. If there is any change relating to the registered particulars of the Company, the change of registration shall be made in accordance with law. If the amendments to these Articles of Association involve information required to be disclosed by laws and administrative regulations, they shall be publicly announced as required.	Article 220	…… ~~Amendments to the Company's Articles of Association, which involve the contents of the Mandatory Provisions Governing the Articles of Association of Overseas Listed Companies (hereinafter referred to as the "Mandatory Provisions") signed by the Securities Commission of the State Council and the State Comission for Restructuring the Economic Systems on August 27, 1994, shall become effective upon approvals by the company approval department authorized by the State Council and the competent securities authority of the State Council.~~ **Amendments to the Articles of Association passed by the shareholders' meeting that require approval from the competent authority shall be submitted to the competent authority for approval.** If there is any change relating to the registered particulars of the Company, the change of registration shall be made in accordance with law. **The Board of Directors shall amend the Company's Articles of Association in accordance with the resolution of the shareholders' meeting for the amendments of these Articles of Association and the approval opinions of the relevant competent authorities.** If the amendments to these Articles of Association involve information required to be disclosed by laws and administrative regulations, they shall be publicly announced as required.
Chapter 25	Dispute Resolution	Chapter 14	Resolution of Disputes Involving Holders of Overseas-Listed Foreign-Invested Shares

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 258	The Company shall abide by the following rules for dispute resolution: (1) Disputes or claims related to the affairs of the Company that arise between holders of the Overseas-Listed Foreign-Invested Shares and the Company; holders of the Overseas-Listed Foreign-Invested and the Company's directors, supervisors, president, vice presidents, or other senior management officers; or holders of the Overseas-Listed Foreign-Invested Shares and holders of Domestic-Invested Shares, in respect of any rights or obligations stipulated by the Company's Articles of Association, the Company Law, and other relevant laws and administrative regulations shall be submitted to arbitration for resolution by the parties involved. When the aforementioned disputes or claims are submitted for arbitration, such claims or disputes shall be submitted in their entirety, and all persons who have a cause of action based on the same facts giving rise to the disputes or claims or whose participation is necessary for the resolution of such disputes or claims, shall, where such person is the Company, the Company's shareholders, directors, supervisors, president, vice presidents, or other senior management officers of the Company, comply with the arbitration.	Article 221	The Company shall abide by the following rules for dispute resolution: (1) Disputes or claims related to the affairs of the Company that arise between holders of the Overseas-Listed Foreign-Invested Shares and the Company; holders of the Overseas-Listed Foreign-Invested and the Company's directors, ~~supervisors,~~ president, vice presidents, or other senior management officers; or holders of the Overseas-Listed Foreign-Invested Shares and holders of Domestic-Invested Shares, in respect of any rights or obligations stipulated by the Company's Articles of Association, the Company Law, and other relevant laws and administrative regulations shall be submitted to arbitration for resolution by the parties involved. When the aforementioned disputes or claims are submitted for arbitration, such claims or disputes shall be submitted in their entirety, and all persons who have a cause of action based on the same facts giving rise to the disputes or claims or whose participation is necessary for the resolution of such disputes or claims, shall, where such person is the Company, the Company's shareholders, directors, ~~supervisors,~~ president, vice presidents, or other senior management officers of the Company, comply with the arbitration.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	Disputes regarding the definition of shareholders and the register of shareholders may be resolved without resorting to arbitration. (2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant submits a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Center, any party to the dispute or claim may request that the arbitration be conducted in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center. ……		Disputes regarding the definition of shareholders and the register of shareholders may be resolved without resorting to arbitration. (2) A claimant ~~may elect~~ **shall submit the dispute or claim** ~~for arbitration~~ to ~~be carried out at either~~ the China International Economic and Trade Arbitration Commission **for arbitration** in accordance with its arbitration rules ~~or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant submits a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant~~. ~~If a claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Center, any party to the dispute or claim may request that the arbitration be conducted in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center.~~ ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 264	If the Company has one of the following scenarios indicating potentional failure of its corporate governance mechanism, it may carry out internal corrective procedures and apply to the CBIRC for guidance: (1) the Board of Directors is not established for over one (1) year; (2) long-term conflicts exist among the directors of the Company and cannot be resolved through shareholders' general meetings; (3) the Company fails to convene a shareholders' general meeting for over one (1) year; (4) shareholder voting fails to reach the proportion specified by law or the Company's Articles of Association, leading to an inability to pass effective resolutions at the shareholders' general meeting for over one (1) year; ……	Article 222	If the Company has one of the following scenarios indicating potential failure of its corporate governance mechanism, it may carry out internal corrective procedures and apply to the ~~CBIRC~~ **insurance regulatory authority under the State Council** for guidance: (1) the Board of Directors is not established for over one (1) year; (2) long-term conflicts ~~exist~~ among the directors of the Company **prevent the Board of Directors from making effective resolutions,** and **these** cannot be resolved through shareholders' ~~general~~ meetings; (3) the Company fails to convene a shareholders' ~~general~~ meeting for over one (1) year; (4) shareholder voting fails to reach the proportion specified by law or the Company's Articles of Association, leading to an inability to pass effective resolutions at the shareholders' ~~general~~ meeting for over one (1) year; ……

No. (Original)	Original Articles	No. (Revised)	Revised Articles
	(6) the existing governance mechanism of the Company fails to operate normally, resulting in significant difficulties in the operation and management of the Company, and other circumstances as identified by the CBIRC. In the event that any failure of the corporate governance mechanism described above occurs and such failure cannot be resolved by the internal corrective procedures adopted by the Company, the Company, shareholders individually or jointly holding over one-third of shares of the Company, and a majority of the directors shall have the right to apply to the CBIRC for its supervision and guidance.		(6) the existing governance mechanism of the Company fails to operate normally, resulting in significant difficulties in the operation and management of the Company, and other circumstances as identified by the ~~CBIRC~~ **insurance regulatory authority under the State Council**. In the event that any failure of the corporate governance mechanism described above occurs and such failure cannot be resolved by the internal corrective procedures adopted by the Company, the Company, shareholders individually or jointly holding over one-third of shares of the Company, and a majority of the directors shall have the right to apply to the ~~CBIRC~~ **insurance regulatory authority under the State Council** for its supervision and guidance. **When the Company experiences significant defects or failures in its governance mechanism, independent directors shall promptly report the same to the insurance regulatory authority under the State Council.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 265	The CBIRC conducts supervision and provides guidance based on the failures identified in the corporate governance mechanism. If it is found that the Company has substantial governance risks that have already or may seriously threaten the legitimate rights and interests of insurance consumers or the security of insurance funds, shareholders and the Company undertake to accept regulatory measures taken by the CBIRC, such as requesting the Company to increase capital, restricting relevant shareholders' rights, or transferring the equity interest held in the Company. For circumstances considered to be serious, shareholders and the Company undertake to accept the rectification and takeover measures adopted by the CBIRC against the Company.	Article 223	The ~~CBIRC~~ **insurance regulatory authority under the State Council** conducts supervision and provides guidance based on the failures identified in the corporate governance mechanism. If it is found that the Company has substantial governance risks that have already or may seriously threaten the legitimate rights and interests of insurance consumers or the security of insurance funds, shareholders and the Company undertake to accept regulatory measures taken by the ~~CBIRC~~ **insurance regulatory authority under the State Council**, such as requesting the Company to increase capital, restricting relevant shareholders' rights, or transferring the equity interest held in the Company. For circumstances considered to be serious, shareholders and the Company undertake to accept the rectification and takeover measures adopted by the ~~CBIRC~~ **insurance regulatory authority under the State Council** against the Company.
Article 267	The expressions of "more than", "within" and "below" herein shall include the numbers specified, while the expressions of "exceed", "beyond", "lower than" and "over" exclude the numbers specified.	Article 225	**"substantial shareholders" referred to in these Articles of Association shall mean shareholders who hold or control more than 5% of the shares or voting rights of the Company, or shareholders who hold less than 5% of total shares of the Company but exert substantial influence over the operation and management of the Company. "substantial influence" referred to in the preceding paragraph includes but is not limited to the nomination or appointment of directors or senior management officers to the Company, exerting influence on the Company's financial affairs, operation and management decisions through agreement or by other means and other circumstances recognized by the regulatory authorities.**

No. (Original)	Original Articles	No. (Revised)	Revised Articles
			"persons acting in concert" referred to in these Articles of Association shall mean relevant investors who, through agreements or other arrangements, coordinate their actions to collectively increase the number of voting shares they can control in a company, thereby acting in concert. **"physicial meeting" or "onsite meeting" referred in these Articles of Association shall mean a meeting held physically or by means of video or telephone, etc. that can ensure real-time communication and discussion among participants in the meeting.** **"circulation of written resolutions" referred to in these Articles of Association shall mean the method of convening a meeting by delivering the resolution for review severally in counterparts or by circulating the resolution for review in turn among the directors in adopting such resolution.** **"affiliates"referred to in these Articles of Association shall mean the enterprises directly or indirectly controlled by the relevant entities.** The expressions of "more than", "within" and "below" herein shall include the numbers specified, while the expressions of "exceed", "beyond", "lower than" and "over" exclude the numbers specified.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Article 269	The Company shall designate the media recognized by regulatory authorities for the publication of its public announcements and any other information required for disclosure.	Article 227	The Company shall designate the media recognized by regulatory authorities for the publication of its public announcements and any other information required for disclosure. **The Company shall disclose the following matters through the National Enterprise Credit Information Publicity System as required:** **(1) the number of shares subscribed by the Company's promoters;** **(2) information on changes in the shares held by the Company's promoters;** **(3) information on the acquisition, modification, and cancellation of administrative licenses;** **(4) other information as stipulated by laws and administrative regulations.** **The Company shall ensure that the information disclosed in the preceding paragraph is true, accurate, and complete.**
Article 271	Appendices to these Articles of Association include the Procedural Rules for Shareholders' General Meetings, the Procedural Rules for the Board of Directors' Meetings, and the Procedural Rules for the Board of Supervisors' Meetings.	Article 229	Appendices to these Articles of Association include the Procedural Rules for Shareholders' ~~General~~ Meetings~~,~~ **and** the Procedural Rules for the Board of Directors' Meetings~~, and the Procedural Rules for the Board of Supervisors' Meetings~~.
Article 272	These Articles of Association shall take effect from the date when they are considered and passed by shareholders' general meeting and approved by the CBIRC.	Article 230	These Articles of Association shall take effect from the date when they are considered and passed by shareholders' ~~general~~ meeting and approved by the ~~CBIRC~~ **insurance regulatory authority under the State Council**.

No. (Original)	Original Articles	No. (Revised)	Revised Articles
Appendice	1. the Procedural Rules for Shareholders' General Meetings of China Life Insurance Company Limited 2. the Procedural Rules for the Board of Directors' Meetings of China Life Insurance Company Limited 3. the Procedural Rules for the Board of Supervisors' Meetings of China Life Insurance Company Limited	Appendice	1. the Procedural Rules for Shareholders' ~~General~~ Meetings of China Life Insurance Company Limited 2. the Procedural Rules for the Board of Directors' Meetings of China Life Insurance Company Limited ~~3. the Procedural Rules for the Board of Supervisors' Meetings of China Life Insurance Company Limited~~

Note 1: Due to the reordering of the articles in these Articles of Association, references to the relevant article numbers of these Articles of Association within the provisions, as well as any article numbers not listed in the table, will be adjusted and renumbered in accordance with the revised Articles of Association.

Note 2: The chapter structure has been adjusted in the amendments to these Articles of Association.

The proposed amendments to the Procedural Rules for the Shareholders' General Meetings are set out below:

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
1	Procedural Rules for the Shareholders' ~~General~~ Meetings of China Life Insurance Company Limited	Procedural Rules for the Shareholders' Meetings of China Life Insurance Company Limited
2	Article 1 In order to regulate the operation of shareholders' ~~general~~ meetings, ensure the legality of the convening and holding of shareholders' ~~general~~ meetings ~~and~~ the procedures for adoption of resolutions, improve the efficiency of shareholders for the consideration and discussion of matters at shareholders' ~~general~~ meetings, and protect the legitimate rights and interests of shareholders, these Rules are formulated in accordance with laws and regulations, such as the Company Law of the People's Republic of China (the "Company Law"), the Rules for Shareholders' ~~General~~ Meetings of Listed Companies, the Guidelines on the Articles of Association of Insurance Companies, the Reply of the State Council on the Adjustment of the Notice Period for General Meeting and Other Matters Applicable to the Overseas Listed Companies, as well as the Articles of Association of China Life Insurance Company Limited (the "Company's Articles of Association").	Article 1 In order to regulate the operation of shareholders' meetings, ensure the legality of the convening and holding of shareholders' meetings***, submission of proposals, issuance of notices and*** the procedures for adoption of resolutions, improve the efficiency of shareholders for the consideration and discussion of matters at shareholders' meetings, and protect the legitimate rights and interests of shareholders, these Rules are formulated in accordance with laws and regulations, such as the Company Law of the People's Republic of China (the "Company Law"), the Rules for Shareholders' Meetings of Listed Companies, ***the Guidelines on the Articles of Association of Listed Companies, the Standards for the Corporate Governance of Banking and Insurance Institutions,*** the Guidelines on the Articles of Association of Insurance Companies, the Reply of the State Council on the Adjustment of the Notice Period for General Meeting and Other Matters Applicable to the Overseas Listed Companies, as well as the Articles of Association of China Life Insurance Company Limited (the "Company's Articles of Association").

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
3	Article 2 The Company shall convene shareholders' ~~**general**~~ meetings in strict accordance with the relevant provisions of laws, administrative regulations, the Company's Articles of Association, and these Rules so as to ensure that shareholders can exercise their rights according to law. The Board of Directors of the Company shall duly perform its duties by prudently organizing shareholders' ~~**general**~~ meetings in a timely manner. All directors of the Company shall be diligent and responsible to ensure the proper convening of shareholders' ~~**general**~~ meetings and the lawful exercise their powers and duties.	Article 2 The Company shall convene shareholders' meetings in strict accordance with the relevant provisions of laws, administrative regulations, the Company's Articles of Association, and these Rules so as to ensure that shareholders can exercise their rights according to law. The Board of Directors of the Company shall duly perform its duties by prudently organizing shareholders' meetings in a timely manner. All directors of the Company shall be diligent and responsible to ensure the proper convening of shareholders' meetings and the lawful exercise their powers and duties.
4	Article 3 The shareholders' ~~**general**~~ meeting shall exercise its functions and powers within the scope prescribed by the Company Law and the Company's Articles of Association.	Article 3 The shareholders' meeting shall exercise its functions and powers within the scope prescribed by the Company Law and the Company's Articles of Association.
5	Article 4 Shareholders of the Company (or their proxies), directors, ~~**supervisors,**~~ the president, vice presidents, and other senior management officers, attesting lawyers, external auditors of the Company, and persons invited by the convenor of the shareholders' ~~**general**~~ meeting shall be entitled to attend shareholders' ~~**general**~~ meetings.	Article 4 Shareholders of the Company (or their proxies), directors, the president, vice presidents, and other senior management officers, attesting lawyers, external auditors of the Company, and persons invited by the convenor of the shareholders' meeting shall be entitled to attend shareholders' general meetings.
6	Chapter 2 Functions and Powers of the Shareholders' ~~**General**~~ Meetings	Chapter 2 Functions and Powers of the Shareholders' Meetings

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
7	Article 5 The shareholders' ~~**general**~~ meeting is the organ of authority of the Company and shall exercise the following functions and powers according to law: (1) to decide on the Company's operational policies and investment plans; (2) to elect and replace directors who are not employee representatives and to decide on the matters relating to the remuneration of the directors; (3) ~~**to elect and replace supervisors who are not employee representatives and to decide on the matters relating the remuneration of the supervisors;**~~ ~~**(4)**~~ to examine and approve the Board of Directors' reports; ~~**(5) to examine and approve the Board of Supervisors' reports;**~~ ~~**(6)**~~ to examine and approve the Company's proposed annual financial budgets and final accounts; ~~**(7)**~~ to examine and approve the Company's profit distribution plans and loss recovery plans; ~~**(8)**~~ to decide on the increase or reduction of the Company's registered capital; ~~**(9)**~~ to decide on the merger, division, dissolution, liquidation or change of the form of the Company;	Article 5 The shareholders' meeting is the organ of authority of the Company and shall exercise the following functions and powers according to law: (1) to decide on the Company's operational policies and ***significant*** investment plans; (2) to elect and replace directors who are not employee representatives and to decide on the matters relating to the remuneration of the directors; (3) to examine and approve the Board of Directors' reports; ***(4)*** to examine and approve the Company's proposed annual financial budgets and final accounts; ***(5)*** to examine and approve the Company's ***profit distribution policies,*** profit distribution plans and loss recovery plans; ***(6)*** to decide on the increase or reduction of the Company's registered capital; ***(7)*** to decide on the merger, division, ***spin-off,*** dissolution, liquidation or change of the form of the Company; ***(8)*** to decide on ***the issuance of corporate bonds*** or other negotiable securities and the listing of the Company; ***(9)*** to decide on the appointment, dismissal or non-reappointment of accounting firms of the Company who conduct regular and statutory audit on the Company's financial ***and accounting*** reports;

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
	~~**(10)**~~ to decide on ~~**the issuance of**~~ debentures or other negotiable securities ~~**by the Company**~~ and the listing of the Company; ~~**(11)**~~ to decide on the appointment, dismissal or non-reappointment of accounting firms of the Company who conduct regular and statutory audit on the Company's financial reports; ~~**(12)**~~ to amend the Company's Articles of Association, and to consider the Procedural Rules for the Shareholders' ~~**General**~~ Meetings and the Procedural Rules for the Board of Directors' Meetings ~~**and the Board of Supervisors' Meetings**~~; ~~**(13)**~~ to consider motions raised by shareholders who ~~**represent 3**~~% or more of ~~**the voting**~~ shares of the Company; ~~**(14)**~~ to consider and approve matters in relation to guarantees as provided under Article 6 of these Rules; ~~**(15)**~~ to decide on the acquisition of shares of the Company; ~~**(16)**~~ to consider matters in relation to the Company's establishment of legal entity, material external investment, acquisition of material assets, disposal and write-off of material assets, and pledge of material assets; ~~**(17)**~~ to consider the Company's purchase or sale of material assets within one (1) year, which exceeds 30% of the latest audited total assets of the Company;	***(10)*** to amend the Company's Articles of Association, and to consider ***and approve*** the Procedural Rules for the Shareholders' Meetings and the Procedural Rules for the Board of Directors' Meetings; ***(11)*** to consider motions raised by shareholders who ***individually or jointly hold 1***% or more of shares of the Company; ***(12)*** to consider and approve matters in relation to guarantees as provided under Article 6 of these Rules; ***(13)*** to decide on the acquisition of shares of the Company; ***(14)*** to consider matters in relation to the Company's establishment of legal entity, material external investment, acquisition of material assets, disposal and write-off of material assets, and pledge of material assets; ***(15)*** to consider the Company's purchase or sale of material assets within one (1) year, which exceeds 30% of the latest audited total assets of the Company; ***(16)*** to consider and approve matters in relation to the change of use of the capital raised; ***and*** ***(17)*** to consider other matters which, according to laws, administrative regulations, departmental rules or the Company's Articles of Association, shall be ***resolved*** by shareholders in ***shareholders'*** meetings.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
	~~**(18)**~~ to consider and approve matters in relation to the change of use of the capital raised; ~~**(19) to consider the equity-based incentive plan; and**~~ ~~**(20)**~~ to consider other matters which, according to laws, administrative regulations, departmental rules or the Company's Articles of Association, shall be ~~**decided**~~ by shareholders in ~~**general**~~ meetings. The above-mentioned functions and powers ~~**of**~~ the shareholders' ~~**general**~~ meeting shall not be exercised by the Board of Directors, other organizations or individuals through authorization. The legal entity described in sub-paragraph (1**6**) of this Article refers to the domestic or foreign company which is established with the direct investment by the Company and over which the Company exercise control; the "material" investments specified in this Article and these Rules shall: (1) include any investment where any of the assets, consideration, profits, revenue and equity ratio as prescribed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time that are applicable to the Company is over 25%; (2) include any investment where any of the transaction amount ratio and net profit ratio as prescribed by the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange from time to time that are applicable to the Company is over 50% (including but not limited to external investment, acquisition or sale of assets, pledge of assets, write-off of assets, entrusted wealth management, external guarantee, connected transaction, etc.); and (3) exclude the investments otherwise provided by the internal governance documents of the Company.	The above-mentioned functions and powers ***that are required by laws, regulations and regulatory requirements to be exercised by*** the shareholders' meeting shall not be exercised by the Board of Directors, other organizations or individuals through authorization. The legal entity described in sub-paragraph (1***4***) of this Article refers to the domestic or foreign company which is established with the direct investment by the Company and over which the Company exercise control; the "material" investments specified in this Article and these Rules shall: (1) include any investment where any of the assets, consideration, profits, revenue and equity ratio as prescribed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time that are applicable to the Company is over 25%; (2) include any investment where any of the transaction amount ratio and net profit ratio as prescribed by the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange from time to time that are applicable to the Company is over 50% (including but not limited to external investment, acquisition or sale of assets, pledge of assets, write-off of assets, entrusted wealth management, external guarantee, connected transaction, etc.); and (3) exclude the investments otherwise provided by the internal governance documents of the Company.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
8	Article 6 Any of the external guarantees provided by the Company shall be in compliance with regulatory provisions and reviewed and approved by the shareholders' ~~**general**~~ meeting.	Article 6 Any of the external guarantees provided by the Company shall be in compliance with regulatory provisions and reviewed and approved by the shareholders' meeting.
9	Article 7 An ordinary resolution shall be passed by votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the shareholders' ~~**general**~~ meeting. A special resolution shall be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the shareholders' ~~**general**~~ meeting.	Article 7 An ordinary resolution shall be passed by votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the shareholders' meeting. A special resolution shall be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the shareholders' meeting.
10	Article 8 The following matters shall be resolved by an ordinary resolution at a shareholders' ~~**general**~~ meeting: (1) the operational policies and investment plans of the Company; (2) the election and replacement of the directors ~~**and supervisors**~~ who are not employee representatives, and the determination of the remuneration of ~~**the**~~ directors ~~**and supervisors and its payment method**~~; (3) the ~~**work**~~ report~~**s**~~ of the Board of Directors ~~**and the Board of Supervisors**~~; (4) the profit distribution plans and loss recovery plans ~~**formulated by the Board of Directors**~~; (5) the appointment ~~**or**~~ dismissal of accounting firms who conduct regular and statutory audit on the Company's financial reports; (6) the annual budgets~~**,**~~ final accounts~~**, balance sheets, profit and loss accounts, and other financial statements**~~ of the Company; and	Article 8 The following matters shall be resolved by an ordinary resolution at a shareholders' meeting: (1) the operational policies and ***significant*** investment plans of the Company; (2) the election and replacement of the directors who are not employee representatives, and the determination of ***the matters concerning*** the remuneration of directors***, save for the removal of independent directors from office***; (3) the report of the Board of Directors; (4) the profit distribution plans and loss recovery plans ***of the Company***; (5) the appointment, dismissal ***or non-reappointment*** of accounting firms who conduct regular and statutory audit on the Company's financial ***and accounting*** reports; (6) the ***proposed*** annual **financial** budgets ***and*** final accounts of the Company; and

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
	(7) any matters other than those which are required by laws, administrative regulations, regulatory requirements or the Company's Articles of Association and these Rules to be adopted by special resolution.	(7) any matters other than those which are required by laws, administrative regulations, regulatory requirements or the Company's Articles of Association and these Rules to be adopted by special resolution.
11	Article 9 The following matters shall be resolved by a special resolution at a shareholders' ~~general~~ meeting: (1) the increase or reduction of ~~share~~ capital~~, the issue of shares of any class, warrants and other similar securities, and the listing~~ of the Company; (2) the issue of ~~debentures of the Company~~; (3) the division, ~~merger,~~ dissolution ~~and~~ liquidation or change of the form of the Company; (4) the amendments to the Company's Articles of Association; (5) the acquisition of shares of the Company; (6) the matters ~~in relation to~~ the Company's establishment of legal entity, material external investment, disposal and write-off of material assets, and pledge of material assets; ~~(7)~~ the removal of independent directors; ~~(8)~~ the Company's purchase or sale of material assets within one (1) year, which exceeds 30% of the latest audited total assets of the Company; ~~(9) any equity-based incentive plan; and~~	Article 9 The following matters shall be resolved by a special resolution at a shareholders' meeting: (1) the increase or reduction of ***registered*** capital of the Company; (2) the issue of ***corporate bonds or other negotiable securities and the listing of the Company***; (3) the ***merger,*** division, ***spin-off,*** dissolution***,*** liquidation or change of the form of the Company; (4) the amendments to the Company's Articles of Association; (5) the acquisition of shares of the Company; (6) ***the change of the Company's profit distribution policies;*** ***(7)*** the matters such as the Company's establishment of legal entity, material external investment, ***purchase of material assets,*** disposal and write-off of material assets, and pledge of material assets; ***(8)*** the removal of independent directors; ***(9)*** the Company's purchase or sale of material assets ***or provision of guarantees to others*** within one (1) year, which exceeds 30% of the latest audited total assets of the Company; ***and***

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
	(10) any other matter stipulated by laws, administrative regulations, regulatory requirements or the Company's Articles of Association and decided by shareholders at shareholders' ~~**general**~~ meetings by way of an ordinary resolution, which, in their opinions, might have a material impact on the Company and shall be adopted by a special resolution.	(10) any other matter stipulated by laws, administrative regulations, regulatory requirements or the Company's Articles of Association and decided by shareholders at shareholders' meetings by way of an ordinary resolution, which, in their opinions, might have a material impact on the Company and shall be adopted by a special resolution.
12	Chapter 3 Convening of Shareholders' ~~**General**~~ Meetings	Chapter 3 Convening of Shareholders' Meetings
13	Article 10 Shareholders' ~~**general**~~ meetings shall be divided into annual ~~**general**~~ meetings and extraordinary ~~**general**~~ meetings.	Article 10 Shareholders' meetings shall be divided into annual ***shareholders'*** meetings and extraordinary ***shareholders'*** meetings.
14	Article 11 The annual ~~**general**~~ meeting shall be held once every year and within six (6) months from the end of the preceding fiscal year.	Article 11 The annual ***shareholders'*** meeting shall be held once every year and within six (6) months from the end of the preceding fiscal year.
15	Article 12 ~~**T**~~he Board of Directors shall convene an extraordinary ~~**general**~~ meeting within two (2) months upon the occurrence of ~~**any of the following**~~ circumstances: (1) where the number of the directors is less than the number stipulated in the Company Law or two-thirds of the number specified by the Company's Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its ~~**paid-in**~~ share capital; (3) where shareholder(s), individually or ~~**in aggregate**~~, holding 10% ~~**or more**~~ of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary ~~**general**~~ meeting; (4) wherever the Board of Directors deems necessary, or ~~**more than half of directors (including at least two (2)**~~ independent directors) or the ~~**Board of Supervisors**~~ so requests; or	Article 12 ***In any of the following circumstances, t***he Board of Directors shall convene an extraordinary ***shareholders'*** meeting within two (2) months upon the occurrence of ***such*** circumstances: (1) where the number of the directors is less than the number stipulated in the Company Law or two-thirds of the number specified by the Company's Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital; (3) where shareholder(s), individually or ***jointly***, holding ***over*** 10% of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary ***shareholders'*** meeting; (4) wherever the Board of Directors deems necessary, or ***a majority of all*** independent directors ***approve*** or the ***audit committee*** so requests; or

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
	(5) such other circumstances as may be required by laws, administrative regulations, departmental rules or the Company's Articles of Association.	(5) such other circumstances as may be required by laws, administrative regulations, departmental rules or the Company's Articles of Association.
16	Article 13 If the Company is unable to convene a shareholders' ~~**general**~~ meeting within the afore-mentioned period, it shall submit a report to the ~~**branch of the competent securities authority of the State Council**~~ at the place where the Company is located ~~**and the stock exchange on which the Company's shares are listed for trading (hereinafter referred to as the "Stock Exchange"),**~~ and explain the reasons and make an announcement.	Article 13 If the Company is unable to convene a shareholders' meeting within the afore-mentioned period, it shall submit a ***written*** report to the ***branch of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC")*** at the place where the Company is located***, the insurance regulatory authority under the State Council, and the stock exchange,*** and explain the reasons and make an announcement.
17	~~**Article 14 More than half of and no less than two (2)**~~ independent directors shall have the right to propose to the Board of Directors to convene an extraordinary ~~**general**~~ meeting. With respect to the proposal for convening an extraordinary ~~**general**~~ meeting by independent directors, the Board of Directors shall, in accordance with laws, administrative regulations, departmental rules and the Company's Articles of Association, give a written reply on whether to convene the extraordinary ~~**general**~~ meeting or not within ten (10) days upon receipt of the proposal. If the Board of Directors agrees to convene an extraordinary ~~**general**~~ meeting, it shall send out a notice of the extraordinary ~~**general**~~ meeting within five (5) days after the resolution of the Board of Directors is made. If the Board of Directors does not agree to convene an extraordinary ~~**general**~~ meeting, ~~**independent directors shall report it to the CBIRC, and the Board of Directors**~~ shall explain the reasons and make an announcement.	***With the approval of a majority of all independent directors, the*** independent directors shall have the right to propose to the Board of Directors to convene an extraordinary ***shareholders'*** meeting. With respect to the proposal for convening an extraordinary ***shareholders'*** meeting by independent directors, the Board of Directors shall, in accordance with laws, administrative regulations, departmental rules and the Company's Articles of Association, give a written reply on whether to ***approve the convening of*** the extraordinary ***shareholders'*** meeting or not within ten (10) days upon receipt of the proposal. If the Board of Directors agrees to convene an extraordinary ***shareholders'*** meeting, it shall send out a notice of the extraordinary ***shareholders'*** meeting within five (5) days after the resolution of the Board of Directors is made. If the Board of Directors does not agree to convene an extraordinary ***shareholders'*** meeting, ***it*** shall explain the reasons and make an announcement***, and independent directors shall report it to the insurance regulatory authority under the State Council***.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
18	Article 1**5** ~~**The Board of Supervisors shall have the right to**~~ propose to the Board of Directors to convene an extraordinary ~~**general**~~ meeting, ~~**and**~~ shall make such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations, departmental rules and the Company's Articles of Association, give a written response on whether such proposal is consented to within ten (10) days from the date of receipt of such proposal. If the Board of Directors agrees to convene an extraordinary ~~**general**~~ meeting, it shall give notice on convening the ~~**general**~~ meeting within five (5) days from making the Board resolution. For any change to the original proposal stated in the notice, it shall obtain the consent of the ~~**Board of Supervisors**~~. If the Board of Directors does not agree to convene an extraordinary ~~**general**~~ meeting or fails to give a response within ten (10) days from the date of receipt of such proposal, it shall be deemed that the Board of Directors is unable or fails to perform the duty of convening the ~~**general**~~ meetings, and the ~~**Board of Supervisors**~~ may convene and preside over the ~~**general**~~ meeting by itself. ~~**The Company shall bear costs and expenses necessary for the shareholders' general meetings, which are convened by the Board of Supervisors.**~~	Article 1***4 If t***he ***audit committee*** propose***s*** to the Board of Directors to convene an extraordinary ***shareholders'*** meeting, ***it*** shall make such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations, departmental rules and the Company's Articles of Association, give a written response on whether such proposal is consented to within ten (10) days from the date of receipt of such proposal. If the Board of Directors agrees to convene an extraordinary ***shareholders'*** meeting, it shall give notice on convening the ***extraordinary shareholders'*** meeting within five (5) days from making the Board resolution. For any change to the original proposal stated in the notice, it shall obtain the consent of the ***audit committee***. If the Board of Directors does not agree to convene an extraordinary ***shareholders'*** meeting or fails to give a response within ten (10) days from the date of receipt of such proposal, it shall be deemed that the Board of Directors is unable or fails to perform the duty of convening the ***extraordinary shareholders'*** meetings, and the ***audit committee*** may convene and preside over the ***extraordinary shareholders'*** meeting by itself.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
19	Article 1**6** ~~**Shareholders who request the convening of an extraordinary general meeting or a class meeting shall comply with the following procedures:**~~ ~~**(1)Two (2) or more shareholders individually or in aggregate holding 10% or more of the shares carrying the right to vote at the meeting sought to be held shall sign one (1) or more counterpart requisitions stating the object of the meeting and requiring the Board of Directors to convene a shareholders' extraordinary general meeting or a class meeting thereof. The Board of Directors shall proceed as soon as possible to convene the extraordinary shareholders' general meeting or a class meeting thereof after receipt of such requisitions. The number of shareholders referred to above shall be calculated as of the date of the requisitions.**~~ ~~**(2) If the Board of Directors fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisitions, the requisitionists may themselves convene such a meeting in a manner as similar as possible to the manner in which shareholders' meetings are convened by the Board of Directors within four (4) months from the date of the receipt of the requisitions by the Board of Directors.**~~ ~~**The requisitionists shall be compensated by the Company for any reasonable expenses incurred by the requisitionists by reason of failure by the Board of Directors to duly convene a meeting, and any sum so compensated shall be set-off against sums owed by the Company to the defaulting directors.**~~	Article 1***5 If shareholders who individually or jointly hold more than 10% of voting shares of the Company propose to the Board of Directors to convene an extraordinary shareholder's meeting, they shall make such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Company's Articles of Association, give a written response on whether such proposal is consented to within ten (10) days from the date of receipt of such proposal.*** ***If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall give notice on convening the extraordinary shareholders' meeting within five (5) days from making the Board resolutions. For any change to the original proposal stated in the notice, it shall obtain the consent of relevant shareholders.*** ***Where the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to give a response within ten (10) days from the date of receipt of such proposal, shareholders who individually or jointly hold more than 10% of shares of the Company shall have the right to propose to the audit committee to convene an extraordinary shareholders' meeting in writing.*** ***If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall give a notice on convening the extraordinary shareholders' meeting within five (5) days from the date of receipt of the proposal. For any change to the original proposals stated in the notice, it shall obtain the consent of relevant shareholders.***

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
		If the audit committee fails to issue notice of an extraordinary shareholders' meeting within the prescribed period, it shall be deemed that the audit committee fails to convene and preside over the extraordinary shareholders' meeting, shareholders individually or jointly holding more than 10% of shares of the Company for over ninety (90) consecutive days may convene and preside over such meeting by themselves.
20	Article 1~~7~~ If the ~~**Board of Supervisors**~~ or shareholders decide to convene the shareholders' ~~**general**~~ meeting on their own initiative, they shall notify the Board of Directors in writing and file the notice of meeting with ~~**the branch of the securities regulatory authority of the State Council and**~~ the stock exchanges ~~**at the place where the Company is located**~~ for records. The shareholder(s) entitled to convening the shareholders' ~~**general**~~ meeting shall hold no less than 10% of shares in the Company immediately before the resolution of such meeting is announced. The shareholders convening the shareholders' ~~**general**~~ meeting shall at the time when a notice of the shareholders' ~~**general**~~ meeting is sent and the resolution of the shareholders' ~~**general**~~ meeting is announced, submit relevant supporting documents to ~~**the branch of the securities regulatory authority of the State Council and**~~ the stock exchanges ~~**at the place where the Company is located**~~.	Article 1***6*** If the ***audit committee*** or shareholders decide to convene the shareholders' meeting on their own initiative, they shall notify the Board of Directors in writing and file the notice of meeting with the stock exchanges for records. The shareholder(s) entitled to convening the shareholders' meeting shall hold no less than 10% of shares in the Company immediately before the resolution of such meeting is announced. The ***audit committee or*** shareholders convening the shareholders' meeting shall at the time when a notice of the shareholders' meeting is sent and the resolution of the shareholders' meeting is announced, submit relevant supporting documents to the stock exchanges.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
21	Article 1**8** With regard to the shareholders' ~~**general**~~ meeting convened by the ~~**Board of Supervisors**~~ or shareholders on their own initiative, the Board of Directors and the secretary to the Board of Directors shall provide assistance. The Board of Directors shall provide the register of shareholders as of the record date for the ~~**general**~~ meeting. Should the Board of Directors fail to provide the register of shareholders, the convenor may apply to the securities registration and clearing institution for such a register of shareholders with the announcement relating to the notice of convening the ~~**general**~~ meeting. The register of shareholders obtained by the convenor shall not be used for any purposes other than convening the ~~**general**~~ meeting.	Article 1***7*** With regard to the shareholders' meeting convened by the ***audit committee*** or shareholders on their own initiative, the Board of Directors and the secretary to the Board of Directors shall provide assistance. The Board of Directors shall provide the register of shareholders as of the record date for the ***shareholders'*** meeting. Should the Board of Directors fail to provide the register of shareholders, the convenor may apply to the securities registration and clearing institution for such a register of shareholders with the announcement relating to the notice of convening the ***shareholders'*** meeting. The register of shareholders obtained by the convenor shall not be used for any purposes other than convening the ***shareholders'*** meeting. ***The Company shall bear costs and expenses necessary for the shareholders' meetings, which are convened by the audit committee or shareholders on their own initiative.***
22	Article 1**9** Shareholders of the Company registered in the register of shareholders as at end of the record date that are specified in the notice of ~~**general**~~ meetings shall~~**, upon completion of the registration as required,**~~ be eligible to attend and vote at the meeting.	Article 1***8*** Shareholders of the Company registered in the register of shareholders as at end of the record date that are specified in the notice of general meetings ***or their proxies*** shall be eligible to attend and vote at the meeting.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
23	~~**Article 20 Any s**~~hareholder ~~**who is entitled to**~~ attend ~~**and vote at a general**~~ meeting ~~**of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his**~~ proxy to attend and vote on ~~**his**~~ behalf.	***Article 19 S***hareholders ***may*** attend ***the shareholders'*** meeting ***in person or appoint a*** proxy to attend and vote on ***their*** behalf. Shareholders shall appoint a proxy in writing, ***and the power of attorney by which a shareholder appoints another person to attend a shareholders' meeting shall specify the following details:*** ***(1) the time and venue of the meeting;*** ***(2) the name of the appointor, the name of the proxy, and the class and number of shares involved in the proxy voting;*** ***(3) whether the proxy is granted voting rights;*** ***(4) specific instructions from the shareholder, including whether to vote for, against, or abstain from voting on each matter to be included in the agenda for consideration at the shareholders' meeting;*** ***(5) whether abstentions count towards the majority required for passing resolutions;*** ***(6) the date of issuance and the validity period of the power of attorney;*** ***(7) the location and deadline for submitting the power of attorney;*** ***(8) signature (or seal) of the appointor.*** If the appointor is a ***corporate shareholder***, the ***power of attorney*** shall be either affixed with corporate seal or signed by a director, senior management officer, or a duly authorized attorney.
24	~~**Article 21**~~ Shareholders shall appoint a proxy in writing~~**, and such instrument appointing the proxy shall be signed by the appointor or a person authorised in writing**~~. If the appointor is a ~~**legal entity**~~, the ~~**instrument**~~ shall be either affixed with corporate seal or signed by a director, senior management officer, or a duly authorized attorney.	

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
25	Article 2~~2~~ The proxy form for voting shall be deposited at the residence of the Company or such other place specified in the notice convening the meeting, not less than twenty-four (24) hours before the meeting at which the proxy is authorized to vote, or twenty-four (24) hours before the designated voting time. Where the proxy form is signed by a third party authorized by the appointor, the power of attorney signed under authorization documents or other authorization documents shall be notarized. The power of attorney or other authorization documents notarized shall be deposited, along with the proxy form for voting, at the residence of the Company or such other place specified the notice convening the meeting. ~~**If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its Board of Directors or other governing body may attend meetings of the shareholders of the Company as a representative of the appointor.**~~	Article 2***0*** The proxy form for voting shall be deposited at the residence of the Company or such other place specified in the notice convening the meeting, not less than twenty-four (24) hours before the meeting at which the proxy is authorized to vote, or twenty-four (24) hours before the designated voting time. Where the proxy form is signed by a third party authorized by the appointor, the power of attorney signed under authorization documents or other authorization documents shall be notarized. The power of attorney or other authorization documents notarized shall be deposited, along with the proxy form for voting, at the residence of the Company or such other place specified the notice convening the meeting.
26	~~**Article 23 Any form of proxy issued to a shareholder by the Board of Directors for use by such shareholder for the appointment of a proxy to attend and vote at the meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote for or against the motions or abstain from voting, such instructions being given in respect of each individual matter to be voted at the meeting. Such a proxy form shall contain a statement that in the absence of specific instructions from the shareholder, the proxy may vote at his discretion.**~~	—

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
27	~~**Article 24 A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of any such matters prior to the commencement of the relevant meeting.**~~	—
28	~~**Article 25 The proxy shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:**~~ ~~**(1) the shareholder's right to speak at the meeting;**~~ ~~**(2) the right to request separately or jointly with others for a vote by poll; and**~~ ~~**(3) the right to vote by hand or by poll, except that if a shareholder has appointed more than one (1) proxy, the proxy may only exercise the voting rights by poll.**~~	—

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
29	—	***Article 21 The Company shall have the right to request shareholders and their proxies who attend a shareholders' meeting to present proof of identity.*** ***If an individual shareholder attends the meeting in person, the Company shall have the right to request such individual shareholder to present his/her identity card or other valid documentation or proof that can prove his/her identity. When a proxy attends the meeting in place of the shareholder, the Company shall have the right to request such proxy to present his/her valid identity card and the power of attorney issued by the individual shareholder.*** ***A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and valid proof of his/her qualification as the legal representative. If a proxy attends the meeting, the proxy shall present his/her identity card and a written power of attorney issued by the legal representative of the corporate shareholder according to law.***

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
30	Article 2**6** The eligibility of shareholders or their proxies to attend the shareholders' ~~**general**~~ meeting shall be deemed invalid if the relevant credentials submitted by them have one of the following issues: (1) the identity card is counterfeit, expired, altered, or contains an incorrect number of digits, thereby failing to comply with the "Law of the People's Republic of China on Resident Identity Cards" and other relevant requirements; (2) the identification documents and information submitted are illegible; (3) a single shareholder has appointed multiple representatives to attend the meeting, and the specimen signatures on the powers of attorney are clearly inconsistent; (4) the specimen signature on the power of attorney submitted via fax is clearly inconsistent with the specimen signature on the power of attorney actually presented at the meeting; (5) the power of attorney does not have the signature or seal of the appointing party; or (6) the relevant credentials submitted clearly contravene other laws, regulations, or the Company's Articles of Association.	Article 2***2*** The eligibility of shareholders or their proxies to attend the shareholders' meeting shall be deemed invalid if the relevant credentials submitted by them have one of the following issues: (1) the identity card is counterfeit, expired, altered, or contains an incorrect number of digits, thereby failing to comply with the "Law of the People's Republic of China on Resident Identity Cards" and other relevant requirements; (2) the identification documents and information submitted are illegible; (3) a single shareholder has appointed multiple representatives to attend the meeting, and the specimen signatures on the powers of attorney are clearly inconsistent; (4) the specimen signature on the power of attorney submitted via fax is clearly inconsistent with the specimen signature on the power of attorney actually presented at the meeting; (5) the power of attorney does not have the signature or seal of the appointing party; or (6) the relevant credentials submitted clearly contravene other laws, regulations, or the Company's Articles of Association.
31	Chapter 5 Proposals and Notices of ~~**General**~~ Meetings	Chapter 5 Proposals and Notices of ***Shareholders'*** Meetings

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
32	Article 2~~7~~ When the Company convenes the shareholders' ~~**general**~~ meeting, the Board of Directors, the ~~**Board of Supervisors**~~ or shareholders~~,~~ individually or ~~**in aggregate,**~~ holding **3**% ~~**or more**~~ of shares of the Company shall have the right to propose motions. ~~**The Company shall include in the agenda of the meeting any matters that fall into the scope of the functions and powers of the shareholders' general meeting as set forth in the motions.**~~ Shareholder(s) individually or jointly holding **3**% ~~**or more**~~ of the Company's shares may propose provisional motions in writing to the convenor ~~**sixteen**~~ (~~**16**~~) days prior to the convocation of a shareholders' ~~**general**~~ meeting. ~~**U**~~pon receipt of the provisional motions, the convenor shall issue a supplemental notice of the shareholders' ~~**general**~~ meeting announcing such provisional motions ~~**fourteen (14) days prior to the convocation of the shareholders' general meeting**~~. ~~**The provisional motions shall fall into the scope of the functions and powers of the shareholders' general meeting and specify explicit topics and specific matters to be resolved**~~. Except for the circumstance set forth in the preceding paragraph, the convenor shall not amend any motions set out in the notice of the shareholders' ~~**general**~~ meeting or add any new motions after issuing such notice. No votes shall be cast, nor resolutions passed, at the shareholders' ~~**general**~~ meeting in respect of any motions not specified in the notice of the shareholders' ~~**general**~~ meeting or not in compliance with Article 2~~**8**~~ of these Rules.	Article 2***3*** When the Company convenes the shareholders' meeting, the Board of Directors, the ***audit committee*** or shareholders individually or ***jointly*** holding ***over 1***% of shares of the Company shall have the right to propose motions ***in writing***. Shareholder(s) individually or jointly holding ***over 1***% of the Company's shares may propose provisional motions in writing to the convenor ***ten*** (***10***) days prior to the convocation of a shareholders' meeting. ***Within two (2) days u***pon receipt of the provisional motions, the convenor shall issue a supplemental notice of the shareholders' meeting announcing ***the additional information regarding*** such provisional motions***, and submit the provisional motions to the shareholders' meeting for consideration. This is except in cases where the provisional motion violates laws, administrative regulations, or the provisions of the Company's Articles of Association, or falls outside the scope of authority of the shareholders' meeting***. ***If the time limits for provisional motions or supplemental announcements at the shareholders' meeting as stipulated by the regulatory requirements and listing rules of the place where the Company's shares are listed exceed those mentioned in the preceding paragraph, such provisions shall prevail.*** Except for the circumstance set forth in the preceding paragraph, the convenor shall not amend any motions set out in the notice of the shareholders' meeting or add any new motions after issuing such notice. No votes shall be cast, nor resolutions passed, at the shareholders' meeting in respect of any motions not specified in the notice of the shareholders' meeting or not in compliance with Article 2***4*** of these Rules.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
33	Article 2**8** The contents of the motion shall fall within the terms of reference of the ~~**general**~~ meeting and have specified subjects and specific resolutions, in further compliance with the laws, administrative regulations, departmental rules and the provisions of the Company's Articles of Association.	Article 2***4*** The contents of the motion shall fall within the terms of reference of the ***shareholders'*** meeting and have specified subjects and specific resolutions, in further compliance with the laws, administrative regulations, departmental rules and the provisions of the Company's Articles of Association.
34	Article 2**9** When the Company convenes an annual ~~**general**~~ meeting, written notice of the meeting shall be given not less than twenty (20) ~~**working**~~ days before the date of the meeting to notify all of the shareholders whose names appear in the shareholder register of the matters to be considered and the date and place of the meeting. When the Company convenes an extraordinary ~~**general**~~ meeting, written notice of the meeting shall be given not less than fifteen (15) days ~~**or ten (10) working days (whichever is longer)**~~ before the date of the meeting. If the notice period of a shareholders' ~~**general**~~ meeting as required by the regulatory requirements and listing rules of the place where the shares of the Company are listed exceeds the period specified in the ~~**first**~~ paragraph ~~**above**~~, such provisions shall prevail.	Article 2***5*** When the Company convenes an annual ***shareholders'*** meeting, written notice of the meeting shall be given not less than twenty (20) days before the date of the meeting to notify all of the shareholders whose names appear in the shareholder register of the matters to be considered and the date and place of the meeting. When the Company convenes an extraordinary ***shareholders'*** meeting, written notice of the meeting shall be given not less than fifteen (15) days before the date of the meeting. If the notice period of a shareholders' meeting as required by the regulatory requirements and listing rules of the place where the shares of the Company are listed exceeds the period specified in the ***preceding*** paragraph, such provisions shall prevail.
35	~~**Article 30 No resolution shall be passed at the shareholders' general meeting in respect of any matters not specified in the notice of the shareholders' general meeting.**~~	—

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
36	Article ~~31~~ A notice of a meeting ~~of shareholders~~ shall ~~satisfy~~ the following ~~requirements~~: ~~(1) be in writing;~~ ~~(2) specify the place, date and time of the meeting;~~ ~~(3) state the matters to be discussed at the meeting;~~ ~~(4) provide such information and explanations as are necessary for shareholders to make an informed decision on the proposals submitted; without limiting the generality of the foregoing, when a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital or to restructure the Company in any other way, the terms of the proposed transaction shall be provided in detail together with the copies of the proposed agreement, if any, and the cause and effect of such proposal shall be properly explained;~~ ~~(5) contain disclosure of the nature and extent, if any, of the material interests of any director, supervisor, president, vice president, or other senior management officer in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;~~ ~~(6) contain the full text of any special resolution to be proposed at the meeting;~~	Article ***26*** A notice of a ***shareholders'*** meeting shall ***include*** the following ***details***: ***(1) the time, venue, and duration of the meeting;*** ***(2) the matters and motions to be considered at the meeting (indicating whether each resolution is an ordinary resolution or a special resolution);*** ***(3) a clear statement that all ordinary shareholders shall have the right to attend the shareholders' meeting and may appoint a proxy in writing to attend the meeting and vote on their behalf, and that the proxy need not be a shareholder of the Company;*** ***(4) the record date for share registration for shareholders entitled to attend the shareholders' meeting;*** ***(5) the name and telephone number of the permanent contact person for the meeting;*** ***(6) the time and procedure for voting via the internet or other methods.***

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
	~~**(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf, and that a proxy need not to be a shareholder;**~~ ~~**(8) specify the time and place for lodging proxy forms for the relevant meeting; and**~~ ~~**(9) set out the procedures for the voting by way of poll and the rights of shareholders to demand for a poll pursuant to applicable rules.**~~	
37	Article ~~**32**~~ Unless otherwise provided by ~~**paragraph 2 of Article 259 of**~~ the Company's Articles of Association, the notice of shareholders' ~~**general**~~ meetings shall be ~~**served on each**~~ shareholder (whether or not such shareholder ~~**is**~~ entitled to vote at the meeting)~~**;**~~ by ~~**personal delivery or prepaid mail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic-Invested Shares, notice of the shareholders' general meeting may also be issued by way of public announcement**~~. The public announcement referred to in the preceding paragraph shall be published ~~**in one (1) or more newspapers designated by the securities authority of the State Council pursuant to**~~ the notice period ~~**requirement under**~~ the Company's Articles of Association ~~**and these Rules; after the publication of such announcement, all the holders of Domestic-Invested Shares shall be deemed to have received the notice of relevant shareholders' general meeting**~~. The Company shall ~~**submit the meeting notice in writing and by email to the CBIRC ten (10)**~~ days before the ~~**date of the regular**~~ shareholders' ~~**general**~~ meeting.	Article ***27*** Unless otherwise provided by the Company's Articles of Association, the notice of shareholders' meetings shall be ***sent to*** shareholder***s*** (whether or not such shareholder***s are*** entitled to vote at the meeting) by ***announcement, mail, or other methods permitted by the stock exchange where the Company's shares are listed***. The public announcement referred to in the preceding paragraph shall be published ***within*** the notice period ***specified in*** the Company's Articles of Association and these Rules ***on media and the stock exchange website that meet the conditions stipulated by the securities regulatory authority of the place where the Company's shares are listed***. The Company shall ***notify the insurance regulatory authority under the State Council at least three (3) working*** days before the shareholders' meeting ***is convened***.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
38	~~**Article 33 The accidental omission to give notice of a meeting, or the failure to receive the notice of a meeting by any person entitled to receive such notice, shall not invalidate the meeting or the resolutions adopted thereat.**~~	—
39	Article ~~**34**~~ Specific details of all proposals, as well as all the information or explanations required for shareholders to make a sound judgment on the matters to be discussed shall be disclosed on a full and complete basis in the notice and supplementary notice of ~~**general**~~ meeting.	Article ***28*** Specific details of all proposals, as well as all the information or explanations required for shareholders to make a sound judgment on the matters to be discussed shall be disclosed on a full and complete basis in the notice and supplementary notice of ***shareholders'*** meeting.
40	Article ~~**35**~~ Where the election of directors ~~**or supervisors**~~ is to be discussed at a ~~**general**~~ meeting, the detailed information about the candidates for directors ~~**or supervisors**~~ shall be disclosed fully in the notice of ~~**general**~~ meeting, including at least the following: (1) personal information such as educational background, working experience and concurrent positions; (2) whether he/she has any connected relationship with the Company or its controlling shareholders and actual controllers; (3) ~~**disclosure of**~~ the number of shares held in the Company; (4) whether he/she has been punished by the ~~**competent securities authority of the State Council**~~ and other relevant authorities and disciplined by the stock exchange.	Article ***29*** Where the election of directors is to be discussed at a ***shareholders'*** meeting, the detailed information about the candidates for directors shall be disclosed fully in the notice of ***shareholders'*** meeting, including at least the following: (1) personal information such as educational background, working experience and concurrent positions; (2) whether he/she has any connected relationship with the Company or its controlling shareholders and actual controllers; (3) the number of shares held in the Company; (4) whether he/she has been punished by the ***CSRC*** and other relevant authorities and disciplined by the stock exchange. ***A single proposal shall be made for each candidate for directors, except for directors elected by way of cumulative voting system.***

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
41	Article 3~~6~~ After the notice of the shareholders' ~~general~~ meeting is sent, the shareholders' ~~general~~ meeting shall not be postponed or cancelled without a justifiable excuse, and any proposal listed in such notice shall not be withdrawn. If the shareholders' ~~general~~ meeting needs to be postponed or cancelled or a proposal needs to be withdrawn, the convenor shall announce such postponement and cancellation and explain the reason at least two (2) working days prior to the original scheduled date for the meeting.	Article 3***0*** After the notice of the shareholders' meeting is sent, the shareholders' meeting shall not be postponed or cancelled without a justifiable excuse, and any proposal listed in such notice shall not be withdrawn. If the shareholders' meeting needs to be postponed or cancelled or a proposal needs to be withdrawn, the convenor shall announce such postponement and cancellation and explain the reason at least two (2) working days prior to the original scheduled date for the meeting.
42	Chapter 6 Convening of ~~General~~ Meetings	Chapter 6 Convening of ***Shareholders'*** Meetings
43	Article 3~~7~~ The Board of Directors and other convenors shall take all necessary measures to ensure that the shareholders' ~~general~~ meeting is conducted in an orderly manner. Except for the personnel specified in Article 4 of these Rules, the Company shall have the right to refuse any persons to enter into the venue of the shareholders' ~~general~~ meeting in accordance with law.	Article 3***1*** The Board of Directors and other convenors shall take all necessary measures to ensure that the shareholders' meeting is conducted in an orderly manner. Except for the personnel specified in Article 4 of these Rules, the Company shall have the right to refuse any persons to enter into the venue of the shareholders' meeting in accordance with law.
44	Article 3~~8~~ A venue shall be fixed for a shareholders' ~~general~~ meeting. The shareholders' ~~general~~ meeting shall take the form of a physical meeting. The Company shall hold the shareholders' ~~general~~ meeting at the address of the Company or such venue as specified in the notice of the shareholders' ~~general~~ meeting. The Company ~~may~~ establish a safe, economical and convenient network or adopt other methods to facilitate shareholders' participation at the shareholders' ~~general~~ meeting. ~~**Any shareholder participating in the shareholders' general meeting through the above-mentioned methods shall be deemed to be present at such meeting.**~~ ~~**Shareholders may attend the shareholders' general meeting in person and exercise their voting rights, or appoint others to attend the meeting on their behalf and exercise voting rights within the scope of their authorization.**~~	Article 3***2*** A venue shall be fixed for a shareholders' meeting. The shareholders' meeting shall take the form of a physical meeting. The Company shall hold the shareholders' meeting at the address of the Company or such venue as specified in the notice of the shareholders' meeting. ***Where the shareholders' meeting is ensured to be legal and valid,*** the Company ***shall, in accordance with laws, administrative regulations, the requirements of the CSRC, the listing rules of the place where the shares of the Company are listed, or the Company's Articles of Association,*** establish a safe, economical and convenient network or adopt other methods to facilitate shareholders' participation***, speaking and voting*** at the shareholders' meeting.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
	No meeting shall be convened by way of communication voting in respect of any proposals which shall be passed by special resolutions at the shareholders' ~~**general**~~ meeting.	No meeting shall be convened by way of communication voting in respect of any proposals which shall be passed by special resolutions at the shareholders' meeting.
45	—	***Article 33 Where a shareholders' meeting requires the presence of directors and senior management officers as non-voting attendees, the directors and senior management officers shall be present at the meeting as non-voting attendees and answer shareholders' inquiries.***
46	Article ~~**40**~~ The convenor and lawyer shall jointly verify the legality of shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing institution, and record the names of shareholders and the number of their voting shares. Registration for the meeting shall cease before the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the total number of their voting shares.	Article ***35*** The convenor and the lawyer ***engaged by the Company*** shall jointly verify the legality of shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing institution, and record the names of shareholders and the number of their voting shares. Registration for the ***physical*** meeting shall cease before the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the total number of their voting shares.
47	Article ~~**41**~~ At the time of the shareholders' ~~**general**~~ meeting, the Company shall engage a lawyer to issue and make public a legal opinion on the following matters: (1) whether the convention and holding of the shareholders' ~~**general**~~ meeting comply with laws, administrative regulations, departmental rules, the Company's Articles of Association and these Rules; (2) whether the qualifications of the attendees and the convenor are lawful and valid; (3) whether the voting procedures and results at the shareholders' ~~**general**~~ meeting are lawful and valid; and (4) the legal opinion issued at the request of the Company in respect of other relevant matters.	Article ***36*** At the time of the shareholders' meeting, the Company shall engage a lawyer to issue and make public a legal opinion on the following matters: (1) whether the convention and holding of the shareholders' meeting comply with laws, administrative regulations, departmental rules, the Company's Articles of Association and these Rules; (2) whether the qualifications of the attendees and the convenor are lawful and valid; (3) whether the voting procedures and results at the shareholders' meeting are lawful and valid; and (4) the legal opinion issued at the request of the Company in respect of other relevant matters.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
48	Article ~~42~~ The Board of Directors shall convene and the Chairman of the Board of Directors shall chair the shareholders' ~~general~~ meetings. If the Chairman is unable ~~to attend the meeting for any reason~~, the vice chairman of the Board of Directors (if appointed by the Company) shall chair the meeting. If the vice chairman of the Board of Directors is not appointed by the Company or is unable or fails to perform his duties, the shareholders' ~~general~~ meeting shall be presided over by a director jointly elected by ~~more than half~~ of the directors. The shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~ on its own initiative shall be presided over ~~and chaired~~ by the chairman of the ~~Board of Supervisors~~. If the chairman of the ~~Board of Supervisors~~ is unable or fails to perform his duties, the shareholders' ~~general~~ meeting shall be presided over by a ~~supervisor~~ jointly elected by ~~more than half~~ of the ~~supervisors~~. The shareholders' ~~general~~ meeting convened by shareholders on their own initiative shall be presided over by the representative elected by the convenor. If the chairman of the shareholders' ~~general~~ meeting breaches these Rules so that the shareholders' ~~general~~ meeting cannot continue, subject to consents of a majority of shareholders with voting rights ~~physically~~ attending the shareholders' ~~general~~ meeting, the shareholders' ~~general~~ meeting may elect a person to act as the chairman of the meeting to continue the meeting.	Article ***37*** The Board of Directors shall convene and the Chairman of the Board of Directors shall chair the shareholders' meetings. If the Chairman is unable ***or fails to perform his duties***, the vice chairman of the Board of Directors (if appointed by the Company) shall chair the meeting. If the vice chairman of the Board of Directors is not appointed by the Company or is unable or fails to perform his duties, the shareholders' meeting shall be presided over by a director jointly elected by ***a majority*** of the directors. The shareholders' meeting convened by the ***audit committee*** on its own initiative shall be presided over by the chairman of the ***audit committee***. If the chairman of the ***audit committee*** is unable or fails to perform his duties, the shareholders' meeting shall be presided over by a ***member of the audit committee as*** jointly elected by ***a majority of members*** of the ***audit committee***. The shareholders' meeting convened by shareholders on their own initiative shall be presided over by ***the convenor or*** the representative elected by ***him/her***. If the chairman of the shareholders' meeting breaches these Rules so that the shareholders' meeting cannot continue, subject to consents of a majority of shareholders with voting rights attending the shareholders' meeting, the shareholders' meeting may elect a person to act as the chairman of the meeting to continue the meeting.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
49	Article ~~44~~ When shareholders have a connected relationship with the matters proposed for consideration at the shareholders' ~~general~~ meeting, they shall abstain from voting, and the voting shares they hold shall not be counted in the total number of the voting shares held by shareholders present at the shareholders' ~~general~~ meeting. The Company shall have no voting rights for holding ~~its own~~ shares, and such shares shall not be counted in the total number of voting shares held by shareholders present at the shareholders' ~~general~~ meeting.	Article ***39*** When shareholders have a connected relationship with the matters proposed for consideration at the shareholders' meeting, they shall abstain from voting, and the voting shares they hold shall not be counted in the total number of the voting shares held by shareholders present at the shareholders' meeting. The Company shall have no voting rights for holding ***the Company's*** shares, and such shares shall not be counted in the total number of voting shares held by shareholders present at the shareholders' meeting.
50	Article 4~~5~~ All the proposals set forth in the agenda of a shareholders' ~~general~~ meeting shall be subject to consideration and voting at the meeting. Unless the shareholders' ~~general~~ meeting is adjourned or unable to make a resolution due to force majeure or other special reasons, the shareholders' ~~general~~ meeting shall not defer or refrain from voting on proposals.	Article 4***0*** All the proposals set forth in the agenda of a shareholders' meeting shall be subject to consideration and voting at the meeting. Unless the shareholders' meeting is adjourned or unable to make a resolution due to force majeure or other special reasons, the shareholders' meeting shall not defer or refrain from voting on proposals.
51	Article 4~~6~~ No amendment shall be made to any proposal when it is being considered at the ~~general~~ meeting. ~~Otherwise, any~~ change to the proposal shall be deemed as a new proposal and shall not be voted on at the current shareholders' ~~general~~ meeting.	Article 4***1*** No amendment shall be made to any proposal when it is being considered at the ***shareholders'*** meeting. ***If there is a*** change to the proposal***, it*** shall be deemed as a new proposal and shall not be voted on at the ***shareholders'*** meeting.
52	Article 4~~7~~ Shareholders may raise inquiries regarding the content of proposals, and directors, ~~supervisors,~~ the president, vice presidents, and other senior management officers shall give responses or explanations to shareholders' questions and suggestions.	Article 4***2*** Shareholders may raise inquiries regarding the content of proposals, and directors, the president, vice presidents, and other senior management officers shall give responses or explanations to shareholders' questions and suggestions.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
53	Article 4~~8~~ The chairman of the meeting, directors, ~~supervisors,~~ the president, vice presidents, and other senior management officers may refuse to respond to shareholders' inquiries under any one of the following circumstances, but shall explain the reasons to the shareholders: (1) the matter inquired is unrelated to the topics discussed at the meeting; (2) the matter inquired is subject to investigation; (3) the matter inquired involves the trade secrets of the Company.	Article 4***3*** The chairman of the meeting, directors, the president, vice presidents, and other senior management officers may refuse to respond to shareholders' inquiries under any one of the following circumstances, but shall explain the reasons to the shareholders: (1) the matter inquired is unrelated to the topics discussed at the meeting; (2) the matter inquired is subject to investigation; (3) the matter inquired involves the trade secrets of the Company.
54	Article ~~**50 Under normal circumstances, shareholders shall review and vote on each proposal individually, unless otherwise stipulated by laws and regulations.**~~	Article ***45 Any vote of shareholders at a shareholders' meeting must be taken by poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.*** ***Except for the cumulative voting system, the shareholders' meeting shall vote on all proposals on an individual basis. If there are different proposals on the same matter, they shall be voted on in the order they were submitted.***

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
55	Article ~~51~~ Except as otherwise required by laws, regulations, departmental rules and the Company's Articles of Association, a shareholder (including a proxy), when voting at a shareholders' ~~general~~ meeting, shall exercise such voting rights as are attached to the number of voting shares which he/she represents, and each share shall have one (1) vote. When the shareholders' ~~general~~ meeting considers matters that could materially affect the interest of medium and small investors, the votes by medium and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. ~~**On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes is not required to cast all his votes for or against any motion.**~~	Article ***46*** Except as otherwise required by laws, regulations, departmental rules and the Company's Articles of Association, a shareholder (including a proxy), when voting at a shareholders' meeting, shall exercise such voting rights as are attached to the number of voting shares which he/she represents, and each share shall have one (1) vote. When the shareholders' meeting considers matters that could materially affect the interest of medium and small investors, the votes by medium and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly.
56	—	***Article 47 When voting at a shareholders' meeting for the election of directors, the cumulative voting system may be implemented in accordance with the provisions of the Company's Articles of Association or a resolution of the shareholders' meeting. Under the cumulative voting system, independent directors and non-independent directors shall be elected separately to ensure that the proportion of independent directors on the Company's Board of Directors meets legal requirements.*** ***The cumulative voting system referred to in the preceding paragraph refers to the system used in the election of directors at a shareholders' meeting where each share carries a number of votes equal to the number of directors to be elected, and shareholders may concentrate their votes on a single candidate.***

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
57	Article ~~52~~ Before voting on the proposals at the shareholders' ~~general~~ meeting, two (2) representatives of the shareholders shall be nominated to participate in the vote counting and scrutinizing. If any shareholder has interest in the matters to be considered, the relevant shareholder and its proxy shall not participate in the vote counting and scrutinizing. When votes are being cast on proposals at the shareholders' ~~general~~ meeting~~,~~ lawyers, representatives of the shareholders ~~and the representative of supervisors~~ shall be jointly responsible for scrutinizing and counting votes and shall announce the voting results at the meeting. The voting results in connection with the resolutions shall be recorded in the meeting minutes.	Article ***48*** Before voting on the proposals at the shareholders' meeting, two (2) representatives of the shareholders shall be nominated to participate in the vote counting and scrutinizing. If any shareholder has interest in the matters to be considered, the relevant shareholder and its proxy shall not participate in the vote counting and scrutinizing. When votes are being cast on proposals at the shareholders' meeting, lawyers ***and the*** representatives of the shareholders shall be jointly responsible for scrutinizing and counting votes and shall announce the voting results at the meeting. The voting results in connection with the resolutions shall be recorded in the meeting minutes.
58	Article ~~53~~ The Board of Directors and other convenors shall ensure that the shareholders' ~~general~~ meeting is held continuously within reasonable working hours until a final resolution is reached. If the meeting ~~cannot be convened normally or fails to make any~~ resolutions due to force majeure ~~or other exceptional reasons~~, ~~the Board of Directors and other convenors shall explain the reasons to the stock exchange and make an announcement. The Board of Directors and other convenors shall have obligations to take~~ necessary measures to resume the meeting as soon as possible.	Article ***49*** The Board of Directors and other convenors shall ensure that the shareholders' meeting is held continuously within reasonable working hours until a final resolution is reached. If the meeting ***is adjourned or unable to make*** resolutions due to ***special reasons such as*** force majeure, necessary measures ***shall be taken*** to resume the meeting as soon as possible ***or to directly terminate the meeting, with a timely announcement. Meanwhile, the convenor shall report to the branch of the CSRC and the stock exchange at the place where the Company is located***.
59	Article 5~~4~~ Those shareholders who hold different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations, departmental rules and the Company's Articles of Association.	Article 5***0*** Those shareholders who hold different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations, departmental rules and the Company's Articles of Association.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
60	Article 5~~5~~ Rights conferred on any class of shareholders may not be varied or abrogated unless with the approval of shareholders by way of special resolution in a ~~**general**~~ meeting, and by holders of shares of the affected class at a separate ~~**general**~~ meeting conducted in accordance with Articles 5~~7~~ to ~~**61**~~ of these Rules.	Article 5***1*** Rights conferred on any class of shareholders may not be varied or abrogated unless with the approval of shareholders by way of special resolution in a ***shareholders'*** meeting, and by holders of shares of the affected class at a separate ***shareholders'*** meeting conducted in accordance with Articles 5***3*** to ***57*** of these Rules.
61	Article 5~~7~~ Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' ~~**general**~~ meetings, shall have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 5**6**, but interested shareholder(s) shall not be entitled to vote at such class meetings. ~~**An "interested shareholders", as such term is used in the preceding paragraph, means:**~~ ~~**(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange, a controlling shareholder within the meaning of Article 61 of the Company's Articles of Association;**~~ ~~**(2) in the case of a repurchase of shares by an off-market agreement, a holder of the shares to which the proposed agreement relates;**~~ ~~**(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.**~~	Article 5***3*** Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' meetings, shall have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 5***2***, but interested shareholder(s) shall not be entitled to vote at such class meetings.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
62	Article 5~~8~~ A resolution by a class shareholders' meeting shall be passed by affirmative votes representing more than two-thirds of the voting ~~rights~~ of shareholders of that class presented at the relevant meeting who, according to Article 5~~7~~, are entitled to vote thereat.	Article 5***4*** A resolution by a class shareholders' meeting shall be passed by affirmative votes representing more than two-thirds of the voting ***shares*** of shareholders of that class presented at the relevant meeting who, according to Article 5***3***, are entitled to vote thereat.
63	Article 5~~9~~ When the Company convenes a class meeting, written notice of the meeting shall be given pursuant to the notice period requirement for convening a shareholders' ~~general~~ meeting under the Company's Articles of Association and these Rules to notify all shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered and the date and place of the class meeting.	Article 5***5*** When the Company convenes a class meeting, written notice of the meeting shall be given pursuant to the notice period requirement for convening a shareholders' meeting under the Company's Articles of Association and these Rules to notify all shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered and the date and place of the class meeting.
64	Article ~~60~~ Notice of a class meeting shall be given only to those shareholders entitled to vote at the meeting. Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' ~~general~~ meetings. The provisions of the Company's Articles of Association relating to the procedures for holding shareholders' ~~general~~ meetings shall apply to class meetings.	Article ***56*** Notice of a class meeting shall be given only to those shareholders entitled to vote at the meeting. Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' meetings. The provisions of the Company's Articles of Association ***and these Rules*** relating to the procedures for holding shareholders' meetings shall apply to class meetings.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
65	Article ~~**61**~~ Apart from the holders of other classes of shares, the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares. The special procedures for voting by shareholders of different classes shall not apply in the following circumstances: (1) where the Company issues, upon the approval by a special resolution of its shareholders in a ~~**general**~~ meeting, either separately or concurrently, Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares every twelve (12) months, and the number of the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective classes; (2) where the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the competent securities authority of the State Council.	Article ***57*** Apart from the holders of other classes of shares, the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares. The special procedures for voting by shareholders of different classes shall not apply in the following circumstances: (1) where the Company issues, upon the approval by a special resolution of its shareholders in a ***shareholders'*** meeting, either separately or concurrently, Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares every twelve (12) months, and the number of the Domestic-Invested Shares and the Overseas-Listed Foreign-Invested Shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective classes; (2) where the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the competent securities authority of the State Council.
66	Article ~~**62**~~ The resolutions of the shareholders' ~~**general**~~ meeting shall be announced promptly. Such announcement shall specify the number of shareholders present in person or by proxy at the meeting, the total number of voting shares held or represented by them, the percentage of such voting shares in relation to all the voting shares of the Company, the voting methods, the voting result of each proposal, and details of each resolution that are passed at the meeting.	Article ***58*** The resolutions of the shareholders' meeting shall be announced promptly. Such announcement shall specify the number of shareholders present in person or by proxy at the meeting, the total number of voting shares held or represented by them, the percentage of such voting shares in relation to all the voting shares of the Company, the voting methods, the voting result of each proposal, and details of each resolution that are passed at the meeting.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
	The attendance and voting outcome of the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares at the meeting shall be counted separately, and announced. The Company shall ~~**report the details of resolutions to the CBIRC within thirty (30) days**~~ after the passing of such resolutions at the shareholders' ~~**general**~~ meeting.	The attendance and voting outcome of the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares at the meeting shall be counted separately, and announced. The Company shall ***promptly submit documents, such as the minutes and resolutions of the shareholders' meeting, to the insurance regulatory authority under the State Council*** after the passing of such resolutions at the shareholders' meeting.
67	Article ~~**63**~~ If any proposal is not adopted, or the current shareholders' ~~**general**~~ meeting amends the resolution of the last shareholders' ~~**general**~~ meeting, special indication thereof shall be given in the announcement of the resolutions of the shareholders' ~~**general**~~ meeting.	Article ***59*** If any proposal is not adopted, or the current shareholders' meeting amends the resolution of the last shareholders' meeting, special indication thereof shall be given in the announcement of the resolutions of the shareholders' meeting.
68	Article 6~~**4**~~ If any proposal for a cash dividend, share allocation, or conversion from capital reserves to share capital is adopted at the shareholders' ~~**general**~~ meeting, the Company shall implement detailed plans within two (2) months after the end of the shareholders' ~~**general**~~ meeting.	Article 6***0*** If any proposal for a cash dividend, share allocation, or conversion from capital reserves to share capital is adopted at the shareholders' meeting, the Company shall implement detailed plans within two (2) months after the end of the shareholders' meeting.
69	Article 6~~**5**~~ Minutes of a ~~**general**~~ meeting shall be taken by the secretary to the Board of Directors and include the following information: (1) the time, place, agenda, and the name of the convenor; (2) the names of the chairman of the meeting, as well as directors, ~~**supervisors,**~~ the president, vice presidents and other senior management officers ~~**attending the meeting or**~~ present at the meeting as non-voting attendees;	Article 6***1*** Minutes of a ***shareholders'*** meeting shall be taken by the secretary to the Board of Directors and include the following information: (1) the time, place, agenda, and the name(s) of the convenor; (2) the names of the chairman of the meeting, as well as directors, the president, vice presidents and other senior management officers present at the meeting as non-voting attendees;

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
	(3) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of such shares to the total number of shares of the Company; (4) the process of consideration, key points of speeches and voting results for each proposal; (5) the inquiries, opinions or suggestions of shareholders, as well as the corresponding replies or explanations; (6) the names of lawyers, vote counters and scrutineers; (7) other information that shall be included in the minutes as required by the Company's Articles of Association. Such minutes shall be signed by the directors, ~~**supervisors,**~~ secretary to the Board of Directors, convenor or his/her representative, and the chairman of the meeting who have attended the meeting, and they shall ensure that the details of the minutes are true, accurate and complete. The minutes shall be kept together with other valid information, such as the signature book signed by shareholders physically attending the meeting, the instruments appointing the proxies, and the results of online voting and voting conducted through other means, for a ~~**period of not less than ten (10) years**~~.	(3) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of such shares to the total number of shares of the Company; (4) the process of consideration, key points of speeches and voting results for each proposal; (5) the inquiries, opinions or suggestions of shareholders, as well as the corresponding replies or explanations; (6) the names of lawyers, vote counters and scrutineers; (7) other information that shall be included in the minutes as required by the Company's Articles of Association. Such minutes shall be signed by the directors, secretary to the Board of Directors, convenor or his/her representative, and the chairman of the meeting who have attended the meeting, and they shall ensure that the details of the minutes are true, accurate and complete.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
70	Article 6~~6~~ Shareholders may review ~~copies of the minutes of shareholders' general meetings free of charge~~ during the business hours of the Company~~. If a shareholder requests a copy of~~ the minutes of the meetings~~, the Company shall dispatch the copy to him/her within seven (7) days upon receipt of reasonable fees~~.	Article 6***2*** The minutes shall be kept together with other valid information such as the signature book signed by shareholders physically attending the meeting, the instruments appointing the proxies, and the results of online voting and voting conducted through other means for a ***permanent duration***. Shareholders may review ***and reproduce*** the minutes of the ***shareholders'*** meetings during the business hours of the Company.
71	Article 6~~9~~ The expressions of "more than" and "within" herein shall include the numbers specified, while the expressions of "beyond" ~~and~~ "lower than" exclude the numbers specified.	Article 6***3*** The expressions of "more than" and "within" herein shall include the numbers specified, while the expressions of "beyond"***, "exceed"***, "lower than" ***and "less than"*** exclude the numbers specified.
72	Article 6~~7~~ These Rules shall be drafted by the Board of Directors of the Company and ~~shall take effect~~ upon approval ~~by~~ the shareholders' ~~general~~ meeting ~~of the Company~~. Any changes and amendments to these Rules shall be approved by an ordinary resolution at the shareholders' ~~general~~ meeting.	Article 6***4*** These Rules shall be drafted by the Board of Directors of the Company and ***submitted for*** approval ***at*** the shareholders' meeting. Any changes and amendments to these Rules shall be approved by an ordinary resolution at the shareholders' meeting.
73	Article 6~~8 Any matters not covered by these Rules or that conflict with~~ the laws, administrative regulations, departmental rules, regulatory ~~rules~~ of the place where the Company's shares are listed~~, as promulgated from time to time, and the Company's Articles of Association shall be handled in accordance with~~ the relevant laws, administrative regulations, departmental rules, regulatory ~~rules~~ of the place where the Company's shares are listed~~, and the Company's Articles of Association~~.	Article 6***5 If there is any inconsistency or alternative provision between*** the ***relevant*** laws, administrative regulations, departmental rules, ***normative documents, and the requirements of the*** regulatory ***authorities*** of the place where the Company's shares are listed ***and these Rules,*** the relevant laws, administrative regulations, departmental rules, ***normative documents, and the requirements of the*** regulatory ***authorities*** of the place where the Company's shares are listed ***shall apply***.
74	Article ~~70~~ The power of interpretation of these Rules shall ~~belong to~~ the Board of Directors of the Company.	Article ***66*** The power of interpretation of these Rules shall be ***vested in*** the Board of Directors of the Company.

No.	Existing Articles of the Procedural Rules for the Shareholders' General Meetings of the Company	Revised Articles of the Procedural Rules for the Shareholders' Meetings of the Company
75	—	Article ***67 These Rules shall come into effect on the date of issuance, and the original "Procedural Rules for the Shareholders' General Meeting of China Life Insurance Company Limited" (Guo Shou Ren Xian Fa [2022] No. 431) shall be simultaneously repealed.***

The proposed amendments to the Procedural Rules for the Board of Directors' Meetings are set out below:

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
1	Article 1 In order to improve the corporate governance structure, further clarify the duties and authorities of the Board of Directors, standardize the rules governing the meetings and work procedures of the Board of Directors, and ensure the performance by the Board of Directors of its duties delegated by all shareholders in a practical manner, the Procedural Rules for the Board of Directors' Meetings ("these Rules") of China Life Insurance Company Limited (the "Company") are formulated pursuant to the requirements of the relevant laws, administrative regulations and departmental rules, such as the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, the Governance Standards for Listed Companies, the Opinions on Further Promoting Regulation of Operation and In-Depth Reform of Overseas Listed Companies, ~~**Certain Opinions on Further Making Information Disclosure Properly by Overseas Listed Companies, the Working Guidelines for the Secretary to the Board of Directors of Overseas Listed Companies,**~~ the Operating Guidelines of the Board of Directors of Insurance Companies and the Guidelines on the Articles of Association of Insurance Companies, as well as the regulatory rules of the place where the Company's shares are listed and the Articles of Association of China Life Insurance Company Limited (the "Company's Articles of Association") and after taking into account the actual situation of the Company.	Article 1 In order to improve the corporate governance structure, further clarify the duties and authorities of the Board of Directors, standardize the rules governing the meetings and work procedures of the Board of Directors, and ensure the performance by the Board of Directors of its duties delegated by all shareholders in a practical manner, the Procedural Rules for the Board of Directors' Meetings ("these Rules") of China Life Insurance Company Limited (the "Company") are formulated pursuant to the requirements of the relevant laws, administrative regulations and departmental rules, such as the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, the Governance Standards for Listed Companies, ***the Guidelines on the Articles of Association of Listed Companies, the Standards for the Corporate Governance of Banking and Insurance Institutions,*** the Opinions on Further Promoting Regulation of Operation and In-Depth Reform of Overseas Listed Companies, the Operating Guidelines of the Board of Directors of Insurance Companies and the Guidelines on the Articles of Association of Insurance Companies, as well as the regulatory rules of the place where the Company's shares are listed and the Articles of Association of China Life Insurance Company Limited (the "Company's Articles of Association") and after taking into account the actual situation of the Company.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
2	Article 3 The Board of Directors shall exercise its powers and duties as entrusted or authorized by the shareholders' ~~**general**~~ meeting, in accordance with the Company Law and the Company's Articles of Association, including convening the shareholders' ~~**general**~~ meeting, reporting on its work to the shareholders' ~~**general**~~ meeting, implementing resolutions passed by the shareholders' ~~**general**~~ meeting, and being accountable to the shareholders' ~~**general**~~ meeting.	Article 3 The Board of Directors shall exercise its powers and duties as entrusted or authorized by the shareholders' meeting, in accordance with the Company Law and the Company's Articles of Association, including convening the shareholders' meeting, reporting on its work to the shareholders' meeting, implementing resolutions passed by the shareholders' meeting, and being accountable to the shareholders' meeting.
3	Article 4 The Board of Directors is the permanent decision-making body of the Company, ~~**which exercises the decision-making power with respect to the development strategies, corporate governance, business plans, financial controls and personnel management of the Company in accordance with these Rules.**~~ ~~**The functions and powers of the Board of Directors shall be exercised by the Board of Directors collectively. The statutory functions and powers of the Board of Directors shall not, in principle, be delegated to the Chairman of the Board of Directors, directors or other individuals or entities. If it is necessary to delegate decision-making power on certain matters, such delegation shall be made legally by means approved by resolutions of the Board of Directors. Delegation shall be made on a case by case basis, and no function and power of the Board of Directors shall be delegated generally or permanently to other entities or individuals of the Company.**~~	Article 4 The Board of Directors is the permanent decision-making body of the Company, ***and shall exercise the following functions and powers:*** ***(1) to be responsible for the convening of the shareholders' meeting and to report on its work to the shareholders in shareholders' meetings;*** ***(2) to implement the resolutions passed by the shareholders in shareholders' meetings;*** ***(3) to determine the Company's annual business plans and investment proposals;*** ***(4) to formulate the Company's development strategy and to supervise its implementation;*** ***(5) to formulate the Company's proposed annual financial budgets and final accounts;*** ***(6) to formulate the Company's profit distribution policy, profit distribution proposal and loss recovery proposal;*** ***(7) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of corporate bonds or other negotiable securities and the listing of the Company;***
4	~~**Article 5 The duties and powers of the Board of Directors with respect to development strategies, operation and management of the Company shall include:**~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(I) To submit the following matters for approval by the shareholders' general meetings after being considered and approved by the Board of Directors:~~ ~~1. transactions such as "Connected Transactions", "Material Transactions", "Major Transactions", "Very Substantial Disposals", "Very Substantial Acquisitions" and "Reverse Takeover" required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange to be approved by the shareholders' general meetings;~~ ~~2. the proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures or other negotiable securities and the listing of the Company;~~ ~~3. the acquisition of shares of the Company due to the reason described in sub-paragraph (1) or (2) of Article 26 of the Company's Articles of Association;~~ ~~4. the merger, division, dissolution and change of the form of the Company;~~ ~~5. the amendments to the Company's Articles of Association; and~~ ~~6. the development plan of the Company.~~ ~~(II) To consider and approve the following matters by the Board of Directors without submitting to the shareholders' general meetings for approval:~~	***(8) to formulate the Company's capital planning and capital replenishment plans, and to bear ultimate responsibility for capital or solvency management;*** ***(9) to formulate plans for major acquisition, acquisition of shares of the Company, or merger, division, spin-off, dissolution and change of the form of the Company;*** ***(10) to consider and approve, to the extent authorized by the shareholders' meeting (except those that are not required for authorization), such matters as the management of assets and liabilities, external investments, acquisition of assets, disposal and write-off of assets, pledge of assets, entrusted wealth management, connected transactions and external guarantees of the Company;*** ***(11) to decide on the establishment of the Company's internal management organizations;*** ***(12) to appoint or dismiss the Company's president, secretary to the Board of Directors or person in charge of audit, and to appoint or dismiss the vice president(s) and other senior management officers (excluding the secretary to the Board of Directors and the person in charge of audit) based on the nomination of the president, to decide on their remuneration, reward and punishment, and to supervise the performance of duties by the senior management;***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~1. the overall objective and strategy of the management of assets and liabilities of the Company, and its risk management policy in connection with assets and liabilities management and asset allocation;~~ ~~2. deciding on the annual business plan and investment proposals of the Company;~~ ~~3. the asset allocation policy of the Company, including the asset strategic allocation plan and the annual allocation plan, and the related adjustment proposals;~~ ~~4. matters such as the product development, business planning and comprehensive budget of the Company, which might have a material impact on the assets and liabilities management;~~ ~~5. determining risk preference and tolerance, establishing and maintaining the effective risk management and internal control systems;~~ ~~6. the establishment and restructuring of the internal management organizations of the Company;~~ ~~7. the establishment of professional committees under the Board of Directors, the appointment or dismissal of the Chairman and members of each professional committee;~~ ~~8. the basic management system of the Company, including the work rules of the professional committees of the Board of Directors;~~ ~~9. various investment proposals within the authorities of the Board of Directors;~~	***(13) to evaluate and improve corporate governance on a regular basis, to formulate the Company's basic management system, to formulate the Procedural Rules for the Shareholders' Meetings and the Procedural Rules for the Board of Directors' Meetings, and to review and approve the work rules of the specialized committees of the Board of Directors;*** ***(14) to formulate proposals for any amendment to the Company's Articles of Association;*** ***(15) to be responsible for the information disclosure of the Company, and to take ultimate responsibility for the truthfulness, accuracy, completeness, and timeliness of the Company's financial and accounting reports;*** ***(16) to propose to the shareholders' meeting for retaining or dismissing the accounting firms that conduct regular and statutory audits on the Company's financial and accounting reports;*** ***(17) to select and appoint external auditing firms to conduct audits of the Company's directors and senior management officers;*** ***(18) to hear the work report of the Company's president and to inspect the work of the president;*** ***(19) to formulate the Company's risk tolerance, risk management, and internal control policies, to review the Company's risk appetite framework, and to take ultimate responsibility for enterprise-wide risk management;***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~**10. the authorization granted for the investment decisions made by the management of the Company; and**~~ ~~**11. determining the acquisition of shares of the Company in the circumstance described in sub-paragraph (3), (5) or (6) of Article 26 of the Company's Articles of Association pursuant to the Company's Articles of Association or the authorization given by a shareholders' general meeting.**~~	***(20) to determine compliance management objectives and to take ultimate responsibility for the effectiveness of compliance management;*** ***(21) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;*** ***(22) to establish mechanisms for identifying, reviewing, and managing conflicts of interest between the Company and shareholders, especially substantial shareholders;*** ***(23) to take responsibility for managing shareholder affairs;*** ***(24) to review the Company's remuneration system;*** ***(25) to review and approve any matters of the Company on data governance, and within the scope authorized by the shareholders' meeting, to decide on matters such as external donations by the Company;*** ***(26) to take the primary responsibility for sustainable development, including green finance, environmental, social, and governance (ESG) initiatives; and*** ***(27) to exercise any other powers and functions conferred by laws, administrative regulations, departmental rules, the Company's Articles of Association or shareholders' meetings.***
5	~~**Article 6 The duties and powers of the Board of Directors with respect to financial control shall include:**~~ ~~**(I) To submit the following matters for approval by the shareholders' general meetings after being considered and approved by the Board of Directors:**~~ ~~**1. the profit distribution policy, profit distribution or loss recovery plan of the Company;**~~ ~~**2. when disposing of fixed assets, the Board of Directors shall formulate the proposal for disposal of fixed assets if the sum of the expected value of the fixed assets proposed to be disposed of and the value derived from the disposal of fixed assets within four (4) months before the proposed disposal exceeds 33% of the value of fixed assets as shown on the latest balance sheet being considered and approved by the shareholders' general meeting; and**~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~3. the appointment, dismissal or non-reappointment of accounting firms of the Company which conducts external audit for the Company.~~ ~~(II) To consider and approve the following matters by the Board of Directors without submitting to the shareholders' general meetings for approval:~~ ~~1. the work plan for the audit of the Company;~~ ~~2. the annual investment and financing plan of the Company within the scope of the annual financial budget as approved by the shareholders' general meeting;~~ ~~3. when disposing of fixed assets, the Board of Directors shall decide the proposal for disposal of fixed assets if the sum of the expected value of the fixed assets proposed to be disposed of and the value derived from the disposal of fixed assets within four (4) months before the proposed disposal does not exceed 33% of the value of fixed assets as shown on the latest balance sheet being considered and approved by the shareholders' general meeting;~~ ~~4. with the approval of over two-thirds of all directors, the Board of Directors may exercise the following powers in accordance with law:~~ ~~(1) a single equity investment, the amount of which is less than 10% of the Company's latest audited net asset value;~~	***Except as otherwise provided by applicable laws, administrative regulations, departmental rules, or the Company's Articles of Association, the Board of Directors' resolutions on the matters mentioned in the preceding paragraph shall be approved by the affirmative vote of a majority of all directors. Among them, the "profit distribution proposal" in item (6), items (7), (8), (9) and (10), the "appointment or dismissal of senior management officer" and "remuneration plan" in item (12), item (14), and matters deemed by a majority of all directors to have a significant impact on the Company must be approved by the affirmative vote of more than two-thirds of all directors.*** ***For the "external investment" described in item (10) of the first paragraph of this Article, the amount of single investment projects such as domestic and foreign equity investments, debt investments, real estate investments, and infrastructure investments authorized to the management for approval shall not exceed 0.5% of the most recent audited net asset value of the Company or its equivalent in foreign currency. However, financial products entrusted for investment with insurance funds are not subject to the afore-mentioned percentage restrictions; "equity investment" refers to long-term equity investments made with proprietary funds.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(2) a single financial loan, the amount of which is less than 10% of the Company's latest audited net asset value and the debt asset ratio of the Company is below 70% after financing;~~ ~~(3) the mortgage or pledge of assets, the cumulative outstanding amount of which is less than 30% of the Company's latest audited total assets;~~ ~~(4) the restrictions set out in (1) to (3) above (including the ratios) do not cover business activities such as investments, borrowings, and mortgage and pledge of assets with the purpose of utilizing insurance funds. If the above matters involve the disposal of assets (including acquisition, disposal and swap) or connected transactions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited shall apply.~~ ~~5. a single sponsorship or donation to social charities and other communities activities with an amount of no more than RMB10 million (a single sponsorship or donation to social charities and other communities activities with an amount of no more than RMB6 million may be decided by the management);~~ ~~6. the Company's investment strategies;~~ ~~7. the accounting policy and method of the Company; and~~ ~~8. the Company's financial information and disclosures.~~	***The said functions and powers of the Board of Directors shall be exercised by the Board of Directors collectively. The statutory functions and powers of the Board of Directors shall not, in principle, be delegated to the Chairman of the Board of Directors, directors or other individuals or entities. If it is necessary to delegate decision-making power on certain specific matters, such delegation shall be made legally by means approved by resolutions of the Board of Directors. Delegation shall be made on a case by case basis, and no function of the Board of Directors shall be delegated generally or permanently to other entities or individuals.*** ***The Board of Directors shall give an explanation to the shareholders' meeting in respect of the audit opinions for the non-unqualified opinions issued by a certified public accountant on the financial and accounting reports of the Company.*** ***Statutory functions and powers of the Board of Directors shall not be modified or deprived of by any provisions of these Articles of Association, any resolutions of the shareholders' meeting, or in any other manner.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
6	~~**Article 7 The duties and powers of the Board of Directors with respect to the personnel management of senior management officers shall include:**~~ ~~**(I) To submit the following matters for approval by the shareholders' general meetings after being considered and approved by the Board of Directors:**~~ ~~**1. the criteria for the directors' remunerations; and**~~ ~~**2. the election and replacement of directors who are not employee representatives.**~~ ~~**(II) To consider and approve the following matters by the Board of Directors without submitting to the shareholders' general meetings for approval**~~ ~~**1. the strategies and planning of the Company's human resources development;**~~ ~~**2. the determination of the primary job duties and authorities of the president, the person in charge of finance and the secretary to the Board of Directors;**~~ ~~**3. the appointment or removal of the Company's president or secretary to the Board of Directors, and the appointment or removal of the Company's vice president(s) and other senior management officers determined by the Board of Directors (excluding the secretary to the Board of Directors) based on the nomination of the president;**~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~**4. the determination of the remuneration, allowances, reward and punishment of the Company's senior management officers;**~~ ~~**5. the assessment of the president's work performance;**~~ ~~**6. the approval or appointment of shareholder representatives of subsidiaries, and the recommendation of any candidates for directors, supervisors or the person in charge of finance to subsidiaries in accordance with the provisions of the articles of association or agreements of the subsidiaries; and**~~ ~~**7. the approval of employee retirement or pension schemes and other employee benefit schemes.**~~ ~~**The "subsidiaries" described in sub-paragraph 6 above shall mean other entities whose board of directors or a majority of the voting rights are controlled by the Company or a majority of the issued share capital are held by the Company, or which are recognized as subsidiaries by the regulatory rules of the places where the Company is listed.**~~	
7	~~**Article 8 The duties and powers of the Board of Directors with respect to the supervision and inspection of the Company's business development and operations shall include:**~~ ~~**(1) supervising the implementation of the Company's annual financial budgets and checking the completion of various plans;**~~ ~~**(2) regularly evaluating the Company's operating results, proposing plans for improvement, and overseeing their implementation by the management;**~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(3) conducting an assessment of the risk management and internal control systems of the Company and its subsidiaries at least once a year, covering all material controls, including financial, operational, and compliance controls.~~ ~~(4) discussing the development opportunities and risks faced by the Company, studying changes in all objective factors and significant risks impacting the Company, identifying obstacles encountered in its development, and analyzing the Company's development trends and its capacity to adapt to changes, and putting forward the proposals to modify the development strategy of the Company; discussing management's oversight of risk and internal control systems; and addressing significant control failings or weaknesses that have been identified.~~	
8	~~Article 9 The Board of Directors shall have the right to exercise other decision-making powers over significant matters concerning strategic development, business operation and management, financial auditing, and personnel management, which are not specified in the Company's Articles of Association and these Rules as requiring exercise by the shareholders' general meeting.~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
9	—	Article ***5 The Company shall promptly inform the Board of Directors and the audit committee of the supervisory comments from regulatory authorities and the status of the Company's corrective actions.***
10	Article ~~**10**~~ The Board of Directors and ~~**the**~~ specialized committees ~~**under it**~~ may engage intermediaries to provide professional advice, and any expense in connection therewith shall be borne by the Company.	Article ***6*** The Board of Directors and ***its*** specialized committees may engage intermediaries to provide professional advice, and any expense in connection therewith shall be borne by the Company.
11	Article ~~**11**~~ The Board of Directors shall consist of twelve (12) directors, including four (4) executive directors, four (4) non-executive directors ~~**and**~~ four (4) independent directors. It shall have one (1) Chairman, and may have one (1) Vice Chairman. ~~**The Board of Directors shall have at least one (1) non-executive director, and a**~~t least one-third of members of the Board of Directors shall be independent directors.	Article ***7*** The Board of Directors shall consist of twelve (12) directors, including four (4) executive directors, ***seven (7)*** non-executive directors ***(including*** four (4) independent directors***) and one (1) employee director***. ***A***t least one-third of members of the Board of Directors shall be independent directors.
12	Article ~~**12**~~ The qualifications for serving as a director shall comply with the relevant PRC laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, and the requirements of the Company's Articles of Association. A director shall not be required to hold shares in the Company.	Article ***8*** The qualifications for serving as a director shall comply with the relevant PRC laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed***, regulatory rules of the industry***, and the requirements of the Company's Articles of Association. A director shall not be required to hold shares in the Company.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
13	Article ~~13~~ Directors who are not employee representatives shall be elected at the shareholders' ~~general~~ meeting, and employee ~~representative~~ directors shall be elected at the employee representative meeting by the Company's employees or by other democratic means. A director's term shall be three (3) years and is renewable by re-election upon expiry of the term. A director's term shall commence from the date when the resolution of the shareholders' ~~general~~ meeting is adopted and the qualification of such director is approved by the ~~CBIRC~~ and end upon expiry of the term of current session of the Board of Directors. After expiry of a director's term of office but before a new director is elected and takes office, the retiring director shall continue to perform his/her duties as a director pursuant to laws, administrative regulations, departmental rules and the Company's Articles of Association. The president, vice president and other senior management officers may concurrently serve as directors, provided that the total number of directors who concurrently serve as the president, vice president, other senior management officers and the total number of directors who are served by employee representatives shall not exceed half of the total number of directors of the Company.	Article ***9*** Directors who are not employee representatives shall be elected at the shareholders' meeting, and employee directors shall be elected at the employee representative meeting by the Company's employees or by other democratic means. A director's term ***of office*** shall be three (3) years and is renewable by re-election upon expiry of the term. A director's term shall commence from the date when the resolution of the shareholders' meeting is adopted and the qualification of such director is approved by the ***insurance regulatory authority under the State Council*** and end upon expiry of the term of current session of the Board of Directors. After expiry of a director's term of office but before a new director is elected and takes office, the retiring director shall continue to perform his/her duties as a director pursuant to laws, administrative regulations, departmental rules and the Company's Articles of Association. The president, vice president and other senior management officers may concurrently serve as directors, provided that the total number of directors who concurrently serve as the president, vice president, other senior management officers and the total number of directors who are served by employee representatives shall not exceed half of the total number of directors of the Company.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	A written notice of the intention to nominate a person for election as a director and a written notice by that person of his/her willingness to be nominated shall be delivered to the Company seven (7) days before the date of the shareholders' ~~**general**~~ meeting. The Company shall disclose detailed information relating to the candidates for directors prior to the convocation of shareholders' ~~**general**~~ meeting to ensure that shareholders have sufficient understanding of such candidates at the time of voting. After being elected, a director shall sign and submit the Declaration and Undertaking with regard to Directors in accordance with the requirements of the stock exchange on which the shares of the Company are listed. A~~**n independent**~~ director shall also enter into a contract of appointment with the Company. If the directors fail to meet the qualifications or conditions of directors as specified by laws, regulations and regulatory requirements during their term of office, the Company shall dismiss them from their positions.	A written notice of the intention to nominate a person for election as a director and a written notice by that person of his/her willingness to be nominated shall be delivered to the Company seven (7) days before the date of the shareholders' meeting. The Company shall disclose detailed information relating to the candidates for directors prior to the convocation of shareholders' meeting to ensure that shareholders have sufficient understanding of such candidates at the time of voting. After being elected, a director shall sign and submit the Declaration and Undertaking with regard to Directors in accordance with the requirements of the stock exchange ***of the place where*** the shares of the Company are listed. A director shall also enter into a contract of appointment with the Company. If the directors fail to meet the qualifications or conditions of directors as specified by laws, regulations and regulatory requirements during their term of office, the Company shall dismiss them from their positions.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
14	Article 1**4** Three months prior to the expiry of the term of the Board of Directors, the secretary to the Board of Directors shall notify all directors in writing and the Chairman of the Board of Directors shall activate the procedures to elect a new Board of Directors. The secretary to the Board of Directors shall deliver to the shareholders entitled to nominate directors or other nominators a written notice, containing a list of the existing members of the Board of Directors, the commencement and expiry dates of the term of the current Board of Directors, nomination rules and deadline, etc. The ~~**Company's current**~~ Board of Directors or any shareholder(s) individually or jointly holding more than 3% of the ~~**issued**~~ shares of the Company shall have the right to nominate candidates for directors who are not employee representatives (excluding independent directors). The Company's ~~**current**~~ Board of Directors, nomination and remuneration committee of the Board of Directors~~**, Board of Supervisors**~~ or any shareholder(s) individually or jointly holding more than **3**% of the issued shares of the Company shall have the right to nominate candidates for independent directors, who shall be subject to the election of the shareholders' ~~**general**~~ meeting.	Article 1***0*** Three ***(3)*** months prior to the expiry of the term of the Board of Directors, the secretary to the Board of Directors shall notify all directors in writing and the Chairman of the Board of Directors shall activate the procedures to elect a new Board of Directors. The secretary to the Board of Directors shall deliver to the shareholders entitled to nominate directors or other nominators a written notice, containing a list of the existing members of the Board of Directors, the commencement and expiry dates of the term of the current Board of Directors, nomination rules and deadline, etc. The ***nomination and remuneration committee under*** the Board of Directors ***of the Company*** or any shareholder(s) individually or jointly holding more than 3% of the ***voting*** shares of the Company shall have the right to nominate candidates for directors who are not employee representatives (excluding independent directors). The Company's Board of Directors, nomination and remuneration committee of the Board of Directors or any shareholder(s) individually or jointly holding more than ***1***% of the issued shares of the Company shall have the right to nominate candidates for independent directors, who shall be subject to the election of the shareholders' meeting. ***Shareholders who have already nominated non-independent directors, and their connected parties shall not nominate independent directors.*** ***Unless otherwise stipulated by national laws, regulations, or regulatory rules, the directors nominated by the same shareholder and his/her connected parties shall, in principle, not exceed one-third of the total number of Board members.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
15	Article 1~~7~~ The Board of Directors shall propose the convening of a shareholders' **~~general~~** meeting to elect directors based on the list of qualified candidates for directors submitted by the nomination and remuneration committee.	Article 1***3*** The Board of Directors shall propose the convening of a shareholders' meeting to elect directors based on the list of qualified candidates for directors submitted by the nomination and remuneration committee.
16	Article 1**~~8~~** In case a director (other than independent director) has failed to be present in person at any two (2) consecutive Board meetings, nor authorized another director to be present at the Board meeting on his/her behalf, he/she shall be considered unable to fulfill his/her responsibilities as a director, and the Board of Directors shall accordingly suggest the shareholders' **~~general~~** meeting making a replacement. When removing a non-employee representative director, the shareholder or entity proposing the removal shall notify the Board of Directors in writing, and after the nomination and remuneration committee provides an independent and prudent opinion on the removal, it shall be submitted to the shareholders' **~~general~~** meeting for consideration. The removed non-employee representative director may make statements and defenses to the Board of Directors and the shareholders' **~~general~~** meeting and shall be under an obligation to alert other directors and shareholders to any potential risks to the Company.	Article 1***4*** In case a director (other than independent director) has failed to be present in person at any two (2) consecutive Board meetings, nor authorized another director to be present at the Board meeting on his/her behalf, he/she shall be considered unable to fulfill his/her responsibilities as a director, and the Board of Directors shall accordingly suggest the shareholders' meeting making a replacement. When removing a non-employee representative director, the shareholder or entity proposing the removal shall notify the Board of Directors in writing, and after the nomination and remuneration committee provides an independent and prudent opinion on the removal, it shall be submitted to the shareholders' meeting for consideration. The removed non-employee representative director may make statements and defenses to the Board of Directors and the shareholders' meeting and shall be under an obligation to alert other directors and shareholders to any potential risks to the Company.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
17	Article 1~~9~~ Subject to compliance with relevant laws, administrative regulations, departmental rules, and regulatory rules of the place where the Company's shares are listed, the shareholders' ~~**general**~~ meeting may ~~**by ordinary**~~ resolution change any director whose term has not yet expired (however, the director's right to make claims pursuant to any contract shall not be affected thereby). The initial term of the new director appointed as a replacement shall expire at the end of the term of the current Board of Directors.	Article 1***5*** Subject to compliance with relevant laws, administrative regulations, departmental rules, and regulatory rules of the place where the Company's shares are listed, the shareholders' meeting may ***pass a*** resolution ***to*** change any ***non-employee representative*** director whose term has not yet expired (however, the director's right to make claims pursuant to any contract shall not be affected thereby). The initial term of the new director appointed as a replacement shall expire at the end of the term of the current Board of Directors.
18	Article ~~**20**~~ A director may resign prior to the expiry of his/her term of office, subject to submission of a written resignation report to the ~~**Board of Directors**~~, and shall be obliged to state in the resignation report anything that shall be brought to the attention to other directors and shareholders. ~~**The Board of Directors**~~ shall make the relevant disclosure within two (2) days pursuant to the regulatory rules of the place where shares of the Company are listed. ~~**Except as otherwise required in Article 22 of these Rules, the resignation of director shall take effect upon receipt of the written resignation report by the Board of Directors.**~~	Article ***16*** A director may resign prior to the expiry of his/her term of office, subject to submission of a written resignation report to the ***Company***, and shall be obliged to state in the resignation report anything that shall be brought to the attention to other directors and shareholders. ***The resignation of the director shall take effect upon receipt of the written resignation report by the Company.*** **The Company** shall make the relevant disclosure within two (2) ***trading*** days pursuant to the regulatory rules of the place where shares of the Company are listed. ***When the Company is carrying out disposal actions for major risks, the director shall not resign without the approval of the regulatory authority.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
19	Article ~~**21**~~ Upon resignation or expiry of the term of office of a director, the duties owed by such director to the Company and shareholders shall not be released ~~**before his/her resignation report becomes effective or within five (5) years after it becomes effective, or**~~ within five (5) years after the expiry of his/her term of office. His obligation to keep the trade secrets of the Company in confidence shall remain effective after the expiry of his/her term of office until such trade secrets become public information. The duration of other obligations shall be determined based on the principle of fairness, depending on the specific circumstances such as the length of time between the occurrence of the event and the departure of such director and his/her relationship with the Company. Any director whose term of office has not expired shall be liable for making compensation for any loss suffered by the Company in connection with his/her departure from office without permission of the Company.	Article ***17*** Upon resignation or expiry of the term of office of a director, the duties owed by such director to the Company and shareholders shall not be released within five (5) years after the expiry of his/her term of office. His/her obligation to keep the trade secrets of the Company in confidence shall remain effective after ***his/her resignation or*** the expiry of his/her term of office until such trade secrets become public information. The duration of other obligations shall be determined based on the principle of fairness, depending on the specific circumstances such as the length of time between the occurrence of the event and the departure of such director and his/her relationship with the Company. Any director whose term of office has not expired shall be liable for making compensation for any loss suffered by the Company in connection with his/her departure from office without permission of the Company.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
20	Article ~~22~~ If the number of ~~members of~~ the Board of Directors is less than the ~~quorum~~ required by ~~law~~ due to a director's resignation, such resigning director shall continue to perform his/her duties as a director pursuant to laws, administrative regulations, departmental rules, the Company's Articles of Association and these Rules until a new director is elected and takes office. In the case described in the preceding paragraph, the remaining directors shall convene an extraordinary ~~general~~ meeting as soon as possible pursuant to Article ~~23~~ of these Rules to elect a new director to fill the vacancy. Before a new director is elected and takes office, the duties and powers of the resigning director, the remaining directors and the Board of Directors shall be subject to reasonable constraints.	Article ***18*** If the number of ***directors on*** the Board of Directors is less than the ***minimum number of directors*** required by ***the Company Law or two-thirds of the number of directors specified in the Company's Articles of Association*** due to a director's resignation, such resigning director shall continue to perform his/her duties as a director pursuant to laws, administrative regulations, departmental rules, the Company's Articles of Association and these Rules until a new director is elected and takes office. In the case described in the preceding paragraph, the remaining directors shall convene an extraordinary ***shareholders'*** meeting as soon as possible pursuant to Article ***19*** of these Rules to elect a new director to fill the vacancy. Before a new director is elected and takes office, the duties and powers of the resigning director, the remaining directors and the Board of Directors shall be subject to reasonable constraints. ***Where the number of directors on the Board of Directors falls below the minimum number of directors required by the Company Law or required for voting by the Board of Directors due to the removal or death of a director, resignation of an independent director owing to loss of independence or other situations where the director is not able to perform his/her duties, the powers and functions of the Board of Directors shall be exercised by the shareholders' meeting until the number of directors on the Board of Directors meets the requirements.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
21	Article ~~**23**~~ When the number of directors on the Board of Directors falls below ~~**the quorum due to resignation or death of a director, or other reasons**~~, the Company shall initiate the procedures for by-election of directors within five (5) working days ~~**by reference to Articles 14 to 17 of these Rules**~~ and convene a shareholders' ~~**general**~~ meeting to elect directors within two (2) months. The term of the directors elected through the by-election procedures shall expire at the end of the term of that Board of Directors.	Article ***19*** When ***the term of office of a director expires, or*** the number of directors on the Board of Directors falls below ***the minimum number of directors required by the Company Law or two-thirds of the number of directors specified in the Company's Articles of Association***, the Company shall initiate the procedures for by-election of directors within five (5) working days and convene a shareholders' meeting to elect directors within two (2) months. The term of the directors elected through the by-election procedures shall expire at the end of the term of that Board of Directors.
22	Article 2~~**4**~~ Directors of the Company shall have the following rights: (1) attend the meetings of the Board of Directors and exercise voting rights thereat; (2) understand the Company's business operations, financial position and profitability; and (3) other rights stipulated in the Company's Articles of Association or conferred by shareholders' ~~**general**~~ meetings or the Board of Directors.	Article 2***0*** Directors of the Company shall have the following rights: (1) attend the meetings of the Board of Directors and exercise voting rights thereat; (2) understand the Company's business operations, financial position and profitability; and (3) other rights stipulated in the Company's Articles of Association or conferred by shareholders' meetings or the Board of Directors.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
23	Article 2~~5~~ Directors shall be required to adhere to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix ~~10~~ of the Hong Kong Stock Exchange. The Board of Directors shall also establish written guidelines regarding the trading of the Company's securities by relevant employees, which should be no less stringent than the Model Code for Securities Transactions by Directors of Listed Issuers. In this context, "relevant employees" include any employees of the Company who may possess ~~unpublished price-sensitive information~~ about the Company or its securities due to their position or employment relationship, as well as such directors or employees of the subsidiaries of the Company or its ~~parent~~ company.	Article 2***1*** Directors shall be required to adhere to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix ***C3*** of the Hong Kong Stock Exchange. The Board of Directors shall also establish written guidelines regarding the trading of the Company's securities by relevant employees, which should be no less stringent than the Model Code for Securities Transactions by Directors of Listed Issuers. In this context, "relevant employees" include any employees of the Company who may possess ***inside information*** about the Company or its securities due to their position or employment relationship, as well as such directors or employees of the subsidiaries of the Company or its ***holding*** company.
24	~~Chapter 4 Non-executive Directors~~	—
25	Article 2~~7~~ The duties and powers of non-executive directors shall include, but be not limited to, the following: (1) ~~participate in~~ the meetings of the Board of Directors and provide independent opinions in respect of any matters regarding strategy, policy, the performance of the Company, accountability, resources, major appointments and code of conduct; (2) provide guidance in case of potential conflict of interest; (3) serve as members of the audit committee, the nomination and remuneration committee and any other specialized committees ~~under the Board of Directors~~, if invited; and (4) carefully review whether the performance of the Company has met its established corporate objectives and goals, and oversee and report any matters related to the performance of the Company.	Article 2***3*** The duties and powers of non-executive directors shall include, but be not limited to, the following: (1) ***attend*** the meetings of the Board of Directors and provide independent opinions in respect of any matters regarding strategy, policy, the performance of the Company, accountability, resources, major appointments and code of conduct; (2) provide guidance in case of potential conflict of interest; (3) serve as members of the audit committee, the nomination and remuneration committee and any other specialized ***Board*** committees, if invited; and (4) carefully review whether the performance of the Company has met its established corporate objectives and goals, and oversee and report any matters related to the performance of the Company.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
26	~~**Chapter 5 Independent Directors**~~	—
27	~~**Article 28 The Company shall adopt an independent director system, whereby independent directors will be appointed in accordance with the Guiding Opinions on the Establishment of Independent Director System in Listed Companies issued by the China Securities Regulatory Commission (the "CSRC") and the regulatory rules of the place where the Company is listed.**~~	—

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
28	Article 2~~9~~ An independent director means a director who does not have any function in the Company other than being a director and has no ~~**relationship**~~ with the Company and its ~~**controlling**~~ shareholder or actual controller which may prejudice ~~**such director's**~~ independent and objective judgments ~~**on the Company's affairs**~~.	Article 2***4*** An independent director means a director who does not have any function in the Company other than being a director and has no ***direct or indirect interest*** with the Company and its ***substantial*** shareholder or actual controller***, or other*** relationship ***with them*** which may prejudice ***his/her ability to make*** independent and objective judgments. Independent directors of the Company shall meet the general conditions of qualifications for directors as stipulated by relevant laws, applicable standards and these Rules. ***They shall also meet the requirements for independence and other qualifications as stipulated by relevant laws, regulations, regulatory rules, and the Company's Articles of Association.*** ***In compliance with the requirements of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"), the regulatory rules of the place where the Company's shares are listed, and the regulatory rules of the insurance industry, the Company shall establish a working system of independent directors, which further standardizes the requirements for their appointment, powers and duties, performance assurance, and the special meeting system of independent directors.***
29	~~**Article 30**~~ Independent directors of the Company shall meet the general conditions of qualifications for directors as stipulated by relevant laws, applicable standards and these Rules. ~~**In order to ensure their independence, any of the following persons shall not serve as an independent director of the Company:**~~ ~~**(1) a person who has worked in a shareholder entity holding more than 5% of shares of the Company or in any of the top ten (10) shareholder entities of the Company in the past three (3) years, and such person's close relatives;**~~ ~~**(2) a person who has worked in the Company or any enterprises actually controlled by the Company in the past three (3) years, and such person's close relatives;**~~ ~~**(3) a person who has provided the Company with legal, audit, actuarial or management consulting services in the past two (2) years;**~~ ~~**(4) a person serving as a partner, controlling shareholder or senior management officer of any banking, legal, consulting, or audit institutions which have business relationship with the Company in the past two (2) years; or**~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(5) a person working at any other insurance company that operates any principal business similar to that of the Company; or~~ ~~(6) other person whose independent judgment, in the opinion of regulatory authorities, may be compromised.~~	
30	~~Article 31 In addition to the general requirements concerning directors, the nomination, election and removal of independent directors shall comply with the following requirements:~~ ~~(1) The person nominating the candidate for independent director shall fully understand the occupation, academic qualification, title and detailed working experience including all part-time jobs of the candidate and give opinions on his/her qualification and independence to act an independent director. The candidate for independent director shall make a public declaration as to the absence of any relationship between the Company and him/her which may prejudice his/her independent and objective judgment.~~ ~~The Board of Directors of the Company shall announce the above as required before the shareholders' general meeting for the election of independent directors is convened.~~ ~~(2) Before the shareholders' general meeting for the election of independent directors is convened, the Company shall submit the relevant information of all candidates simultaneously to the CSRC, the regulatory authorities and the stock exchanges where the Company is listed. Written opinions of the Board of Directors shall also be submitted if the Board of Directors has any dispute as to the particulars of the candidates.~~	—

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~If the regulatory authorities have any dispute as to the nomination of any candidate, such candidate may not be elected as an independent director.~~ ~~In convening a general meeting to elect independent directors, the Board of Directors shall specify if the regulatory authorities have any dispute as to the candidates for independent directors.~~ ~~(3) The term of office of independent directors is the same as that of other directors of the Company, and may renewed upon re-election at the end of the term, provided that independent directors shall not serve for more than six (6) consecutive years.~~ ~~(4) If an independent director fails to attend three (3) consecutive meetings of the Board of Directors in person, he/she shall be deemed as being unable to perform his/her duty as an independent director and the Board of Directors shall propose to the shareholders' general meeting for removal. Where an independent director fails to attend two (2) meetings of the Board of Directors in person within one (1) year, the Company shall issue to him/her a written reminder. Where an independent director is given two (2) reminders within a term of office, he/she shall not be re-elected.~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~Unless in the above circumstances and in circumstances as specified by the relevant regulatory rules where a person is prohibited from acting as an independent director, no independent director shall be removed before his/her term of office expires without cause. In case of early removal, the Company shall disclose it as a special matter. If the removed independent director considers that he/she is removed by the Company improperly, he/she may make a public declaration.~~ ~~The removal of any independent director shall be decided by the shareholders' general meeting. The Company shall notify the independent director in writing of the cause of removal and his/her rights in this regard at least fifteen (15) days prior to the convening of the shareholders' general meeting.~~ ~~The resolution by the shareholders' general meeting to remove any independent director shall require more than two-thirds of the voting rights of the shareholders attending the shareholders' general meeting. The independent director shall have the right to defend himself and make representations prior to the voting.~~ ~~(5) An independent director may resign before his/her term of office expires. An independent director shall tender his/her resignation to the Board of Directors in writing and specify any matter which is related to his/her resignation or which he/she considers necessary to bring to the attention of the Company's shareholders and creditors.~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~If the resignation of an independent director causes the number of independent directors to fall below the requirements specified in the relevant regulatory requirements or the Company's Articles of Association, before any newly elected independent director takes office, the departing independent director shall continue to perform his/her duties pursuant to the provisions of laws, administrative regulations, the Company's Articles of Association and these Rules. The Board of Directors shall convene a shareholders' general meeting to elect a new independent director within two (2) months, failing which the independent director may cease to perform his/her duties.~~	
31	~~Article 32 In addition to the powers and functions granted to directors by the Company Law and other applicable laws, regulations, regulatory requirements and the Company's Articles of Association, an independent director shall also have the following powers and functions:~~ ~~(1) to review the fairness of material connected transactions of the Company (defined according to the standards issued by regulatory authority of the place where the Company is listed from time to time), implementation of internal audit procedures and impacts on the interests of the insured. Opinions shall be provided by independent directors in writing on any problems found in the connected transactions reviewed. In addition to the circumstances where an independent financial advisor must be engaged to issue a report pursuant to the listing rules of the place where the Company is listed, if more than two (2) independent directors deem necessary, they may engage an intermediary to provide independent financial advisor report as the basis of their opinions;~~	—

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(2) to propose to the Board to convene an extraordinary general meeting by more than half of but no less than two (2) independent directors;~~ ~~(3) to propose to convene a meeting of the Board of Directors by more than two (2) independent directors;~~ ~~(4) to independently engage external auditing firms and consultancy firms; and~~ ~~(5) other powers and functions as specified by laws, regulations, regulatory requirements and the Company's Articles of Association.~~ ~~Independent directors shall provide independent opinions on the matters discussed at shareholders' general meetings and meetings of the Board of Directors in an objective and fair manner. In particular, they shall give their opinions to the Board of Directors or the shareholders' general meeting on the following matters:~~ ~~(1) material connected transactions;~~ ~~(2) nomination, appointment and dismissal of directors and appointment and dismissal of senior management officers of the Company;~~ ~~(3) remunerations of directors and senior management officers of the Company;~~ ~~(4) profit distribution plan;~~ ~~(5) any material transaction such as investment, lease, purchase and sale of assets and guarantee not provided in business plan;~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(6) other matters that may have material effects on the interests of the Company, the insured and minority shareholders; and~~ ~~(7) other matters as specified by laws, regulations, regulatory requirements or the Company's Articles of Association.~~ ~~An independent director shall give any of the following opinions regarding the above matters: consent; reservation and the reason; objection and the reason; unable to give opinion and the obstacles.~~ ~~Where independent directors abstain or vote against the matters described in the preceding paragraph, or consider that there are obstacles to expressing their opinions, they shall give written opinions to the Company and report to the CBIRC.~~ ~~Where relevant matters are required to be disclosed, the Company shall announce the opinions of the independent directors. If the independent directors fail to agree on a particular matter, the Board of Directors shall disclose the opinion of each independent director.~~	
32	~~Article 33 The Company shall ensure that the independent directors effectively exercise their functions and powers, and shall provide the conditions, information and staffing support as may be necessary for them to proceed with their work.~~	—
33	~~Article 34 The Company shall offer appropriate allowances to independent directors. Furthermore, independent directors shall not receive any undisclosed additional interests from the Company and its substantial shareholders, or other interested institutions and personnel.~~	—

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
34	Article **~~3~~**6 The Chairman of the Board of Directors **~~is the legal representative of the Company and~~** shall exercise the following duties and powers: (1) to preside over the shareholders' **~~general~~** meetings**~~;~~** **~~(2) to arrange the chairman of each specialized committee under the Board of Directors, or in the absence of the chairman, a member of such committee to attend the annual general meeting and address any enquiries;~~** **~~(3)~~** to convene and preside over the meetings of the Board of Directors**~~, to coordinate the work of each specialized committee under the Board of Directors and to lead the day-to-day operations of the Board of Directors~~**; **~~(4)~~** to examine the implementation of resolutions passed by the Board of Directors; **~~(5) to sign the securities certificates issued by the Company;~~** **~~(6) to convene a communication meeting with independent directors at least once a year;~~** **~~(7) to sign other important documents of the Company or to authorize other directors in writing to sign the same;~~** **~~(8) to consider and approve each cost items in the specific fees incurred by the Board of Directors of the Company;~~**	Article ***2***6 The Chairman of the Board of Directors shall exercise the following duties and powers: (1) to preside over the shareholders' meetings ***and*** to convene and preside over the meetings of the Board of Directors; ***(2)*** to ***oversee, guide and*** examine the implementation of resolutions passed by the Board of Directors; ***and*** ***(3)*** to exercise other duties and powers prescribed by the Company's Articles of Association or conferred by the Board of Directors.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(9) to issue the letter of appointment and removal and the engagement letter for any legal advisers, special advisers and the senior management officers to be appointed and removed by the Board of Directors in accordance with the resolutions passed by the Board of Directors;~~ **~~(10) to ensure an effective communication between the Board of Directors and shareholders; and~~** **~~(11)~~** to exercise other duties and powers prescribed by the Company's Articles of Association or conferred by **~~the shareholders' general meetings or~~** the Board of Directors.	
35	Article **3**7 When the Chairman is unable to perform or does not perform his duties, the duties shall be performed by the Vice Chairman. When the Vice Chairman is unable to perform or does not perform his duties, a director jointly elected by **~~more than half~~** of the directors shall perform his duties. In the event that the Chairman is unable to perform or does not perform his duties, which affects the normal operation of the Company, the Board of Directors of the Company shall re-elect the Chairman pursuant to the requirements of the Articles of Association.	Article ***2***7 When the Chairman is unable to perform or does not perform his duties, the duties shall be performed by the Vice Chairman. When the Vice Chairman is unable to perform or does not perform his duties, a director jointly elected by ***a majority*** of the directors shall perform his duties. In the event that the Chairman is unable to perform or does not perform his duties, which affects the normal operation of the Company, the Board of Directors of the Company shall re-elect the Chairman pursuant to the requirements of the ***Company's*** Articles of Association.
36	**~~Article 38 The Chairman of the Board of Directors shall assume the following obligations:~~** **~~(1) to be accountable to the Board of Directors and to report his work to the Board of Directors;~~**	—

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(2) to assume full responsibility for any damage caused to the Company when exercising functions and powers beyond the scope of authorization of the Board of Directors, either personally or by authorizing others;~~ **~~(3) to assume primary leadership responsibility for any damage caused to the Company due to his insufficient oversight of the president, person in charge of finance and secretary to the Board of Directors of the Company;~~** **~~(4) to assume other obligations as required by laws, administrative regulations, departmental rules and regulatory rules of the place when the Company's shares are listed and the Company's Articles of Association.~~**	
37	Article **~~39~~** The Company's Board of Directors shall **~~have~~** five (5) specialized committees, namely, the audit committee, the risk management and consumer rights protection committee, the nomination and remuneration committee, the strategy and assets and liabilities management committee, and the connected transactions control committee. Such specialized committees shall study professional issues, convene special meetings on a regular or ad hoc basis, communicate with the management, give advice and recommendations to the Board of Directors for its decision-making and reference, and deal with the relevant issues as authorized or delegated by the Board of Directors. The appointment and dismissal of members of the specialized committees shall be made by the Board of Directors.	Article ***28*** The Company's Board of Directors shall ***establish*** five (5) specialized committees, namely, the audit committee, the risk management and consumer rights protection committee, the nomination and remuneration committee, the strategy and assets and liabilities management committee, and the connected transactions control committee. Such specialized committees shall study professional issues, convene special meetings on a regular or ad hoc basis, communicate with the management, give advice and recommendations to the Board of Directors for its decision-making and reference, and deal with the relevant issues as authorized or delegated by the Board of Directors. The appointment and dismissal of members of the specialized committees shall be made by the Board of Directors.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
38	Article ~~40~~ All specialized committees of the Board of Directors shall consist entirely of directors. In particular, ~~**the nomination and remuneration committee shall have a majority of independent directors. The audit committee shall comprise a minimum of three (3) members, all of whom shall be independent directors, and at least one (1) independent director shall have the appropriate professional qualifications or accounting or related financial management experience. Members of the audit committee must meet the requirements of the US Securities Exchange Act of 1934 with respect to the independence of directors. The chairman of the risk management and consumer rights protection committee shall be assumed by a director with experience in risk management. The chairman of the strategy and assets and liabilities management committee shall be assumed by a director with experience in assets and liabilities management. The connected transactions control committee shall have a majority of independent directors and at least one (1) independent director shall be an accounting professional. The chairman of the connected transactions control committee shall be assumed by an independent director**~~	Article ***29*** All specialized committees of the Board of Directors shall consist entirely of directors. In particular, ***an audit committee shall be composed of three (3) to five (5) directors who do not hold senior management positions within the Company, with independent directors constituting the majority. An accounting professional among the independent directors shall serve as the convenor. The risk management and consumer rights protection committee shall be composed of three (3) to seven (7) directors, with independent directors making up at least one-third, and a director experienced in risk management shall serve as the convenor. The nomination and remuneration committee shall be composed of three (3) to seven (7) directors who do not hold senior management positions within the Company, with independent directors constituting the majority and serving as the convenor. The strategy and assets and liabilities management committee shall be composed of three (3) to seven (7) directors, with the Chairman of the Board of Directors or a director experienced in asset-liability management serving as the convenor. The connected transactions control committee shall be composed of three (3) to seven (7) directors, with independent directors in the majority, including at least one accounting professional, and an independent director shall serve as the convenor.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
39	~~**Article 41 The audit committee shall consist of three (3) to five (5) directors, and its primary duties shall be as follows:**~~ ~~**(1) proposing the appointment or removal of external auditing firms;**~~ ~~**(2) monitoring the internal audit system of the Company and its implementation;**~~ ~~**(3) monitoring the appointment and removal of public intermediaries and auditing firms of the Company and the payment of their remuneration;**~~ ~~**(4) reviewing the financial information of the Company and its disclosure;**~~ ~~**(5) evaluating the effectiveness of the Company's internal control systems and receiving complaints from the relevant parties;**~~ ~~**(6) studying significant investigation findings on internal control matters and the management's responses, either proactively or as directed by the Board of Directors; and**~~ ~~**(7) other duties and powers as entrusted or authorized by the Board of Directors.**~~	***Article 30 The principal duties of the specialized committees under the Board of Directors shall be as follows:*** ***The principal duties of the audit committee include, among others, exercising the powers and duties of the Board of Supervisors as specified in the Company Law, as well as other laws and regulatory regulations, reviewing the Company's financial reports and their disclosure, supervising and evaluating the Company's internal and external audits as well as internal controls, appointing or dismissing external auditors, appointing or dismissing the person in charge of finance of the Company, and being responsible for communications between the internal and external auditors and the establishment of the internal whistleblowing mechanism of the Company.*** ***The principal duties of the nomination and remuneration committee include, among others, reviewing the structure of the Board of Directors, its number of members and composition, being responsible for developing the criteria and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management officers and their qualifications, making recommendations to the Board of Directors on the nomination, appointment or removal of directors, and appointment or dismissal of the senior management officers, and formulating the standards for the appraisal of and the remuneration policies for directors and senior management officers.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
40	~~**Article 42 The risk management and consumer rights protection committee shall consist of three (3) to seven (7) directors, and its primary duties shall be as follows:**~~ ~~**(1) offering assistance to the management for their discussion and assisting them in establishing well-developed risk management and internal control systems, and ensuring the risk management and internal control systems of the Company to meet the needs of its business development;**~~ ~~**(2) formulating the risk management policy of the Company for its business;**~~ ~~**(3) taking charge of the demonstration of feasibility risks relating to major business activities;**~~ ~~**(4) conducting performance evaluations on various business departments on a regular basis, and examining and reviewing the organizational structure of risk management;**~~ ~~**(5) reviewing the assessment reports in relation to the Company's business risk and internal control, and studying major investigation findings on risk management and internal control matters as delegated by the Board of Directors or on its own initiative and the management's response to these findings;**~~ ~~**(6) giving advices and making recommendations to the management in respect of any risks and hidden risks identified in the daily operation of the Company;**~~	***The principal duties of the risk management and consumer rights protection committee include, among others, formulating the Company's system of risk control benchmarks, discussing with and assisting the management in establishing sound risk management and internal control systems, reviewing risk management-related reports, performing the duties in relation to compliance management, and supervising the work of the senior management and the consumer rights protection department.*** ***The principal duties of the strategy and assets and liabilities management committee include conducting studies and making recommendations on the long-term development strategies of the Company, important matters concerning assets and liabilities management and the relevant polices and systems, the system for the application and management of insurance funds, major strategic investment decisions and sustainability initiatives, and evaluating and offering advice on other significant matters impacting the growth of the Company.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(7) dealing with major risk emergency events or crisis events or major disagreement in risk management;~~ ~~(8) submitting to the Board of Directors the work reports and annual reports concerning consumer rights protection, carrying out any work in relation thereto under the authorization of the Board of Directors, discussing about and deciding on relevant matters, and studying major issues and policies on customer rights protection;~~ ~~(9) guiding, supervising and directing the establishment and optimization of a management system for customer rights protection;~~ ~~(10) convening meetings of customer rights protection on a regular basis, examining and reviewing the work reports from the senior management and the Consumer Rights Protection Department, studying audit reports, regulatory notifications and internal assessment results, etc. in relation to the annual customer rights protection work, and supervising and directing the senior management and the relevant departments to resolve any issues identified during the rectification process in a timely manner;~~ ~~(11) performing or exercising any other duties or powers assigned or granted by the Board of Directors; and~~ ~~(12) other duties and powers entrusted or authorized by the Board of Directors.~~	***The principal duties of the connected transactions control committee include confirming connected parties of the Company, managing, examining and approving connected transactions to control risks relating to connected transactions, and focusing on the compliance, fairness and necessity of connected transactions. Any updates, collection, and management of daily information regarding the list of connected parties of the Company shall be reported to and confirmed by the management. Should the management encounter difficulties in confirming the same or deem it necessary, such confirmation shall be made by the connected transactions control committee.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
41	~~**Article 43 The nomination and remuneration committee shall consist of three (3) to seven (7) directors, with a majority being independent directors, and its primary duties shall be as follows:**~~ ~~**(1) studying and proposing training plans for directors, the president, vice- presidents and other senior management officers;**~~ ~~**(2) studying the standards for the appraisal of directors, the president, vice-presidents and other senior management officers, conducting the appraisals and making recommendations;**~~ ~~**(3) making recommendations to the Board of Directors with respect to the overall remuneration policies and structures for directors, the president, vice presidents and other senior management officers, and the establishment of formal and transparent procedures for formulating these remuneration policies;**~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(4) performing the following duties as delegated by the Board of Directors: determining the specific remuneration packages for all executive directors and senior management officers, including non-monetary benefits, pension rights and compensation amounts (including compensation for the loss or termination of office or appointment), and making recommendations to the Board of Directors with respect to the remuneration of non-executive directors. The factors to be considered by the nomination and remuneration committee include the remunerations paid by companies of similar nature, time commitment and responsibilities of directors, terms of employment for other positions in the Company; and making recommendations to the Board of Directors regarding the remuneration of supervisors;~~ ~~(5) reviewing and approving the management's remuneration proposals in alignment with the corporate approach and objectives set by the Board of Directors;~~ ~~(6) reviewing and approving compensation payments to executive directors and senior management officers in connection with loss or termination of office or appointment, to ensure that such compensation is determined according to the relevant contractual terms. If not determined by the relevant contractual terms, the compensation shall be fair and reasonable and not impose excessive burden on the Company;~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(7) reviewing and approving compensation arrangements for the dismissal or removal of directors due to misconduct, to ensure that such arrangement is determined according to the relevant contractual terms. If not determined by the relevant contractual terms, the compensation shall be reasonable and appropriate;~~ ~~(8) ensuring that no director or any of his/her associates determines his/her own remuneration;~~ ~~(9) other duties and powers entrusted or authorized by the Board of Directors.~~	
42	~~Article 44 The strategy and assets and liabilities management committee shall consist of three (3) to seven (7) directors, and its primary duties shall be as follows:~~ ~~(1) studying and formulating long-term development strategies and long- and medium-term development outlines of the Company, and making recommendations to the Board of Directors;~~ ~~(2) considering the overall objective and strategy of the management of assets and liabilities of the Company, and its risk management policy in connection with assets and liabilities management and asset allocation, and making approval recommendations to the Board of Directors;~~ ~~(3) considering the asset allocation policy of the Company, including the asset strategic allocation plan, annual investment plan and investment guidelines, and the related adjustment proposals, and making recommendations to the Board of Directors;~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(4) evaluating and considering matters such as the product development, business planning and comprehensive budget of the Company, which might have a material impact on the assets and liabilities management, and making approval recommendations to the Board of Directors;~~ ~~(5) considering the organization system and decision system of assets and liabilities management and assets allocation, including the management system, form of management, investment decision procedures and authorization mechanism with respect to the use of insurance funds, as well as any other relevant systems required to be approved by the Board of Directors, and making recommendations to the Board of Directors;~~ ~~(6) studying material investment and financing, material capital operation and asset operation projects that require the approval of the Board of Directors, and making recommendations in respect thereof;~~ ~~(7) studying any other significant matters that affect the development of the Company, and making recommendations in respect thereof;~~ ~~(8) monitoring, evaluating and inspecting the above significant matters such as the implementation of the Company's strategy and the use of capital; and~~ ~~(9) other duties and powers entrusted or authorized by the Board of Directors.~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
43	~~**Article 45 The connected transactions control committee shall consist of three (3) to seven (7) directors, with an independent director acting as the responsible person of the committee, and its primary duties shall be as follows:**~~ ~~**(1) examining and approving the basic policies of the connected transactions management, and supervising the implementation of the same;**~~ ~~**(2) identifying and reporting to the Board of Directors any connected persons of the Company;**~~ ~~**(3) examining and approving connected transactions and other matters relevant to connected transactions within the scope specified by the basic policies of the connected transactions management of the Company, and accepting the filings of statistical information on connected transactions;**~~ ~~**(4) reviewing connected transactions that shall be approved by the Board of Directors or the shareholders' general meeting, and submitting them to the Board of Directors or for the Board of Directors to submit to the shareholders' general meeting for approval; giving written opinions in respect of the compliance, fairness and necessity of such connected transactions and as to whether such transactions impair the interest of the Company and insurance consumers;**~~ ~~**(5) reviewing reports on the implementation of the Company's connected transactions management system and the status of connected transactions; and**~~	

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	~~(6) other matters required by laws, administrative regulations, rules, and the securities regulatory authorities of the jurisdictions where the shares of the Company are listed, and as may be authorized by the Board of Directors.~~	
44	Article **~~46~~** The specialized committees shall be accountable to the Board of Directors and operate in accordance with the **~~procedural rules passed~~** by the Board of Directors. **~~Proposals made by the specialized committees shall be submitted to the Board of Directors for review and decision.~~**	Article ***31*** The specialized committees shall be accountable to the Board of Directors and operate in accordance with the ***working rules of the specialized committees formulated*** by the Board of Directors.
45	Article **~~48~~** The secretary to the Board of Directors shall be nominated by the Chairman of the Board and appointed or dismissed by the Board of Directors. The secretary to the Board of Directors shall report his/her work to the Chairman and the Board of Directors. The qualification for the secretary to the Board of Directors must comply with **~~the Guidelines for the Work of the Secretary to the Board of Directors for Companies Listed Overseas,~~** the regulatory rules of the place where the Company is listed and the Company's Articles of Association. Prior to the appointment of the secretary to the Board of Directors, the Board of Directors of the Company shall file the same with **~~the CSRC and~~** the regulatory authorities of the place where the Company is listed.	Article ***33*** The secretary to the Board of Directors shall be nominated by the Chairman of the Board and appointed or dismissed by the Board of Directors. The secretary to the Board of Directors shall report his/her work to the Chairman and the Board of Directors. The qualification for the secretary to the Board of Directors must comply with the regulatory rules of the place where the Company is listed and the Company's Articles of Association. Prior to the appointment of the secretary to the Board of Directors, the Board of Directors of the Company shall file the same with the regulatory authorities of the place where the Company is listed.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
46	Article ~~49~~ The Company shall have ~~a secretariat under~~ the Board of Directors. The ~~secretariat of the~~ Board of Directors serves as the permanent administrative office of the Board of Directors, which is led by the secretary to the Board of Directors. The ~~secretariat to the~~ Board of Directors shall be responsible for managing the daily affairs and other tasks of the Board of Directors, regularly reporting significant decisions and developments in the operation and management of the Company to the directors, and organizing and coordinating activities related to information disclosure and investor relations management concerning the Board of Directors.	Article ***34*** The Company shall have ***the*** Board of Directors***' Office***. The Board of Directors***' Office*** serves as the permanent administrative office of the Board of Directors, which is led by the secretary to the Board of Directors. The Board of Directors***' Office*** shall be responsible for managing the daily affairs and other tasks of the Board of Directors, regularly reporting significant decisions and developments in the operation and management of the Company to the directors, and organizing and coordinating activities related to information disclosure and investor relations management concerning the Board of Directors.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
47	Article ~~**50**~~ The primary duties of the secretary to the Board of Directors shall be as follows: (1) organizing and arranging for Board meetings and shareholders' ~~**general**~~ meetings, being responsible for minutes of meetings, and keeping the meeting documents and records; (2) ensuring that the significant matters decided by the Board of Directors of the Company are conducted strictly in accordance with prescribed procedures; (3) being responsible for organizing, preparing and promptly submitting any documents required by the regulatory authorities, and receiving and organizing the implementation of relevant tasks given by regulatory authorities; (4) being responsible for ~~**coordinating and organizing the matters on**~~ information disclosure of ~~**the Board of Directors**~~, establishing and improving the ~~**system for**~~ information disclosure, attending any meetings of the Company in relation to information disclosure, ~~**and**~~ promptly acquiring the Company's significant business decisions and relevant information; (5) being responsible for establishing effective communication channels between the Board of Directors and investors to ensure sufficient and necessary communication with investors, and promptly conveying the opinions and suggestions of the investors to the Board of Directors of the Company;	Article ***35*** The primary duties of the secretary to the Board of Directors shall be as follows: (1) organizing and arranging for Board meetings and shareholders' meetings***, participating corporate governance meetings***, being responsible for minutes of meetings, and keeping the meeting documents and records; (2) ensuring that the significant matters decided by the Board of Directors of the Company are conducted strictly in accordance with prescribed procedures; (3) being responsible for organizing, preparing and promptly submitting any documents required by the regulatory authorities, and receiving and organizing the implementation of relevant tasks given by regulatory authorities; (4) being responsible for ***the*** information disclosure ***affairs*** of ***the Company, coordinating information disclosure activities***, establishing and improving the ***regulations on the management of*** information disclosure ***affairs***, attending any meetings of the Company in relation to information disclosure, promptly acquiring the Company's significant business decisions and relevant information***, and urging the Company and relevant information disclosure obligors to comply with the requirements pertaining to information disclosure***; (5) being responsible for establishing effective communication channels between the Board of Directors and investors to ensure sufficient and necessary communication with investors, and promptly conveying the opinions and suggestions of the investors to the Board of Directors of the Company;

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	(6) being responsible for managing and maintaining records of the Company's register of shareholders, register of directors, number of shares held by substantial shareholders and shares held by directors, as well as a list of holders of bonds issued by the Company;	(6) being responsible for managing and maintaining records of the Company's register of shareholders, register of directors, number of shares held by substantial shareholders and shares held by directors, as well as a list of holders of bonds issued by the Company;
	(7) assisting shareholders, directors and other senior management officers of the Company in exercising their duties and powers pursuant to law, and promptly giving reminders upon becoming aware of any resolutions made or potentially made by the Board of Directors that violate relevant requirements;	(7) assisting shareholders, directors and other senior management officers of the Company in exercising their duties and powers pursuant to law, and promptly giving reminders upon becoming aware of any resolutions made or potentially made by the Board of Directors that violate relevant requirements;
	(8) coordinating the provision of necessary information to the ~~**Board of Supervisors**~~ of the Company and other review authorities, in order for them to fulfill their supervisory functions;	(8) coordinating the provision of necessary information to the ***audit committee*** of the Company and other review authorities, in order for them to fulfill their supervisory functions;
	(9) ensuring that the Company maintains complete organizational documents and records, and that the persons entitled to access the relevant records and documents of the Company receive the relevant materials in a timely manner;	(9) ensuring that the Company maintains complete organizational documents and records, and that the persons entitled to access the relevant records and documents of the Company receive the relevant materials in a timely manner;
	(10) assisting the Chairman of the Company in drafting the corporate governance report;	(10) assisting the Chairman of the Company in drafting the corporate governance report;
	(11) reporting the conflicts and issues concerning the corporate governance structure as required by regulatory authorities;	(11) reporting the conflicts and issues concerning the corporate governance structure as required by regulatory authorities;
	(12) organizing directors and other relevant personnel to attend training courses according to the requirements of regulatory authorities; and	(12) organizing directors and other relevant personnel to attend training courses according to the requirements of regulatory authorities; and
	(13) performing other duties and powers granted by the Board of Directors and any other powers and duties as required by the regulatory rules of the place where the Company's shares are listed.	(13) performing other duties and powers granted by the Board of Directors and any other powers and duties as required by the regulatory rules of the place where the Company's shares are listed.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
48	Article ~~51~~ A director or other senior management officer ~~of the Company~~ may concurrently act as the secretary to the Board of Directors of the Company. In principle, the role of the secretary to the Board of Directors shall be held by a dedicated staff member. ~~The person in charge of finance of the Company and an accountant of the accounting firm retained by the Company shall not concurrently act as the secretary to the Board of Directors.~~ Where a director concurrently serves as the secretary to the Board of Directors, and an act is required to be conducted by a director and the secretary to the Board of Directors separately, the person who holds both the offices of director and secretary to the Board of Directors may not perform such act in a dual capacity.	Article ***36*** A director or other senior management officer***, excluding the Chairman of the Board of Directors and president,*** may concurrently act as the secretary to the Board of Directors of the Company***, but he/she shall ensure that he/she has sufficient energy and time to fulfill the duties of the secretary to the Board***. In principle, the role of the secretary to the Board of Directors shall be held by a dedicated staff member. Where a director concurrently serves as the secretary to the Board of Directors, and an act is required to be conducted by a director and the secretary to the Board of Directors separately, the person who holds both the offices of director and secretary to the Board of Directors may not perform such act in a dual capacity.
49	Article ~~52~~ The directors, presidents and relevant internal departments of the Company shall support the secretary to the Board of Directors to perform his/her duties in accordance with laws, and provide necessary assurance in terms of organizational structure, staffing and funding. The relevant departments of the Company shall actively cooperate with the work of ~~the work organization of the secretary to~~ the Board of Directors.	Article ***37*** The directors, presidents and relevant internal departments of the Company shall support the secretary to the Board of Directors to perform his/her duties in accordance with laws, and provide necessary assurance in terms of organizational structure, staffing and funding. The relevant departments of the Company shall actively cooperate with the work of the Board of Directors***' Office***.
50	~~**Article 53 Any changes to the secretary to the Board of Directors shall be filed in advance with the CSRC and notified to the relevant regulatory authorities in the place where the Company is listed. When the Board of Directors of the Company terminates the appointment of former secretary to the Board of Directors, it shall appoint a new secretary to the Board of Directors in accordance with the prescribed procedures and formalities.**~~	—

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
51	Article **~~55~~** The regular meetings of the Board of Directors shall include the following: (1) The meetings of the Board of Directors for the approval of financial reports of the Company 1. The annual meeting of the Board of Directors The annual meeting shall be convened within three (3) months from the end of the accounting year of the Company, which shall be mainly for considering and approving the annual report of the Company and dealing with related matters. Such meeting shall be convened at a time to ensure that the annual report of the Company can be dispatched to the shareholders within the period specified by the relevant regulations and the Company's Articles of Association, that the preliminary annual financial results of the Company can be announced within the period specified by the relevant regulations, and that the annual **~~general~~** meeting can be convened within six (6) months from the end of the accounting year of the Company. 2. The interim meeting of the Board of Directors The interim meeting shall be convened within **sixty (60) days** from the end of the first six (6) months of the accounting year of the Company, which shall be mainly for considering and approving the interim report of the Company and dealing with related matters. 3. The quarterly meetings of the Board of Directors	Article ***39*** The regular meetings of the Board of Directors shall include the following: (1) The meetings of the Board of Directors for the approval of financial reports of the Company 1. The annual meeting of the Board of Directors The annual meeting shall be convened within three (3) months from the end of the accounting year of the Company, which shall be mainly for considering and approving the annual report of the Company and dealing with related matters. Such meeting shall be convened at a time to ensure that the annual report of the Company can be dispatched to the shareholders within the period specified by the relevant regulations and the Company's Articles of Association, that the preliminary annual financial results of the Company can be announced within the period specified by the relevant regulations, and that the annual ***shareholders'*** meeting can be convened within six (6) months from the end of the accounting year of the Company. 2. The interim meeting of the Board of Directors The interim meeting shall be convened within ***two (2) months*** from the end of the first six (6) months of the accounting year of the Company, which shall be mainly for considering and approving the interim report of the Company and dealing with related matters. 3. The quarterly meetings of the Board of Directors

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	The quarterly meetings shall be convened in the first month of the second and fourth quarters of the calendar year, which shall be mainly for considering and approving the quarterly report of the Company for the preceding quarter. (2) The year-end review meeting The year-end review meeting shall be convened in December each year for the purposes of listening to, considering and approving the report to be given by the president with respect to the work progress of the Company for the year and the work arrangements for the next year.	The quarterly meetings shall be convened in the first month of the second and fourth quarters of the calendar year, which shall be mainly for considering and approving the quarterly report of the Company for the preceding quarter. (2) The year-end review meeting The year-end review meeting shall be convened in December each year for the purposes of listening to, considering and approving the report to be given by the president with respect to the work progress of the Company for the year and the work arrangements for the next year.
52	Article ~~**56**~~ The Chairman of the Board of Directors shall issue a notice convening a special meeting of the Board of Directors (which may be served in less than fourteen (14) days but shall not be served in less than ~~**three (3)**~~ days) in any of the following circumstances: (1) when the Chairman of the Board of Directors considers necessary; (2) when the meeting is ~~**jointly**~~ proposed by more than one-third of the directors; (3) ~~**when the meeting is proposed by the president;**~~ ~~**(4)**~~ when the meeting is proposed by shareholders representing over 10% of the voting rights; (**5**) when the meeting is proposed by more than two (2) independent directors; (**6**) when the meeting is proposed by the ~~**Board of Supervisors**~~.	Article ***40*** The Chairman of the Board of Directors shall issue a notice convening a special meeting of the Board of Directors (which may be served in less than fourteen (14) days but shall not be served in less than ***five (5) working*** days) in any of the following circumstances: (1) when the Chairman of the Board of Directors considers necessary; (2) when the meeting is proposed by more than one-third of the directors; (3) when the meeting is proposed by shareholders representing over 10% of the voting rights; (***4***) when the meeting is proposed by more than two (2) independent directors; (***5***) when the meeting is proposed by the ***audit committee***.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
53	Article ~~**58**~~ Apart from the regular meetings of the Board of Directors as well as special meetings requested by the Chairman, the Chairman shall convene and preside over special meetings of the Board of Directors within ten (10) days after the receipt of the request.	Article ***42*** Apart from the regular meetings of the Board of Directors as well as special meetings requested by the Chairman, the Chairman shall convene and preside over special meetings of the Board of Directors within ten (10) days after the receipt of the request.
54	~~**Article 59 The meeting of the Board of Directors shall, in principle, be held onsite to facilitate thorough communication and discussion among directors.**~~ ~~**Meetings held through video, telephone, or other means that ensure all participating directors can engage in real-time communication and discussion shall be considered as held onsite.**~~ ~~**Proposals that require approval by Board resolution but do not necessitate significant discussion among directors may be adopted through video conferencing, telephone conferencing, or written review and other telecommunication or electronic communication.**~~ ~~**Proposals related to**~~ profit distribution plan, remuneration plan, material investments and asset disposal, appointment and dismissal of senior management officers, and other proposals involving the risk management of the Company ~~**shall not be adopted through telecommunication or electronic communication**~~.	Article ***43 Unless otherwise provided by laws, regulations, regulatory requirements and the Company's Articles of Association, resolutions of the Board of Directors may be made through voting at physical meetings or by circulating written resolutions.*** ***Matters to be resolved by the Board of Directors that shall not be voted on through circulation of written resolutions shall include but not limited to the*** profit distribution plan, remuneration plan, material investments and asset disposal, appointment and dismissal of senior management officers, ***capital replenishment plans, matters where substantial shareholders or directors have significant conflicts of interest,*** and other ***significant matters and*** proposals involving the ***major*** risk management of the Company.
55	~~**Article 60 While the Board of Directors is not in session, the executive directors of the Company shall be authorized to jointly make decisions on certain time-sensitive and urgent matters that shall be considered and approved by the Board of Directors, and they shall report and resolve the same at the next Board meeting.**~~	—

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
56	Article ~~**61**~~ Resolutions to be proposed at the meeting of the Board of Directors shall be primarily based on the following: (1) matters proposed by directors; (2) ~~**matters proposed by the Board of Supervisors;**~~ ~~**(3)**~~ resolutions proposed by the specialized committees of the Board of Directors; (**4**) matters proposed by the president of the Company; (**5**) matters proposed by the relevant parties requesting the convening of the special meeting of the Board of Directors.	Article ***44*** Resolutions to be proposed at the meeting of the Board of Directors shall be primarily based on the following: (1) matters proposed by directors; (2) resolutions proposed by the specialized committees of the Board of Directors; (***3***) matters proposed by the president of the Company; (***4***) matters proposed by the relevant parties requesting the convening of the special meeting of the Board of Directors***; and*** ***(5) other circumstances in which proposals may be made according to laws, regulations, and regulatory requirements.***
57	Article ~~**63**~~ The secretary to the Board of Directors shall be responsible for collecting the resolutions to be proposed at the meeting of the Board of Directors. Those making proposed resolutions shall submit their resolutions and accompanying materials ~~**twenty (20) working**~~ days prior to the date of the Board meeting. Once the relevant materials are compiled, the secretary to the Board of Directors shall set out the topics for discussion and agenda for the Board meeting and draft a list of attendees based on the recommendations of those making proposed resolutions, the needs of the discussion topics, and the requirement of the Company's Articles of Association for submission to the Chairman of the Board of Directors for review and decision.	Article ***46*** The secretary to the Board of Directors shall be responsible for collecting the resolutions to be proposed at the meeting of the Board of Directors. Those making proposed resolutions shall submit their resolutions and accompanying materials ***fourteen (14)*** days prior to the date of the ***regular*** Board meeting. Once the relevant materials are compiled, the secretary to the Board of Directors shall set out the topics for discussion and agenda for the Board meeting and draft a list of attendees based on the recommendations of those making proposed resolutions, the needs of the discussion topics, and the requirement of the Company's Articles of Association for submission to the Chairman of the Board of Directors for review and decision.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
58	Article **~~64~~** Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors**~~. If the Chairman of the Board of Directors is unable to do so, he may authorize the Vice Chairman or an executive director to convene the Board meeting. The convenor of the meeting~~** shall issue the notice of the meeting. The meeting of the Board of Directors shall be designated as "The [•] Meeting of the [•] Session of the Board of Directors of China Life Insurance Company Limited".	Article ***47*** Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors***, who*** shall issue the notice of the meeting. The meeting of the Board of Directors shall be designated as "The [•] Meeting of the [•] Session of the Board of Directors of China Life Insurance Company Limited".
59	Article **~~66~~** The secretary to the Board of Directors shall be responsible for arranging the delivery of notices of meetings. Notice of regular meeting of the Board of Directors shall be delivered to all directors**~~, the Board of Supervisors~~** and the president of the Company fourteen (14) days before the date of the Board meeting. Deadline for serving the notices of special meetings of the Board of Directors may be less than fourteen (14) days but shall not be less than **~~three (3)~~** days. A notice of the meeting shall be delivered to other persons attending the meeting as non-voting attendees at the appropriate time as required. If such persons, as confirmed by the convenor of the meeting, will make a representation at the meeting of the Board of Directors, the notice of the meeting and information such as relevant resolutions shall be delivered three (3) days before the date of the meeting.	Article ***49*** The secretary to the Board of Directors shall be responsible for arranging the delivery of notices of meetings. Notice of regular meeting of the Board of Directors shall be delivered to all directors and the president of the Company fourteen (14) days before the date of the Board meeting. Deadline for serving the notices of special meetings of the Board of Directors may be less than fourteen (14) days but shall not be less than ***five (5) working*** days. A notice of the meeting shall be delivered to other persons attending the meeting as non-voting attendees at the appropriate time as required. If such persons, as confirmed by the convenor of the meeting, will make a representation at the meeting of the Board of Directors, the notice of the meeting and information such as relevant resolutions shall be delivered three (3) days before the date of the meeting.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
	Notice of meeting of the Board of Directors may be delivered by hand, facsimile, express delivery service, registered mail or email. ~~**If the notice is delivered by hand, the addressee shall sign (or affix seal) on the return slip, and the date of receipt shall be the date of service; if the notice is delivered by facsimile, the date of service shall be the second working day from the date of dispatch by facsimile, and the date of dispatch by facsimile shall be based on the information shown in the report of the fax machine; if the notice is delivered by express delivery service, the date of service shall be the third working day from the date when it is given to the post office; if it is delivered by registered mail, the date of service shall be the fifth working day from the date when it is given to the post office.**~~ Notice of meeting shall be deemed to have been delivered as scheduled if directors have attended the meeting and do not object to the non-receipt of the notice of the meeting before the commencement of the meeting.	Notice of meeting of the Board of Directors may be delivered by hand, facsimile, express delivery service, registered mail or email. Notice of meeting shall be deemed to have been delivered as scheduled if directors have attended the meeting and do not object to the non-receipt of the notice of the meeting before the commencement of the meeting. ***When the Company convenes a meeting of the Board of Directors, it shall notify the insurance regulatory authority under the State Council at least three (3) working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority under the State Council shall be notified and the reasons shall be provided in a timely manner.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
60	Article ~~68~~ Meetings of the Board of Directors shall be attended in person by directors. Where a director is unable to attend a meeting for any reason, he/she may appoint another director by a written power of attorney to attend the meeting on his/her behalf. In particular, independent directors may only appoint another independent director present at the meeting to attend the meeting on his/her behalf. Attendance by others shall not be counted towards the attendance rate of such director. The power of attorney shall specify the names of the appointing director and the individual appointed by him/her, the particulars and scope of authorization, and the validity period of such authorization, and shall be signed or sealed by the appointing director. A written power of attorney shall be delivered to the secretary to the Board of Directors two (2) days before the date of the meeting, and the registration of the authorization shall be made by the secretary to the Board of Directors and declared before the attendees at the commencement of the meeting. The power of attorney may be prepared in a standard format by the secretary to the Board of Directors and delivered to directors along with the meeting notice.	Article ***51*** Meetings of the Board of Directors shall be attended in person by directors. ***Directors shall personally attend at least two-thirds of the physical meetings of the Board of Directors each year.*** Where a director is unable to attend a ***Board*** meeting ***in person*** for any reason, he/she may appoint another director by a written power of attorney to attend the meeting on his/her behalf. In particular, independent directors may only appoint another independent director present at the meeting to attend the meeting on his/her behalf. Attendance by others shall not be counted towards the attendance rate of such director. ***In principle, a director may accept the authorization of no more than two (2) directors who did not personally attend the meeting. When considering matters related to connected transactions, non-connected directors may not authorize connected directors to attend on their behalf.*** The power of attorney shall specify the names of the appointing director and the individual appointed by him/her, the particulars and scope of authorization, and the validity period of such authorization, and shall be signed or sealed by the appointing director. A written power of attorney shall be delivered to the secretary to the Board of Directors two (2) days before the date of the meeting, and the registration of the authorization shall be made by the secretary to the Board of Directors and declared before the attendees at the commencement of the meeting. The power of attorney may be prepared in a standard format by the secretary to the Board of Directors and delivered to directors along with the meeting notice.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
61	Article ~~69~~ From the issuance of the meeting notice until the date of the meeting, the secretary to the Board of Directors shall be responsible for organizing and facilitating communication and liaison between all directors (particularly external directors) and the management. Except for special resolutions and as otherwise specified in these Rules, resolutions to be proposed at a Board meeting shall be delivered to all directors and other relevant attendees three (3) days before the date of such meeting. The secretary to the Board of Directors shall promptly obtain opinions or suggestions from directors regarding the proposed resolutions and convey them to the persons making the proposed resolutions for refinement of their proposed resolutions. The secretary to the Board of Directors shall also promptly provide directors with the necessary materials to make informed decisions on proposed resolutions, including the background information relating to the proposed resolutions and other information that facilitate scientific, effective and prudent decision-making by directors.	Article ***52*** From the issuance of the meeting notice until the date of the meeting, the secretary to the Board of Directors shall be responsible for organizing and facilitating communication and liaison between all directors (particularly external directors) and the management. Except for special resolutions and as otherwise specified in these Rules, resolutions to be proposed at a Board meeting shall be delivered to all directors and other relevant attendees three (3) ***working*** days before the date of such meeting. The secretary to the Board of Directors shall promptly obtain opinions or suggestions from directors regarding the proposed resolutions and convey them to the persons making the proposed resolutions for refinement of their resolutions. The secretary to the Board of Directors shall also promptly provide directors with the necessary materials to make informed decisions on proposed resolutions, including the background information relating to the proposed resolutions and other information that facilitate scientific, effective and prudent decision-making by directors.
62	Article ~~70~~ When ~~more than one-fourth~~ of ~~the~~ directors or two (2) independent directors consider the information insufficient or the argument unclear, they may jointly submit a written proposal to the convenor of the meeting to postpone the convening of the Board meeting or the consideration of relevant matters, and the convenor of the meeting shall adopt the proposal. Unless such a proposal is made directly during the Board meeting, the secretary to the Board of Directors shall promptly report to the convenor of the meeting upon receiving the joint postponement proposal from the directors, and upon confirmation, promptly serve a notice on the directors~~, the Board of Supervisors~~ and other attendees.	Article ***53*** When ***a majority*** of ***all*** directors or two (2) independent directors consider the information insufficient or the argument unclear, they may jointly submit a written proposal to the convenor of the meeting to postpone the convening of the Board meeting or the consideration of relevant matters, and the convenor of the meeting shall adopt the proposal. Unless such a proposal is made directly during the Board meeting, the secretary to the Board of Directors shall promptly report to the convenor of the meeting upon receiving the joint postponement proposal from the directors, and upon confirmation, promptly serve a notice on the directors and other attendees.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
63	Article ~~71~~ Meetings of the Board of Directors shall be held only if a majority of the directors (including any director authorized to attend the meeting pursuant to the relevant requirements) are present. If the Company purchases its own shares in the circumstance described in sub-paragraph ~~(3),~~ (5) or ~~(6)~~ of Article 2**6** of the Company's Articles of Association, it may be resolved by more than two-thirds of the directors present at a meeting of the Board of Directors pursuant to the Company's Articles of Association or the authorization given by a shareholders' ~~general~~ meeting.	Article ***54*** Meetings of the Board of Directors shall be held only if a majority of the directors (including any director authorized to attend the meeting pursuant to the relevant requirements) are present. If the Company purchases its own shares in the circumstance described in sub-paragraph (***4***) or (5) of Article 2***7*** of the Company's Articles of Association, it may be resolved by more than two-thirds of the directors present at a meeting of the Board of Directors pursuant to the Company's Articles of Association or the authorization given by a shareholders' meeting.
64	Article ~~72~~ Meetings of the Board of Directors shall be chaired by the Chairman of the Board of Directors. ~~**Where the Chairman is unable to do so, he may authorize the vice chairman or an executive director to chair the meeting.**~~ Following the election of a new Board of Directors at the shareholders' ~~general~~ meeting, ~~**the directors with the most affirmative votes at the shareholders' general meeting (if there are multiple, one shall be selected among them)**~~ shall preside over the first meeting of the new session of the Board of Directors, during which the Chairman and vice chairman shall be elected.	Article ***55*** Meetings of the Board of Directors shall be chaired by the Chairman of the Board of Directors. Following the election of a new Board of Directors at the shareholders' meeting, ***a director elected by a majority of the directors of the Board of Directors*** shall preside over the first meeting of the new session of the Board of Directors, during which the Chairman and Vice Chairman shall be elected.
65	Article ~~73~~ The Company's ~~**supervisors,**~~ non-director president, secretary to the Board of Directors, secretary to the Company and the minute taker shall attend the meetings of the Board of Directors as non-voting attendees. Other attendees shall attend the meeting only during the discussion of relevant topics. Attendees may express their opinions on the relevant topics for discussion but do not have any voting rights.	Article ***56*** The Company's non-director president, secretary to the Board of Directors, secretary to the Company and the minute taker shall attend the meetings of the Board of Directors as non-voting attendees. Other attendees shall attend the meeting only during the discussion of relevant topics. Attendees may express their opinions on the relevant topics for discussion but do not have any voting rights.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
66	Article ~~75~~ The specific agenda of a meeting shall be determined by the chairman of the meeting, who, however, is not allowed to add or remove any topics to be discussed at the meeting, nor change their sequence at will. If, upon the official commencement of the meeting of the Board of Directors, ~~more than one-fourth~~ of ~~the~~ directors or two (2) or more independent directors consider a topic to be unclear or the information provided insufficient, they may jointly propose to postpone the consideration of such topic or the convening of the Board meeting, and the chairman of the meeting shall adopt the proposal. Only the proposed resolutions included in the agenda shall be considered during meetings of the Board of Directors, and the chairman of the meeting shall preside over the meeting to ensure that each proposed resolution will be reviewed individually.	Article ***58*** The specific agenda of a meeting shall be determined by the chairman of the meeting, who, however, is not allowed to add or remove any topics to be discussed at the meeting, nor change their sequence at will. If, upon the official commencement of the meeting of the Board of Directors, ***a majority*** of ***all*** directors or two (2) or more independent directors consider a topic to be unclear or the information provided insufficient, they may jointly propose to postpone the consideration of such topic or the convening of the Board meeting, and the chairman of the meeting shall adopt the proposal. Only the proposed resolutions included in the agenda shall be considered during meetings of the Board of Directors, and the chairman of the meeting shall preside over the meeting to ensure that each proposed resolution will be reviewed individually.
67	Article ~~76~~ When the Board of Directors reviews proposed resolutions, the persons making proposed resolutions or those authorized by them in writing shall first give an explanation of such resolutions or report the relevant details to the Board of Directors. The Board of Directors may require the heads of relevant departments to attend the meeting as non-voting attendees to listen to and inquire about the relevant details. Proposed resolutions with unresolved issues after the explanations by relevant departments may be returned to the departments for revision and shall not be voted on temporarily. Proposal that require review by a ~~professional~~ committee according to relevant requirements shall have written opinions submitted to the Board of Directors by the ~~professional~~ committee.	Article ***59*** When the Board of Directors reviews proposed resolutions, the persons making proposed resolutions or those authorized by them in writing shall first give an explanation of such resolutions or report the relevant details to the Board of Directors. The Board of Directors may require the heads of relevant departments as non-voting attendees to attend the meeting to listen to and inquire about the relevant details. Proposed resolutions with unresolved issues after the explanations by relevant departments may be returned to the departments for revision and shall not be voted on temporarily. Proposal that require review by a ***specialized*** committee according to relevant requirements shall have written opinions submitted to the Board of Directors by the ***specialized*** committee.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
68	~~**Article 79 Unless otherwise provided by laws, administrative regulations, departmental rules and the Company's Articles of Association, resolutions of the Board of Directors shall be passed by the affirmative vote of a majority of all directors. However, the following matters shall require the affirmative vote of more than two-thirds of all directors:**~~ ~~**(1) formulating proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures;**~~ ~~**(2) formulating plans for merger, division, or dissolution of the Company; and**~~ ~~**(3) formulating proposals for any amendment to the Company's Articles of Association.**~~	**—**

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
69	Article ~~80~~ Subject to the exceptions as specifically provided, a director shall not vote on any resolution of the Board of Directors approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates has a material interest, nor shall he/she exercise voting rights on behalf of other directors. He/she shall not be counted in the quorum present at such meeting. Such meetings of the Board of Directors shall be convened with a majority of the directors present who are not connected, and the decisions made at the meetings of the Board of Directors shall be approved by more than two-thirds of the directors who are not connected. If the number of directors attending the meetings of the Board of Directors who are not connected is less than three (3), such matters shall be submitted to the shareholders' ~~general~~ meeting for approval. In considering the matters concerning connected transactions by the Board of Directors, connected directors shall neither exercise their voting rights, nor act on behalf of other directors to exercise voting rights. The Board of Directors shall report annually to the shareholders' ~~general~~ meeting on the status of connected transactions and the execution of the connected transaction management system.	Article ***62 If a director of the Company has a connected relationship with an enterprise or individual involved in matters to be resolved at a Board meeting, the director shall promptly submit a written report to the Board of Directors.*** Subject to the exceptions as specifically provided, a director shall not vote on any resolution of the Board of Directors approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates has a material interest, nor shall he/she exercise voting rights on behalf of other directors. He/she shall not be counted in the quorum present at such meeting. Such meetings of the Board of Directors shall be convened with a majority of the directors present who are not connected, and the decisions made at the meetings of the Board of Directors shall be approved by more than two-thirds of the directors who are not connected. If the number of directors attending the meetings of the Board of Directors who are not connected is less than three (3), such matters shall be submitted to the shareholders' meeting for approval. In considering the matters concerning connected transactions by the Board of Directors, connected directors shall neither exercise their voting rights, nor act on behalf of other directors to exercise voting rights. The Board of Directors shall report annually to the shareholders' meeting on the status of connected transactions and the execution of the connected transaction management system.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
70	Article ~~82~~ For meetings held on-site, the chairman of the meeting shall announce the voting results immediately during the meeting. When meetings of the Board of Directors are convened via teleconference, they shall be audio recorded, and video recording may be conducted if conditions permit. Directors who are unable to sign resolutions immediately during the meeting shall cast their votes orally and complete the written resolution by signature within five (5) working days following the meeting. Oral votes and written signatures by directors on such resolutions shall hold equal validity, provided that the subsequent written signature of the resolutions must align with the oral vote cast during the meeting. In the event of discrepancy, the vote recorded in the audio or video shall take precedence. When meetings of the Board of Directors are convened via teleconference or other communication methods that should ensure directors to fully express their opinions, each matter shall be voted on separately, and directors shall not be required to cast a single vote on multiple matters. The secretary to the Board of Directors shall inform directors of the voting results within five (5) working days after the voting period ends.	Article ***64*** For meetings held on-site, the chairman of the meeting shall announce the voting results immediately during the meeting. When meetings of the Board of Directors are convened via teleconference, they shall be audio recorded, and video recording may be conducted if conditions permit. Directors who are unable to sign resolutions immediately during the meeting shall cast their votes orally and complete the written resolution by signature within five (5) working days following the meeting. Oral votes and written signatures by directors on such resolutions shall hold equal validity, provided that the subsequent written signature of the resolutions must align with the oral vote cast during the meeting. In the event of discrepancy, the vote recorded in the audio or video shall take precedence. When meetings of the Board of Directors are convened via teleconference or other communication methods that should ensure directors to fully express their opinions, each matter shall be voted on separately, and directors shall not be required to cast a single vote on multiple matters. The secretary to the Board of Directors shall inform directors of the voting results within five (5) working days after the voting period ends.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
71	Article **~~85~~** The minutes of a meeting of the Board of Directors shall include the following: (1) the date, venue, name of the convenor and chairman of the meeting; (2) the names of the attending directors, and the names of directors and representatives authorized to attend the Board meeting on behalf of others; (3) the agenda of the meeting; (4) the summaries of the speeches of the directors (where a meeting is conducted by way of written resolution, the directors' written feedbacks shall prevail); (5) the voting methods and results for each matter resolved (the voting results shall specify the number of votes in favour, against, or abstentions); (6) **~~the opinions of supervisors attending the meeting as non-voting attendees;~~** **~~(7)~~** the signatures of directors and the person taking the minutes; and (**8**) other situations that need to be recorded.	Article ***67*** The minutes of a meeting of the Board of Directors shall include the following: (1) the date, venue, name of the convenor and chairman of the meeting; (2) the names of the attending directors, and the names of directors and representatives authorized to attend the Board meeting on behalf of others; (3) the agenda of the meeting; (4) the summaries of the speeches of the directors (where a meeting is conducted by way of written resolution, the directors' written feedbacks shall prevail); (5) the voting methods and results for each matter resolved (the voting results shall specify the number of votes in favour, against, or abstentions); (6) the signatures of directors and the person taking the minutes; and (***7***) other situations that need to be recorded.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
72	Article ~~**86**~~ The secretary to the Board of Directors shall carefully organize, document and sort out the matters discussed at the meeting. The minutes of each Board meeting shall be provided to all attending directors for review within ten (10) working days following the end of the meeting. Directors who wish to propose amendments or additions to the minutes shall ~~**report**~~ their ~~**opinions**~~ on amendments ~~**in writing to the Chairman of the Board of Directors**~~ within five (5) working days from the receipt of the minutes. After the minutes of the meetings are finalized, the attending directors, the secretary to the Board of Directors and the person taking the minutes shall sign the minutes of the meeting, and the secretary to the Board of Directors shall promptly deliver a complete copy of the minutes to ~~**d**~~directors ~~**and the Board of Supervisors**~~.	Article ***68*** The secretary to the Board of Directors shall carefully organize, document and compile the matters discussed at the meeting. The minutes of each Board meeting shall be provided to all attending directors for review within ten (10) working days following the end of the meeting. Directors who wish to propose amendments or additions to the minutes shall ***submit*** their ***written feedback*** on amendments within five (5) working days from the receipt of the minutes. After the minutes of the meetings are finalized, the attending directors, the secretary to the Board of Directors and the person taking the minutes shall sign the minutes of the meeting, and the secretary to the Board of Directors shall promptly deliver a complete copy of the minutes to ***the Board of D***irectors.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
73	Article ~~87~~ The directors shall be liable for the resolutions of the Board meetings. When a director authorizes another director to attend a Board meeting on his/her behalf, the appointing director shall independently bear legal responsibility for any decisions made by the authorized director within the scope of granted authorization. If a resolution of the Board of Directors violates the relevant laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed ~~**or**~~ the Company's Articles of Association, and the Company suffers severe losses ~~**as a result thereof**~~, the directors who ~~**voted in favour of the resolution**~~ shall ~~**be directly liable therefor (including liability for compensation)**~~. If it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability. A director who abstained from voting or was absent from the meeting without appointing other to attend on his/her behalf shall not be released from such liability. A director who expressly objected to the resolution during discussion but did not vote against such resolution shall not be released from such liability.	Article ***69*** The directors shall be liable for the resolutions of the Board meetings. When a director authorizes another director to attend a Board meeting on his/her behalf, the appointing director shall independently bear legal responsibility for any decisions made by the authorized director within the scope of granted authorization. If a resolution of the Board of Directors violates the relevant laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed***,*** the Company's Articles of Association***, or resolutions of the shareholders' meetings***, and the Company suffers severe losses, the directors who ***participated in the passing of such resolution*** shall ***compensate the Company therefor***. If it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability. A director who abstained from voting or was absent from the meeting without appointing other to attend on his/her behalf shall not be released from such liability. A director who expressly objected to the resolution during discussion but did not vote against such resolution shall not be released from such liability.

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
74	~~**Article 89 Where relevant matters on which independent director express their opinions are required to be disclosed, the Company shall announce the opinions of the independent directors. If the independent directors fail to agree on a particular matter, the Board of Directors shall disclose the opinion of each independent director.**~~	***Article 71 Where independent directors vote against or abstain from voting on the resolution of the Board meeting, they shall provide the specific reasons and basis, the legality and compliance of the matters involved in the resolution, potential risks, and the impact on the rights and interests of the Company and minority shareholders, etc. When disclosing the resolutions of the Board of Directors, the Company shall simultaneously disclose the dissenting opinions of independent directors and record them in the Board resolutions and meeting minutes.*** ***If the Board of Directors does not adopt or fully adopt the recommendations of its specialized committees, it shall record the specialized committees' opinions and the specific reasons for not adopting them in its resolutions and disclose this information.***
75	Article ~~**91**~~ The secretary to the Board of Directors shall organize and compile all textual and audio-visual materials, including Board meeting notices and acknowledgement receipts of directors, powers of attorney, attendance registers recording all attending directors, Board meeting materials, meeting records and minutes, and Board resolutions, and maintain them as part of the meeting archives. Each Board meeting archive shall be individually bound and sequentially numbered by meeting name. The meeting archives shall be permanently preserved by the Company.	Article ***73*** The secretary to the Board of Directors shall organize and compile all textual and audio-visual materials, including Board meeting notices and acknowledgement receipts of directors, powers of attorney, attendance registers recording all attending directors, Board meeting materials, meeting records and minutes, and Board resolutions, and maintain them as part of the meeting archives. Each Board meeting archive shall be individually bound and sequentially numbered by meeting name. The meeting archives shall be permanently preserved by the Company. ***The Company shall promptly submit the minutes and resolutions of Board meetings, and other documents to the insurance regulatory authority under the State Council.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
76	Article ~~92~~ Matters that require approval from the shareholders' ~~general~~ meeting, once reviewed and approved by the meeting of the Board of Directors, shall be submitted to the shareholders' ~~general~~ meeting as soon as possible. Such matters can only be organized and implemented upon receiving approval from the shareholders' ~~general~~ meeting.	Article ***74*** Matters that require approval from the shareholders' meeting, once reviewed and approved by the meeting of the Board of Directors, shall be submitted to the shareholders' meeting as soon as possible. Such matters can only be organized and implemented upon receiving approval from the shareholders' meeting.
77	Article ~~99~~ The expressions of "more than"~~, "within"~~ and "below" herein shall include the numbers specified, while the expressions of "other than", "less than"~~, "over"~~ and ~~"a majority of"~~ exclude the numbers specified.	Article ***81*** The expressions of "more than" and "below" herein shall include the numbers specified, while the expressions of "other than", ***"exceed", "beyond",*** "less than" and ***"lower than"*** exclude the numbers specified.
78	Article ~~102~~ These Rules shall be drafted by the Board of Directors ~~of the Company~~ and ~~become effective upon~~ approval ~~by~~ the shareholders' ~~general~~ meeting. ~~Except for provisions concerning the duties and powers of the shareholders' general meeting and the Board of Directors, and those specified in the Articles of Association that require amendment by the shareholders' general meeting, the other sections of~~ these Rules ~~may be amended by the Board of Directors~~.	Article ***82*** These Rules shall be drafted by the Board of Directors and ***submitted for*** approval ***at*** the shareholders' meeting. ***Any changes and amendments to*** these Rules ***shall be approved by an ordinary resolution at the shareholders' meeting***.
79	Article ~~101 Where these Rules fails to comply with~~ the relevant laws, administrative regulations, departmental rules ~~of the State~~, regulatory ~~rules~~ of the place where the Company's share are listed ~~and the Company's Articles of Association, they shall be amended according to~~ the relevant laws, administrative regulations, departmental rules ~~of the State~~, regulatory ~~rules~~ of the places where the Company's shares are listed ~~and the Company's Articles of Association in a timely manner~~.	Article ***83 If there is any inconsistency or alternative provision between*** the relevant laws, administrative regulations, departmental rules, ***normative documents, and the requirements of the*** regulatory ***authorities*** of the place where the Company's shares are listed ***and these Rules,*** the relevant laws, administrative regulations, departmental rules, ***normative documents, and the requirements of the*** regulatory ***authorities*** of the place where the Company's shares are listed ***shall apply***.
80	Article ~~103 T~~hese Rules shall be ~~interpreted by the Board of Directors.~~	Article ***84 The power of interpretation of t***hese Rules shall be ***vested in the Board of Directors of the Company.***

No.	Existing Articles of the Procedural Rules for the Board of Directors' Meetings of the Company	Revised Articles of the Procedural Rules for the Board of Directors' Meetings of the Company
81	—	***Article 85 These Rules shall come into effect on the date of issuance, and the original "Procedural Rules for the Board of Directors' Meetings of China Life Insurance Company Limited" (Guo Shou Ren Xian Fa [2022] No. 431) shall be simultaneously repealed.***