THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in China Reinsurance (Group) Corporation, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中国再保

China Reinsurance (Group) Corporation

中國再保險(集團)股份有限公司

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

(Stock Code: 1508)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING
AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS
ABOLISHMENT OF THE BOARD OF SUPERVISORS
MATTERS REGARDING REMUNERATION OF DIRECTORS AND SUPERVISORS OF THE COMPANY FOR THE YEAR 2023
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

The EGM of China Reinsurance (Group) Corporation will be held by way of on-site meeting at the meeting room on 24th Floor, China Re Building, No. 11 Jinrong Avenue, Xicheng District, Beijing, the PRC on Friday, 28 November 2025 at 9:30 a.m.. The notice of the EGM is set out on pages 265 to 266 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM (i.e. before Thursday, 27 November 2025 at 9:30 a.m.) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

13 November 2025

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

"Articles of Association"	the articles of association of the Company as adopted at our Shareholders' general meetings held on 26 June 2015, 24 October 2017, 28 June 2018 and 27 June 2023, respectively, and approved by the former China Insurance Regulatory Commission on 9 July 2015 and 2 March 2016 and by the former CBIRC on 16 January 2019 and by the National Financial Regulatory Administration on 29 January 2024, respectively
"Board" or "Board of Directors"	the board of directors of the Company
"Board of Supervisors"	the board of supervisors of the Company
"Company"	China Reinsurance (Group) Corporation (中國再保險(集團)股份有限公司)
"Company Law"	the Company Law of the People's Republic of China (《中華人民共和國公司法》)
"Director(s)"	the director(s) of the Company
"EGM"	the first extraordinary general meeting of 2025 of the Company to be held by way of on-site meeting at the meeting room on 24th Floor, China Re Building, No.11 Jinrong Avenue, Xicheng District, Beijing, the PRC at 9:30 a.m. on Friday, 28 November 2025
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Ministry of Finance"	the Ministry of Finance of the PRC (中華人民共和國財政部)
"PRC" or "China"	the People's Republic of China, and for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region and Taiwan

"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including H shares and domestic shares
"Shareholder(s)"	holder(s) of the Share(s)
"Supervisor(s)"	the supervisor(s) of the Company



China Reinsurance (Group) Corporation
中國再保險(集團)股份有限公司

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

(Stock Code: 1508)

Executive Directors:
Mr. Zhuang Qianzhi *(Vice Chairman, acting on behalf of the chairman and legal representative)*
Ms. Zhu Xiaoyun

Non-executive Directors:
Mr. Yang Changsong
Ms. Jia Xiangxiang
Mr. Zhou Zheng

Independent non-executive Directors:
Mr. Dai Deming
Ms. Ye Mei
Mr. Keung Yui Fai

Registered office and headquarters:
No. 11 Jinrong Avenue
Xicheng District
Beijing
PRC

Principal place of business in Hong Kong:
Room 1618
Sun Hung Kai Centre
30 Harbour Road
Wan Chai
Hong Kong

13 November 2025

To the Shareholders

Dear Sir or Madam,

AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING
AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS
ABOLISHMENT OF THE BOARD OF SUPERVISORS
MATTERS REGARDING REMUNERATION OF DIRECTORS AND SUPERVISORS OF THE COMPANY FOR THE YEAR 2023
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

INTRODUCTION

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

RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the EGM for Shareholders to consider and approve the amendments to the Articles of Association.

In order to implement the laws and regulations, and industry regulatory requirements, and in light of the actual situation, the Company made adaptive amendments to the Articles of Association, which primarily include: first, in accordance with the Company Law which took effect from 1 July 2024, amendments to provisions regarding Shares, Shareholders and the functions and powers of the Shareholders' general meeting, the functions and powers of the Board, and the qualifications and obligations of Directors and senior management officers will be made, with the term "shareholders' general meeting" being uniformly changed to "shareholders' meeting"; second, the Company will no longer maintain the Board of Supervisors, the provisions in the Articles of Association relating to Supervisors and the Board of Supervisors will be deleted, and the relevant functions and powers of the Board of Supervisors as prescribed by the Company Law and regulatory regime will be exercised by the audit committee of the Board in the future; third, in accordance with revised regulatory requirements in recent years, adaptive adjustments will be made to provisions regarding the responsibilities of the chief compliance officer and corporate guarantees; fourth, due to the abolishment of the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) and relevant provisions of the Listing Rules being no longer in force, the provisions in relation to financial assistance for share purchases will be deleted or amended accordingly. The revised Articles of Association shall take effect from the date of approval by regulatory authorities. Details of the proposed amendments are set out in Appendix I to this circular.

The Company will propose at the EGM to approve the authorization of the chairman of the Board or the person exercising the functions and powers of the chairman of the Board to decide on further amendments to the Articles of Association, based on specific feedbacks (if any) from the Ministry of Finance, the insurance regulatory authority, the market supervision and administration authority, the Hong Kong Stock Exchange and other authorities.

The proposed amendments are subject to the approval by way of special resolution at the Shareholders' general meeting of the Company, and will become effective upon the approval of the insurance regulatory authority. The existing Articles of Association shall remain valid before the proposed amendments are approved by the insurance regulatory authority.

RESOLUTION ON THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

A special resolution will be proposed at the EGM for Shareholders to consider and approve the amendments to the Rules of Procedures of the General Meeting.

In order to implement the latest laws and regulations, and regulatory requirements, and in light of the actual situation, the Company made adaptive amendments to the Rules of Procedures of the General Meeting of China Reinsurance (Group) Corporation (the "**Rules of Procedures of the General Meeting**"), which primarily include: first, in accordance with the Company Law which took effect from 1 July 2024, the term "shareholders' general meeting" is uniformly changed to "shareholders' meeting", with the Rules of Procedures of the Shareholders' General Meeting being renamed as the Rules of Procedures of the General Meeting; adaptive amendments will be made to the functions and powers of the general meeting, the scope of ordinary resolutions of the general meeting and other contents. Second, the Company will no longer maintain the Board of Supervisors, and the relevant functions and powers of the Board of Supervisors as prescribed by the Company Law and regulatory regime will be exercised by the audit committee of the Board, therefore, adaptive amendments being made to the provisions on the convening and holding of extraordinary general meetings as well as the proposal of resolutions at the general meetings by the audit committee of the Board. Third, due to the abolishment of the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the contents related to the notice of general meetings and its service as stipulated by the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas will be deleted accordingly; and in accordance with the revised Listing Rules, amendments will be made to the contents related to the attendance and voting of the Shareholders and the exercise of relevant rights of the Shareholders. Fourth, in accordance with the amendments to the Articles of Association, adaptive amendments will be made to the Rules of Procedures of the General Meeting. Details of such proposed amendments are set out in Appendix II to this circular.

The Company will propose at the EGM to approve the authorization of the chairman of the Board or the person exercising the functions and powers of the chairman of the Board to decide on further amendments to the Rules of Procedures of the General Meeting, based on specific feedbacks (if any) from the Ministry of Finance, the insurance regulatory authority, the market supervision and administration authority, the Hong Kong Stock Exchange and other authorities. The Rules of Procedures of the General Meeting will go through the document issuance process and duly take effect after the Articles of Association being approved.

RESOLUTION ON THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS

A special resolution will be proposed at the EGM for Shareholders to consider and approve the amendments to the Rules of Procedures of the Board of Directors.

In order to implement the latest laws and regulations, and regulatory requirements, and in light of the actual situation, the Company made adaptive amendments to the Rules of Procedures of the Board of Directors of China Reinsurance (Group) Corporation (the "**Rules of Procedures of the Board of Directors**"), which primarily include: first, the name of the organ of power of the Company is adaptively changed, with the word of "shareholders' general meeting" being changed to "shareholders' meeting". Second, the Company will no longer maintain the Board of Supervisors, and the relevant functions and powers of the Board of

Supervisors as prescribed by the Company Law and regulatory regime will be exercised by the audit committee of the Board, therefore, adaptive amendments being made to the provisions on the convening and holding of extraordinary general meetings as well as the proposal of resolutions at the general meetings by the audit committee, and the provisions on the relevant functions and powers of the audit committee being added. Third, due to the abolishment of the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas and relevant provisions of the Listing Rules being no longer in force, the contents related to disposal of fixed assets and director nomination procedures will be deleted accordingly. Fourth, in accordance with the amendments to the Articles of Association, adaptive amendments will be made to the Rules of Procedures of the Board of Directors. Details of such proposed amendments are set out in Appendix III to this circular.

The Company will propose at the EGM to approve the authorization of the chairman of the Board or the person exercising the functions and powers of the chairman of the Board to decide on further amendments to the Rules of Procedures of the Board of Directors, based on specific feedbacks (if any) from the Ministry of Finance, the insurance regulatory authority, the market supervision and administration authority, the Hong Kong Stock Exchange and other authorities. The Rules of Procedures of the Board of Directors will go through the document issuance process and duly take effect after the Articles of Association being approved.

RESOLUTION ON THE ABOLISHMENT OF THE BOARD OF SUPERVISORS

A special resolution will be proposed at the EGM for Shareholders to consider and approve the abolishment of the Board of Supervisors.

In accordance with the Company Law and other laws and regulations, as well as the regulatory requirements, the Company will no longer maintain the Board of Supervisors, the functions and powers of the Board of Supervisors as prescribed by the Company Law and other laws and regulations shall be exercised by the audit committee of the Board, and the special committees under the Board of Supervisors shall be abolished simultaneously. The current members of the Board of Supervisors shall no longer serve as Supervisors or perform related duties of the Board of Supervisors. The Rules of Procedures of the Board of Supervisors of China Reinsurance (Group) Corporation and other corporate governance systems related to the Board of Supervisors shall be abolished accordingly.

The above adjustments shall take effect from the date on which the revised Articles of Association, as considered and approved at the EGM, have been approved by the National Financial Regulatory Administration. Before that, the Board of Supervisors will continue to exercise the functions and powers as prescribed by the Company Law and other laws and regulations, as well as the Articles of Association.

RESOLUTION ON MATTERS REGARDING REMUNERATION OF DIRECTORS AND SUPERVISORS OF THE COMPANY FOR THE YEAR 2023

An ordinary resolution will be proposed at the EGM for Shareholders to consider and approve the matters regarding remuneration of Directors and Supervisors of the Company for the year 2023.

I. Scope of Personnel

The personnel involved in this resolution include executive Directors, non-executive Directors, independent non-executive Directors, Shareholder representative Supervisors and employee representative Supervisors of the Company for the year 2023. Details are as follows:

No.	Name	Position in 2023	Term of office in 2023
1	He Chunlei	Executive Director	January to December
2	Zhuang Qianzhi	Executive Director	January to December
3	Wang Xiaoya	Non-executive Director	January to December
4	Li Bingquan	Non-executive Director	January to December
5	Yang Changsong	Non-executive Director	January to December
6	Li Wenfeng	Non-executive Director	August to December
7	Liu Xiaopeng	Non-executive Director	January to August
8	Jiang Bo	Independent non-executive Director	January to December
9	Dai Deming	Independent non-executive Director	August to December
10	Ye Mei	Independent non-executive Director	December
11	Hao Yansu	Independent non-executive Director	January to August
12	Li Sanxi	Independent non-executive Director	January to August
13	Mok Kam Sheung	Independent non-executive Director	January to August
14	Zhu Hailin	Chairman of the Board of Supervisors	January to December
15	Zhu Yong	Shareholder Representative Supervisor	January to December
16	Zeng Cheng	Shareholder Representative Supervisor	January to December
17	Qin Yueguang	Employee Representative Supervisor	January to December
18	Li Jingye	Employee Representative Supervisor	January to December

II. Basis of Remuneration

(1) Executive Directors and Chairman/Chairlady of the Board of Supervisors

According to the relevant requirements of the Ministry of Finance, the remuneration standards for the year 2023 of Mr. He Chunlei, Mr. Zhuang Qianzhi and Mr. Zhu Hailin are determined based on the Interim Administrative Measures for the Remuneration of Responsible Officers of Central Financial Enterprises (《中央金融企業負責人薪酬管理暫行辦法》) (Cai Jin [2015] No. 58) (hereinafter referred to as the "Measures") issued by the Ministry of Finance.

(2) Independent Non-executive Directors

The remuneration standards for the year 2023 of independent non-executive Directors of Ms. Jiang Bo, Mr. Dai Deming, Ms. Ye Mei, Mr. Hao Yansu, Mr. Li Sanxi and Ms. Mok Kam Sheung, who are the independent non-executive Directors, are determined in accordance with the Resolution on Matters Regarding Remuneration of Independent Directors for the Fourth Session of the Board of Directors of China Reinsurance (Group) Corporation, which was considered and approved at the first extraordinary general meeting of 2019 of the Company and the remuneration of independent non-executive Directors was received on a monthly basis. In particular, the remuneration standard for Ms. Mok Kam Sheung is RMB250,000 per year before tax; and the remuneration standard for other Directors is RMB200,000 per year per person before tax (chairmen of specialised committees of the Board are also entitled to a duty allowance of RMB50,000 per year before tax).

(3) Non-executive Directors and Shareholder Representative Supervisors

Non-executive Directors and Shareholder representative Supervisors do not receive remuneration in the Company.

(4) Employee Representative Supervisors

Employee representative Supervisors of the Company were concurrently served by employees, and received remuneration of employee instead of remuneration for concurrently serving as employee representative Supervisors in 2023.

III. Remuneration Standards

(1) Remuneration Standards of Executive Directors and Chairman/Chairlady of the Board of Supervisors

According to the requirements stipulated in the Measures, the remuneration standards of executive Directors and chairman/chairlady of the Board of Supervisors for the year 2023 are listed as below (unit: in RMB ten thousand before tax, same as below):

Name	Positions in 2023	Payroll months	Basic annual salary	Performance-based annual salary	Bonus for the years from 2021 to 2023	Total
He Chunlei	Secretary of the Party Committee, Chairman	January to December	38.43	42.54	49.84	130.81
Zhuang Qianzhi	Deputy Secretary of the Party Committee, Vice Chairman, President	January to December	38.43	40.99	46.04	125.46
Zhu Hailin	Deputy Secretary of the Party Committee, Chairman of the Board of Supervisors	January to December	38.43	40.99	26.29	105.71
Yuan Linjiang	Former Secretary of the Party Committee, former Chairman	–	–	–	24.83	24.83
Xiong Lianhua	Former Deputy Secretary of the Party Committee, former Chairlady of the Board of Supervisors	–	–	–	18.46	18.46

Notes:

1. The bonus for the years from 2021 to 2023 of persons in charge of the Company was paid in 2023.

2. Mr. Yuan Linjiang and Ms. Xiong Lianhua did not hold any positions in the Company in 2023. In accordance with the regime requirements of the Ministry of Finance, they received corresponding bonus income according to their actual term of office in the position and contributions.

(2) Remuneration Standards of Independent Non-executive Directors

The remuneration received by independent non-executive Directors of the Company for the year 2023 is as follows:

Name	Position	Payroll months	Remuneration standard
Jiang Bo	Independent Non-executive Director	January to December	25.00
Dai Deming	Independent Non-executive Director	August to December	8.62
Ye Mei	Independent Non-executive Director	December	0.86
Hao Yansu	Independent Non-executive Director	January to August	16.67
Li Sanxi	Independent Non-executive Director	January to August	16.67
Mok Kam Sheung	Independent Non-executive Director	January to August	16.67

IV. Payment of Remuneration

According to the Measures, the remuneration of Mr. He Chunlei, Mr. Zhuang Qianzhi, Mr. Zhu Hailin, Mr. Yuan Linjiang and Ms. Xiong Lianhua for the year 2023 will be settled in accordance with the above standards, and the outstanding portion will be paid in one lump sum.

V. Welfare Income

The welfare income of the executive Directors and chairman/chairlady of the Board of Supervisors of the Company for the year 2023 includes the contribution by the employer to social insurance, housing fund, enterprise annuity and supplementary medical insurance which comply with the requirements of the PRC, details of which are as follows:

Name	Contributions for social insurance, housing fund, enterprise annuity and supplementary medical insurance
He Chunlei	22.97
Zhuang Qianzhi	22.63
Zhu Hailin	22.97
Yuan Linjiang	–
Xiong Lianhua	–

THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

The EGM will be held by way of on-site meeting at the meeting room on 24th Floor, China Re Building, No. 11 Jinrong Avenue, Xicheng District, Beijing, the PRC on Friday, 28 November 2025 at 9:30 a.m. to consider and, if thought fit, to approve the resolutions in respect of the matters described above. A form of proxy has been sent to the Shareholders in accordance with the Listing Rules on 13 November 2025. The notice of the EGM is set out in this circular.

For the purpose of determining the identity of the Shareholders entitled to attend the EGM, the register of members of the Company will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares and domestic Shares whose names appear on the register of the members of the Company on Friday, 28 November 2025 shall be entitled to attend and vote at the EGM. For unregistered holders of H Shares who intend to attend the EGM, all transfer documents accompanied by the relevant Share certificates must be 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, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 24 November 2025 for Share registration.

Completion and return of a proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

The resolutions proposed at the EGM will be voted on by way of poll.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions set out in the notice of the EGM for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favour of all resolutions to be proposed at the EGM.

By order of the Board
China Reinsurance (Group) Corporation
Zhuang Qianzhi[1]
Vice Chairman

Note: On 18 September 2025, as considered and approved by the Board of Directors, Mr. Zhuang Qianzhi has been appointed as the chairman of the Board of the Company. He will formally assume office upon approval of his eligibility as the chairman of the Board by the National Financial Regulatory Administration. Before formally assuming office as the chairman of the Board, Mr. Zhuang Qianzhi shall act on behalf of the legal representative of the Company and the chairman of the Board from 18 September 2025 until the date on which he formally assumes office as the chairman of the Board. For details of the appointment of Mr. Zhuang Qianzhi, please refer to the announcement of the Company dated 18 September 2025.

Existing Articles of Association	Amended Articles of Association
Chapter 1 General Rules	**Chapter 1 General Rules**
Article 1 To safeguard the lawful rights and interests of China Reinsurance (Group) Corporation (the "Company" or "our Company"), its shareholders and creditors, and to regulate the organisation and acts of the Company, the Articles of Association (the "Articles of Association") have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, the Insurance Law of the People's Republic of China (the "Insurance Law"), the Letter of Opinions on Supplements and Amendments to Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and relevant laws, administrative regulations and regulatory requirements.	**Article 1** To safeguard the lawful rights and interests of China Reinsurance (Group) Corporation (the "Company" or "our Company"), its shareholders**, employees** and creditors, ~~and~~ to regulate the organisation and acts of the Company, **and to improve the modern corporate system with Chinese characteristics,** the Articles of Association (the "Articles of Association") have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, the Insurance Law of the People's Republic of China (the "Insurance Law"), ~~the Letter of Opinions on Supplements and Amendments to Articles of Association of Companies to be Listed in Hong Kong,~~ the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and relevant laws, administrative regulations and regulatory requirements.
Article 4 Registered name of the Company: 中國再保險(集團)股份有限公司 Chinese Abbreviation: 中再集團 English name: China Reinsurance (Group) Corporation English Abbreviation: China Re English Acronym: CRGC	**Article 4** Registered name of the Company: 中國再保險(集團)股份有限公司 Chinese Abbreviation: ~~中再集團~~**中國再保** English name: China Reinsurance (Group) Corporation English Abbreviation: China Re English Acronym: CRGC
Article 7 The chairman serves as the Company's legal representative.	**Article 7** The chairman serves as the Company's legal representative. **Where the chairman resigns, he shall be deemed to have resigned from the position of the legal representative at the same time.**

Existing Articles of Association	Amended Articles of Association
Article 8 The Articles of Association shall be the highest code of conduct by which the Company and its shareholders, directors, supervisors, president and other senior management officers shall abide when dealing with company matters. The Articles of Association shall be a legally binding document that regulates the organisation and acts of the Company, the rights and obligations between the Company and the shareholders and among the shareholders from the date on which it becomes effective. The Articles of Association shall be binding upon the Company and its shareholders, directors, supervisors, president and other senior management officers. All the above persons may make claims about the rights and obligations related to Company matters in accordance with the Articles of Association. Where directors, supervisors, president and other senior management officers violate the PRC laws, administrative regulations, regulatory requirements and provisions in the Articles of Association, they shall be liable for the losses caused to the Company and its shareholders as a result of such violation. According to the Articles of Association, shareholders may initiate proceedings against other shareholders, directors, supervisors, president or other senior management officers, while the Company may initiate proceedings against shareholders, directors, supervisors, president or other senior management officers. The proceedings mentioned in the preceding paragraph shall include proceedings initiated in a court or an application made to an arbitration body for arbitration. In case of any discrepancy between the promoters' agreement, shareholders' capital contribution agreement or other shareholders' agreements of the Company and the Articles of Association, the Articles of Association shall prevail.	**Article 8** The Articles of Association shall be the highest code of conduct by which the Company and its shareholders, directors, ~~supervisors,~~ president and other senior management officers shall abide when dealing with company matters. The Articles of Association shall be a legally binding document that regulates the organisation and acts of the Company, the rights and obligations between the Company and the shareholders and among the shareholders from the date on which it becomes effective. The Articles of Association shall be binding upon the Company and its shareholders, directors, ~~supervisors,~~ president and other senior management officers. All the above persons may make claims about the rights and obligations related to Company matters in accordance with the Articles of Association. Where directors, ~~supervisors,~~ president and other senior management officers violate the ~~PRC~~ laws, administrative regulations, regulatory requirements and provisions in the Articles of Association, they shall be liable for the losses caused to the Company and its shareholders as a result of such violation. According to the Articles of Association, shareholders may initiate proceedings against other shareholders, directors, ~~supervisors,~~ president or other senior management officers, while the Company may initiate proceedings against shareholders, directors, ~~supervisors,~~ president or other senior management officers. The proceedings mentioned in the preceding paragraph shall include proceedings initiated in a court or an application made to an arbitration body for arbitration. In case of any discrepancy between the promoters' agreement, shareholders' capital contribution agreement or other shareholders' agreements of the Company and the Articles of Association, the Articles of Association shall prevail.

Existing Articles of Association	Amended Articles of Association
Article 9 Senior management officers mentioned herein refer to the Company's president, vice president, chief financial officer, Board secretary and other managerial personnel appointed by the Board of Directors. The qualifications of the Company's directors, supervisors, president and other senior management officers shall be approved by the insurance regulatory authority.	**Article 9** Senior management officers mentioned herein refer to the Company's president, vice president, **assistant to president,** chief financial officer, Board secretary and other managerial personnel appointed by the Board of Directors. The qualifications of the Company's directors, ~~supervisors,~~ president and other senior management officers shall be approved by the insurance regulatory authority.
Article 14 The Company shall, pursuant to the PRC laws, administrative regulations and regulatory requirements, establish and optimise the basic systems for its operation, and develop management systems in respect of financial and accounting, labour employment, related transactions, information disclosure, risk management, internal control and compliance, and internal audit. The Company's shareholders' general meeting, Board of Directors, Board of Supervisors, president and other senior management officers perform their respective functions and duties in accordance with PRC laws, administrative regulations, regulatory requirements and the Articles of Association.	**Article 14** The Company shall, pursuant to the ~~PRC~~ laws, administrative regulations and regulatory requirements, establish and optimise the basic systems for its operation, and develop management systems in respect of financial and accounting, labour employment, related transactions, information disclosure, risk management, internal control and compliance, and internal audit. The Company's shareholders' ~~general~~ meeting, Board of Directors, ~~Board of Supervisors,~~ president and other senior management officers perform their respective functions and duties in accordance with ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association.
Chapter 2 Business Objectives and Scope	**Chapter 2 Business Objectives and Scope**
Article 16 The Company's business objectives are: to become a world-class diversified reinsurance group with core competitiveness by continuing its market-oriented reforms, professional operation and internationalisation in accordance with the PRC laws and administrative regulations; leverage its overall strength by enhancing its innovation, service and risk management capabilities; protect the interests of the Company, employees and shareholders; achieve sustainable development of the Company.	**Article 16** The Company's business objectives are: to become a world-class diversified reinsurance group with core competitiveness by continuing its market-oriented reforms, professional operation and internationalisation in accordance with the ~~PRC~~ laws and administrative regulations; leverage its overall strength by enhancing its innovation, service and risk management capabilities; protect the interests of the Company, employees and shareholders; achieve sustainable development of the Company.
Chapter 3 Registered Capital and Shares	**Chapter 3 Registered Capital and Shares**
Section 1 Issuance of Shares	**Section 1 Issuance of Shares**
Article 20 The Company shall have ordinary shares at any time; upon approval from the departments in charge of company examination authorised by the State Council, the Company may have other kinds of shares when needed.	**Article 20** The Company shall have ordinary shares at any time; upon approval from the departments in charge of company examination authorised by the State Council, the Company may have other kinds of shares **in accordance with relevant laws and regulations** when needed.

Existing Articles of Association	Amended Articles of Association
Article 22 Subject to the approval of the securities regulatory authority under the State Council, the Company may issue shares to domestic and foreign investors. For the purposes of the preceding paragraph, the term "foreign investors" shall refer to investors from foreign countries, Hong Kong Special Administrative Region, Macau Special Administrative Region or Taiwan who subscribe for shares issued by the Company, and the term "domestic investors" shall refer to investors within the People's Republic of China (other than the above-mentioned regions) who subscribe for shares issued by the Company.	**Article 22** Subject to ~~the approval of~~ **registration or filing with** the securities regulatory authority under the State Council, the Company may issue shares to domestic and foreign investors. For the purposes of the preceding paragraph, the term "foreign investors" shall refer to investors from foreign countries, Hong Kong Special Administrative Region, Macau Special Administrative Region or Taiwan who subscribe for shares issued by the Company, and the term "domestic investors" shall refer to investors within the People's Republic of China (other than the above-mentioned regions) who subscribe for shares issued by the Company.
Article 23 Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies shall be referred to as foreign invested shares. Shares listed and traded on overseas stock exchange with approvals from the authorised department of the State Council and overseas securities regulatory authority are referred to as overseas listed shares. Foreign currencies mentioned in the preceding paragraph refer to legal tenders of other countries or regions other than Renminbi that are recognised by the foreign exchange authority of the PRC and can be used to pay the Company for the shares.	**Article 23** Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies shall be referred to as foreign invested shares. Shares listed and traded on overseas stock exchange ~~with approvals from the authorised department of the State Council and overseas securities regulatory authority~~ **by the Company in accordance with laws** are referred to as overseas listed shares. Foreign currencies mentioned in the preceding paragraph refer to legal tenders of other countries or regions other than Renminbi that are recognised by the foreign exchange authority of the PRC and can be used to pay the Company for the shares.

Existing Articles of Association	Amended Articles of Association
Article 26 In respect of the Company's plans to issue overseas listed shares and domestic shares approved by the securities regulatory authority of the State Council, the Board of Directors of the Company may make respective arrangements for the issue of shares. The Company may implement its plan to separately issue overseas listed shares and domestic shares as prescribed in the preceding paragraph within 15 months from the date of obtaining approval from the securities regulatory authority of the State Council. Shareholders of unlisted shares of the Company may trade their shares overseas in accordance with the PRC laws, administrative regulations and regulatory requirements. Listing and trading of such shares on an overseas stock exchange shall comply with the regulatory procedures, rules and requirements of the overseas securities market. The listing and trading of listed shares on an overseas stock exchange does not need to be voted on by convening a class shareholders' meeting.	**Article 26** ~~In respect of the Company's plans to issue overseas listed shares and domestic shares approved by the securities regulatory authority of the State Council, the Board of Directors of the Company may make respective arrangements for the issue of shares.~~ ~~The Company may implement its plan to separately issue overseas listed shares and domestic shares as prescribed in the preceding paragraph within 15 months from the date of obtaining approval from the securities regulatory authority of the State Council.~~ Shareholders of unlisted shares of the Company may trade their shares overseas in accordance with the ~~PRC~~ laws, administrative regulations and regulatory requirements. Listing and trading of such shares on an overseas stock exchange shall comply with the regulatory procedures, rules and requirements of the overseas securities market. The listing and trading of listed shares on an overseas stock exchange does not need to be voted on by convening a class shareholders' meeting.
Article 27 Where the Company issues overseas listed shares and domestic shares respectively within the total number of shares specified in the issuance plan, the respective shares shall be issued in full at one time. If in special circumstances where it is impossible for the shares to be issued at one time, such issue may be made in several tranches subject to the approval by the securities regulatory authority of the State Council.	~~**Article 27** Where the Company issues overseas listed shares and domestic shares respectively within the total number of shares specified in the issuance plan, the respective shares shall be issued in full at one time. If in special circumstances where it is impossible for the shares to be issued at one time, such issue may be made in several tranches subject to the approval by the securities regulatory authority of the State Council.~~

Existing Articles of Association	Amended Articles of Association
Section 2 Increase, Reduction and Repurchase of Shares	**Section 2 Increase, Reduction and Repurchase of Shares**
Article 28 The Company may, based on its requirements for operation and development and in accordance with the PRC laws, administrative regulations and regulatory requirements, increase its capital in the following ways after obtaining consent in shareholders' general meeting and approval from the relevant regulatory authorities: (1) non-public offering of shares; (2) public offering of shares; (3) placing shares to its existing shareholders; (4) distributing bonus shares to its existing shareholders; (5) converting capital reserve to our share capital; and (6) any other way as permitted by the PRC laws, administrative regulations and relevant regulatory authorities. The Company's increase of registered capital shall be conducted pursuant to the Company Law, the relevant provisions of the insurance regulatory authority and other regulatory authorities as well as the procedures stipulated in the Articles of Association.	~~**Article 28**~~ **Article 27** The Company may, based on its requirements for operation and development and in accordance with the ~~PRC~~ laws, administrative regulations and regulatory requirements, increase its capital in the following ways after obtaining consent in shareholders' ~~general~~ meeting and approval from the relevant regulatory authorities: (1) non-public offering of shares; (2) public offering of shares; (3) placing shares to its existing shareholders; (4) distributing bonus shares to its existing shareholders; (5) converting capital reserve to our share capital; and (6) any other way as permitted by the ~~PRC~~ laws, administrative regulations and relevant regulatory authorities. The Company's increase of registered capital shall be conducted pursuant to the Company Law, the relevant provisions of the insurance regulatory authority and other regulatory authorities as well as the procedures stipulated in the Articles of Association.

Existing Articles of Association	Amended Articles of Association
Article 29 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital. The Company's reduction of share capital shall be conducted in accordance with the Company Law, the relevant provisions of the insurance regulatory authority and other regulatory authorities as well as the procedures stipulated in the Articles of Association. When the Company reduces its registered capital, it must draw up a balance sheet and a list of properties. The Company shall notify its creditors within ten days of the date of the Company's resolution for reduction of share capital and shall publish at least three notices in a newspaper within 30 days of the date of such resolution. A creditor has the right within 30 days of receiving the notice or, in the case of a creditor who does not receive the notice, within 45 days of the date of the first public notice, to demand the Company to repay its debts or provide guarantee for such debt. The Company's registered capital after reduction shall not be less than the statutory minimum amount. The change in the registered capital of the Company shall be submitted to the insurance regulatory authority for approval and shall be registered with the registration authority in accordance with law.	~~**Article 29**~~ **Article 28** In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital. The Company's reduction of share capital shall be conducted in accordance with the Company Law, the relevant provisions of the insurance regulatory authority and other regulatory authorities as well as the procedures stipulated in the Articles of Association. When the Company reduces its registered capital, it ~~must~~**shall** draw up a balance sheet and a list of properties. The Company shall notify its creditors within ten days of the date of the Company's resolution for reduction of share capital **at a shareholders' meeting** and shall publish ~~at least three notices~~**a public notice** in a newspaper **or on the National Enterprise Credit Information Publicity System** within 30 days of the date of such resolution. A creditor has the right within 30 days of receiving the notice or, in the case of a creditor who does not receive the notice, within 45 days of the date of the ~~first~~ public notice, to demand the Company to repay its debts or provide guarantee for such debt. **Where the Company still has losses after making up for its losses in accordance with Article 175 of the Articles of Association, it may reduce its registered capital to make up for such losses. Where the registered capital is reduced in accordance with this paragraph, the provisions of the third paragraph of this Article shall not be applicable, and a public notice shall be published in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date when a resolution for reduction of registered capital is made at a shareholders' meeting.** The Company's registered capital after reduction shall not be less than the statutory minimum amount. The change in the registered capital of the Company shall be submitted to the insurance regulatory authority for approval and shall be registered with the registration authority in accordance with law.

Existing Articles of Association	Amended Articles of Association
Article 30 The Company may repurchase its own shares in accordance with the law under the following circumstances: (1) reduce the registered capital of the Company; (2) merger with another company holding shares in the Company; (3) grant the shares for the employee's share scheme or as equity incentives;	~~**Article 30**~~ **Article 29** The Company may repurchase its own shares in accordance with the law under the following circumstances: (1) reduce the registered capital of the Company; (2) merger with another company holding shares in the Company; (3) ~~grant the shares for the employee's share scheme or as equity incentives;~~

Existing Articles of Association	Amended Articles of Association
(4) shareholders request the Company to repurchase shares held by those shareholders who dispute the resolutions passed during shareholders' general meetings in relation to the merger or division of the Company; or	~~(4)~~ shareholders request the Company to repurchase shares held by those shareholders who dispute the resolutions passed during shareholders' ~~general~~ meetings in relation to the merger or division of the Company; or
(5) Use the shares for the conversion of the convertible bonds issued by the Company;	(~~5~~**4**) Use the shares for the conversion of the convertible bonds issued by the Company;
(6) as a necessary measure to safeguard the value of the Company and interests of the shareholders;	(~~6~~**5**) as a necessary measure to safeguard the value of the Company and interests of the shareholders;
(7) other circumstances permitted by the PRC laws, administrative regulations and regulatory requirements.	(~~7~~**6**) other circumstances permitted by ~~the PRC~~ laws, administrative regulations and regulatory requirements.
When the Company is to repurchase its shares, approval shall be obtained in shareholders' general meeting, except for the repurchase of its own shares because of the circumstance (4) set out above.	When the Company is to repurchase its shares, approval shall be obtained in shareholders' ~~general~~ meeting, except for the repurchase of its own shares because of the circumstance (~~4~~**3**) set out above.
Under the circumstance set out in (1), the shares shall be cancelled within ten days of repurchase; under the circumstances set out in (2) and (4), the shares shall be transferred or cancelled within six months of repurchase; In the case of (3), (5) and (6), the total number of the Company's shares held shall not exceed ten percent of the total issued shares of the Company, and shall be transferred or cancelled within three years.	Under the circumstance set out in (1), the shares shall be cancelled within ten days of repurchase; under the circumstances set out in (2) and (~~4~~**3**), the shares shall be transferred or cancelled within six months of repurchase; In the case of (~~3~~**4**)~~,~~ **and** (5)~~ and (6)~~, the total number of the Company's shares held shall not exceed ten percent of the total issued shares of the Company, and shall be transferred or cancelled within three years.
Other than the above circumstances, the Company may not purchase or sell its own shares.	Other than the above circumstances, the Company ~~may~~**shall** not **acquire** ~~purchase or sell~~ its own shares.
Where relevant provisions of the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed have other provisions on the repurchase of the Company's shares, such provisions shall prevail.	Where relevant provisions of the securities regulatory authorities and the stock exchange in the place where the Company's shares are listed have other provisions on the repurchase of the Company's shares, such provisions shall prevail.

Existing Articles of Association	Amended Articles of Association
Article 31 The Company may repurchase its shares in one of the following ways with approval from relevant governing authorities of the State: (1) Making a pro rata offer of repurchase to all of its shareholders; (2) Repurchasing shares through public dealing on a stock exchange; (3) Repurchasing shares by an off-market agreement; or (4) Other ways permitted by the PRC laws, administrative regulations and regulatory requirements or by relevant securities regulatory authorities or stock exchange of the place where the Company's shares are listed. When the Company is to repurchase its shares under the circumstances set out in paragraph 1 (3), (5) or (6) of Article 30 of the Articles of Association, it shall do so through an open centralised trading.	~~**Article 31**~~ **Article 30** ~~The Company may repurchase its shares in one of the following ways with approval from relevant governing authorities of the State:~~ ~~(1) Making a pro rata offer of repurchase to all of its shareholders;~~ ~~(2) Repurchasing shares through public dealing on a stock exchange;~~ ~~(3) Repurchasing shares by an off-market agreement; or~~ ~~(4) Other ways permitted by the PRC laws, administrative regulations and regulatory requirements or by relevant securities regulatory authorities or stock exchange of the place where the Company's shares are listed.~~ ~~When the Company is to repurchase its shares under the circumstances set out in paragraph 1 (3), (5) or (6) of Article 30 of the Articles of Association, it shall do so through an open centralised trading.~~ **When the Company is to acquire its shares, it shall do so through an open centralised trading or other ways in accordance with laws, regulations, regulatory requirements and relevant provisions of the securities regulatory authorities and the stock exchange of the place where the Company's shares are listed.**

Existing Articles of Association	Amended Articles of Association
Article 32 Where the Company is to repurchase its shares through off-market agreement, prior approval shall be obtained from shareholders at a general meeting in accordance with the Articles of Association. With prior approval by shareholders at a general meeting obtained in the same manner, the Company may rescind or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts. The contracts to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to buy back or to acquire of the right to buy back. The Company shall not assign a contract for the repurchase of its own shares or any of its rights thereunder. Where the Company has the right to purchase redeemable shares, the purchase price shall be limited to a maximum price if the purchases are not made through a stock exchange or by tender. If purchases are made by tender, tenders shall be made available to all shareholders on the same terms.	~~**Article 32** Where the Company is to repurchase its shares through off-market agreement, prior approval shall be obtained from shareholders at a general meeting in accordance with the Articles of Association. With prior approval by shareholders at a general meeting obtained in the same manner, the Company may rescind or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.~~ ~~The contracts to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to buy back or to acquire of the right to buy back.~~ ~~The Company shall not assign a contract for the repurchase of its own shares or any of its rights thereunder.~~ ~~Where the Company has the right to purchase redeemable shares, the purchase price shall be limited to a maximum price if the purchases are not made through a stock exchange or by tender. If purchases are made by tender, tenders shall be made available to all shareholders on the same terms.~~
Article 33 For the portion of shares cancelled due to the repurchase of the Company's own shares, such shares shall be cancelled within a time limit as required by the laws and administrative regulations and application for the change of registered capital shall be filed with the original registration authority of the Company. The aggregate par value of the shares cancelled due to the repurchase of the Company's own shares shall be deducted from the Company's registered capital.	~~**Article 33** For the portion of shares cancelled due to the repurchase of the Company's own shares, such shares shall be cancelled within a time limit as required by the laws and administrative regulations and application for the change of registered capital shall be filed with the original registration authority of the Company.~~ ~~The aggregate par value of the shares cancelled due to the repurchase of the Company's own shares shall be deducted from the Company's registered capital.~~

Existing Articles of Association	Amended Articles of Association
Article 34 Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its issued shares:	~~**Article 34** Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its issued shares:~~
(1) Where the Company repurchases its own shares at par value, payment shall be deducted from the book balance of distributable profits of the Company and the proceeds from the new share issue for the purposes of repurchasing the existing shares;	~~(1) Where the Company repurchases its own shares at par value, payment shall be deducted from the book balance of distributable profits of the Company and the proceeds from the new share issue for the purposes of repurchasing the existing shares;~~
(2) Where the Company repurchases its own shares at a price higher than the par value, the portion equivalent to the par value shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issue for the purposes of repurchasing the existing shares; the portion beyond the par value shall be handled as follows:	~~(2) Where the Company repurchases its own shares at a price higher than the par value, the portion equivalent to the par value shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issue for the purposes of repurchasing the existing shares; the portion beyond the par value shall be handled as follows:~~
1. If the shares repurchased are issued at par value, the payment shall be deducted from the book balance of the distributable profits of the Company;	~~1. If the shares repurchased are issued at par value, the payment shall be deducted from the book balance of the distributable profits of the Company;~~
2. If the shares repurchased were issued at a price higher than the par value, payment shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issue for the purposes of repurchasing the existing shares; however, the amount deducted from the proceeds from the new share issue shall neither exceed the aggregate premium from the issue of the existing shares repurchased nor shall it exceed the amount (including the premiums from the new share issue) in the premium account (or the capital reserve account) at the time of repurchase.	~~2. If the shares repurchased were issued at a price higher than the par value, payment shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issue for the purposes of repurchasing the existing shares; however, the amount deducted from the proceeds from the new share issue shall neither exceed the aggregate premium from the issue of the existing shares repurchased nor shall it exceed the amount (including the premiums from the new share issue) in the premium account (or the capital reserve account) at the time of repurchase.~~

Existing Articles of Association	Amended Articles of Association
(3) Payments for the following purposes shall be made out of the Company's distributable profits: 1. Acquisition of the right to repurchase shares of the Company; 2. Modification of any contract to repurchase shares of the Company; or 3. Release of any of the Company's obligation under any contract for the repurchase of its shares. (4) After the total par value of the cancelled shares is deducted from the Company's registered capital in accordance with relevant requirements, the amount deducted from the distributable profits for the repurchase of the shares at par value shall be included in the Company's premium account (or its capital reserve account). (5) Any other requirements which are otherwise required by the laws, administrative regulations, regulatory requirements and relevant provisions of the securities regulatory authorities or stock exchange of the place where the Company's shares are listed in respect of financial issues involved in share repurchase shall be followed.	~~(3) Payments for the following purposes shall be made out of the Company's distributable profits:~~ ~~1. Acquisition of the right to repurchase shares of the Company;~~ ~~2. Modification of any contract to repurchase shares of the Company; or~~ ~~3. Release of any of the Company's obligation under any contract for the repurchase of its shares.~~ ~~(4) After the total par value of the cancelled shares is deducted from the Company's registered capital in accordance with relevant requirements, the amount deducted from the distributable profits for the repurchase of the shares at par value shall be included in the Company's premium account (or its capital reserve account).~~ ~~(5) Any other requirements which are otherwise required by the laws, administrative regulations, regulatory requirements and relevant provisions of the securities regulatory authorities or stock exchange of the place where the Company's shares are listed in respect of financial issues involved in share repurchase shall be followed.~~
Section 3 Transfer and Pledge of Shares	**Section 3 Transfer and Pledge of Shares**
Article 35 Unless otherwise required by the laws, administrative regulations and the requirements of the securities regulatory authority or stock exchange of the place where the shares of the Company are listed, the fully-paid shares of the Company are freely transferrable and free and clear of any lien. Transfer of the Company's shares must comply with the relevant provisions of the insurance regulatory authority and other regulatory authorities as well as those stipulated in the Articles of Association. Transfer of the Company's shares shall be registered with the share registrar appointed by the Company.	~~**Article 35**~~ **Article 31** ~~Unless otherwise required by the laws, administrative regulations and the requirements of the securities regulatory authority or stock exchange of the place where the shares of the Company are listed, the fully-paid shares of the Company are freely transferrable and free and clear of any lien.~~ Transfer of the Company's shares ~~must~~**shall** comply with **laws, regulations and** the relevant provisions of the insurance regulatory authority and other regulatory authorities as well as ~~those stipulated in~~ the Articles of Association. Transfer of the Company's shares shall be registered with the share registrar appointed by the Company.

Existing Articles of Association	Amended Articles of Association
Article 36 No shares issued prior to the Company's initial public offering of shares shall be transferred within one year since the date when the shares of the Company are listed in the stock exchange. Directors, supervisors, president and other senior management officers of the Company shall report their shareholdings in the Company and the respective changes. During his/her tenure, no shares exceeding 25% of his/her total shareholding in the Company shall be transferred within one year; and no transfer of shares held by him/her shall be allowed within one year since the date when the shares in the Company are listed. The aforesaid personnel shall not transfer the shares held by him/her within half a year after leaving his/her office.	~~**Article 36**~~ **Article 32** No shares issued prior to the Company's initial public offering of shares shall be transferred within one year since the date when the shares of the Company are listed in the stock exchange. Directors, ~~supervisors,~~ president and other senior management officers of the Company shall report their shareholdings in the Company and the respective changes. During his/her tenure **as determined at the time of taking office**, no shares exceeding 25% of his/her total shareholding in the Company shall be transferred within one year; and no transfer of shares held by him/her shall be allowed within one year since the date when the shares in the Company are listed. The aforesaid personnel shall not transfer the shares held by him/her within half a year after leaving his/her office.
Article 37 All fully-paid overseas listed foreign shares listed in Hong Kong are freely transferrable under the Articles of Association, provided that the Board may refuse to acknowledge any transfer document without reason unless the following conditions are met: (1) The transfer documents and other documents which relate to or may affect the title of any shares shall be registered and fees in connection with such registration shall be paid to the Company at a standard fee prescribed in the Hong Kong Listing Rules; (2) The transfer documents only relate to overseas listed foreign shares listed on the Hong Kong Stock Exchange; (3) The stamp duty which is payable for the transfer documents under Hong Kong laws has been duly paid; (4) The relevant share certificate(s) and any other evidence which the Board may reasonably require to show that the transferor has the right to transfer the shares have been provided;	~~**Article 37**~~ **Article 33** ~~All fully-paid overseas listed foreign shares listed in Hong Kong are freely transferrable under the Articles of Association, provided that the Board may refuse to acknowledge any transfer document without reason unless the following conditions are met:~~ ~~(1) The transfer documents and other documents which relate to or may affect the title of any shares shall be registered and fees in connection with such registration shall be paid to the Company at a standard fee prescribed in the Hong Kong Listing Rules;~~ ~~(2) The transfer documents only relate to overseas listed foreign shares listed on the Hong Kong Stock Exchange;~~ ~~(3) The stamp duty which is payable for the transfer documents under Hong Kong laws has been duly paid;~~ ~~(4) The relevant share certificate(s) and any other evidence which the Board may reasonably require to show that the transferor has the right to transfer the shares have been provided;~~

Existing Articles of Association	Amended Articles of Association
(5) Where the shares are intended to be transferred to joint holders, the number of such joint shareholders shall not be more than four; and (6) The shares shall be free and clear of any lien of the Company. If the Board rejects to register the transfer of shares, the Company shall, within two months from the date when duly application for the transfer was submitted, give a notice of rejection on the registration of such transfer of shares to the transferor and transferee. All transfers of overseas listed foreign shares listed in Hong Kong (including standard transfer form or other form of transfer as required by the Hong Kong Stock Exchange from time to time) shall adopt written instruments of transfer in an ordinary or usual form or in any other form acceptable to the Board. The instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) by the company's seal. Where the transferor or transferee is a recognised clearing house ("Recognised Clearing House") as defined by the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), or its nominee, the transfer form may be signed by hand or in a machine-imprinted format.	~~(5) Where the shares are intended to be transferred to joint holders, the number of such joint shareholders shall not be more than four; and~~ ~~(6) The shares shall be free and clear of any lien of the Company.~~ ~~If the Board rejects to register the transfer of shares, the Company shall, within two months from the date when duly application for the transfer was submitted, give a notice of rejection on the registration of such transfer of shares to the transferor and transferee.~~ ~~All transfers of overseas listed foreign shares listed in Hong Kong (including standard transfer form or other form of transfer as required by the Hong Kong Stock Exchange from time to time) shall adopt written instruments of transfer in an ordinary or usual form or in any other form acceptable to the Board. The instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) by the company's seal. Where the transferor or transferee is a recognised clearing house ("Recognised Clearing House") as defined by the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), or its nominee, the transfer form may be signed by hand or in a machine-imprinted format.~~ **Overseas listed shares are freely transferrable in accordance with laws, regulations, regulatory requirements, relevant provisions of the securities regulatory authorities and the stock exchange of the place where the Company's shares are listed and the provisions in the Articles of Association.**
Article 38 The Company shall not accept any shares of the Company as the subject of pledge.	**~~Article 38~~ Article 34** The Company shall not accept any shares of the Company as the subject of pledge.

Existing Articles of Association	Amended Articles of Association
Article 39 Shareholders shall go through relevant procedures in accordance with law when transferring or pledging the Company's shares. For shareholders holding more than 5% of the shares of the Company who wish to transfer the shares of the Company, they shall report in writing to the Company within 15 working days from the date of signing the share transfer agreement.	~~**Article 39**~~ **Article 35** Shareholders shall go through relevant procedures in accordance with law when transferring or pledging the Company's shares. For shareholders holding more than 5% of the shares of the Company who wish to transfer the shares of the Company, they shall report in writing to the Company within 15 working days from the date of signing the share transfer agreement.
	Article 36 The Company shall not provide gifts, loans, guarantees or other financial assistance to any other persons for the acquisition of shares of the Company or controlling shareholders. **For the interests of the Company, upon a resolution of the shareholders' meeting, or a resolution of the Board in accordance with the Articles of Association or the authorisation of the shareholders' meeting, the Company may offer financial assistance to other persons for the acquisition of shares of the Company or controlling shareholders, 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.** **In the event of any violation against the provisions of the preceding two paragraphs which causes losses to the Company, the responsible directors and senior management officers shall be liable for compensation.**

Existing Articles of Association	Amended Articles of Association
Chapter 4 Financial Assistance for the Acquisition of Shares	~~**Chapter 4 Financial Assistance for the Acquisition of Shares**~~
Article 40 The Company or its subsidiaries shall not, at any time or in any manner, provide any financial assistance to any person who acquires or intends to acquire the shares of the Company, including persons who directly or indirectly assume relevant obligations as a result of purchasing shares of the Company. The Company or its subsidiaries shall not, at any time or in any manner, provide any financial assistance for the aforementioned obligors to reduce or relieve them of their obligations. The Company shall not provide financial assistance in the form of borrowings or guarantees to the directors, supervisors and senior management officers for purchasing the shares of the Company. This Article shall not apply in the circumstances stated in Article 42.	~~**Article 40** The Company or its subsidiaries shall not, at any time or in any manner, provide any financial assistance to any person who acquires or intends to acquire the shares of the Company, including persons who directly or indirectly assume relevant obligations as a result of purchasing shares of the Company.~~ ~~The Company or its subsidiaries shall not, at any time or in any manner, provide any financial assistance for the aforementioned obligors to reduce or relieve them of their obligations.~~ ~~The Company shall not provide financial assistance in the form of borrowings or guarantees to the directors, supervisors and senior management officers for purchasing the shares of the Company.~~ ~~This Article shall not apply in the circumstances stated in Article 42.~~

Existing Articles of Association	Amended Articles of Association
Article 41 "Financial assistance" referred to in this chapter includes (without limitation) the following meanings:	~~**Article 41** "Financial assistance" referred to in this chapter includes (without limitation) the following meanings:~~
(1) gift;	~~(1) gift;~~
(2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company's own default), release or waiver of any rights;	~~(2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company's own default), release or waiver of any rights;~~
(3) provision of loan or entering into a contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or contract; and	~~(3) provision of loan or entering into a contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or contract; 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 substantial extent.	~~(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 substantial extent.~~
"Incurs an obligation" mentioned in this chapter includes the obligations of the obligor by signing a contract or making an arrangement (regardless of whether or not the aforesaid agreement or arrangement is enforceable, or whether or not such obligations are assumed by the obligor individually or jointly with any other person), or changing its financial condition in any other way.	~~"Incurs an obligation" mentioned in this chapter includes the obligations of the obligor by signing a contract or making an arrangement (regardless of whether or not the aforesaid agreement or arrangement is enforceable, or whether or not such obligations are assumed by the obligor individually or jointly with any other person), or changing its financial condition in any other way.~~

Existing Articles of Association	Amended Articles of Association
Article 42 The following activities shall not be deemed to be prohibited activities stated in Article 40 of the Articles of Association:	~~**Article 42** The following activities shall not be deemed to be prohibited activities stated in Article 40 of the Articles of Association:~~
(1) the provision of financial assistance by the Company is given in good faith in the interest of the Company, and the principal purpose in giving the financial assistance is not for the acquisition of the Company's shares, or the giving of the financial assistance is an incidental part of a plan of the Company;	~~(1) the provision of financial assistance by the Company is given in good faith in the interest of the Company, and the principal purpose in giving the financial assistance is not for the acquisition of the Company's shares, or the giving of the financial assistance is an incidental part of a plan of the Company;~~
(2) the lawful distribution of the Company's assets by way of dividend;	~~(2) the lawful distribution of the Company's assets by way of dividend;~~
(3) the allotment of bonus shares of the Company as dividends;	~~(3) the allotment of bonus shares of the Company as dividends;~~
(4) a reduction of registered capital, a repurchase of the Company's shares or a reorganisation of the share capital structure of the Company in accordance with the Articles of Association;	~~(4) a reduction of registered capital, a repurchase of the Company's shares or a reorganisation of the share capital structure of the Company in accordance with the Articles of Association;~~
(5) the lending of money by the Company within its scope of business, where the lending of money is part of the scope and in the ordinary course of business of the Company (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company); or	~~(5) the lending of money by the Company within its scope of business, where the lending of money is part of the scope and in the ordinary course of business of the Company (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company); or~~
(6) the provision of money by the Company for an employee shareholding scheme (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).	~~(6) the provision of money by the Company for an employee shareholding scheme (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).~~

Existing Articles of Association	Amended Articles of Association
Chapter 5 Share Certificates and Register of Members	**Chapter ~~5~~ 4 Share Certificates and Register of Members**
Article 43 The Company's share certificates shall be in registered form. The share certificates of the Company shall, in addition to those provided in the Company Law, contain other items required to be specified by the stock exchange(s) on which the shares of the Company are listed. The Company may issue overseas listed shares in form of depository receipts or other derivative means of shares in accordance with the law and the practice of registration and depository of securities in the listing place.	**~~Article 43~~ Article 37** The Company's share certificates shall be in registered form. The share certificates of the Company shall, in addition to those provided in the Company Law, contain other items required to be specified by the stock exchange(s) on which the shares of the Company are listed. The Company may issue overseas listed shares in form of depository receipts or other derivative means of shares in accordance with the law and the practice of registration and depository of securities in the listing place.
Article 44 The share certificates shall be signed by the chairman of the Board. If the securities regulatory authority where the shares of the Company are listed requires the share certificates to be signed by the president or other senior management officers of the Company, the share certificates shall also be signed by the president or other senior management officers. The signatures of the chairman of the Board, the president or other relevant senior management officers of the Company on the share certificates may also be in printed form. The share certificates shall take effect after being affixed with the seal of the Company or after being affixed with the seal in printed form. The share certificates shall only be affixed with the Company's seal under the authorisation of the Board. The provisions otherwise provided by the securities regulatory authority and stock exchange(s) on which the shares of the Company are listed shall be applicable to issuance and trading in dematerialised form.	~~**Article 44** The share certificates shall be signed by the chairman of the Board. If the securities regulatory authority where the shares of the Company are listed requires the share certificates to be signed by the president or other senior management officers of the Company, the share certificates shall also be signed by the president or other senior management officers. The signatures of the chairman of the Board, the president or other relevant senior management officers of the Company on the share certificates may also be in printed form. The share certificates shall take effect after being affixed with the seal of the Company or after being affixed with the seal in printed form. The share certificates shall only be affixed with the Company's seal under the authorisation of the Board.~~ ~~The provisions otherwise provided by the securities regulatory authority and stock exchange(s) on which the shares of the Company are listed shall be applicable to issuance and trading in dematerialised form.~~

Existing Articles of Association	Amended Articles of Association
Article 45 The Company shall keep a register of members, stating the following particulars: (1) the name, address (domicile), occupation or nature of each shareholder; (2) the class and number of shares held by each shareholder; (3) the amount paid-up or payable in respect of shares held by each shareholder; (4) the serial numbers of the shares held by each shareholder; (5) the date on which a person registers as a shareholder; and (6) the date on which a person ceases to be a shareholder. The register of members shall be sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary.	~~**Article 45**~~ **Article 38** The Company shall ~~keep~~ **prepare** a register of members **and maintain it with the Company.**~~, stating the following particulars~~**The register of members shall record the following particulars**: ~~(1) the name, address (domicile), occupation or nature of each shareholder;~~ ~~(2) the class and number of shares held by each shareholder;~~ ~~(3) the amount paid-up or payable in respect of shares held by each shareholder;~~ ~~(4) the serial numbers of the shares held by each shareholder;~~ ~~(5) the date on which a person registers as a shareholder; and~~ ~~(6) the date on which a person ceases to be a shareholder.~~ **(1) the name and domicile of the shareholders;** **(2) the class and number of shares subscribed by each shareholder;** **(3) if shares are issued in paper form, the serial numbers of the share certificate; and** **(4) the date on which each shareholder received the shares.** ~~The register of members shall be sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary.~~

Existing Articles of Association	Amended Articles of Association
Article 46 The Company may, in accordance with mutual understanding and agreements made between the securities regulatory authority under the State Council and overseas securities regulatory authority, maintain the register of members of overseas listed shares at overseas territory and appoint overseas agent(s) for management. The original register of members for shares listed overseas in Hong Kong shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of members of overseas listed shares at the Company's domicile; the overseas agent(s) appointed shall ensure the consistency between the original and the duplicate of the register of members of overseas listed shares at all times. If there is any inconsistency between the original and the duplicate of the register of members of overseas listed shares, the original version shall prevail.	~~**Article 46** The Company may, in accordance with mutual understanding and agreements made between the securities regulatory authority under the State Council and overseas securities regulatory authority, maintain the register of members of overseas listed shares at overseas territory and appoint overseas agent(s) for management. The original register of members for shares listed overseas in Hong Kong shall be maintained in Hong Kong.~~ ~~The Company shall maintain a duplicate of the register of members of overseas listed shares at the Company's domicile; the overseas agent(s) appointed shall ensure the consistency between the original and the duplicate of the register of members of overseas listed shares at all times.~~ ~~If there is any inconsistency between the original and the duplicate of the register of members of overseas listed shares, the original version shall prevail.~~
Article 47 The Company shall keep a complete register of members. The register of members shall include the following: (1) the register of members maintained at the Company's domicile other than those parts as described in Item (2) and (3) of this Article; (2) the register of members in respect of overseas listed shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located; and (3) the register of members maintained at such other place as the Board may consider necessary for the purpose of listing of the Company's shares.	~~**Article 47** The Company shall keep a complete register of members.~~ ~~The register of members shall include the following:~~ ~~(1) the register of members maintained at the Company's domicile other than those parts as described in Item (2) and (3) of this Article;~~ ~~(2) the register of members in respect of overseas listed shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located; and~~ ~~(3) the register of members maintained at such other place as the Board may consider necessary for the purpose of listing of the Company's shares.~~

Existing Articles of Association	Amended Articles of Association
Article 48 Different parts of the register of members shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of members. Alteration or rectification of each part of the register of members shall be made in accordance with the laws of the place where that part of the register of members is maintained.	~~**Article 48** Different parts of the register of members shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of members.~~ ~~Alteration or rectification of each part of the register of members shall be made in accordance with the laws of the place where that part of the register of members is maintained.~~
Article 49 Where the modifications of registration in the share register caused by transfer of shares are suspended, the laws, regulations and regulatory requirements shall prevail.	~~**Article 49**~~ **Article 39 Shareholders are entitled to access the register of members.** **The Company may suspend the register of members in accordance with relevant provisions under the Companies Ordinance of Hong Kong.** Where the modifications of registration in the share register ~~caused by transfer of shares~~ are suspended, the laws, regulations and regulatory requirements shall prevail.
Article 50 When the Company intends to convene a shareholders' general meeting, distribute dividends, liquidate and engage in other activities that involve the determination of shareholdings, the Board shall decide on the date for the determination of shareholdings. Shareholders whose names appear in the register of members at the end of such date for the determination of shareholdings are deemed to be shareholders of the Company.	~~**Article 50**~~ **Article 40** When the Company intends to convene a shareholders' ~~general~~ meeting, distribute dividends, liquidate and engage in other activities that involve the determination of shareholdings, the Board shall decide on the date for the determination of shareholdings. Shareholders whose names appear in the register of members at the end of such date for the determination of shareholdings are deemed to be shareholders of the Company.
Article 51 Any person who objects to the register of members and requests to have his/her name entered in or removed from the register of members may apply to a competent court for rectification of the register.	~~**Article 51** Any person who objects to the register of members and requests to have his/her name entered in or removed from the register of members may apply to a competent court for rectification of the register.~~

Existing Articles of Association	Amended Articles of Association
Article 52 Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of members may, if his/her share certificate (the "original certificate") is lost, apply to the Company for a replacement share certificate in respect of such shares (the "relevant shares").	~~**Article 52** Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of members may, if his/her share certificate (the "original certificate") is lost, apply to the Company for a replacement share certificate in respect of such shares (the "relevant shares").~~
If a shareholder loses his/her share certificate of domestic shares and applies to the Company for a replacement share certificate, this shall be dealt with in accordance with the relevant provisions of the Company Law.	~~If a shareholder loses his/her share certificate of domestic shares and applies to the Company for a replacement share certificate, this shall be dealt with in accordance with the relevant provisions of the Company Law.~~
If a shareholder loses his/her share certificate of overseas listed shares and applies to the Company for a replacement share certificate, this may be dealt with in accordance with the laws, rules of the stock exchange or other relevant provisions of the place where the original register of members for overseas listed shares is maintained. The issue of replacement share certificates shall comply with the following requirements:	~~If a shareholder loses his/her share certificate of overseas listed shares and applies to the Company for a replacement share certificate, this may be dealt with in accordance with the laws, rules of the stock exchange or other relevant provisions of the place where the original register of members for overseas listed shares is maintained. The issue of replacement share certificates shall comply with the following requirements:~~
(1) The applicant shall submit an application to the Company in the prescribed form accompanied by a notarial certificate or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares.	~~(1) The applicant shall submit an application to the Company in the prescribed form accompanied by a notarial certificate or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares.~~

Existing Articles of Association	Amended Articles of Association
(2) No statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company comes to a decision to issue the replacement share certificate.	~~(2) No statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company comes to a decision to issue the replacement share certificate.~~
(3) The Company shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers designated by the Board. The announcement shall be made at least once every thirty days in a period of 90 days.	~~(3) The Company shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers designated by the Board. The announcement shall be made at least once every thirty days in a period of 90 days.~~
(4) The Company shall, prior to the publication of its announcement of intention to issue a replacement certificate, deliver to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a reply from such stock exchange confirming that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of 90 days.	~~(4) The Company shall, prior to the publication of its announcement of intention to issue a replacement certificate, deliver to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a reply from such stock exchange confirming that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of 90 days.~~
In case an application to issue a replacement certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.	~~In case an application to issue a replacement certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.~~
(5) If, upon expiration of the 90-day period for the exhibition of an announcement referred to in Item (3) and (4) of this Article, the Company has not received from any person any objection to the issuance of the replacement share certificate, the Company may issue the replacement share certificate to the applicant according to his application.	~~(5) If, upon expiration of the 90-day period for the exhibition of an announcement referred to in Item (3) and (4) of this Article, the Company has not received from any person any objection to the issuance of the replacement share certificate, the Company may issue the replacement share certificate to the applicant according to his application.~~
(6) Where the Company issues replacement certificate under this Article, it shall forthwith cancel the original certificate and enter the particulars relating to the cancellation and replacement in the register of members.	~~(6) Where the Company issues replacement certificate under this Article, it shall forthwith cancel the original certificate and enter the particulars relating to the cancellation and replacement in the register of members.~~
(7) All expenses relating to the cancellation of original certificate and the issue of replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.	~~(7) All expenses relating to the cancellation of original certificate and the issue of replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.~~

Existing Articles of Association	Amended Articles of Association
Article 53 Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in case that he is a bona fide purchaser) shall not be removed from the register of members.	~~**Article 53** Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in case that he is a bona fide purchaser) shall not be removed from the register of members.~~
Article 54 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the issuance of the replacement certificate, unless the person concerned is able to prove that the Company has acted fraudulently.	~~**Article 54** The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the issuance of the replacement certificate, unless the person concerned is able to prove that the Company has acted fraudulently.~~
Article 55 In relation to the issuance of warrants to bearers, no new warrant thereof shall be issued to replace the old one that has been lost unless the Company is satisfied beyond reasonable doubt that the original warrant thereof has been destroyed.	~~**Article 55** In relation to the issuance of warrants to bearers, no new warrant thereof shall be issued to replace the old one that has been lost unless the Company is satisfied beyond reasonable doubt that the original warrant thereof has been destroyed.~~
Chapter 6 The Party Committee	**Chapter ~~6~~ 5 The Party Committee**
Article 56 The Company shall establish Party Committee. The Party Committee shall consist of one secretary, one to two deputy secretaries and several other members. The chairman of the Board of Directors and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee can join the Board of Directors, the Board of Supervisors and the management through legal procedures, while eligible Party members of the Board of Directors, the Board of Supervisors and the management can also join the Party Committee in accordance with relevant rules and procedures. Study and discussion by the Party Committee are the preceding procedures for decision-making on major issues by the Board of Directors and the senior management.	~~**Article 56**~~ **Article 41** The Company shall establish Party Committee. The Party Committee shall consist of one secretary, one to two deputy secretaries and several other members. The chairman of the Board of Directors and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee can join the Board of Directors~~,~~ ~~the Board of Supervisors~~ and the management through legal procedures, while eligible Party members of the Board of Directors~~, the Board of Supervisors~~ and the management can also join the Party Committee in accordance with relevant rules and procedures. Study and discussion by the Party Committee are the preceding procedures for decision-making on major issues by the Board of Directors and the senior management.
Article 57 The Company shall establish Commission for Discipline Inspection in accordance with the provisions.	~~**Article 57**~~ **Article 42** The Company shall establish Commission for Discipline Inspection in accordance with the provisions.

Existing Articles of Association	Amended Articles of Association
Article 58 The Party Committee of the Company shall, in accordance with the Constitution of the Communist Party of China, the Work Regulation on Party Organization of the Communist Party of China and other internal rules and regulations of the Party, perform the following duties: (1) to enhance the political construction of the Party, to adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as to educate and guide all Party members to maintain a high degree of consistency with the Central Committee of the Party with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path; (2) to thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics in the New Era, to study and promote theories of the Party, to implement the Party's route, guidelines and policies, supervise and to ensure the implementation of major decisions and arrangements of the Central Committee of the Party and resolutions of higher Party organizations in the Company; (3) to study and discuss on the major operational and management matters, and to support general meetings, the Board of Directors, the Board of Supervisors and the management to exercise their powers according to law; (4) to ensure and supervise the Company's implementation of policies and guidelines of the Party and the State, and to implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher Party organisations; (5) to strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, and to uphold the integration of the principle that the Party manages the cadres with the lawful selection of the management by the Board of Directors and the lawful exercise of authority of appointment, promotion and demotion of personnel by the management;	~~**Article 58**~~ **Article 43** The Party Committee of the Company shall, in accordance with the Constitution of the Communist Party of China, the Work Regulation on Party Organization of the Communist Party of China and other internal rules and regulations of the Party, perform the following duties: (1) to enhance the political construction of the Party, to adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as to educate and guide all Party members to maintain a high degree of consistency with the Central Committee of the Party with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path; (2) to thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics in the New Era, to study and promote theories of the Party, to implement the Party's route, guidelines and policies, supervise and to ensure the implementation of major decisions and arrangements of the Central Committee of the Party and resolutions of higher Party organizations in the Company; (3) to study and discuss on the major operational and management matters, and to support ~~general~~ **shareholders'** meetings, the Board of Directors~~,~~ ~~the Board of Supervisors~~ and the management to exercise their powers according to law; (4) to ensure and supervise the Company's implementation of policies and guidelines of the Party and the State, and to implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher Party organisations; (5) to strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, and to uphold the integration of the principle that the Party manages the cadres with the lawful selection of the management by the Board of Directors and the lawful exercise of authority of appointment, promotion and demotion of personnel by the management;

Existing Articles of Association	Amended Articles of Association
(6) to research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employees' interests, and to put forth comments and suggestions. To support the employee representative meeting in carrying out its work; (7) to perform the primary responsibility to exercise strict self-governance in every respect of the Party, to lead and support the establishment of the Commission for Discipline Inspection of the Party in the Company to perform the responsibility of supervision and discipline accountability, to strictly abide by political discipline and political rules, and to promote the extension of strict party governance to the grassroots level. To lead the Company's ideological and political work, the united front work, the cultural and ethical progress, corporate culture cultivation as well as the work of mass organisations such as the Trade Union and the Communist Youth League, to lead the construction of the Party's working style and its clean and honest administration, as well as anti-corruption work, and to support the Commission for Discipline Inspection of the Party in earnestly performing its supervisory responsibilities; (8) to strengthen the building of the Company's primary Party organisations and ranks of Party members, to give full play to the role of Party branches as militant bastions and to the role of Party members as vanguard and exemplary, to unite and lead cadres and employees to devote themselves into the reform and development of the Company; (9) to be responsible for the Company's ideological politics, spiritual civilisation construction, united front, and to lead the labour union, the Communist Youth League, women's organisation and other organisations; and (10) other material matters that fall within the duty of the Party Committee.	(6) to research and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employees' interests, and to put forth comments and suggestions. To support the employee representative meeting in carrying out its work; (7) to perform the primary responsibility to exercise strict self-governance in every respect of the Party, ~~to lead and support the establishment of the Commission for Discipline Inspection of the Party in the Company to perform the responsibility of supervision and discipline accountability,~~ to strictly abide by political discipline and political rules, and to promote the extension of strict party governance to the grassroots level. To ~~lead the Company's ideological and political work, the united front work, the cultural and ethical progress, corporate culture cultivation as well as the work of mass organisations such as the Trade Union and the Communist Youth League~~ **strengthen the Party's disciplinary construction**, to lead the construction of the Party's working style and its clean and honest administration, as well as anti-corruption work, and to **lead and** support the Commission for Discipline Inspection of the Party in earnestly performing its supervisory responsibilities; (8) to strengthen the building of the Company's primary Party organisations and ranks of Party members, **to continue to enhance the political and organizational functions of primary Party organisations,** to give full play to the role of Party branches as militant bastions and to the role of Party members as vanguard and exemplary, to unite and lead cadres and employees to devote themselves into the reform and development of the Company; (9) to be responsible for the Company's ideological politics, spiritual civilisation construction, united front, **corporate culture cultivation** and to lead the labour union, the Communist Youth League, women's organisation and other organisations; and (10) other material matters that fall within the duty of the Party Committee.

Existing Articles of Association	Amended Articles of Association
Chapter 7 Shareholders and Shareholders' General Meeting	**Chapter ~~7~~ 6 Shareholders and Shareholders' ~~General~~ Meeting**
Section 1 Shareholders	**Section 1 Shareholders**
Article 59 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. Where two or more people are registered as joint holders of any shares, they shall be deemed as the joint owners of such shares, subject to the following restrictions: (1) The Company shall register no more than four people as joint holders of any shares; (2) All joint holders of any shares are jointly and severally liable for all amounts payable for the relevant shares; (3) If one of the joint shareholders dies, only the surviving joint shareholders shall be taken by the Company as persons having the right of ownership of the relevant shares, but the Board shall have the right, for the purpose of making amendments to the register of members, to demand the provision of a document evidencing the death of the relevant shareholder as it thinks fit; and	~~**Article 59**~~ **Article 44** A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. ~~Where two or more people are registered as joint holders of any shares, they shall be deemed as the joint owners of such shares, subject to the following restrictions:~~ ~~(1) The Company shall register no more than four people as joint holders of any shares;~~ ~~(2) All joint holders of any shares are jointly and severally liable for all amounts payable for the relevant shares;~~ ~~(3) If one of the joint shareholders dies, only the surviving joint shareholders shall be taken by the Company as persons having the right of ownership of the relevant shares, but the Board shall have the right, for the purpose of making amendments to the register of members, to demand the provision of a document evidencing the death of the relevant shareholder as it thinks fit; and~~

Existing Articles of Association	Amended Articles of Association
(4) In case of any joint holders of shares, only the joint holder whose name appears first in the register of members is entitled to receive the share certificates of the relevant shares and the Company's notices, and to attend a shareholders' general meeting of the Company and exercise all voting rights of such shares thereat. Any notice served to that person shall be taken as having been served to all joint holders of the relevant shares. Where any of the joint shareholders issues a receipt to the Company in relation to any dividend, bonus or capital return paid to such joint shareholders, it shall be deemed as a valid receipt issued by such joint shareholders to the Company.	~~(4) In case of any joint holders of shares, only the joint holder whose name appears first in the register of members is entitled to receive the share certificates of the relevant shares and the Company's notices, and to attend a shareholders' general meeting of the Company and exercise all voting rights of such shares thereat. Any notice served to that person shall be taken as having been served to all joint holders of the relevant shares.~~ ~~Where any of the joint shareholders issues a receipt to the Company in relation to any dividend, bonus or capital return paid to such joint shareholders, it shall be deemed as a valid receipt issued by such joint shareholders to the Company.~~
Article 60 Holder of ordinary shares of the Company shall enjoy the following rights: (1) to request, convene, preside over, participate in, or assign a proxy to participate in, and enjoy the right of speech, the shareholder's general meeting according to the law, and exercise the corresponding voting right according to the number of shares held. (2) to nominate directors or supervisors in accordance with laws, regulations, regulatory requirements and the Articles of Association. (3) to obtain relevant information in accordance with the provisions of the Articles of Association, including: 1. The right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; and 2. The right to inspect free of charge and copy, subject to payment of a reasonable fee, the following: (i) All parts of the register of members; (ii) Personal particulars of each of the Company's directors, supervisors, president and other senior management officers;	~~**Article 60**~~ **Article 45** Holder of ordinary shares of the Company shall enjoy the following rights: (1) to request, convene, preside over, participate in, or assign a proxy to participate in, and enjoy the right of speech, the shareholder's ~~general~~ meeting according to the law, and exercise the corresponding voting right according to the number of shares held**, except where voting rights shall be waived in accordance with laws, regulations, regulatory requirements and securities regulatory rules of the place where the Company's shares are listed**. (2) to nominate directors ~~or supervisors~~ in accordance with laws, regulations, regulatory requirements and the Articles of Association. (3) ~~to obtain relevant information in accordance with the provisions of the Articles of Association, including:~~ ~~1. The right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; and~~ ~~2. The right to inspect free of charge and copy, subject to payment of a reasonable fee, the following:~~ ~~(i) All parts of the register of members;~~ ~~(ii) Personal particulars of each of the Company's directors, supervisors, president and other senior management officers;~~

Existing Articles of Association	Amended Articles of Association
(iii) The state of the Company's share capital; (iv) The report showing the aggregate par value, quantity, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the previous accounting year and the total expenses incurred by the Company for this purpose; (v) Minutes of shareholders' general meetings; and (vi) Financial reports. 3. The right to review the Articles of Association, counterfoil of the corporate bonds, resolutions of the meetings of the Board and the Board of Supervisors. The Company may refuse any inspecting or copying request which involves commercial secrets and price sensitive information of the Company. (4) to receive the dividend and other forms of interest distribution according to the number of shares they hold. (5) to participate in the distribution of remaining assets of the Company in accordance with the number of shares held in the event of the termination or liquidation of the Company. (6) to request the Company to purchase the shares of the shareholder who raises objection to the resolution on merger or division made at the shareholders' general meeting. (7) to understand the Company's operating conditions and financial conditions. (8) to supervise, advise or raise inquiries on the operation of the Company. (9) to transfer, grant or pledge the shares they hold according to the PRC laws, administrative regulations, regulatory requirements and the Articles of Association.	~~(iii) The state of the Company's share capital;~~ ~~(iv) The report showing the aggregate par value, quantity, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the previous accounting year and the total expenses incurred by the Company for this purpose;~~ ~~(v) Minutes of shareholders' general meetings; and~~ ~~(vi) Financial reports.~~ ~~3. The right~~ to review **and copy** the Articles of Association, ~~counterfoil of the corporate bonds~~**the register of members**, **minutes of shareholders' meetings,** resolutions of the meetings of the Board and ~~the Board of Supervisors~~**financial and accounting reports**. **In accordance with the provisions of laws, regulations, regulatory requirements and the Articles of Association, shareholders who individually or jointly hold more than 3% of the Company's shares for over 180 consecutive days may request to inspect the Company's accounting books and vouchers.** The Company may refuse any inspecting or copying request **from shareholders** which involves commercial secrets and price sensitive information of the Company. (4) to receive the dividend and other forms of interest distribution according to the number of shares they hold. (5) to participate in the distribution of remaining assets of the Company in accordance with the number of shares held in the event of the termination or liquidation of the Company. (6) to request the Company to purchase the shares of the shareholder who raises objection to the resolution on merger or division made at the shareholders' ~~general~~ meeting. (7) to understand the Company's operating conditions and financial conditions.

Existing Articles of Association	Amended Articles of Association
(10) to request the recording and change of the register of members. (11) Other rights conferred by the PRC laws, administrative regulations, regulatory requirements and the Articles of Association. If any person holding interest directly or indirectly exercises his right based on the shares of the Company without revealing this right to the Company, the Company shall not compromise such person's right based on the shares of the Company by freezing it or in any other ways.	(8) to supervise, advise or raise inquiries on the operation of the Company. (9) to transfer, grant or pledge the shares they hold according to the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association. (10) to request the recording and change of the register of members. (11) ~~Other~~ **other** rights conferred by the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association. ~~If any person holding interest directly or indirectly exercises his right based on the shares of the Company without revealing this right to the Company, the Company shall not compromise such person's right based on the shares of the Company by freezing it or in any other ways.~~
Article 61 Where shareholders demand for inspection of the relevant information or obtaining the materials mentioned in Item (3) of the preceding Article, they shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide such information at the shareholder's reasonable request.	~~**Article 61**~~ **Article 46** Where shareholders demand for inspection of the relevant information or obtaining the materials mentioned in ~~Item (3) of~~ the preceding Article, they shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide such information at the shareholder's reasonable request.

Existing Articles of Association	Amended Articles of Association
Article 62 A resolution passed at the Company's shareholders' general meeting or Board meeting shall be invalid if it violates the law or administrative regulations. If the procedures for convening, or the method of voting at, a shareholders' general meeting or Board meeting violate the law, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders may submit a petition to the People's Court to rescind such resolution within 60 days from the date on which such resolution is made. Where shareholders initiate legal proceedings in accordance with the provisions of the preceding paragraph, the Company may submit a petition to the People's Court requesting shareholders to provide the guarantee accordingly. Where the Company has completed procedures for registration of change pursuant to the resolutions of shareholders' general meeting or Board meeting which are declared by the People's Court as invalid or ordered to be rescinded, the Company shall apply to the registration authority for withdrawal of such registration of change.	~~**Article 62**~~ **Article 47** A resolution passed at the Company's shareholders' ~~general~~ meeting or Board meeting shall be invalid if it violates the law or administrative regulations. If the procedures for convening, or the method of voting at, a shareholders' ~~general~~ meeting or Board meeting violate the law, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders may submit a petition to the People's Court to rescind such resolution within 60 days from the date on which such resolution is made. **However, this does not apply if such procedures for convening the shareholders' meeting or the voting methods only have minor defects that do not substantially affect the resolution.** Where shareholders initiate legal proceedings in accordance with the provisions of the preceding paragraph, the Company may submit a petition to the People's Court requesting shareholders to provide the guarantee accordingly. Where~~ the Company has completed procedures for registration of change pursuant to~~ the resolutions of shareholders' ~~general~~ meeting or Board meeting ~~which~~ **of the Company** are declared by the People's Court as invalid~~ or~~**,** ordered to be rescinded **or confirmed to be ineffective**, the Company shall apply to the registration authority for withdrawal of such registration ~~of change~~ **that has been processed based on the resolution**.

Existing Articles of Association	Amended Articles of Association
Article 63 Where the Company incurs losses as a result of directors' and senior management officers' violation of law, administrative regulations or the Articles of Association in the course of performing their duties with the Company, shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall be entitled to request in writing the Board of Supervisors to initiate proceedings in the People's Court. Where the Company incurs losses as a result of the supervisors' violation of any provision of law, administrative regulations or the Articles of Association in the course of performing its duties, the above shareholders shall be entitled to make a request in writing to the Board to initiate proceedings in the People's Court. In the event that the Board of Supervisors or the Board of Directors refuses to initiate proceedings, or fails to initiate such proceedings within 30 days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, the shareholders described in the preceding paragraph shall have the right to initiate proceedings in the People's Court directly in their own names in the interest of the Company. Shareholders described in the first paragraph of this Article may also initiate proceedings in accordance with the preceding two paragraphs in the event that the Company incurs losses as a result of the lawful interests of the Company being infringed upon by any third parties.	~~**Article 63**~~ **Article 48** Where the Company incurs losses as a result of directors' and senior management officers' **(other than members of the audit committee of the Board)** violation of law, administrative regulations or the Articles of Association in the course of performing their duties with the Company, shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall be entitled to request in writing the ~~Board of Supervisors~~**audit committee of the Board** to initiate proceedings in the People's Court. ~~Where the Company incurs losses as a result of the supervisors' violation of any provision of law, administrative regulations or the Articles of Association in the course of performing its duties, the above shareholders shall be entitled to make a request in writing to the Board to initiate proceedings in the People's Court.~~ **Where the Company incurs losses as a result of members of the audit committee of the Board's violation of law, administrative regulations or the Articles of Association in the course of performing their duties with the Company, the above shareholders shall be entitled to make a request in writing to the Board to initiate proceedings in the People's Court.** In the event that the ~~Board of Supervisors~~**audit committee of the Board** or the Board of Directors refuses to initiate proceedings **after receiving the written request of shareholders described in the preceding paragraph**, or fails to initiate such proceedings within 30 days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, the shareholders described in the preceding paragraph shall have the right to initiate proceedings in the People's Court directly in their own names in the interest of the Company.

Existing Articles of Association	Amended Articles of Association
With respect to directors, supervisors and senior management officers who are in violation of the laws, regulations, regulatory requirements or the Articles of Association, and prejudice the interests of the Company or shareholders, shareholders are entitled to report the issue directly to the insurance regulatory authority.	Shareholders described in the first paragraph of this Article may also initiate proceedings in accordance with the preceding two paragraphs in the event that the Company incurs losses as a result of the lawful interests of the Company being infringed upon by any third parties. With respect to directors~~, supervisors~~ and senior management officers who are in violation of the laws, regulations, regulatory requirements or the Articles of Association, and prejudice the interests of the Company or shareholders, shareholders are entitled to report the issue directly to the insurance regulatory authority.
Article 64 Holders of ordinary shares of the Company shall have good awareness of legal compliance and assume the following obligations: (1) To abide by the laws and regulations, regulatory requirements and the Articles of Association, have no major violations of laws and regulations occurred in the past three years, and exercise their shareholders' rights in accordance with law; (2) Shareholders and their controlling shareholders and de facto controllers shall not abuse their shareholders' rights or use their related relationships to harm the legitimate interests of the Company, other shareholders, the insured and other stakeholders, otherwise shareholders shall be liable to make compensation; shall not violate or exceed their powers to interfere with the decision-making power and management rights of the Board and the management in accordance with the Articles of Association, and shall not bypass the Board and the management to directly interfere with the operation and management of the Company; (3) Not to abuse the independent legal person status of the Company and the limited liability of shareholders to evade repayment of debts or harm the interests of any creditor of the Company, otherwise shareholders shall be jointly and severally liable for the debts owed by the Company;	~~**Article 64**~~ **Article 49** Holders of ordinary shares of the Company shall have good awareness of legal compliance and assume the following obligations: (1) To abide by the laws and regulations, regulatory requirements and the Articles of Association, have no major violations of laws and regulations occurred in the past three years, and exercise their shareholders' rights in accordance with law; (2) Shareholders and their controlling shareholders and de facto controllers shall not abuse their shareholders' rights or use their related relationships to harm the legitimate interests of the Company, other shareholders, the insured and other stakeholders, otherwise shareholders shall be liable to make compensation; shall not violate or exceed their powers to interfere with the decision-making power and management rights of the Board and the management in accordance with the Articles of Association, and shall not bypass the Board and the management to directly interfere with the operation and management of the Company; (3) Not to abuse the independent legal person status of the Company and the limited liability of shareholders to evade repayment of debts or **materially** harm the interests of any creditor of the Company, otherwise shareholders shall be jointly and severally liable for the debts owed by the Company;

Existing Articles of Association	Amended Articles of Association
(4) To pay subscription monies according to the number of shares subscribed and the method of subscription;	(4) To pay subscription monies according to the number of shares subscribed and the method of subscription;
(5) Use self-owned funds from legitimate sources to invest in the Company, and shall not use non-self-owned funds such as entrusted funds and debt funds to invest, unless otherwise provided by the laws, regulations or regulatory system;	(5) Use self-owned funds from legitimate sources to invest in the Company, and shall not use non-self-owned funds such as entrusted funds and debt funds to invest, unless otherwise provided by the laws, regulations or regulatory system;
(6) The proportion of shareholding and the number of shareholding institutions are in compliance with the regulatory requirements, and shall not entrust others or accept others' entrustment to hold the shares of the Company;	(6) The proportion of shareholding and the number of shareholding institutions are in compliance with the regulatory requirements, and shall not entrust others or accept others' entrustment to hold the shares of the Company;
(7) No exit shall be allowed except for conditions stipulated by the laws and regulations and regulatory requirements;	(7) No exit shall be allowed except for conditions stipulated by the laws and regulations and regulatory requirements;
(8) To be liable for the Company's liabilities based on the shares subscribed;	(8) To be liable for the Company's liabilities based on the shares subscribed;
(9) Shareholders shall support the Company to improve its solvency when the Company fails to meet the regulatory requirements;	(9) Shareholders shall support the Company to improve its solvency when the Company fails to meet the regulatory requirements;
(10) A substantial shareholder shall make a long-term commitment in writing to the Company to replenish its capital when necessary, other than PRC administrative authorities, government departments, Central Huijin Investment Ltd., SSF and shareholder entities that are exempted with the approval of the insurance regulatory authority;	(10) A substantial shareholder shall make a long-term commitment in writing to the Company to replenish its capital when necessary, other than PRC administrative authorities, government departments, Central Huijin Investment Ltd., SSF and shareholder entities that are exempted with the approval of the insurance regulatory authority;
(11) The related party relationship or concerted action relationship between shareholders holding more than 5% of the Company's shares shall be clear and transparent. If they are affiliated, a report in writing shall be submitted to the Company within five working days, in which at least the names of affiliated shareholders and explanation of their affiliated relationship shall be contained;	(11) The related party relationship or concerted action relationship between shareholders holding more than 5% of the Company's shares shall be clear and transparent. If they are affiliated, a report in writing shall be submitted to the Company within five working days, in which at least the names of affiliated shareholders and explanation of their affiliated relationship shall be contained;

Existing Articles of Association	Amended Articles of Association
(12) Shareholders who hold more than 5% of the shares of the Company shall, in accordance with laws, regulations and regulatory requirements, truthfully inform the Company the financial information, shareholding structure, source of capital for subscription, controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficiaries, and investment in other financial institutions, so as to penetrate into the ultimate de facto controllers level by level. In case of any change in its controlling shareholders, de facto controllers, related parties, parties acting in concert and ultimate beneficiaries, the relevant shareholders shall, in accordance with laws, regulations and regulatory requirements, notify the Company in writing of the change and affiliated relationship thereunder, within five working days after the occurrence of the change, and must fulfill the procedures of regulatory requirements, unless otherwise the substantial shareholders are PRC administrative authorities, government departments and SSF;	(12) Shareholders who hold more than 5% of the shares of the Company shall, in accordance with laws, regulations and regulatory requirements, truthfully inform the Company the financial information, shareholding structure, source of capital for subscription, controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficiaries, and investment in other financial institutions, so as to penetrate into the ultimate de facto controllers level by level. In case of any change in its controlling shareholders, de facto controllers, related parties, parties acting in concert and ultimate beneficiaries, the relevant shareholders shall, in accordance with laws, regulations and regulatory requirements, notify the Company in writing of the change and affiliated relationship thereunder, within five working days after the occurrence of the change, and must fulfill the procedures of regulatory requirements, unless otherwise the substantial shareholders are PRC administrative authorities, government departments and SSF;
(13) In the event that the shares held by shareholders holding more than 5% of the shares of the Company are involved in litigation, arbitration, legal coercive measures taken by judicial authorities, pledge or release of pledge, they shall inform the Company in writing within fifteen working days after the occurrence of the foregoing. The Company shall inform other shareholders regarding such situation in a timely manner;	(13) In the event that the shares held by shareholders holding more than 5% of the shares of the Company are involved in litigation, arbitration, legal coercive measures taken by judicial authorities, pledge or release of pledge, they shall inform the Company in writing within fifteen working days after the occurrence of the foregoing. The Company shall inform other shareholders regarding such situation in a timely manner;
(14) In the event that shareholders who hold more than 5% of the shares of the Company are involved in significant matters such as merger, division, being ordered to suspend business for rectification, designated trusteeship, taken over and revocation, or being in the process of dissolution, liquidation and bankruptcy, or the occurrence of change in their legal representative, company name, place of operation, business scope and other significant matters, they shall inform the Company in writing within fifteen working days after the occurrence of the foregoing;	(14) In the event that shareholders who hold more than 5% of the shares of the Company are involved in significant matters such as merger, division, being ordered to suspend business for rectification, designated trusteeship, taken over and revocation, or being in the process of dissolution, liquidation and bankruptcy, or the occurrence of change in their legal representative, company name, place of operation, business scope and other significant matters, they shall inform the Company in writing within fifteen working days after the occurrence of the foregoing;

Existing Articles of Association	Amended Articles of Association
(15) To obey and implement the resolutions passed at the shareholders' general meeting;	(15) To obey and implement the resolutions passed at the shareholders' ~~general~~ meeting;
(16) To cooperate with the investigation and risk management carried out by regulatory authorities in the event of the occurrence of a risk event or a material non-compliance of the Company;	(16) To cooperate with the investigation and risk management carried out by regulatory authorities in the event of the occurrence of a risk event or a material non-compliance of the Company;
(17) Shareholders who transfer or pledge their shares in the Company or conduct related party transactions with the Company, shall comply with laws, regulations and regulatory requirements, shall not prejudice the interests of other shareholders and the Company, and shall not appoint pledgees or its related parties to exercise their voting rights; and	(17) Shareholders who transfer or pledge their shares in the Company or conduct related party transactions with the Company, shall comply with laws, regulations and regulatory requirements, shall not prejudice the interests of other shareholders and the Company, and shall not appoint pledgees or its related parties to exercise their voting rights; and
(18) Other obligations imposed by the PRC laws, administrative regulations, regulatory requirements and the Articles of Association.	(18) Other obligations imposed by the PRC laws, administrative regulations, regulatory requirements and the Articles of Association.
Unless otherwise provided by laws, regulations, regulatory requirements and the Articles of Association, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.	Unless otherwise provided by laws, regulations, regulatory requirements and the Articles of Association, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.

Existing Articles of Association	Amended Articles of Association
Article 65 Shareholders who own 5% or more of the Company's shares are required to report in writing to the Company on the day of occurrence and the Company shall report to the insurance regulatory authority for its approval within five days after the date of occurrence. The insurance regulatory authority has the right to require an investor who does not meet the qualifications to transfer the Company's shares held by him. If investors have not transferred the Company's shares as required by the insurance regulatory authority ("Excess Shares"), shareholders holding the Excess Shares will be subject to necessary restrictions when exercising shareholder's rights arising from the Excess Shares as stipulated in Article 60 hereof, including: (1) no voting rights will be attached to Excess Shares to vote at shareholders' general meeting (including class shareholders' meeting); and (2) no rights to nominate directors or supervisors under the Articles of Association will be attached to Excess Shares. Notwithstanding the forgoing, shareholders holding the Excess Shares shall not be subject to any restrictions when exercising other rights of shareholders as stipulated in Article 60 hereof.	~~**Article 65**~~ **Article 50** Shareholders who own 5% or more of the Company's shares are required to report in writing to the Company on the day of occurrence and the Company shall report to the insurance regulatory authority for its approval within five days after the date of occurrence. The insurance regulatory authority has the right to require an investor who does not meet the qualifications to transfer the Company's shares held by him. If investors have not transferred the Company's shares as required by the insurance regulatory authority ("Excess Shares"), shareholders holding the Excess Shares will be subject to necessary restrictions when exercising shareholder's rights arising from the Excess Shares as stipulated in ~~Article 60~~ **Article 45** hereof, including: (1) no voting rights will be attached to Excess Shares to vote at shareholders' ~~general~~ meeting (including class shareholders' meeting); and (2) no rights to nominate directors ~~or supervisors~~ under the Articles of Association will be attached to Excess Shares. Notwithstanding the forgoing, shareholders holding the Excess Shares shall not be subject to any restrictions when exercising other rights of shareholders as stipulated in ~~Article 60~~ **Article 45** hereof.

Existing Articles of Association	Amended Articles of Association
Article 66 In any of the following circumstances, shareholders shall not exercise their shareholders' rights such as the rights to participate in the shareholders' general meeting, voting rights, dividend rights nomination rights and proposal right, and shall commit to accept the regulatory measures taken by the insurance regulatory authority: (1) the change of shareholders has not been approved by or filed with the insurance regulatory authority; (2) the change of de facto controller of the shareholders has not been filed with the insurance regulatory authority; (3) entrusting others or accepting others' entrustment to hold the equity of the Company; (4) controlling the equity in disguised form by accepting entrustment of voting rights and transfer of income rights; (5) direct or indirect self-capital injection or false capital increase with insurance funds; (6) other capital contribution and shareholding activities that do not comply with regulatory requirements. Where a substantial shareholder violates the shareholder's undertakings as required by the insurance regulatory authority, the Company may take corresponding restrictive measures in accordance with the regulatory requirements.	~~**Article 66**~~ **Article 51** In any of the following circumstances, shareholders shall not exercise their shareholders' rights such as the rights to participate in the shareholders' ~~general~~ meeting, voting rights, dividend rights nomination rights and proposal right, and shall commit to accept the regulatory measures taken by the insurance regulatory authority: (1) the change of shareholders has not been approved by or filed with the insurance regulatory authority; (2) the change of de facto controller of the shareholders has not been filed with the insurance regulatory authority; (3) entrusting others or accepting others' entrustment to hold the equity of the Company; (4) controlling the equity in disguised form by accepting entrustment of voting rights and transfer of income rights; (5) direct or indirect self-capital injection or false capital increase with insurance funds; (6) other capital contribution and shareholding activities that do not comply with regulatory requirements. Where a substantial shareholder violates the shareholder's undertakings as required by the insurance regulatory authority, the Company may take corresponding restrictive measures in accordance with the regulatory requirements.

Existing Articles of Association	Amended Articles of Association
Article 67 Other than obligated by laws, administrative regulations or the listing rules of the stock exchange on which the Company's shares are listed, the controlling shareholders, when exercising his rights as a shareholder, shall not make decisions that would impair the interest of all or part of the shareholders on the following matters by means of voting:	~~**Article 67** Other than obligated by laws, administrative regulations or the listing rules of the stock exchange on which the Company's shares are listed, the controlling shareholders, when exercising his rights as a shareholder, shall not make decisions that would impair the interest of all or part of the shareholders on the following matters by means of voting:~~
(1) to release the obligation of directors and supervisors to act honestly in the best interest of the Company;	~~(1) to release the obligation of directors and supervisors to act honestly in the best interest of the Company;~~
(2) to allow directors and supervisors for the interest of themselves or others to expropriate the Company's property, including (without limitation) opportunities advantageous to the Company; or	~~(2) to allow directors and supervisors for the interest of themselves or others to expropriate the Company's property, including (without limitation) opportunities advantageous to the Company; or~~
(3) to allow directors and supervisors for the interest of themselves or others, to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.	~~(3) to allow directors and supervisors for the interest of themselves or others, to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.~~

Existing Articles of Association	Amended Articles of Association
Article 68 Shareholders of the Company shall not use their affiliated relationship to prejudice the interests of the Company. In violation of such provisions, they shall be liable to compensate the Company for the losses thereof. The controlling shareholders and de facto controllers of the Company have the duty to act in good faith towards the Company and other shareholders of the Company. The controlling shareholders shall strictly exercise their rights as a capital contributor in accordance with the laws and shall not take advantage of profit distribution, asset restructuring, external investment, capital appropriation, loan guarantee, use of insurance funds and related transaction to the detriment of the legal interests of the Company and other shareholders, nor shall they take the advantage of their controlling position to the detriment of the interests of the Company and other shareholders. The controlling shareholders shall effectively manage the personnel concurrently working in the controlling shareholder and the Company, in order to prevent conflict of interest. The senior management officers of the Company in principle can only serve concurrently as the senior management officers of no more than one subsidiary. The senior management officers of the Company's subsidiaries shall not in principle hold concurrent posts mutually.	~~**Article 68**~~ **Article 52** Shareholders of the Company shall not use their affiliated relationship to prejudice the interests of the Company. In violation of such provisions, they shall be liable to compensate the Company for the losses thereof. The controlling shareholders and de facto controllers of the Company have the duty to act in good faith towards the Company and other shareholders of the Company. The controlling shareholders shall strictly exercise their rights as a capital contributor in accordance with the laws and shall not take advantage of profit distribution, asset restructuring, external investment, capital appropriation, loan guarantee, use of insurance funds and related transaction to the detriment of the legal interests of the Company and other shareholders, nor shall they take the advantage of their controlling position to the detriment of the interests of the Company and other shareholders. The controlling shareholders shall effectively manage the personnel concurrently working in the controlling shareholder and the Company, in order to prevent conflict of interest. The senior management officers of the Company in principle can only serve concurrently as the senior management officers of no more than one subsidiary. The senior management officers of the Company's subsidiaries shall not in principle hold concurrent posts mutually.

Existing Articles of Association	Amended Articles of Association
Section 2 General Provisions for the Shareholders' General Meeting	**Section 2 General Provisions for the Shareholders' ~~General~~ Meeting**
Article 69 Shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:	**~~Article 69~~ Article 53** Shareholders' ~~general~~ meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:
(1) to decide on operational policies and investment plans of the Company;	~~(1) to decide on operational policies and investment plans of the Company;~~
(2) to elect or replace the directors and supervisors who are not representatives of the employees, and to decide on matters relevant to remuneration of directors and supervisors;	~~(2)~~**(1)** to elect or replace the directors ~~and supervisors~~ who are not representatives of the employees, and to decide on matters relevant to remuneration of directors ~~and supervisors~~;
(3) to consider and approve reports of the Board;	~~(3)~~**(2)** to consider and approve reports of the Board;
(4) to consider and approve reports of the Board of Supervisors;	~~(4) to consider and approve reports of the Board of Supervisors;~~
(5) to consider and approve annual financial budgets and financial accounts of the Company;	~~(5)~~**(3)** to consider and approve annual financial budgets and financial accounts of the Company;
(6) to consider and approve proposals for profit distribution and for recovery of losses of the Company;	~~(6)~~**(4)** to consider and approve proposals for profit distribution and for recovery of losses of the Company;
(7) to decide on increase and reduction of the registered capital of the Company;	~~(7)~~**(5)** to decide on increase and reduction of the registered capital of the Company;
(8) to decide on the issuance of bonds, shares, warrants or other marketable securities and listing of the Company;	~~(8)~~**(6)** to decide on the issuance of bonds, shares, warrants or other marketable securities and listing of the Company;
(9) to decide on merger, division, dissolution and liquidation of the Company and changes in the form of the Company;	~~(9)~~**(7)** to decide on merger, division, dissolution and liquidation of the Company and changes in the form of the Company;
(10) to amend the Articles of Association and to formulate and amend the procedural rules of the shareholders' general meetings and the meetings of the Board and the Board of Supervisors;	~~(10)~~**(8)** to amend the Articles of Association and to formulate and amend the procedural rules of the shareholders' ~~general~~ meetings and the meetings of the Board ~~and the Board of Supervisors~~;
(11) to decide on the acquisition of shares of the Company;	~~(11)~~**(9)** to decide on the acquisition of shares of the Company;

Existing Articles of Association	Amended Articles of Association
(12) to decide on the appointment, dismissal or non-reappointment of accounting firms which provide regular statutory audit for financial statements of the Company;	~~(12)~~**(10)** to decide on the appointment, **reappointment,** dismissal or non-reappointment of accounting firms which provide regular statutory audit for financial **and accounting** statements of the Company;
(13) to consider and approve matters related to the Company's establishment of legal entities, significant external investment, major acquisition of assets, major disposal and write-off of assets, major external donation and major asset mortgage (other than those authorised to be determined by the Board);	~~(13)~~**(11)** to consider and approve matters related to the Company's establishment of legal entities, significant external investment, major acquisition of assets, major disposal and write-off of assets, major external donation and major asset mortgage (other than those authorised to be determined by the Board);
(14) to consider and approve related transactions required to be approved by the shareholders' general meeting under laws, administrative regulations, regulatory requirements and the securities regulatory authorities or stock exchange at the place where the Company's shares are listed;	~~(14)~~**(12)** to consider and approve related transactions required to be approved by the shareholders' ~~general~~ meeting under laws, administrative regulations, regulatory requirements and the securities regulatory authorities or stock exchange at the place where the Company's shares are listed;
(15) to consider and approve matters related to the change of use of the raised fund;	~~(15)~~**(13)** to consider and approve matters related to the change of use of the raised fund;
(16) to consider and approve share incentive scheme;	~~(16) to consider and approve share incentive scheme;~~
(17) to consider and approve any proposal raised by shareholders, individually or in aggregate, holding 3% or more of the issued shares of the Company with voting rights (the "proposing shareholders");	~~(17)~~**(14)** to consider and approve any proposal raised by shareholders, individually or in aggregate, holding ~~3~~**1**% or more of the issued shares of the Company with voting rights (the "proposing shareholders");
(18) to consider and approve plan on authorisation to the Board granted by shareholders' general meetings; and	~~(18)~~**(15)** to consider and approve plan on authorisation to the Board granted by shareholders' ~~general~~ meetings; and
(19) to consider and approve other matters that are to be determined at shareholders' general meeting as required by the PRC laws, administrative regulations, regulatory requirements and the Articles of Association.	~~(19)~~**(16)** to consider and approve other matters that are to be determined at shareholders' ~~general~~ meeting as required by ~~the PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association.

Existing Articles of Association	Amended Articles of Association
The Company's matters such as significant external investment, major acquisition of assets, disposal and write-off of substantial assets, major external donation and major asset mortgages stated in this Article refer to the transactions of any investment, purchase, disposal and write-off of substantial assets, donation or mortgage of the Company in a year in excess of the scope of authorization to the Board of Directors regarding decision-making, or in excess of 30% of the total assets of the Company at the end of previous quarter. The shareholders' general meeting may delegate power to the Board to decide matters within its scope of authority, except for the functions and powers that shall not be granted to the Board, other institutions or individuals pursuant to laws, regulations and regulatory requirements. The authorisation conferred by the shareholders' general meeting upon the Board shall be clear and specific. If the authorised matters shall be adopted by the shareholders' general meeting by way of ordinary resolution according to the Articles of Association, such resolutions shall be passed by more than half of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting. If the authorised matters shall be adopted by the shareholders' general meeting by way of special resolutions according to the Articles of Association, such resolution shall be passed by two-thirds or more of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting.	The Company's matters such as significant external investment, major acquisition of assets, disposal and write-off of substantial assets, major external donation and major asset mortgages stated in this Article refer to the transactions of any investment, purchase, disposal and write-off of substantial assets, donation or mortgage of the Company in a year in excess of the scope of authorization to the Board of Directors regarding decision-making, or in excess of 30% of the total assets of the Company at the end of previous quarter. The shareholders' ~~general~~ meeting may delegate power to the Board to decide matters within its scope of authority, except for the functions and powers that shall not be granted to the Board, other institutions or individuals pursuant to laws, regulations and regulatory requirements. The authorisation conferred by the shareholders' ~~general~~ meeting upon the Board shall be clear and specific. If the authorised matters ~~shall be adopted~~ **conferred** by the shareholders' ~~general~~ meeting ~~by way of~~ **are** ordinary resolution**s** according to the Articles of Association, such resolutions shall be passed by more than half of the voting rights held by the shareholders (including proxies) present at the shareholders' ~~general~~ meeting. If ~~the authorised matters shall be adopted by the shareholders' general meeting by way of~~ **they are** special resolutions according to the Articles of Association, such resolution**s** shall be passed by two-thirds or more of the voting rights held by the shareholders (including proxies) present at the shareholders' ~~general~~ meeting.
Article 70 The Company shall not, without the prior approval of shareholders' general meeting, enter into any contract with any person other than a director, supervisor, president and other senior management officer whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person.	~~**Article 70**~~ **Article 54** The Company shall not, without the prior approval of shareholders' ~~general~~ meeting, enter into any contract with any person other than a director, ~~supervisor,~~ president and other senior management officer**s** whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person.

Existing Articles of Association	Amended Articles of Association
Article 71 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. (1) The annual general meeting shall be convened within six months from the close of the preceding accounting year; (2) The Company shall convene an extraordinary general meeting within two months after the occurrence of any of the following circumstances: 1. when the number of directors is less than the minimum number of directors required by the Company Law or two-thirds of the number of members of the Board specified in the Articles of Association; 2. when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital; 3. when there is a written request of the shareholders, individually or in aggregate, holding 10% or more of the outstanding shares of the Company with voting rights (the "proposing shareholders"); 4. when deemed necessary by the Board; 5. when proposed by the Board of Supervisors; or 6. other situations, as stipulated in laws, administrative regulations, regulatory requirements or the Articles of Association. If the annual general meeting or extraordinary general meeting is not convened within the period prescribed by the Company Law and the Articles of Association, the Company shall submit a written report to the insurance regulatory authority and explain the reasons.	~~**Article 71**~~ **Article 55** Shareholders' ~~general~~ meetings are divided into annual ~~general~~ **shareholders'** meetings and extraordinary ~~general~~ **shareholders'** meetings. (1) The annual ~~general~~ **shareholders'** meeting shall be convened within six months from the close of the preceding accounting year; (2) The Company shall convene an extraordinary ~~general~~ **shareholders'** meeting within two months after the occurrence of any of the following circumstances: 1. when the number of directors is less than the minimum number of directors required by the Company Law or two-thirds of the number of members of the Board specified in the Articles of Association; 2. when the unrecovered losses of the Company amount to one-third of the total amount of its ~~paid-in~~ share capital; 3. when there is a written request of the shareholders, individually or in aggregate, holding 10% or more of the outstanding shares of the Company with voting rights (the "proposing shareholders"); 4. when deemed necessary by the Board; 5. when proposed by the ~~Board of Supervisors~~**audit committee of the Board**; or 6. other situations, as stipulated in laws, administrative regulations, regulatory requirements or the Articles of Association. If the annual ~~general~~ **shareholders'** meeting or extraordinary ~~general~~ **shareholders'** meeting is not convened within the period prescribed by the Company Law and the Articles of Association, the Company shall submit a written report to the insurance regulatory authority and explain the reasons.

Existing Articles of Association	Amended Articles of Association
Article 72 There shall be a place for convening the shareholders' general meetings and the meetings may be held on-site. The shareholders' general meetings, when ensured to be legal and valid, may be held via video conference, conference call, Internet or by other means, for the purpose of providing convenience to shareholders attending such shareholders' general meetings. A shareholder who participates in a general meeting in the aforesaid manner shall be deemed to have been present at the meeting. The directors, supervisors and senior management officers of the Company are entitled to attend or present at the shareholders' general meeting.	~~**Article 72**~~ **Article 56** There shall be a place for convening the shareholders' ~~general~~ meetings and the meetings may be held on-site. The shareholders' ~~general~~ meetings, when ensured to be legal and valid, may be held via video conference, conference call, Internet or by other means, for the purpose of providing convenience to shareholders attending such shareholders' ~~general~~ meetings**, making speeches or voting electronically**. A shareholder who participates in a ~~general~~ **shareholders'** meeting in the aforesaid manner shall be deemed to have been present at the meeting. The directors~~, supervisors~~ and senior management officers of the Company are entitled to attend or present at the shareholders' ~~general~~ meeting.
Article 73 The Company shall formulate rules of procedures of the shareholders' general meetings which shall be formulated by the Board of Directors, and approved at the shareholders' general meetings.	~~**Article 73**~~ **Article 57** The Company shall formulate rules of procedures of the shareholders' ~~general~~ meetings which shall be formulated by the Board of Directors, and approved at the shareholders' ~~general~~ meetings.
Article 74 The Company shall engage lawyers to attend shareholders' general meetings and advise on the following issues: (1) whether the procedures relating to the convening and the holding of such meeting comply with laws, administrative regulations and the Articles of Association; (2) the legality and validity of the qualifications of the attendees and the convenor of the meeting; (3) the legality and validity of the voting procedures and voting results; and (4) legal opinions issued on other related matters as requested by the Company.	~~**Article 74**~~ **Article 58** The Company shall engage lawyers to attend shareholders' ~~general~~ meetings and advise on the following issues: (1) whether the procedures relating to the convening and the holding of such meeting comply with laws, administrative regulations and the Articles of Association; (2) the legality and validity of the qualifications of the attendees and the convenor of the meeting; (3) the legality and validity of the voting procedures and voting results; and (4) legal opinions issued on other related matters as requested by the Company.
Section 3 Convening and Holding of Shareholders' General Meetings	**Section 3 Convening and Holding of Shareholders' ~~General~~ Meetings**
Article 75 Pursuant to relevant provisions of this section, the Board of Supervisors or shareholders may convene the shareholders' general meeting on their own initiative.	~~**Article 75**~~ **Article 59** Pursuant to relevant provisions of this section, the ~~Board of Supervisors~~**audit committee of the Board** or shareholders may convene the shareholders' ~~general~~ meeting on their own initiative.

Existing Articles of Association	Amended Articles of Association
Article 76 More than half of the independent directors, which shall not be less than two, have the right to propose the Board to convene extraordinary general meetings and such proposal shall be made in writing. The Company shall convene an extraordinary general meeting within two months after receipt of the proposal.	~~**Article 76**~~ **Article 60** More than half of the independent directors, which shall not be less than two, have the right to propose the Board to convene extraordinary ~~general~~ **shareholders'** meetings and such proposal shall be made in writing. The Company shall convene an extraordinary ~~general~~ **shareholders'** meeting within two months after receipt of the proposal.
Article 77 The Board of Supervisors has the right to propose the Board to convene extraordinary general meetings and such proposal shall be made in writing. The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting within ten days upon receiving the proposal in accordance with the requirements of the PRC laws, administrative regulations, regulatory requirements and the Articles of Association. If the Board of Directors agrees to convene the extraordinary general meeting, the notice of convening the extraordinary general meeting shall be issued within five days after a resolution is reached. Should there be alterations to the original requests in the notice, consent has to be obtained from the Board of Supervisors. If the Board of Directors believes that the proposal of the Board of Supervisors is against the PRC laws, administrative regulations, regulatory requirements and the Articles of Association, it shall not agree to convene such extraordinary general meeting, and shall reply to the Board of Supervisors in writing. If the Board of Directors does not agree to convene the extraordinary general meeting requested by the Board of Supervisors or does not reply within ten days upon receiving the request, the Board will be considered as unable or refused to fulfil the obligation to convene general meetings and the Board of Supervisors may convene and preside over the meeting on its own initiative.	~~**Article 77**~~ **Article 61** The ~~Board of Supervisors~~**audit committee of the Board** has the right to propose the Board to convene extraordinary ~~general~~ **shareholders'** meetings and such proposal shall be made in writing. The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary ~~general~~ **shareholders'** meeting within ten days upon receiving the proposal in accordance with the requirements of the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association. If the Board of Directors agrees to convene the extraordinary ~~general~~ **shareholders'** meeting, the notice of convening the extraordinary ~~general~~ **shareholders'** meeting shall be issued within five days after a resolution is reached. Should there be alterations to the original requests in the notice, consent has to be obtained from the ~~Board of Supervisors~~**audit committee of the Board**. If the Board of Directors believes that the proposal of the ~~Board of Supervisors~~**audit committee of the Board** is against the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association, it shall not agree to convene such extraordinary ~~general~~ **shareholders'** meeting, and shall reply to the ~~Board of Supervisors~~**audit committee of the Board** in writing. If the Board of Directors does not agree to convene the extraordinary ~~general~~ **shareholders'** meeting requested by the ~~Board of Supervisors~~**audit committee of the Board** or does not reply within ten days upon receiving the request, the Board will be considered as unable or refused to fulfil the obligation to convene ~~general~~ **shareholders'** meetings and the ~~Board of Supervisors~~**audit committee of the Board** may convene and preside over the meeting on its own initiative.

Existing Articles of Association	Amended Articles of Association
Article 78 When shareholders propose the convening of an extraordinary general meeting or any class shareholders' meeting, the following procedures shall be followed: (1) The proposing shareholders may submit its request in writing, in one copy or multiple copies in the same form and with same contents, to the Board of Directors to convene a shareholders' general meeting and clarify the topics of the meeting. The Board shall, in accordance with the laws, administrative regulations, regulatory requirements and the Articles of Association, furnish a written reply stating its agreement or disagreement to convene such general meeting within ten days upon its receipt of such proposal; (2) If the Board agrees to convene a shareholders' general meeting, a notice of meeting shall be issued within five days after passing of the relevant resolution by the Board. Any changes to the original proposal made in the notice shall require the consent of the requesting shareholders; (3) If the Board of Directors believes that the proposal of the proposing shareholders is against the laws, administrative regulations, regulatory requirements and the Articles of Association, it shall not agree to convene such general meeting, and shall reply to the proposing shareholders in writing. If the Board of Directors does not agree to convene the general meeting or does not reply within ten days upon receiving the request, the proposing shareholders have the right to propose the Board of Supervisors to convene a general meeting by way of written request(s); (4) If the supervisory committee agrees to convene the general meeting, a notice of meeting shall be issued within five days upon its receipt of such requests. Any changes to the original proposal made in the notice shall require the approval of the relevant shareholders;	~~**Article 78**~~ **Article 62** When shareholders ~~propose~~ **request** the convening of an extraordinary ~~general~~ **shareholders'** meeting or any class shareholders' meeting, the following procedures shall be followed: (1) The proposing shareholders may submit ~~its~~ **their** ~~request~~ **proposal** in writing, in one copy or multiple copies in the same form and with same contents, to the Board of Directors to convene a shareholders' ~~general~~ meeting and clarify the topics of the meeting. **For written proposal from proposing shareholders requesting to convene a shareholders' meeting,** ~~T~~**t**he Board shall, in accordance with the laws, administrative regulations, regulatory requirements and the Articles of Association, **decide on whether to convene such shareholders' meeting and** furnish a written reply stating its agreement or disagreement to convene ~~such general~~ **an extraordinary shareholders'** meeting within ten days~~upon~~ **from the date of** its receipt of such proposal; (2) If the Board agrees to convene a shareholders' ~~general~~ meeting, a notice of meeting shall be issued within five days after passing of the relevant resolution by the Board. Any changes to the original proposal made in the notice shall require the consent of the requesting shareholders; (3) If the Board of Directors believes that the proposal of the proposing shareholders is against the laws, administrative regulations, regulatory requirements and the Articles of Association, it shall not agree to convene such ~~general~~ **shareholders'** meeting, and shall reply to the proposing shareholders in writing. If the Board of Directors does not agree to convene the ~~general~~ **shareholders'** meeting or does not reply within ten days upon receiving the request, the proposing shareholders have the right to propose the ~~Board of Supervisors~~**audit committee of the Board** to convene a ~~general~~ **shareholders'** meeting by way of written request(s);

Existing Articles of Association	Amended Articles of Association
(5) If the Board of Supervisors does not issue notice of the general meeting within the specified period, it will be considered as not going to convene and preside over the general meeting, and shareholders individually or jointly holding over 10% of the shares of the Company for more than ninety consecutive days have the right to convene and preside over the meeting on their own initiative. Such a meeting shall be convened, to the largest extent, in the same procedures as those convened by the Board of Directors. All reasonable expenses incurred by the shareholders in convening and presiding over the general meeting on their own initiative in accordance with this Article shall be assumed by the Company.	(4) If the ~~supervisory committee~~ **audit committee of the Board** agrees to convene the ~~general~~ **shareholders'** meeting, a notice of meeting shall be issued within five days upon its receipt of such requests. Any changes to the original ~~proposal~~ **request** made in the notice shall require the approval of the relevant shareholders; (5) If the ~~Board of Supervisors~~**audit committee of the Board** does not issue notice of the ~~general~~ **shareholders'** meeting within the specified period, it will be considered as not going to convene and preside over the ~~general~~ **shareholders'** meeting, and shareholders individually or jointly holding over 10% of the shares of the Company for more than ninety consecutive days have the right to convene and preside over the meeting on their own initiative. Such a meeting shall be convened, to the largest extent, in the same procedures as those convened by the Board of Directors. All reasonable expenses incurred by the shareholders in convening and presiding over the ~~general~~ **shareholders'** meeting on their own initiative in accordance with this Article shall be assumed by the Company.
Article 79 The Board of Supervisors or shareholders shall notify the Board of Directors in writing and file with the local branch of the CSRC and the stock exchange on which the Company's shares are listed, if they decide to convene the shareholders' general meeting on their own initiative. The shareholder(s) convening the shareholders' general meeting must hold no less than 10% of shares in the Company immediately before the resolution of such meeting is announced. 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 equity record date for the shareholders' general meeting, and the reasonable expenses incurred in relation to the meeting shall be assumed by the Company.	~~**Article 79**~~ **Article 63** The ~~Board of Supervisors~~**audit committee of the Board** or shareholders shall notify the Board of Directors in writing and file with ~~the local branch of the CSRC and~~ the stock exchange on which the Company's shares are listed, if they decide to convene the shareholders' ~~general~~ meeting on their own initiative. The shareholder(s) convening the shareholders' ~~general~~ meeting must hold no less than 10% of shares in the Company immediately before the resolution of such meeting is announced. ~~With regard to~~ **Where** the shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~**audit committee of the Board** 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 equity record date for the shareholders' ~~general~~ meeting~~, and the reasonable expenses incurred in relation to the meeting shall be assumed by the Company~~.

Existing Articles of Association	Amended Articles of Association
Article 80 The Board of Directors shall convene and the chairman of the Board of Directors shall preside over the shareholders' general meetings. If the chairman fails or is unable to preside over the meeting, the vice chairman of the Board of Directors shall preside. If the vice chairman of the Board of Directors is unable or fails to preside, the shareholders' general meeting shall be presided over by a director nominated 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 by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors fails or is unable to preside, the shareholders' general meeting shall be presided over by a supervisor nominated 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 nominated by the convenor. If no representative can be nominated, the shareholder holding the largest number of shares or its proxy attending the meeting shall preside. If the chairperson of the shareholders' general meeting breaches the procedural rules, which makes it unable to proceed the shareholders' general meeting, subject to consents of more than half of shareholders with voting rights attending the shareholders' general meeting, the shareholders' general meeting may nominate a person to act as the chairperson of the meeting and such meeting may continue.	~~**Article 80**~~ **Article 64** The Board of Directors shall convene and the chairman of the Board of Directors shall preside over the shareholders' ~~general~~ meetings. If the chairman fails or is unable to preside over the meeting, the vice chairman of the Board of Directors shall preside. If the vice chairman of the Board of Directors is unable or fails to preside, the shareholders' ~~general~~ meeting shall be presided over by a director nominated by more than half of the directors. The shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~ **audit committee of the Board** on its own initiative shall be presided over by the chairman of the ~~Board of Supervisors~~**audit committee of the Board**. If the chairman of the ~~Board of Supervisors~~ **audit committee of the Board** fails or is unable to preside, the shareholders' ~~general~~ meeting shall be presided over by a ~~supervisor~~ **member of the audit committee** nominated by more than half of the ~~supervisors~~ **members of the audit committee**. The shareholders' ~~general~~ meeting convened by shareholders on their own initiative shall be presided over by the representative nominated by the convenor. If no representative can be nominated, the shareholder holding the largest number of shares or its proxy attending the meeting shall preside. If the chairperson of the shareholders' ~~general~~ meeting breaches the procedural rules, which makes it unable to proceed the shareholders' ~~general~~ meeting, subject to consents of more than half of shareholders with voting rights attending the shareholders' ~~general~~ meeting, the shareholders' ~~general~~ meeting may nominate a person to act as the chairperson of the meeting and such meeting may continue.
Article 81 Directors, supervisors, president and other senior management officers shall make clarifications and explanations on the inquiries raised by shareholders at the general meetings, except those relating to the Company's trade secrets.	~~**Article 81**~~ **Article 65** Directors, ~~supervisors,~~ president and other senior management officers shall make clarifications and explanations on the inquiries raised by shareholders at the ~~general~~ **shareholders'** meetings, except those relating to the Company's trade secrets.

Existing Articles of Association	Amended Articles of Association
Article 82 Notice of a annual general meeting shall be given 20 days prior to the meeting to notify all the shareholders time, place of, and the matters to be considered at the meeting. Notice of an extraordinary general meeting shall be given 15 days prior to the meeting to notify all the shareholders the time, place of, and the matters to be considered at the meeting. No votes shall be cast and no resolutions shall be made at the shareholders' general meeting in relation to proposals not stated in the notice or supplemental notice. When the Company convenes a general meeting, it shall notify the insurance regulatory authority at least three working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority shall be notified and the reasons shall be provided in a timely manner.	~~**Article 82**~~ **Article 66** Notice of a**n** annual ~~general~~ **shareholders'** meeting shall be given 20 days prior to the meeting to notify all the shareholders time, place of, and the matters to be considered at the meeting. Notice of an extraordinary ~~general~~ **shareholders'** meeting shall be given 15 days prior to the meeting to notify all the shareholders the time, place of, and the matters to be considered at the meeting. No votes shall be cast and no resolutions shall be made at the shareholders' ~~general~~ meeting in relation to proposals not stated in the notice or supplemental notice. When the Company convenes a ~~general~~ **shareholders'** meeting, it shall notify the insurance regulatory authority at least three working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority shall be notified and the reasons shall be provided in a timely manner.
Article 83 Without justified reasons, the shareholders' general meeting shall not be postponed or cancelled after a notice has been issued. Proposals stated in the notice of shareholders' general meeting shall not be cancelled. In case of any postponement or cancellation, the convenor shall make a public announcement and explain the reasons at least two business days prior to the original date of convening.	~~**Article 83**~~ **Article 67** Without justified reasons, the shareholders' ~~general~~ meeting shall not be postponed or cancelled after a notice has been issued. Proposals stated in the notice of shareholders' ~~general~~ meeting shall not be cancelled. In case of any postponement or cancellation, the convenor shall make a public announcement and explain the reasons at least two business days prior to the original date of convening.
Article 84 A notice for the shareholders' general meeting shall be in writing and comply with the following requirements: (1) specify the place, date and time of the meeting; (2) state the matters to be discussed and considered at the meeting and fully disclose contents of all the proposals. Proposed changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only;	~~**Article 84**~~ **Article 68** A notice for the shareholders' ~~general~~ meeting shall be in writing and comply with the following requirements: (1) specify the place, date and time of the meeting; (2) state the matters to be discussed and considered at the meeting and fully disclose contents of all the proposals. Proposed changes to any resolution passed at previous shareholders' ~~general~~ meeting shall be disclosed in full rather than disclosing the changes only;

Existing Articles of Association	Amended Articles of Association
(3) provide such information and explanations as are necessary for the shareholders to exercise an informed decision on the proposals before them, the principle of which including without limitation where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganise the share capital, or to restructure the Company in any other way, specific conditions and contracts of the proposed transaction in detail (if any) and a serious explanation of the cause and consequence of such proposal;	~~(3) provide such information and explanations as are necessary for the shareholders to exercise an informed decision on the proposals before them, the principle of which including without limitation where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganise the share capital, or to restructure the Company in any other way, specific conditions and contracts of the proposed transaction in detail (if any) and a serious explanation of the cause and consequence of such proposal;~~
(4) state in writing explicitly that shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more proxies to attend on his behalf and to vote thereat and the proxy or proxies need not be a shareholder;	~~(4)~~**(3)** state in writing explicitly that shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more proxies to attend on his behalf and to vote thereat and the proxy or proxies need not be a shareholder;
(5) contain a disclosure of the nature and extent, if any, of the material interest of any director, supervisor or other senior management officer in the matters proposed and the effect of the proposed matters on them in their capacity as shareholders in so far as it is different from the effect on other shareholders of the same class;	~~(5) contain a disclosure of the nature and extent, if any, of the material interest of any director, supervisor or other senior management officer in the matters proposed and the effect of the proposed matters on them in their capacity as shareholders in so far as it is different from the effect on other shareholders of the same class;~~
(6) contain the full text of any special resolution proposed to be moved at the meeting;	~~(6) contain the full text of any special resolution proposed to be moved at the meeting;~~
(7) specify the time and place for the delivery of the proxy form of the meeting; and	~~(7) specify the time and place for the delivery of the proxy form of the meeting; and~~
(8) state the name and contact method of the regular contact person of the meeting.	~~(8)~~**(4)** state the name and contact method of the regular contact person of the meeting~~.~~**; and** **(5) state other contents required by laws, regulations, regulatory requirements and the securities regulatory authority and the stock exchange of the place where the Company's shares are listed.**

Existing Articles of Association	Amended Articles of Association
Article 85 Notice of a shareholders' general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of members. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice, with a copy sent to the insurance regulatory authority. The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant shareholders' general meeting. For holders of overseas listed shares, subject to the compliance with applicable laws, administrative regulations, regulatory requirements and relevant requirements of the securities regulatory authority or stock exchange at the place where the shares of the Company are listed, the notice of a shareholders' general meeting may be published on the websites of the Company and the Hong Kong Stock Exchange in place of personal delivery or prepaid mail to the holders of overseas listed shares.	~~**Article 85**~~ **Article 69** ~~Notice of a shareholders' general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of members. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice, with a copy sent to the insurance regulatory authority.~~ ~~The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant shareholders' general meeting.~~ ~~For holders of overseas listed shares, subject to the compliance with applicable laws, administrative regulations, regulatory requirements and relevant requirements of the securities regulatory authority or stock exchange at the place where the shares of the Company are listed, the notice of a shareholders' general meeting may be published on the websites of the Company and the Hong Kong Stock Exchange in place of personal delivery or prepaid mail to the holders of overseas listed shares.~~ **Unless otherwise provided by the Articles of Association, notice of a shareholders' meeting shall be served on shareholders (whether or not entitled to vote at the shareholders' meeting) in the manner stipulated in the Articles of Association or in such other manners as permitted by the securities regulatory authority and the stock exchange of the place where the Company's shares are listed.**

Existing Articles of Association	Amended Articles of Association
Article 86 An individual shareholder may attend in person or delegate his proxies to attend a shareholder's general meeting. Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or more persons (who need not be shareholders) as his proxies to attend and vote on his/her behalf. Such proxy shall submit the proxy letter and may exercise the following rights within the scope of authorisation by the shareholder: (1) The shareholder's right to speak at the shareholders' general meeting; (2) The right to demand by himself or in conjunction with others to vote by poll; and (3) The right to vote by a show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.	~~**Article 86**~~ **Article 70** An individual shareholder may attend in person or delegate his proxies to attend a shareholder's ~~general~~ meeting. Any shareholder entitled to attend and vote at a shareholders' ~~general~~ meeting shall have the right to appoint one or more persons (who need not be shareholders) as his proxies to attend and vote on his/her behalf. Such proxy shall submit the proxy letter and may exercise the following rights within the scope of authorisation by the shareholder: (1) The shareholder's right to speak at the shareholders' ~~general~~ meeting; (2) The right to demand by himself or in conjunction with others to vote by poll; and (3) The right to vote by a show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll. **Where a recognised clearing institution or its agent as permitted by the securities regulatory authority and the stock exchange of the place where the Company's shares are listed serves as a shareholder of the Company, it may entrust relevant personnel to attend shareholders' meetings and creditors' meetings. Such entrusted attendee shall enjoy the same rights as other shareholders, including the right to speak and vote**.

Existing Articles of Association	Amended Articles of Association
Article 87 The proxy letter issued by a shareholder to entrust his proxy to attend a shareholders' general meeting shall be signed by the appointer or his/her proxies by written instruments. Where the appointer is a legal person, the instrument shall be sealed by the legal person or signed by its directors or duly authorised proxies. The proxy letter shall contain the following contents: (1) name of the appointer or name of proxy; (2) number of shares held by proxy on behalf of the appointer; (3) proxy's voting right; (4) instructions on each item to be discussed for each agenda of the shareholders' general meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution respectively; (5) instructions on which voting right shall be exercised if there is voting right on provisional resolutions to be incorporated into the agenda of the shareholders' general meeting; (6) issuing date of the proxy letter and its effective period; and (7) signature (or seal) of the appointer. Any proxy letter or proxy form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote, or abstain from voting and enable the shareholders to give separate instructions on each matter to be voted during discussions at the meeting. The proxy letter shall specify that in the absence of instructions from the shareholder, the proxy may vote as he/she thinks fit.	~~**Article 87**~~ **Article 71** The proxy letter issued by a shareholder to entrust his proxy to attend a shareholders' ~~general~~ meeting shall be signed by the appointer or his/her proxies by written instruments. Where the appointer is a legal person, the instrument shall be sealed by the legal person or signed by its directors or duly authorised proxies. The proxy letter shall contain the following contents: (1) name of the appointer or name of proxy; (2) number of shares held by proxy on behalf of the appointer; (3) proxy's voting right; (4) instructions on each item to be discussed for each agenda of the shareholders' ~~general~~ meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution respectively; (5) instructions on which voting right shall be exercised if there is voting right on provisional resolutions to be incorporated into the agenda of the shareholders' ~~general~~ meeting; (6) issuing date of the proxy letter and its effective period; and (7) signature (or seal) of the appointer. Any proxy letter or proxy form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote, or abstain from voting and enable the shareholders to give separate instructions on each matter to be voted during discussions at the meeting. The proxy letter shall specify that in the absence of instructions from the shareholder, the proxy may vote as he/she thinks fit.

Existing Articles of Association	Amended Articles of Association
Article 88 The proxy letter appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting within 24 hours prior to the time for holding the meeting or before 24 hours prior to the designated time for the voting. If such proxy letter is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting. If the appointer is a legal person, its legal representative or any person authorised by the resolutions of the Board or other governing body shall attend the shareholders' general meeting of the Company as the appointer's representative.	~~**Article 88**~~ **Article 72** ~~The proxy letter appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting within 24 hours prior to the time for holding the meeting or before 24 hours prior to the designated time for the voting.~~ If ~~such~~ **a** proxy letter is signed by another person under ~~a~~**the** power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. ~~The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.~~ If the appointer is a legal person, its legal representative or any person authorised by the resolutions of the Board or other governing body shall attend the shareholders' ~~general~~ meeting of the Company as the appointer's representative.
Article 89 Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney or where the relevant shares have been transferred prior to the voting, a vote given by the proxy in accordance with the power of attorney shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.	~~**Article 89**~~ **Article 73** Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney or where the relevant shares have been transferred prior to the voting, a vote given by the proxy in accordance with the power of attorney shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.
Article 90 The Company is responsible for the registration of attendance at shareholders' general meetings.	~~**Article 90**~~ **Article 74** The Company is responsible for the registration of attendance at shareholders' ~~general~~ meetings.
Section 4 Proposals to the Shareholders' General Meeting	**Section 4 Proposals to the Shareholders' ~~General~~ Meeting**

Existing Articles of Association	Amended Articles of Association
Article 91 When the Company is to hold a shareholders' general meeting, the proposing shareholders, the Board, the Board of Supervisors and half or more of the total number of independent directors (at least two) shall be entitled to raise proposals in writing to the Company. The Company shall include in such meeting's agenda the matters in the proposals within the scope of functions and powers of the shareholders' general meeting. The proposing shareholders may raise interim proposals and submit the same to the convenor of the shareholders' general meeting 10 days prior to the date of the meeting, and matters in the interim proposals within the scope of functions and powers of the shareholders' general meeting shall be included in such meeting's agenda. The convenor of the shareholders' general meeting shall within two days upon receiving such interim proposals give supplemental notice to the shareholders. The content of such interim proposals shall be within the scope of approval of a shareholders' general meeting, and contains specific subjects and concrete matters for approval.	~~**Article 91**~~ **Article 75** When the Company is to hold a shareholders' ~~general~~ meeting, the proposing shareholders, the Board, the ~~Board of Supervisors~~**audit committee of the Board** and half or more of the total number of independent directors (at least two) shall be entitled to raise proposals in writing to the Company. The Company shall include in such meeting's agenda the matters in the proposals within the scope of functions and powers of the shareholders' ~~general~~ meeting. The proposing shareholders may raise interim proposals and submit the same to the convenor of the shareholders' ~~general~~ meeting 10 days prior to the date of the meeting, and matters in the interim proposals within the scope of functions and powers of the shareholders' ~~general~~ meeting shall be included in such meeting's agenda. The convenor of the shareholders' ~~general~~ meeting shall within two days upon receiving such interim proposals give supplemental notice to the shareholders. The content of such interim proposals shall be within the scope of approval of a shareholders' ~~general~~ meeting, and contains specific subjects and concrete matters for approval.
Article 92 A proposal to a shareholders' general meeting shall meet the following conditions: (1) the contents of the proposal shall not contravene PRC laws, administrative regulations, regulatory requirements and the Articles of Association and shall fall within the Company's business scope and the scope of functions and powers of the shareholders' general meeting; (2) it shall contain specific subjects and concrete matters for approval; and (3) it shall be submitted or delivered in writing to the Board of Directors and the convenor of shareholders' general meeting. In addition to the above conditions, the proposal of electing directors and supervisors shall be accompanied by materials such as biographical details of the candidates for directors and supervisors.	~~**Article 92**~~ **Article 76** A proposal to a shareholders' ~~general~~ meeting shall meet the following conditions: (1) the contents of the proposal shall not contravene ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association and shall fall within the Company's business scope and the scope of functions and powers of the shareholders' ~~general~~ meeting; (2) it shall contain specific subjects and concrete matters for approval; and (3) it shall be submitted or delivered in writing to the Board of Directors and the convenor of shareholders' ~~general~~ meeting. In addition to the above conditions, the proposal of electing directors ~~and supervisors~~ shall be accompanied by materials such as biographical details of the candidates for directors ~~and supervisors~~.

Existing Articles of Association	Amended Articles of Association
Article 93 The convenor of the shareholders' general meeting shall review the proposals to the shareholders' general meeting pursuant to provisions in the preceding Article and with the best interests of the Company and its shareholders as the standard of conduct. The convenor of the shareholders' general meeting shall give explanations at the shareholders' general meeting if it decides not to include a proposal in the agenda of the meeting.	**~~Article 93~~ Article 77** The convenor of the shareholders' ~~general~~ meeting shall review the proposals to the shareholders' ~~general~~ meeting pursuant to provisions in the preceding Article and with the best interests of the Company and its shareholders as the standard of conduct. The convenor of the shareholders' ~~general~~ meeting shall give explanations at the shareholders' ~~general~~ meeting if it decides not to include a proposal in the agenda of the meeting.
Section 5 Resolutions of Shareholders' General Meetings	**Section 5 Resolutions of Shareholders' ~~General~~ Meetings**
Article 94 A shareholder shall be entitled to one vote for every share with voting right he holds when voting in person or by proxy. However, shares held by the Company do not represent voting rights.	**~~Article 94~~ Article 78** A shareholder shall be entitled to one vote for every share with voting right he holds when voting in person or by proxy. However, shares held by the Company do not represent voting rights.
Article 95 Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution to be adopted at the shareholders' general meeting shall be passed by votes representing more than one-half of the voting rights held by the shareholders (including proxies) present at the meeting. A special resolution to be adopted at the shareholders' general meeting shall be passed by votes representing two-thirds or more of the voting rights held by the shareholders (including proxies) present at the meeting.	**~~Article 95~~ Article 79** Resolutions of shareholders' ~~general~~ meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution to be adopted at the shareholders' ~~general~~ meeting shall be passed by votes representing more than one-half of the voting rights held by the shareholders (including proxies) present at the meeting. A special resolution to be adopted at the shareholders' ~~general~~ meeting shall be passed by votes representing two-thirds or more of the voting rights held by the shareholders (including proxies) present at the meeting.

Existing Articles of Association	Amended Articles of Association
Article 96 Resolutions at a shareholders' general meeting shall be decided by a show of hands unless a poll is demanded before or after any vote on a show of hand: (1) by the chairman of the meeting; (2) by at least two shareholders entitled to vote present in person or by proxy; or (3) by shareholders (including proxies) individually or in aggregate representing 10% or more of all shares carrying the right to vote at the meeting. Unless somebody proposes voting by poll, the chairman of the meeting shall declare whether the proposal has been adopted according to the results of the vote by a show of hands, and shall record the same in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against the resolution adopted at the meeting. The demand for a vote by poll may be withdrawn by the person who makes such demand.	~~**Article 96**~~ **Article 80** ~~Resolutions at a shareholders' general meeting shall be decided by a show of hands unless a poll is demanded before or after any vote on a show of hand:~~ ~~(1) by the chairman of the meeting;~~ ~~(2) by at least two shareholders entitled to vote present in person or by proxy; or~~ ~~(3) by shareholders (including proxies) individually or in aggregate representing 10% or more of all shares carrying the right to vote at the meeting.~~ ~~Unless somebody proposes voting by poll, the chairman of the meeting shall declare whether the proposal has been adopted according to the results of the vote by a show of hands, and shall record the same in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against the resolution adopted at the meeting.~~ ~~The demand for a vote by poll may be withdrawn by the person who makes such demand.~~ **Voting by poll shall be adopted at shareholders' meetings of the Company, except where a show of hands shall be adopted for procedural matters as decided by the chairman of the meeting.**
Article 97 If the matter demanded to be voted upon by poll is the election of the chairman or the adjournment of the meeting, a poll shall be taken forthwith. A poll demanded on any other matter shall be taken at such time as the chairman of the meeting directs and the meeting may proceed with the discussion of such matters; the results of the poll shall still be regarded as a resolution passed at that meeting.	~~**Article 97** If the matter demanded to be voted upon by poll is the election of the chairman or the adjournment of the meeting, a poll shall be taken forthwith. A poll demanded on any other matter shall be taken at such time as the chairman of the meeting directs and the meeting may proceed with the discussion of such matters; the results of the poll shall still be regarded as a resolution passed at that meeting.~~

Existing Articles of Association	Amended Articles of Association
Article 98 On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way or abstain from voting.	~~**Article 98**~~ **Article 81** On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way or abstain from voting.
Article 99 According to applicable laws, administrative regulations, regulatory requirements and relevant requirements of the securities regulatory authority and the stock exchange at the place where the Company's shares are listed, If any shareholder is required to abstain from voting or is restricted to only vote for or against a resolution, the vote cast by such shareholder or his proxy in breach of such requirement or restriction shall not be counted in the voting results.	~~**Article 99**~~ **Article 82** According to applicable laws, administrative regulations, regulatory requirements and relevant requirements of the securities regulatory authority and the stock exchange at the place where the Company's shares are listed, If any shareholder is required to abstain from voting or is restricted to only vote for or against a resolution, the vote cast by such shareholder or his proxy in breach of such requirement or restriction shall not be counted in the voting results.

Existing Articles of Association	Amended Articles of Association
Article 100 The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:	~~**Article 100**~~ **Article 83** 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;	~~(1) the operational policies and investment plans of the Company;~~
(2) the election, replacement or removal of the directors (except the removal of independent directors) and supervisors who are not representative of the employees of the Company and determination of the remuneration of the relevant directors and supervisors;	~~(2)~~**(1)** the election, replacement or removal of the directors (except the removal of independent directors) ~~and supervisors who are not representative of the employees of the Company~~ and determination of the remuneration of the relevant directors ~~and supervisors~~;
(3) reports of the Board and the Board of Supervisors;	~~(3)~~**(2)** reports of the Board ~~and the Board of Supervisors~~;
(4) annual financial budgets and final accounts of the Company;	~~(4)~~**(3)** annual financial budgets and final accounts of the Company;
(5) the profit distribution plans and plans for loss recovery of the Company;	~~(5)~~**(4)** the profit distribution plans and plans for loss recovery of the Company;
(6) appointment, dismissal or non-reappointment of accounting firms that conduct regular statutory audit of the Company's financial reports;	~~(6)~~**(5)** appointment, **reappointment,** dismissal or non-reappointment of accounting firms that conduct regular statutory audit of the Company's financial **and accounting** reports;
(7) related transactions to be considered and approved at a shareholders' general meeting as required by laws, administrative regulations and regulatory requirements, the provisions of the securities regulatory authority or stock exchange of the place where the shares of the Company are listed; and	~~(7)~~**(6)** related transactions to be considered and approved at a shareholders' ~~general~~ meeting as required by laws, administrative regulations ~~and~~**,** regulatory requirements~~;~~ **and** the provisions of the securities regulatory authority or stock exchange of the place where the shares of the Company are listed; and
(8) matters other than those required by the PRC laws, administrative regulations, regulatory requirements and by the Articles of Association to be adopted by a special resolution.	~~(8)~~**(7)** matters other than those required by the ~~PRC~~ laws, administrative regulations, regulatory requirements and by the Articles of Association to be adopted by a special resolution.

Existing Articles of Association	Amended Articles of Association
Article 101 The following matters shall be resolved by a special resolution at a shareholders' general meeting: (1) the increase or decrease in the Company's registered capital; (2) the issue of bonds, shares, warrants or other marketable securities and listing of the Company; (3) the repurchase of the Company's shares; (4) the merger, division, dissolution, liquidation and change in the form of the Company; (5) the amendments to the Articles of Association; (6) formulating and revising the procedural rules of the shareholders' general meetings, the Board and the Board of Supervisors; (7) removal of the independent directors; (8) the Company's matters such as establishment of legal entities, significant external investment, major asset acquisition, disposal and write-off of substantial assets, major external donations and major asset mortgage (Details of the identification standards are set out in the second paragraph of Article 69 in the Articles of Association); (9) share incentive scheme; and (10) other matters required by the PRC laws, administrative regulations, regulatory requirements, the provisions of the Articles of Association or decided by the shareholders' general meeting, by way of an ordinary resolution, which may have a material impact on the Company and should be adopted by a special resolution.	~~**Article 101**~~ **Article 84** The following matters shall be resolved by a special resolution at a shareholders' ~~general~~ meeting: (1) the increase or decrease in the Company's registered capital; (2) the issue of bonds, shares, warrants or other marketable securities and listing of the Company; (3) the repurchase of the Company's shares; (4) the merger, division, dissolution, liquidation and change in the form of the Company; (5) the amendments to the Articles of Association; (6) formulating and revising the procedural rules of the shareholders' ~~general~~ meetings~~,~~ **and** the Board ~~and the Board of Supervisors~~; (7) removal of the independent directors; (8) the Company's matters such as establishment of legal entities, significant external investment, major asset acquisition, disposal and write-off of substantial assets, major external donations and major asset mortgage (Details of the identification standards are set out in the second paragraph of ~~Article 69~~ **Article 53** in the Articles of Association); **and** ~~(9) share incentive scheme; and~~ ~~(10)~~**(9)** other matters required by the ~~PRC~~ laws, administrative regulations, regulatory requirements, the provisions of the Articles of Association or decided by the shareholders' ~~general~~ meeting, by way of an ordinary resolution, which may have a material impact on the Company and should be adopted by a special resolution.

Existing Articles of Association	Amended Articles of Association
Article 102 Resolutions at a shareholders' general meeting shall be decided by a show of hands or by open ballot. Shareholders attending a shareholders' general meeting should vote for, against or abstain from voting on a resolution proposed at the meeting. Any vote that is not filled in, wrongly filled in, illegible or not cast shall be deemed as the voter giving up his voting rights. The voting results represented by his/her shares shall be treated as "abstention".	~~**Article 102**~~ **Article 85** Resolutions at a shareholders' ~~general~~ meeting shall be decided by a show of hands or by open ballot. Shareholders attending a shareholders' ~~general~~ meeting should vote for, against or abstain from voting on a resolution proposed at the meeting. Any vote that is not filled in, wrongly filled in, illegible or not cast shall be deemed as the voter giving up his voting rights. The voting results represented by his/her shares shall be treated as "abstention".
Article 103 Where matters submitted for consideration at any shareholders' general meeting concerns a related transaction, the related shareholder shall abstain from voting and the number of voting shares represented by him shall not be counted towards the number of valid voting shares.	~~**Article 103**~~ **Article 86** Where matters submitted for consideration at any shareholders' ~~general~~ meeting concerns a related transaction, the related shareholder shall abstain from voting and the number of voting shares represented by him shall not be counted towards the number of valid voting shares.
Article 104 The list of candidates for directors or supervisors (except for the candidates for employee representative supervisors) shall be submitted for voting in the form of a proposal at a shareholders' general meeting.	~~**Article 104**~~ **Article 87** The list of candidates for directors ~~or supervisors (except for the candidates for employee representative supervisors)~~ shall be submitted for voting in the form of a proposal at a shareholders' ~~general~~ meeting.
Article 105 Written resolutions and meeting minutes shall be formed at the shareholders' general meeting, and the resolutions shall be announced by the chairman of the meeting. Minutes of meetings shall be kept permanently. The Company shall report to the insurance regulatory authority regarding the status of the resolutions and meeting minutes within 30 days after the passing of resolutions at the shareholders' general meeting.	~~**Article 105**~~ **Article 88** Written resolutions and meeting minutes shall be formed at the shareholders' ~~general~~ meeting, and the resolutions shall be announced by the chairman of the meeting. Minutes of meetings shall be kept permanently. The Company shall report to the insurance regulatory authority regarding the status of the resolutions and meeting minutes within 30 days after the passing of resolutions at the shareholders' ~~general~~ meeting.
Article 106 The chairman of the meeting shall determine whether resolutions of by a shareholders' general meeting are approved. The chairman's decision is final and shall be announced in the meeting and recorded in the minutes of the meeting.	~~**Article 106** The chairman of the meeting shall determine whether resolutions of by a shareholders' general meeting are approved. The chairman's decision is final and shall be announced in the meeting and recorded in the minutes of the meeting.~~

Existing Articles of Association	Amended Articles of Association
Article 107 If the chairman of the meeting has any doubt as to the result of a resolution presented for voting at a shareholders' general meeting, he may have the number of votes counted. If no counting is made by the chairman of the meeting, any shareholder or his proxy present in the meeting who objects to the result announced shall have the right to immediately demand that the votes be counted, and the chairman of the meeting shall forthwith have the votes counted. If a counting of votes is conducted at a shareholder's general meeting, the counting result shall be recorded in the minutes of the meeting.	**~~Article 107~~ Article 89 The chairman of the meeting shall announce whether the resolution of a shareholders' meeting shall be adopted.** If the chairman of the meeting has any doubt as to the result of a resolution presented for voting at a shareholders' ~~general~~ meeting, he may have the number of votes counted. If no counting is made by the chairman of the meeting, any shareholder or his proxy present in the meeting who objects to the result announced shall have the right to immediately demand that the votes be counted, and the chairman of the meeting shall forthwith have the votes counted. If a counting of votes is conducted at a shareholder's ~~general~~ meeting, the counting result shall be recorded in the minutes of the meeting.

Existing Articles of Association	Amended Articles of Association
Article 108 Minutes of shareholders' general meetings shall be recorded by the Board secretary. The minutes shall contain the following items: (1) the time, place and agenda of the meeting, and the name of the convenor; (2) the name of the chairman of the meeting, and the names of directors, supervisors, president, and other senior management officers attending or present at the meeting; (3) the number of shareholders and their proxies attending the meeting, the total number of voting shares they represent and the percentage of the total number of shares of the Company they represent; (4) the total number of shares which, as required by the securities regulatory authority and the stock exchange where the Company's shares are listed, shall abstain from voting for and/or abstain from voting on individual proposals (if any); (5) the process and key points of consideration and the voting result in respect of each proposal; (6) queries or recommendations from shareholders, and the corresponding response or explanations; (7) names of counting officers and scrutineers; and (8) such other matters which shall be recorded in the meeting minutes in accordance with the provisions of laws, administrative regulations, regulatory requirements and the Articles of Association.	~~**Article 108**~~ **Article 90** Minutes of shareholders' ~~general~~ meetings shall be recorded by the Board secretary. The minutes shall contain the following items: (1) the time, place and agenda of the meeting, and the name of the convenor; (2) the name of the chairman of the meeting, and the names of directors, ~~supervisors,~~ president, and other senior management officers attending or present at the meeting; (3) the number of shareholders and their proxies attending the meeting, the total number of voting shares they represent and the percentage of the total number of shares of the Company they represent; (4) the total number of shares which, as required by the securities regulatory authority and the stock exchange where the Company's shares are listed, shall abstain from voting for and/or abstain from voting on individual proposals (if any); (5) the process and key points of consideration and the voting result in respect of each proposal; (6) queries or recommendations from shareholders, and the corresponding response or explanations; (7) names of counting officers and scrutineers; and (8) such other matters which shall be recorded in the meeting minutes in accordance with the provisions of laws, administrative regulations, regulatory requirements and the Articles of Association.

Existing Articles of Association	Amended Articles of Association
Article 109 Minutes of shareholders' general meetings shall be signed by the chairman of the meeting, attending directors and the recording officer. The meeting may also be recorded in audio and visual formats. The minutes (including audio and visual materials) shall be kept together with the shareholders' attendance register and the proxy forms as corporate documents by the Board secretary at the Company's domicile in a manner in line with the Company's file management system.	~~**Article 109**~~ **Article 91** Minutes of shareholders' ~~general~~ meetings shall be signed by the chairman of the meeting, attending directors and the recording officer. The meeting may also be recorded in audio and visual formats. The minutes (including audio and visual materials) shall be kept together with the shareholders' attendance register and the proxy forms as corporate documents by the Board secretary at the Company's domicile in a manner in line with the Company's file management system.
Article 110 Copies of the minutes of shareholders' general meetings shall be available for inspection by shareholders free of charge during business hours of the Company. If a shareholder requests a copy of minutes of shareholders' general meetings from the Company, the Company shall send a copy of such minutes to him/her within seven days after receipt of a reasonable fee.	~~**Article 110** Copies of the minutes of shareholders' general meetings shall be available for inspection by shareholders free of charge during business hours of the Company. If a shareholder requests a copy of minutes of shareholders' general meetings from the Company, the Company shall send a copy of such minutes to him/her within seven days after receipt of a reasonable fee.~~
Chapter 8 Special Voting Procedures for Class Shareholders	**Chapter ~~8~~ 7 Special Voting Procedures for Class Shareholders**
Article 111 Shareholders who hold different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with law, administrative regulations, regulatory requirements and the Articles of Association. Different types of the Company's class shareholders enjoy equal rights to dividends or any distributions made in other forms. Where the capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting."	~~**Article 111**~~ **Article 92** Shareholders who hold different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with law, administrative regulations, regulatory requirements and the Articles of Association. Different types of the Company's class shareholders enjoy equal rights to dividends or any distributions made in other forms. Where the capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting."

Existing Articles of Association	Amended Articles of Association
Article 112 Where the Company intends to change or abrogate the rights conferred on any class of shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution of the shareholders' general meeting and by holders of that affected class of shares at a separate meeting conducted in accordance with Articles 114-118.	~~**Article 112**~~ **Article 93** Where the Company intends to change or abrogate the rights conferred on any class of shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution of the shareholders' ~~general~~ meeting and by holders of that affected class of shares at a separate meeting conducted in accordance with ~~Articles 114-118~~ **Articles 95-99**.
Article 113 The following circumstances shall be deemed to be variation or abrogation of the rights of a class of shareholders: (1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of class having voting or distribution rights or privileges equal to or more than those of shares of such class; (2) to effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class; (3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class; (4) to reduce or remove a dividend preference or a liquidation preference, during the process of the Company's liquidation, attached to shares of such class; (5) to add, remove or reduce conversion rights, options, voting rights, rights of transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of such class; (6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;	~~**Article 113**~~ **Article 94** The following circumstances shall be deemed to be variation or abrogation of the rights of a class of shareholders: (1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of class having voting or distribution rights or privileges equal to or more than those of shares of such class; (2) to effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class; (3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class; (4) to reduce or remove a dividend preference or a liquidation preference, during the process of the Company's liquidation, attached to shares of such class; (5) to add, remove or reduce conversion rights, options, voting rights, rights of transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of such class; (6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;

Existing Articles of Association	Amended Articles of Association
(7) to create a new class of shares having voting or distribution right or privileges equal to or more than those of the shares of such class; (8) to restrict the transfer or ownership of the shares of such class or add such restriction; (9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class; (10) to increase the rights and privileges of shares of another class; (11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of responsibilities in such restructuring; or (12) to revise or abrogate provisions in the Articles of Association.	(7) to create a new class of shares having voting or distribution right or privileges equal to or more than those of the shares of such class; (8) to restrict the transfer or ownership of the shares of such class or add such restriction; (9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class; (10) to increase the rights and privileges of shares of another class; (11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of responsibilities in such restructuring; or (12) to revise or abrogate provisions in the Articles of Association.
Article 114 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs 2 to 8, 11 and 12 of Article 113, but interested shareholder(s) shall not be entitled to vote at class meetings. The term "interested shareholder" mentioned above means: (1) in the case of a repurchase of shares by making offers to all shareholders by the same proportion pursuant to Article 31 of the Articles of Association or public dealing on a stock exchange, a controlling shareholder within the meaning of the Articles of Association;	~~**Article 114**~~ **Article 95** Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' ~~general~~ meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs 2 to 8, 11 and 12 of ~~Article 113~~**Article 94**, but interested shareholder(s) shall not be entitled to vote at class meetings. The term "interested shareholder" mentioned above means: (1) in the case of a repurchase of shares by making offers to all shareholders by the same proportion ~~pursuant to Article 31 of the Articles of Association~~ or public dealing on a stock exchange, a controlling shareholder within the meaning of the Articles of Association;

Existing Articles of Association	Amended Articles of Association
(2) in the case of a repurchase of shares by an off-market agreement under Article 31 of the Articles of Association, a shareholder to whom the proposed agreement is related; and (3) in the case of a restructure of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from the interest of the other shareholders of that class.	(2) in the case of a repurchase of shares by an off-market agreement ~~under Article 31 of the Articles of Association~~, a shareholder to whom the proposed agreement is related; and (3) in the case of a restructure of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from the interest of the other shareholders of that class.
Article 115 Resolutions of a class meeting shall be passed by votes representing two-thirds or more of the voting rights of shareholders of that class represented at the relevant meeting who are entitled to vote at class meetings according to Article 114.	~~**Article 115**~~ **Article 96** Resolutions of a class meeting shall be passed by votes representing two-thirds or more of the voting rights of shareholders of that class represented at the relevant meeting who are entitled to vote at class meetings according to ~~Article 114~~ **Article 95**.
Article 116 When the Company is to hold a class meeting, it shall notify all the registered shareholders of that class to the effect that the matters to be considered at the class meeting as well as the date and place of the meeting within the notice period of convening the meeting in accordance with the Articles of Association.	~~**Article 116**~~ **Article 97** When the Company is to hold a class meeting, it shall notify all the registered shareholders of that class to the effect that the matters to be considered at the class meeting as well as the date and place of the meeting within the notice period of convening the meeting in accordance with the Articles of Association.
Article 117 Notice of class meetings need only be served on shareholders entitled to vote thereat. Meeting of any class of shareholders shall be conducted in a manner as similar as possible to that of shareholders' general meeting. The provisions of the Articles of Association relating to the manner of conducting any shareholders' general meeting shall apply to any meeting of a class of shareholders.	~~**Article 117**~~ **Article 98** Notice of class meetings need only be served on shareholders entitled to vote thereat. Meeting of any class of shareholders shall be conducted in a manner as similar as possible to that of shareholders' ~~general~~ meeting. The provisions of the Articles of Association relating to the manner of conducting any shareholders' ~~general~~ meeting shall apply to any meeting of a class of shareholders.

Existing Articles of Association	Amended Articles of Association
Article 118 Other than shareholders of other separate classes, holders of domestic shares and overseas listed shares are considered as shareholders of different classes. The special procedures for voting at a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by a special resolution at the shareholders' general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing domestic shares and overseas listed shares; (2) where the Company's plan to issue domestic shares and overseas listed shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority of the State Council; or (3) where, pursuant to the relevant PRC laws, administrative regulations and regulatory requirements, shareholders of un-listed shares of the Company trade their shares on an overseas stock exchange.	~~**Article 118**~~ **Article 99** Other than shareholders of other separate classes, holders of domestic shares and overseas listed shares are considered as shareholders of different classes. The special procedures for voting at a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by a special resolution at the shareholders' ~~general~~ meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing domestic shares and overseas listed shares; (2) where the Company's plan to issue domestic shares and overseas listed shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority of the State Council; or (3) where, pursuant to the relevant ~~PRC~~ laws, administrative regulations and regulatory requirements, shareholders of un-listed shares of the Company trade their shares on an overseas stock exchange.
Chapter 9 Directors and Board of Directors	**Chapter ~~9~~ 8 Directors and Board of Directors**
Section 1 Directors	**Section 1 Directors**
Article 119 Directors are natural persons who shall be of good character, faithful and honest, have the expertise and work experience necessary to perform their duties, and fulfil the requirements of the PRC laws, administrative regulations and the insurance regulatory authority. Where the election and appointment of a director are in violation of this Article, such election and appointment shall be invalid. If the directors fail to comply with the laws, regulations and regulatory requirements in respect of their relevant qualifications or conditions during their term of office, the Company shall dismiss them from their positions.	~~**Article 119**~~ **Article 100** Directors are natural persons who shall be of good character, faithful and honest, have the expertise and work experience necessary to perform their duties, and fulfil the requirements of the ~~PRC~~ laws, administrative regulations and the insurance regulatory authority. Where the election and appointment of a director are in violation of this Article, such election and appointment shall be invalid. If the directors fail to comply with the laws, regulations and regulatory requirements in respect of their relevant qualifications or conditions during their term of office, the Company shall dismiss them from their positions.

Existing Articles of Association	Amended Articles of Association
Article 120 Each term of office of a director is three years. A director may serve consecutive terms if he is re-elected upon the expiration of his or her term of office. The shareholders' general meetings shall not dismiss any director before the expiry of his/her term without any reasons. The term of office of a director shall commence from the date of his/her official appointment by the Company until expiration of the term of the Board. A director whose term of office has not come to an end (the removal, however, does not impact the compensation claimed by such director under any contract) may be removed at a shareholders' general meeting in accordance with relevant laws, administrative regulations and regulatory requirements. An officially appointed director shall not perform his/her functions if his/her qualifications have not been approved. Any votes cast by a director the qualifications of whom have not been approved shall have no legal effect. A director is not required to hold shares of the Company. The president or other senior management officers may concurrently act as directors, but the number of such directors may not exceed half of the total number of directors of the Company.	~~**Article 120**~~ **Article 101** Each term of office of a director is three years. A director may serve consecutive terms if he is re-elected upon the expiration of his or her term of office. The shareholders' ~~general~~ meetings shall not dismiss any director before the expiry of his/her term without any reasons. The term of office of a director shall commence from the date ~~of his/her official appointment by the Company~~**on which he/she takes office** until expiration of the term of the Board. A director whose term of office has not come to an end (the removal, however, does not impact the compensation claimed by such director under any contract) may be removed at a shareholders' ~~general~~ meeting in accordance with relevant laws, administrative regulations and regulatory requirements. A~~n officially appointed~~ director shall not perform his/her functions if his/her qualifications have not been approved. Any votes cast by a director the qualifications of whom have not been approved shall have no legal effect. A director is not required to hold shares of the Company. The president or other senior management officers may concurrently act as directors, but the number of such directors may not exceed half of the total number of directors of the Company.
Article 121 Directors shall observe stipulations of the PRC laws, administrative regulations, regulatory requirements and the Articles of Association, perform their duties honestly and faithfully, protect the interests of the Company and all of its shareholders. In the event of any conflicts between his own interest and the interest of the Company and shareholders, directors shall act in the best interests of the Company and shareholders.	~~**Article 121**~~ **Article 102** Directors shall observe stipulations of the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association, perform their duties honestly and faithfully, protect the interests of the Company and all of its shareholders. In the event of any conflicts between his own interest and the interest of the Company and shareholders, directors shall act in the best interests of the Company and shareholders.

Existing Articles of Association	Amended Articles of Association
Article 122 Directors shall perform the following duties and responsibilities: (1) to continuously pay attention to the operation and management of the Company, and request the management to provide relevant information reflecting the operation and management of the Company or explain on relevant issues in a comprehensive, timely and accurate manner; (2) to attend the Board meeting on a timely basis, conduct fully review the Board resolutions, express opinions independently, professionally and objectively, and vote independently by using their prudential judgment; (3) to be responsible for the resolutions of the Board; (4) to supervise the implementation of the resolutions of the general meeting and the Board by the management; (5) They shall accept the supervision of the Board of Supervisors on their performance of duties; (6) to actively participate in trainings organised by the Company and regulatory authorities to understand the rights and obligations of directors, familiarise themselves with relevant laws, regulations and regulatory requirements, and continuously possess the professional knowledge and capabilities required for performing their duties; (7) to be responsible to the Company and all shareholders when performing their duties and to treat all shareholders fairly; (8) to implement high standards of professional ethics in accordance with the Articles of Association and relevant systems, and consider the legitimate rights and interests of stakeholders; (9) to be faithful and diligent towards the Company, perform their duties diligently and prudently, and ensure that they have sufficient time and energy to perform their duties; (10) to abide by laws, regulations, regulatory provisions and the Articles of Association.	~~**Article 122**~~ **Article 103** Directors shall perform the following duties and responsibilities: (1) to continuously pay attention to the operation and management of the Company, and request the management to provide relevant information reflecting the operation and management of the Company or explain on relevant issues in a comprehensive, timely and accurate manner; (2) to attend the Board meeting on a timely basis, conduct fully review**s of** the Board resolutions, express opinions independently, professionally and objectively, and vote independently by using their prudential judgment; (3) to be responsible for the resolutions of the Board; (4) to supervise the implementation of the resolutions of the ~~general~~ **shareholders'** meeting and the Board by the management; (5) They shall accept the supervision of the ~~Board of Supervisors~~ **audit committee of the Board** on their performance of duties; (6) to actively participate in trainings organised by the Company and regulatory authorities to understand the rights and obligations of directors, familiarise themselves with relevant laws, regulations and regulatory requirements, and continuously possess the professional knowledge and capabilities required for performing their duties; (7) to be responsible to the Company and all shareholders when performing their duties and to treat all shareholders fairly; (8) to implement high standards of professional ethics in accordance with the Articles of Association and relevant systems, and consider the legitimate rights and interests of stakeholders; (9) to be faithful and diligent towards the Company, perform their duties diligently and prudently, and ensure that they have sufficient time and energy to perform their duties; (10) to abide by laws, regulations, regulatory provisions and the Articles of Association.

Existing Articles of Association	Amended Articles of Association
Article 123 Directors shall have the right to know the operation and financial conditions of the Company according to law. The Company shall take measures to safeguard directors' rights to know, and ensure the authenticity and completeness of the information provided. For matters on which decisions shall be made by the Board, the Company shall notify all directors and provide relevant information pursuant to the provisions of the Articles of Association, take measures to safeguard the directors' rights to attend Board meetings, and provide necessary working conditions for directors to perform their duties. When directors exercise their powers, relevant personnel of the Company shall proactively cooperate and shall not refuse, hinder or conceal, or intervene in their exercise of powers.	~~**Article 123**~~ **Article 104** Directors shall have the right to know the operation and financial conditions of the Company according to law. The Company shall take measures to safeguard directors' rights to know, and ensure the authenticity and completeness of the information provided. For matters on which decisions shall be made by the Board, the Company shall notify all directors and provide relevant information pursuant to the provisions of the Articles of Association, take measures to safeguard the directors' rights to attend Board meetings, and provide necessary working conditions for directors to perform their duties. When directors exercise their powers, relevant personnel of the Company shall proactively cooperate and shall not refuse, hinder or conceal, or intervene in their exercise of powers.
Article 124 Unless otherwise required in the Articles of Association, the method and procedure to nominate a director shall be: (1) A candidate for directorship of the first Board shall be nominated by the Company's promoters and elected at the Company's inaugural meeting. (2) A candidate for non-independent directorship thereafter shall be nominated by the nomination and remuneration committee under the Board or shareholders individually or collectively holding more than 3% of the Company's shares. The Board shall submit the proposal and the candidate shall be elected at the shareholders' general meeting. The candidates for independent director shall be nominated by shareholders individually or jointly holding more than 1% of the total voting shares of the Company, the remuneration committee of the Board and the Board of Supervisors. Shareholders who have nominated non-independent directors and their related parties shall not nominate independent directors.	~~**Article 124**~~ **Article 105** Unless otherwise required in the Articles of Association, the method and procedure to nominate a director shall be: (1) A candidate for directorship of the first Board shall be nominated by the Company's promoters and elected at the Company's inaugural meeting. (2) A candidate for non-independent directorship thereafter shall be nominated by the nomination and remuneration committee under the Board or shareholders individually or collectively holding more than 3% of the Company's shares. The Board shall submit the proposal and the candidate shall be elected at the shareholders' ~~general~~ meeting. The candidates for independent director shall be nominated by shareholders individually or jointly holding more than 1% of the total voting shares of the Company~~,~~ **and** the **nomination and** remuneration committee of the Board ~~and the Board of Supervisors~~. Shareholders who have nominated non-independent directors and their related parties shall not nominate independent directors.

Existing Articles of Association	Amended Articles of Association
(3) A candidate for directorship shall make an undertaking prior to the convening of the shareholders' general meeting, confirming his/her acceptance of nomination, and further undertake that the information provided in this aspect is authentic and complete and that he/she shall earnestly perform the director's duties after he/she is elected. (4) The written notice of the intention to nominate a person as director and a written notice by that person of his/her willingness to be nominated shall be delivered to the Company at least seven days prior to the holding of the shareholders' general meeting along with the written materials on the nominee. The Company shall provide the candidate's biography and basic information to shareholders. (5) The period allowed for the relevant nominator and the nominee to submit the aforesaid notices and documents (calculated from the next day after the notice of the shareholders' general meeting is issued) shall be no less than seven days. (6) When electing directors, the shareholders' general meeting shall consider and vote on candidates one by one.	(3) A candidate for directorship shall make an undertaking prior to the convening of the shareholders' ~~general~~ meeting, confirming his/her acceptance of nomination, and further undertake that the information provided in this aspect is authentic and complete and that he/she shall earnestly perform the director's duties after he/she is elected. (4) ~~The written notice of the intention to nominate a person as director and a written notice by that person of his/her willingness to be nominated shall be delivered to the Company at least seven days prior to the holding of the shareholders' general meeting along with the written materials on the nominee.~~ The Company shall provide the candidate's biography and basic information to shareholders. (5) ~~The period allowed for the relevant nominator and the nominee to submit the aforesaid notices and documents (calculated from the next day after the notice of the shareholders' general meeting is issued) shall be no less than seven days.~~ ~~(6)~~ When electing directors, the shareholders' ~~general~~ meeting shall consider and vote on candidates one by one.
Article 125 No director is allowed to act in his/her own name on behalf of the Company or the Board, unless duly authorised by the Articles of Association or shareholders' general meeting or the Board. Any director, when acting in his own name, shall state his/her position and identity in advance if a third party may reasonably believe that such a director is acting on behalf of the Company or the Board.	~~**Article 125**~~ **Article 106** No director is allowed to act in his/her own name on behalf of the Company or the Board, unless duly authorised by the Articles of Association or shareholders' ~~general~~ meeting or the Board. Any director, when acting in his own name, shall state his/her position and identity in advance if a third party may reasonably believe that such a director is acting on behalf of the Company or the Board.

Existing Articles of Association	Amended Articles of Association
Article 126 Directors shall attend in person at least two-thirds of the physical Board meetings every year. Any director who fails to attend Board meetings in person or entrust other directors for attendance two times consecutively, or the number of physical meetings attended by a director in person in a year is less than two-thirds of the total number of physical Board meetings, shall be deemed non-performance of duties. The Board of Directors, the Board of Supervisors or shareholders shall have the right to propose to the shareholders' general meeting to remove such director. Where a director fails to attend the Board meetings twice every year, the Company shall remind him/her in writing. Any independent director who is reminded twice during his/her term of office shall not be re-elected. The Company shall arrange assessment on directors according to the requirements.	~~**Article 126**~~ **Article 107** Directors shall attend in person at least two-thirds of the physical Board meetings every year. Any director who fails to attend Board meetings in person or entrust other directors for attendance two times consecutively, or the number of physical meetings attended by a director in person in a year is less than two-thirds of the total number of physical Board meetings, shall be deemed non-performance of duties. The Board of Directors~~, the Board of Supervisors~~ or shareholders shall have the right to propose to the shareholders' ~~general~~ meeting to remove such director. Where a director fails to attend the Board meetings twice every year, the Company shall remind him/her in writing. Any independent director who is reminded twice during his/her term of office shall not be re-elected. The Company shall arrange assessment on directors according to the requirements.
Article 127 A director shall submit a written report to the Board of Directors for his/her resignation, and shall be obliged to state in his/her resignation report the situations that other directors and shareholders shall note. The Board secretary shall promptly notify the resignation of such director to other directors and shareholders. Unless otherwise required in the Articles of Association, the resignation of a director shall take effect upon delivery of the resignation report to the Board of Directors.	~~**Article 127**~~ **Article 108** A director shall submit a written report to the Board of Directors for his/her resignation, and shall be obliged to state in his/her resignation report the situations that other directors and shareholders shall note. The Board secretary shall promptly notify the resignation of such director to other directors and shareholders. Unless otherwise required in the Articles of Association, the resignation of a director shall take effect upon delivery of the resignation report to the Board of Directors.

Existing Articles of Association	Amended Articles of Association
Article 128 If the number of the Company's directors is less than the minimum number of directors required by the Company Law or two-thirds of the number of members of the Board specified in the Articles of Association after expiry of a director's term of office but before a new director is elected or due to a director's resignation, the retiring director shall continue to perform his duty as a director pursuant to PRC laws, administrative regulations, regulatory requirements and the Articles of Association before the new director takes office. The director's resignation report shall not take effect until a new director is elected for the vacancy. If the Company is dealing with major risks, the directors shall not resign without the approval of the insurance regulatory authority. Upon the occurrence of any of the circumstances specified in the preceding paragraph, the Board shall start the procedures for by-election of directors within five working days, and convene a shareholders' general meeting to elect directors within two months. The term of office of the directors by-elected shall end till that of the existing Board expires. If the number of directors falls below the minimum number required by the Company Law or the minimum number required for voting by the Board as a result of the removal, death or loss of independence of an independent director, or other circumstances that the directors cannot perform their duties, the powers of the Board shall be exercised by the shareholders' general meeting until the number of directors meets the requirements.	~~**Article 128**~~ **Article 109** If the number of the Company's directors is less than the minimum number of directors required by the Company Law or two-thirds of the number of members of the Board specified in the Articles of Association after expiry of a director's term of office but before a new director is elected or due to a director's resignation, the retiring director shall continue to perform his duty as a director pursuant to ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association before the new director takes office. The director's resignation report shall not take effect until a new director is elected for the vacancy. If the Company is dealing with major risks, the directors shall not resign without the approval of the insurance regulatory authority. Upon the occurrence of any of the circumstances specified in the preceding paragraph, the Board shall start the procedures for by-election of directors within five working days, and convene a shareholders' ~~general~~ meeting to elect directors within two months. The term of office of the directors by-elected shall end till that of the existing Board expires. If the number of directors falls below the minimum number required by the Company Law or the minimum number required for voting by the Board as a result of the removal, death or loss of independence of an independent director, or other circumstances that the directors cannot perform their duties, the powers of the Board shall be exercised by the shareholders' ~~general~~ meeting until the number of directors meets the requirements.
Article 129 When a director leaves due to resignation, expiry of term of office or removal, his/her duty of confidentiality in relation to trade secrets of the Company remains till such secrets become public, while his/her other faithful obligations to the Company and shareholders are released after two years since the date of his/her tenure terminates.	~~**Article 129**~~ **Article 110** When a director leaves due to resignation, expiry of term of office or removal, his/her duty of confidentiality in relation to trade secrets of the Company remains till such secrets become public, while his/her other faithful obligations to the Company and shareholders are released after two years since the date of his/her tenure terminates.

Existing Articles of Association	Amended Articles of Association
Section 2 Independent Directors	**Section 2 Independent Directors**
Article 130 The independent director shall refer to the director having no other position in the Company (other than as a director of the Company), and without any relationship with the Company or its shareholder or de facto controller, which is likely to impair his/her independent and objective judgment on the Company's matters. At least one of the Company's independent directors shall be financial or accounting professional. The nomination, election, removal and responsibilities of independent directors shall comply with the PRC laws, administrative regulations and regulatory requirements. The cumulative term of office of an independent director shall not exceed six years. An independent director shall have good professional competence and reputation. Other than the qualifications required by the laws, regulations and regulatory rules of the insurance regulatory authority, an independent director shall also meet the following requirements: (1) He shall have qualifications for serving as a director of a listed company as required by the PRC laws, administrative regulations and regulatory requirements, independently perform his duties and is immune to the influence of the Company's major shareholders or de facto controller or other interested units or individuals; (2) He shall have the basic knowledge of the operation of a listed company and be well acquainted with the relevant PRC laws, administrative regulations and regulatory requirements;	~~**Article 130**~~ **Article 111** The independent director shall refer to the director having no other position in the Company (other than as a director of the Company), and without any relationship with the Company or its shareholder or de facto controller, which is likely to impair his/her independent and objective judgment on the Company's matters. At least one of the Company's independent directors shall be financial or accounting professional. The nomination, election, removal and responsibilities of independent directors shall comply with the ~~PRC~~ laws, administrative regulations and regulatory requirements. The cumulative term of office of an independent director shall not exceed six years. An independent director shall have good professional competence and reputation. Other than the qualifications required by the laws, regulations and regulatory rules of the insurance regulatory authority, an independent director shall also meet the following requirements: (1) He shall have qualifications for serving as a director of a listed company as required by the ~~PRC~~ laws, administrative regulations and regulatory requirements, independently perform his duties and is immune to the influence of the Company's major shareholders or de facto controller or other interested units or individuals; (2) He shall have the basic knowledge of the operation of a listed company and be well acquainted with the relevant ~~PRC~~ laws, administrative regulations and regulatory requirements;

Existing Articles of Association	Amended Articles of Association
(3) He shall have more than eight years of experience in the legal, economic, financial or accounting fields or other work experiences conducive to his performance of duties of an independent director; (4) He shall be familiar with the operation and management of insurance business, and relevant PRC laws, administrative regulations and regulatory requirements; (5) He shall be able to read, understand and analyse the financial statements and actuary data of an insurance company; and (6) He shall have the necessary time and effort to perform his duties, and be diligent and conscientious.	(3) He shall have more than eight years of experience in the legal, economic, financial or accounting fields or other work experiences conducive to his performance of duties of an independent director; (4) He shall be familiar with the operation and management of insurance business, and relevant ~~PRC~~ laws, administrative regulations and regulatory requirements; (5) He shall be able to read, understand and analyse the financial statements and actuary data of an insurance company; and (6) He shall have the necessary time and effort to perform his duties, and be diligent and conscientious.
Article 131 An independent director shall have the following powers in addition to having those powers granted to directors by the Company Law and other relevant laws, regulations, regulatory requirements and the Articles of Association: (1) to express opinions in writing on the fairness and compliance of major related party transactions and the implementation of internal approval procedures on a case-by-case basis. Independent directors may engage intermediaries and other independent third parties to provide opinions if necessary at the expense of the Company. (2) to propose to the Board to convene extraordinary general meetings by the majority and not less than two independent directors. (3) to propose to convene Board meetings by over two independent directors. (4) to independently engage external auditing firms and consultancy firms. (5) other functions and powers as stipulated by the PRC laws, administrative regulations, regulatory requirements and the Articles of Association.	~~**Article 131**~~ **Article 112** An independent director shall have the following powers in addition to having those powers granted to directors by the Company Law and other relevant laws, regulations, regulatory requirements and the Articles of Association: (1) to express opinions in writing on the fairness and compliance of major related party transactions and the implementation of internal approval procedures on a case-by-case basis. Independent directors may engage intermediaries and other independent third parties to provide opinions if necessary at the expense of the Company. (2) to propose to the Board to convene extraordinary ~~general~~ **shareholders'** meetings by the majority and not less than two independent directors. (3) to propose to convene Board meetings by over two independent directors. (4) to independently engage external auditing firms and consultancy firms. (5) other functions and powers as stipulated by the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association.

Existing Articles of Association	Amended Articles of Association
Article 132 Independent directors shall provide objective, fair and independent opinions on the matters considered and reviewed at shareholder's general meetings and Board meetings, in particular the following matters: (1) material related transactions; (2) nomination, appointment and removal of directors, appointment and removal of senior management officers; (3) remuneration of directors and senior management officers; (4) profit distribution plans; (5) appointment or dismissal of an accounting firm that conducts regular statutory audits of the Company's financial reports; (6) other matters that may have a material impact on the legitimate interests of the Company, medium and minority shareholders and financial consumers; (7) any other matters as required by the laws, regulations, regulatory requirements and the Articles of Association. Where independent directors abstain or vote against the above matters, or consider that there are obstacles in expressing their opinions, they shall give written opinions to the Company and report to the insurance regulatory authority.	~~**Article 132**~~ **Article 113** Independent directors shall provide objective, fair and independent opinions on the matters considered and reviewed at shareholder's ~~general~~ meetings and Board meetings, in particular the following matters: (1) material related transactions; (2) nomination, appointment and removal of directors, appointment and removal of senior management officers; (3) remuneration of directors and senior management officers; (4) profit distribution plans; (5) appointment or dismissal of an accounting firm that conducts regular statutory audits of the Company's financial **and accounting** reports; (6) other matters that may have a material impact on the legitimate interests of the Company, medium and minority shareholders and financial consumers; (7) any other matters as required by the laws, regulations, regulatory requirements and the Articles of Association. Where independent directors abstain or vote against the above matters, or consider that there are obstacles in expressing their opinions, they shall give written opinions to the Company and report to the insurance regulatory authority.

Existing Articles of Association	Amended Articles of Association
Article 133 An independent director shall be deemed to have committed gross neglect of duty under any of the following circumstances: (1) he has disclosed the trade secret and impaired the lawful interest of the Company; (2) he has accepted undue benefit during the course of performing his duties, or has sought private gains by taking advantage of his status of acting as an independent director; (3) he has failed to raise an objection despite being fully aware that the resolution of the Board of Directors has violated the PRC laws, administrative regulations or the Articles of Association; (4) he has failed to exercise his veto power in connection with a related transaction which, as he knows or shall know, will cause heavy loss to the Company; or (5) he is engaged in any other gross neglect of duty as prescribed by the insurance regulatory authority. If an independent director is disqualified by insurance regulatory authority on the ground that he/she has committed gross neglect of duty, he/she shall be automatically removed from his/her duty since the date of disqualification.	~~**Article 133**~~ **Article 114** An independent director shall be deemed to have committed gross neglect of duty under any of the following circumstances: (1) he **or she** has disclosed the trade secret and impaired the lawful interest of the Company; (2) he **or she** has accepted undue benefit during the course of performing his **or her** duties, or has sought private gains by taking advantage of his **or her** status of acting as an independent director; (3) he **or she** has failed to raise an objection despite being fully aware that the resolution of the Board of Directors has violated ~~the PRC~~ laws, administrative regulations or the Articles of Association; (4) he **or she** has failed to exercise his **or her** veto power in connection with a related transaction which, as he **or she** knows or shall know, will cause heavy loss to the Company; or (5) he **or she** is engaged in any other gross neglect of duty as prescribed by the insurance regulatory authority. If an independent director is disqualified by insurance regulatory authority on the ground that he/she has committed gross neglect of duty, he/she shall be automatically removed from his/her duty since the date of disqualification.

Existing Articles of Association	Amended Articles of Association
Article 134 To ensure that independent directors shall be able to exercise their powers effectively, the Company shall provide the following necessary conditions for the independent directors: (1) The Company shall ensure that an independent director enjoy the same rights to know as other directors; (2) When an independent director exercises his/her functions and powers, the Company's shareholders, de facto controller, chairman and management shall actively support and cooperate; (3) Reasonable expenses incurred to an independent director as a result of appointment of intermediaries or performance of his functions and powers shall be borne by the Company; and (4) The Company shall provide working conditions necessary for the independent director to perform his/her duties.	~~**Article 134**~~ **Article 115** To ensure that independent directors shall be able to exercise their powers effectively, the Company shall provide the following necessary conditions for the independent directors: (1) The Company shall ensure that an independent director enjoy the same rights to know as other directors; (2) When an independent director exercises his/her functions and powers, the Company's shareholders, de facto controller, chairman and management shall actively support and cooperate; (3) Reasonable expenses incurred to an independent director as a result of appointment of intermediaries or performance of his functions and powers shall be borne by the Company; and (4) The Company shall provide working conditions necessary for the independent director to perform his/her duties.
Article 135 The Board of Directors and the Board of Supervisors shall have the right to propose the dismissal of an independent director at a shareholders' general meeting if such independent director: (1) has committed gross neglect of duty; (2) does not resign from his/her position when he is no longer qualified to act as an independent director; (3) fails to attend in person or to appoint another independent director to attend on his behalf two consecutive Board meetings, fails to attend in person three consecutive Board meetings, or attends in person less than two-thirds of the total number of the physical Board meetings within one year; or (4) falls under other circumstances as provided for in the PRC laws, administrative regulations and regulatory requirements that an independent director is no longer suitable for holding such a position.	~~**Article 135**~~ **Article 116** The Board of Directors ~~and the Board of Supervisors~~ shall have the right to propose the dismissal of an independent director at a shareholders' ~~general~~ meeting if such independent director: (1) has committed gross neglect of duty; (2) does not resign from his/her position when he is no longer qualified to act as an independent director; (3) fails to attend in person or to appoint another independent director to attend on his behalf two consecutive Board meetings, fails to attend in person three consecutive Board meetings, or attends in person less than two-thirds of the total number of the physical Board meetings within one year; or (4) **is deemed to** falls~~~~ under other circumstances as provided for in the ~~PRC~~ laws, administrative regulations and regulatory requirements that an independent director is no longer suitable for holding such a position.

Existing Articles of Association	Amended Articles of Association
Article 136 The Company shall pay remuneration and allowance to independent directors. The standard for such payment shall be set by the Board of Directors, and considered and adopted at a shareholders' general meeting. Any reasonable costs incurred to the independent director in his/her performance of duties shall be borne by the Company.	~~**Article 136**~~ **Article 117** The Company shall pay remuneration and allowance to independent directors. The standard for such payment shall be set by the Board of Directors, and considered and adopted at a shareholders' ~~general~~ meeting. Any reasonable costs incurred to the independent director in his/her performance of duties shall be borne by the Company.
Article 137 Unless otherwise required in laws, administrative regulations, regulatory requirements and this section, stipulations in Section 1 of this Chapter shall also apply to independent directors.	~~**Article 137**~~ **Article 118** Unless otherwise required in laws, administrative regulations, regulatory requirements and this section, stipulations in Section 1 of this Chapter shall also apply to independent directors.
Section 3 Composition of the Board of Directors	**Section 3 Composition of the Board of Directors**
Article 138 The Company shall have a Board of Directors, which is accountable to the shareholders' general meeting.	~~**Article 138**~~ **Article 119** The Company shall have a Board of Directors, which is accountable to the shareholders' ~~general~~ meeting.
Article 139 The Board shall consist of 11 directors, of which three shall be executive directors, eight shall be non-executive directors (including four independent directors).	~~**Article 139**~~ **Article 120** The Board shall consist of 11 directors, of which three shall be executive directors, eight shall be non-executive directors (including four independent directors).
Article 140 The Board of Directors shall have its office which shall be responsible for the preparation of shareholders' general meetings, meetings of the Board of Directors and specialised committees under the Board, the preparation of meeting documents and minutes, information disclosure, investor relationship maintenance and other day-to-day affairs of the Board of Directors and specialised committees under the Board.	~~**Article 140**~~ **Article 121** The Board of Directors shall have its office which shall be responsible for the preparation of shareholders' ~~general~~ meetings, meetings of the Board of Directors and specialised committees under the Board, the preparation of meeting documents and minutes, information disclosure, investor relationship maintenance and other day-to-day affairs of the Board of Directors and specialised committees under the Board.
Article 141 The Board shall have one chairman and one vice chairman.	~~**Article 141**~~ **Article 122** The Board shall have one chairman and one vice chairman.
Article 142 The Board shall have a reasonable specialty structure, and its members shall possess knowledge, skills and quality necessary for performing their duties.	~~**Article 142**~~ **Article 123** The Board shall have a reasonable specialty structure, and its members shall possess knowledge, skills and quality necessary for performing their duties.

Existing Articles of Association	Amended Articles of Association
Section 4 Functions and Powers of the Board of Directors	**Section 4 Functions and Powers of the Board of Directors**
Article 143 The Board shall be accountable to the shareholders' general meeting and exercises the following powers according to the law:	**~~Article 143~~ Article 124** The Board ~~shall be accountable to the shareholders' general meeting and~~ exercises the following powers according to the law:
(1) convening shareholders' general meetings and reporting its work to the shareholders' general meeting;	(1) convening shareholders' ~~general~~ meetings and reporting its work to the shareholders' ~~general~~ meeting;
(2) implementing the resolutions of the shareholders' general meetings;	(2) implementing the resolutions of the shareholders' ~~general~~ meetings;
(3) determining the operation plans and investment plans of the Company;	(3) determining the operation plans and investment plans of the Company;
(4) formulating the development strategies of the Company and supervising the implementation of the strategy;	(4) formulating the development strategies of the Company and supervising the implementation of the strategy;
(5) formulating the annual financial budget and final accounts of the Company;	(5) formulating the annual financial budget and final accounts of the Company;
(6) formulating the profit distribution plan and loss recovery plan of the Company;	(6) formulating the profit distribution plan and loss recovery plan of the Company;
(7) formulating proposals for increases or reductions of our registered capital and the issue of corporate bonds, shares, warrants or other securities by the Company or the listing of the Company;	(7) formulating proposals for increases or reductions of our registered capital and the issue of corporate bonds, shares, warrants or other securities by the Company or the listing of the Company;
(8) formulating plans for significant acquisition of the Company, the repurchase of shares of the Company or merger, division, dissolution and changes of the form of the Company;	(8) formulating plans for significant acquisition of the Company, the repurchase of shares of the Company or merger, division, dissolution and changes of the form of the Company;
(9) formulating proposals for any amendment to the Articles of Association;	(9) formulating proposals for any amendment to the Articles of Association;
(10) formulating the procedural rules of the shareholders' general meetings and Board meetings and the working rules for specialised committees under the Board;	(10) formulating the procedural rules of the shareholders' ~~general~~ meetings and Board meetings and the working rules for specialised committees under the Board;

Existing Articles of Association	Amended Articles of Association
(11) formulating the basic management system of the Company;	(11) formulating the basic management system of the Company**, such as the employee remuneration management system**;
(12) deciding on the establishment of internal management departments, branches and subsidiaries of the Company;	(12) deciding on the establishment of internal management departments, branches and subsidiaries of the Company;
(13) regularly evaluating and improving the corporate governance of the Company;	(13) regularly evaluating and improving the corporate governance of the Company;
(14) appointing or removing senior management officers of the Company, and implementing reviews as well as determining remuneration and relevant rewards and punishment arrangements with respect to such personnel; supervising the performance of duties of management; appointing or removing members of each specialised committees under the Board;	(14) appointing or removing senior management officers of the Company, and implementing reviews as well as determining remuneration and relevant rewards and punishment arrangements with respect to such personnel; supervising the performance of duties of management; appointing or removing members of each specialised committees under the Board;
(15) reviewing and deciding on evaluation plans for the results of operation of our major subsidiaries;	(15) reviewing and deciding on evaluation plans for the results of operation of our major subsidiaries**, as well as other matters concerning subsidiaries that shall be submitted to the Board of Directors for approval as stipulated in the authorisation management system of the Company**;
(16) reviewing annual financial reports and major disclosure of information of the Company, bearing ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the accounting and financial reports;	(16) reviewing annual financial **and accounting** reports and major disclosure of information of the Company, bearing ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the accounting and financial reports;
(17) submitting to the shareholders' general meeting on the appointment or removal of an accounting firm which shall conduct regular statutory audit on the financial reports of the Company;	(17) submitting to the shareholders' ~~general~~ meeting on the appointment**, reappointment** or removal of an accounting firm which shall conduct regular statutory audit on the financial **and accounting** reports of the Company;
(18) considering and approving, or authorising the related transactions control committee under the Board to approve, related transactions, except for those which shall be considered and approved by the shareholders' general meeting as required by laws;	(18) considering and approving, or authorising the related transactions control committee under the Board to approve, related transactions, except for those which shall be considered and approved by the shareholders' ~~general~~ meeting as required by laws;
(19) considering and approving the Company's matters such as the external investment, purchases of assets, disposal and write-off of assets, external donations and asset mortgage except for the functions and powers attributable to the shareholders' general meeting as stipulated in Article 69 of the Articles of Association;	(19) considering and approving the Company's matters such as the external investment, purchases of assets, disposal and write-off of assets, external donations and asset mortgage except for the functions and powers attributable to the shareholders' ~~general~~ meeting as stipulated in ~~Article 69~~ **Article 53** of the Articles of Association;

Existing Articles of Association	Amended Articles of Association
(20) considering and approving matters related to the Company's data governance in accordance with laws, regulations and regulatory requirements;	(20) considering and approving matters related to the Company's data governance in accordance with laws, regulations and regulatory requirements;
(21) formulating the Company's capital plan and undertaking the ultimate responsibility for capital or solvency management;	(21) formulating the Company's capital plan and undertaking the ultimate responsibility for capital or solvency management;
(22) undertaking the ultimate responsibility for the integrity and effectiveness of the comprehensive risk management system, including but not limited to formulating the overall objectives of risk management, risk appetite, risk tolerance, risk management and internal control policies;	(22) undertaking the ultimate responsibility for the integrity and effectiveness of the comprehensive risk management system, including but not limited to formulating the overall objectives of risk management, risk appetite, risk tolerance, risk management and internal control policies;
(23) listening to the report from the Company's president on the operation and management, and inspecting the work of the president;	(23) listening to the report from the Company's president on the operation and management, and inspecting the work of the president;
(24) recruiting an external auditor to carry out the audit of the directors and senior management officers of the Company;	(24) recruiting an external auditor to carry out the audit of the directors and senior management officers of the Company;
(25) safeguarding the legitimate rights and interests of financial consumers and other stakeholders of the Company;	(25) safeguarding the legitimate rights and interests of financial consumers and other stakeholders of the Company;
(26) establishing a mechanism for the identification, review and management of conflicts of interest between the Company and its shareholders, in particular the substantial shareholders;	(26) establishing a mechanism for the identification, review and management of conflicts of interest between the Company and its shareholders, in particular the substantial shareholders;
(27) assuming the responsibility for the management of the affairs of the shareholders;	(27) assuming the responsibility for the management of the affairs of the shareholders;
(28) exercising such other functions and powers as granted by the laws, regulations, regulatory requirements or the Articles of Association and as empowered by the shareholders' general meeting.	(28) exercising such other functions and powers as granted by the laws, regulations, regulatory requirements or the Articles of Association and as empowered by the shareholders' ~~general~~ meeting.

Existing Articles of Association	Amended Articles of Association
The Company's matters such as external investment, acquisition of assets, disposal and write-off of assets, external donation and asset mortgages stated in this Article refer to the transactions of any investment, purchase, disposal and write-off of assets, donation or mortgage of the Company in a year within the scope of authorization to the Board of Directors regarding decision-making, and within 30% of the total assets of the Company at the end of previous quarter. Matters within the scope of functions and powers of the shareholders' general meeting shall not be implemented until the Board submits its resolutions to the shareholders' general meeting for approval. The aforesaid matters within the scope of Board's functions and powers shall be determined by the Board of Directors collectively after consideration. In principle, the functions and powers of the Board of Directors stipulated in the Company Law shall not be granted to the chairman, directors or other individuals and institutions for exercising. If necessary, the authority of certain specific decision-marking issues shall be granted by way of Board resolutions in accordance with laws. Each authorization shall be made for one specific matter only. The functions and powers of the Board of Directors shall not be granted in general or permanently to other institutions or individuals in the Company for exercising.	The Company's matters such as external investment, acquisition of assets, disposal and write-off of assets, external donation and asset mortgages stated in this Article refer to the transactions of any investment, purchase, disposal and write-off of assets, donation or mortgage of the Company in a year within the scope of authorization to the Board of Directors regarding decision-making, and within 30% of the total assets of the Company at the end of previous quarter. Matters within the scope of functions and powers of the shareholders' ~~general~~ meeting shall not be implemented until the Board submits its resolutions to the shareholders' ~~general~~ meeting for approval. The aforesaid matters within the scope of Board's functions and powers shall be determined by the Board of Directors collectively after consideration. In principle, the functions and powers of the Board of Directors stipulated in the Company Law shall not be granted to the chairman, directors or other individuals and institutions for exercising. If necessary, the authority of certain specific decision-marking issues shall be granted by way of Board resolutions in accordance with laws. Each authorization shall be made for one specific matter only. The functions and powers of the Board of Directors shall not be granted in general or permanently to other institutions or individuals in the Company for exercising.
Article 144 Prior to making decisions on the Company's major issues, the Board of Directors shall listen to the opinions of the Party Committee.	**~~Article 144~~ Article 125** Prior to making decisions on the Company's major issues, the Board of Directors shall listen to the opinions of the Party Committee.
Article 145 The powers of the Board of Directors to deal with investment with the Company's assets, purchase, disposal and write-off of assets, provision of external donations and guarantees shall be approved by the shareholders' general meeting.	**~~Article 145~~ Article 126** The powers of the Board of Directors to deal with investment with the Company's assets, purchase, disposal and write-off of assets, provision of external donations and guarantees shall be approved by the shareholders' ~~general~~ meeting.

Existing Articles of Association	Amended Articles of Association
Article 146 The Board shall not, without the prior approval at the shareholders' general meeting, dispose or agree to dispose of any fixed assets where the aggregate amount of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of any fixed assets that has been completed in the period of four months immediately preceding the proposed disposal, exceeds 33% of the value of the fixed assets as shown in the latest balance sheet reviewed by the shareholders' general meeting. For the purposes of this Article, a disposal of fixed assets includes an act involving the transfer of an interest in certain assets but does not include the provision of security by way of fixed assets. Any breach of the first paragraph of this Article shall not affect the validity of any transaction entered into by the Company in disposing of fixed assets.	~~**Article 146** The Board shall not, without the prior approval at the shareholders' general meeting, dispose or agree to dispose of any fixed assets where the aggregate amount of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of any fixed assets that has been completed in the period of four months immediately preceding the proposed disposal, exceeds 33% of the value of the fixed assets as shown in the latest balance sheet reviewed by the shareholders' general meeting.~~ ~~For the purposes of this Article, a disposal of fixed assets includes an act involving the transfer of an interest in certain assets but does not include the provision of security by way of fixed assets.~~ ~~Any breach of the first paragraph of this Article shall not affect the validity of any transaction entered into by the Company in disposing of fixed assets.~~
Article 147 Where an external auditor issues a non-standard audit report on the financial and accounting reports, the Board shall make special explanations on such audit opinions and matters involved and make public disclosure.	~~**Article 147**~~ **Article 127** Where an external auditor issues a non-standard audit report on the financial and accounting reports, the Board shall make special explanations on such audit opinions and matters involved and make public disclosure.
Article 148 Where the Board of Directors dismisses the president during his term of office, the Board Office shall promptly notify the Board of Supervisors in writing.	~~**Article 148** Where the Board of Directors dismisses the president during his term of office, the Board Office shall promptly notify the Board of Supervisors in writing.~~
Section 5 Procedural Rules of the Board of Directors	**Section 5 Procedural Rules of the Board of Directors**
Article 149 Board meetings are convened and presided over by the chairman of the Board of Directors.	~~**Article 149**~~ **Article 128** Board meetings are convened and presided over by the chairman of the Board of Directors.
Article 150 Resolutions to be adopted at the meeting of the Board of Directors shall be voted by a show of hands or open ballot. Each director shall have one vote.	~~**Article 150**~~ **Article 129** Resolutions to be adopted at the meeting of the Board of Directors shall be voted by a show of hands or open ballot. Each director shall have one vote.

Existing Articles of Association	Amended Articles of Association
Article 151 Meetings of the Board comprise regular meetings and interim meetings. Supervisors should be notified to attend Board meetings as non-voting participants. Whenever necessary, relevant personnel may also attend Board meetings as a non-voting participant. (1) Regular meetings shall be held at least four times every year. (2) The chairman of the Board of Directors shall convene an interim meeting within 10 days from the date of receipt of the following requests: 1. proposed by the shareholders representing more than one-tenth of the voting rights; 2. considered necessary by the chairman; 3. jointly proposed by more than one-third of the directors; 4. proposed by the Board of Supervisors; 5. jointly proposed by more than two independent directors; or 6. in other cases as required by laws, administrative regulations, regulatory requirements and Articles of Association.	~~**Article 151**~~ **Article 130** Meetings of the Board comprise regular meetings and interim meetings. ~~Supervisors should be notified to attend Board meetings as non-voting participants.~~ Whenever necessary, relevant personnel may also attend Board meetings as a non-voting participant. (1) Regular meetings shall be held at least four times every year. (2) The chairman of the Board of Directors shall convene an interim meeting within 10 days from the date of receipt of the following requests: 1. proposed by the shareholders representing more than one-tenth of the voting rights; 2. considered necessary by the chairman; 3. jointly proposed by more than one-third of the directors; 4. ~~proposed by the Board of Supervisors;~~ **proposed by the audit committee of the Board;** 5. jointly proposed by more than two independent directors; or 6. in other cases as required by laws, administrative regulations, regulatory requirements and Articles of Association.
Article 152 Notice of a regular meeting shall be served on all the directors and supervisors 15 days before the date of meeting. Notice of an interim meeting shall be served on all the directors and supervisors seven days before the date of meeting. When calculating the period of notice, the Company shall exclude the date of the meeting. In the event of an emergency, the convening of an interim meeting is not subject to the above time limit of notification and a reasonable notice for the meeting shall be given thereafter. When the Company convenes a Board meeting, it shall notify the insurance regulatory authority at least three working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority shall be notified and the reasons shall be provided in a timely manner.	~~**Article 152**~~ **Article 131** Notice of a regular meeting shall be served on all the directors ~~and supervisors~~ 15 days before the date of meeting. Notice of an interim meeting shall be served on all the directors ~~and supervisors~~ seven days before the date of meeting. When calculating the period of notice, the Company shall exclude the date of the meeting. In the event of an emergency, the convening of an interim meeting is not subject to the above time limit of notification and a reasonable notice for the meeting shall be given thereafter. When the Company convenes a Board meeting, it shall notify the insurance regulatory authority at least three working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority shall be notified and the reasons shall be provided in a timely manner.

Existing Articles of Association	Amended Articles of Association
Article 153 The notice of a Board meeting shall state the following: (1) the time and venue of the meeting and its way of convening; (2) the duration of the meeting; (3) the reasons, agenda, subject matters and related materials; (4) the date of issuing the notice; (5) the convenor; explanations and basis of such meeting in case it is not convened by the chairman; and (6) name of the contact person and contact information. If the related materials are circulated later than the notice is issued, the Company shall give sufficient time to directors for them to familiarise such materials.	~~**Article 153**~~ **Article 132** The notice of a Board meeting shall state the following: (1) the time and venue of the meeting and its way of convening; (2) the duration of the meeting; (3) the reasons, agenda, subject matters and related materials; (4) the date of issuing the notice; (5) the convenor; explanations and basis of such meeting in case it is not convened by the chairman; and (6) name of the contact person and contact information. If the related materials are circulated later than the notice is issued, the Company shall give sufficient time to directors for them to familiarise such materials.
Article 154 The notice of a Board meeting shall be delivered to all directors in the following way: (1) in writing in case of regular meetings; and (2) in writing in case of interim meetings in principle, or by telephone in case of emergency with a supplementary written notice delivered after the meeting.	~~**Article 154**~~ **Article 133** The notice of a Board meeting shall be delivered to all directors in the following way: (1) in writing in case of regular meetings; and (2) in writing in case of interim meetings in principle, or by telephone in case of emergency with a supplementary written notice delivered after the meeting.
Article 155 When one fourth of the directors or more than two independent directors believe that the meeting materials are not sufficient or the demonstration is not clear, they may jointly propose to the Board of Directors to postpone the convening of the Board meetings or the consideration of such matters, and the Board of Directors shall adopt such proposal.	~~**Article 155**~~ **Article 134** When one fourth of the directors or more than two independent directors believe that the meeting materials are not sufficient or the demonstration is not clear, they may jointly propose to the Board of Directors to postpone the convening of the Board meetings or the consideration of such matters, and the Board of Directors shall adopt such proposal.

Existing Articles of Association	Amended Articles of Association
Article 156 A Board meeting shall be held only when more than half of the directors (including directors as a proxy for other directors) attend the meeting. The president shall attend the Board meeting as a non-voting participant. Expenses incurred by directors as a result of such attendance shall be borne by the Company.	~~**Article 156**~~ **Article 135** A Board meeting shall be held only when more than half of the directors (including directors as a proxy for other directors) attend the meeting. The president shall attend the Board meeting as a non-voting participant. Expenses incurred by directors as a result of such attendance shall be borne by the Company.
Article 157 In principle, the Board meeting shall be convened by way of on-site meetings. In respect of proposals which need to be approved by way of Board resolutions but do not require intensive communications or discussion among the directors, they can be signed by fax. However, signing by fax shall not be allowed for the Board's meetings where Items (6) to (9) and (18) of Article 143 of the Articles of Association are discussed and proposals concerning the significant matters such as the remuneration plan, significant investment and disposal of assets, appointment or dismissal of senior management officers, capital replenish plan or the Company's risk management are involved.	~~**Article 157**~~ **Article 136** In principle, the Board meeting shall be convened by way of on-site meetings. In respect of proposals which need to be approved by way of Board resolutions but do not require intensive communications or discussion among the directors, they can be signed by fax. However, signing by fax shall not be allowed for the Board's meetings where Items (6) to (9) and (18) of ~~Article 143~~ **Article 124** of the Articles of Association are discussed and proposals concerning the significant matters such as the remuneration plan, significant investment and disposal of assets, appointment or dismissal of senior management officers, capital replenish plan or the Company's risk management are involved.
Article 158 The Directors shall attend in person the meetings of the Board of Directors. Where any director is unable to attend the meeting for certain reasons, he/she may, by issuing a written power of attorney on which he/she will sign or seal, entrust another director to attend the meeting on his/her behalf, and the name of such director entrusted, the matters entrusted, the scope of authorisation and the valid period shall be stated in such power of attorney. A director shall not be entrusted by more than two directors in principle. An independent director can only entrust another independent director to attend the meeting. When considering related transactions, a non-related director shall not entrust a related director to attend the meeting.	~~**Article 158**~~ **Article 137** The Directors shall attend in person the meetings of the Board of Directors. Where any director is unable to attend the meeting for certain reasons, he/she may, by issuing a written power of attorney on which he/she will sign or seal, entrust another director to attend the meeting on his/her behalf, and the name of such director entrusted, the matters entrusted, the scope of authorisation and the valid period shall be stated in such power of attorney. A director shall not be entrusted by more than two directors in principle. An independent director can only entrust another independent director to attend the meeting. When considering related transactions, a non-related director shall not entrust a related director to attend the meeting.

Existing Articles of Association	Amended Articles of Association
A director appointed as a proxy of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the Board of Directors, and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.	A director appointed as a proxy of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the Board of Directors, and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.
Article 159 Resolutions of the Board shall be approved and adopted by more than one-half of all directors. For the following matters, the resolutions shall be approved and adopted by two-thirds or more of all directors: (1) formulating our profit distribution plan and loss recovery plan; (2) formulating our annual budget and final accounts; (3) formulating plans for increase or reduction of our registered capital; (4) formulating plans for merger, division, dissolution and changes of the form of the Company; (5) formulating plans for issuance of bonds, shares, warrants or other marketable securities by the Company and listing of the Company; (6) formulating plans for significant acquisition of the Company, share repurchase of the Company; (7) formulating amendments to the Articles of Association; (8) appointing or removing senior management officers of the Company and determining the remuneration and relevant rewards and punishment arrangements of the senior management officers of the Company; appointing or removing members of each specialised committee under the Board;	~~**Article 159**~~ **Article 138** Resolutions of the Board shall be approved and adopted by more than one-half of all directors. For the following matters, the resolutions shall be approved and adopted by two-thirds or more of all directors: (1) formulating our profit distribution plan and loss recovery plan; (2) formulating our annual budget and final accounts; (3) formulating plans for increase or reduction of our registered capital; (4) formulating plans for merger, division, dissolution and changes of the form of the Company; (5) formulating plans for issuance of bonds, shares, warrants or other marketable securities by the Company and listing of the Company; (6) formulating plans for significant acquisition of the Company, share repurchase of the Company; (7) formulating amendments to the Articles of Association; (8) appointing or removing senior management officers of the Company and determining the remuneration and relevant rewards and punishment arrangements of the senior management officers of the Company; appointing or removing members of each specialised committee under the Board;

Existing Articles of Association	Amended Articles of Association
(9) the Company's matters such as the Company's establishment of legal entities, investment, purchases of assets, disposal and write-off of assets, external donations and external guarantees; (10) appointment, removal and non-reappointment of an accounting firm which shall conduct regular statutory audit on the financial reports of the Company; (11) other matters that shall be passed by special resolutions as required by more than half of all directors; and (12) other matters which shall be passed by two-thirds or more of the directors as provided for by laws, administrative regulations, regulatory requirements and the Articles of Association.	(9) the Company's matters such as the Company's establishment of legal entities, investment, purchases of assets, disposal and write-off of assets, external donations and external guarantees; (10) appointment, **reappointment,** removal and non-reappointment of an accounting firm which shall conduct regular statutory audit on the financial **and accounting** reports of the Company; (11) other matters that shall be passed by special resolutions as required by more than half of all directors; and (12) other matters which shall be passed by two-thirds or more of the directors as provided for by laws, administrative regulations, regulatory requirements ~~and~~**,** the Articles of Association **and the authorisation management system of the Company**.
Article 160 Where a director or any close associate (as defined in the Hong Kong Listing Rules) of a director has material interests or affiliated relationship in a matter to be resolved by the Board, such director(s) shall not be counted as quorum, shall abstain from voting on such resolution(s) and shall not vote on behalf of other directors unless otherwise specified in laws, administrative regulations, regulatory requirements or relevant requirements of the securities regulatory authorities or stock exchange at the place where the shares of the Company are listed. Unless otherwise specified in the Articles of Association, such resolutions of the Board meeting in relation to the approval of the proposed matters shall be passed by more than one-half of the votes of the directors who have no affiliated relationship in the resolutions. Where the number of directors who have no affiliated relationship attending the Board meeting is less than three, the Board shall promptly refer such resolution(s) to shareholders' general meeting for consideration. Upon such referral, the Board shall explain the circumstances of review of the Board on such resolution(s) and record the views expressed by the directors who have no affiliated relationship on such resolution(s).	~~**Article 160**~~ **Article 139** Where a director or any close associate (as defined in the Hong Kong Listing Rules) of a director has material interests or affiliated relationship in a matter to be resolved by the Board, such director(s) shall not be counted as quorum, shall abstain from voting on such resolution(s) and shall not vote on behalf of other directors unless otherwise specified in laws, administrative regulations, regulatory requirements or relevant requirements of the securities regulatory authorities or stock exchange at the place where the shares of the Company are listed. Unless otherwise specified in the Articles of Association, such resolutions of the Board meeting in relation to the approval of the proposed matters shall be passed by more than one-half of the votes of the directors who have no affiliated relationship in the resolutions. Where the number of directors who have no affiliated relationship attending the Board meeting is less than three, the Board shall promptly refer such resolution(s) to shareholders' ~~general~~ meeting for consideration. Upon such referral, the Board shall explain the circumstances of review of the Board on such resolution(s) and record the views expressed by the directors who have no affiliated relationship on such resolution(s).

Existing Articles of Association	Amended Articles of Association
Article 161 The Board of Directors shall report annually to the shareholders' general meeting on the overall status of related transaction for the year and the assessment of the internal transaction. In considering matters of major related transactions by the Board of Directors, affiliated directors can neither exercise their voting rights, nor act on behalf of other directors to exercise voting rights. The attendance of more than half of the unaffiliated directors will form the quorum of the Board meeting. Resolutions of the Board meetings must be passed by more than two-thirds of the unaffiliated directors. If the number of the unaffiliated directors in attendance at the Board meeting is less than three, the transaction shall be submitted to the shareholders' general meeting for consideration. The procedures for reviewing the related transactions between the Company and its subsidiaries shall be carried out based on the internal management system of related transactions as established by the Company in accordance with regulatory requirements.	~~**Article 161**~~ **Article 140** The Board of Directors shall report annually to the shareholders' ~~general~~ meeting on the overall status of related transaction for the year ~~and the assessment of the internal transaction~~. In considering matters of major related transactions by the Board of Directors, affiliated directors can neither exercise their voting rights, nor act on behalf of other directors to exercise voting rights. The attendance of more than half of the unaffiliated directors will form the quorum of the Board meeting. Resolutions of the Board meetings must be passed by more than two-thirds of the unaffiliated directors. If the number of the unaffiliated directors in attendance at the Board meeting is less than three, the transaction shall be submitted to the shareholders' ~~general~~ meeting for consideration. The procedures for reviewing the related transactions between the Company and its subsidiaries shall be carried out based on the internal management system of related transactions as established by the Company in accordance with regulatory requirements.
Article 162 Resolutions shall be made promptly regarding the matters discussed at the meeting, which shall be confirmed with the directors in presence. The resolutions shall be delivered to each director within five days after the meeting. The directors shall sign the minutes of resolutions passed at the Board meetings and shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the PRC laws, administrative regulations, regulatory requirements, the Articles of Association or resolution of the shareholders' general meeting, and as a result of which the Company sustains serious losses, the directors who vote in favour of or abstain from voting on such resolution shall be liable to compensate the Company according to the law. However, if it can be proved 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 that liability.	~~**Article 162**~~ **Article 141** Resolutions shall be made promptly regarding the matters discussed at the meeting, which shall be confirmed with the directors in presence. The resolutions shall be delivered to each director within five days after the meeting. The directors shall sign the minutes of resolutions passed at the Board meetings and shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the ~~PRC~~ laws, administrative regulations, regulatory requirements, the Articles of Association or resolution of the shareholders' ~~general~~ meeting, and ~~as a result of which~~**causes serious losses to** the Company ~~sustains serious losses~~, the directors who vote in favour of or abstain from voting on such resolution shall be liable to compensate the Company according to the law. ~~However, i~~**I**f it can be proved 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 that liability.

Existing Articles of Association	Amended Articles of Association
Article 163 The Board shall keep minutes of its decisions on the matters considered at the meetings, which shall contain the following information: (1) The date, venue, way of convening, and names of the convenor and the chairman of the meeting; (2) Names of the attending directors and persons attending the Board meeting as a non-voting participant, appointing directors and their proxies; (3) Agendas of the meetings; (4) Key opinions; (5) The method and result of voting for every resolution (with the number of votes for and against the resolution and the number of abstained votes as well as the votes by each director); and (6) Signatures of the directors and the recorder. Each director attending the meeting shall have the right to request for an explanation of his/her comments made at the meetings to be noted in the minutes. If a director has different opinions on the meeting minutes, he/she may input supplementary explanations when signing the minutes. The Company shall take audio and video recordings of the physical meeting or record by other means. The Company shall timely deliver the minutes and resolutions of the Board of Directors to the insurance regulatory authority. Minutes of meetings shall be kept permanently.	~~**Article 163**~~ **Article 142** The Board shall keep minutes of its decisions on the matters considered at the meetings, which shall contain the following information: (1) The date, venue, way of convening, and names of the convenor and the chairman of the meeting; (2) Names of the attending directors and persons attending the Board meeting as a non-voting participant, appointing directors and their proxies; (3) Agendas of the meetings; (4) Key opinions; (5) The method and result of voting for every resolution (with the number of votes for and against the resolution and the number of abstained votes ~~as well as the votes by each director~~); and (6) Signatures of the directors and the recorder. Each director attending the meeting shall have the right to request for an explanation of his/her comments made at the meetings to be noted in the minutes. If a director has different opinions on the meeting minutes, he/she may input supplementary explanations when signing the minutes. The Company shall take audio and video recordings of the physical meeting or record by other means. The Company shall timely deliver the minutes and resolutions of the Board of Directors to the insurance regulatory authority. Minutes of meetings shall be kept permanently.
Article 164 The specific discussion methods and voting procedures of the Board of Directors shall be stipulated in the procedural rules of the Board of Directors.	~~**Article 164**~~ **Article 143** The specific discussion methods and voting procedures of the Board of Directors shall be stipulated in the procedural rules of the Board of Directors.

Existing Articles of Association	Amended Articles of Association
Section 6 Chairman of the Board of Directors	**Section 6 Chairman of the Board of Directors**
Article 165 A director may serve as the chairman or the vice chairman of the Board, who shall be elected and removed by more than half of all directors. When replacing its Board chairman, the Company shall report to the insurance regulatory authority for approving his/her qualifications. Their tenure shall be calculated from the date of his/her official appointment by the Company.	~~**Article 165**~~**Article 144** A director may serve as the chairman or the vice chairman of the Board, who shall be elected and removed by more than half of all directors. When replacing its Board chairman, the Company shall report to the insurance regulatory authority for approving his/her qualifications. ~~Their~~ **The** tenure **of the chairman or the vice chairman** shall be calculated from the date ~~of his/her official appointment by the Company~~ **on which he/she takes office**.
Article 166 The tenure of each chairman and vice chairman shall be the same as that of the Board of Directors. The tenure of the chairman and the vice chairman may be re-elected.	~~**Article 166**~~**Article 145** The tenure of each chairman and vice chairman shall be the same as that of the Board of Directors. The tenure of the chairman and the vice chairman may be re-elected.
Article 167 The chairman of the Board shall exercise the following authorities: (1) to exercise the authorities of legal representatives, including, on behalf of the Company, signing contracts, dealing with litigations, and attending shareholders' general meetings of other companies of which the Company is a shareholder or controlling shareholder, and exercising other authorities (he may authorise other persons of the Company to exercise); (2) to preside over shareholders' general meetings and to report to the shareholders' general meeting on behalf of the Board of Directors; (3) to convene and preside over the Board meetings, and to sign important documents of the Board; (4) to supervise and check on the implementation of resolutions passed at the meeting of the Board and the work of Board committees, and report them to the Board of Directors; (5) to sign the share certificates, bond certificates and other securities certificates issued by the Company; (6) to exercise other functions and powers conferred by the Board; and (7) to exercise other functions and powers stipulated in laws, administrative regulations, regulatory requirements or the Articles of Association.	~~**Article 167**~~**Article 146** The chairman of the Board shall exercise the following authorities: (1) to exercise the authorities of legal representatives, including, on behalf of the Company, signing contracts, dealing with litigations, and attending shareholders' ~~general~~ meetings of other companies of which the Company is a shareholder or controlling shareholder, and exercising other authorities (he may authorise other persons of the Company to exercise); (2) to preside over shareholders' ~~general~~ meetings and to report to the shareholders' ~~general~~ meeting on behalf of the Board of Directors; (3) to convene and preside over the Board meetings, and to sign important documents of the Board; (4) to supervise and check on the implementation of resolutions passed at the meeting of the Board and the work of Board committees, and report them to the Board of Directors; (5) to sign the share certificates, bond certificates and other securities certificates issued by the Company; (6) to exercise other functions and powers conferred by the Board; and (7) to exercise other functions and powers stipulated in laws, administrative regulations, regulatory requirements or the Articles of Association.

Existing Articles of Association	Amended Articles of Association
Section 7 Special Committees of the Board of Directors	**Section 7 Special Committees of the Board of Directors**
Article 168 The Company's Board of Directors shall have special committees such as the strategy and sustainable development committee, the audit committee, the nomination and remuneration committee, the risk management committee and the related transactions control committee. The strategy and sustainable development committee of the Board shall consist of more than three directors where the chairman of the committee shall be the chairman. The audit committee of the Board shall comprise more than three non-executive directors and the majority of the members of the committee shall be independent directors where the chairman of the committee shall be an independent director. The nomination and remuneration committee of the Board shall consist of more than three non-executive directors and the majority of the members of the committee shall be independent directors where the chairman of the committee shall be an independent director. The risk management committee of the Board shall consist of more than three directors and more than one-third of the members shall be independent directors. The related party transactions control committee of the Board shall consist of more than three directors and more than half of the members shall be independent directors where the chairman shall be an independent director.	~~**Article 168**~~**Article 147** The Company's Board of Directors shall have special committees such as the strategy and sustainable development committee, the audit committee, the nomination and remuneration committee, the risk management committee and the related transactions control committee. The strategy and sustainable development committee of the Board shall consist of more than three directors where the chairman of the committee shall be the chairman. The audit committee of the Board shall comprise more than three non-executive directors and the majority of the members of the committee shall be independent directors where the chairman of the committee shall be an independent director. The nomination and remuneration committee of the Board shall consist of more than three non-executive directors and the majority of the members of the committee shall be independent directors where the chairman of the committee shall be an independent director. The risk management committee of the Board shall consist of more than three directors and more than one-third of the members shall be independent directors. The related party transactions control committee of the Board shall consist of more than three directors and more than half of the members shall be independent directors where the chairman shall be an independent director.

Existing Articles of Association	Amended Articles of Association
Article 169 The Board of Directors may set up other special committees and adjust the existing committees if needed. Rules of procedures or working rules of each committee shall be formulated by the Board of Directors. All special committees shall play a supportive role in decision-making and shall be accountable to the Board of Directors. They shall assist the Board of Directors in performing its duties based on the laws, regulations, regulatory requirements, the Articles of Association, the rules of procedures of the Board, the terms of reference of each special committees, the requirements of the securities regulatory authorities of the places where the Company's shares are listed and the Board's authorisation.	~~**Article 169**~~**Article 148** The Board of Directors may set up other special committees and adjust the existing committees if needed. Rules of procedures or working rules of each committee shall be formulated by the Board of Directors. **Except as otherwise provided by the laws, regulations, regulatory requirements or the Articles of Association, a**~~A~~ll special committees shall play a supportive role in decision-making and shall be accountable to the Board of Directors. They shall assist the Board of Directors in performing its duties based on the laws, regulations, regulatory requirements, the Articles of Association, the rules of procedures of the Board, the terms of reference of each special committees, the requirements of the securities regulatory authorities of the places where the Company's shares are listed and the Board's authorisation. **In addition to exercising its audit-related functions and powers in accordance with laws and regulations, the audit committee of the Board is also responsible for inspecting the Company's financial affairs; supervising the directors and senior management officers in their performance of duties, and proposing the removal of directors and senior management officers who have contravened laws, administrative regulations, the Articles of Association or resolutions of the shareholders' meeting; demanding rectification from a director or any senior management officers when the acts of such persons are harmful to the Company's interest; proposing to convene an extraordinary shareholders' meeting and convening and presiding over the shareholders' meeting when the Board fails to perform its duty of convening and presiding over the shareholders' meeting as stipulated in the Company Law; proposing resolutions at the shareholders' meeting; bringing an action against a director or senior management officer pursuant to the Company Law and the Articles of Association; and other functions and powers as required by the laws, administrative regulations, regulatory requirements and the Articles of Association and as authorised by the shareholders' meeting and the Board.**

Existing Articles of Association	Amended Articles of Association
Section 8 Board Secretary	**Section 8 Board Secretary**
Article 170 The Company shall have a Board secretary, who shall be nominated by the chairman of the Board and approved by the Board for his/her engagement. The Board secretary shall be accountable to the Board and is a senior management officer of the Company. The Board secretary shall be a natural person who has the requisite professional knowledge and experience. The appointment of the Board secretary shall be subject to the approval by the insurance regulatory authority.	~~**Article 170**~~**Article 149** The Company shall have a Board secretary, who shall be nominated by the chairman of the Board and approved by the Board for his/her engagement. The Board secretary shall be accountable to the Board and is a senior management officer of the Company. The Board secretary shall be a natural person who has the requisite professional knowledge and experience. The appointment of the Board secretary shall be subject to the approval by the insurance regulatory authority.

Existing Articles of Association	Amended Articles of Association
Article 171 A director or other senior management officer of the Company (excluding the president and the chief financial officer) may hold the office of Board secretary concurrently, but he/she shall ensure to have sufficient time and efforts necessary to assume the responsibility as a Board secretary. The president, chief financial officer and supervisors shall not hold the office of Board secretary concurrently. The certified accountant of the accounting firm and the lawyer of the law firm appointed by the Company shall not act as the Board secretary. Where the Board secretary is also a director and an act is required to be done by a director and the secretary separately, such person who is acting both as director and the secretary shall not perform the act in both capacities.	~~**Article 171**~~**Article 150** A director or other senior management officer of the Company (excluding the president and the chief financial officer) may hold the office of Board secretary concurrently, but he/she shall ensure to have sufficient time and efforts necessary to assume the responsibility as a Board secretary. The president~~,~~ **and** chief financial officer ~~and supervisors~~ shall not hold the office of Board secretary concurrently. The certified accountant of the accounting firm and the lawyer of the law firm appointed by the Company shall not act as the Board secretary. ~~Where the Board secretary is also a director and an act is required to be done by a director and the secretary separately, such person who is acting both as director and the secretary shall not perform the act in both capacities.~~

Existing Articles of Association	Amended Articles of Association
Article 172 The main duties of the Board secretary are:	~~**Article 172**~~**Article 151** The main duties of the Board secretary are:
(1) preparing and submitting the reports and documents of Board meetings and shareholders' general meetings as required by relevant national authorities;	(1) preparing and submitting the reports and documents of Board meetings and shareholders' ~~general~~ meetings as required by relevant national authorities;
(2) assisting the directors in handling the daily work of the Board, providing the directors with or reminding them of and ensuring them understand the regulations, policies and requirements of relevant regulatory authorities relating to the Company's operation; assisting the shareholders, directors, supervisors and president to comply with the PRC laws, administrative regulations, regulatory requirements, the Articles of Association and other relevant provisions in exercising their rights and duties;	(2) assisting the directors in handling the daily work of the Board, providing the directors with or reminding them of and ensuring them understand the regulations, policies and requirements of relevant regulatory authorities relating to the Company's operation; assisting the shareholders, directors~~, supervisors~~ and president to comply with the ~~PRC~~ laws, administrative regulations, regulatory requirements, the Articles of Association and other relevant provisions in exercising their rights and duties;
(3) reminding the Company to comply with the relevant laws, administrative regulations and regulatory requirements;	(3) reminding the Company to comply with the relevant laws, administrative regulations and regulatory requirements;
(4) ensuring the completeness of the Company's organisational documents and records; being responsible for organising and preparing documents of the shareholders' general meetings and Board meetings, to ensure decisions made at such meetings are in compliance with legal procedures, and is aware of the execution of the resolution by the Board; being responsible for maintaining minutes, documents and records of the shareholders' general meetings and Board meetings;	(4) ensuring the completeness of the Company's organisational documents and records; being responsible for organising and preparing documents of the shareholders' ~~general~~ meetings and Board meetings, to ensure decisions made at such meetings are in compliance with legal procedures, and is aware of the execution of the resolution by the Board; being responsible for maintaining minutes, documents and records of the shareholders' ~~general~~ meetings and Board meetings;
(5) ensuring the duly maintenance of the register of members; ensuring those persons entitled to obtain the relevant minutes and documents of the Company could obtain them in a timely manner;	(5) ensuring the duly maintenance of the register of members; ensuring those persons entitled to obtain the relevant minutes and documents of the Company could obtain them in a timely manner;
(6) being responsible for matters related to the Company's information disclosure;	(6) being responsible for matters related to the Company's information disclosure;
(7) handling the Company's relation with the regulatory authorities, investors, intermediary agencies and the media, and coordinating public relations of the Company;	(7) handling the Company's relation with the regulatory authorities, investors, intermediary agencies and the media, and coordinating public relations of the Company;
(8) assisting the chairman of the Company in preparing the corporate governance report; and	(8) assisting the chairman of the Company in preparing the corporate governance report; and
(9) other duties conferred by laws, administrative regulations, regulatory requirements and the Board.	(9) other duties conferred by laws, administrative regulations, regulatory requirements and the Board.

Existing Articles of Association	Amended Articles of Association
Chapter 10 Supervisors and the Board of Supervisors	~~**Chapter 10 Supervisors and the Board of Supervisors**~~
Section 1 Supervisors	~~**Section 1 Supervisors**~~
Article 173 The supervisors shall include equity supervisors and employee supervisors (including external supervisors). The equity supervisors and external supervisors shall be elected or dismissed by the shareholders' general meeting. Employee supervisors shall be elected or dismissed at the employee representative meeting by the employees of the Company. Provisions on qualifications of directors in the Articles of Association shall be applicable to supervisors. Supervisors of the Company shall have their qualifications be approved by the insurance regulatory authority.	~~**Article 173** The supervisors shall include equity supervisors and employee supervisors (including external supervisors). The equity supervisors and external supervisors shall be elected or dismissed by the shareholders' general meeting. Employee supervisors shall be elected or dismissed at the employee representative meeting by the employees of the Company.~~ ~~Provisions on qualifications of directors in the Articles of Association shall be applicable to supervisors.~~ ~~Supervisors of the Company shall have their qualifications be approved by the insurance regulatory authority.~~
Article 174 Supervisors of the Company shall be of good character and reputation, and shall have the expertise and work experience necessary to perform their duties, and fulfill the requirements of the laws, regulations and the insurance regulatory authority's requirements. The directors and senior management officers shall not act concurrently as supervisors.	~~**Article 174** Supervisors of the Company shall be of good character and reputation, and shall have the expertise and work experience necessary to perform their duties, and fulfill the requirements of the laws, regulations and the insurance regulatory authority's requirements.~~ ~~The directors and senior management officers shall not act concurrently as supervisors.~~
Article 175 Each term of office of a supervisor is three years and a supervisor may serve consecutive terms if so re-elected after his/her term of office is expired. The term of office of a supervisor shall be calculated from the date of his/her official appointment by the Company till the expiry of the term of such Board of Supervisors. Shareholders have the rights to propose to the shareholders' general meeting to remove a supervisor (excluding employee supervisor) who has lost his/her qualifications or is unable to perform his/her duties faithfully. The original recommending shareholder may propose to the shareholders' general meeting to remove a shareholder representative supervisor based on business need. The employee representative meeting has the rights to remove an employee supervisor who has lost his/her qualifications or is unable to perform his/her duties faithfully, and may remove an employee supervisor based on business need.	~~**Article 175** Each term of office of a supervisor is three years and a supervisor may serve consecutive terms if so re-elected after his/her term of office is expired. The term of office of a supervisor shall be calculated from the date of his/her official appointment by the Company till the expiry of the term of such Board of Supervisors.~~ ~~Shareholders have the rights to propose to the shareholders' general meeting to remove a supervisor (excluding employee supervisor) who has lost his/her qualifications or is unable to perform his/her duties faithfully. The original recommending shareholder may propose to the shareholders' general meeting to remove a shareholder representative supervisor based on business need.~~ ~~The employee representative meeting has the rights to remove an employee supervisor who has lost his/her qualifications or is unable to perform his/her duties faithfully, and may remove an employee supervisor based on business need.~~

Existing Articles of Association	Amended Articles of Association
Article 176 The form and procedure to nominate an equity supervisor shall be: (1) Candidates for equity supervisors of the first session of the Board of Supervisors shall be nominated by the Company's promoters and elected at the Company's inception meeting; and (2) A candidate for the position of equity supervisor thereafter shall be nominated by the previous Board of Supervisors or Shareholders individually or jointly holding 5% or more of the voting rights in the Company, proposed by the Board of Supervisors and elected at the shareholders' general meeting. A candidate for the position of equity supervisor shall undertake prior to the convening of the Company's shareholders' general meeting, confirming his/her acceptance of nomination and further undertaking that his provided information in this aspect is authentic and complete and that he shall earnestly perform the supervisor's duties.	~~**Article 176** The form and procedure to nominate an equity supervisor shall be:~~ ~~(1) Candidates for equity supervisors of the first session of the Board of Supervisors shall be nominated by the Company's promoters and elected at the Company's inception meeting; and~~ ~~(2) A candidate for the position of equity supervisor thereafter shall be nominated by the previous Board of Supervisors or Shareholders individually or jointly holding 5% or more of the voting rights in the Company, proposed by the Board of Supervisors and elected at the shareholders' general meeting.~~ ~~A candidate for the position of equity supervisor shall undertake prior to the convening of the Company's shareholders' general meeting, confirming his/her acceptance of nomination and further undertaking that his provided information in this aspect is authentic and complete and that he shall earnestly perform the supervisor's duties.~~
Article 177 Employee supervisors are nominated by the Board of Supervisors and labour union, and elected and dismissed by the employee representative meeting.	~~**Article 177** Employee supervisors are nominated by the Board of Supervisors and labour union, and elected and dismissed by the employee representative meeting.~~

Existing Articles of Association	Amended Articles of Association
Article 178 Supervisors shall have the rights to know the business decisions of the Company and their implementation, attend the Board of Supervisors meetings and exercise their voting rights and rights to propose.	~~**Article 178** Supervisors shall have the rights to know the business decisions of the Company and their implementation, attend the Board of Supervisors meetings and exercise their voting rights and rights to propose.~~
Supervisors shall perform the following duties or obligations:	~~Supervisors shall perform the following duties or obligations:~~
(1) to attend the shareholders' general meeting as required, to be present at the Board meeting, and to make inquiries or suggestions on the Board resolutions, and to report the meeting to the Board of Supervisors;	~~(1) to attend the shareholders' general meeting as required, to be present at the Board meeting, and to make inquiries or suggestions on the Board resolutions, and to report the meeting to the Board of Supervisors;~~
(2) to attend meetings of the Board of Supervisors on time, fully review the resolutions of the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;	~~(2) to attend meetings of the Board of Supervisors on time, fully review the resolutions of the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;~~
(3) to be responsible for the resolutions of the Board of Supervisors;	~~(3) to be responsible for the resolutions of the Board of Supervisors;~~
(4) to actively participate in trainings organised by the Company and regulatory authorities to understand the rights and obligations of supervisors, familiarise themselves with relevant laws and regulations, and continuously possess the professional knowledge and capabilities required for performing their duties;	~~(4) to actively participate in trainings organised by the Company and regulatory authorities to understand the rights and obligations of supervisors, familiarise themselves with relevant laws and regulations, and continuously possess the professional knowledge and capabilities required for performing their duties;~~
(5) to be faithful and diligent towards the Company, perform their duties diligently and prudently, and ensure that they have sufficient time and energy to perform their duties;	~~(5) to be faithful and diligent towards the Company, perform their duties diligently and prudently, and ensure that they have sufficient time and energy to perform their duties;~~
(6) to actively participate in the supervision and inspection activities organised by the Board of Supervisors, have the right to conduct independent investigations and obtain evidence in accordance with the laws, and raise questions and supervisory opinions in a practical manner;	~~(6) to actively participate in the supervision and inspection activities organised by the Board of Supervisors, have the right to conduct independent investigations and obtain evidence in accordance with the laws, and raise questions and supervisory opinions in a practical manner;~~
(7) to abide by laws, regulations, regulatory provisions and the Articles of Association.	~~(7) to abide by laws, regulations, regulatory provisions and the Articles of Association.~~
Supervisors' rights mentioned above and their performance of duties are protected by law. Any unit, department or individual shall not intervene, hinder or conceal.	~~Supervisors' rights mentioned above and their performance of duties are protected by law. Any unit, department or individual shall not intervene, hinder or conceal.~~

Existing Articles of Association	Amended Articles of Association
Article 179 A supervisor may resign before his term of office expires. A supervisor who resigns shall submit a written resignation report to the Board of Supervisors. Procedures for the resignation of directors hereunder shall also apply to those for the resignation of supervisors.	~~**Article 179** A supervisor may resign before his term of office expires. A supervisor who resigns shall submit a written resignation report to the Board of Supervisors. Procedures for the resignation of directors hereunder shall also apply to those for the resignation of supervisors.~~
Article 180 If no new supervisor is elected after the term of a supervisor expires, or the number of members of the Board of Supervisors is less than the quorum due to any supervisor's resignation during his term of office, the relevant supervisor shall continue to perform his duties as a supervisor in accordance with laws, administrative regulations, regulatory requirements and the Company's Articles of Association until a new supervisor is elected.	~~**Article 180** If no new supervisor is elected after the term of a supervisor expires, or the number of members of the Board of Supervisors is less than the quorum due to any supervisor's resignation during his term of office, the relevant supervisor shall continue to perform his duties as a supervisor in accordance with laws, administrative regulations, regulatory requirements and the Company's Articles of Association until a new supervisor is elected.~~
Article 181 Supervisors shall attend at least two thirds of the physical meetings of the Board of Supervisors in person annually. If for any reason a supervisor is unable to attend the meeting, he shall by written authorisation appoint another supervisor to act as his proxy to attend the meeting. A proxy form shall state the scope of the authorisation. In the event that a supervisor fails to attend two consecutive meetings of the Board of Supervisors in person without appointing a proxy to attend on his behalf, he/she shall be deemed to be unable to perform his/her duties. The Board of Supervisors shall propose to the shareholders' general meeting or the employee representative meeting that the supervisor be removed.	~~**Article 181** Supervisors shall attend at least two thirds of the physical meetings of the Board of Supervisors in person annually. If for any reason a supervisor is unable to attend the meeting, he shall by written authorisation appoint another supervisor to act as his proxy to attend the meeting. A proxy form shall state the scope of the authorisation.~~ ~~In the event that a supervisor fails to attend two consecutive meetings of the Board of Supervisors in person without appointing a proxy to attend on his behalf, he/she shall be deemed to be unable to perform his/her duties. The Board of Supervisors shall propose to the shareholders' general meeting or the employee representative meeting that the supervisor be removed.~~

Existing Articles of Association	Amended Articles of Association
Section 2 External Supervisors	~~**Section 2 External Supervisors**~~
Article 182 The "external supervisors of the Company" refers to supervisors who have taken up no position in the Company other than that of supervisor, and who do not have any relationship with the Company and its shareholders and de facto controller which may hinder him from forming independent and objective judgments. The external supervisors shall be nominated by shareholders individually or jointly holding not less than 1% of the voting shares in the Company or the Board of Supervisors, and shall be elected by the shareholders' general meeting. The cumulative term of office of an external supervisor shall not exceed six years. The qualifications, election, replacement and resignation of the external supervisors shall follow the provisions relating to independent directors as stipulated hereunder.	~~**Article 182** The "external supervisors of the Company" refers to supervisors who have taken up no position in the Company other than that of supervisor, and who do not have any relationship with the Company and its shareholders and de facto controller which may hinder him from forming independent and objective judgments.~~ ~~The external supervisors shall be nominated by shareholders individually or jointly holding not less than 1% of the voting shares in the Company or the Board of Supervisors, and shall be elected by the shareholders' general meeting. The cumulative term of office of an external supervisor shall not exceed six years.~~ ~~The qualifications, election, replacement and resignation of the external supervisors shall follow the provisions relating to independent directors as stipulated hereunder.~~
Article 183 An external supervisor may appoint another external supervisor to attend the Board of Supervisors meeting on his/her behalf, but the number of times he/she attends the physical Board of Supervisors meeting in person shall not be less than two-thirds of the total number of the physical Board of Supervisors meetings. The Board of Supervisors is empowered to propose to the shareholders' general meeting the removal of an external supervisor if the number of physical Board of Supervisors meetings he/she has attended in a year is less than two-thirds of the total number of the physical Board of Supervisors' meetings held in the year, or he/she fails to attend the Board of Supervisors' meetings in person for two consecutive times or to appoint another external supervisor to attend on his/her behalf.	~~**Article 183** An external supervisor may appoint another external supervisor to attend the Board of Supervisors meeting on his/her behalf, but the number of times he/she attends the physical Board of Supervisors meeting in person shall not be less than two-thirds of the total number of the physical Board of Supervisors meetings.~~ ~~The Board of Supervisors is empowered to propose to the shareholders' general meeting the removal of an external supervisor if the number of physical Board of Supervisors meetings he/she has attended in a year is less than two-thirds of the total number of the physical Board of Supervisors' meetings held in the year, or he/she fails to attend the Board of Supervisors' meetings in person for two consecutive times or to appoint another external supervisor to attend on his/her behalf.~~

Existing Articles of Association	Amended Articles of Association
Article 184 An external supervisor who falls in any of the following circumstances shall be in serious dereliction of duties: (1) divulging any trade secret of the Company, hence harming the legal interests of the Company; (2) accepting improper gains in the course of duty performance; (3) taking advantage of his/her position of external supervisor to seek personal gains; (4) failing to find out a problem which should have been found out in the course of supervisory inspection, or concealing a problem which has been found out, hence causing material losses to the Company; or (5) other acts identified to be serious dereliction of duty by the insurance regulatory authority.	~~**Article 184** An external supervisor who falls in any of the following circumstances shall be in serious dereliction of duties:~~ ~~(1) divulging any trade secret of the Company, hence harming the legal interests of the Company;~~ ~~(2) accepting improper gains in the course of duty performance;~~ ~~(3) taking advantage of his/her position of external supervisor to seek personal gains;~~ ~~(4) failing to find out a problem which should have been found out in the course of supervisory inspection, or concealing a problem which has been found out, hence causing material losses to the Company; or~~ ~~(5) other acts identified to be serious dereliction of duty by the insurance regulatory authority.~~
Article 185 Unless otherwise required by laws, administrative regulations, regulatory requirements and this section, external supervisors shall also observe the provisions of Section 1 of this Chapter.	~~**Article 185** Unless otherwise required by laws, administrative regulations, regulatory requirements and this section, external supervisors shall also observe the provisions of Section 1 of this Chapter.~~
Section 3 Composition of the Board of Supervisors	~~**Section 3 Composition of the Board of Supervisors**~~
Article 186 The Company shall have a Board of Supervisors. The Board of Supervisors is a supervisory body of the Company and shall be responsible to the shareholders' general meeting.	~~**Article 186** The Company shall have a Board of Supervisors. The Board of Supervisors is a supervisory body of the Company and shall be responsible to the shareholders' general meeting.~~

Existing Articles of Association	Amended Articles of Association
Article 187 The Board of Supervisors shall be composed of five supervisors, two of which shall be employee supervisors. The Board of Supervisors shall have one chairman, who shall be elected or removed by the votes of two-thirds or more of the members of the Board of Supervisors. The term of office of the chairman of the Board of Supervisors shall be calculated from the date of his/her official appointment by the Company. The term of office of the chairman shall be the same as the Board of Supervisors, and the chairman may serve consecutive terms if re-elected.	~~**Article 187** The Board of Supervisors shall be composed of five supervisors, two of which shall be employee supervisors.~~ ~~The Board of Supervisors shall have one chairman, who shall be elected or removed by the votes of two-thirds or more of the members of the Board of Supervisors. The term of office of the chairman of the Board of Supervisors shall be calculated from the date of his/her official appointment by the Company. The term of office of the chairman shall be the same as the Board of Supervisors, and the chairman may serve consecutive terms if re-elected.~~
Article 188 The chairman of the Board of Supervisors shall have the following duties: (1) to convene and preside over the Board of Supervisors meetings, or, if he/she is incapable of performing his duties, appoint a supervisor to convene and preside over the Board of Supervisors meetings; (2) to organise the performance of the duties of the Board of Supervisors; (3) to approve and sign reports and other material documents of the Board of Supervisors; (4) to report to the shareholders' general meeting on behalf of the Board of Supervisors; and (5) to perform other duties as required by the PRC laws, administrative regulations, regulatory requirements and the Articles of Association. If the chairman of the Board of Supervisors is incapable of performing or not performing his/her duties, a supervisor nominated by more than half of the supervisors shall perform the duties.	~~**Article 188** The chairman of the Board of Supervisors shall have the following duties:~~ ~~(1) to convene and preside over the Board of Supervisors meetings, or, if he/she is incapable of performing his duties, appoint a supervisor to convene and preside over the Board of Supervisors meetings;~~ ~~(2) to organise the performance of the duties of the Board of Supervisors;~~ ~~(3) to approve and sign reports and other material documents of the Board of Supervisors;~~ ~~(4) to report to the shareholders' general meeting on behalf of the Board of Supervisors; and~~ ~~(5) to perform other duties as required by the PRC laws, administrative regulations, regulatory requirements and the Articles of Association.~~ ~~If the chairman of the Board of Supervisors is incapable of performing or not performing his/her duties, a supervisor nominated by more than half of the supervisors shall perform the duties.~~

Existing Articles of Association	Amended Articles of Association
Article 189 The Performance Supervision and Inspection Committee and the Financial Supervision and Inspection Committee have been set up under the Board of Supervisors. Specialised committees under the Board of Supervisors are accountable to the Board of Supervisors, and assist the Board of Supervisors in performing its duties.	~~**Article 189** The Performance Supervision and Inspection Committee and the Financial Supervision and Inspection Committee have been set up under the Board of Supervisors. Specialised committees under the Board of Supervisors are accountable to the Board of Supervisors, and assist the Board of Supervisors in performing its duties.~~
Article 190 The Board of Supervisors shall have its office which shall be the administrative body of the Board of Supervisors and responsible for the preparation of meetings, preparation of meeting documents and minutes and handling of other routine affairs of the Board of Supervisors and its specialised committees.	~~**Article 190** The Board of Supervisors shall have its office which shall be the administrative body of the Board of Supervisors and responsible for the preparation of meetings, preparation of meeting documents and minutes and handling of other routine affairs of the Board of Supervisors and its specialised committees.~~
Article 191 The Board of Supervisors shall exercise the following powers: (1) reporting its work to the shareholders' general meeting; (2) monitoring and examining the Company's financials; (3) supervising the conduct of the directors and senior management officers in their performance of duties and proposing the removal of directors and senior management officers who have contravened any of the PRC laws, administrative regulations, regulatory requirements, the Articles of Association or resolutions of the shareholders' general meeting; (4) demanding rectification from a director or any senior management officers when the acts of such persons are harmful to the Company's interest; (5) proposing to convene an extraordinary shareholders' general meeting and convening and presiding over the shareholders' general meeting when the Board fails to perform its duty of convening and presiding over the shareholders' general meeting; (6) proposing resolutions at the shareholders' general meeting;	~~**Article 191** The Board of Supervisors shall exercise the following powers:~~ ~~(1) reporting its work to the shareholders' general meeting;~~ ~~(2) monitoring and examining the Company's financials;~~ ~~(3) supervising the conduct of the directors and senior management officers in their performance of duties and proposing the removal of directors and senior management officers who have contravened any of the PRC laws, administrative regulations, regulatory requirements, the Articles of Association or resolutions of the shareholders' general meeting;~~ ~~(4) demanding rectification from a director or any senior management officers when the acts of such persons are harmful to the Company's interest;~~ ~~(5) proposing to convene an extraordinary shareholders' general meeting and convening and presiding over the shareholders' general meeting when the Board fails to perform its duty of convening and presiding over the shareholders' general meeting;~~ ~~(6) proposing resolutions at the shareholders' general meeting;~~

Existing Articles of Association	Amended Articles of Association
(7) representing the Company in negotiations with a director and bring an action against a director or senior management officer pursuant to the Company Law and the Articles of Association;	~~(7) representing the Company in negotiations with a director and bring an action against a director or senior management officer pursuant to the Company Law and the Articles of Association;~~
(8) formulating the procedural rules of the Board of Supervisors and the working rules for specialised committees under the Board of Supervisors;	~~(8) formulating the procedural rules of the Board of Supervisors and the working rules for specialised committees under the Board of Supervisors;~~
(9) reviewing financial information such as the financial reports, operation reports and profit distribution plans to be submitted by the Board to the shareholders' general meeting; if there is any doubt, to engage certified public accountants and practicing auditors in the name of the Company to assist their review;	~~(9) reviewing financial information such as the financial reports, operation reports and profit distribution plans to be submitted by the Board to the shareholders' general meeting; if there is any doubt, to engage certified public accountants and practicing auditors in the name of the Company to assist their review;~~
(10) nominating independent directors;	~~(10) nominating independent directors;~~
(11) supervising the selection and appointment procedures of directors;	~~(11) supervising the selection and appointment procedures of directors;~~
(12) supervising the Board in establishing sound business philosophy and value standards and formulating development strategies in line with the Company's situation;	~~(12) supervising the Board in establishing sound business philosophy and value standards and formulating development strategies in line with the Company's situation;~~
(13) evaluating the scientificity, rationality and robustness of the Company's development strategy and form an evaluation report;	~~(13) evaluating the scientificity, rationality and robustness of the Company's development strategy and form an evaluation report;~~
(14) supervising and inspecting the operation decisions, risk management and internal control of the Company and supervising the rectification;	~~(14) supervising and inspecting the operation decisions, risk management and internal control of the Company and supervising the rectification;~~
(15) supervising the implementation of the Company's remuneration management system and the scientificity and reasonableness of the remuneration plan for senior management; and	~~(15) supervising the implementation of the Company's remuneration management system and the scientificity and reasonableness of the remuneration plan for senior management; and~~
(16) exercising other duties specified under the PRC laws, regulations, regulatory requirements or the Articles of Association and by shareholders' general meetings.	~~(16) exercising other duties specified under the PRC laws, regulations, regulatory requirements or the Articles of Association and by shareholders' general meetings.~~

Existing Articles of Association	Amended Articles of Association
Article 192 The records of supervision on directors, president and other senior management officers and the results of financial or special inspection made by the Board of Supervisors shall constitute an important basis for the performance evaluation of directors, president or other senior management officers.	~~**Article 192** The records of supervision on directors, president and other senior management officers and the results of financial or special inspection made by the Board of Supervisors shall constitute an important basis for the performance evaluation of directors, president or other senior management officers.~~
Section 4 Rules of Procedures of the Board of Supervisors	~~**Section 4 Rules of Procedures of the Board of Supervisors**~~
Article 193 The results of audit conducted by the internal audit department of the Company regarding the internal functions and branches of the Company shall be submitted to the Board of Supervisors in a timely and comprehensive manner. The Board of Supervisors shall have the right to request the Board of Directors or the internal audit department to provide explanations in case of any doubt in respect of the audit results submitted by the internal audit department.	~~**Article 193** The results of audit conducted by the internal audit department of the Company regarding the internal functions and branches of the Company shall be submitted to the Board of Supervisors in a timely and comprehensive manner. The Board of Supervisors shall have the right to request the Board of Directors or the internal audit department to provide explanations in case of any doubt in respect of the audit results submitted by the internal audit department.~~
Article 194 The Board of Supervisors may engage lawyers, certified public accountants and practising auditors to assist in their work, and reasonable fees incurred therein shall be borne by the Company. Directors and senior management officers shall honestly furnish the Board of Supervisors with relevant information and materials, and shall not prevent the Board of Supervisors from exercising its powers.	~~**Article 194** The Board of Supervisors may engage lawyers, certified public accountants and practising auditors to assist in their work, and reasonable fees incurred therein shall be borne by the Company.~~ ~~Directors and senior management officers shall honestly furnish the Board of Supervisors with relevant information and materials, and shall not prevent the Board of Supervisors from exercising its powers.~~
Article 195 The Board of Supervisors shall discuss matters by way of meetings of the Board of Supervisors, which can be divided into regular meetings and interim meetings. Meetings of the Board of Supervisors shall be held at least four times a year.	~~**Article 195** The Board of Supervisors shall discuss matters by way of meetings of the Board of Supervisors, which can be divided into regular meetings and interim meetings. Meetings of the Board of Supervisors shall be held at least four times a year.~~
Article 196 The Board of Supervisors meeting shall be convened at least every six months. Written notice of a regular meeting shall be served on all supervisors 10 days before the date of the meeting.	~~**Article 196** The Board of Supervisors meeting shall be convened at least every six months. Written notice of a regular meeting shall be served on all supervisors 10 days before the date of the meeting.~~

Existing Articles of Association	Amended Articles of Association
Article 197 The chairman of the Board of Supervisors shall convene an interim meeting within five working days in any of the following circumstances:	~~**Article 197** The chairman of the Board of Supervisors shall convene an interim meeting within five working days in any of the following circumstances:~~
(1) considered necessary by the chairman;	~~(1) considered necessary by the chairman;~~
(2) jointly proposed by more than one-third of the supervisors; or	~~(2) jointly proposed by more than one-third of the supervisors; or~~
(3) proposed by all external supervisors.	~~(3) proposed by all external supervisors.~~
Written notice of an interim meeting shall be served on all the supervisors five days before the date of meeting. In the event of an emergency, the convening of an interim meeting is not subject to the above time limit of notification and a reasonable notice for the meeting shall be given thereafter.	~~Written notice of an interim meeting shall be served on all the supervisors five days before the date of meeting. In the event of an emergency, the convening of an interim meeting is not subject to the above time limit of notification and a reasonable notice for the meeting shall be given thereafter.~~
When the Company convenes a meeting of the Board of Supervisors, it shall notify the insurance regulatory authority at least three working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority shall be notified and the reasons shall be provided in a timely manner.	~~When the Company convenes a meeting of the Board of Supervisors, it shall notify the insurance regulatory authority at least three working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority shall be notified and the reasons shall be provided in a timely manner.~~

Existing Articles of Association	Amended Articles of Association
Article 198 Written notice of a Board of Supervisors meeting shall include the following information:	~~**Article 198** Written notice of a Board of Supervisors meeting shall include the following information:~~
(1) the time, venue and form of meeting;	~~(1) the time, venue and form of meeting;~~
(2) the duration of the meeting;	~~(2) the duration of the meeting;~~
(3) the reasons, agenda, subject matters and related materials of the meeting;	~~(3) the reasons, agenda, subject matters and related materials of the meeting;~~
(4) the date on which the notice is served;	~~(4) the date on which the notice is served;~~
(5) the convenor; explanation of the circumstances of and the basis for a meeting which is not convened by the chairman of Board of Supervisors; and	~~(5) the convenor; explanation of the circumstances of and the basis for a meeting which is not convened by the chairman of Board of Supervisors; and~~
(6) the name and contact method of the contact person of the meeting. If there are matters to be discussed, relevant proposals shall be attached and related personnel may be invited to attend the meeting if necessary.	~~(6) the name and contact method of the contact person of the meeting. If there are matters to be discussed, relevant proposals shall be attached and related personnel may be invited to attend the meeting if necessary.~~
Article 199 Notice of a Board of Supervisors meeting shall be served on all supervisors in the following way:	~~**Article 199** Notice of a Board of Supervisors meeting shall be served on all supervisors in the following way:~~
(1) in written form in case of a regular meeting; or	~~(1) in written form in case of a regular meeting; or~~
(2) in written form in case of an interim meeting in principle; in case of emergency, by telephone followed by a written notice delivered thereafter.	~~(2) in written form in case of an interim meeting in principle; in case of emergency, by telephone followed by a written notice delivered thereafter.~~
Article 200 The supervisors shall be fully prepared for the subject matters and proposals of the meeting after receiving the meeting notice. If a supervisor is unable to attend the meeting, he/she may appoint another supervisor by a written power of attorney specifying the scope of the authorisation to attend the meeting on his/her behalf. The supervisor shall be deemed as having attended the meeting in person if the appointed supervisor is present at the meeting. A supervisor shall not be appointed by more than two supervisors.	~~**Article 200** The supervisors shall be fully prepared for the subject matters and proposals of the meeting after receiving the meeting notice. If a supervisor is unable to attend the meeting, he/she may appoint another supervisor by a written power of attorney specifying the scope of the authorisation to attend the meeting on his/her behalf. The supervisor shall be deemed as having attended the meeting in person if the appointed supervisor is present at the meeting. A supervisor shall not be appointed by more than two supervisors.~~

Existing Articles of Association	Amended Articles of Association
Article 201 Board of Supervisors meetings shall be convened and presided over by the chairman of the Board of Supervisors. In the event that the chairman of the Board of Supervisors is incapable of performing his/her duties of convening the Board of Supervisors meeting, he/she should appoint a supervisor to convene and preside over the meeting. Where the chairman fails to perform his/her duties for no reasons and fails to designate a specific personnel to perform his duties on his/her behalf, a supervisor being jointly elected by more than half of all the supervisors shall convene and preside over the meeting.	~~**Article 201** Board of Supervisors meetings shall be convened and presided over by the chairman of the Board of Supervisors. In the event that the chairman of the Board of Supervisors is incapable of performing his/her duties of convening the Board of Supervisors meeting, he/she should appoint a supervisor to convene and preside over the meeting. Where the chairman fails to perform his/her duties for no reasons and fails to designate a specific personnel to perform his duties on his/her behalf, a supervisor being jointly elected by more than half of all the supervisors shall convene and preside over the meeting.~~
Article 202 A meeting of the Board of Supervisors shall be convened only when over half of the supervisors (including supervisors appointing other supervisors to attend on his/her behalf) are present. Each supervisor shall have one vote when voting on resolutions of the Board of Supervisors meeting. Resolution of the Board of Supervisors shall be passed by more than two – thirds of the members of the Board of Supervisors.	~~**Article 202** A meeting of the Board of Supervisors shall be convened only when over half of the supervisors (including supervisors appointing other supervisors to attend on his/her behalf) are present. Each supervisor shall have one vote when voting on resolutions of the Board of Supervisors meeting. Resolution of the Board of Supervisors shall be passed by more than two – thirds of the members of the Board of Supervisors.~~
Article 203 In principle, a Board of Supervisors meeting shall be held by way of on-site meeting. Proposals which need to be considered and approved by the Board of Supervisors but which do not necessarily require communication or discussion among the supervisors can be approved by circulating and signing written proposals.	~~**Article 203** In principle, a Board of Supervisors meeting shall be held by way of on-site meeting.~~ ~~Proposals which need to be considered and approved by the Board of Supervisors but which do not necessarily require communication or discussion among the supervisors can be approved by circulating and signing written proposals.~~
Article 204 All members of the Board of Supervisors shall have the right to speak at the Board of Supervisors meetings. The Board of Supervisors shall examine proposals put forward by any supervisor. Whenever necessary, the Board of Supervisors may request the directors and senior management officers of the Company to attend the meetings to make necessary explanations on related matters.	~~**Article 204** All members of the Board of Supervisors shall have the right to speak at the Board of Supervisors meetings. The Board of Supervisors shall examine proposals put forward by any supervisor. Whenever necessary, the Board of Supervisors may request the directors and senior management officers of the Company to attend the meetings to make necessary explanations on related matters.~~
Article 205 Resolutions shall be voted by a show of hands or by poll at the meetings of the Board of Supervisors.	~~**Article 205** Resolutions shall be voted by a show of hands or by poll at the meetings of the Board of Supervisors.~~

Existing Articles of Association	Amended Articles of Association
Article 206 Meeting minutes recording the whole process of the physical Board of Supervisors meetings shall be prepared and kept as written documents and signed by the attending supervisors and the recording officer. Supervisors shall have the rights to request to record their qualified opinions in the minutes. Supervisors shall sign on the resolutions passed at meetings of the Board of Supervisors and shall be responsible for the resolutions of the Board of Supervisors. If a resolution of the Board of Supervisors violates the PRC laws, administrative regulations, regulatory requirements, or the Articles of Association, and as a result of which the Company suffers sustains losses, the supervisors who voted for or abstained from voting on such resolution shall be liable to compensate the Company. However, if it can be proved that a supervisor expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such supervisor shall be released from that liability. The Company shall timely deliver the minutes and resolutions of the Board of Supervisors to the insurance regulatory authority. Minutes of meetings shall be kept permanently.	~~**Article 206** Meeting minutes recording the whole process of the physical Board of Supervisors meetings shall be prepared and kept as written documents and signed by the attending supervisors and the recording officer.~~ ~~Supervisors shall have the rights to request to record their qualified opinions in the minutes. Supervisors shall sign on the resolutions passed at meetings of the Board of Supervisors and shall be responsible for the resolutions of the Board of Supervisors.~~ ~~If a resolution of the Board of Supervisors violates the PRC laws, administrative regulations, regulatory requirements, or the Articles of Association, and as a result of which the Company suffers sustains losses, the supervisors who voted for or abstained from voting on such resolution shall be liable to compensate the Company. However, if it can be proved that a supervisor expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such supervisor shall be released from that liability.~~ ~~The Company shall timely deliver the minutes and resolutions of the Board of Supervisors to the insurance regulatory authority. Minutes of meetings shall be kept permanently.~~
Article 207 The specific methods for discussion and voting procedures of the Board of Supervisors shall be stipulated in the procedural rules of the Board of Supervisors. The Company shall formulate the procedural rules of the Board of Supervisors, which shall be established by the Board of Supervisors and submitted for approval by the shareholders' general meeting.	~~**Article 207** The specific methods for discussion and voting procedures of the Board of Supervisors shall be stipulated in the procedural rules of the Board of Supervisors. The Company shall formulate the procedural rules of the Board of Supervisors, which shall be established by the Board of Supervisors and submitted for approval by the shareholders' general meeting.~~

Existing Articles of Association	Amended Articles of Association
Chapter 11 General Manager (President) and Other Senior Management Officers	**Chapter ~~11~~ 9 General Manager (President) and Other Senior Management Officers**
Article 208 The Company shall have a general manager (also referred to herein as "president") and deputy general manager(s) (also referred to herein as "vice president(s)"), and, whenever necessary, other senior management officers to assist the president. The president shall be nominated by the chairman of the Board, while other senior management officers (except the audit controller and the Board secretary) shall be nominated by the president. The qualifications of the president and other senior management officers shall be subject to the approval by the insurance regulatory authority.	**~~Article 208~~Article 152** The Company shall have a general manager (also referred to herein as "president") and deputy general manager(s) (also referred to herein as "vice president(s)"), and, whenever necessary, other senior management officers to assist the president. The president shall be nominated by the chairman of the Board, while other senior management officers (except the audit controller and the Board secretary) shall be nominated by the president. The qualifications of the president and other senior management officers shall be subject to the approval by the insurance regulatory authority.
Article 209 Each of the president and other senior management officers shall have a term of office of three years, and may serve consecutive terms if re-elected. The Company's senior management officers shall not be dismissed before their term of office expires without justifiable reasons.	**~~Article 209~~Article 153** Each of the president and other senior management officers shall have a term of office of three years, and may serve consecutive terms if re-elected. The Company's senior management officers shall not be dismissed before their term of office expires without justifiable reasons.
Article 210 The president shall be accountable to the Board and shall exercise the following function and powers: (1) leading the operation and management of the Company and organising the implementation of the resolutions of the Board; (2) submitting the annual operation and investment plans of the Company representing the senior management officers to the Board and implementing such plans after the Board approves; (3) preparing plans for the establishment of the Company's internal management structure, and reporting it to the Board for approval; (4) preparing basic management system of the Company, and reporting it to the Board for approval; (5) formulating the basic rules and regulations of the Company;	**~~Article 210~~Article 154** The president shall be accountable to the Board and shall exercise the following function and powers: (1) leading the operation and management of the Company and organising the implementation of the resolutions of the Board; (2) submitting the annual operation and investment plans of the Company representing the senior management officers to the Board and implementing such plans after the Board approves; (3) preparing plans for the establishment of the Company's internal management structure, and reporting it to the Board for approval; (4) preparing basic management system of the Company, and reporting it to the Board for approval; (5) formulating the basic rules and regulations of the Company;

Existing Articles of Association	Amended Articles of Association
(6) proposing to the Board on the appointment or removal of vice president and other senior management officers (the Board secretary and person in charge of audit shall be nominated by the chairman); (7) deciding on the appointment or removal of management officers other than those who shall be appointed or removed by the Board, and determining the remuneration and relevant rewards and punishment arrangements; (8) conducting or delegating senior management officers (excluding the Board secretary) and heads from the internal institutional sectors and our branches to conduct daily operation and management activities within the scope of the authorisation of the Board; (9) in the event of unexpected major events or other emergencies, to take immediate actions in the interest of the Company and report immediately thereafter to the insurance regulatory authority, the Board and Board of Supervisors; and (10) exercising other powers specified under the PRC laws, administrative regulations, regulatory requirements and the Articles of Association and other powers resolved to be exercised by the president at the Board meetings and shareholders' general meetings. In the event that the president is unable or fails to perform his/her duties, the director, vice president or other senior management officer designated by the Board shall perform his/her functions and powers on his/her behalf. The president shall formulate the rules of his/her duties and implement such rules upon reporting to the Board of Directors for approval.	(6) proposing to the Board on the appointment or removal of vice president and other senior management officers (the Board secretary and person in charge of audit shall be nominated by the chairman); (7) deciding on the appointment or removal of management officers other than those who shall be appointed or removed by the Board, and determining the remuneration and relevant rewards and punishment arrangements; (8) conducting or delegating senior management officers (excluding the Board secretary) and heads from the internal institutional sectors and our branches to conduct daily operation and management activities within the scope of the authorisation of the Board; (9) in the event of unexpected major events or other emergencies, to take immediate actions in the interest of the Company and report immediately thereafter to the insurance regulatory authority~~,~~ **and** the Board ~~and Board of Supervisors~~; and (10) exercising other powers specified under the ~~PRC~~ laws, administrative regulations, regulatory requirements ~~and~~**,** the Articles of Association and other powers resolved to be exercised by the president at the Board meetings and shareholders' ~~general~~ meetings. ~~In the event that the president is unable or fails to perform his/her duties, the director, vice president or other senior management officer designated by the Board shall perform his/her functions and powers on his/her behalf.~~ The president shall formulate the rules of his/her duties and implement such rules upon reporting to the Board of Directors for approval.
Article 211 When performing his/her functions and powers, the president shall not change the resolutions by the shareholders' general meetings and the Board of Directors.	~~**Article 211**~~**Article 155** When performing his/her functions and powers, the president shall not change the resolutions by the shareholders' ~~general~~ meetings and the Board of Directors.

Existing Articles of Association	Amended Articles of Association
Article 212 The chief financial officer shall perform the following duties: (1) to be responsible for organising accounting and preparing financial reports, establishing and maintaining the internal control system related to financial reports, and being responsible for the authenticity of financial and accounting information; (2) to be responsible for financial management, including budget management, cost control, capital allocation, income distribution, business performance evaluation, etc.; (3) to participate in risk management and solvency management; (4) to participate in major operation and management activities such as strategic planning; (5) to review and sign relevant data and reports disclosed to the public in accordance with laws, administrative regulations and relevant regulatory requirements; and (6) to perform other duties stipulated by laws, regulations, regulatory requirements, the Articles of Association and determined by the Board. The chief financial officer shall have the right to obtain the data, documents, information and other relevant information necessary for the performance of his/her duties. The relevant departments and personnel of the Company shall not illegally intervene, conceal information or provide false information. The chief financial officer has the right to attend Board meetings related to his duties.	~~**Article 212**~~**Article 156** The chief financial officer shall perform the following duties: (1) to be responsible for organising accounting and preparing financial **accounting** reports, establishing and maintaining the internal control system related to financial **accounting** reports, and being responsible for the authenticity of financial and accounting information; (2) to be responsible for financial management, including budget management, cost control, capital allocation, income distribution, business performance evaluation, etc.; (3) to participate in risk management and solvency management; (4) to participate in major operation and management activities such as strategic planning; (5) to review and sign relevant data and reports disclosed to the public in accordance with laws, administrative regulations and relevant regulatory requirements; and (6) to perform other duties stipulated by laws, regulations, regulatory requirements, the Articles of Association and determined by the Board. The chief financial officer shall have the right to obtain the data, documents, information and other relevant information necessary for the performance of his/her duties. The relevant departments and personnel of the Company shall not illegally intervene, conceal information or provide false information. The chief financial officer has the right to attend Board meetings related to his duties.

Existing Articles of Association	Amended Articles of Association
Article 213 The chief actuary shall be accountable to the Board and the President and perform the following duties:	~~**Article 213**~~**Article 157** The chief actuary shall be accountable to the Board and the President and perform the following duties:
(1) to analyse and study experience data, participate in formulating insurance product development strategies, formulate insurance product fee rates and review insurance product materials;	(1) to analyse and study experience data, participate in formulating insurance product development strategies, formulate insurance product fee rates and review insurance product materials;
(2) to be responsible for or participate in solvency management;	(2) to be responsible for or participate in solvency management;
(3) to formulate or participate in the formulation of reinsurance systems, review or participate in the review of reinsurance arrangements;	(3) to formulate or participate in the formulation of reinsurance systems, review or participate in the review of reinsurance arrangements;
(4) to evaluate various reserves and related liabilities and participate in budget management;	(4) to evaluate various reserves and related liabilities and participate in budget management;
(5) to participate in the formulation of dividend distribution system for shareholders;	(5) to participate in the formulation of dividend distribution system for shareholders;
(6) to participate in the management of assets and liabilities allocation, to participate in the determination of investment plans or to participate in the formulation of asset allocation guidelines;	(6) to participate in the management of assets and liabilities allocation, to participate in the determination of investment plans or to participate in the formulation of asset allocation guidelines;
(7) to participate in the formulation of business operation rules and fee payment system for intermediary services such as fees and commissions;	(7) to participate in the formulation of business operation rules and fee payment system for intermediary services such as fees and commissions;
(8) to review and sign relevant data and reports publicly disclosed in accordance with the regulations of the insurance regulatory authority and relevant state departments;	(8) to review and sign relevant data and reports publicly disclosed in accordance with the regulations of the insurance regulatory authority and relevant state departments;
(9) to review and sign actuarial reports, embedded value reports and other relevant documents in accordance with the requirements of the insurance regulatory authority;	(9) to review and sign actuarial reports, embedded value reports and other relevant documents in accordance with the requirements of the insurance regulatory authority;
(10) to report to the Company and insurance regulatory authority on major risks and hidden dangers in accordance with regulatory requirements; and	(10) to report to the Company and insurance regulatory authority on major risks and hidden dangers in accordance with regulatory requirements; and
(11) to perform other duties stipulated by laws, regulations, regulatory requirements, the Articles of Association and determined by the Board.	(11) to perform other duties stipulated by laws, regulations, regulatory requirements, the Articles of Association and determined by the Board.

Existing Articles of Association	Amended Articles of Association
Article 214 The compliance controller shall be accountable to the Board, under the leadership of the Board and the President, and shall perform the following duties: (1) to be fully responsible for the compliance management of the Company and lead the compliance management department; (2) to formulate and amend the Company's compliance policies, formulate the Company's annual compliance management plan, and report to the president for review; (3) to communicate the compliance policies approved by the Board to relevant personnel of the Company and organise the implementation; (4) to provide advice on compliance improvement to the president, the Board or the risk management committee of the Board on a regular basis, and report any material non-compliance of the Company and senior management in a timely manner; (5) to review compliance documents such as compliance reports issued by the compliance management department; and (6) to perform other duties stipulated by laws, regulations, regulatory requirements, the Articles of Association and determined by the Board.	~~**Article 214**~~**Article 158** ~~The compliance controller shall be accountable to the Board, under the leadership of the Board and the President,~~ **The chief compliance officer shall be solely responsible for the compliance management of the Company and its employees,** and shall perform the following **compliance management** duties: (1) to be ~~fully~~ responsible for the compliance management of the Company ~~and lead the compliance management department~~**, to organize and promote the construction of the compliance management system, supervise the compliance management department and the performance of compliance positions, and to organize and promote the strict and effective implementation of compliance rules within the Company**; (2) to ~~formulate and amend the Company's compliance policies, formulate the Company's annual compliance management plan, and report to the president for review~~ **organize and promote the system construction of compliance management, compliance reviews, compliance inspections and assessment, handling of major compliance incidents, compliance assessment, problem rectification, team building, etc., and to ensure that the compliance management work is carried out in an orderly manner**; (3) to ~~communicate the compliance policies approved by the Board to relevant personnel of the Company and organise the implementation~~ **make regular reports to regulatory authorities as required**; **and** ~~(4) to provide advice on compliance improvement to the president, the Board or the risk management committee of the Board on a regular basis, and report any material non-compliance of the Company and senior management in a timely manner;~~ ~~(5) to review compliance documents such as compliance reports issued by the compliance management department; and~~ (~~6~~**4**) ~~to perform~~ other **compliance management** duties ~~stipulated by laws, regulations, regulatory requirements, the Articles of Association and determined by the Board~~.

Existing Articles of Association	Amended Articles of Association
Article 215 The person in charge of audit shall be accountable to the Board, report to the audit committee of the Board, and be responsible for communicating with the management and reporting the audit results. The person in charge of the audit shall perform the following duties: (1) to guide the preparation of the Company's annual internal audit plan, internal audit budget and human resources plan; (2) to organise and implement internal audit projects to ensure the quality of internal audit; (3) to report to the audit committee of the Board, communicate with the management and report the progress of internal audit work; (4) to report to the audit committee of the Board or the management in a timely manner any material issues identified in the internal audit and any potential material risks; (5) to coordinate the relationship between the internal audit department of the Company and other institutions and departments; and (6) to perform other duties stipulated by laws, regulations, regulatory requirements, the Articles of Association and determined by the Board.	~~**Article 215**~~**Article 159** The person in charge of audit shall be accountable to the Board, report to the audit committee of the Board, and be responsible for communicating with the management and reporting the audit results. The person in charge of the audit shall perform the following duties: (1) to guide the preparation of the Company's annual internal audit plan, internal audit budget and human resources plan; (2) to organise and implement internal audit projects to ensure the quality of internal audit; (3) to report to the audit committee of the Board, communicate with the management and report the progress of internal audit work; (4) to report to the audit committee of the Board or the management in a timely manner any material issues identified in the internal audit and any potential material risks; (5) to coordinate the relationship between the internal audit department of the Company and other institutions and departments; and (6) to perform other duties stipulated by laws, regulations, regulatory requirements, the Articles of Association and determined by the Board.

Existing Articles of Association	Amended Articles of Association
Article 216 The Company shall designate a senior management as the chief risk officer to be responsible for risk management and perform the following duties: (1) to participate in the decision-making process of the Company's major operational and management matters, understand the Company's major operational decisions, major risks, important systems and important business processes, and participate in the Company's risk assessment and approval of various operational decisions; (2) to be responsible for the solvency risk management of the Company and report to the risk management committee; and (3) to perform other duties stipulated by laws, regulations, regulatory requirements, the Articles of Association and determined by the Board.	~~**Article 216**~~**Article 160** The Company shall designate a senior management as the chief risk officer to be responsible for risk management and perform the following duties: (1) to participate in the decision-making process of the Company's major operational and management matters, understand the Company's major operational decisions, major risks, important systems and important business processes, and participate in the Company's risk assessment and approval of various operational decisions; (2) to be responsible for the solvency risk management of the Company and report to the risk management committee; and (3) to perform other duties stipulated by laws, regulations, regulatory requirements, the Articles of Association and determined by the Board.
Article 217 The president and other senior management officers shall perform his/her fiduciary and diligent duties in accordance with the PRC laws, administrative regulations, regulatory requirements and the Articles of Association. Where the responsibilities of the senior management are adjusted in accordance with laws, regulations and regulatory requirements, the Company shall implement such adjustments in accordance with the actual and effective regulatory requirements.	~~**Article 217**~~**Article 161** The president and other senior management officers shall perform his/her fiduciary and diligent duties in accordance with the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association. Where the responsibilities of the senior management **officers** are adjusted in accordance with laws, regulations and regulatory requirements, the Company shall implement such adjustments in accordance with the actual and effective regulatory requirements.
Article 218 A resignation audit shall be performed on the president and other senior management officers after they leave their positions.	~~**Article 218**~~**Article 162** A resignation audit shall be performed on the president and other senior management officers after they leave their positions.

Existing Articles of Association	Amended Articles of Association
Chapter 12 Qualifications and Obligations of the Company's Directors, Supervisors and Senior Management Officers	**Chapter 1~~2~~0 Qualifications and Obligations of the Company's Directors~~, Supervisors~~ and Senior Management Officers**
Article 219 A person may not serve as a director, supervisor, president or any other senior management officer of the Company in any of the following circumstances: (1) a person without legal capacity for civil conduct or with restricted legal capacity for civil conduct; (2) a person who has been sentenced to criminal punishment for corruption, bribery, infringement of property, misappropriation of property or sabotaging socialist market economic orders; or who has been deprived of his political rights, in each case where not more than five years have elapsed since the date of the completion of such punishment or deprivation; (3) a person who has been sentenced to other criminal punishment, where less than three years have elapsed since the date of completion of the sentence; (4) a person who has been disqualified or revoked by the financial regulatory authorities, where less than five years have elapsed since the date of the completion of the term for such disqualification or revocation; (5) a person who is prohibited from entering the market by the financial regulatory authorities, where less than five years have elapsed;	~~**Article 219**~~**Article 163** A person may not serve as a director, ~~supervisor,~~ president or any other senior management officer of the Company in any of the following circumstances: (1) a person without legal capacity for civil conduct or with restricted legal capacity for civil conduct; (2) a person who has been sentenced to criminal punishment for corruption, bribery, infringement of property, misappropriation of property or sabotaging socialist market economic orders; or who has been deprived of his political rights~~, in each case~~ where not more than five years have elapsed since the date of the completion of such ~~punishment or~~ deprivation; **or less than two years have elapsed since the expiration of the probation period for suspended sentence**; (3) a person who has been sentenced to other criminal punishment, where less than three years have elapsed since the date of completion of the sentence; (4) a person who has been disqualified or revoked by the financial regulatory authorities, where less than five years have elapsed since the date of the completion of the term for such disqualification or revocation; (5) a person who is prohibited from entering the market by the financial regulatory authorities, where less than five years have elapsed;

Existing Articles of Association	Amended Articles of Association
(6) a person who has been dismissed from the public office by a state authority for less than five years from the date of the disciplinary decision, or who has been subject to warnings, demerits, serious demerits, demotions, dismissals or other penalties by a state authority during the period of the disciplinary action;	(6) a person who has been dismissed from the public office by a state authority for less than five years from the date of the disciplinary decision, or who has been subject to warnings, demerits, serious demerits, demotions, dismissals or other penalties by a state authority during the period of the disciplinary action;
(7) a person who is a lawyer, certified public accountant, asset appraisal institution, verification institution and other institutions whose qualification has been revoked due to violation of laws or discipline, where less than five years have elapsed since the date of revocation;	(7) a person who is a lawyer, certified public accountant, asset appraisal institution, verification institution and other institutions whose qualification has been revoked due to violation of laws or discipline, where less than five years have elapsed since the date of revocation;
(8) a person who was a director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and who is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;	(8) a person who was a director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and who is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;
(9) a person who was a legal representative of a company or enterprise which had its business license revoked and was ordered to close down due to violation of the laws and was personally liable, where less than three years have elapsed since the date of the revocation of the business license of the company or enterprise;	(9) a person who was a legal representative of a company or enterprise which had its business license revoked and was ordered to close down due to violation of the laws and was personally liable, where less than three years have elapsed since the date of the revocation of the business license **or closure order** of the company or enterprise;
(10) a person who has a relatively substantial amount of debts due and outstanding;	(10) a person who **has been listed by a people's court as a discredited debtor because he/she** has a relatively substantial amount of debts due and outstanding;
(11) since a person who was sentenced to an administrative penalty of warning or fine imposed by the insurance regulatory authority or its local office, where less than one year has elapsed since his/her sentence;	(11) since a person who was sentenced to an administrative penalty of warning or fine imposed by the insurance regulatory authority or its local office, where less than one year has elapsed since his/her sentence;
(12) a person who is being investigated by relevant authorities due to suspected serious violation of laws and regulations, and no resolution has been made yet;	(12) a person who is being investigated by relevant authorities due to suspected serious violation of laws and regulations, and no resolution has been made yet;

Existing Articles of Association	Amended Articles of Association
(13) a person who is subject to material administrative penalties imposed by other domestic administrative authorities, where less than two years have elapsed since the date of completion of the implementation period; (14) a person who has been determined by the relevant state authorities as a joint disciplinary object of dishonesty due to serious dishonest acts and shall be punished in the insurance field accordingly, or has other records of serious dishonesty or bad faith in the past five years; or (15) other persons who are not suitable to serve as directors, supervisors, president or other senior management as required by the laws, regulations, regulatory requirements, the Articles of Association and the insurance regulatory authority. Where a director, supervisor, president or other senior management officer falls in any of the circumstances specified in the first paragraph of this Article during his/her tenure, the Company shall remove or dismiss him/her in accordance with the procedures set out in the Articles of Association.	(13) a person who is subject to material administrative penalties imposed by other domestic administrative authorities, where less than two years have elapsed since the date of completion of the implementation period; (14) a person who has been determined by the relevant state authorities as a joint disciplinary object of dishonesty due to serious dishonest acts and shall be punished in the insurance field accordingly, or has other records of serious dishonesty or bad faith in the past five years; or (15) other persons who are not suitable to serve as directors, ~~supervisors,~~ president or other senior management **officers** as required by the laws, regulations, regulatory requirements, the Articles of Association and the insurance regulatory authority. Where a director, ~~supervisor,~~ president or other senior management officer falls in any of the circumstances specified in the first paragraph of this Article during his/her tenure, the Company shall remove ~~or dismiss~~ him/her **from his/her office** in accordance with the procedures set out in the Articles of Association.
Article 220 The validity of an act of a director, president or other senior management officer of the Company on behalf of the Company towards a bona fide third party shall not be affected by any non-compliance in his/her office, election or qualifications.	~~**Article 220** The validity of an act of a director, president or other senior management officer of the Company on behalf of the Company towards a bona fide third party shall not be affected by any non-compliance in his/her office, election or qualifications.~~

Existing Articles of Association	Amended Articles of Association
Article 221 Directors, supervisors, president and other senior management officers of the Company shall comply with law, administrative regulations, regulatory requirements and the Articles of Association, and owe fiduciary duties to the Company and its shareholders. In addition to the obligations imposed by law, administrative regulations, regulatory requirements or relevant requirements of the securities regulatory authorities or stock exchange at the place where the shares of the Company are listed, directors, supervisors, president and other senior management officers of the Company shall also owe the following obligations to each shareholder in the exercise of respective functions and powers granted by the Company: (1) not to cause the Company to exceed the scope of the business stipulated in its business license; (2) to act honestly in the best interests of the Company; (3) not to expropriate in any guise the Company's property in any way, including (but without limitation to) usurpation of opportunities advantageous to the Company; and (4) not to expropriate the individual rights of shareholders, including (but without limitation to) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to shareholders' general meeting for approval in accordance with the Articles of Association.	~~**Article 221**~~**Article 164** Directors, ~~supervisors,~~ president and other senior management officers of the Company shall comply with law, administrative regulations, regulatory requirements and the Articles of Association, and owe fiduciary **and diligence** duties to the Company and its shareholders. **A director or senior management officer who violates laws, administrative regulations, regulatory requirements, or the provisions of the Articles of Association while performing his/her duties and causes losses to the Company shall bear liability for compensation.** ~~In addition to the obligations imposed by law, administrative regulations, regulatory requirements or relevant requirements of the securities regulatory authorities or stock exchange at the place where the shares of the Company are listed, directors, supervisors, president and other senior management officers of the Company shall also owe the following obligations to each shareholder in the exercise of respective functions and powers granted by the Company:~~ ~~(1) not to cause the Company to exceed the scope of the business stipulated in its business license;~~ ~~(2) to act honestly in the best interests of the Company;~~ ~~(3) not to expropriate in any guise the Company's property in any way, including (but without limitation to) usurpation of opportunities advantageous to the Company; and~~ ~~(4) not to expropriate the individual rights of shareholders, including (but without limitation to) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to shareholders' general meeting for approval in accordance with the Articles of Association.~~

Existing Articles of Association	Amended Articles of Association
Article 222 Each of our directors, supervisors, president and other senior management officers owes a duty, in the exercise of his/her powers or discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances.	~~**Article 222** Each of our directors, supervisors, president and other senior management officers owes a duty, in the exercise of his/her powers or discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances.~~
Article 223 Each of our directors, supervisors, president and other senior management officers shall carry out his/her duties in accordance with fiduciary principle and shall not put himself/herself in a position where his/her duties and his/her interests may come into conflict. This principle includes (without limitation to) discharging the following obligations: (1) to act honestly in the best interests of the Company; (2) to exercise powers within the scope of his/her powers and not to exceed those powers; (3) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by law, administrative regulations or with the informed consent of the shareholders given at shareholders' general meeting, not to delegate the exercise of his/her discretion; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) unless otherwise specified in the Articles of Association or with the informed consent of shareholders given at shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company; (6) without the informed consent of shareholders given at shareholders' general meeting, not to use the Company's property for his/her own benefit in any form;	~~**Article 223** Each of our directors, supervisors, president and other senior management officers shall carry out his/her duties in accordance with fiduciary principle and shall not put himself/herself in a position where his/her duties and his/her interests may come into conflict. This principle includes (without limitation to) discharging the following obligations:~~ ~~(1) to act honestly in the best interests of the Company;~~ ~~(2) to exercise powers within the scope of his/her powers and not to exceed those powers;~~ ~~(3) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by law, administrative regulations or with the informed consent of the shareholders given at shareholders' general meeting, not to delegate the exercise of his/her discretion;~~ ~~(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;~~ ~~(5) unless otherwise specified in the Articles of Association or with the informed consent of shareholders given at shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;~~ ~~(6) without the informed consent of shareholders given at shareholders' general meeting, not to use the Company's property for his/her own benefit in any form;~~

Existing Articles of Association	Amended Articles of Association
(7) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (but without limitation to) opportunities advantageous to the Company;	~~(7) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (but without limitation to) opportunities advantageous to the Company;~~
(8) without the informed consent of shareholders given at shareholders' general meeting, not to accept commissions in connection with the Company's transactions;	~~(8) without the informed consent of shareholders given at shareholders' general meeting, not to accept commissions in connection with the Company's transactions;~~
(9) to abide by the Articles of Association, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company to advance his/her own private interests;	~~(9) to abide by the Articles of Association, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company to advance his/her own private interests;~~
(10) not to compete with the Company in any form unless with the informed consent of shareholders given in shareholders' general meeting;	~~(10) not to compete with the Company in any form unless with the informed consent of shareholders given in shareholders' general meeting;~~
(11) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of a shareholder of the Company or other individual(s) with the Company's assets; and	~~(11) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of a shareholder of the Company or other individual(s) with the Company's assets; and~~
(12) unless with the informed consent of shareholders given in shareholders' general meeting, to keep in confidence confidential information regarding the Company acquired by him in the course of and during his/her tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:	~~(12) unless with the informed consent of shareholders given in shareholders' general meeting, to keep in confidence confidential information regarding the Company acquired by him in the course of and during his/her tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:~~
1. required by law;	~~1. required by law;~~
2. required for public interest; and	~~2. required for public interest; and~~
3. the interests of the relevant director, supervisor, president or other senior management officer require disclosure.	~~3. the interests of the relevant director, supervisor, president or other senior management officer require disclosure.~~

Existing Articles of Association	Amended Articles of Association
Article 224 Each director, supervisor, president and other senior management officer of the Company shall not cause the following persons or institutions ("associates") to do what he/she is prohibited from doing:	~~**Article 224** Each director, supervisor, president and other senior management officer of the Company shall not cause the following persons or institutions ("associates") to do what he/she is prohibited from doing:~~
(1) the spouse or minor child of that director, supervisor, president and other senior management officer;	~~(1) the spouse or minor child of that director, supervisor, president and other senior management officer;~~
(2) a person acting in the capacity of trustee of that director, supervisor, president and other senior management officer of the Company or any person referred to in paragraph (1) of this Article;	~~(2) a person acting in the capacity of trustee of that director, supervisor, president and other senior management officer of the Company or any person referred to in paragraph (1) of this Article;~~
(3) a person acting in the capacity of partner of that director, supervisor, president and other senior management officer of the Company or any person referred to in paragraphs (1) and (2) of this Article;	~~(3) a person acting in the capacity of partner of that director, supervisor, president and other senior management officer of the Company or any person referred to in paragraphs (1) and (2) of this Article;~~
(4) a company in which that director, supervisor, president, and other senior management officer of the Company, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) of this Article or other directors, supervisors and senior management officers of the Company, have a de facto controlling interest; and	~~(4) a company in which that director, supervisor, president, and other senior management officer of the Company, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) of this Article or other directors, supervisors and senior management officers of the Company, have a de facto controlling interest; and~~
(5) the directors, supervisors, president and other senior management officers of the controlled company referred to in paragraph (4) of this Article.	~~(5) the directors, supervisors, president and other senior management officers of the controlled company referred to in paragraph (4) of this Article.~~

Existing Articles of Association	Amended Articles of Association
Article 225 The fiduciary duties of the directors, supervisors, president and other senior management officers of the Company do not necessarily cease upon termination of their tenure. The duty to keep confidential trade secrets of the Company survives the termination of their tenure till such secrets become public. Unless otherwise required by the Articles of Association, the continuous period of other duties must be decided according to the principle of fairness, depending on the time lapse between the termination of tenure and the act concerned and the circumstances and conditions under which the relationships between them and the Company are terminated.	~~**Article 225** The fiduciary duties of the directors, supervisors, president and other senior management officers of the Company do not necessarily cease upon termination of their tenure. The duty to keep confidential trade secrets of the Company survives the termination of their tenure till such secrets become public. Unless otherwise required by the Articles of Association, the continuous period of other duties must be decided according to the principle of fairness, depending on the time lapse between the termination of tenure and the act concerned and the circumstances and conditions under which the relationships between them and the Company are terminated.~~
Article 226 A director, supervisor, president or other senior management officer of the Company may be relieved from liability for specific breaches of his/her duties by the informed consent of the shareholders' general meeting, except under the circumstances stipulated in Article 67 hereof.	~~**Article 226** A director, supervisor, president or other senior management officer of the Company may be relieved from liability for specific breaches of his/her duties by the informed consent of the shareholders' general meeting, except under the circumstances stipulated in Article 67 hereof.~~
Article 227 Where a director, supervisor, president and other senior management officer of the Company has a material interest, directly or indirectly, in a contract, transaction or arrangement concluded or planned by the Company (except his/her employment contract with the Company), he/ she shall disclose the nature and extent of his/her interest to the Board at the earliest opportunity, whether or not the relevant matter is otherwise subject to the approval of the Board under normal circumstances.	~~**Article 227** Where a director, supervisor, president and other senior management officer of the Company has a material interest, directly or indirectly, in a contract, transaction or arrangement concluded or planned by the Company (except his/her employment contract with the Company), he/ she shall disclose the nature and extent of his/her interest to the Board at the earliest opportunity, whether or not the relevant matter is otherwise subject to the approval of the Board under normal circumstances.~~

Existing Articles of Association	Amended Articles of Association
Unless the interested director, supervisor, president and other senior management officers of the Company has disclosed such interest to the Board as required under the preceding paragraph hereof and the relevant matter has been approved by the Board at a meeting in which he/she is not counted in the quorum and has refrained from voting, otherwise the Company shall have the right to void the contract, transaction or arrangement, except the other party is a bona fide party acting without knowledge of the breach of obligation by the relevant director, supervisor, president and other senior management officer concerned. A director, supervisor, president and other senior management officer of the Company shall be deemed to have an interest in any contract, transaction or arrangement in which any associate of such director, supervisor, president and senior management officer has an interest.	~~Unless the interested director, supervisor, president and other senior management officers of the Company has disclosed such interest to the Board as required under the preceding paragraph hereof and the relevant matter has been approved by the Board at a meeting in which he/she is not counted in the quorum and has refrained from voting, otherwise the Company shall have the right to void the contract, transaction or arrangement, except the other party is a bona fide party acting without knowledge of the breach of obligation by the relevant director, supervisor, president and other senior management officer concerned.~~ ~~A director, supervisor, president and other senior management officer of the Company shall be deemed to have an interest in any contract, transaction or arrangement in which any associate of such director, supervisor, president and senior management officer has an interest.~~
Article 228 Where a director, supervisor, president or other senior management officer of the Company gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he/she has an interest in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed to be a sufficient declaration of his/her interests as required above, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.	~~**Article 228** Where a director, supervisor, president or other senior management officer of the Company gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he/she has an interest in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed to be a sufficient declaration of his/her interests as required above, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.~~
Article 229 The Company shall not in any manner pay taxes for its directors, supervisors, president and other senior management officers.	~~**Article 229** The Company shall not in any manner pay taxes for its directors, supervisors, president and other senior management officers.~~

Existing Articles of Association	Amended Articles of Association
Article 230 The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to directors, supervisors, president or other senior management officers of the Company or its parent company, or any of their respective associates. The preceding paragraph shall not apply in the following circumstances: (1) the provision by the Company of a loan or a guarantee of a loan to a subsidiary of the Company; (2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of our directors, supervisors, president and other senior management officers to meet expenditure incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties in the Company, in accordance with the terms of an employment contract approved by the shareholders' general meeting; or (3) the Company may make a loan to or provide a guarantee in connection with the making of a loan to any of the relevant directors, supervisors, president and other senior management officers of the Company or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the giving of guarantees.	~~**Article 230** The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to directors, supervisors, president or other senior management officers of the Company or its parent company, or any of their respective associates.~~ ~~The preceding paragraph shall not apply in the following circumstances:~~ ~~(1) the provision by the Company of a loan or a guarantee of a loan to a subsidiary of the Company;~~ ~~(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of our directors, supervisors, president and other senior management officers to meet expenditure incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties in the Company, in accordance with the terms of an employment contract approved by the shareholders' general meeting; or~~ ~~(3) the Company may make a loan to or provide a guarantee in connection with the making of a loan to any of the relevant directors, supervisors, president and other senior management officers of the Company or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the giving of guarantees.~~
Article 231 A loan made by the Company in breach of the provisions in Article 230 shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.	~~**Article 231** A loan made by the Company in breach of the provisions in Article 230 shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.~~
Article 232 A guarantee provided by the Company in breach of the provisions in Article 230 shall be unenforceable against the Company, unless: (1) at the time when the loan was provided to an associate of any of the directors, supervisors, president and other senior management officers of the Company or its parent company, the lender did not know the relevant circumstances; or (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.	~~**Article 232** A guarantee provided by the Company in breach of the provisions in Article 230 shall be unenforceable against the Company, unless:~~ ~~(1) at the time when the loan was provided to an associate of any of the directors, supervisors, president and other senior management officers of the Company or its parent company, the lender did not know the relevant circumstances; or~~ ~~(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.~~

Existing Articles of Association	Amended Articles of Association
Article 233 The aforesaid guarantee includes the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor.	~~**Article 233** The aforesaid guarantee includes the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor.~~
Article 234 In addition to any rights and remedies provided by laws and administrative regulations, where a director, supervisor, president or other senior management officer of the Company is in breach of his/her duties to the Company, the Company has the right to: (1) claim damages from relevant director, supervisor, president or other senior management officer in compensation for losses incurred by the Company as a result of his/her dereliction of duty; (2) rescind any contract or transaction entered into by the Company with the director, supervisor, president or other senior management officer or with a third party (where the third party knows or should know that there is a breach of obligations owed to the Company by such director, supervisor, president or other senior management officer on behalf of the Company); (3) demand a surrender of profits made by the director, supervisor, president or other senior management officer in breach of his/her obligations; (4) recover any funds received by the director, supervisor, president or other senior management officer which should have been received by the Company, including (without limitation) commissions; and (5) demand return of the interest earned or which may have been earned by the director, supervisor, president or other senior management officer on funds that should have been paid to the Company.	~~**Article 234** In addition to any rights and remedies provided by laws and administrative regulations, where a director, supervisor, president or other senior management officer of the Company is in breach of his/her duties to the Company, the Company has the right to:~~ ~~(1) claim damages from relevant director, supervisor, president or other senior management officer in compensation for losses incurred by the Company as a result of his/her dereliction of duty;~~ ~~(2) rescind any contract or transaction entered into by the Company with the director, supervisor, president or other senior management officer or with a third party (where the third party knows or should know that there is a breach of obligations owed to the Company by such director, supervisor, president or other senior management officer on behalf of the Company);~~ ~~(3) demand a surrender of profits made by the director, supervisor, president or other senior management officer in breach of his/her obligations;~~ ~~(4) recover any funds received by the director, supervisor, president or other senior management officer which should have been received by the Company, including (without limitation) commissions; and~~ ~~(5) demand return of the interest earned or which may have been earned by the director, supervisor, president or other senior management officer on funds that should have been paid to the Company.~~

Existing Articles of Association	Amended Articles of Association
Article 235 With the prior approval at a shareholders' general meeting, the Company shall sign written contracts with its directors and supervisors concerning his/her emoluments. Such emoluments include: (1) emoluments in respect of his/her service as a director, supervisor, president and other senior management officer of the Company; (2) emoluments in respect of his/her service as a director, supervisor, president and other senior management officer of a subsidiary of the Company; (3) remuneration otherwise in connection with the provision of other services to manage the Company or any subsidiary thereof; and (4) compensation for his/her loss of office or retirement as a director or supervisor. Except for the aforesaid contracts, a director or supervisor shall not file any lawsuit against the Company for the benefits they shall obtain for the foregoing matters.	~~**Article 235** With the prior approval at a shareholders' general meeting, the Company shall sign written contracts with its directors and supervisors concerning his/her emoluments. Such emoluments include:~~ ~~(1) emoluments in respect of his/her service as a director, supervisor, president and other senior management officer of the Company;~~ ~~(2) emoluments in respect of his/her service as a director, supervisor, president and other senior management officer of a subsidiary of the Company;~~ ~~(3) remuneration otherwise in connection with the provision of other services to manage the Company or any subsidiary thereof; and~~ ~~(4) compensation for his/her loss of office or retirement as a director or supervisor.~~ ~~Except for the aforesaid contracts, a director or supervisor shall not file any lawsuit against the Company for the benefits they shall obtain for the foregoing matters.~~
Article 236 In the contract for emoluments entered into by the Company with a director or supervisor, it shall be provided that such director or supervisor has the right to receive, in connection with the takeover of the Company and subject to the prior approval of the shareholders' general meeting, compensation or other payments for loss of office or retirement from office. A takeover of the Company as referred above means either of the following circumstances: (1) a tender offer is made to all shareholders of the Company; or	~~**Article 236** In the contract for emoluments entered into by the Company with a director or supervisor, it shall be provided that such director or supervisor has the right to receive, in connection with the takeover of the Company and subject to the prior approval of the shareholders' general meeting, compensation or other payments for loss of office or retirement from office. A takeover of the Company as referred above means either of the following circumstances:~~ ~~(1) a tender offer is made to all shareholders of the Company; or~~

Existing Articles of Association	Amended Articles of Association
(2) a tender offer is made such that the offeror will become the controlling shareholder of the Company. If the relevant director or supervisor does not comply with the above requirements, any sum received by the director or supervisor shall belong to those persons who have sold their shares as a result of the offer, and the expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant director or supervisor and not deducted from the sum distributed.	~~(2) a tender offer is made such that the offeror will become the controlling shareholder of the Company.~~ ~~If the relevant director or supervisor does not comply with the above requirements, any sum received by the director or supervisor shall belong to those persons who have sold their shares as a result of the offer, and the expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant director or supervisor and not deducted from the sum distributed.~~
	Article 165 If a director or senior management officer enters into a contract or conducts a transaction directly or indirectly with the Company, he/she shall report to the Board of Directors on matters related to the contract or transaction, and the matter shall be approved by the Board of Directors by a resolution. **The foregoing provisions in this Article shall also apply to contracts or transactions between the Company and any of the following parties: the director's or senior management officer's immediate family members; any enterprise directly or indirectly controlled by the director or senior management officer or their immediate family members; and the related parties with other connected relationships with the director or senior management officer.** **When the Board of Directors makes resolutions on matters related to this Article, related directors shall not participate in the voting, and their voting rights shall not be counted in the total number of voting rights. If the number of non-related directors attending the meeting of the Board of Directors is less than three, the matter shall be submitted to the shareholders' meeting for consideration.**

Existing Articles of Association	Amended Articles of Association
Chapter 13 Finance and Accounts, Profit Distribution and Auditing	**Chapter 13~~1~~ Finance and Accounts, Profit Distribution and Auditing**
Section 1 Financial and Accounting System and Profit Distribution	**Section 1 Financial and Accounting System and Profit Distribution**
Article 237 The Company shall formulate its financial accounting system as required by PRC laws, administrative regulations, regulatory requirements and PRC accounting standards formulated by the financial regulatory authority of the State Council.	**~~Article 237~~Article 166** The Company ~~shall formulate its financial accounting system as required by PRC laws, administrative regulations, regulatory requirements and PRC accounting standards formulated by the financial regulatory authority of the State Council.~~ **shall strictly implement the Accounting Law of the People's Republic of China and the national unified accounting system.**
Article 238 The financial year of the Company shall coincide with the calendar year, from 1 January to 31 December of the Gregorian calendar.	**~~Article 238~~Article 167** The financial year of the Company shall coincide with the calendar year, from 1 January to 31 December of the Gregorian calendar.
Article 239 The Company shall prepare an annual financial accounting report at the end of each financial year, which shall be examined by an audit firm in accordance with law. The financial accounting report shall include financial statements and statement of financial position. The financial statements shall include at least balance sheet (including each document of the balance sheet), profit and loss account or statement of income and expenditure, income statement, statement of cash flow, statement of change in owners' equity and notes.	**~~Article 239~~Article 168** The Company shall prepare an annual financial accounting report at the end of each financial year, ~~which shall be examined by an audit firm in accordance with law~~ **which shall be audited by an accounting firm in accordance with law**. The financial accounting report shall include financial statements and statement of financial position. The financial statements shall include at least balance sheet (including each document of the balance sheet), profit and loss account or statement of income and expenditure, income statement, statement of cash flow, statement of change in owners' equity and notes.
Article 240 The Company shall disclose its financial reports twice in each financial year, that is, the interim financial reports within 60 days after the end of the first six months of a financial year and its annual financial reports within 120 days after the end of its financial year. Any other requirements as required by the rules of the securities regulatory authority or stock exchange at the place where shares of the Company are listed should thus be followed.	**~~Article 240~~Article 169** The Company shall disclose its financial **accounting** reports twice in each financial year, that is, the interim financial **accounting** reports within 60 days after the end of the first six months of ~~a~~**each** financial year and its annual financial **accounting** reports within 120 days after the end of its financial year. Any other requirements as required by the rules of the securities regulatory authority or stock exchange at the place where shares of the Company are listed should thus be followed.
Article 241 The Board shall place before the shareholders at every annual shareholders' general meeting a financial report prepared by the Company as required by the relevant PRC laws, administrative regulations and regulatory requirements.	**~~Article 241 The Board shall place before the shareholders at every annual shareholders' general meeting a financial report prepared by the Company as required by the relevant PRC laws, administrative regulations and regulatory requirements.~~**

Existing Articles of Association	Amended Articles of Association
Article 242 The financial report of the Company shall be made available at the legal address of the Company 20 days prior to the date of the annual shareholders' general meeting of the Company for inspection by shareholders. Every shareholder of the Company shall have the right to obtain the financial report referred to in this chapter. The Company shall send the aforesaid report and the report of the Board of Directors to each shareholder of overseas listed shares by prepaid mail at the address registered in the register of members not later than 21 days before the date of every annual general meeting. The aforesaid financial report and the Board of Directors report may also be provided to the shareholders by other means as stipulated in the Articles of Association, provided that it complies with the law, regulations and listing rules in the place where the Company's shares are listed.	~~**Article 242**~~ **Article 170** The financial **accounting** report of the Company shall be made available at the legal address of the Company 20 days prior to the date of the annual shareholders' ~~general~~ meeting of the Company for inspection by shareholders. ~~Every shareholder of the Company shall have the right to obtain the financial report referred to in this chapter.~~ ~~The Company shall send the aforesaid report and the report of the Board of Directors to each shareholder of overseas listed shares by prepaid mail at the address registered in the register of members not later than 21 days before the date of every annual general meeting.~~ The aforesaid financial **accounting** report ~~and the Board of Directors report~~ may ~~also~~ be provided to the shareholders by other means as stipulated in the Articles of Association, provided that it complies with the law, regulations and listing rules in the place where the Company's shares are listed.
Article 243 The Company's annual financial reports shall be prepared in accordance with relevant PRC laws, administrative regulations and regulatory requirements. The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations and, in addition thereto, shall also be in accordance with either the International Accounting Standards or the accounting standards of the overseas territory where the Company is listed. If there is any material difference between the financial statements prepared respectively in accordance with the two aforementioned accounting standards, such difference shall be stated in the notes to the financial statements. For the purpose of distributing the profits after tax of the Company in respect of the relevant financial year, the lower amount of the profits after tax stated in the two sets of financial statements as aforesaid shall be taken to be the amount of the profits after tax.	~~**Article 243**~~**Article 171** The Company's annual financial **accounting** reports shall be prepared in accordance with ~~relevant PRC~~ **the** laws, administrative regulations and regulatory requirements. The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations and, in addition thereto, shall also be in accordance with either the International Accounting Standards or the accounting standards of the overseas territory where the Company is listed. If there is any material difference between the financial statements prepared respectively in accordance with the two aforementioned accounting standards, such difference shall be stated in the notes to the financial statements. For the purpose of distributing the profits after tax of the Company in respect of the relevant financial year, the lower amount of the profits after tax stated in the two sets of financial statements as aforesaid shall be taken to be the amount of the profits after tax.

Existing Articles of Association	Amended Articles of Association
Article 244 Any interim results or financial information published or disclosed by the Company shall be prepared and presented in accordance with PRC accounting standards and regulations, and also in accordance with either international standards or that of the place where the Company's shares are listed.	~~**Article 244** Any interim results or financial information published or disclosed by the Company shall be prepared and presented in accordance with PRC accounting standards and regulations, and also in accordance with either international standards or that of the place where the Company's shares are listed.~~
Article 245 The Company shall not keep accounts other than those provided by law. Assets of the Company shall not be deposited in an account maintained in the name of any individual.	~~**Article 245**~~**Article 172** The Company shall not keep accounts other than those provided by law. ~~Assets~~**Funds** of the Company shall not be deposited in an account maintained in the name of any individual.
Article 246 Capital reserve fund includes the following: (1) the premium received through issuance of shares at prices above par value; and (2) other incomes contributed to the capital reserve fund as required by the financial regulatory authority of the State Council.	~~**Article 246** Capital reserve fund includes the following:~~ ~~(1) the premium received through issuance of shares at prices above par value; and~~ ~~(2) other incomes contributed to the capital reserve fund as required by the financial regulatory authority of the State Council.~~
Article 247 The Company's after-tax profits shall be distributed in the following order of priority: (1) covering the losses in previous years; (2) contributing 10% of the profits to the statutory reserve fund; (3) contributing to its general (risk) reserve fund; (4) contributing to the catastrophic risk reserve fund of relevant businesses; (5) contributing to its discretionary reserve fund; (6) paying dividends to the shareholders. No further contribution to the statutory reserve fund is required when the cumulative amount of the statutory reserve fund exceeds 50% of the Company's registered capital.	~~**Article 247**~~**Article 173** The Company's after-tax profits shall be distributed in the following order of priority: (1) covering the losses in previous years; (2) contributing 10% of the profits to the statutory reserve fund; (3) contributing to its general (risk) reserve fund; (4) contributing to the catastrophic risk reserve fund of relevant businesses; (5) contributing to its discretionary reserve fund; (6) paying dividends to the shareholders. No further contribution to the statutory reserve fund is required when the cumulative amount of the statutory reserve fund exceeds 50% of the Company's registered capital.

Existing Articles of Association	Amended Articles of Association
In the event that the statutory reserve fund of the Company is insufficient to make up the losses of the Company in the previous year, before allocating the statutory reserve fund in accordance with the stipulations of the preceding paragraph, the Company shall first make up the losses by using the profits of the current year.	In the event that the statutory reserve fund of the Company is insufficient to make up the losses of the Company in the previous year, before allocating the statutory reserve fund in accordance with the stipulations of the preceding paragraph, the Company shall first make up the losses by using the profits of the current year.
After allocating the statutory reserve fund from the after-tax profits of the Company, the Company can allocate the discretionary reserve fund according to the resolution of shareholders' general meeting. The after-tax profits after making up the losses of the Company and contribution to the reserves fund shall be distributed in accordance with the proportion of shares held by the shareholders according to the resolution of shareholders' general meeting.	After allocating the statutory reserve fund from the after-tax profits of the Company, the Company can allocate the discretionary reserve fund according to the resolution of shareholders' ~~general~~ meeting. The after-tax profits after making up the losses of the Company and contribution to the reserves fund shall be distributed in accordance with the proportion of shares held by the shareholders according to the resolution of shareholders' ~~general~~ meeting.
The Company shall not distribute profits to the shareholders if it does not meet regulatory requirements on solvency.	The Company shall not distribute profits to the shareholders if it does not meet regulatory requirements on solvency.
Any distribution of the Company's profits by the shareholders' general meeting to any shareholders before making up its losses or contribution to its statutory reserves fund in violation of the preceding paragraph shall forthwith be returned to the Company.	~~Any distribution of the Company's profits by the shareholders' general meeting to any shareholders before making up its losses or contribution to its statutory reserves fund in violation of the preceding paragraph shall forthwith be returned to the Company.~~
The shares held by the Company shall not be distributed as dividends.	The shares held by the Company shall not be distributed as dividends.
The main factors that the Company needs to consider when formulating a prudent profit distribution plan include but are not limited to: laws and regulations, regulatory requirements, interests and wishes of shareholders, financial position of the Company, business development needs of the Company, future development plans and other factors that the Company considers relevant.	The main factors that the Company needs to consider when formulating a prudent profit distribution plan include but are not limited to: laws and regulations, regulatory requirements, interests and wishes of shareholders, financial position of the Company, business development needs of the Company, future development plans and other factors that the Company considers relevant. **Any distribution of the Company's profits by the Company to any shareholders in violation of the laws, regulations, regulatory requirements and the Articles of Association shall forthwith be returned to the Company.**

Existing Articles of Association	Amended Articles of Association
Article 248 The Company may distribute dividends in the following manner: (1) cash; (2) shares.	~~**Article 248**~~**Article 174** The Company may distribute dividends in the following manner: (1) cash; (2) shares.
Article 249 The reserve fund of the Company shall be applied to make up losses of the Company, expand its business operations or be converted to increase the registered capital of the Company. When the reserve fund is converted into share capital according to resolutions of the shareholders' general meeting, new shares shall be allocated to shareholders based on their existing shareholding. Upon the conversion of statutory reserve fund into capital, the balance of the statutory reserve fund shall not be less than 25% of the registered capital of the Company before such conversion.	~~**Article 249**~~**Article 175** The reserve fund of the Company shall be applied to make up losses of the Company, expand its business operations or be converted to increase the **registered** capital of the Company. **When using the reserve fund to make up the losses of the Company, the discretionary reserve fund and statutory reserve fund shall be used first; if the losses still cannot be made up, the capital reserve fund can be used in accordance with regulations.** When the reserve fund is converted into share capital according to resolutions of the shareholders' ~~general~~ meeting, new shares shall be allocated to shareholders based on their existing shareholding. Upon the conversion of statutory reserve fund into **the increased registered** capital, the balance of the statutory reserve fund shall not be less than 25% of the registered capital of the Company before such conversion.
Article 250 The Company shall appropriate security deposit and various insurance reserves in accordance with relevant PRC stipulations.	~~**Article 250**~~**Article 176** The Company shall appropriate security deposit and various insurance reserves in accordance with relevant PRC stipulations.
Article 251 The Company shall appoint receiving agents on behalf of holders of the overseas listed shares to receive on behalf of such shareholders dividends declared and all other monies owing by the Company in respect of their overseas listed shares. The receiving agents appointed on behalf of holders of the overseas listed foreign shares shall be in compliance with the laws of the place where the Company's shares are listed and satisfy the requirements of the stock exchanges of the place where the Company's shares are listed. The receiving agents appointed on behalf of holders of the overseas foreign shares listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.	~~**Article 251**~~**Article 177** The Company shall appoint receiving agents on behalf of holders of the overseas listed shares to receive on behalf of such shareholders dividends declared and all other monies owing by the Company in respect of their overseas listed shares. The receiving agents appointed on behalf of holders of the overseas listed foreign shares shall be in compliance with the laws of the place where the Company's shares are listed and satisfy the requirements of the stock exchanges of the place where the Company's shares are listed. The receiving agents appointed on behalf of holders of the overseas foreign shares listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

Existing Articles of Association	Amended Articles of Association
For dividends that are not claimed by anyone, the Company may exercise the right of expropriation under the precondition of complying with the relevant laws, administrative regulations and regulatory requirements in China, but the right shall be exercised only after the expiration of the applicable period of the dividends. The Company shall have the right to send dividend warrants to shareholders by mail directly or through the receiving agent. The Company shall have the right to terminate sending dividend warrants to shareholders by mail after a dividend warrant fails to be redeemed for two consecutive occasions. However, the Company can exercise the right after the first occasion on when such a dividend warrant is returned undelivered. The Company shall have the right to sell the shares of shareholders of overseas listed shares who are untraceable in a way deemed appropriate by the Board, provided the following conditions are met: (1) the Company has distributed dividends at least three times to such shares within 12 years, and the dividends are not claimed by anyone during the period; and (2) the Company publishes an announcement in one or more newspapers in the place where the shares of the Company are listed after expiration of the 12-year period, stating its intention to sell the shares, and informs the stock exchange on which the shares of the Company are listed.	For dividends that are not claimed by anyone, the Company may exercise the right of expropriation under the precondition of complying with the relevant laws, administrative regulations and regulatory requirements in China, but the right shall be exercised only after the expiration of the applicable period of the dividends. The Company shall have the right to send dividend warrants to shareholders by mail directly or through the receiving agent. The Company shall have the right to terminate sending dividend warrants to shareholders by mail after a dividend warrant fails to be redeemed for two consecutive occasions. However, the Company can exercise the right after the first occasion on when such a dividend warrant is returned undelivered. The Company shall have the right to sell the shares of shareholders of overseas listed shares who are untraceable in a way deemed appropriate by the Board, provided the following conditions are met: (1) the Company has distributed dividends at least three times to such shares within 12 years, and the dividends are not claimed by anyone during the period; and (2) the Company publishes an announcement in one or more newspapers in the place where the shares of the Company are listed after expiration of the 12-year period, stating its intention to sell the shares, and informs the stock exchange on which the shares of the Company are listed.
Section 2 Internal Audit	**Section 2 Internal Audit**
Article 252 The Company shall conduct internal audit, establish sound and independent internal audit system, and assign full-time auditors to review and assess the business activities, internal control and risk management of the Company.	~~**Article 252**~~**Article 178** The Company shall conduct internal audit, establish sound and independent internal audit system, and assign full-time auditors to review and assess the business activities, internal control and risk management of the Company.

Existing Articles of Association	Amended Articles of Association
Article 253 The audit controller of the Company shall be accountable to the Board of Directors and report the work to the audit committee of the Board of Directors accordingly; and shall be responsible for communicating with the management and report the audit results accordingly. The management of the Company shall ensure and support the implementation of the internal audit system and the performance of duties by the internal audit staff of the Company, and shall, on the basis of internal audit needs, promptly provide the internal audit department with materials and information regarding the financial position, risk profile and internal control of the Company, and shall not hinder or impede the internal audit department personnel from conducting audit within their scope of duties.	~~**Article 253**~~**Article 179** The audit controller of the Company shall be accountable to the Board of Directors and report the work to the audit committee of the Board of Directors accordingly; and shall be responsible for communicating with the management and report the audit results accordingly. The management of the Company shall ensure and support the implementation of the internal audit system and the performance of duties by the internal audit staff of the Company, and shall, on the basis of internal audit needs, promptly provide the internal audit department with materials and information regarding the financial position, risk profile and internal control of the Company, and shall not hinder or impede the internal audit department personnel from conducting audit within their scope of duties.
Section 3 Appointment of An Accounting Firm	**Section 3 Appointment of An Accounting Firm**
Article 254 The Company shall appoint an independent firm of accountants which is qualified under the relevant PRC regulations to audit the Company's annual financial reports and review the Company's other financial reports. The accounting firm mentioned in this section refers to the accounting firm which conducts statutory audit regularly on the Company's financial reports. The first accounting firm of the Company may be appointed by the meeting of inauguration before the first annual general meeting, and its term of office shall be terminated at the end of the first annual general meeting. Where the meeting of inauguration does not exercise the functions and powers stipulated in the preceding paragraph, the Board of Directors shall do so.	~~**Article 254**~~**Article 180** The Company shall appoint an independent firm of accountants which is qualified under the relevant PRC regulations to audit the Company's annual financial **accounting** reports ~~and review the Company's other financial reports~~. The accounting firm mentioned in this section refers to the accounting firm which conducts ~~statutory~~ **audit** ~~regularly~~ on the Company's **regular** financial **accounting** reports. ~~The first accounting firm of the Company may be appointed by the meeting of inauguration before the first annual general meeting, and its term of office shall be terminated at the end of the first annual general meeting.~~ ~~Where the meeting of inauguration does not exercise the functions and powers stipulated in the preceding paragraph, the Board of Directors shall do so.~~
Article 255 The accounting firm appointed by the Company shall hold office for a period commencing from the conclusion of the annual general meeting of the Company until the conclusion of the next annual general meeting.	~~**Article 255**~~**Article 181** The accounting firm appointed by the Company shall hold office for a period commencing from the conclusion of the annual shareholders' ~~general~~ meeting of the Company until the conclusion of the next annual shareholders' ~~general~~ meeting.

Existing Articles of Association	Amended Articles of Association
Article 256 The appointment of an accounting firm by the Company and its remuneration shall be determined by the shareholders' general meeting. In the event of a vacancy in the accounting firm during the adjournment of general meeting, the Board may appoint an accounting firm to fill such vacancy and determine its remuneration, but shall be confirmed by the next shareholders' general meeting. Such accounting firms may continue to act during the vacancy period if the Company has other incumbent accounting firms.	~~**Article 256**~~**Article 182** ~~The appointment of an accounting firm by the Company and its remuneration shall be determined by the shareholders' general meeting.~~ In the event of a vacancy in the accounting firm during the adjournment of ~~generals~~**shareholders'** meeting, the Board may appoint an accounting firm to fill such vacancy and determine its remuneration, but shall be confirmed by the next shareholders' ~~general~~ meeting. ~~Such accounting firms may continue to act during the vacancy period if the Company has other incumbent accounting firms.~~
Article 257 The accounting firm appointed by the Company shall have the following rights: (1) the right to inspect the account books, records or vouchers of the Company at any time, the right to require the directors or senior management officers of the Company to supply relevant information and explanation; (2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the purpose of discharging its duties; and (3) the right to attend shareholders' general meetings and to receive all notices of, and other information relating to, any shareholders' general meeting, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's appointed accounting firm.	~~**Article 257** The accounting firm appointed by the Company shall have the following rights:~~ ~~(1) the right to inspect the account books, records or vouchers of the Company at any time, the right to require the directors or senior management officers of the Company to supply relevant information and explanation;~~ ~~(2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the purpose of discharging its duties; and~~ ~~(3) the right to attend shareholders' general meetings and to receive all notices of, and other information relating to, any shareholders' general meeting, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's appointed accounting firm.~~
Article 258 Regardless of what is stipulated in the contract concluded between an accounting firm and the Company, the shareholders' general meeting may, before the expiration of term of office for the accounting firm, decide to dismiss that firm through the adoption of an ordinary resolution. If such accounting firm has the right to claim compensation from the Company for reason of such dismissal, that right shall not be affected.	~~**Article 258**~~**Article 183** ~~Regardless of what is stipulated in the contract concluded between an accounting firm and the Company, t~~**T**he shareholders' ~~general~~ meeting may, before the expiration of term of office for the accounting firm, ~~decide to~~ dismiss that firm through ~~the adoption of an ordinary~~ resolution. ~~If such accounting firm has the right to claim compensation from the Company for reason of such dismissal, that right shall not be affected.~~

Existing Articles of Association	Amended Articles of Association
Article 259 Prior to the removal or the non-reappointment of the accounting firm, notice of such removal or non-renewal shall be given 15 days in advance to the accounting firm and such firm shall be entitled to make representation at the shareholders' general meeting. Where the accounting firm resigns its office, it shall make clear to the shareholders' general meeting whether there has been any impropriety on the part of the Company.	~~**Article 259**~~**Article 184** Prior to the removal or the non-reappointment of the accounting firm, notice of such removal or non-renewal shall be given 15 days in advance to the accounting firm and such firm shall be entitled to make representation at the shareholders' ~~general~~ meeting. Where the accounting firm resigns its office, it shall make clear to the shareholders' ~~general~~ meeting whether there has been any impropriety on the part of the Company.
Any accounting firm may resign its office by depositing at the Company's legal residence 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 include the following:	~~Any accounting firm may resign its office by depositing at the Company's legal residence 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 include the following:~~
(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or	~~(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or~~
(2) a statement of any relevant situations.	~~(2) a statement of any relevant situations.~~
The Company shall send a copy to the relevant governing authority within 14 days after receiving the notice. If the notice contains a statement under sub-paragraph (2) of the preceding paragraph, a copy of such statement shall be placed at the Company for shareholders' inspection. The copy of such statement shall also be sent by mail, postage prepaid, to every shareholder holding overseas listed shares of the Company at the address as recorded in the register of members.	~~The Company shall send a copy to the relevant governing authority within 14 days after receiving the notice. If the notice contains a statement under sub-paragraph (2) of the preceding paragraph, a copy of such statement shall be placed at the Company for shareholders' inspection. The copy of such statement shall also be sent by mail, postage prepaid, to every shareholder holding overseas listed shares of the Company at the address as recorded in the register of members.~~
Where the accounting firm's notice of resignation contains a statement of any circumstances, the accounting firm may require the Board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.	~~Where the accounting firm's notice of resignation contains a statement of any circumstances, the accounting firm may require the Board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.~~

Existing Articles of Association	Amended Articles of Association
Article 260 The Company's appointment, dismissal and non-reappointment of an accounting firm shall be resolved by shareholders' general meeting and be filed with the securities regulatory authority under the State Council. The shareholders' general meeting shall abide by the following provisions when proposing to pass a resolution regarding the appointment of an accounting firm which is not currently serving the Company to fill the vacancy of an accounting firm, or the renewal of terms of service of an accounting firm appointed by the Board to fill the vacancy, or the dismissal of an accounting firm before the expiry of its term: (1) the proposal in relation to the appointment or dismissal shall be sent prior to the issue of notice of shareholders' general meeting to the accounting firm to be appointed, the accounting firm which is about to leave or the accounting firm which has left its post during the accounting year. An accounting firm leaving its post includes dismissal, resignation and retirement. (2) in the event that an accounting firm leaving its post makes a statement in writing and requests the Company to inform shareholders of such statement, unless the Company receives the statement too late, the Company shall adopt the following measures: 1. state on the notice issued for adoption of the resolution that an accounting firm about to leave its post has made a statement; and 2. submit the copy of the statement as an appendix to the notice to the shareholders in the manner stipulated in the Articles of Association. (3) in the event that the statement of the accounting firm has not been despatched in accordance with the provisions in the preceding sub-paragraph (2), the relevant accounting firm may request such statement to be read at the shareholders' general meeting, and may make further appeals.	~~**Article 260**~~**Article 185** The Company's appointment**, reappointment**, dismissal and non-reappointment of an accounting firm **and the remuneration of the accounting firm** shall be resolved by shareholders'~~ general~~ meeting~~ and be filed with the securities regulatory authority under the State Council~~. ~~The shareholders' general meeting shall abide by the following provisions when proposing to pass a resolution regarding the appointment of an accounting firm which is not currently serving the Company to fill the vacancy of an accounting firm, or the renewal of terms of service of an accounting firm appointed by the Board to fill the vacancy, or the dismissal of an accounting firm before the expiry of its term:~~ ~~(1) the proposal in relation to the appointment or dismissal shall be sent prior to the issue of notice of shareholders' general meeting to the accounting firm to be appointed, the accounting firm which is about to leave or the accounting firm which has left its post during the accounting year.~~ ~~An accounting firm leaving its post includes dismissal, resignation and retirement.~~ ~~(2) in the event that an accounting firm leaving its post makes a statement in writing and requests the Company to inform shareholders of such statement, unless the Company receives the statement too late, the Company shall adopt the following measures:~~ ~~1. state on the notice issued for adoption of the resolution that an accounting firm about to leave its post has made a statement; and~~ ~~2. submit the copy of the statement as an appendix to the notice to the shareholders in the manner stipulated in the Articles of Association.~~ ~~(3) in the event that the statement of the accounting firm has not been despatched in accordance with the provisions in the preceding sub-paragraph (2), the relevant accounting firm may request such statement to be read at the shareholders' general meeting, and may make further appeals.~~

Existing Articles of Association	Amended Articles of Association
(4) the accounting firm leaving its post shall be entitled to attend the following meetings: 1. the shareholders' general meeting at which its term of service would otherwise have expired; 2. the shareholders' general meeting for filling the vacancy caused by its dismissal; and 3. the shareholders' general meeting convened as a result of its voluntary resignation. The accounting firm leaving its post shall be entitled to obtain all notices of the aforementioned meetings and other information relating to such meetings and shall also be entitled to present its views at the aforementioned meetings on matters in relation to its previous engagement as the accounting firm of the Company.	~~(4) the accounting firm leaving its post shall be entitled to attend the following meetings:~~ ~~1. the shareholders' general meeting at which its term of service would otherwise have expired;~~ ~~2. the shareholders' general meeting for filling the vacancy caused by its dismissal; and~~ ~~3. the shareholders' general meeting convened as a result of its voluntary resignation.~~ ~~The accounting firm leaving its post shall be entitled to obtain all notices of the aforementioned meetings and other information relating to such meetings and shall also be entitled to present its views at the aforementioned meetings on matters in relation to its previous engagement as the accounting firm of the Company.~~
Chapter 14 Labour Employment System and Labour Union	**Chapter 14<u>2</u> Labour Employment System and Labour Union**
Article 261 The Company's labour employment system shall be implemented according to the PRC laws, administrative regulations and regulatory requirements. The Company shall protect the legitimate rights and interests of its employees according to law. The Company adopts a contract system for its employees. The Company may enter a labour contract with its employees, participate in the social insurance, reinforce labour protection and achieve safe operation. The Company will enhance the vocational education and on-the-job training of its employees by various means to improve the quality of its employees. The Company shall engage and dismiss employees according to relevant PRC regulations. The Company adopts an appointment system for its president, vice president and other senior management officers, and appoints and dismisses according to laws, regulations and the Articles of Association.	~~**Article 261**~~**<u>Article 186</u>** The Company's labour employment system shall be implemented according to the ~~PRC~~ laws, administrative regulations and regulatory requirements. The Company shall protect the legitimate rights and interests of its employees according to law. The Company adopts a contract system for its employees. The Company may enter a labour contract with its employees, participate in the social insurance, reinforce labour protection and achieve safe operation. The Company will enhance the vocational education and on-the-job training of its employees by various means to improve the quality of its employees. The Company shall engage and dismiss employees according to relevant PRC regulations. The Company adopts an appointment system for its president, vice president and other senior management officers, and appoints and dismisses according to laws, regulations and the Articles of Association.

Existing Articles of Association	Amended Articles of Association
Article 262 The Company's employees organise labour union and carry out union activities in accordance with the Trade Union Law of the People's Republic of China to safeguard the legitimate rights and interests of employees.	~~**Article 262**~~**Article 187** The Company's employees organise labour union and carry out union activities in accordance with the Trade Union Law of the People's Republic of China to safeguard the legitimate rights and interests of employees.
Article 263 The labour union shall carry out activities independently according to relevant PRC regulations. The Company shall provide support and necessary conditions for such activities. The labour union may enter a collective labour contract with the Company on behalf of the employees with regard to the labour remuneration, working hours, benefits, insurance, labour hygiene and other matters according to law.	~~**Article 263**~~**Article 188** ~~The labour union shall carry out activities independently according to relevant PRC regulations.~~ The Company shall provide **the labour union with** ~~support and~~ necessary conditions for ~~such~~ activities. The labour union may enter a collective labour contract with the Company on behalf of the employees with regard to the labour remuneration, working hours, ~~benefits~~ **holidays and vacations**, ~~insurance,~~ labour **safety and** hygiene **and insurance benefits** and other matters according to law.
Article 264 The Company shall exercise democratic management in accordance with the Constitution and other relevant laws through the employee representative meeting or by other means.	~~**Article 264**~~**Article 189** The Company shall **establish and improve a democratic management system with the employee representative meeting as the basic form and** exercise democratic management in accordance with the Constitution and other relevant laws through the employee representative meeting or by other means.
Article 265 When considering and deciding the restructuring and major matters in terms of operation, or formulating important rules and regulations affecting the vital interest of the employees, the Company shall hear the opinions of the labour union and the opinions and suggestions of the employees through employee meetings, employee representative meetings or by other means.	~~**Article 265**~~**Article 190** When considering and deciding the restructuring**, dissolution, bankruptcy petition** and major matters in terms of operation, or formulating important rules and regulations affecting the vital interest of the employees, the Company shall hear the opinions of the labour union and the opinions and suggestions of the employees through ~~employee meetings,~~ employee representative meetings or by other means.

Existing Articles of Association	Amended Articles of Association
Chapter 15 Merger, Division, Changes in Form, Dissolution and Liquidation of the Company	**Chapter 153 Merger, Division, Changes in Form, Dissolution and Liquidation of the Company**
Section 1 Merger, Division and Changes in the Form of the Company	**Section 1 Merger, Division and Changes in the Form of the Company**
Article 266 The merger, division or changes in the form of the Company shall be proposed by the Board of Directors and approved by the shareholders' general meeting by way of resolutions pursuant to procedures stipulated herein. Relevant approval procedures shall be completed according to the regulatory requirements of the insurance regulatory authority and other relevant requirements. Shareholders against the Company's merger or division plans shall have the rights to request the Company or shareholders voting for such plans to buy their shares at fair prices. Special documents shall be prepared for the resolutions made in relation to the merger, division or changes in the form of the Company for shareholders' review. The aforesaid documents shall also be delivered by mail or announcements in accordance with the regulatory requirements to holders of overseas listed shares.	~~**Article 266**~~**Article 191** The merger, division or changes in the form of the Company shall be proposed by the Board of Directors and approved by the shareholders' ~~general~~ meeting by way of resolutions pursuant to procedures stipulated herein. Relevant approval procedures shall be completed according to the regulatory requirements of the insurance regulatory authority and other relevant requirements. ~~Shareholders against the Company's merger or division plans shall have the rights to request the Company or shareholders voting for such plans to buy their shares at fair prices. Special documents shall be prepared for the resolutions made in relation to the merger, division or changes in the form of the Company for shareholders' review~~**Shareholders who object to the resolution on the Company's merger or division at the shareholders' meeting have the right to request the Company to acquire their shares at a reasonable price**. ~~The aforesaid documents shall also be delivered by mail or announcements in accordance with the regulatory requirements to holders of overseas listed shares.~~
Article 267 The merger of the Company may take the form of either merger by absorption or merger by consolidation. In the event of merger of the Company, the parties to such merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days after the date of the Company's resolution for merger and shall publish an announcement in a newspaper for at least three times within 30 days after the date of such resolution. Upon merger, any rights in relation to creditor's rights and any indebtedness of each of the merged parties shall be assumed by the surviving company or the newly established company.	~~**Article 267**~~**Article 192** The merger of the Company may take the form of either merger by absorption or merger by consolidation. In the event of merger of the Company, the parties to such merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days after the date of the Company's resolution for merger and shall publish an announcement in a newspaper ~~for at least three times~~ **or on the National Enterprise Credit Information Publicity System** within 30 days after the date of such resolution. Upon merger, any rights in relation to creditor's rights and any indebtedness of each of the merged parties shall be assumed by the surviving company or the newly established company.

Existing Articles of Association	Amended Articles of Association
Article 268 Parties to the merger of the Company shall execute a merger agreement which must be approved by the shareholders' general meeting. The merger agreement shall include: (1) Names and domiciles of parties to the merger; (2) Name and domicile of the surviving company or the newly established company; (3) Asset conditions and the way of treatment of each party to the merger; (4) The way of treatment of the debts and creditor's rights of each party to the merger; and (5) The amount of capital increased by the surviving company or the newly established company in its establishment.	~~**Article 268**~~**Article 193** ~~Parties to the merger of the Company shall execute a~~ **The** merger agreement **of the Company** ~~which~~ must be approved by the shareholders' ~~general~~ meeting. The merger agreement shall include: (1) Names and domiciles of parties to the merger; (2) Name and domicile of the surviving company or the newly established company; (3) Asset conditions and the way of treatment of each party to the merger; (4) The way of treatment of the debts and creditor's rights of each party to the merger; and (5) The amount of capital increased by the surviving company or the newly established company in its establishment.
Article 269 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 10 days of the date of the Company's division resolution and shall publish an announcement in a newspaper for at least three times within 30 days after the date of the Company's division resolution. The debts of the Company prior to the division shall be assumed jointly and severally by the companies arising from the division, except for those which written agreement has been reached with the creditor in respect of repayment of the debts prior to the division.	~~**Article 269**~~**Article 194** 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 10 days of the date of the Company's division resolution and shall publish an announcement in a newspaper ~~for at least three times~~ **or on the National Enterprise Credit Information Publicity System** within 30 days after the date of the Company's division resolution. The debts of the Company prior to the division shall be assumed jointly and severally by the companies arising from the division, except for those which written agreement has been reached with the creditor in respect of repayment of the debts prior to the division.

Existing Articles of Association	Amended Articles of Association
Article 270 The Company shall, in accordance with law, apply for change to its registered particulars with the company registration authority where a change to any item in its registered particulars arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.	**~~Article 270~~Article 195** The Company shall, in accordance with law, apply for change to its registered particulars with the company registration authority where a change to any item in its registered particulars arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.
Section 2 Dissolution and Liquidation of the Company	**Section 2 Dissolution and Liquidation of the Company**
Article 271 The Company shall be dissolved and liquidated in accordance with law upon occurrence of any one of the following circumstances: (1) dissolution by resolution of the shareholders' general meeting; (2) dissolution due to merger or division of the Company; (3) the business license is revoked, or the Company is ordered to close or be revoked; or (4) dissolution by the People's Court in accordance with the laws. The dissolution of the Company shall be approved by the insurance regulatory authority. A liquidation team shall be formed to carry out the liquidation of the Company. The liquidation work shall be supervised by the insurance regulatory authority.	**~~Article 271~~Article 196** The Company shall be dissolved and liquidated in accordance with law upon occurrence of any one of the following circumstances: (1) dissolution by resolution of the shareholders' ~~general~~ meeting; (2) dissolution due to merger or division of the Company; (3) the business license is revoked, or the Company is ordered to close or be revoked; or (4) dissolution by the People's Court in accordance with the laws. The dissolution of the Company shall be approved by the insurance regulatory authority. A liquidation team shall be formed to carry out the liquidation of the Company. The liquidation work shall be supervised by the insurance regulatory authority.

Existing Articles of Association	Amended Articles of Association
Article 272 Where the Company is dissolved in accordance with paragraph (1) of the preceding Article, a liquidation team shall be formed within 15 days upon approval from the competent authority, and its members shall be determined by shareholders at a shareholders' general meeting by way of an ordinary resolution. Where the Company is dissolved as a result of paragraph (2) of the preceding Article, the liquidation shall be carried out by parties to the merger or the division pursuant to the contracts or agreements signed at the time of such merger or division. Where the Company is dissolved as a result of paragraph (3) of the preceding Article, the competent authority shall make arrangements for shareholders, the relevant institutions and the relevant professionals to form a liquidation team to carry out liquidation. Where the Company is dissolved as a result of paragraph (4) of the preceding Article, the People's Court shall, in accordance with stipulations of relevant laws, make arrangements for shareholders, the relevant institutions and the relevant professionals to form a liquidation team to carry out liquidation.	~~**Article 272**~~**Article 197** Where the Company is dissolved in accordance with paragraph (1) of the preceding Article, a liquidation team shall be formed within 15 days upon approval from the competent authority, and its members shall be determined by shareholders at a shareholders' ~~general~~ meeting by way of an ordinary resolution. Where the Company is dissolved as a result of paragraph (2) of the preceding Article, the liquidation shall be carried out by parties to the merger or the division pursuant to the contracts or agreements signed at the time of such merger or division. Where the Company is dissolved as a result of paragraph (3) of the preceding Article, the competent authority shall make arrangements for shareholders, the relevant institutions and the relevant professionals to form a liquidation team to carry out liquidation. Where the Company is dissolved as a result of paragraph (4) of the preceding Article, the People's Court shall, in accordance with stipulations of relevant laws, make arrangements for shareholders, the relevant institutions and the relevant professionals to form a liquidation team to carry out liquidation.
Article 273 Where the Board proposes to liquidate the Company due to causes other than where the Company has declared its insolvency, the Board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation. The functions and power of the Board of the Company shall be immediately terminated after the resolution on dissolution is passed at the shareholders' general meeting. The liquidation team 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 receipts and payments, the business of the Company and the progress of the liquidation and to present a final report to the shareholders' general meeting on completion of the liquidation.	~~**Article 273** Where the Board proposes to liquidate the Company due to causes other than where the Company has declared its insolvency, the Board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.~~ ~~The functions and power of the Board of the Company shall be immediately terminated after the resolution on dissolution is passed at the shareholders' general meeting.~~ ~~The liquidation team 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 receipts and payments, 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.~~

Existing Articles of Association	Amended Articles of Association
Article 274 The liquidation team shall notify creditors within 10 days from the date of its establishment and make announcement for at least three times in newspapers that comply with laws, regulations and regulatory requirements within 60 days after that date. Creditors should, within 30 days after receipt of the notice, or for those who do not receive the notice, within 45 days from the date of the announcement being first published, declare their claims to the liquidation team. When declaring their claims, creditors shall explain relevant particulars of their claims and provide supporting materials. The liquidation team shall register the claims. During the period of registration of creditors' rights, the liquidation team shall not repay the debt to creditors.	~~**Article 274**~~**Article 198** The liquidation team shall notify creditors within 10 days from the date of its establishment and make announcement ~~for at least three times~~ in newspapers **or on the National Enterprise Credit Information Publicity System** that comply with laws, regulations and regulatory requirements within 60 days after that date. Creditors should, within 30 days after receipt of the notice,~~ or~~**and** for those who do not receive the notice, within 45 days from the date of the announcement~~ being first published~~, declare their claims to the liquidation team. When declaring their claims, creditors shall explain relevant particulars of their claims and provide supporting materials. The liquidation team shall register the claims. During the period of registration of creditors' rights, the liquidation team shall not repay the debt to creditors.
Article 275 During the liquidation period, the liquidation team shall exercise the following functions and powers: (1) to check up the Company's assets and to prepare a balance sheet and an inventory of the assets; (2) to notify creditors through notice or public announcement; (3) to deal with the Company's outstanding businesses related to liquidation; (4) to pay any tax overdue as well as tax amounts arising from the process of liquidation; (5) to claim credits and pay off debts; (6) to handle the Company's remaining assets after its debts have been paid off; and (7) to represent the Company in civil lawsuits.	~~**Article 275**~~**Article 199** During the liquidation period, the liquidation team shall exercise the following functions and powers: (1) to check up the Company's assets and to prepare a balance sheet and an inventory of the assets; (2) to notify creditors through notice or public announcement; (3) to deal with the Company's outstanding businesses related to liquidation; (4) to pay any tax overdue as well as tax amounts arising from the process of liquidation; (5) to claim credits and pay off debts; (6) to handle the Company's remaining assets after its debts have been paid off; and (7) to represent the Company in civil lawsuits.

Existing Articles of Association	Amended Articles of Association
Article 276 The liquidation team shall carry out liquidation and perform its obligation of liquidation in accordance with the Company Law, the Insurance Law and other PRC laws, administrative regulations and regulatory requirements. Members of the liquidation team shall, in accordance with law, be liable for the losses of the Company or the creditors made due to their willful or gross negligence.	~~**Article 276**~~**Article 200** The liquidation team shall carry out liquidation and perform its obligation of liquidation in accordance with the Company Law, the Insurance Law and other ~~PRC~~ laws, administrative regulations and regulatory requirements. Members of the liquidation team **who fail to perform their duties in liquidation and incur losses to the Company** shall **be liable for compensation; and they shall**, in accordance with law, be liable for the losses of ~~the Company or~~ the creditors made due to their willful or gross negligence.
Article 277 Upon checking up of the Company's assets and preparation of the balance sheet and an inventory of assets, the liquidation team shall draw up a liquidation plan to be submitted to the shareholders' general meeting or the People's Court for confirmation. Where the property of the Company is sufficient to repay the Company's debts, such debts shall be repaid in accordance with stipulations of the PRC laws, administrative regulations and regulatory requirements. The remaining property of the Company after the property is applied to repayment as stipulated in the preceding Article shall be distributed based on the class and the proportion of the shares held. During the liquidation period, the Company shall not carry out any business activities irrelevant to the liquidation.	~~**Article 277**~~**Article 201** Upon checking up of the Company's assets and preparation of the balance sheet and an inventory of assets, the liquidation team shall draw up a liquidation plan to be submitted to the shareholders' ~~general~~ meeting or the People's Court for confirmation. Where the property of the Company is sufficient to repay the Company's debts, such debts shall be repaid in accordance with stipulations of the ~~PRC~~ laws, administrative regulations and regulatory requirements. The remaining property of the Company after the property is applied to repayment as stipulated in the preceding Article shall be distributed based on the class and the proportion of the shares held. During the liquidation period, the Company shall not carry out any business activities irrelevant to the liquidation.
Article 278 If the liquidation team, after checking up of the Company's assets and the preparation of the balance sheet and an inventory of assets, finds that the Company's assets are insufficient to repay its debts, it shall, upon approval of the insurance regulatory authority, immediately apply to the People's Court for a declaration of bankruptcy. After the Company is declared bankrupt by a ruling of the People's Court, the liquidation team shall transfer the liquidation matters to the People's Court.	~~**Article 278**~~**Article 202** If the liquidation team, after checking up of the Company's assets and the preparation of the balance sheet and an inventory of assets, finds that the Company's assets are insufficient to repay its debts, it shall, upon approval of the insurance regulatory authority, immediately apply to the People's Court for ~~a declaration of~~ bankruptcy **liquidation**. After ~~the Company is declared bankrupt~~**accepting the bankruptcy petition** by ~~a ruling of~~ the People's Court, the liquidation team shall transfer the liquidation matters to **the receiver designated by** the People's Court.

Existing Articles of Association	Amended Articles of Association
Article 279 Following the completion of liquidation, the liquidation team shall present a report on liquidation and prepare a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be audited by the PRC certified public accountants and then submitted to the shareholders' general meeting, the insurance regulatory authority or the People's Court for confirmation. The liquidation team shall submit the aforesaid documents to the company registration authority, apply for cancellation of company registration, and announce the termination of the Company within 30 days after confirmation is obtained from the shareholders' general meeting or relevant competent authorities. Where the Company terminates its business activities in accordance with law, its insurance business operation permit shall be revoked.	~~**Article 279**~~**Article 203** Following the completion of liquidation, the liquidation team **shall** present a report on liquidation ~~and prepare a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be audited by the PRC certified public accountants~~ and then submitted to the shareholders' ~~general~~ meeting, the insurance regulatory authority or the People's Court for confirmation~~.~~**,** ~~The liquidation team shall~~ **and** submit the aforesaid documents to the company registration authority, apply for cancellation of company registration, and announce the termination of the Company ~~within 30 days after confirmation is obtained from the shareholders' general meeting or relevant competent authorities~~. Where the Company terminates its business activities in accordance with law, its insurance business operation permit shall be revoked.
Chapter 16 Notice and Announcement	**Chapter 16~~4~~ Notice and Announcement**
Article 280 A notice of the Company shall be sent in writing by the following means or by such other means as stipulated by the PRC laws, administrative regulations, regulatory requirements and the Articles of Association: (1) by hand; (2) by mail or email; (3) by fax; (4) by way of an announcement made in the newspapers or other designated media; (5) by posting on the website of the Company and a website designated by the securities regulatory authority and the stock exchange in the place where the Company's shares are listed, subject to compliance with law, administrative regulations, regulatory requirements and the rules of the securities regulatory authority and the stock exchange in the place where the Company's shares are listed;	~~**Article 280**~~**Article 204** A notice of the Company shall be sent in writing by the following means or by such other means as stipulated by the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association: (1) by hand; (2) by mail or email; (3) by fax; (4) by way of an announcement made in the newspapers or other designated media; (5) by posting on the website of the Company and a website designated by the securities regulatory authority and the stock exchange in the place where the Company's shares are listed, subject to compliance with law, administrative regulations, regulatory requirements and the rules of the securities regulatory authority and the stock exchange in the place where the Company's shares are listed;

Existing Articles of Association	Amended Articles of Association
(6) such ways as the Company and the notified party agreed in advance or any other way which is recognised by the notified party upon receipt of the notice; and (7) other ways which are recognised by the securities regulatory authority and the stock exchange of the place where the Company's shares are listed or stipulated in the Articles of Association. Notwithstanding anything in the Articles of Association on the form in which any documents, notices or other communications are to be released or given, subject to compliance with the relevant provisions of the securities regulatory authority and the stock exchange of the place where the Company's shares are listed, the Company may elect to release corporate communication in the way stipulated in Item (5) of the first clause of this Article as a substitute for a written document delivered by hand or by prepaid mail. The "corporate communication" mentioned above refers to any documents sent or to be sent by the Company for the reference or action of the shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), Board of Directors' reports (together with balance sheets and income statements), and notices, circulars and other communications of shareholders' general meetings.	(6) such ways as the Company and the notified party agreed in advance or any other way which is recognised by the notified party upon receipt of the notice; and (7) other ways which are recognised by the securities regulatory authority and the stock exchange of the place where the Company's shares are listed or stipulated in the Articles of Association. Notwithstanding anything in the Articles of Association on the form in which any documents, notices or other communications are to be released or given, subject to compliance with the relevant provisions of the securities regulatory authority and the stock exchange of the place where the Company's shares are listed, the Company may elect to release corporate communication in the way stipulated in Item (5) of the first clause of this Article ~~as a substitute for a written document delivered by hand or by prepaid mail~~. The "corporate communication" mentioned above refers to any documents sent or to be sent by the Company for the reference or action of the shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), Board of Directors' reports (together with balance sheets and income statements), and notices, circulars and other communications of shareholders' ~~general~~ meetings.

Existing Articles of Association	Amended Articles of Association
Article 281 Where a notice is delivered by hand, the recipient shall acknowledge receipt by signing or sealing the delivery receipt, and the date on which the recipient signs the delivery receipt shall be the service date. Where a notice is sent by mail, the 48th hour after the day of posting at the post office shall be the service day. Where a notice is given by e-mail, the date on which the e-mail enters the recipient's mailbox shall be the service day. Where a notice is given by fax, the date of sending the fax shall be the service day. Where a notice is given by way of an announcement, the date on which the announcement is first published shall be the service date. Where an announcement is published in a newspaper which meets the relevant requirements, all persons concerned shall be deemed to have received the notice once the announcement is published. It shall be in accordance with those otherwise required by the securities regulatory authority or the stock exchange of the place where the Company's shares are listed.	~~**Article 281**~~**Article 205** Where a notice is delivered by hand, the recipient shall acknowledge receipt by signing or sealing the delivery receipt, and the date on which the recipient signs the delivery receipt shall be the service date. Where a notice is sent by mail, the 48th hour after the day of posting at the post office shall be the service day. Where a notice is given by e-mail, the date on which the e-mail enters the recipient's mailbox shall be the service day. Where a notice is given by fax, the date of sending the fax shall be the service day. Where a notice is given by way of an announcement, the date on which the announcement is first published shall be the service date. Where an announcement is published in a newspaper which meets the relevant requirements, all persons concerned shall be deemed to have received the notice once the announcement is published. It shall be in accordance with those otherwise required by the securities regulatory authority or the stock exchange of the place where the Company's shares are listed.
Article 282 Where the Company is required by the securities regulatory authority or the stock exchange of the place where the Company's shares are listed to deliver, mail, distribute, issue, publish or by other means to provide a document both in English and Chinese, if the Company has made appropriate arrangements to determine whether its shareholders desire to receive the English version only or the Chinese version only, and to the extent permitted by applicable laws, administrative regulations, regulatory requirements and in accordance with applicable laws, administrative regulations and regulatory requirements, the Company may deliver only the English version or only the Chinese version to the shareholders (according to their preferences specified).	~~**Article 282**~~**Article 206** Where the Company is required by the securities regulatory authority or the stock exchange of the place where the Company's shares are listed to deliver, mail, distribute, issue, publish or by other means to provide a document both in English and Chinese, if the Company has made appropriate arrangements to determine whether its shareholders desire to receive the English version only or the Chinese version only, and to the extent permitted by applicable laws, administrative regulations, regulatory requirements and in accordance with applicable laws, administrative regulations and regulatory requirements, the Company may deliver only the English version or only the Chinese version to the shareholders (according to their preferences specified).

Existing Articles of Association	Amended Articles of Association
Article 283 The Company designates the national media with great influence, the information disclosure platform stipulated by the securities regulatory authority of the listing place or the Company's website as the media for publishing the Company's announcements and information disclosure.	~~**Article 283**~~**Article 207** The Company designates the national media with great influence, the information disclosure platform stipulated by the securities regulatory authority of the listing place or the Company's website as the media for publishing the Company's announcements and information disclosure.
Article 284 If a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive such notice or if such person has not received such notice of meeting, the meeting and any resolutions made therein shall not become void thereby.	~~**Article 284**~~**Article 208** If a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive such notice or if such person has not received such notice of meeting, the meeting and any resolutions made therein shall not become void thereby.
Chapter 17 Special Matters of Corporate Governance	**Chapter 1~~7~~5 Special Matters of Corporate Governance**
Article 285 In the event that the chairman is incapable of performing or not performing his/her duties, the duties shall be performed by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his/her duties, a director nominated by more than half of the directors shall perform his/her duties. In the event that the president is incapable of performing or not performing his/her duties, a provisional person-in-charge shall be appointed by the Board of Directors to act on behalf of the president. In the event that the chairman or president is incapable of performing or not performing his/her duties which affect the normal operation of the Company, the Company shall re-elect the chairman and appoint the president according to the Articles of Association.	~~**Article 285**~~**Article 209** In the event that the chairman is incapable of performing or not performing his/her duties, the duties shall be performed by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his/her duties, a director nominated by more than half of the directors shall perform his/her duties. In the event that the president is incapable of performing or not performing his/her duties, a provisional person-in-charge shall be appointed by the Board of Directors to act on behalf of the president. In the event that the chairman or president is incapable of performing or not performing his/her duties which affect the normal operation of the Company, the Company shall re-elect the chairman and appoint the president according to the Articles of Association.

Existing Articles of Association	Amended Articles of Association
Article 286 Under any of the following circumstances, the corporate governance mechanism of the Company shall be deemed to be a failure: (1) the Board of Directors is not established for over one year; (2) conflicts existed among the directors of the Company in the long term which the Board cannot make an effective resolution, and cannot be resolved through shareholders' general meetings; (3) the Company fails to convene a shareholders' general meeting for over one year; (4) the proportion of shareholders' votes fails to reach the proportion stipulated by law or the Article of Association, resulting in a failure of passing an effective resolution at the shareholders' general meeting for over one year; (5) proposals for capital increase due to insolvency cannot be passed; (6) the existing governance mechanism of the Company fails to operate normally, resulting in significant difficulties in the operation and management of the Company; or (7) other circumstances as identified by the insurance regulatory authority. In the event that a circumstance stated in this Article emerges, internal remedial procedures shall be taken by the Company as soon as practicable.	~~**Article 286**~~**Article 210** Under any of the following circumstances, the corporate governance mechanism of the Company shall be deemed to be a failure: (1) the Board of Directors is not established for over one year; (2) conflicts existed among the directors of the Company in the long term which the Board cannot make an effective resolution, and cannot be resolved through shareholders' ~~general~~ meetings; (3) the Company fails to convene a shareholders' ~~general~~ meeting for over one year; (4) the proportion of shareholders' votes fails to reach the proportion stipulated by law or the Article of Association, resulting in a failure of passing an effective resolution at the shareholders' ~~general~~ meeting for over one year; (5) proposals for capital increase due to insolvency cannot be passed; (6) the existing governance mechanism of the Company fails to operate normally, resulting in significant difficulties in the operation and management of the Company; or (7) other circumstances as identified by the insurance regulatory authority. In the event that a circumstance stated in this Article emerges, internal remedial procedures shall be taken by the Company as soon as practicable.

Existing Articles of Association	Amended Articles of Association
Article 287 In the event of failure of the corporate governance mechanism stipulated in the Articles of Association and the issue cannot be resolved by the internal remedial procedures taken by the Company, the Company, shareholders individually or collectively holding more than one third of the shares of the Company, and the majority of the directors are entitled to apply to the insurance regulatory authority for regulatory guidance. The insurance regulatory authority adopts corresponding regulatory guidance based on the failure of the corporate governance mechanism. If a substantial risk of governance is identified, which has significantly prejudiced or may significantly prejudice the legitimate interests of insurance consumers or the security of insurance funds, shareholders and the Company shall commit to accept the requirements of the insurance regulatory authority to increase capital, restrict relevant shareholders' rights, transfer equity held in insurance companies, and other regulatory measures. For circumstances being considered substantial, shareholders and the Company commit to accept the rectifying and taking over measures adopted by the insurance regulatory authority against the Company.	**~~Article 287~~Article 211** In the event of failure of the corporate governance mechanism stipulated in the Articles of Association and the issue cannot be resolved by the internal remedial procedures taken by the Company, the Company, shareholders individually or collectively holding more than one third of the shares of the Company, and the majority of the directors are entitled to apply to the insurance regulatory authority for regulatory guidance. The insurance regulatory authority adopts corresponding regulatory guidance based on the failure of the corporate governance mechanism. If a substantial risk of governance is identified, which has significantly prejudiced or may significantly prejudice the legitimate interests of insurance consumers or the security of insurance funds, shareholders and the Company shall commit to accept the requirements of the insurance regulatory authority to increase capital, restrict relevant shareholders' rights, transfer equity held in insurance companies, and other regulatory measures. For circumstances being considered substantial, shareholders and the Company commit to accept the rectifying and taking over measures adopted by the insurance regulatory authority against the Company.

Existing Articles of Association	Amended Articles of Association
Article 288 Where the Company becomes insolvent, the shareholder is obliged to support the improvement of solvency of the Company. Any shareholder who is unable to increase capital or does not increase capital, in any of the following circumstances, shall procure other shareholders or investors to adopt a reasonable plan to increase capital and improve solvency: (1) the insurance regulatory authority has ordered the Company to increase capital; or (2) the Company has adopted other proposals but its solvency still fails to meet the regulatory requirements, thus capital increase is necessary. In accordance with laws, regulations and regulatory requirements, the Company shall establish a corresponding loss absorption and risk resistance mechanism in the event of major risks. In the event of significant risks, shareholders shall actively support the reasonable loss absorption and risk resistance measures proposed by the Company based on regulatory requirements.	~~**Article 288**~~**Article 212** Where the Company becomes insolvent, the shareholder is obliged to support the improvement of solvency of the Company. Any shareholder who is unable to increase capital or does not increase capital, in any of the following circumstances, shall procure other shareholders or investors to adopt a reasonable plan to increase capital and improve solvency: (1) the insurance regulatory authority has ordered the Company to increase capital; or (2) the Company has adopted other proposals but its solvency still fails to meet the regulatory requirements, thus capital increase is necessary. In accordance with laws, regulations and regulatory requirements, the Company shall establish a corresponding loss absorption and risk resistance mechanism in the event of major risks. In the event of significant risks, shareholders shall actively support the reasonable loss absorption and risk resistance measures proposed by the Company based on regulatory requirements.

Existing Articles of Association	Amended Articles of Association
Chapter 18 Procedures for the Amendments to the Company's Articles of Association	**Chapter 1~~8~~6 Procedures for the Amendments to the Company's Articles of Association**
Article 289 The Company may amend the Articles of Association as required by law, administrative regulations, regulatory requirements and the Articles of Association. The Company shall amend the Articles of Association in any of the following circumstances: (1) after the revision of the Company Law, the Insurance Law or applicable PRC laws, administrative regulations and regulatory requirements, provisions contained in the Articles of Association conflict with the revised PRC laws, administrative regulations and regulatory requirements; (2) changes in the fundamental matters set out or relevant rights, obligations, duties and procedures stipulated in the Articles of Association; (3) revision of the Articles of Association as decided by the shareholders' general meeting; or (4) other matters resulting in any necessary amendment to the Articles of Association.	**~~Article 289~~Article 213** The Company may amend the Articles of Association as required by law, administrative regulations, regulatory requirements and the Articles of Association. The Company shall amend the Articles of Association in any of the following circumstances: (1) after the revision of the Company Law, the Insurance Law or applicable PRC laws, administrative regulations and regulatory requirements, provisions contained in the Articles of Association conflict with the revised ~~PRC~~ laws, administrative regulations and regulatory requirements; (2) changes in the fundamental matters set out or relevant rights, obligations, duties and procedures stipulated in the Articles of Association; (3) revision of the Articles of Association as decided by the shareholders' ~~general~~ meeting; or (4) other matters resulting in any necessary amendment to the Articles of Association.
Article 290 The amendments to the Articles of Association as approved at shareholders' general meeting shall be reported to and approved by relevant regulatory authorities. Any registration by the Company for such amendments in accordance with law shall be so registered.	**~~Article 290~~Article 214** The amendments to the Articles of Association as approved at shareholders' ~~general~~ meeting shall be reported to and approved by relevant regulatory authorities. Any registration by the Company for such amendments in accordance with law shall be so registered.

Existing Articles of Association	Amended Articles of Association
Chapter 19 Dispute Resolution	**~~Chapter 19 Dispute Resolution~~**
Article 291 The Company shall act according to following principles to settle disputes: (1) Whenever any disputes or claims arise between holders of the overseas listed shares and the Company, holders of the overseas listed shares and the Company's directors, supervisors, president or senior management officer, holders of the overseas listed shares and holders of domestic shares, based on any rights or obligations required by the Articles of Association, the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims of rights shall be referred by the relevant parties to arbitration. Where a dispute or claim of rights mentioned above is referred to arbitration, it should cover all the claims of rights or the overall dispute. Any person who has a cause of action resulting from the same issue or whose participation is necessary for the resolution of such dispute or claim of rights, if such person is the Company or our shareholder, director, supervisor, president or senior management officer, such person shall abide by the arbitration. Disputes in relation to the definition of shareholders and share registers need not be referred to arbitration. (2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or a claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party may apply for a hearing to take place in Shenzhen in accordance with the requirements of the securities arbitration rules of the Hong Kong International Arbitration Centre.	~~**Article 291** The Company shall act according to following principles to settle disputes:~~ ~~(1) Whenever any disputes or claims arise between holders of the overseas listed shares and the Company, holders of the overseas listed shares and the Company's directors, supervisors, president or senior management officer, holders of the overseas listed shares and holders of domestic shares, based on any rights or obligations required by the Articles of Association, the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims of rights shall be referred by the relevant parties to arbitration.~~ ~~Where a dispute or claim of rights mentioned above is referred to arbitration, it should cover all the claims of rights or the overall dispute. Any person who has a cause of action resulting from the same issue or whose participation is necessary for the resolution of such dispute or claim of rights, if such person is the Company or our shareholder, director, supervisor, president or senior management officer, such person shall abide by the arbitration.~~ ~~Disputes in relation to the definition of shareholders and share registers need not be referred to arbitration.~~ ~~(2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or a claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant.~~ ~~If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party may apply for a hearing to take place in Shenzhen in accordance with the requirements of the securities arbitration rules of the Hong Kong International Arbitration Centre.~~

Existing Articles of Association	Amended Articles of Association
(3) If disputes or claims of rights as stated in paragraph (1) are referred to arbitration, the law of the People's Republic of China shall apply, save as otherwise provided in law and administrative regulations. (4) The award of an arbitration body shall be conclusive and binding on all parties.	~~(3) If disputes or claims of rights as stated in paragraph (1) are referred to arbitration, the law of the People's Republic of China shall apply, save as otherwise provided in law and administrative regulations.~~ ~~(4) The award of an arbitration body shall be conclusive and binding on all parties.~~
Chapter 20 Supplemental Provisions	**Chapter ~~20~~17 Supplemental Provisions**
Article 292 Definitions (1) The term "controlling shareholder" means a person who satisfies any one of following conditions: 1. a person who, acting alone or in concert with others, has the right to elect half or more of the directors; 2. a person who, acting alone or in concert with others, has the right to exercise or control the exercise of 30% or more of the voting rights of the Company; 3. a person who, acting alone or in concert with others, holds 30% or more of the issued shares of the Company; or 4. a person who, acting alone or in concert with others, can de facto control the Company in any other manners.	**~~Article 292~~Article 215** Definitions (1) The term "controlling shareholder" means a~~ person who satisfies any one of following conditions:~~ ~~1. a person who, acting alone or in concert with others, has the right to elect half or more of the directors;~~ ~~2. a person who, acting alone or in concert with others, has the right to exercise or control the exercise of 30% or more of the voting rights of the Company;~~ ~~3. a person who, acting alone or in concert with others, holds 30% or more of the issued shares of the Company; or~~ ~~4. a person who, acting alone or in concert with others, can de facto control the Company in any other manners.~~ **shareholder who holds shares representing over 50% of the total share capital of the Company; or a shareholder whose shareholding is less than 50% but the voting rights attached to his/her/its shareholding are sufficient to have a material impact on the resolutions of a shareholders' meeting.**

Existing Articles of Association	Amended Articles of Association
The above term "acting in concert" means two or more persons who, by way of agreement (whether verbal or in writing), cooperation or related party relationship or other lawful ways, enlarge the proportion of the shares in the Company which are under their control or consolidate their control over the Company, so that when a vote is taken, the same expression of opinions will be made (including jointly proposing motions, jointly nominating directors, exercise of voting right by proxy without giving instruction on how to vote, provided that proxy solicitation publicly is to be excluded). (2) Substantial shareholders refer to shareholders who hold or control more than 5% of the shares of the Company, or who hold less than 5% of the total shares but have significant influence on the operation and management of the Company. (3) De facto controller means the person who is not the shareholder of the Company, but could control the activities of the Company actually through investment, agreement or other arrangements. (4) Affiliated relation means the relation between the controlling shareholder of the Company, de facto controller, directors, supervisors, senior management officers and the enterprise that they control directly or indirectly, and other relations that may cause the transfer of interest of the Company. However, the relation between fellow state – controlled enterprises shall not be deemed as affiliated relation merely because they are both controlled by the State. (5) For the purpose of the Articles of Association, the approval authority for the Company investment, asset purchase, asset disposal and write-off, external donation and asset mortgage shall be determined pursuant to the Company's relevant authorisation plans.	**(2)** The ~~above~~ term "acting in concert" means ~~two or more persons who, by way of agreement (whether verbal or in writing), cooperation or related party relationship or other lawful ways, enlarge the proportion of the shares in the Company which are under their control or consolidate their control over the Company, so that when a vote is taken, the same expression of opinions will be made (including jointly proposing motions, jointly nominating directors, exercise of voting right by proxy without giving instruction on how to vote, provided that proxy solicitation publicly is to be excluded)~~ **an act or a fact that an investor, through agreements or other arrangements, acts together with other investors to expand the quantity of voting rights they can control in the Company**. ~~(2)~~**(3)** Substantial shareholders refer to shareholders who hold or control more than 5% of the shares of the Company, or who hold less than 5% of the total shares but have significant influence on the operation and management of the Company. ~~(3)~~**(4)** De facto controller means the person who ~~is not the shareholder of the Company, but~~ could control the activities of the Company actually through investment, agreement or other arrangements. ~~(4)~~**(5)** Affiliated relation means the relation between the controlling shareholder of the Company, de facto controller, directors, ~~supervisors,~~ senior management officers and the enterprise that they control directly or indirectly, and other relations that may cause the transfer of interest of the Company. However, the relation between fellow state – controlled enterprises shall not be deemed as affiliated relation merely because they are both controlled by the State. ~~(5)~~**(6)** For the purpose of the Articles of Association, the approval authority for the Company investment, asset purchase, asset disposal and write-off, external donation and asset mortgage shall be determined pursuant to the Company's ~~relevant~~ authorisa~~tion~~**ed** ~~plans~~ **management system**.

Existing Articles of Association	Amended Articles of Association
(6) For the purpose of the Articles of Association, the word "accountant" shall have the same meaning as the "auditor". For the purpose of the Articles of Association, the word "related" shall have the same meaning as that of "connected" mentioned in the Hong Kong Listing Rules. (7) For the purpose of the Articles of Association, the "principal operating subsidiaries" refers to China Property & Casualty Reinsurance Company Ltd., China Life Reinsurance Company Ltd., China Continent Property & Casualty Insurance Company Ltd. and China Re Asset Management Company Ltd. (8) Unless otherwise required herein, the reference to any clause means the respective clause in the Articles of Association. (9) For the purpose of the Articles of Association, the "regulatory requirements" include regulations and normative documents; while the "stock exchange" refers to the stock exchange on which the Company's shares are listed. (10) The physical meeting refers to a meeting held by means of on-site meeting, video, telephone, etc. to ensure that participants can communicate and discuss in real time. (11) The written resolution refers to the means of considering and approving resolution sent or circulated to the meeting for consideration.	~~(6)~~**(7)** For the purpose of the Articles of Association, the word**s** "**certified public** accountant"**, "accounting firms"** shall have the same meaning as the "auditor". **For the purpose of the Articles of Association, the word "presider" of the shareholders' meeting shall have the same meaning as that of "the chairman of the meeting" or "the chairman of that meeting" mentioned in the Hong Kong Listing Rules.** For the purpose of the Articles of Association, the word "related" shall have the same meaning as that of "connected" mentioned in the Hong Kong Listing Rules. ~~(7)~~**(8)** For the purpose of the Articles of Association, the "principal operating subsidiaries" refers to China Property & Casualty Reinsurance Company Ltd., China Life Reinsurance Company Ltd., China Continent Property & Casualty Insurance Company Ltd. and China Re Asset Management Company Ltd. ~~(8)~~**(9)** Unless otherwise required herein, the reference to any clause means the respective clause in the Articles of Association. ~~(9)~~**(10)** For the purpose of the Articles of Association, the "regulatory requirements" include regulations and normative documents; while the "stock exchange" refers to the stock exchange on which the Company's shares are listed. ~~(10)~~**(11)** The physical meeting refers to a meeting held by means of on-site meeting, video, telephone, etc. to ensure that participants can communicate and discuss in real time. ~~(11)~~**(12)** The written resolution refers to the means of considering and approving resolution sent or circulated to the meeting for consideration.
Article 293 The Articles of Association are written in Chinese, and the Chinese version of the Articles of Association which has been approved by the insurance regulatory authority and registered with the State Administration for Industry and Commerce shall prevail in case of any difference between the Chinese version and versions in other languages.	~~**Article 293**~~**Article 216** The Articles of Association are written in Chinese, and the Chinese version of the Articles of Association which has been approved by the insurance regulatory authority and registered with the State Administration for Industry and Commerce shall prevail in case of any difference between the Chinese version and versions in other languages.

Existing Articles of Association	Amended Articles of Association
Article 294 Except for the following circumstances, the Company shall not provide guarantee to third parties for the benefit of others' debt: (1) litigation guarantee and maritime guarantee arising from the ordinary course of operation and management activities of the Company; (2) the Company provides guarantee to its subordinated member companies; or (3) the Company provides guarantee under circumstances as permitted by laws, regulations and regulatory requirements. Providing guarantee to the subordinated member companies by the Company shall comply with the relevant regulatory requirements of the insurance regulatory authority.	~~**Article 294**~~**Article 217** Except for the following circumstances, the Company shall not provide guarantee to third parties for the benefit of others' debt: (1) litigation guarantee and maritime guarantee arising from the ordinary course of operation and management activities of the Company; (2) the Company provides guarantee to its subordinated ~~member companies~~ **insurance subsidiaries**; or (3) the Company provides guarantee under circumstances as permitted by laws, regulations and regulatory requirements. Providing guarantee to the subordinated ~~member companies~~ **insurance subsidiaries** by the Company shall comply with the relevant regulatory requirements of the insurance regulatory authority.
Article 295 The phrases "more than", "within", "at least" and "before" herein for the numbers shall include the numbers indicated themselves, while the phrases "more than half", "exceed", "fall short", and "lower than" shall exclude the numbers indicated themselves.	~~**Article 295**~~**Article 218** The phrases "more than", "within", "at least" and "before" herein for the numbers ~~shall~~ include the numbers indicated themselves, while the phrases "more than half", "exceed", "fall short", and "lower than" ~~shall~~ exclude the numbers indicated themselves.
Article 296 The power of interpretation of the Articles of Association shall be vested in the Board of Directors of the Company.	~~**Article 296**~~**Article 219** The power of interpretation of the Articles of Association shall be vested in the Board of Directors of the Company.
Article 297 The Articles of Association is adopted by the shareholders' general meeting, and takes effect from the date approved by the insurance regulatory authority.	~~**Article 297**~~**Article 220** The Articles of Association is adopted by the shareholders' ~~general~~ meeting, and takes effect from the date approved by the insurance regulatory authority.

Note: Due to the addition and deletion of certain articles in the Articles of Association, the corresponding serial numbers have been updated and reorganized, and cross-references to articles have been updated accordingly.

Existing rules	Amended rules
Chapter 1 General Rules	**Chapter 1 General Rules**
Article 1 In order to ensure that shareholders of China Reinsurance (Group) Corporation (the "Company") exercise their rights according to law, ensure the standardised operation of the general meeting, improve the corporate governance structure, and safeguard the legitimate rights and interests of the Company and the shareholders, the rules of procedures (the "Rules") have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Insurance Law of the People's Republic of China (the "Insurance Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other laws, regulations, regulatory provisions and the Articles of Association of China Reinsurance (Group) Corporation (the "Articles of Association") in light of the actual situation of the Company.	**Article 1** In order to ensure that shareholders of China Reinsurance (Group) Corporation (the "Company") exercise their rights according to law, ensure the standardised operation of the **shareholders'** ~~general~~ meeting, improve the corporate governance structure, and safeguard the legitimate rights and interests of the Company and the shareholders, the rules of procedures (the "Rules") have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Insurance Law of the People's Republic of China (the "Insurance Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other laws, regulations, regulatory provisions and the Articles of Association of China Reinsurance (Group) Corporation (the "Articles of Association") in light of the actual situation of the Company.
Article 2 The Rules shall apply to the shareholders' general meeting of the Company and shall be binding on the Company, all shareholders, shareholder proxies, directors, supervisors, senior management officers and other relevant personnel attending the shareholders' general meeting.	**Article 2** The Rules shall apply to the shareholders' ~~general~~ meeting of the Company and shall be binding on the Company, ~~all~~ shareholders, shareholder proxies, directors, ~~supervisors,~~ senior management officers and other relevant personnel attending the shareholders' ~~general~~ meeting.
Article 3 The Company shall convene shareholders' general meetings in strict compliance with the PRC laws, administrative regulations, regulatory requirements, the Articles of Association, and the relevant provisions of the Rules, and ensure the lawful exercise of the rights of shareholders.	**Article 3** The Company shall convene shareholders' ~~general~~ meetings in strict compliance with the ~~PRC~~ laws, ~~administrative~~ regulations, regulatory requirements, the Articles of Association, and the relevant provisions of the Rules, and ensure the lawful exercise of the rights of shareholders.

Existing rules	Amended rules
Article 4 The shareholders' general meeting shall exercise its powers within the scope of the PRC laws, administrative regulations, regulatory requirements and the Articles of Association.	**Article 4** The shareholders' ~~general~~ meeting shall exercise its powers within the scope of the ~~PRC~~ laws, ~~administrative~~ regulations, regulatory requirements and the Articles of Association.
Article 5 Shareholders holding shares of the Company shall be entitled to attend or authorise proxies to attend the shareholders' general meeting, and enjoy various shareholders' rights in accordance with the PRC laws, administrative regulations, regulatory requirements, the Articles of Association and the Rules. They shall also consciously maintain the order of the meeting and shall not infringe upon the legitimate rights and interests of other shareholders.	**Article 5** Shareholders holding shares of the Company shall be entitled to attend or authorise proxies to attend the shareholders' ~~general~~ meeting, and enjoy various shareholders' rights in accordance with the ~~PRC~~ laws, ~~administrative~~ regulations, regulatory requirements, the Articles of Association and the Rules. They shall also consciously maintain the order of the meeting and shall not infringe upon the legitimate rights and interests of other shareholders.
Article 6 In the event that the Company holds a shareholders' general meeting, it shall ensure the following: (1) the procedures relating to the convening and the holding of such meeting comply with the PRC laws, administrative regulations, regulatory requirements, the Articles of Association and the provisions of the Rules; (2) the qualifications of the attendees and the convenor of the meeting are legal and valid; and (3) the voting procedures and voting results of the meeting are legal and valid.	**Article 6** In the event that the Company holds a shareholders' ~~general~~ meeting, it shall ensure the following: (1) the procedures relating to the convening and the holding of such meeting comply with the ~~PRC~~ laws, ~~administrative~~ regulations, regulatory requirements, the Articles of Association and the provisions of the Rules; (2) the qualifications of the attendees and the convenor of the meeting are legal and valid; and (3) the voting procedures and voting results of the meeting are legal and valid.

Existing rules	Amended rules
Chapter 2 Functions and Powers of the General Meeting	**Chapter 2 Functions and Powers of the Shareholders' ~~General~~ Meeting**
Article 7 Shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:	**Article 7** Shareholders' ~~general~~ meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:
(1) to decide on operational policies and investment plans of the Company;	~~(1) to decide on operational policies and investment plans of the Company;~~
(2) to elect or replace the directors and supervisors who are not representatives of the employees, and to decide on matters relevant to remuneration of directors and supervisors;	~~(2)~~**(1)** to elect or replace the directors ~~and supervisors~~ who are not representatives of the employees, and to decide on matters relevant to remuneration of directors ~~and supervisors~~;
(3) to consider and approve reports of the Board;	~~(3)~~**(2)** to consider and approve reports of the Board;
(4) to consider and approve reports of the Board of Supervisors;	~~(4) to consider and approve reports of the Board of Supervisors;~~
(5) to consider and approve annual financial budgets and financial accounts of the Company;	~~(5)~~**(3)** to consider and approve annual financial budgets and financial accounts of the Company;
(6) to consider and approve proposals for profit distribution and for recovery of losses of the Company;	~~(6)~~**(4)** to consider and approve proposals for profit distribution and for recovery of losses of the Company;
(7) to decide on increase and reduction of the registered capital of the Company;	~~(7)~~**(5)** to decide on increase and reduction of the registered capital of the Company;
(8) to decide on the issuance of bonds, shares, warrants or other marketable securities and listing of the Company;	~~(8)~~**(6)** to decide on the issuance of bonds, shares, warrants or other marketable securities and listing of the Company;
(9) to decide on merger, division, dissolution and liquidation of the Company and changes in the form of the Company;	~~(9)~~**(7)** to decide on merger, division, dissolution and liquidation of the Company and changes in the form of the Company;

Existing rules	Amended rules
(10) to amend the Articles of Association, and to formulate and amend the Rules, the rules of procedures of the Board of Directors and the rules of procedures of the Board of Supervisors;	~~(10)~~**(8)** to amend the Articles of Association, and to formulate and amend the Rules~~,~~ **and** the rules of procedures of the Board of Directors ~~and the rules of procedures of the Board of Supervisors~~;
(11) to decide on the acquisition of shares of the Company;	~~(11)~~**(9)** to decide on the acquisition of shares of the Company;
(12) to decide on the appointment, dismissal or non-reappointment of accounting firms which provide regular statutory audit for financial statements of the Company;	~~(12)~~**(10)** to decide on the appointment, **reappointment,** dismissal or non-reappointment of accounting firms which provide regular statutory audit for financial **and accounting** statements of the Company;
(13) to consider and approve matters related to the Company's establishment of legal entities, significant external investment, major acquisition of assets, major disposal and write-off of assets, major external donation and major asset mortgage (other than those authorised to be determined by the Board);	~~(13)~~**(11)** to consider and approve matters related to the Company's establishment of legal entities, significant external investment, major acquisition of assets, major disposal and write-off of assets, major external donation and major asset mortgage (other than those authorised to be determined by the Board);
(14) to consider and approve related-party transactions required to be approved by the shareholders' general meeting under laws, administrative regulations, regulatory requirements and the securities regulatory authorities or stock exchange at the place where the Company's shares are listed;	~~(14)~~**(12)** to consider and approve related-party transactions required to be approved by the shareholders' ~~general~~ meeting under laws, administrative regulations, regulatory requirements and the securities regulatory authorities or stock exchange at the place where the Company's shares are listed;
(15) to consider and approve matters related to the change of use of the raised fund;	~~(15)~~**(13)** to consider and approve matters related to the change of use of the raised fund;
(16) to consider and approve share incentive scheme;	~~(16) to consider and approve share incentive scheme;~~

Existing rules	Amended rules
(17) to consider and approve any proposal raised by shareholders, individually or in aggregate, holding 3% or more of the issued shares of the Company with voting rights (the "proposing shareholders"); (18) to consider and approve plan on authorisation to the Board granted by shareholders' general meetings; and (19) to consider and approve other matters that are to be determined at shareholders' general meeting as required by the PRC laws, administrative regulations, regulatory requirements and the Articles of Association.	~~(17)~~**(14)** to consider and approve any proposal raised by shareholders, individually or in aggregate, holding ~~3~~**1**% or more of the issued shares of the Company with voting rights (the "proposing shareholders"); ~~(18)~~**(15)** to consider and approve plan on authorisation to the Board granted by shareholders' ~~general~~ meetings; and ~~(19)~~**(16)** to consider and approve other matters that are to be determined at shareholders' ~~general~~ meeting as required by the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association.
Article 8 The shareholders' general meeting may delegate power to the Board to decide matters within its scope of authority, except for the functions and powers that shall not be granted to the Board, other institutions or individuals pursuant to laws, regulations and regulatory requirements. The authorisation conferred by the shareholders' general meeting upon the Board shall be clear and specific. If the authorised matters shall be adopted by the shareholders' general meeting by way of ordinary resolutions according to the Articles of Association, such resolutions shall be passed by more than half of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting. If the authorised matters shall be adopted by the shareholders' general meeting by way of special resolutions according to the Articles of Association, such resolutions shall be passed by two-thirds or more of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting.	**Article 8** The shareholders' ~~general~~ meeting may delegate power to the Board to decide matters within its scope of authority, except for the functions and powers that shall not be granted to the Board, other institutions or individuals pursuant to laws, regulations and regulatory requirements. The authorisation conferred by the shareholders' ~~general~~ meeting upon the Board shall be clear and specific. If the authorised matters ~~shall be adopted~~ **conferred** by the shareholders' ~~general~~ meeting ~~by way of~~ **are** ordinary resolutions according to the Articles of Association, such resolutions shall be passed by more than half of the voting rights held by the shareholders (including proxies) present at the shareholders' ~~general~~ meeting. If ~~the authorised matters shall be adopted by the shareholders' general meeting by way of~~ **they are** special resolutions according to the Articles of Association, such resolutions shall be passed by two-thirds or more of the voting rights held by the shareholders (including proxies) present at the shareholders' ~~general~~ meeting.

Existing rules	Amended rules
Chapter 3 Types and Convening of General Meetings	**Chapter 3 Types and Convening of Shareholders' ~~General~~ Meetings**
Article 9 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings.	**Article 9** Shareholders' ~~general~~ meetings are divided into annual **shareholders'** ~~general~~ meetings and extraordinary **shareholders'** ~~general~~ meetings.
Article 10 The annual general meeting shall be convened within six months from the close of the preceding accounting year.	**Article 10** The annual **shareholders'** ~~general~~ meeting shall be convened within six months from the close of the preceding accounting year.
Article 11 The annual general meeting shall at least consider the following proposals: (1) consider the annual report of the Board; (2) consider the annual report of the Board of Supervisors; (3) consider the Company's audited financial final accounts for the previous year; and (4) consider the Company's financial budget plan for the current year. The matters considered at the annual general meeting shall include but not limited to the above matters, and the annual general meeting may consider any matter within the authority of the shareholders' general meeting.	**Article 11** The annual **shareholders'** ~~general~~ meeting shall at least consider the following proposals: (1) consider the annual report of the Board; ~~(2) consider the annual report of the Board of Supervisors;~~ ~~(3)~~**(2)** consider the Company's audited financial final accounts for the previous year; and ~~(4)~~**(3)** consider the Company's financial budget plan for the current year. The matters considered at the annual **shareholders'** ~~general~~ meeting shall include but not limited to the above matters, and the annual **shareholders'** ~~general~~ meeting may consider any matter within the authority of the shareholders' ~~general~~ meeting.
Article 12 The Company shall convene an extraordinary general meeting within two months after the occurrence of any of the following circumstances: (1) when the number of directors is less than the minimum number of directors required by the Company Law or two-thirds of the number of members of the Board specified in the Articles of Association;	**Article 12** The Company shall convene an extraordinary **shareholders'** ~~general~~ meeting within two months after the occurrence of any of the following circumstances: (1) when the number of directors is less than the minimum number of directors required by the Company Law or two-thirds of the number of members of the Board specified in the Articles of Association;

Existing rules	Amended rules
(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital; (3) when there is a written request of the shareholders, individually or in aggregate, holding 10% or more of the outstanding shares of the Company with voting rights (the "proposing shareholders"); (4) when deemed necessary by the Board; (5) when proposed by the Board of Supervisors; (6) when proposed by half or more than half of the independent directors, which shall not be less than two; or (7) other situations, as stipulated in laws, regulations, regulatory requirements and the Articles of Association. If the annual general meeting or extraordinary general meeting is not convened within the period prescribed by the Company Law and the Articles of Association, the Company shall submit a written report to the insurance regulatory authority and explain the reasons.	(2) when the unrecovered losses of the Company amount to one-third of the total amount of its ~~paid-in~~ share capital; (3) when there is a written request of the shareholders, individually or in aggregate, holding 10% or more of the outstanding shares of the Company with voting rights (the "proposing shareholders"); (4) when deemed necessary by the Board; (5) when proposed by the ~~Board of Supervisors~~ **audit committee of the Board**; (6) when proposed by half or more than half of the independent directors, which shall not be less than two; or (7) other situations, as stipulated in laws, **administrative** regulations, regulatory requirements and the Articles of Association. If the annual **shareholders'** ~~general~~ meeting or extraordinary **shareholders'** ~~general~~ meeting is not convened within the period prescribed by the Company Law and the Articles of Association, the Company shall submit a written report to the insurance regulatory authority and explain the reasons.
Article 13 Shareholders' general meetings shall be convened by the Board. The Board shall convene shareholders' general meetings in accordance with the provisions of the Articles of Association and the Rules. Pursuant to relevant provisions of this chapter, the Board of Supervisors or shareholders may convene the shareholders' general meeting on their own initiative.	**Article 13** Shareholders' ~~general~~ meetings shall be convened by the Board. The Board shall convene shareholders' ~~general~~ meetings in accordance with the provisions of the Articles of Association and the Rules. Pursuant to relevant provisions of this chapter, the ~~Board of Supervisors~~ **audit committee of the Board** or shareholders may convene the shareholders' ~~general~~ meeting on their own initiative.

Existing rules	Amended rules
Article 14 Half or more than half of the independent directors, which shall not be less than two, the Board of Supervisors, or the proposing shareholders have the right to propose the Board to convene extraordinary general meetings and such proposal shall be made in writing with complete meeting agenda and content. When proposed by half or more than half of the independent directors, which shall not be less than two, the Company shall convene an extraordinary general meeting within two months after receipt of the proposal. When proposed by the Board of Supervisors or the proposing shareholders, the Board of Directors shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting within ten days upon receiving the proposal in accordance with the requirements of the laws, regulations, regulatory requirements and the Articles of Association. If the Board of Directors agrees to convene the extraordinary general meeting, the notice of convening the extraordinary general meeting shall be issued within five days after a resolution is reached. For an extraordinary general meeting proposed by the Board of Supervisors or the proposing shareholders, any changes to the original proposal in the notice shall be first agreed by the Board of Supervisors or the proposing shareholders.	**Article 14** Half or more than half of the independent directors, which shall not be less than two, the ~~Board of Supervisors~~ **audit committee of the Board**, or the proposing shareholders have the right to propose the Board to convene extraordinary **shareholders'** ~~general~~ meetings and such proposal shall be made in writing with complete meeting agenda and content. When proposed by half or more than half of the independent directors, which shall not be less than two, the Company shall convene an extraordinary **shareholders'** ~~general~~ meeting within two months after receipt of the proposal. When proposed by the ~~Board of Supervisors~~ **audit committee of the Board** or the proposing shareholders, the Board of Directors shall reply in writing regarding the acceptance or refusal to convene an extraordinary **shareholders'** ~~general~~ meeting within ten days upon receiving the proposal in accordance with the requirements of the laws, **administrative** regulations, regulatory requirements and the Articles of Association. If the Board of Directors agrees to convene the extraordinary **shareholders'** ~~general~~ meeting, the notice of convening the extraordinary **shareholders'** ~~general~~ meeting shall be issued within five days after a resolution is reached. For an extraordinary **shareholders'** ~~general~~ meeting proposed by the ~~Board of Supervisors~~ **audit committee of the Board** or the proposing shareholders, any changes to the original proposal in the notice shall be first agreed by the ~~Board of Supervisors~~ **audit committee of the Board** or the proposing shareholders.

Existing rules	Amended rules
For an extraordinary general meeting proposed by the Board of Supervisors, if the Board of Directors believes that the proposal of the Board of Supervisors is against the laws, regulations, regulatory requirements or the Articles of Association, it shall not agree to convene such extraordinary general meeting, and shall reply to the Board of Supervisors in writing. If the Board of Directors does not agree to convene the extraordinary general meeting or does not reply in writing within ten days upon receiving the request, the Board will be considered as unable or refused to fulfil the obligation to convene general meetings and the Board of Supervisors may convene and preside over the meeting on its own initiative.	For an extraordinary **shareholders'** ~~general~~ meeting proposed by the ~~Board of Supervisors~~ **audit committee of the Board**, if the Board of Directors believes that the proposal of the ~~Board of Supervisors~~ **audit committee of the Board** is against the laws, **administrative** regulations, regulatory requirements **and** ~~or~~ the Articles of Association, it shall not agree to convene such extraordinary **shareholders'** ~~general~~ meeting, and shall reply to the ~~Board of Supervisors~~ **audit committee of the Board** in writing. If the Board of Directors does not agree to convene the extraordinary **shareholders'** ~~general~~ meeting or does not reply ~~in writing~~ within ten days upon receiving the request, the Board will be considered as unable or refused to fulfil the obligation to convene **shareholders'** ~~general~~ meetings and the ~~Board of Supervisors~~ **audit committee of the Board** may convene and preside over the meeting on its own initiative.

Existing rules	Amended rules
For an extraordinary general meeting proposed by the proposing shareholders, if the Board of Directors believes that the proposal of the proposing shareholders is against the laws, administrative regulations, regulatory requirements and the Articles of Association, it shall not agree to convene such general meeting, and shall reply to the proposing shareholders in writing. If the Board of Directors does not agree to convene the extraordinary general meeting or does not reply in writing within ten days upon receiving the request, the proposing shareholders have the right to propose the Board of Supervisors to convene the extraordinary general meeting and such proposal shall be made in writing. If the Board of Supervisors agrees to convene the extraordinary general meeting, the notice of convening the extraordinary general meeting shall be issued within five days after a resolution is reached, and any changes to the original proposal in the notice shall be first agreed by the relevant shareholders. If the Board of Supervisors does not issue the notice of general meeting within the prescribed period, the Board of Supervisors will be considered as refused to convene and preside over the general meeting, and shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting on their own initiative. The convening procedure shall be the same as the procedure for convening shareholders' general meetings by the Board of Directors as far as possible.	For an extraordinary **shareholders'** ~~general~~ meeting proposed by the proposing shareholders, if the Board of Directors believes that the proposal of the proposing shareholders is against the laws, administrative regulations, regulatory requirements and the Articles of Association, it shall not agree to convene such **shareholders'** ~~general~~ meeting, and shall reply to the proposing shareholders in writing. If the Board of Directors does not agree to convene the extraordinary **shareholders'** ~~general~~ meeting or does not reply ~~in writing~~ within ten days upon receiving the request, the proposing shareholders have the right to propose the ~~Board of Supervisors~~ **audit committee of the Board** to convene the extraordinary **shareholders'** ~~general~~ meeting and such proposal shall be made in writing. If the ~~Board of Supervisors~~ **audit committee of the Board** agrees to convene the extraordinary **shareholders'** ~~general~~ meeting, the notice of convening the extraordinary **shareholders'** ~~general~~ meeting shall be issued within five days after a resolution is reached, and any changes to the original **request** ~~proposal~~ in the notice shall be first agreed by the relevant shareholders. If the ~~Board of Supervisors~~ **audit committee of the Board** does not issue the notice of **shareholders'** ~~general~~ meeting within the prescribed period, the ~~Board of Supervisors~~ **audit committee of the Board** will be considered as refused to convene and preside over the **shareholders'** ~~general~~ meeting, and shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting on their own initiative. The convening procedure shall be the same as the procedure for convening shareholders' ~~general~~ meetings by the Board of Directors as far as possible.

Existing rules	Amended rules
Article 15 The Board of Supervisors or shareholders shall notify the Board in writing, issue a notice of convening an extraordinary general meeting and file with the local branch of the China Securities Regulatory Commission and the stock exchange on which the Company's shares are listed, if they decide to convene the shareholders' general meeting on their own initiative. In addition to complying with the provisions of Article 22 of the Rules, the content of the notice shall also comply with the following provisions: (1) no new contents shall be added to the proposal, otherwise a request to convene a shareholders' general meeting shall be resubmitted in accordance with the procedures specified in the preceding two paragraphs, respectively; (2) the meeting venue shall be the domicile of the Company. The shareholder(s) convening the shareholders' general meeting must hold no less than 10% of shares in the Company immediately before the resolution of such meeting is announced. 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 equity record date for the shareholders' general meeting.	**Article 15** The ~~Board of Supervisors~~ **audit committee of the Board** or shareholders shall notify the Board in writing, issue a notice of convening an extraordinary **shareholders'** ~~general~~ meeting and file with ~~the local branch of the China Securities Regulatory Commission and~~ the stock exchange on which the Company's shares are listed, if they decide to convene the shareholders' ~~general~~ meeting on their own initiative. In addition to complying with the provisions of Article 22 of the Rules, the content of the notice shall also comply with the following provisions: (1) no new contents shall be added to the proposal, otherwise a request to convene a shareholders' ~~general~~ meeting shall be resubmitted in accordance with the procedures specified in the preceding two paragraphs, respectively; (2) the meeting venue shall be the domicile of the Company. The shareholder(s) convening the shareholders' ~~general~~ meeting must hold no less than 10% of shares in the Company immediately before the resolution of such meeting is announced. With regard to the shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~ **audit committee of the Board** 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 equity record date for the shareholders' ~~general~~ meeting.

Existing rules	Amended rules
Article 16 For the shareholders' general meeting convened by the Board of Supervisors or shareholders on their own initiative, reasonable expenses necessary for the meeting shall be assumed by the Company.	**Article 16** For the shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~ **audit committee of the Board** or shareholders on their own initiative, reasonable expenses necessary for the meeting shall be assumed by the Company.
Chapter 4 Proposals and Notices of General Meetings	**Chapter 4 Proposals and Notices of Shareholders' ~~General~~ Meetings**
Article 17 A proposal to a shareholders' general meeting shall meet the following conditions: (1) the contents of the proposal shall not contravene PRC laws, administrative regulations, regulatory requirements and the Articles of Association and shall fall within the Company's business scope and the scope of functions and powers of the shareholders' general meeting; (2) it shall contain specific subjects and concrete matters for approval; and (3) it shall be submitted or delivered in writing to the Board of Directors and the convenor of shareholders' general meeting. In addition to the above conditions, the proposal of electing directors and supervisors shall be accompanied by materials such as biographical details of the candidates for directors and supervisors.	**Article 17** A proposal to a shareholders' ~~general~~ meeting shall meet the following conditions: (1) the contents of the proposal shall not contravene ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association and shall fall within the Company's business scope and the scope of functions and powers of the shareholders' ~~general~~ meeting; (2) it shall contain specific subjects and concrete matters for approval; and (3) it shall be submitted or delivered in writing to the Board of Directors and the convenor of shareholders' ~~general~~ meeting. In addition to the above conditions, the proposal of electing directors ~~and supervisors~~ shall be accompanied by materials such as biographical details of the candidates for directors ~~and supervisors~~.
Article 18 The convenor shall review the proposals to the shareholders' general meeting pursuant to provisions of Article 17 of the Rules and with the best interests of the Company and its shareholders as the standard of conduct.	**Article 18** The convenor **of the shareholders' meeting** shall review the proposals to the shareholders' ~~general~~ meeting pursuant to provisions of Article 17 of the Rules and with the best interests of the Company and its shareholders as the standard of conduct.

Existing rules	Amended rules
Article 19 The list of candidates for directors or supervisors (except for the candidates for employee supervisors) shall be submitted for voting in the form of a proposal at a shareholders' general meeting.	**Article 19** The list of candidates for directors ~~or supervisors (except for the candidates for employee supervisors)~~ shall be submitted for voting in the form of a proposal at a shareholders' ~~general~~ meeting.
Shareholders who individually or jointly hold more than 3% of the Company's total voting shares, and the nomination and remuneration committee of the Board of Directors have the right to nominate candidates for non-independent directors.	Shareholders who individually or jointly hold more than 3% of the Company's total voting shares, and the nomination and remuneration committee of the Board of Directors have the right to nominate candidates for non-independent directors.
Shareholders who individually or jointly hold more than 1% of the Company's total voting shares, the nomination and remuneration committee of the Board of Directors, and the Board of Supervisors may nominate candidates for independent directors.	Shareholders who individually or jointly hold more than 1% of the Company's total voting shares~~,~~ **or** the nomination and remuneration committee of the Board of Directors~~, and the Board of Supervisors~~ may nominate candidates for independent directors.
Shareholders who individually or jointly hold more than 5% of the Company's total voting shares and the Board of Supervisors may nominate candidates for equity supervisors.	~~Shareholders who individually or jointly hold more than 5% of the Company's total voting shares and the Board of Supervisors may nominate candidates for equity supervisors.~~
Shareholders who individually or jointly hold more than 1% of the Company's total voting shares and the Board of Supervisors may nominate candidates for external supervisors.	~~Shareholders who individually or jointly hold more than 1% of the Company's total voting shares and the Board of Supervisors may nominate candidates for external supervisors.~~
Employee supervisors are nominated by the Board of Supervisors and labour union, and elected and dismissed by the employee representative meeting.	~~Employee supervisors are nominated by the Board of Supervisors and labour union, and elected and dismissed by the employee representative meeting.~~

Existing rules	Amended rules
Article 20 When the Company is to hold a shareholders' general meeting, the proposing shareholders, the Board, the Board of Supervisors and more than half of the total number of independent directors (at least two) shall be entitled to raise proposals in writing to the Company. The Company shall include in such meeting's agenda the matters in the proposals within the scope of functions and powers of the shareholders' general meeting. The proposing shareholders may raise interim proposals and submit the same to the convenor of the shareholders' general meeting 10 days prior to the date of the meeting. The convenor of the shareholders' general meeting shall within two days upon receiving such interim proposals give supplemental notice to the shareholders, and submit such interim proposals to the shareholders' general meeting for consideration. The content of such interim proposals shall be within the scope of approval of a shareholders' general meeting, and contains specific subjects and concrete matters for approval.	**Article 20** When the Company is to hold a shareholders' ~~general~~ meeting, the proposing shareholders, the Board, the ~~Board of Supervisors~~ **audit committee of the Board** and more than half of the total number of independent directors (at least two) shall be entitled to raise proposals in writing to the Company. The Company shall include in such meeting's agenda the matters in the proposals within the scope of functions and powers of the shareholders' ~~general~~ meeting. The proposing shareholders may raise interim proposals and submit the same to the convenor of the shareholders' ~~general~~ meeting 10 days prior to the date of the meeting. The convenor of the shareholders' ~~general~~ meeting shall within two days upon receiving such interim proposals give supplemental notice to the shareholders, and submit such interim proposals to the shareholders' ~~general~~ meeting for consideration. The content of such interim proposals shall be within the scope of approval of a shareholders' ~~general~~ meeting, and contains specific subjects and concrete matters for approval.

Existing rules	Amended rules
Article 21 Notice of an annual general meeting shall be given 20 days prior to the date of the meeting to notify all the shareholders to the effect that the matters to be considered at the meeting as well as the date and place of the meeting. Notice of an extraordinary general meeting shall be given 15 days prior to the date of the meeting to notify all the shareholders to the effect that the matters to be considered at the meeting as well as the date and place of the meeting. No votes shall be cast and no resolutions shall be made at the shareholders' general meeting in relation to proposals not stated in the notice or supplemental notice. When the Company convenes a general meeting, it shall notify the insurance regulatory authority at least three working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority shall be notified and the reasons shall be provided in a timely manner.	**Article 21** Notice of an annual **shareholders'** ~~general~~ meeting shall be given 20 days prior to the date of the meeting to notify all the shareholders to the effect that the matters to be considered at the meeting as well as the date and place of the meeting. Notice of an extraordinary **shareholders'** ~~general~~ meeting shall be given 15 days prior to the date of the meeting to notify all the shareholders to the effect that the matters to be considered at the meeting as well as the date and place of the meeting. No votes shall be cast and no resolutions shall be made at the shareholders' ~~general~~ meeting in relation to proposals not stated in the notice or supplemental notice. When the Company convenes a **shareholders'** ~~general~~ meeting, it shall notify the insurance regulatory authority at least three working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority shall be notified and the reasons shall be provided in a timely manner.

Existing rules	Amended rules
Article 22 A notice for the shareholders' general meeting shall be in writing and comply with the following requirements:	**Article 22** A notice for the shareholders' ~~general~~ meeting shall be in writing and comply with the following requirements:
(1) specify the place, date and time of the meeting;	(1) specify the place, date and time of the meeting;
(2) state the matters to be discussed and considered at the meeting and fully disclose contents of all the proposals. Proposed changes to any resolution passed at previous shareholders' general meeting shall be disclosed in full rather than disclosing the changes only;	(2) state the matters to be discussed and considered at the meeting and fully disclose contents of all the proposals. Proposed changes to any resolution passed at previous shareholders' ~~general~~ meeting shall be disclosed in full rather than disclosing the changes only;
(3) provide such information and explanations as are necessary for the shareholders to exercise an informed decision on the proposals before them, the principle of which including without limitation where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganise the share capital, or to restructure the Company in any other way, specific conditions and contracts of the proposed transaction in detail (if any) and a serious explanation of the cause and consequence of such proposal;	~~(3) provide such information and explanations as are necessary for the shareholders to exercise an informed decision on the proposals before them, the principle of which including without limitation where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganise the share capital, or to restructure the Company in any other way, specific conditions and contracts of the proposed transaction in detail (if any) and a serious explanation of the cause and consequence of such proposal;~~
(4) state in writing explicitly that shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more proxies to attend on his behalf and to vote thereat and the proxy or proxies need not be a shareholder;	~~(4)~~**(3)** state in writing explicitly that shareholders entitled to attend and vote at the meeting shall have the right to appoint one or more proxies to attend on his behalf and to vote thereat and the proxy or proxies need not be a shareholder;

Existing rules	Amended rules
(5) contain a disclosure of the nature and extent, if any, of the material interest of any director, supervisor or other senior management officer in the matters proposed and the effect of the proposed matters on them in their capacity as shareholders in so far as it is different from the effect on other shareholders of the same class; (6) contain the full text of any special resolution proposed to be moved at the meeting (7) specify the time and place for the delivery of the proxy form of the meeting; and (8) state the name and contact method of the regular contact person of the meeting.	~~(5) contain a disclosure of the nature and extent, if any, of the material interest of any director, supervisor or other senior management officer in the matters proposed and the effect of the proposed matters on them in their capacity as shareholders in so far as it is different from the effect on other shareholders of the same class;~~ ~~(6) contain the full text of any special resolution proposed to be moved at the meeting~~ ~~(7) specify the time and place for the delivery of the proxy form of the meeting; and~~ ~~(8)~~**(4)** state the name and contact method of the regular contact person of the meeting~~.~~**; and** **(5) state other contents required by laws, regulations, regulatory requirements and the securities regulatory authority and the stock exchange of the place where the Company's shares are listed.**
Article 23 Where the shareholders' general meeting intends to discuss the election of directors and supervisors, the notice of the shareholders' general meeting shall fully disclose the biography and basic information of the candidates for directors and supervisors, which shall include at least the following: (1) personal circumstances such as educational background, work experience and part-time jobs; (2) whether they have been subject to penalties by financial regulatory authorities.	**Article 23** Where the shareholders' ~~general~~ meeting intends to discuss the election of directors~~ and supervisors~~, the notice of the shareholders' ~~general~~ meeting shall fully disclose the biography and basic information of the candidates for directors~~ and supervisors~~, which shall include at least the following: (1) personal circumstances such as educational background, work experience and part-time jobs; (2) whether they have been subject to penalties by financial regulatory authorities.

Existing rules	Amended rules
Article 24 Notice of a shareholders' general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of members. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice, with a copy sent to the insurance regulatory authority. The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant shareholders' general meeting. For holders of overseas listed shares, subject to the compliance with applicable laws, regulations, regulatory requirements and relevant requirements of the securities regulatory authority or stock exchange at the place where the shares of the Company are listed, the notice of a shareholders' general meeting may be published on the websites of the Company and the Hong Kong Stock Exchange in place of personal delivery or prepaid mail to the holders of overseas listed shares.	**Article 24** ~~Notice of a shareholders' general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of members. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice, with a copy sent to the insurance regulatory authority.~~ ~~The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant shareholders' general meeting.~~ ~~For holders of overseas listed shares, subject to the compliance with applicable laws, regulations, regulatory requirements and relevant requirements of the securities regulatory authority or stock exchange at the place where the shares of the Company are listed, the notice of a shareholders' general meeting may be published on the websites of the Company and the Hong Kong Stock Exchange in place of personal delivery or prepaid mail to the holders of overseas listed shares.~~ **Unless otherwise provided by the Articles of Association, notice of a shareholders' meeting shall be served on shareholders (whether or not entitled to vote at the shareholders' meeting) in the manner stipulated in the Articles of Association or in such other manners as permitted by the securities regulatory authority and the stock exchange of the place where the Company's shares are listed.**

Existing rules	Amended rules
Article 25 If a notice of meeting is accidentally omitted to be sent to a shareholder who is entitled to receive such notice or if such shareholder has not received such notice of meeting, the meeting and any resolutions made therein shall not become void thereby.	**Article 25** If a notice of meeting is accidentally omitted to be sent to a shareholder who is entitled to receive such notice or if such shareholder has not received such notice of meeting, the meeting and any resolutions made therein shall not become void thereby.
Article 26 Without justified reasons, the shareholders' general meeting shall not be postponed or cancelled after a notice has been issued. Proposals in the notice of shareholders' general meeting shall not be cancelled. In case of any postponement or cancellation, the convenor shall make a public announcement and explain the reasons at least two business days prior to the original date of convening.	**Article 26** Without justified reasons, the shareholders' ~~general~~ meeting shall not be postponed or cancelled after a notice has been issued. Proposals **stated** in the notice of shareholders' ~~general~~ meeting shall not be cancelled. In case of any postponement or cancellation, the convenor shall make a public announcement and explain the reasons at least two business days prior to the original date of convening.
Chapter 5 The Convening of General Meetings	**Chapter 5 The Convening of Shareholders' ~~General~~ Meetings**
Article 27 There shall be a place for convening the shareholders' general meetings and the meetings may be held on-site. The shareholders' general meetings, when ensured to be legal and valid, may be held via video conference, conference call, Internet or by other means, for the purpose of providing convenience to shareholders attending such shareholders' general meetings. A shareholder who participates in a general meeting in the aforesaid manner shall be deemed to have been present at the meeting.	**Article 27** There shall be a place for convening the shareholders' ~~general~~ meetings and the meetings may be held on-site. The shareholders' ~~general~~ meetings, when ensured to be legal and valid, may be held via video conference, conference call, Internet or by other means, for the purpose of providing convenience to shareholders attending such shareholders' ~~general~~ meetings**, making speeches or voting electronically**. A shareholder who participates in a **shareholders'** ~~general~~ meeting in the aforesaid manner shall be deemed to have been present at the meeting.

Existing rules	Amended rules
Article 28 An individual shareholder may attend in person or delegate his/her proxies to attend a shareholder's general meeting. Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or more persons (who need not be shareholders) as his/her proxies to attend and vote on his/her behalf. Such proxy shall submit the proxy letter and may exercise the following rights within the scope of authorisation by the shareholder: (1) the shareholder's right to speak at the shareholders' general meeting; (2) the right to demand by himself or in conjunction with others to vote by poll; and (3) the right to vote by a show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.	**Article 28** An individual shareholder may attend in person or delegate his/her proxies to attend a shareholder's ~~general~~ meeting. Any shareholder entitled to attend and vote at a shareholders' ~~general~~ meeting shall have the right to appoint one or more persons (who need not be shareholders) as his/her proxies to attend and vote on his/her behalf. Such proxy shall submit the proxy letter and may exercise the following rights within the scope of authorisation by the shareholder: (1) the shareholder's right to speak at the shareholders' ~~general~~ meeting; (2) the right to demand by himself or in conjunction with others to vote by poll; and (3) the right to vote by a show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll. **Where a recognised clearing institution or its agent as permitted by the securities regulatory authority and the stock exchange of the place where the Company's shares are listed serves as a shareholder of the Company, it may entrust relevant personnel to attend shareholders' meetings and creditors' meetings. Such entrusted attendee shall enjoy the same rights as other shareholders, including the rights to speak and vote.**

Existing rules	Amended rules
Article 29 The proxy letter issued by a shareholder to entrust his/her proxy to attend a shareholders' general meeting shall be signed by the appointer or his/her proxies by written instruments. Where the appointer is a legal person, the instrument shall be sealed by the legal person or signed by its directors or duly appointed proxies.	**Article 29** The proxy letter issued by a shareholder to entrust his/her proxy to attend a shareholders' ~~general~~ meeting shall be signed by the appointer or his/her proxies by written instruments. Where the appointer is a legal person, the instrument shall be sealed by the legal person or signed by its directors or duly appointed proxies.
The proxy letter shall contain the following contents:	The proxy letter shall contain the following contents:
(1) name of the appointer or name of proxy;	(1) name of the appointer or name of proxy;
(2) number of shares held by proxy on behalf of the appointer;	(2) number of shares held by proxy on behalf of the appointer;
(3) proxy's voting right;	(3) proxy's voting right;
(4) instructions on each item to be discussed for each agenda of the shareholders' general meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution respectively;	(4) instructions on each item to be discussed for each agenda of the shareholders' ~~general~~ meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution respectively;
(5) instructions on which voting right shall be exercised if there is voting right on provisional resolutions to be incorporated into the agenda of the shareholders' general meeting;	(5) instructions on which voting right shall be exercised if there is voting right on provisional resolutions to be incorporated into the agenda of the shareholders' ~~general~~ meeting;
(6) issuing date of the proxy letter and its effective period; and	(6) issuing date of the proxy letter and its effective period; and
(7) signature (or seal) of the appointer.	(7) signature (or seal) of the appointer.
Any proxy letter or proxy form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote, or abstain from voting and enable the shareholders to give separate instructions on each matter to be voted during discussions at the meeting. The proxy letter shall specify that in the absence of instructions from the shareholder, the proxy may vote as he/she thinks fit.	Any proxy letter or proxy form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote, or abstain from voting and enable the shareholders to give separate instructions on each matter to be voted during discussions at the meeting. The proxy letter shall specify that in the absence of instructions from the shareholder, the proxy may vote as he/she thinks fit.

Existing rules	Amended rules
Article 30 The proxy letter appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting within 24 hours prior to the time for holding the meeting or before 24 hours prior to the designated time for the voting. If such proxy letter is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting. If the appointer is a legal person, its legal representative or any person authorised by the resolutions of the Board or other governing body shall attend the shareholders' general meeting of the Company as the appointer's representative.	**Article 30** ~~The proxy letter appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting within 24 hours prior to the time for holding the meeting or before 24 hours prior to the designated time for the voting.~~ If ~~such~~ **a** proxy letter is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. ~~The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.~~ If the appointer is a legal person, its legal representative or any person authorised by the resolutions of the Board or other governing body shall attend the shareholders' ~~general~~ meeting of the Company as the appointer's representative.
Article 32 When the Company is to hold a shareholders' general meeting, all directors, supervisors and senior management officers have the right to or be present at the meeting as non-voting delegates. If the general meeting requires directors, supervisors or senior management officers to be present at the meeting as non-voting delegates, the directors, supervisors and senior management officers shall be present and take inquiries from shareholders.	**Article 32** When the Company is to hold a shareholders' ~~general~~ meeting, ~~all~~ directors~~,~~ ~~supervisors~~ and senior management officers have the right to or be present at the meeting as non-voting delegates. If the **shareholders'** ~~general~~ meeting requires directors~~, supervisors~~ or senior management officers to be present at the meeting as non-voting delegates, the directors~~,~~ ~~supervisors~~ and senior management officers shall be present and take inquiries from shareholders.
Article 33 The Company is responsible for the registration of attendance at shareholders' general meetings.	**Article 33** The Company is responsible for the registration of attendance at shareholders' ~~general~~ meetings.

Existing rules	Amended rules
Article 34 The Board of Directors shall convene and the chairman of the Board of Directors shall preside over the shareholders' general meetings. If the chairman fails or is unable to preside over the meeting, the vice chairman of the Board of Directors shall preside. If the vice chairman of the Board of Directors is unable or fails to preside, the shareholders' general meeting shall be presided over by a director nominated by more than half of the directors. If the Board of Directors fails to nominate a chairman of the meeting, more than half of the shareholders present at the meeting may elect one person to preside over the meeting. If, for any reason, the shareholders are unable to elect a chairman, the shareholder (including proxies) holding the largest number of voting shares attending the meeting shall preside over the meeting. The shareholders' general meeting convened by the Board of Supervisors on its own initiative shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors fails or is unable to preside, the shareholders' general meeting shall be presided over by a supervisor nominated by more than half of the supervisors.	**Article 34** The Board of Directors shall convene and the chairman of the Board of Directors shall preside over the shareholders' ~~general~~ meetings. If the chairman fails or is unable to preside over the meeting, the vice chairman of the Board of Directors shall preside. If the vice chairman of the Board of Directors is unable or fails to preside, the shareholders' ~~general~~ meeting shall be presided over by a director nominated by more than half of the directors. If the Board of Directors fails to nominate a chairman of the meeting, more than half of the shareholders present at the meeting may elect one person to preside over the meeting. If, for any reason, the shareholders are unable to elect a chairman, the shareholder (including proxies) holding the largest number of voting shares attending the meeting shall preside over the meeting. The shareholders' ~~general~~ meeting convened by the ~~Board of Supervisors~~ **audit committee of the Board** on its own initiative shall be presided over by the chairman of the ~~Board of Supervisors~~ **audit committee of the Board**. If the chairman of the ~~Board of Supervisors~~ **audit committee of the Board** fails or is unable to preside, the shareholders' ~~general~~ meeting shall be presided over by a ~~supervisor~~ **member of the audit committee** nominated by more than half of the ~~supervisors~~ **members of the audit committee**.

Existing rules	Amended rules
The shareholders' general meeting convened by shareholders on their own initiative shall be presided over by the representative nominated by the convenor. If no chairman of the meeting can be nominated by the convenor, the shareholder (including proxies) holding the largest number of voting shares attending the meeting shall preside over the meeting. If the chairman of the shareholders' general meeting breaches the Rules, which makes it unable to proceed the shareholders' general meeting, subject to consents of more than half of shareholders with voting rights attending the shareholders' general meeting, the shareholders' general meeting may nominate a person to act as the chairman of the meeting and such meeting may continue.	The shareholders' ~~general~~ meeting convened by shareholders on their own initiative shall be presided over by the representative nominated by the ~~convenor~~ **convening shareholder**. If no chairman of the meeting can be nominated by the ~~convenor~~ **convening shareholder**, the shareholder (including proxies) holding the largest number of voting shares attending the meeting shall preside over the meeting. If the chairman of the shareholders' ~~general~~ meeting breaches the Rules, which makes it unable to proceed the shareholders' ~~general~~ meeting, subject to consents of more than half of shareholders with voting rights attending the shareholders' ~~general~~ meeting, the shareholders' ~~general~~ meeting may nominate a person to act as the chairman of the meeting and such meeting may continue.
Article 36 The chairman of the meeting shall declare the commencement of the meeting at the scheduled time. In any of the following circumstances, the meeting may be declared open later than the time scheduled: (1) when any venue equipment is out of order in such a way that the meeting cannot proceed as usual; (2) when any matters of material importance take place that prevents the proceeding of the meeting.	**Article 36** The chairman of the meeting shall declare the commencement of the meeting at the scheduled time. In any of the following circumstances, the meeting may be declared open later than the time scheduled: (1) when any venue equipment is out of order in such a way that the meeting cannot proceed as usual; (2) when any matters of material importance take place that prevents the proceeding of the meeting.

Existing rules	Amended rules
Article 37 After the chairman of the meeting announces that the meeting has officially begun, he or she shall first announce that the number of shareholders attending the meeting and the number of shares represented meet the statutory requirements, then announce the agenda of the meeting as stated in the notice, and subsequently submit each proposal separately for deliberation. If the Board of Directors decides not to include a proposal from a shareholder, the Board of Supervisors or an independent director in the agenda of the shareholders' general meeting, it shall make clarifications and explanations at that shareholders' general meeting.	**Article 37** After the chairman of the meeting announces that the meeting has officially begun, he or she shall first announce that the number of shareholders attending the meeting and the number of shares represented meet the statutory requirements, then announce the agenda of the meeting as stated in the notice, and subsequently submit each proposal separately for deliberation. If the Board of Directors decides not to include a proposal from a shareholder, the ~~Board of Supervisors~~ **audit committee of the Board** or an independent director in the agenda of the shareholders' ~~general~~ meeting, it shall make clarifications and explanations at that shareholders' ~~general~~ meeting.
Article 38 At the annual general meeting, the Board of Directors and the Board of Supervisors shall report to the shareholders' general meeting on their work over the past year. Each independent director shall also make a report on his or her performance.	**Article 38** At the annual **shareholders'** ~~general~~ meeting, the Board of Directors ~~and the Board of Supervisors~~ shall report to the shareholders' ~~general~~ meeting on **its** ~~their~~ work over the past year. Each independent director shall also make a report on his or her performance.
Article 39 Directors, supervisors, president and other senior management officers shall make clarifications and explanations on the inquiries and recommendations raised by shareholders at the general meetings, except those relating to the Company's trade secrets.	**Article 39** Directors, ~~supervisors,~~ president and other senior management officers shall make clarifications and explanations on the inquiries and recommendations raised by shareholders at the **shareholders'** ~~general~~ meetings, except those relating to the Company's trade secrets.

Existing rules	Amended rules
Article 40 After the chairman of the meeting has finished reading out the agenda, he or she shall begin reading out the proposals or delegate another person to read them out, and, where necessary, make explanations on the proposals in accordance with the following requirements: (1) if it is proposed by the Board of Directors, the chairman of the Board of Directors or another person appointed by the chairman of the Board of Directors shall make explanations on the proposal; (2) if it is proposed by the Board of Supervisors, the chairman of the Board of Supervisors or another person appointed by the chairman of the Board of Supervisors shall make explanations on the proposal; and (3) if it is proposed by a shareholder individually or jointly holding more than 3% of the total voting shares of the Company, the proposer or its legal representative or a legal and valid proxy shall make explanations on the proposal.	**Article 40** After the chairman of the meeting has finished reading out the agenda, he or she shall begin reading out the proposals or delegate another person to read them out, and, where necessary, make explanations on the proposals in accordance with the following requirements: (1) if it is proposed by the Board of Directors, the chairman of the Board of Directors or another person appointed by the chairman of the Board of Directors shall make explanations on the proposal; (2) if it is proposed by the ~~Board of Supervisors~~ **audit committee of the Board**, the chairman of the ~~Board of Supervisors~~ **audit committee of the Board** or another person appointed by the ~~chairman of the Board of Supervisors~~ **chairman of the audit committee of the Board** shall make explanations on the proposal; and (3) if it is proposed by a shareholder individually or jointly holding more than ~~3~~**1**% of the total voting shares **in issue** of the Company, the proposer or its legal representative or a legal and valid proxy shall make explanations on the proposal.
Article 41 Proposals included in the agenda of the shareholders' general meeting shall be considered before voting, and the shareholders' general meeting shall allow reasonable time for discussion on each proposal. The chairman of the meeting shall verbally ask the shareholders in attendance whether the consideration has been completed, and the consideration shall be deemed completed if the shareholders in attendance have no objection.	**Article 41** Proposals included in the agenda of the shareholders' ~~general~~ meeting shall be considered before voting, and the shareholders' ~~general~~ meeting shall allow reasonable time for discussion on each proposal. The chairman of the meeting shall verbally ask the shareholders in attendance whether the consideration has been completed, and the consideration shall be deemed completed if the shareholders in attendance have no objection.

Existing rules	Amended rules
Article 42 The chairman of the meeting shall ensure that the shareholders' general meeting continues until a final resolution is reached. If the shareholders' general meeting is suspended or unable to reach a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the shareholders' general meeting as soon as possible or to terminate the shareholders' general meeting directly.	**Article 42** The chairman of the meeting shall ensure that the shareholders' ~~general~~ meeting continues until a final resolution is reached. If the shareholders' ~~general~~ meeting is suspended or unable to reach a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the shareholders' ~~general~~ meeting as soon as possible or to terminate the shareholders' ~~general~~ meeting directly.
Article 43 The Company shall engage lawyers to attend shareholders' general meetings to advise on the following issues and make an announcement: (1) whether the procedures relating to the convening and the holding of such meeting comply with laws, administrative regulations and the Articles of Association; (2) the legality and validity of the qualifications of the attendees and the convenor of the meeting; (3) the legality and validity of the voting procedures and voting results; and (4) legal opinions issued on other related matters as requested by the Company.	**Article 43** The Company shall engage lawyers to attend shareholders' ~~general~~ meetings to advise on the following issues and make an announcement: (1) whether the procedures relating to the convening and the holding of such meeting comply with laws, administrative regulations and the Articles of Association; (2) the legality and validity of the qualifications of the attendees and the convenor of the meeting; (3) the legality and validity of the voting procedures and voting results; and (4) legal opinions issued on other related matters as requested by the Company.
Chapter 6 Voting and Resolutions of the General Meeting	**Chapter 6 Voting and Resolutions of the Shareholders' ~~General~~ Meeting**
Article 45 Except where a shareholders' general meeting is suspended or unable to reach a resolution due to special reasons such as force majeure, the shareholders' general meeting shall vote on all proposal listed on the agenda one by one.	**Article 45** Except where a shareholders' ~~general~~ meeting is suspended or unable to reach a resolution due to special reasons such as force majeure, the shareholders' ~~general~~ meeting shall vote on all proposal listed on the agenda one by one.

Existing rules	Amended rules
Article 46 Any vote of the 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 by a show of hands. The abovementioned procedural and administrative matters include: (1) matters not included in the agenda of the shareholders' general meeting or any supplementary circular to shareholders and (2) matters involving the chairman's duty to maintain the meeting in order and/or to allow the affairs of the meeting to be handled more properly and efficiently, while ensuring that all shareholders have a reasonable opportunity to express their opinions.	**Article 46** ~~Any vote of the 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 by a show of hands. The abovementioned procedural and administrative matters include: (1) matters not included in the agenda of the shareholders' general meeting or any supplementary circular to shareholders and (2) matters involving the chairman's duty to maintain the meeting in order and/or to allow the affairs of the meeting to be handled more properly and efficiently, while ensuring that all shareholders have a reasonable opportunity to express their opinions.~~ **Voting by poll shall be adopted at shareholders' meetings of the Company, except where a show of hands shall be adopted for procedural matters as decided by the chairman of the meeting.**
Article 47 If the matter demanded to be voted upon by poll is the election of the chairman of the meeting or the adjournment of the meeting, a poll shall be taken forthwith. A poll demanded on any other matter shall be taken at such time as the chairman of the meeting directs and the meeting may proceed with the discussion of such matters; the results of the poll shall still be regarded as a resolution passed at that meeting.	~~**Article 47** If the matter demanded to be voted upon by poll is the election of the chairman of the meeting or the adjournment of the meeting, a poll shall be taken forthwith. A poll demanded on any other matter shall be taken at such time as the chairman of the meeting directs and the meeting may proceed with the discussion of such matters; the results of the poll shall still be regarded as a resolution passed at that meeting.~~

Existing rules	Amended rules
Article 48 On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in favour, abstention or objection. Any vote that is not filled in, wrongly filled in, illegible or not cast shall be deemed as the voter giving up his/her voting rights. The voting results represented by his/her shares shall be treated as "abstention".	~~**Article 48**~~**Article 47** On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in favour, abstention or objection. Any vote that is not filled in, wrongly filled in, illegible or not cast shall be deemed as the voter giving up his/her voting rights. The voting results represented by his/her shares shall be treated as "abstention".
Article 49 No amendment shall be made to a proposal when it is considered at shareholders' general meeting. Otherwise, an amended proposal shall be treated as a new proposal and shall not be voted at the same shareholders' general meeting.	~~**Article 49**~~**Article 48** No amendment shall be made to a proposal when it is considered at shareholders' ~~general~~ meeting. Otherwise, an amended proposal shall be treated as a new proposal and shall not be voted at the same shareholders' ~~general~~ meeting.
Article 50 When a shareholders' general meeting considers the proposals for the election of directors or supervisors, it is required to vote one by one in respect of each candidate for director or supervisor.	~~**Article 50**~~**Article 49** When a shareholders' ~~general~~ meeting considers the proposals for the election of directors~~ or supervisors~~, it is required to vote one by one in respect of ~~each~~ candidate**s** for director**s**~~ or supervisor~~.
Article 51 Before voting on a proposal at a shareholders' general meeting, two directors and one supervisor shall be elected to participate in vote counting and scrutinizing, and the vote counter shall announce the results of the vote on the spot. The results of the vote on the resolution shall be recorded in the minutes of the meeting.	~~**Article 51**~~**Article 50** Before voting on a proposal at a shareholders' ~~general~~ meeting, ~~two directors and one supervisor~~ **a vote counter and a scrutineer** shall be elected~~ to participate in vote counting and scrutinizing~~, **and the vote counter shall, in principle, be served by a director.** ~~and t~~**T**he vote counter shall announce the results of the vote on the spot. The results of the vote on the resolution shall be recorded in the minutes of the meeting.

Existing rules	Amended rules
Article 52 Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution to be adopted at the shareholders' general meeting shall be passed by votes representing more than one-half of the voting rights held by the shareholders (including proxies) present at the meeting. A special resolution to be adopted at the shareholders' general meeting shall be passed by votes representing two-thirds or more of the voting rights held by the shareholders (including proxies) present at the meeting.	~~**Article 52**~~**Article 51** Resolutions of shareholders' ~~general~~ meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution to be adopted at the shareholders' ~~general~~ meeting shall be passed by votes representing more than one-half of the voting rights held by the shareholders (including proxies) present at the meeting. A special resolution to be adopted at the shareholders' ~~general~~ meeting shall be passed by votes representing two-thirds or more of the voting rights held by the shareholders (including proxies) present at the meeting.
Article 53 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, replacement or removal of the directors (except the removal of independent directors) and supervisors who are not representative of the employees of the Company and determination of the remuneration of the relevant directors and supervisors; (3) reports of the Board and the Board of Supervisors; (4) annual financial budgets and final accounts of the Company; (5) the profit distribution plans and plans for loss recovery of the Company;	~~**Article 53**~~**Article 52** 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)~~**(1)** the election, replacement or removal of the directors (except the removal of independent directors) ~~and supervisors who are not representative of the employees of the Company~~ and determination of the remuneration of the relevant directors ~~and supervisors~~; ~~(3)~~**(2)** reports of the Board ~~and the Board of Supervisors~~; ~~(4)~~**(3)** annual financial budgets and final accounts of the Company; ~~(5)~~**(4)** the profit distribution plans and plans for loss recovery of the Company;

Existing rules	Amended rules
(6) appointment, dismissal or non-reappointment of accounting firms that conduct regular statutory audit of the Company's financial reports; (7) related-party transactions to be considered and approved at a shareholders' general meeting as required by laws, regulations, regulatory requirements, the provisions of the securities regulatory authority or stock exchange of the place where the shares of the Company are listed; and (8) matters other than those required by laws, regulations, regulatory requirements and by the Articles of Association to be adopted by a special resolution.	~~(6)~~**(5)** appointment, **reappointment,** dismissal or non-reappointment of accounting firms that conduct regular statutory audit of the Company's financial **and accounting** reports; ~~(7)~~**(6)** related-party transactions to be considered and approved at a shareholders' ~~general~~ meeting as required by laws, **administrative** regulations, regulatory requirements~~,~~ **and** the provisions of the securities regulatory authority or stock exchange of the place where the shares of the Company are listed; and ~~(8)~~**(7)** matters other than those required by laws, **administrative** regulations, regulatory requirements and by the Articles of Association to be adopted by a special resolution.
Article 54 The following matters shall be resolved by a special resolution at a shareholders' general meeting: (1) the increase or decrease in the Company's registered capital; (2) the issue of bonds, shares, warrants or other marketable securities and listing of the Company; (3) the repurchase of the Company's shares; (4) the merger, division, dissolution, liquidation and change in the form of the Company; (5) the amendments to the Articles of Association;	~~**Article 54**~~**Article 53** The following matters shall be resolved by a special resolution at a shareholders' ~~general~~ meeting: (1) the increase or decrease in the Company's registered capital; (2) the issue of bonds, shares, warrants or other marketable securities and listing of the Company; (3) the repurchase of the Company's shares; (4) the merger, division, dissolution, liquidation and change in the form of the Company; (5) the amendments to the Articles of Association;

Existing rules	Amended rules
(6) the formulation of and amendments to the rules of procedures of the general meeting, the Board of Directors and the Board of Supervisors;	(6) the formulation of and amendments to the rules of procedures of the **shareholders'** ~~general~~ meeting~~,~~ **and** the Board of Directors ~~and the Board of Supervisors~~;
(7) removal of the independent directors;	(7) removal of the independent directors;
(8) the Company's matters such as establishment of legal entities, significant external investment, major asset acquisition, disposal and write-off of substantial assets, major external donations and major asset mortgage (the identification standards are provided in the second paragraph of Article 69 in the Articles of Association);	(8) the Company's matters such as establishment of legal entities, significant external investment, major asset acquisition, disposal and write-off of substantial assets, major external donations and major asset mortgage (the identification standards are provided ~~in the second paragraph of Article 69~~ in the Articles of Association);
(9) share incentive scheme; and	(9) ~~share incentive scheme; and~~
(10) other matters required by the PRC laws, administrative regulations, regulatory requirements, the provisions of the Articles of Association or decided by the shareholders' general meeting, by way of an ordinary resolution, which may have a material impact on the Company and should be adopted by a special resolution.	~~(10)~~ other matters required by the ~~PRC~~ laws, administrative regulations, regulatory requirements, the provisions of the Articles of Association or decided by the shareholders' ~~general~~ meeting, by way of an ordinary resolution, which may have a material impact on the Company and should be adopted by a special resolution.
Article 55 A shareholder with an affiliated relation to the matter to be considered at the shareholders' general meeting shall abstain from voting, and the voting shares held by such shareholder shall not be counted toward the total number of voting shares present at the shareholders' general meeting. When any shareholder is unable to participate in the voting on any specific resolution in accordance with the requirements or restrictions of relevant PRC laws, administrative regulations, regulatory requirements or the Articles of Association, the voting shares held by such shareholder shall not be counted toward the total number of voting shares present at the shareholders' general meeting.	~~**Article 55**~~**Article 54** A shareholder with an affiliated relation to the matter to be considered at the shareholders' ~~general~~ meeting shall abstain from voting, and the voting shares held by such shareholder shall not be counted toward the total number of voting shares present at the shareholders' ~~general~~ meeting. When any shareholder is unable to participate in the voting on any specific resolution in accordance with the requirements or restrictions of relevant ~~PRC~~ laws, administrative regulations, regulatory requirements or the Articles of Association, the voting shares held by such shareholder shall not be counted toward the total number of voting shares present at the shareholders' ~~general~~ meeting.

Existing rules	Amended rules
Article 56 If the chairman of the meeting has any doubt as to the voting result, he may have the number of votes recounted. If no counting is made by the chairman of the meeting, any shareholder or his proxy present in the meeting who objects to the resolution result announced by the chairman of the meeting shall have the right to immediately demand that the votes be counted, and the chairman of the meeting shall forthwith have the votes counted. If a counting of votes is conducted at a shareholder's general meeting, the counting result shall be recorded in the minutes of the meeting.	~~**Article 56**~~**Article 55** If the chairman of the meeting has any doubt as to the voting result, he may have the number of votes recounted. If no counting is made by the chairman of the meeting, any shareholder or his proxy present in the meeting who objects to the resolution result announced by the chairman of the meeting shall have the right to immediately demand that the votes be counted, and the chairman of the meeting shall forthwith have the votes counted. If a counting of votes is conducted at a shareholder's ~~general~~ meeting, the counting result shall be recorded in the minutes of the meeting.
Article 57 The chairman of the meeting shall announce the resolutions of the shareholders' general meeting in accordance with the Articles of Association, the Rules and the voting results of the meeting at the meeting site, and shall record them in the minutes of the meeting. The Company shall report the resolutions to the insurance regulatory authority within 30 days after such resolutions are made at the shareholders' general meeting.	~~**Article 57**~~**Article 56** The chairman of the meeting shall announce the resolutions of the shareholders' ~~general~~ meeting in accordance with the Articles of Association, the Rules and the voting results of the meeting at the meeting site, and shall record them in the minutes of the meeting. The Company shall report the resolutions to the insurance regulatory authority within 30 days after such resolutions are made at the shareholders' ~~general~~ meeting.
Chapter 7 Minutes of General Meetings	**Chapter 7 Minutes of Shareholders' ~~General~~ Meetings**
Article 58 Minutes of shareholders' general meetings shall be recorded. The minutes shall contain the following items: (1) the number of voting shares held by shareholders (including proxies) present at the shareholders' general meeting and the proportion to the total number of shares of the Company;	~~**Article 58**~~**Article 57** Minutes of shareholders' ~~general~~ meetings shall be recorded. The minutes shall contain the following items: ~~(1) the number of voting shares held by shareholders (including proxies) present at the shareholders' general meeting and the proportion to the total number of shares of the Company;~~

Existing rules	Amended rules
(2) the time, place, method and agenda of the meeting, and the name of the convenor;	~~(2) the time, place, method and agenda of the meeting, and the name of the convenor;~~
(3) the names of the chairman of the meeting, the recording officer, and the directors, supervisors, president, and other senior management officers attending or present at the meeting;	~~(3) the names of the chairman of the meeting, the recording officer, and the directors, supervisors, president, and other senior management officers attending or present at the meeting;~~
(4) the key points made by each speaker on matters under consideration;	~~(4) the key points made by each speaker on matters under consideration;~~
(5) the total number of shares which, as required by the securities regulatory authority and the stock exchange where the Company's shares are listed, shall abstain from voting for and/or abstain from voting on individual proposals (if any);	~~(5) the total number of shares which, as required by the securities regulatory authority and the stock exchange where the Company's shares are listed, shall abstain from voting for and/or abstain from voting on individual proposals (if any);~~
(6) the process of consideration and the voting result in respect of each proposal;	~~(6) the process of consideration and the voting result in respect of each proposal;~~
(7) queries or recommendations from shareholders, and the corresponding response or explanations;	~~(7) queries or recommendations from shareholders, and the corresponding response or explanations;~~
(8) names of counting officers and scrutineers; and	~~(8) names of counting officers and scrutineers; and~~
(9) such other matters which shall be recorded in the meeting minutes in accordance with the provisions of laws, administrative regulations, regulatory requirements and the Articles of Association.	~~(9) such other matters which shall be recorded in the meeting minutes in accordance with the provisions of laws, administrative regulations, regulatory requirements and the Articles of Association.~~

Existing rules	Amended rules
	(1) the time, place and agenda of the meeting, and the name of the convenor; **(2) the name of the chairman of the meeting, and the names of the directors, president, and other senior management officers attending or present at the meeting;** **(3) the number of shareholders and their proxies attending the meeting, the total number of voting shares they held and the proportion to the total number of shares of the Company;** **(4) the total number of shares which, as required by the securities regulatory authority and the stock exchange where the Company's shares are listed, shall abstain from voting for and/or abstain from voting on individual proposals (if any);** **(5) the process of consideration, key points of speeches made, and the voting result in respect of each proposal;** **(6) queries or recommendations from shareholders, and the corresponding response or explanations;** **(7) names of counting officers and scrutineers; and** **(8) such other matters which shall be recorded in the meeting minutes in accordance with the provisions of laws, administrative regulations, regulatory requirements and the Articles of Association.**

Existing rules	Amended rules
Article 59 Minutes of shareholders' general meetings shall be responsible by the Board secretary. Minutes of shareholders' general meetings shall be signed by the chairman of the meeting, attending directors and the recording officer. The meeting may also be recorded in audio and visual formats. The minutes (including audio and visual materials) shall be kept together with the shareholders' attendance register and the proxy forms as corporate documents by the Board secretary at the Company's domicile in a manner in line with the Company's file management system. Minutes of meetings shall be kept permanently. The Company shall report to the insurance regulatory authority regarding the meeting minutes within 30 days after the passing of resolutions at the shareholders' general meeting.	~~**Article 59**~~**Article 58** Minutes of shareholders' ~~general~~ meetings shall be responsible by the Board secretary. Minutes of shareholders' ~~general~~ meetings shall be signed by the chairman of the meeting, attending directors and the recording officer. The meeting may also be recorded in audio and visual formats. The minutes (including audio and visual materials) shall be kept together with the shareholders' attendance register and the proxy forms as corporate documents by the Board secretary at the Company's domicile in a manner in line with the Company's file management system. Minutes of meetings shall be kept permanently. The Company shall report to the insurance regulatory authority regarding the meeting minutes within 30 days after the passing of resolutions at the shareholders' ~~general~~ meeting.
Article 60 Copies of the minutes of shareholders' general meetings shall be available for inspection by shareholders free of charge during business hours of the Company. If a shareholder requests a copy of minutes of shareholders' general meetings from the Company, the Company shall send a copy of such minutes to him/her within seven days after receipt of a reasonable fee.	~~**Article 60** Copies of the minutes of shareholders' general meetings shall be available for inspection by shareholders free of charge during business hours of the Company. If a shareholder requests a copy of minutes of shareholders' general meetings from the Company, the Company shall send a copy of such minutes to him/her within seven days after receipt of a reasonable fee.~~
Chapter 8 Special Procedures for Voting by Class Shareholders	**Chapter 8 Special Procedures for Voting by Class Shareholders**
Article 61 Where the Company intends to change or abrogate the rights conferred on any class of shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution of the shareholders' general meeting and by holders of that affected class of shares at a separate meeting conducted in accordance with Articles 63-66.	~~**Article 61**~~**Article 59** Where the Company intends to change or abrogate the rights conferred on any class of shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution of the shareholders' ~~general~~ meeting and by holders of that affected class of shares at a separate meeting conducted in accordance with Articles 6~~3~~**1**-6~~6~~**4**.

Existing rules	Amended rules
Article 62 The following circumstances shall be deemed to be variation or abrogation of the rights of a class of shareholders:	~~**Article 62**~~ **Article 60** The following circumstances shall be deemed to be variation or abrogation of the rights of a class of shareholders:
(1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of class having voting or distribution rights or privileges equal to or more than those of shares of such class;	(1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of class having voting or distribution rights or privileges equal to or more than those of shares of such class;
(2) to effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;	(2) to effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;
(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class;	(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class;
(4) to reduce or remove a dividend preference or a liquidation preference, during the process of the Company's liquidation, attached to shares of such class;	(4) to reduce or remove a dividend preference or a liquidation preference, during the process of the Company's liquidation, attached to shares of such class;
(5) to add, remove or reduce conversion rights, options, voting rights, rights of transfer or preemptive rights, or rights to acquire securities of the Company attached to shares of such class;	(5) to add, remove or reduce conversion rights, options, voting rights, rights of transfer or preemptive rights, or rights to acquire securities of the Company attached to shares of such class;

Existing rules	Amended rules
(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;	(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;
(7) to create a new class of shares having voting or distribution right or privileges equal to or more than those of the shares of such class;	(7) to create a new class of shares having voting or distribution right or privileges equal to or more than those of the shares of such class;
(8) to restrict the transfer or ownership of the shares of such class or add such restriction;	(8) to restrict the transfer or ownership of the shares of such class or add such restriction;
(9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class;	(9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class;
(10) to increase the rights and privileges of shares of another class;	(10) to increase the rights and privileges of shares of another class;
(11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of responsibilities in such restructuring; or	(11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of responsibilities in such restructuring; or
(12) to revise or abrogate provisions in the Articles of Association.	(12) to revise or abrogate provisions in the Articles of Association.

Existing rules	Amended rules
Article 63 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs 2 to 8, 11 and 12 of Article 62, but interested shareholder(s) shall not be entitled to vote at class meetings.	~~**Article 63**~~**Article 61** Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' ~~general~~ meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs 2 to 8, 11 and 12 of Article 6~~2~~**0**, but interested shareholder(s) shall not be entitled to vote at class meetings.
The term "interested shareholder" mentioned above means:	The term "interested shareholder" mentioned above means:
(1) in the case of a repurchase of shares by making offers to all shareholders by the same proportion pursuant to Article 31 of the Articles of Association or public dealing on a stock exchange, a controlling shareholder within the meaning of the Articles of Association;	(1) in the case of a repurchase of shares by making offers to all shareholders by the same proportion ~~pursuant to Article 31 of the Articles of Association~~ or public dealing on a stock exchange, a controlling shareholder within the meaning of the Articles of Association;
(2) in the case of a repurchase of shares by an off-market agreement under Article 31 of the Articles of Association, a shareholder to whom the proposed agreement is related; and	(2) in the case of a repurchase of shares by an off-market agreement ~~under Article 31 of the Articles of Association~~, a shareholder to whom the proposed agreement is related; and
(3) in the case of a restructure of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from the interest of the other shareholders of that class.	(3) in the case of a restructure of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from the interest of the other shareholders of that class.

Existing rules	Amended rules
Article 64 When the Company is to hold a class meeting, it shall notify all the registered shareholders of that class to the effect that the matters to be considered at the class meeting as well as the date and place of the meeting within the notice period of convening the meeting in accordance with the Articles of Association. Resolutions of a class meeting shall be passed by votes representing two-thirds or more of the voting rights of shareholders of that class represented at the relevant meeting who are entitled to vote at class meetings according to Article 114 of the Articles of Association.	~~**Article 64**~~**Article 62** When the Company is to hold a class meeting, it shall notify all the registered shareholders of that class to the effect that the matters to be considered at the class meeting as well as the date and place of the meeting within the notice period of convening the **shareholders'** meeting in accordance with the Articles of Association. Resolutions of a class meeting shall be passed by votes representing two-thirds or more of the voting rights of shareholders of that class represented at the relevant meeting who are entitled to vote at class meetings according to Article ~~114~~**95** of the Articles of Association.
Article 65 Notice of class meetings need only be served on shareholders entitled to vote thereat. Meeting of any class of shareholders shall be conducted in a manner as similar as possible to that of shareholders' general meeting. The provisions of the Articles of Association relating to the manner of conducting any shareholders' general meeting shall apply to any meeting of a class of shareholders.	~~**Article 65**~~**Article 63** Notice of class meetings need only be served on shareholders entitled to vote thereat. Meeting of any class of shareholders shall be conducted in a manner as similar as possible to that of shareholders' ~~general~~ meeting. The provisions of the Articles of Association relating to the manner of conducting any shareholders' ~~general~~ meeting shall apply to any meeting of a class of shareholders.

Existing rules	Amended rules
Article 66 Other than shareholders of other separate classes, holders of domestic shares and overseas listed shares are considered as shareholders of different classes. The special procedures for voting at a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by a special resolution at the shareholders' general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing domestic shares and overseas listed shares; (2) where the Company's plan to issue domestic shares and overseas listed shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority of the State Council; or (3) where, pursuant to the PRC laws, administrative regulations and regulatory requirements, shareholders of un-listed shares of the Company trade their shares on an overseas stock exchange.	~~**Article 66**~~**Article 64** Other than shareholders of other separate classes, holders of domestic shares and overseas listed shares are considered as shareholders of different classes. The special procedures for voting at a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by a special resolution at the shareholders' ~~general~~ meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing domestic shares and overseas listed shares; (2) where the Company's plan to issue domestic shares and overseas listed shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority of the State Council; or (3) where, pursuant to the ~~PRC~~ laws, administrative regulations and regulatory requirements, shareholders of un-listed shares of the Company trade their shares on an overseas stock exchange.
Chapter 9 Implementation of Resolutions of General Meetings	**Chapter 9 Implementation of Resolutions of Shareholders' ~~General~~ Meetings**
Article 67 Resolutions of shareholders' general meetings shall be implemented by the persons in charge determined in accordance with the content of the resolutions and the division of responsibilities.	~~**Article 67**~~**Article 65** Resolutions of shareholders' ~~general~~ meetings shall be implemented by the persons in charge determined in accordance with the content of the resolutions and the division of responsibilities.

Existing rules	Amended rules
Article 68 Where a proposal on election of directors or supervisors is passed at the shareholders' general meeting, the new directors and supervisors shall take office in accordance with the provisions of the Articles of Association.	~~**Article 68**~~**Article 66** Where a proposal on election of directors~~ or supervisors~~ is **considered and** passed at the shareholders' ~~general~~ meeting, the new directors ~~and supervisors~~ shall take office in accordance with the provisions of the Articles of Association.
Article 69 A resolution passed at the Company's shareholders' general meeting shall be invalid if it violates the PRC laws or administrative regulations. If the procedures for convening, or the method of voting at, a shareholders' general meeting violate the PRC laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders may submit a petition to the People's Court to rescind such resolution within 60 days from the date on which such resolution is made. Where shareholders initiate legal proceedings in accordance with the provisions of the preceding paragraph, the Company may submit a petition to the People's Court requesting shareholders to provide the guarantee accordingly. Where the Company has completed procedures for registration of change pursuant to the resolutions of shareholders' general meeting which are declared by the People's Court as invalid or ordered to be rescinded, the Company shall apply to the registration authority for withdrawal of such registration of change.	~~**Article 69**~~**Article 67** A resolution passed at the Company's shareholders' ~~general~~ meeting shall be invalid if it violates the ~~PRC~~ laws or administrative regulations. If the procedures for convening, or the method of voting at, a shareholders' ~~general~~ meeting violate the ~~PRC~~ laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders may submit a petition to the People's Court to rescind such resolution within 60 days from the date on which such resolution is made. **However, this does not apply if the procedures for convening the shareholders' meeting or the voting methods only have minor defects that do not substantially affect the resolution.** Where shareholders initiate legal proceedings in accordance with the provisions of the preceding paragraph, the Company may submit a petition to the People's Court requesting shareholders to provide the guarantee accordingly. Where~~ the Company has completed procedures for registration of change pursuant to~~ the resolutions of shareholders' ~~general~~ meeting ~~which~~ **of the Company** are declared by the People's Court as invalid~~ or~~, ordered to be rescinded **or confirmed to be ineffective**, the Company shall apply to the registration authority for withdrawal of such registration of change **that has been processed based on the resolution**.

Existing rules	Amended rules
Chapter 10 Supplemental Provisions	**Chapter 10 Supplemental Provisions**
Article 70 If there is any inconsistency between the provisions of the Rules and the Articles of Association, the relevant provisions of the Articles of Association shall prevail.	~~**Article 70**~~**Article 68** If there is any inconsistency between the provisions of the Rules and the Articles of Association, the relevant provisions of the Articles of Association shall prevail.
Article 71 If any matter is not mentioned in the Rules or is in conflict with the requirements of the PRC laws, administrative regulations, regulatory requirements or the Articles of Association promulgated or amended after the Rules have taken effect, the requirements of the PRC laws, administrative regulations, regulatory requirements and the Articles of Association shall prevail.	~~**Article 71**~~**Article 69** If any matter is not mentioned in the Rules or is in conflict with the requirements of the ~~PRC~~ laws, administrative regulations, regulatory requirements or the Articles of Association promulgated or amended after the Rules have taken effect, the requirements of the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association shall prevail.
Article 72 Unless otherwise specified in the Rules, the phrases "more than" and "at least" herein for the numbers shall include the numbers indicated themselves, while the phrases "fall short", "other than" and "more than half" shall exclude the numbers indicated themselves.	~~**Article 72**~~**Article 70** Unless otherwise specified in the Rules, the phrases "more than" and "at least" herein for the numbers shall include the numbers indicated themselves, while the phrases "fall short", "other than" and "more than half" shall exclude the numbers indicated themselves.
Article 73 The formulation of and amendments to the Rules shall be made by the shareholders' general meeting, and the power of formulation and interpretation of the Rules shall be vested in the Board of Directors.	~~**Article 73**~~**Article 71** The formulation of and amendments to the Rules shall be made by the shareholders' ~~general~~ meeting, and the power of formulation and interpretation of the Rules shall be vested in the Board of Directors.
Article 74 The Rules shall come into effect on 29 January 2024, and the Rules of Procedures of the General Meeting of China Reinsurance (Group) Corporation considered and passed by the 2017 annual general meeting of the Company shall be abolished at the same time.	~~**Article 74**~~**Article 72** The Rules shall come into effect on ~~29 January 2024~~[●], and the Rules of Procedures of the General Meeting of China Reinsurance (Group) Corporation considered and passed by the ~~2017~~**2022** annual general meeting of the Company shall be abolished at the same time.

Existing rules	Amended rules
Chapter 1 General Rules	**Chapter 1 General Rules**
Article 1 In order to standardise the procedures of the Board of Directors of China Reinsurance (Group) Corporation (the "Company"), ensure the Board performs its duties and obligations according to law, promote the efficient operation and scientific decision-making of the Board, and improve the corporate governance structure, the rules of procedures (the "Rules") have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Insurance Law of the People's Republic of China (the "Insurance Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant PRC laws, administrative regulations, regulatory provisions and the Articles of Association of China Reinsurance (Group) Corporation (the "Articles of Association").	**Article 1** In order to standardise the procedures of the Board of Directors of China Reinsurance (Group) Corporation (the "Company"), ensure the Board performs its duties and obligations according to law, promote the efficient operation and scientific decision-making of the Board, and improve the corporate governance structure, the rules of procedures (the "Rules") have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Insurance Law of the People's Republic of China (the "Insurance Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant ~~PRC~~ laws, administrative regulations, regulatory provisions and the Articles of Association of China Reinsurance (Group) Corporation (the "Articles of Association").
Article 2 The Company shall have a Board of Directors, which is accountable to the shareholders' general meeting.	**Article 2** The Company shall have a Board of Directors, which is accountable to the shareholders' ~~general~~ meeting.
Chapter 2 Functions and Powers of the Board of Directors	**Chapter 2 Functions and Powers of the Board of Directors**
Article 4 The Board shall be accountable to the shareholders' general meeting and exercises the following powers according to the law: (1) convening shareholders' general meetings and reporting its work to the shareholders' general meeting; (2) implementing the resolutions of the shareholders' general meetings; (3) determining the operation plans and investment plans of the Company;	**Article 4** The Board ~~shall be accountable to the shareholders' general meeting and~~ exercises the following powers according to the law: (1) convening shareholders' ~~general~~ meetings and reporting its work to the shareholders' ~~general~~ meeting; (2) implementing the resolutions of the shareholders' ~~general~~ meetings; (3) determining the operation plans and investment plans of the Company;

Existing rules	Amended rules
(4) formulating the development strategies of the Company and supervising the implementation of the strategy;	(4) formulating the development strategies of the Company and supervising the implementation of the strategy;
(5) formulating the annual financial budget and final accounts of the Company;	(5) formulating the annual financial budget and final accounts of the Company;
(6) formulating the profit distribution plan and loss recovery plan of the Company;	(6) formulating the profit distribution plan and loss recovery plan of the Company;
(7) formulating proposals for increases or reductions of our registered capital and the issue of corporate bonds, shares, warrants or other securities by the Company or the listing of the Company;	(7) formulating proposals for increases or reductions of our registered capital and the issue of corporate bonds, shares, warrants or other securities by the Company or the listing of the Company;
(8) formulating plans for significant acquisition of the Company, the repurchase of shares of the Company or merger, division, dissolution and changes of the form of the Company;	(8) formulating plans for significant acquisition of the Company, the repurchase of shares of the Company or merger, division, dissolution and changes of the form of the Company;
(9) formulating proposals for any amendment to the Articles of Association;	(9) formulating proposals for any amendment to the Articles of Association;
(10) formulating the rules of procedures of the general meeting and the Board of Directors and the working rules for specialised committees under the Board;	(10) formulating the rules of procedures of the **shareholders'** ~~general~~ meeting and the Board of Directors and the working rules for specialised committees under the Board;
(11) formulating the basic management system of the Company;	(11) formulating the basic management system of the Company**, such as the employee remuneration management system**;
(12) deciding on the establishment of internal management departments, branches and subsidiaries of the Company;	(12) deciding on the establishment of internal management departments, branches and subsidiaries of the Company;
(13) regularly evaluating and improving the corporate governance of the Company;	(13) regularly evaluating and improving the corporate governance of the Company;

Existing rules	Amended rules
(14) appointing or removing senior management officers of the Company, and implementing reviews as well as determining remuneration and relevant rewards and punishment arrangements with respect to such personnel; supervising the performance of duties of management; appointing or removing members of each specialised committee under the Board;	(14) appointing or removing senior management officers of the Company, and implementing reviews as well as determining remuneration and relevant rewards and punishment arrangements with respect to such personnel; supervising the performance of duties of management; appointing or removing members of each specialised committee under the Board;
(15) reviewing and deciding on evaluation plans for the results of operation of our major subsidiaries;	(15) reviewing and deciding on evaluation plans for the results of operation of our major subsidiaries**, as well as other matters concerning subsidiaries that shall be submitted to the Board of Directors for approval as stipulated in the authorisation management system of the Company**;
(16) reviewing annual financial reports and major disclosure of information of the Company, bearing ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the accounting and financial reports;	(16) reviewing annual financial **and accounting** reports and major disclosure of information of the Company, bearing ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the accounting and financial reports;
(17) submitting to the shareholders' general meeting on the appointment or removal of an accounting firm which shall conduct regular statutory audit on the financial reports of the Company;	(17) submitting to the shareholders' ~~general~~ meeting on the appointment**, reappointment** or removal of an accounting firm which shall conduct regular statutory audit on the financial **and accounting** reports of the Company;
(18) considering and approving, or authorising the related-party transactions control committee under the Board to approve, related-party transactions, except for those which shall be considered and approved by the shareholders' general meeting as required by laws;	(18) considering and approving, or authorising the related-party transactions control committee under the Board to approve, related-party transactions, except for those which shall be considered and approved by the shareholders' ~~general~~ meeting as required by laws;

Existing rules	Amended rules
(19) considering and approving the Company's matters such as the external investment, purchases of assets, disposal and write-off of assets, external donations and asset mortgage except for the functions and powers attributable to the shareholders' general meeting as stipulated in the Articles of Association;	(19) considering and approving the Company's matters such as the external investment, purchases of assets, disposal and write-off of assets, external donations and asset mortgage except for the functions and powers attributable to the shareholders' ~~general~~ meeting as stipulated in the Articles of Association;
(20) considering and approving matters related to the Company's data governance in accordance with laws, regulations and regulatory requirements;	(20) considering and approving matters related to the Company's data governance in accordance with laws, regulations and regulatory requirements;
(21) formulating the Company's capital plan and undertaking the ultimate responsibility for capital or solvency management;	(21) formulating the Company's capital plan and undertaking the ultimate responsibility for capital or solvency management;
(22) undertaking the ultimate responsibility for the integrity and effectiveness of the comprehensive risk management system, including but not limited to formulating the overall objectives of risk management, risk appetite, risk tolerance, risk management and internal control policies;	(22) undertaking the ultimate responsibility for the integrity and effectiveness of the comprehensive risk management system, including but not limited to formulating the overall objectives of risk management, risk appetite, risk tolerance, risk management and internal control policies;
(23) listening to the report from the Company's president on the operation and management, and inspecting the work of the president;	(23) listening to the report from the Company's president on the operation and management, and inspecting the work of the president;
(24) recruiting an external auditor to carry out the audit of the directors and senior management officers of the Company;	(24) recruiting an external auditor to carry out the audit of the directors and senior management officers of the Company;
(25) safeguarding the legitimate rights and interests of financial consumers and other stakeholders of the Company;	(25) safeguarding the legitimate rights and interests of financial consumers and other stakeholders of the Company;

Existing rules	Amended rules
(26) establishing a mechanism for the identification, review and management of conflicts of interest between the Company and its shareholders, in particular the substantial shareholders;	(26) establishing a mechanism for the identification, review and management of conflicts of interest between the Company and its shareholders, in particular the substantial shareholders;
(27) assuming the responsibility for the management of the affairs of the shareholders;	(27) assuming the responsibility for the management of the affairs of the shareholders;
(28) exercising such other functions and powers as granted by the laws, regulations, regulatory requirements or the Articles of Association and as empowered by the shareholders' general meeting.	(28) exercising such other functions and powers as granted by the laws, regulations, regulatory requirements or the Articles of Association and as empowered by the shareholders' ~~general~~ meeting.
Matters within the scope of functions and powers of the shareholders' general meeting shall not be implemented until the Board submits its resolutions to the shareholders' general meeting for approval.	Matters within the scope of functions and powers of the shareholders' ~~general~~ meeting shall not be implemented until the Board submits its resolutions to the shareholders' ~~general~~ meeting for approval.
The aforesaid matters within the scope of Board's functions and powers shall be determined by the Board of Directors collectively after consideration. In principle, the functions and powers of the Board of Directors stipulated in the Company Law shall not be granted to the chairman, directors or other individuals and institutions for exercising. If necessary, the authority of certain specific decision-making issues shall be granted by way of Board resolutions in accordance with laws. Each authorization shall be made for one specific matter only. The functions and powers of the Board of Directors shall not be granted in general or permanently to other institutions or individuals in the Company for exercising.	The aforesaid matters within the scope of Board's functions and powers shall be determined by the Board of Directors collectively after consideration. In principle, the functions and powers of the Board of Directors stipulated in the Company Law shall not be granted to the chairman, directors or other individuals and institutions for exercising. If necessary, the authority of certain specific decision-making issues shall be granted by way of Board resolutions in accordance with laws. Each authorization shall be made for one specific matter only. The functions and powers of the Board of Directors shall not be granted in general or permanently to other institutions or individuals in the Company for exercising.

Existing rules	Amended rules
Article 5 The powers of the Board of Directors to deal with investment with the Company's assets, purchase, disposal and write-off of assets, provision of external donations and guarantees shall be approved by the shareholders' general meeting.	**Article 5** The powers of the Board of Directors to deal with investment with the Company's assets, purchase, disposal and write-off of assets, provision of external donations and guarantees shall be approved by the shareholders' ~~general~~ meeting.
Article 6 The Board shall not, without the prior approval at the shareholders' general meeting, dispose or agree to dispose of any fixed assets where the aggregate amount of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of any fixed assets that has been completed in the period of four months immediately preceding the proposed disposal, exceeds 33% of the value of the fixed assets as shown in the latest balance sheet reviewed by the shareholders' general meeting. For the purposes of this Article, a disposal of fixed assets includes an act involving the transfer of an interest in certain assets but does not include the provision of security by way of fixed assets. Any breach of the first paragraph of this Article shall not affect the validity of any transaction entered into by the Company in disposing of fixed assets.	~~**Article 6** The Board shall not, without the prior approval at the shareholders' general meeting, dispose or agree to dispose of any fixed assets where the aggregate amount of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of any fixed assets that has been completed in the period of four months immediately preceding the proposed disposal, exceeds 33% of the value of the fixed assets as shown in the latest balance sheet reviewed by the shareholders' general meeting.~~ ~~For the purposes of this Article, a disposal of fixed assets includes an act involving the transfer of an interest in certain assets but does not include the provision of security by way of fixed assets.~~ ~~Any breach of the first paragraph of this Article shall not affect the validity of any transaction entered into by the Company in disposing of fixed assets.~~
Article 7 Where an external auditor issues a non-standard audit report on the financial and accounting reports, the Board shall make special explanations on such audit opinions and matters involved and make public disclosure.	~~**Article 7**~~ **Article 6** Where an external auditor issues a non-standard audit report on the financial and accounting reports, the Board shall make special explanations on such audit opinions and matters involved and make public disclosure.

Existing rules	Amended rules
Chapter 3 Composition of the Board of Directors and its Specialised Committees	**Chapter 3 Composition of the Board of Directors and its Specialised Committees**
Section 1 Composition of the Board of Directors	**Section 1 Composition of the Board of Directors**
Article 8 The Board of Directors of the Company shall consist of 11 directors, of which three shall be executive directors, eight shall be non-executive directors (including four independent directors).	~~**Article 8**~~ **Article 7** The Board of Directors of the Company shall consist of 11 directors, of which three shall be executive directors, eight shall be non-executive directors (including four independent directors).
Article 9 The Board shall have one chairman and one vice chairman.	~~**Article 9**~~ **Article 8** The Board shall have one chairman and one vice chairman.
Article 10 Directors shall be of good character, faithful and honest, have the expertise and work experience necessary to perform their duties, and fulfil the requirements of the PRC laws, administrative regulations and the insurance regulatory authority. Where the election and appointment of a director are in violation of this Article, such election and appointment shall be invalid. If the directors fail to comply with the laws, regulations and regulatory requirements in respect of their relevant qualifications or conditions during their term of office, the Company shall dismiss them from their positions.	~~**Article 10**~~ **Article 9** Directors shall be of good character, faithful and honest, have the expertise and work experience necessary to perform their duties, and fulfil the requirements of the ~~PRC~~ laws, administrative regulations and the insurance regulatory authority. Where the election and appointment of a director are in violation of this Article, such election and appointment shall be invalid. If the directors fail to comply with the laws, regulations and regulatory requirements in respect of their relevant qualifications or conditions during their term of office, the Company shall dismiss them from their positions.
Article 11 Each term of office of a director is three years. A director may serve consecutive terms if he/she is re-elected upon the expiration of his or her term of office. The term of office of a director shall commence from the date of his/her official appointment by the Company until expiration of the term of the Board. The shareholders' general meetings shall not dismiss any director before the expiry of his/her term without any reasons.	~~**Article 11**~~ **Article 10** Each term of office of a director is three years. A director may serve consecutive terms if he/she is re-elected upon the expiration of his or her term of office. The term of office of a director shall commence from the date ~~of his/her official appointment by the Company~~ **on which he/she takes office** until expiration of the term of the Board. The shareholders' ~~general~~ meetings shall not dismiss any director before the expiry of his/her term without any reasons.

Existing rules	Amended rules
An officially appointed director shall not perform his/her functions if his/her qualifications have not been approved. Any votes cast by a director the qualifications of whom have not been approved shall have no legal effect. A director is not required to hold shares of the Company. The president or other senior management officers may concurrently act as directors, but the number of such directors may not exceed half of the total number of directors of the Company.	~~An officially appointed~~ director shall not perform his/her functions if his/her qualifications have not been approved. Any votes cast by a director the qualifications of whom have not been approved shall have no legal effect. A director is not required to hold shares of the Company. The president or other senior management officers may concurrently act as directors, but the number of such directors may not exceed half of the total number of directors of the Company.
Article 12 Unless otherwise required in the Articles of Association, the method and procedure to nominate a director shall be: (1) A candidate for directorship of the first Board shall be nominated by the Company's promoters and elected at the Company's inaugural meeting; (2) A candidate for non-independent directorship thereafter shall be nominated by shareholders individually or collectively holding more than 3% of the Company's shares or the nomination and remuneration committee under the Board. The Board shall submit the proposal and the candidate shall be elected at the shareholders' general meeting; The candidates for independent director shall be nominated by shareholders individually or jointly holding more than 1% of the total voting shares of the Company, the remuneration committee of the Board and the Board of Supervisors;	~~**Article 12**~~ **Article 11** Unless otherwise required in the Articles of Association, the method and procedure to nominate a director shall be: (1) A candidate for directorship of the first Board shall be nominated by the Company's promoters and elected at the Company's inaugural meeting; (2) A candidate for non-independent directorship thereafter shall be nominated by shareholders individually or collectively holding more than 3% of the Company's shares or the nomination and remuneration committee under the Board. The Board shall submit the proposal and the candidate shall be elected at the shareholders' ~~general~~ meeting; The candidates for independent director shall be nominated by shareholders individually or jointly holding more than 1% of the total voting shares of the Company~~,~~ **or** the **nomination and** remuneration committee of the Board ~~and the Board of Supervisors~~;

Existing rules	Amended rules
(3) A candidate for directorship shall make an undertaking prior to the convening of the shareholders' general meeting, confirming his/her acceptance of nomination, and further undertake that the information provided in this aspect is authentic and complete and that he/she shall earnestly perform the director's duties after he/she is elected;	(3) A candidate for directorship shall make an undertaking prior to the convening of the shareholders' ~~general~~ meeting, confirming his/her acceptance of nomination, and further undertake that the information provided in this aspect is authentic and complete and that he/she shall earnestly perform the director's duties after he/she is elected;
(4) The written notice of the intention to nominate a person as director and a written notice by that person of his/her willingness to be nominated shall be delivered to the Company at least seven days prior to the holding of the shareholders' general meeting along with the written materials on the nominee. The Company shall provide the candidate's biography and basic information to shareholders;	(4) ~~The written notice of the intention to nominate a person as director and a written notice by that person of his/her willingness to be nominated shall be delivered to the Company at least seven days prior to the holding of the shareholders' general meeting along with the written materials on the nominee.~~ The Company shall provide the candidate's biography and basic information to shareholders;
(5) The period allowed for the relevant nominator and the nominee to submit the aforesaid notices and documents (calculated from the next day after the notice of the shareholders' general meeting is issued) shall be no less than seven days;	(5) ~~The period allowed for the relevant nominator and the nominee to submit the aforesaid notices and documents (calculated from the next day after the notice of the shareholders' general meeting is issued) shall be no less than seven days;~~
(6) When electing directors, the shareholders' general meeting shall consider and vote on candidates one by one.	~~(6)~~ When electing directors, the shareholders' ~~general~~ meeting shall consider and vote on candidates one by one.
Article 13 A director whose term of office has not come to an end may be removed (except the removal of independent directors) by way of ordinary resolution at a shareholders' general meeting in accordance with relevant laws, administrative regulations and regulatory requirements, the removal, however, does not impact the compensation claimed by such director under any contract.	~~**Article 13**~~ **Article 12** A director whose term of office has not come to an end may be removed (except the removal of independent directors) by way of ordinary resolution at a shareholders' ~~general~~ meeting in accordance with relevant laws, administrative regulations and regulatory requirements, the removal, however, does not impact the compensation claimed by such director under any contract.

Existing rules	Amended rules
Section 2 Independent Directors	**Section 2 Independent Directors**
Article 14 An independent director of the Company shall refer to a director having no other position in the Company (other than as a director of the Company), and without any relationship with the Company or its shareholder or de facto controller, which is likely to impair his/her independent and objective judgment on the Company's matters. At least one of the Company's independent directors shall be financial or accounting professional.	~~**Article 14**~~ **Article 13** An independent director of the Company shall refer to a director having no other position in the Company (other than as a director of the Company), and without any relationship with the Company or its shareholder or de facto controller, which is likely to impair his/her independent and objective judgment on the Company's matters. At least one of the Company's independent directors shall be financial or accounting professional.
Article 15 An independent director shall have the following powers in addition to having those powers granted to directors by the Company Law and other relevant laws, regulations, regulatory requirements and the Articles of Association: (1) to express opinions in writing on the fairness and compliance of major related party transactions and the implementation of internal approval procedures on a case-by-case basis. Independent directors may engage intermediaries and other independent third parties to provide opinions if necessary at the expense of the Company. (2) to propose to the Board to convene extraordinary general meetings by the majority and not less than two independent directors. (3) to propose to convene Board meetings by over two independent directors. (4) to independently engage external auditing firms and consultancy firms. (5) other functions and powers as stipulated by the laws, regulations, regulatory requirements and the Articles of Association.	~~**Article 15**~~ **Article 14** An independent director shall have the following powers in addition to having those powers granted to directors by the Company Law and other relevant laws, regulations, regulatory requirements and the Articles of Association: (1) to express opinions in writing on the fairness and compliance of major related party transactions and the implementation of internal approval procedures on a case-by-case basis. Independent directors may engage intermediaries and other independent third parties to provide opinions if necessary at the expense of the Company. (2) to propose to the Board to convene extraordinary ~~general~~ **shareholders'** meetings by the majority and not less than two independent directors. (3) to propose to convene Board meetings by over two independent directors. (4) to independently engage external auditing firms and consultancy firms. (5) other functions and powers as stipulated by the laws, **administrative** regulations, regulatory requirements and the Articles of Association.

Existing rules	Amended rules
Section 3 Chairman of the Board of Directors	**Section 3 Chairman of the Board of Directors**
Article 16 A director may serve as the chairman or the vice chairman of the Board, who shall be elected and removed by more than half of all directors. When replacing its Board chairman, the Company shall report to the insurance regulatory authority for approving his/her qualifications. Their tenure shall be calculated from the date of his/her official appointment by the Company and the same as that of the Board of Directors and may be re-elected.	~~**Article 16**~~ **Article 15** A director may serve as the chairman or the vice chairman of the Board, who shall be elected and removed by more than half of all directors. When replacing its Board chairman, the Company shall report to the insurance regulatory authority for approving his/her qualifications. Their tenure shall be calculated from the date ~~of his/her official appointment by the Company~~ **on which he/she takes office** and the same as that of the Board of Directors and may be re-elected.
Article 17 The chairman of the Board shall exercise the following authorities: (1) to exercise the authorities of legal representatives, including, on behalf of the Company, signing contracts, dealing with litigations, and attending shareholders' general meetings of other companies of which the Company is a shareholder or controlling shareholder, and exercising other authorities (he may authorise other persons of the Company to exercise); (2) to preside over shareholders' general meetings and to report to the shareholders' general meeting on behalf of the Board of Directors; (3) to convene and preside over the Board meetings, and to sign important documents of the Board; (4) to supervise and check on the implementation of resolutions passed at the meeting of the Board and the work of Board committees, and report them to the Board of Directors;	~~**Article 17**~~ **Article 16** The chairman of the Board shall exercise the following authorities: (1) to exercise the authorities of legal representatives, including, on behalf of the Company, signing contracts, dealing with litigations, and attending shareholders' ~~general~~ meetings of other companies of which the Company is a shareholder or controlling shareholder, and exercising other authorities (he may authorise other persons of the Company to exercise); (2) to preside over shareholders' ~~general~~ meetings and to report to the shareholders' ~~general~~ meeting on behalf of the Board of Directors; (3) to convene and preside over the Board meetings, and to sign important documents of the Board; (4) to supervise and check on the implementation of resolutions passed at the meeting of the Board and the work of Board committees, and report them to the Board of Directors;

Existing rules	Amended rules
(5) to sign the share certificates, bond certificates and other securities certificates issued by the Company; (6) to exercise other functions and powers conferred by the Board; and (7) to exercise other functions and powers stipulated in laws, regulations, regulatory requirements or the Articles of Association.	(5) to sign the share certificates, bond certificates and other securities certificates issued by the Company; (6) to exercise other functions and powers conferred by the Board; and (7) to exercise other functions and powers stipulated in laws, **administrative** regulations, regulatory requirements or the Articles of Association.
Article 18 In the event that the chairman is incapable of performing or not performing his/her duties, the duties shall be performed by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his/her duties, a director nominated by more than half of the directors shall perform his/her duties.	~~**Article 18**~~ **Article 17** In the event that the chairman is incapable of performing or not performing his/her duties, the duties shall be performed by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his/her duties, a director nominated by more than half of the directors shall perform his/her duties.
Section 4 Special Committees	**Section 4 Special Committees**
Article 19 The Company's Board of Directors shall have special committees such as the strategy and sustainable development committee, the audit committee, the nomination and remuneration committee, the risk management committee and the related transactions control committee.	~~**Article 19**~~ **Article 18** The Company's Board of Directors shall have special committees such as the strategy and sustainable development committee, the audit committee, the nomination and remuneration committee, the risk management committee and the related transactions control committee.

Existing rules	Amended rules
The Board of Directors may set up other special committees and adjust the existing committees if needed. All special committees shall play a supportive role in decision-making and shall be accountable to the Board of Directors. They shall assist the Board of Directors in performing its duties based on the laws, regulations, regulatory requirements, the Articles of Association, the rules of procedures of the Board, the terms of reference of each special committee, the requirements of the securities regulatory authorities of the places where the Company's shares are listed and the Board's authorisation.	The Board of Directors may set up other special committees and adjust the existing committees if needed. **Rules of procedures or working rules of each committee shall be formulated by the Board of Directors. Unless otherwise required by laws, regulations, regulatory requirements or the Articles of Association,** ~~A~~a**l**l special committees shall play a supportive role in decision-making and shall be accountable to the Board of Directors. They shall assist the Board of Directors in performing its duties based on the laws, regulations, regulatory requirements, the Articles of Association, the ~~rules of procedures of the Board~~ **Rules**, the terms of reference of each special committee, the requirements of the securities regulatory authorities of the places where the Company's shares are listed and the Board's authorisation.
Article 20 The strategy and sustainable development committee shall consist of more than three directors. The strategy and sustainable development committee shall be accountable to the Board of Directors. It shall review the Company's long-term development strategy and major investment decisions, conduct research on the Company's long-term development strategies, development plans, major investment and financing plans, major capital operations, asset management projects, green finance, environmental, social and governance (ESG) matters and other major strategic investment matters that affect the Company's development, and make recommendations to the Board.	~~**Article 20**~~ **Article 19** The strategy and sustainable development committee shall consist of more than three directors. The strategy and sustainable development committee shall be accountable to the Board of Directors. It shall review the Company's long-term development strategy and major investment decisions, conduct research on the Company's long-term development strategies, development plans, major investment and financing plans, major capital operations, asset management projects, green finance, environmental, social and governance (ESG) matters and other major ~~strategic investment~~ matters **in relation to strategies, investments and sustainable development** that affect the Company's development, and make recommendations to the Board.

Existing rules	Amended rules
Article 21 The audit committee shall comprise more than three non-executive directors and the majority of the members of the committee shall be independent directors where the chairman of the committee shall be an independent director. Members of the audit committee shall possess professional knowledge in the areas of finance and law relevant to their duties. The audit committee shall be accountable to the Board of Directors. It shall examine the internal audit system and monitor its implementation, monitor and evaluate the internal audits and internal controls of the Company, make proposals on the appointment or replacement of external auditor and monitor its work.	~~**Article 21**~~ **Article 20** The audit committee shall comprise more than three non-executive directors and the majority of the members of the committee shall be independent directors where the chairman of the committee shall be an independent director. Members of the audit committee shall possess professional knowledge in the areas of finance and law relevant to their duties. **Unless otherwise required by laws, regulations, regulatory requirements or the Articles of Association,** ~~T~~the audit committee shall be accountable to the Board of Directors. It shall examine the internal audit system and monitor its implementation, monitor and evaluate the internal audits and internal controls of the Company, make proposals on the appointment or replacement of external auditor and **shall be responsible for implementing specific matters and** monitor**ing** its work.

Existing rules	Amended rules
	The audit committee shall examine the financial affairs of the Company; supervise the acts of the directors and senior management members in the performance of their duties, and propose the removal of the directors and senior management members who have violated laws, administrative regulations, the Articles of Association or the resolutions of the shareholders' meeting; require the directors and senior management members to correct their acts if such acts damage the interests of the Company; propose to convene extraordinary shareholders' meetings, and convene and preside over the shareholders' meeting when the Board of Directors fails to implement the duties to convene and preside over the shareholders' meeting as prescribed in the Company Law; present proposals to the shareholders' meetings; initiate lawsuits against the directors and senior management members according to the Company Law and relevant provisions of the Articles of Association; and exercise other duties and powers designated under laws, administrative regulations, regulatory requirements, the Articles of Association, and as may be authorized by the shareholders' meeting and the Board of Directors.

Existing rules	Amended rules
Article 22 The nomination and remuneration committee shall consist of more than three non-executive directors and the majority of the members of the committee shall be independent directors where the chairman of the committee shall be an independent director. The nomination and remuneration committee shall be accountable to the Board of Directors. It shall examine the human resources strategy and remuneration strategy of the Company, conduct research on matters relating to the selection procedure and criteria, nomination of candidates and remuneration proposals of directors and senior management members, and make recommendations to the Board of Directors.	~~**Article 22**~~ **Article 21** The nomination and remuneration committee shall consist of more than three non-executive directors and the majority of the members of the committee shall be independent directors where the chairman of the committee shall be an independent director. The nomination and remuneration committee shall be accountable to the Board of Directors. It shall examine the human resources strategy and remuneration strategy of the Company, conduct research on matters relating to the selection procedure and criteria, nomination of candidates and remuneration proposals of directors and senior management members, and make recommendations to the Board of Directors.
Article 23 The risk management committee shall consist of more than three directors and more than one-third of the members shall be independent directors. The risk management committee shall be accountable to the Board of Directors. It shall conduct corresponding review, supervision and evaluation on major risk management matters such as the Company's risk management procedures, risk management policies and internal control systems, risk management organisation methods and risk control conditions, and make recommendations to the Board.	~~**Article 23**~~ **Article 22** The risk management committee shall consist of more than three directors and more than one-third of the members shall be independent directors. The risk management committee shall be accountable to the Board of Directors. It shall conduct corresponding review, supervision and evaluation on major risk management matters such as the Company's risk management procedures, risk management policies and internal control systems, risk management organisation methods and risk control conditions, and make recommendations to the Board.

Existing rules	Amended rules
Article 24 The related transactions control committee shall have at least three members and more than half of the members shall be independent directors where the chairman shall be an independent director. The related transactions control committee shall be accountable to the Board of Directors. It shall be responsible for the identification and maintenance of the Company's related parties, the management, review and risk control of related transactions, the preliminary review of major related transactions that should be approved by the general meeting and the Board of Directors, the acceptance of filing of general related transactions, and the control of risks of related transactions.	~~**Article 24**~~ **Article 23** The related transactions control committee shall ~~have at least three members~~ **comprise of more than three directors** and more than half of the members shall be independent directors where the chairman shall be an independent director. The related transactions control committee shall be accountable to the Board of Directors. It shall be responsible for the identification and maintenance of the Company's related parties, the management, review**, approval** and risk control of related transactions, the preliminary review of major related transactions that should be approved by the **shareholders'** ~~general~~ meeting and the Board of Directors, the acceptance of filing of general related transactions, and the control of risks of related transactions.
Article 25 All special committees have the right to request the Company's management to provide sufficient administrative support for their work and have a separate channel for voluntary access to the senior management officers and relevant departments of the Company. All special committees may engage an intermediary to provide professional advice and the relevant costs shall be borne by the Company.	~~**Article 25**~~ **Article 24** All special committees have the right to request the Company's management to provide sufficient administrative support for their work and have a separate channel for voluntary access to the senior management officers and relevant departments of the Company. All special committees may engage an intermediary to provide professional advice and the relevant costs shall be borne by the Company.
Section 5 Board Secretary	**Section 5 Board Secretary**
Article 26 The Company shall have a Board secretary, who shall be nominated by the chairman of the Board and considered and approved by the Board for his/her engagement or dismissal. The Board secretary shall be accountable to the Board and is a senior management officer of the Company. The Board secretary shall be a natural person who has the requisite professional knowledge and experience. The appointment of the Board secretary shall be subject to the approval by the insurance regulatory authority.	~~**Article 26**~~ **Article 25** The Company shall have a Board secretary, who shall be nominated by the chairman of the Board and considered and approved by the Board for his/her engagement or dismissal. The Board secretary shall be accountable to the Board and is a senior management officer of the Company. The Board secretary shall be a natural person who has the requisite professional knowledge and experience. The appointment of the Board secretary shall be subject to the approval by the insurance regulatory authority.

Existing rules	Amended rules
Article 27 The main duties of the Board secretary are:	~~**Article 27**~~ **Article 26** The main duties of the Board secretary are:
(1) preparing and submitting the reports and documents of Board meetings and shareholders' general meetings as required by relevant national authorities;	(1) preparing and submitting the reports and documents of Board meetings and shareholders' ~~general~~ meetings as required by relevant national authorities;
(2) assisting the directors in handling the daily work of the Board, providing the directors with or reminding them of and ensuring them understand the regulations, policies and requirements of relevant regulatory authorities relating to the Company's operation; assisting the shareholders, directors, supervisors and president to comply with the PRC laws, administrative regulations, regulatory requirements, the Articles of Association and other relevant provisions in exercising their rights and duties;	(2) assisting the directors in handling the daily work of the Board, providing the directors with or reminding them of and ensuring them understand the regulations, policies and requirements of relevant regulatory authorities relating to the Company's operation; assisting the shareholders, directors~~, supervisors~~ and president to comply with the ~~PRC~~ laws, administrative regulations, regulatory requirements, the Articles of Association and other relevant provisions in exercising their rights and duties;
(3) reminding the Company to comply with the relevant national laws, administrative regulations and regulatory requirements;	(3) reminding the Company to comply with the relevant ~~national~~ laws, administrative regulations and regulatory requirements;
(4) ensuring the completeness of the Company's organisational documents and records; being responsible for organising and preparing documents of the shareholders' general meetings and Board meetings, to ensure decisions made at such meetings are in compliance with legal procedures, and is aware of the execution of the resolution by the Board; being responsible for maintaining minutes, documents and records of the shareholders' general meetings and Board meetings;	(4) ensuring the completeness of the Company's organisational documents and records; being responsible for organising and preparing documents of the shareholders' ~~general~~ meetings and Board meetings, to ensure decisions made at such meetings are in compliance with legal procedures, and is aware of the execution of the resolution by the Board; being responsible for maintaining minutes, documents and records of the shareholders' ~~general~~ meetings and Board meetings;

Existing rules	Amended rules
(5) ensuring the duly maintenance of the register of members; ensuring those persons entitled to obtain the relevant minutes and documents of the Company could obtain them in a timely manner; (6) being responsible for matters related to the Company's information disclosure; (7) handling the Company's relation with the regulatory authorities, investors, intermediary agencies and the media, and coordinating public relations of the Company; (8) assisting the chairman in preparing the corporate governance report; and (9) other duties conferred by laws, administrative regulations, regulatory requirements and the Board.	(5) ensuring the duly maintenance of the register of members; ensuring those persons entitled to obtain the relevant minutes and documents of the Company could obtain them in a timely manner; (6) being responsible for matters related to the Company's information disclosure; (7) handling the Company's relation with the regulatory authorities, investors, intermediary agencies and the media, and coordinating public relations of the Company; (8) assisting the chairman in preparing the corporate governance report; and (9) other duties conferred by laws, administrative regulations, regulatory requirements and the Board.
Section 6 Board Office	**Section 6 Board Office**
Article 28 The Board of Directors shall have its office which shall be responsible for the preparation of shareholders' general meetings, meetings of the Board of Directors and specialised committees under the Board, the preparation of meeting documents and minutes, information disclosure, investor relations and other day-to-day affairs of the Board of Directors and specialised committees under the Board. The Board office shall be accountable to the Board secretary, and shall provide work support and services to the shareholders' general meetings, the Board, all specialised committees of the Board and directors under the leadership of the Board secretary.	~~**Article 28**~~ **Article 27** The Board of Directors shall have its office which shall be responsible for the preparation of shareholders' ~~general~~ meetings, meetings of the Board of Directors and specialised committees under the Board, the preparation of meeting documents and minutes, information disclosure, investor ~~relations~~ **relationship maintenance** and other day-to-day affairs of the Board of Directors and specialised committees under the Board. The Board office shall be accountable to the Board secretary, and shall provide work support and services to the shareholders' ~~general~~ meetings, the Board, all specialised committees of the Board and directors under the leadership of the Board secretary.

Existing rules	Amended rules
Article 29 The main duties of the Board Office are:	~~**Article 29**~~ **Article 28** The main duties of the Board Office are:
(1) being responsible for the organisation and coordination of the shareholders' general meetings, the Board meetings and specialised committees under the Board, discussion of proposals, management of the meetings, supervision of implementation of resolutions and daily services of directors;	(1) being responsible for the organisation and coordination of the shareholders' ~~general~~ meetings, the Board meetings and specialised committees under the Board, discussion of proposals, management of the meetings, supervision of implementation of resolutions and daily services of directors;
(2) coordinating the corporate governance operation of the domestic holding subsidiaries, providing support to the governance of domestic holding subsidiaries and the duty performance of dispatched directors and supervisors;	(2) coordinating the corporate governance operation of the domestic holding subsidiaries, providing support to the governance of domestic holding subsidiaries and the duty performance of dispatched directors and supervisors;
(3) being responsible for the organisation of results announcements, roadshows and reverse roadshows and other investors relationship management activities of the Company, collecting and analysing information of the capital market, providing reference for the Company's decision-making;	(3) being responsible for the organisation of results announcements, roadshows and reverse roadshows and other investors relationship management activities of the Company, collecting and analysing information of the capital market, providing reference for the Company's decision-making;
(4) being responsible for the communication and coordination of the Company as a listed company with shareholders, potential investors and capital market intermediaries;	(4) being responsible for the communication and coordination of the Company as a listed company with shareholders, potential investors and capital market intermediaries;
(5) being responsible for the listing information disclosure of the Company, organising the preparation of regular reports, interim reports and special reports required by securities regulatory authorities and stock exchanges and disclosing or submitting such reports;	(5) being responsible for the listing information disclosure of the Company, organising the preparation of regular reports, interim reports and special reports required by securities regulatory authorities and stock exchanges and disclosing or submitting such reports;

Existing rules	Amended rules
(6) organising and coordinating the communication with relevant authorities of information disclosure in the place of listing and replying to the inquiries of the stock exchange; (7) being responsible for undertaking other matters assigned by the Board.	(6) organising and coordinating the communication with relevant authorities of information disclosure in the place of listing and replying to the inquiries of the stock exchange; (7) being responsible for undertaking other matters assigned by the Board.
Chapter 4 Types of Board Meetings and Convening Methods	**Chapter 4 Types of Board Meetings and Convening Methods**
Article 30 Meetings of the Board comprise regular meetings and interim meetings. Supervisors should be notified to attend Board meetings as non-voting participants. Whenever necessary, relevant personnel may also attend Board meetings as a non-voting participant. (1) Regular meetings shall be held at least four times every year. (2) The chairman of the Board of Directors shall issue a notice to directors to convene an interim meeting within 10 days from the date of receipt of the following requests: 1. proposed by the shareholders representing more than one-tenth of the voting rights; 2. considered necessary by the chairman; 3. jointly proposed by more than one-third of the directors; 4. proposed by the Board of Supervisors; 5. jointly proposed by more than two independent directors; or 6. in other cases as required by laws, administrative regulations, regulatory requirements and Articles of Association.	~~**Article 30**~~ **Article 29** Meetings of the Board comprise regular meetings and interim meetings. ~~Supervisors should be notified to attend Board meetings as non-voting participants.~~ Whenever necessary, relevant personnel may also attend Board meetings as a non-voting participant. (1) Regular meetings shall be held at least four times every year. (2) The chairman of the Board of Directors shall issue a notice to directors to convene an interim meeting within 10 days from the date of receipt of the following requests: 1. proposed by the shareholders representing more than one-tenth of the voting rights; 2. considered necessary by the chairman; 3. jointly proposed by more than one-third of the directors; 4. proposed by the ~~Board of Supervisors~~ **audit committee of the Board**; 5. jointly proposed by more than two independent directors; or 6. in other cases as required by laws, administrative regulations, regulatory requirements and Articles of Association.

Existing rules	Amended rules
Article 31 Regular Board meetings shall be held at least four times every year, i.e. approximately once per quarter (excluding meetings held by means of circulation of written resolution). To ensure directors attend the Board meetings and enhance efficiency and quality of decision-making, the Board secretary may plan for the Board meetings to be held next year in the fourth quarter per year, the time and regular issues to be discussed on regular Board meetings next year, and inform the directors, supervisors, senior management officers and other relevant officers of the Company through appropriate channels.	~~**Article 31**~~ **Article 30** Regular Board meetings shall be held at least four times every year, i.e. approximately once per quarter (excluding meetings held by means of circulation of written resolution). To ensure directors attend the Board meetings and enhance efficiency and quality of decision-making, the Board secretary may plan for the Board meetings to be held next year in the fourth quarter per year, the time and regular issues to be discussed on regular Board meetings next year, and inform the directors, ~~supervisors,~~ senior management officers and other relevant officers of the Company through appropriate channels.
Article 32 In principle, the Board meeting shall be convened by way of on-site meetings. In respect of proposals which need to be approved by way of Board resolutions but do not require intensive communications or discussion among the directors, they can be signed by fax. However, signing by fax shall not be allowed for the Board's meetings where Items (6) to (9) and (18) of Article 4 of the Rules are discussed and proposals concerning the significant matters such as the remuneration plan, significant investment and disposal of assets, appointment or dismissal of senior management officers, capital replenish plan or the Company's risk management are involved. Independent non-executive directors who themselves and their close associates have no material interests in matters in which major shareholders or directors have material conflicts of interest should attend relevant Board meetings.	~~**Article 32**~~ **Article 31** In principle, the Board meeting shall be convened by way of on-site meetings. In respect of proposals which need to be approved by way of Board resolutions but do not require intensive communications or discussion among the directors, they can be signed by fax. However, signing by fax shall not be allowed for the Board's meetings where Items (6) to (9) and (18) of Article 4 of the Rules are discussed and proposals concerning the significant matters such as the remuneration plan, significant investment and disposal of assets, appointment or dismissal of senior management officers, capital replenish plan or the Company's risk management are involved. Independent ~~non-executive~~ directors who themselves and their close associates have no material interests in matters in which major shareholders or directors have material conflicts of interest should attend relevant Board meetings.

Existing rules	Amended rules
If the Board meeting is held in the form of teleconference or video conference, it shall be ensured that the attending directors can hear the speeches of other directors clearly and communicate with each other. Where the Board meeting is held by means of signing by fax, resolutions are made on the proposal through separate delivery for deliberation or circulation for deliberation, and the directors shall express their approval, objection or abstention in writing.	~~If~~**Where** the Board meeting is held in the form of teleconference or video conference, it shall be ensured that the attending directors can hear the speeches of other directors clearly and communicate with each other. Where the Board meeting is held by means of signing by fax, resolutions are made on the proposal through separate delivery for deliberation or circulation for deliberation, and the directors shall express their approval, objection or abstention in writing.
Chapter 5 Board Meeting Proceedings	**Chapter 5 Board Meeting Proceedings**
Section 1 Putting Forward and Collecting Motions and Proposals	**Section 1 Putting Forward and Collecting Motions and Proposals**
Article 33 The following persons or institutions may put forward proposals to the Board of Directors: (1) more than one-third of the directors; (2) the chairman of the Board; (3) the president; (4) special committees under the Board of Directors; (5) more than two independent directors; (6) the Board of Supervisors; (7) shareholders individually or jointly holding more than 10% of the total shares of the Company.	~~**Article 33**~~ **Article 32** The following persons or institutions may put forward proposals to the Board of Directors: (1) more than one-third of the directors; (2) the chairman of the Board; (3) the president; (4) special committees under the Board of Directors; (5) more than two ~~independent~~ directors; (6) ~~the Board of Supervisors;~~ ~~(7)~~ shareholders individually or jointly holding more than 10% of the total shares of the Company.

Existing rules	Amended rules
Article 34 Proposals of the Board of Directors shall meet the following requirements: (1) the content of the proposal falls within the Company's business scope and the responsibilities of the Board of Directors; (2) proposal shall be submitted in writing and include the following details: 1. name of the proposer; 2. rationale or objective grounds for the proposal; 3. clear and specific content of the proposal; 4. date of proposal, etc. (3) proposal shall be submitted via the Board secretary or directly to the chairman of the Board. Relevant materials shall be submitted together with the written proposal.	~~**Article 34**~~ **Article 33** Proposals of the Board of Directors shall meet the following requirements: (1) the content of the proposal falls within the Company's business scope and the responsibilities of the Board of Directors; (2) proposal shall be submitted in writing and include the following details: 1. name of the proposer; 2. rationale or objective grounds for the proposal; 3. clear and specific content of the proposal; 4. date of proposal, etc. (3) proposal shall be submitted via the Board secretary or directly to the chairman of the Board. Relevant materials shall be submitted together with the written proposal.
Article 35 At regular Board meetings, directors may propose discussion items for inclusion in the agenda of the next regular Board meeting, which shall be incorporated into the meeting notice upon confirmation by the chairman of the Board. The Board of Directors may consider regulatory opinions from regulatory authorities, management recommendations from external auditors, evaluation reports from the Board of Directors and the Board of Supervisors, etc.	~~**Article 35**~~ **Article 34** At regular Board meetings, directors may propose discussion items for inclusion in the agenda of the next regular Board meeting, which shall be incorporated into the meeting notice upon confirmation by the chairman of the Board. The Board of Directors may consider regulatory opinions from regulatory authorities, management recommendations from external auditors, evaluation reports from the Board of Directors ~~and the Board of Supervisors~~, etc.

Existing rules	Amended rules
Article 36 Where a request to convene an interim Board meeting is made by any proposer other than the chairman of the Board pursuant to Article 30 of the Rules, such proposer shall submit via the Board secretary or directly to the chairman of the Board a written proposal signed (sealed) by the proposer together with relevant materials. Upon receipt of the above written proposal and relevant materials, the Board secretary shall transmit them to the chairman of the Board as soon as possible. Should the chairman determine that the content of the proposal is not clear or specific, or that relevant materials are inadequate, the chairman may require the proposer to make modifications or supplements.	~~**Article 36**~~ **Article 35** Where a request to convene an interim Board meeting is made by any proposer other than the chairman of the Board pursuant to ~~Article 30~~ **Article 29** of the Rules, such proposer shall submit via the Board secretary or directly to the chairman of the Board a written proposal signed (sealed) by the proposer together with relevant materials. Upon receipt of the above written proposal and relevant materials, the Board secretary shall transmit them to the chairman of the Board as soon as possible. Should the chairman determine that the content of the proposal is not clear or **not** specific, or that relevant materials are inadequate, the chairman may require the proposer to make modifications or supplements.
Section 2 Meeting Convening, Notification and Communication before Meetings	**Section 2 Meeting Convening, Notification and Communication before Meetings**
Article 37 Board meetings are convened by the chairman of the Board of Directors.	~~**Article 37**~~ **Article 36** Board meetings are convened by the chairman of the Board of Directors.
Article 38 Notice of a regular meeting shall be served on all the directors and supervisors 15 days before the date of meeting. Notice of an interim meeting shall be served on all the directors and supervisors seven days before the date of meeting. When calculating the period of notice, the Company shall exclude the date of the meeting. In the event of an emergency, the convening of an interim meeting is not subject to the above time limit of notification and a reasonable notice for the meeting shall be given thereafter. When the Company convenes a Board meeting, it shall notify the insurance regulatory authority at least three working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority shall be notified and the reasons shall be provided in a timely manner.	~~**Article 38**~~ **Article 37** Notice of a regular meeting shall be served on all the directors ~~and supervisors~~ 15 days before the date of meeting. Notice of an interim meeting shall be served on all the directors ~~and supervisors~~ seven days before the date of meeting. When calculating the period of notice, the Company shall exclude the date of the meeting. In the event of an emergency, the convening of an interim meeting is not subject to the above time limit of notification and a reasonable notice for the meeting shall be given thereafter. When the Company convenes a Board meeting, it shall notify the insurance regulatory authority at least three working days in advance. If the above time requirements cannot be met due to special circumstances, the insurance regulatory authority shall be notified and the reasons shall be provided in a timely manner.

Existing rules	Amended rules
Article 39 The notice of a meeting shall typically state the following: (1) the time and venue of the meeting and its way of convening; (2) the duration of the meeting; (3) the reasons, agenda, subject matters and related materials; (4) the date of issuing the notice; (5) the convenor; explanations and basis of such meeting in case it is not convened by the chairman; and (6) name of the contact person and contact information. If the related materials are circulated later than the notice is issued, the Company shall give sufficient time to directors for them to familiarise such materials.	~~**Article 39**~~ **Article 38** The notice of a meeting shall ~~typically~~ state the following: (1) the time and venue of the meeting and its way of convening; (2) the duration of the meeting; (3) the reasons, agenda, subject matters and related materials; (4) the date of issuing the notice; (5) the convenor; explanations and basis of such meeting in case it is not convened by the chairman; and (6) name of the contact person and contact information. If the related materials are circulated later than the notice is issued, the Company shall give sufficient time to directors for them to familiarise such materials.
Article 40 The Board secretary is responsible for arranging the delivery of the notice in the following way: (1) in writing in case of regular meetings; and (2) in writing in case of interim meetings in principle, or by telephone in case of emergency with a supplementary written notice delivered after the meeting.	~~**Article 40**~~ **Article 39** The Board secretary is responsible for arranging the delivery of the notice in the following way: (1) in writing in case of regular meetings; and (2) in writing in case of interim meetings in principle, or by telephone in case of emergency with a supplementary written notice delivered after the meeting.

Existing rules	Amended rules
Article 41 If, after the written notice of a Board meeting is served, it is necessary to change the time or venue of the meeting for urgent reasons, all directors shall be promptly notified with explanations and relevant materials. Where it is necessary to add, change or cancel proposals to the meeting for special reasons, a notice of change shall be issued five days prior to the originally scheduled meeting. Should fewer than five days remain, the date of meeting shall either be postponed accordingly or proceed as scheduled with consent from all directors.	~~**Article 41**~~ **Article 40** If, after the written notice of a Board meeting is served, it is necessary to change the time or venue of the meeting for urgent reasons, all directors shall be promptly notified with explanations and relevant materials. Where it is necessary to add, change or cancel proposals to the meeting for special reasons, a notice of change shall be issued five days prior to the originally scheduled meeting. Should fewer than five days remain, the date of meeting shall either be postponed accordingly or proceed as scheduled with consent from all directors.
Article 42 All attendees shall confirm whether they will participate in the meeting or not upon receipt of meeting notice. If a director has confirmed he/she will participate in the meeting and has not proposed an objection regarding notice deficiency before or at the meeting, such director shall be deemed to have been duly served with meeting notice according to the Rules.	~~**Article 42**~~ **Article 41** All attendees shall confirm whether they will participate in the meeting or not upon receipt of meeting notice. If a director has confirmed he/she will participate in the meeting and has not proposed an objection regarding notice deficiency before or at the meeting, such director shall be deemed to have been duly served with meeting notice according to the Rules.
Article 43 During the period from the issuance of the meeting notice to the convening of the meeting, the Board secretary shall be responsible for or organise communication and liaison with all directors, especially independent directors, obtain directors' opinions or suggestions regarding relevant proposals, and promptly convey such opinions or suggestions to the proposer to improve the proposal put forward by them. The Board secretary shall also timely arrange supplementary materials necessary for directors to make decisions on the proposals to be considered, including relevant background materials on meeting agenda items and other information conducive to directors making reasonable, prompt and prudent decisions. Where any director raises questions, the Company must respond as promptly and comprehensively as possible.	~~**Article 43**~~ **Article 42** During the period from the issuance of the meeting notice to the convening of the meeting, the Board secretary shall be responsible for or organise communication and liaison with all directors, especially independent directors, obtain directors' opinions or suggestions regarding relevant proposals, and promptly convey such opinions or suggestions to the proposer to improve the proposal put forward by them. The Board secretary shall also timely arrange supplementary materials necessary for directors to make decisions on the proposals to be considered, including relevant background materials on meeting agenda items and other information conducive to directors making reasonable, prompt and prudent decisions. Where any director raises questions, the Company must respond as promptly and comprehensively as possible.

Existing rules	Amended rules
Where appropriate and to fulfil their duties to the Company, directors may require seeking independent professional advice at the Company's expense. Such requests shall be submitted in writing to the Board secretary. The Board secretary shall reasonably seek suitable professionals to provide efficient advice.	Where appropriate and to fulfil their duties to the Company, directors may require seeking independent professional advice at the Company's expense. Such requests shall be submitted in writing to the Board secretary. The Board secretary shall reasonably seek suitable professionals to provide efficient advice.
Management has the responsibility to provide the Board and its subordinate special committees with adequate and timely information to enable directors to make informed decisions. Information provided by management must be complete and reliable.	Management has the responsibility to provide the Board and its subordinate special committees with adequate and timely information to enable directors to make informed decisions. Information provided by management must be complete and reliable.
To properly perform their directorial duties, directors cannot in all circumstances rely solely on information voluntarily provided by management; where necessary, directors shall conduct further inquiries independently. Any director requiring additional information beyond that voluntarily provided by management should make further inquiries as needed. The Company shall ensure the Board and directors have independent access channels to senior management officers. Under normal circumstances, the Board secretary shall serve as the communication bridge between management and the Board.	To properly perform their directorial duties, directors cannot in all circumstances rely solely on information voluntarily provided by management; where necessary, directors shall conduct further inquiries independently. Any director requiring additional information beyond that voluntarily provided by management should make further inquiries as needed. The Company shall ensure the Board and directors have independent access channels to senior management officers. Under normal circumstances, the Board secretary shall serve as the communication bridge between management and the Board.

Existing rules	Amended rules
Article 44 When one fourth of the directors or more than two independent directors believe that the meeting materials are not sufficient or the demonstration is not clear, they may jointly propose to the Board of Directors in writing to postpone the convening of the Board meetings or the consideration of such matters, and the Board of Directors shall adopt such proposal. Unless the proposal is directly made at the Board meetings, the Board secretary shall report to the Board of Directors in a timely manner after receiving the postponement proposal jointly submitted by the relevant directors, and shall promptly issue a notice to the directors, supervisors and other non-voting delegates present at the meetings after confirmation.	~~**Article 44**~~ **Article 43** When one fourth of the directors or more than two independent directors believe that the meeting materials are not sufficient or the demonstration is not clear, they may jointly propose to the Board of Directors in writing to postpone the convening of the Board meetings or the consideration of such matters, and the Board of Directors shall adopt such proposal. Unless the proposal is directly made at the Board meetings, the Board secretary shall report to the Board of Directors in a timely manner after receiving the postponement proposal jointly submitted by the relevant directors, and shall promptly issue a notice to the directors~~, supervisors~~ and other non-voting delegates present at the meetings after confirmation.
Article 45 Prior to each Board meeting, all special committees under the Board shall convene preparatory discussion meetings to thoroughly deliberate on their respective agenda items, and shall provide necessary materials or information to directors through the Board secretary.	~~**Article 45**~~ **Article 44** Prior to each Board meeting, all special committees under the Board shall convene preparatory discussion meetings to thoroughly deliberate on their respective agenda items, and shall provide necessary materials or information to directors through the Board secretary.
Section 3 Attendance at Meetings	**Section 3 Attendance at Meetings**
Article 46 A Board meeting shall be held only when more than half of the directors (including directors as a proxy for other directors) attend the meeting.	~~**Article 46**~~ **Article 45** A Board meeting shall be held only when more than half of the directors (including directors as a proxy for other directors) attend the meeting.

Existing rules	Amended rules
Article 47 The Directors shall attend in person the meetings of the Board of Directors. Where any director is unable to attend the meeting for certain reasons, he/she may, by issuing a written power of attorney on which he/she will sign or seal, entrust another director to attend the meeting on his/her behalf, and the name of such director entrusted, the matters entrusted, the scope of authorisation and the valid period shall be stated in such power of attorney. A director shall not be entrusted by more than two directors in principle. An independent director can only entrust another independent director to attend the meeting. When considering related transactions, a non-related director shall not entrust a related director to attend the meeting. A director appointed as a proxy of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a principal entrust another director as proxy to attend a Board meeting, the principal shall bear sole legal liability for decisions made by the proxy within the scope of authority. Where a director is unable to attend a meeting of the Board of Directors, and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.	~~**Article 47**~~ **Article 46** The Directors shall attend in person the meetings of the Board of Directors. Where any director is unable to attend the meeting for certain reasons, he/she may, by issuing a written power of attorney on which he/she will sign or seal, entrust another director to attend the meeting on his/her behalf, and the name of such director entrusted, the matters entrusted, the scope of authorisation and the valid period shall be stated in such power of attorney. A director shall not be entrusted by more than two directors in principle. An independent director can only entrust another independent director to attend the meeting. When considering related transactions, a non-related director shall not entrust a related director to attend the meeting. A director appointed as a proxy of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a principal entrust another director as proxy to attend a Board meeting, the principal shall bear sole legal liability for decisions made by the proxy within the scope of authority. Where a director is unable to attend a meeting of the Board of Directors, and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.

Existing rules	Amended rules
Article 48 Directors shall attend in person at least two-thirds of the physical Board meetings every year. Any director who fails to attend Board meetings in person or entrust other directors for attendance two times consecutively, or the number of physical meetings attended by a director in person in a year is less than two-thirds of the total number of physical Board meetings, shall be deemed non-performance of duties. The Board of Directors shall have the right to propose to the shareholders' general meeting to remove such director. Where a director fails to attend the Board meetings twice every year, the Company shall remind him/her in writing. Any independent director who is reminded twice during his/her term of office shall not be re-elected.	~~**Article 48**~~ **Article 47** Directors shall attend in person at least two-thirds of the physical Board meetings every year. Any director who fails to attend Board meetings in person or entrust other directors for attendance two times consecutively, or the number of physical meetings attended by a director in person in a year is less than two-thirds of the total number of physical Board meetings, shall be deemed non-performance of duties. The Board of Directors **or shareholders** shall have the right to propose to the shareholders' ~~general~~ meeting to remove such director. Where a director fails to attend the Board meetings twice every year, the Company shall remind him/her in writing. Any independent director who is reminded twice during his/her term of office shall not be re-elected.
Article 49 Should a director attending a Board meeting withdraws during the meeting, he/she shall explain the reason to and ask for leave from the chairman of the meeting. Such director may delegate another director in writing to exercise voting in respect of the remaining resolutions; and if there is no delegation, he/she shall be deemed to have waived the voting right to the remaining resolution. Should a director attending a Board meeting withdraws during the meeting, he/she shall be deemed to have failed to attend in person for the purposes of calculating whether such director attended in person stipulated under Article 48 of the Rules.	~~**Article 49**~~ **Article 48** Should a director attending a Board meeting withdraws during the meeting, he/she shall explain the reason to and ask for leave from the chairman of the meeting. Such director may delegate another director in writing to exercise voting in respect of the remaining resolutions; and if there is no delegation, he/she shall be deemed to have waived the voting right to the remaining resolution. Should a director attending a Board meeting withdraws during the meeting, he/she shall be deemed to have failed to attend in person for the purposes of calculating whether such director attended in person stipulated under ~~Article 48~~ **Article 47** of the Rules.

Existing rules	Amended rules
Article 50 The Board secretary, supervisors and the Company's president shall attend Board meetings in a non-voting capacity. Other senior management officers not serving as directors and personnel relevant to agenda items may attend as required. Attendees in a non-voting capacity may express views on relevant agenda items but shall have no voting rights.	~~**Article 50**~~ **Article 49** The Board secretary~~,~~ ~~supervisors~~ and the Company's president shall attend Board meetings in a non-voting capacity. Other senior management officers not serving as directors and personnel relevant to agenda items may attend as required. Attendees in a non-voting capacity may express views on relevant agenda items but shall have no voting rights.
Section 4 Convening of Meetings	**Section 4 Convening of Meetings**
Article 51 The chairman of the Board of Directors shall preside over the meeting of the Board of Directors. If the chairman fails to preside over the meeting, reference shall be made to Article 18 of the Rules to determine a person who will preside over the meeting. Subsequent to an election of a new board of directors at the shareholders' general meeting, the director who obtains the most affirmative votes at the shareholders' general meeting (in case of more than one director, one of them shall be elected) shall preside over a meeting to elect the chairman of the new board of directors.	~~**Article 51**~~ **Article 50** The chairman of the Board of Directors shall preside over the meeting of the Board of Directors. If the chairman fails to preside over the meeting, reference shall be made to ~~Article 18~~ **Article 17** of the Rules to determine a person who will preside over the meeting. Subsequent to an election of a new board of directors at the shareholders' ~~general~~ meeting, the director who obtains the most affirmative votes at the shareholders' ~~general~~ meeting (in case of more than one director, one of them shall be elected) shall preside over a meeting to elect the chairman of the new board of directors.
Article 52 The chairman of the meeting shall declare the commencement of the meeting at the scheduled time. After the meeting formally commences, the chairman of the meeting shall first announce the number of attending directors and that such number satisfies statutory requirements, then declare the meeting agenda in the notice, and inquire whether attendees have objections to the voting sequence of proposals. Should objections arise, the chairman of the meeting shall review and determine whether to adopt them in accordance with the Rules.	~~**Article 52**~~ **Article 51** The chairman of the meeting shall declare the commencement of the meeting at the scheduled time. After the meeting formally commences, the chairman of the meeting shall first announce the number of attending directors and that such number satisfies statutory requirements, then declare the meeting agenda in the notice, and inquire whether attendees have objections to the voting sequence of proposals. Should objections arise, the chairman of the meeting shall review and determine whether to adopt them in accordance with the Rules.

Existing rules	Amended rules
Article 53 After agreeing on the agenda by the directors present, the meeting shall be presided over by the chairman of the meeting and proceed to deliberate on matters one-by-one on the agenda, while the proposers or such other persons appointed by the proposers shall first report to the Board on the relevant work or give explanation of such proposals.	~~**Article 53**~~ **Article 52** After agreeing on the agenda by the directors present, the meeting shall be presided over by the chairman of the meeting and proceed to deliberate on matters one-by-one on the agenda, while the proposers or such other persons appointed by the proposers shall first report to the Board on the relevant work or give explanation of such proposals.
Article 54 During the consideration of the relevant motions, proposals and reports at the Board meeting, with a view to a thorough understanding of the main points and the process, the persons in charge of the relevant departments may be requested to sit in such meetings to be heard or inquired about the relevant details for the purpose of reaching a proper resolution. In the event that any proposal being discussed is found with uncertainties or has problems regarding feasibility during the consideration, the Board shall request the relevant department for an explanation, and the proposal shall be returned for re-submission and not voted upon for the time being.	~~**Article 54**~~ **Article 53** During the consideration of the relevant motions, proposals and reports at the Board meeting, with a view to a thorough understanding of the main points and the process, the persons in charge of the relevant departments may be requested to sit in such meetings to be heard or inquired about the relevant details for the purpose of reaching a proper resolution. In the event that any proposal being discussed is found with uncertainties or has problems regarding feasibility during the consideration, the Board shall request the relevant department for an explanation, and the proposal shall be returned for re-submission and not voted upon for the time being.
Article 55 Independent directors shall provide objective, fair and independent opinions on the matters considered and reviewed at shareholder's general meetings and Board meetings, in particular the following matters: (1) material related transactions; (2) nomination, appointment and removal of directors, appointment and removal of senior management officers; (3) remuneration of directors and senior management officers;	~~**Article 55**~~ **Article 54** Independent directors shall provide objective, fair and independent opinions on the matters considered and reviewed at shareholder's ~~general~~ meetings and Board meetings, in particular the following matters: (1) material related transactions; (2) nomination, appointment and removal of directors, appointment and removal of senior management officers; (3) remuneration of directors and senior management officers;

Existing rules	Amended rules
(4) profit distribution plans; (5) appointment or dismissal of an accounting firm that conducts regular statutory audits of the Company's financial reports; (6) other matters that may have a material impact on the legitimate interests of the Company, medium and minority shareholders and financial consumers; (7) any other matters as required by the laws, regulations, regulatory requirements and the Articles of Association. Where independent directors abstain or vote against the above matters, or consider that there are obstacles in expressing their opinions, they shall give written opinions to the Company and report to the insurance regulatory authority.	(4) profit distribution plans; (5) appointment or dismissal of an accounting firm that conducts regular statutory audits of the Company's financial **and accounting** reports; (6) other matters that may have a material impact on the legitimate interests of the Company, medium and minority shareholders and financial consumers; (7) any other matters as required by the laws, regulations, regulatory requirements and the Articles of Association. Where independent directors abstain or vote against the above matters, or consider that there are obstacles in expressing their opinions, they shall give written opinions to the Company and report to the insurance regulatory authority.
Section 5 Voting and Resolutions	**Section 5 Voting and Resolutions**
Article 56 Resolutions shall be made generally in respect of the matters discussed in the Board meeting.	~~**Article 56**~~ **Article 55** Resolutions shall be made generally in respect of the matters discussed in the Board meeting.
Article 57 The Board of Directors shall not consider any ad-hoc proposals that are not included in the notice of the meeting, nor shall it make resolutions on matters that are not included in the agenda. In case of an urgent circumstance that shall be reviewed at the meeting of the Board of Directors, the chairman of the meeting shall arrange for voting on whether the ad-hoc proposal shall be tabled at the meeting for voting, and it cannot be considered unless unanimously passed by all directors. If it is necessary to adopt a resolution, the votes of the proxy attending the meeting shall not be counted as valid votes because the proxy has not been authorised in advance by the principal to vote on the newly added item, unless the principal has made a similar entrustment in the proxy letter.	~~**Article 57**~~ **Article 56** The Board of Directors shall not consider any ad-hoc proposals that are not included in the notice of the meeting, nor shall it make resolutions on matters that are not included in the agenda. In case of an urgent circumstance that shall be reviewed at the meeting of the Board of Directors, the chairman of the meeting shall arrange for voting on whether the ad-hoc proposal shall be tabled at the meeting for voting, and it cannot be considered unless unanimously passed by all directors. If it is necessary to adopt a resolution, the votes of the proxy attending the meeting shall not be counted as valid votes because the proxy has not been authorised in advance by the principal to vote on the newly added item, unless the principal has made a similar entrustment in the proxy letter.

Existing rules	Amended rules
Article 58 After thorough discussion of each proposal, the chairman of the meeting shall call for a vote among attending directors.	~~**Article 58**~~ **Article 57** After thorough discussion of each proposal, the chairman of the meeting shall call for a vote among attending directors.
Article 59 Board meetings shall adopt votes by show of hands or by open ballot. Each director holds one vote. All attending directors may only vote for, against, or abstain from voting on a resolution. Directors shall prudently cast their votes, and votes are irrevocable once cast. Any vote that is not filled in, wrongly filled in, illegible or not cast shall be deemed as the voter giving up his/her voting rights. The voting results shall be treated as "abstention".	~~**Article 59**~~ **Article 58** Board meetings shall adopt votes by show of hands or by open ballot. Each director holds one vote. All attending directors may only vote for, against, or abstain from voting on a resolution. Directors shall prudently cast their votes, and votes are irrevocable once cast. Any vote that is not filled in, wrongly filled in, illegible or not cast shall be deemed as the voter giving up his/her voting rights. The voting results shall be treated as "abstention".
Article 60 Where over half of the directors attending the Board meeting or two or more independent directors deem the proposal unclear and unspecified, or believe they are unable to make a judgment on the matter due to other reasons such as insufficient meeting materials, the chairman of the meeting shall request the meeting to put the voting on the subject on hold. Directors who propose that a vote be suspended shall make explicit requirements on the conditions to be met for the proposal to be submitted for reconsideration.	~~**Article 60**~~ **Article 59** Where over half of the directors attending the Board meeting or two or more independent directors deem the proposal unclear and unspecified, or believe they are unable to make a judgment on the matter due to other reasons such as insufficient meeting materials, the chairman of the meeting shall request the meeting to put the voting on the subject on hold. Directors who propose that a vote be suspended shall make explicit requirements on the conditions to be met for the proposal to be submitted for reconsideration.
Article 61 The voting results of the Board meetings held on-site shall be announced on the spot, and the voting results of the resolutions shall be recorded in the minutes of meetings. If the meeting is held by means of video, telephone, etc., the directors may vote by show of hands or orally. The Company shall complete the written signing of resolutions within five working days after the meetings. If the written signature after the meetings is inconsistent with the votes cast at the meetings, the votes cast at the meetings shall prevail.	~~**Article 61**~~ **Article 60** The voting results of the Board meetings held on-site shall be announced on the spot, and the voting results of the resolutions shall be recorded in the minutes of meetings. If the meeting is held by means of video, telephone, etc., the directors may vote by show of hands or orally.

Existing rules	Amended rules
Where a Board meeting is convened by means of signing by fax, such signing by fax shall, on the basis of ensuring the full expression of opinions of directors, adopt the method of one vote per matter, and directors shall not be required to make only one vote on multiple matters. The Board secretary shall notify the directors of the voting results within five working days after the end of the voting time.	The Company shall complete the written signing of resolutions within five working days after the meetings. If the written signature after the meetings is inconsistent with the votes cast at the meetings, the votes cast at the meetings shall prevail. Where a Board meeting is convened by means of signing by fax, such signing by fax shall, on the basis of ensuring the full expression of opinions of directors, adopt the method of one vote per matter, and directors shall not be required to make only one vote on multiple matters. The Board secretary shall notify the directors of the voting results within five working days after the end of the voting time.
Article 62 If the chairman of the meeting has any doubt as to the voting result of a resolution presented, he/she may have the number of votes recounted. If no counting is made by the chairman of the meeting, any director or his/her proxy present in the meeting who objects to the resolution result announced by the chairman of the meeting shall have the right to immediately demand that the votes be counted, and the chairman of the meeting shall forthwith have the votes counted. If the results of two separate counting are the same, no further counting will be allowed. If a counting of votes is conducted at a Board meeting, the counting result shall be recorded in the minutes of the meeting.	~~**Article 62**~~ **Article 61** If the chairman of the meeting has any doubt as to the voting result of a resolution presented, he/she may have the number of votes recounted. If no counting is made by the chairman of the meeting, any director or his/her proxy present in the meeting who objects to the resolution result announced by the chairman of the meeting shall have the right to immediately demand that the votes be counted, and the chairman of the meeting shall forthwith have the votes counted. If the results of two separate counting are the same, no further counting will be allowed. If a counting of votes is conducted at a Board meeting, the counting result shall be recorded in the minutes of the meeting.

Existing rules	Amended rules
Article 63 Resolutions of the Board shall be approved and adopted by more than one-half of all directors. For the following matters, the resolutions shall be approved and adopted by two–thirds or more of all directors:	~~**Article 63**~~ **Article 62** Resolutions of the Board shall be approved and adopted by more than one-half of all directors. For the following matters, the resolutions shall be approved and adopted by two–thirds or more of all directors:
(1) formulating our profit distribution plan and loss recovery plan;	(1) formulating our profit distribution plan and loss recovery plan;
(2) formulating our annual budget and final accounts;	(2) formulating our annual budget and final accounts;
(3) formulating plans for increase or reduction of our registered capital;	(3) formulating plans for increase or reduction of our registered capital;
(4) formulating plans for merger, division, dissolution and changes of the form of the Company;	(4) formulating plans for merger, division, dissolution and changes of the form of the Company;
(5) formulating plans for issuance of bonds, shares, warrants or other marketable securities by the Company and listing of the Company;	(5) formulating plans for issuance of bonds, shares, warrants or other marketable securities by the Company and listing of the Company;
(6) formulating plans for significant acquisition of the Company, share repurchase of the Company;	(6) formulating plans for significant acquisition of the Company, share repurchase of the Company;
(7) formulating amendments to the Articles of Association;	(7) formulating amendments to the Articles of Association;
(8) appointing or removing senior management officers of the Company and determining the remuneration and relevant rewards and punishment arrangements of the senior management officers of the Company; appointing or removing members of each specialised committee under the Board;	(8) appointing or removing senior management officers of the Company and determining the remuneration and relevant rewards and punishment arrangements of the senior management officers of the Company; appointing or removing members of each specialised committee under the Board;

Existing rules	Amended rules
(9) the Company's matters such as the Company's establishment of legal entities, investment, purchases of assets, disposal and write-off of assets, external donations and external guarantees; (10) appointment, removal and non-reappointment of an accounting firm which shall conduct regular statutory audit on the financial reports of the Company; (11) other matters that shall be passed by special resolutions as required by more than half of all directors; and (12) other matters which shall be passed by two-thirds or more of the directors as provided for by laws, administrative regulations, regulatory requirements and the Articles of Association.	(9) the Company's matters such as the Company's establishment of legal entities, investment, purchases of assets, disposal and write-off of assets, external donations and external guarantees; (10) appointment, **reappointment,** removal and non-reappointment of an accounting firm which shall conduct regular statutory audit on the financial **and accounting** reports of the Company; (11) other matters that shall be passed by special resolutions as required by more than half of all directors; and (12) other matters which shall be passed by two-thirds or more of the directors as provided for by laws, administrative regulations, regulatory requirements ~~and~~, the Articles of Association **and the authorisation management system of the Company**.
Article 64 Where a director or any close associate (as defined in the Hong Kong Listing Rules) of a director has material interests or affiliated relationship in a matter to be resolved by the Board, such director(s) shall not be counted as quorum, shall abstain from voting on such resolution(s) and shall not vote on behalf of other directors unless otherwise specified in laws, administrative regulations, regulatory requirements or relevant requirements of the securities regulatory authorities or stock exchange at the place where the shares of the Company are listed.	~~**Article 64**~~ **Article 63** Where a director or any close associate (as defined in the Hong Kong Listing Rules) of a director has material interests or affiliated relationship in a matter to be resolved by the Board, such director(s) shall not be counted as quorum, shall abstain from voting on such resolution(s) and shall not vote on behalf of other directors unless otherwise specified in laws, administrative regulations, regulatory requirements or relevant requirements of the securities regulatory authorities or stock exchange at the place where the shares of the Company are listed.

Existing rules	Amended rules
Unless otherwise specified in the Articles of Association, such resolutions of the Board meeting in relation to the approval of the proposed matters shall be passed by more than one-half of the votes of the directors who have no affiliated relationship in the resolutions. Where the number of directors who have no affiliated relationship attending the Board meeting is less than three, the Board shall promptly refer such resolution(s) to shareholders' general meeting for consideration. Upon such referral, the Board shall explain the circumstances of review of the Board on such resolution(s) and record the views expressed by the directors who have no affiliated relationship on such resolution(s).	Unless otherwise specified in the Articles of Association, such resolutions of the Board meeting in relation to the approval of the proposed matters shall be passed by more than one-half of the votes of the directors who have no affiliated relationship in the resolutions. Where the number of directors who have no affiliated relationship attending the Board meeting is less than three, the Board shall promptly refer such resolution(s) to shareholders' ~~general~~ meeting for consideration. Upon such referral, the Board shall explain the circumstances of review of the Board on such resolution(s) and record the views expressed by the directors who have no affiliated relationship on such resolution(s).
Article 65 A resolution passed at a Board meeting shall be invalid if it violates the PRC laws or administrative regulations. If the procedures for convening, or the method of voting at, a Board meeting violate the PRC laws or administrative regulations, or the content of a resolution violates the Articles of Association, shareholders may submit a petition to the People's Court to rescind such resolution within 60 days from the date on which such resolution is made.	~~**Article 65**~~ **Article 64** A resolution passed at a Board meeting shall be invalid if it violates the ~~PRC~~ laws or administrative regulations. If the procedures for convening, or the method of voting at, a Board meeting violate the ~~PRC~~ laws ~~or~~, administrative regulations **or the Articles of Association**, or the content of a resolution violates the Articles of Association, shareholders may submit a petition to the People's Court to rescind such resolution within 60 days from the date on which such resolution is made. **However, this does not apply if the procedures for convening the Board meeting or the voting methods only have minor defects that do not substantially affect the resolution.**

Existing rules	Amended rules
Article 66 The directors shall be liable for the resolutions of the Board meetings. If a resolution of a Board meeting violates the PRC laws, administrative regulations, regulatory requirements, the Articles of Association or resolution of the shareholders' general meeting, and as a result of which the Company sustains losses, the directors who vote in favour of or abstain from voting on such resolution shall be liable to compensate the Company. However, if it can be proved 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 that liability. If a director gives reasonable notice to the Board secretary, the Board secretary shall make the relevant minutes available for the director's inspection during reasonable time slots.	~~**Article 66**~~ **Article 65** The directors shall be liable for the resolutions of the Board meetings. If a resolution of a Board meeting violates the ~~PRC~~ laws, administrative regulations, regulatory requirements, the Articles of Association or resolution of the shareholders' ~~general~~ meeting, and ~~as a result of which~~**causes serious losses to** the Company ~~sustains serious losses~~, the directors who vote in favour of or abstain from voting on such resolution shall be liable to compensate the Company. ~~However, i~~**I**f it can be proved 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 that liability. If a director gives reasonable notice to the Board secretary, the Board secretary shall make the relevant minutes available for the director's inspection during reasonable time slots.
Article 67 Board meetings shall have minutes. Minutes of Board meetings constitute legal proof of matters resolved by the Board. If there is any discrepancy between other records and the minutes, the minutes shall prevail. Directors present at the meeting and the recorder shall sign the minutes. Directors present at the meeting are entitled to request explanatory annotations of their statements in the minutes but shall not make substantive revisions. The major matters and resolutions during the process of meetings may be treated as the outline on the minutes of meeting, and signed by the attending directors and the recorder for confirmation. The matters and resolutions without disputes recognized by the outline on the minutes of meeting shall be included in the minutes of its final form.	~~**Article 67**~~ **Article 66** Board meetings shall have minutes. Minutes of Board meetings constitute legal proof of matters resolved by the Board. If there is any discrepancy between other records and the minutes, the minutes shall prevail. Directors present at the meeting and the recorder shall sign the minutes. ~~Directors present at the meeting are entitled to request explanatory annotations of their statements in the minutes but shall not make substantive revisions.~~ The major matters and resolutions during the process of meetings may be treated as the outline on the minutes of meeting, and signed by the attending directors and the recorder for confirmation. The matters and resolutions without disputes recognized by the outline on the minutes of meeting shall be included in the minutes of its final form.

Existing rules	Amended rules
Article 68 Minutes of the Board meeting shall contain the following information: (1) The date, venue, way of convening, and names of the convenor and the chairman of the meeting; (2) Names of the attending directors and persons attending the Board meeting as a non-voting participant, appointing directors and their proxies; (3) Agendas of the meetings; (4) Key opinions; (5) The method and result of voting for every resolution (with the number of votes for and against the resolution and the number of abstained votes as well as the votes by each director); and (6) Signatures of the directors and the recorder. Each director attending the meeting shall have the right to request for an explanation of his/her comments made at the meetings to be noted in the minutes. If a director has different opinions on the meeting minutes, he/she may input supplementary explanations when signing the minutes. The Company shall take audio and video recordings of the physical meeting or record by other means. The Company shall timely deliver the minutes and resolutions of the Board of Directors to the insurance regulatory authority. Minutes of meetings shall be kept permanently.	~~**Article 68**~~ **Article 67** Minutes of the Board meeting shall contain the following information: (1) The date, venue, way of convening, and names of the convenor and the chairman of the meeting; (2) Names of the attending directors and persons attending the Board meeting as a non-voting participant, appointing directors and their proxies; (3) Agendas of the meetings; (4) Key opinions; (5) The method and result of voting for every resolution (with the number of votes for and against the resolution and the number of abstained votes~~ as well as the votes by each director~~); and (6) Signatures of the directors and the recorder. Each director attending the meeting shall have the right to request for an explanation of his/her comments made at the meetings to be noted in the minutes. If a director has different opinions on the meeting minutes, he/she may input supplementary explanations when signing the minutes. The Company shall take audio and video recordings of the physical meeting or record by other means. The Company shall timely deliver the minutes and resolutions of the Board of Directors to the insurance regulatory authority. Minutes of meetings shall be kept permanently.

Existing rules	Amended rules
Article 69 The Board secretary shall carefully organise the recording and sort out the matters discussed at the meeting. Minutes for each Board meeting shall be promptly provided to all attending directors for review. Directors shall complete their review within five days after receipt of minutes. Directors' amendments to the minutes must conform to actual circumstances during the Board meeting. Once finalised, attending directors, the Board secretary, and the recorder shall sign the minutes.	~~**Article 69**~~ **Article 68** The Board secretary shall carefully organise the recording and sort out the matters discussed at the meeting. Minutes for each Board meeting shall be promptly provided to all attending directors for review. Directors shall complete their review within five days after receipt of minutes. Directors' amendments to the minutes must conform to actual circumstances during the Board meeting. Once finalised, attending directors, the Board secretary, and the recorder shall sign the minutes.
Article 70 Resolutions shall be made promptly regarding the matters discussed at the meeting, which shall be confirmed with all directors in presence. The resolutions shall be delivered to each director within five days after the meeting, and reported to the insurance regulatory authority in accordance with the requirements.	~~**Article 70**~~ **Article 69** Resolutions shall be made promptly regarding the matters discussed at the meeting, which shall be confirmed with all directors in presence. The resolutions shall be delivered to each director within five days after the meeting, and reported to the insurance regulatory authority in accordance with the requirements.
Chapter 6 Information Disclosure of Board Meetings	**Chapter 6 Information Disclosure of Board Meetings**
Article 71 The Board must strictly implement information disclosure requirements prescribed by relevant regulatory authorities, comprehensively, promptly, and accurately disclosing all disclosable matters or resolutions discussed at Board meetings. Information concerning material matters shall be filed with relevant regulatory authorities as prescribed.	~~**Article 71**~~ **Article 70** The Board must strictly implement information disclosure requirements prescribed by relevant regulatory authorities, comprehensively, promptly, and accurately disclosing all disclosable matters or resolutions discussed at Board meetings. Information concerning material matters shall be filed with relevant regulatory authorities as prescribed.
Article 72 Where matters on which independent directors expressed opinions belong to information that should be disclosed, the Company shall publish such opinions in accordance with requirements. Where independent directors differ from each other and cannot reach an agreement, the Board shall separately disclose the opinions of each independent director.	~~**Article 72**~~ **Article 71** Where matters on which independent directors expressed opinions belong to information that should be disclosed, the Company shall publish such opinions in accordance with requirements. Where independent directors differ from each other and cannot reach an agreement, the Board shall separately disclose the opinions of each independent director.

Existing rules	Amended rules
Article 73 Individuals with knowledge of confidential Board meeting contents must maintain secrecy. Violators shall be held accountable.	~~**Article 73**~~ **Article 72** Individuals with knowledge of confidential Board meeting contents must maintain secrecy. Violators shall be held accountable.
Chapter 7 Implementation and Feedback of Board Resolutions	**Chapter 7 Implementation and Feedback of Board Resolutions**
Article 74 Matters requiring approval from shareholders' general meeting shall be submitted to shareholders' general meeting as soon as possible after being considered and approved by Board meeting. Such matters may only be implemented upon approval from shareholders' general meeting.	~~**Article 74**~~ **Article 73** Matters requiring approval from shareholders' ~~general~~ meeting shall be submitted to shareholders' ~~general~~ meeting as soon as possible after being considered and approved by Board meeting. Such matters may only be implemented upon approval from shareholders' ~~general~~ meeting.
Article 75 Board resolutions shall be implemented by the president or the persons in charge determined in accordance with the content of the resolutions and the division of responsibilities, with implementation status reported to the chairman of the Board; the Board secretary shall keep abreast of the implementation of the Board resolution and report the same to the chairman of the Board. The Board secretary shall faithfully convey the chairman's opinions to relevant directors and senior management officers of the Company.	~~**Article 75**~~ **Article 74** Board resolutions shall be implemented by the president or the persons in charge determined in accordance with the content of the resolutions and the division of responsibilities, with implementation status reported to the chairman of the Board; the Board secretary shall keep abreast of the implementation of the Board resolution and report the same to the chairman of the Board. The Board secretary shall faithfully convey the chairman's opinions to relevant directors and senior management officers of the Company.
Article 76 The Board may receive management reports on the implementation of matters in relation to Board resolutions as and when necessary.	~~**Article 76**~~ **Article 75** The Board may receive management reports on the implementation of matters in relation to Board resolutions as and when necessary.
Chapter 8 Supplemental Provisions	**Chapter 8 Supplemental Provisions**
Article 77 If there is any inconsistency between the provisions of the Rules and the Articles of Association, the relevant provisions of the Articles of Association shall prevail.	~~**Article 77**~~ **Article 76** If there is any inconsistency between the provisions of the Rules and the Articles of Association, the relevant provisions of the Articles of Association shall prevail.

Existing rules	Amended rules
Article 78 If any matter is not mentioned in the Rules or is in conflict with the requirements of the PRC laws, administrative regulations, regulatory requirements or the Articles of Association promulgated or amended after the rules have taken effect, the requirements of the PRC laws, administrative regulations, regulatory requirements and the Articles of Association shall prevail.	~~**Article 78**~~ **Article 77** If any matter is not mentioned in the Rules or is in conflict with the requirements of the ~~PRC~~ laws, administrative regulations, regulatory requirements or the Articles of Association promulgated or amended after the rules have taken effect, the requirements of the ~~PRC~~ laws, administrative regulations, regulatory requirements and the Articles of Association shall prevail.
Article 79 The phrases "more than" and "at least" herein for the numbers shall include the numbers indicated themselves, while the phrases "fall short", "other than", "exceeding" and "more than half" shall exclude the numbers indicated themselves.	~~**Article 79**~~ **Article 78** The phrases "more than" and "at least" herein for the numbers shall include the numbers indicated themselves, while the phrases "fall short", "other than", "exceeding" and "more than half" shall exclude the numbers indicated themselves.
Article 80 The formulation of and amendments to the Rules shall be made by the shareholders' general meeting, and the power of preparation and interpretation of the Rules shall be vested in the Board of Directors.	~~**Article 80**~~ **Article 79** The formulation of and amendments to the Rules shall be made by the shareholders' ~~general~~ meeting, and the power of preparation and interpretation of the Rules shall be vested in the Board of Directors.
Article 81 The Rules shall come into effect on 29 January 2024, and the Rules of Procedures of the Board of Directors of China Reinsurance (Group) Corporation considered and passed by the 2017 annual general meeting of the Company shall be abolished at the same time.	~~**Article 81**~~ **Article 80** The Rules shall come into effect on ~~29 January 2024~~[●], and the Rules of Procedures of the Board of Directors of China Reinsurance (Group) Corporation considered and passed by the ~~2017~~**2022** annual general meeting of the Company shall be abolished at the same time.

China Reinsurance (Group) Corporation
中國再保險(集團)股份有限公司

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

(Stock Code: 1508)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2025 (the "**EGM**") of China Reinsurance (Group) Corporation (the "**Company**") will be held by way of on-site meeting at the meeting room on 24th Floor, China Re Building, No. 11 Jinrong Avenue, Xicheng District, Beijing, the PRC at 9:30 a.m. on Friday, 28 November 2025 for the purposes of considering, and if thought fit, approving the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the amendments to the Articles of Association

2. To consider and approve the resolution on the amendments to the Rules of Procedures of the General Meeting

3. To consider and approve the resolution on the amendments to the Rules of Procedures of the Board of Directors

4. To consider and approve the resolution on the abolishment of the Board of Supervisors

ORDINARY RESOLUTION

5. To consider and approve the resolution on matters regarding remuneration of Directors and Supervisors of the Company for the year 2023

By order of the Board
China Reinsurance (Group) Corporation
Zhuang Qianzhi[1]
Vice Chairman

Beijing, the PRC
13 November 2025

Note: On 18 September 2025, as considered and approved by the Board of Directors, Mr. Zhuang Qianzhi has been appointed as the chairman of the Board of the Company. He will formally assume office upon approval of his eligibility as the chairman of the Board by the National Financial Regulatory Administration. Before formally assuming office as the chairman of the Board, Mr. Zhuang Qianzhi shall act on behalf of the legal representative of the Company and the chairman of the Board from 18 September 2025 until the date on which he formally assumes office as the chairman of the Board. For details of the appointment of Mr. Zhuang Qianzhi, please refer to the announcement of the Company dated 18 September 2025.

Notes:

1. Closure of register of members and eligibility for attending and voting at the EGM

For the purpose of determining the identity of the shareholders entitled to attend the EGM, the register of members of the Company will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025, both days inclusive, during which period no transfer of shares will be effected. Holders of H shares and domestic shares whose names appear on the register of members of the Company on Friday, 28 November 2025 shall be entitled to attend and vote at the EGM. For unregistered holders of H shares of the Company who intend to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, 24 November 2025 for share registration.

2. Proxy

A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent the relevant shareholder. The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization document must be notarised. In order to be valid, the proxy form together with the notarised power of attorney or other authorization document(s) (if any) must be deposited at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for holders of H shares not less than 24 hours before the time fixed for the holding of the EGM (i.e. before Thursday, 27 November 2025 at 9:30 a.m.) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes.

3. Voting by poll

According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. As such, resolutions set out in this notice of EGM will be voted on by way of poll. Result of the poll voting will be published on the website of the Company (www.chinare.com.cn) and the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) in accordance with the Listing Rules.

4. Other business

The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM (and any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.