THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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中國人壽保險股份有限公司
CHINA LIFE INSURANCE COMPANY LIMITED

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

(Stock Code: 2628)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING 2025

Independent Financial Adviser to the
Independent Board Committee and the Independent Shareholders

SOMERLEY CAPITAL LIMITED

A notice convening the Extraordinary General Meeting of China Life Insurance Company Limited to be held at Multi-function Hall, 2/F, Block A, China Life Plaza, 16 Financial Street, Xicheng District, Beijing, China, on Tuesday, 30 December 2025 at 9:30 a.m. is set out on pages 18 to 20 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting, you are advised to read the notice of Extraordinary General Meeting and to complete and return the enclosed proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form, together with the notarized power of attorney or any other authorization documents, should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited; and for holders of A Shares, the proxy form, together with the notarized power of attorney authorizing execution of the proxy form or any other authorization documents should be returned to the Company's Board Office in person or by post not less than 24 hours before the time appointed for convening the Extraordinary General Meeting (i.e. no later than 9:30 a.m. on Monday, 29 December 2025) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting or at any adjourned meeting if you so wish.

5 December 2025

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

"A Share(s)"	the domestic share(s) of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in RMB
"AMP"	國壽安保基金管理有限公司 (China Life AMP Asset Management Co., Ltd.), a company established under the laws of the PRC with limited liability, and an indirect non-wholly owned subsidiary of the Company
"Articles of Association"	the articles of association of the Company, as amended from time to time
"associate"	has the meaning given to it under the Hong Kong Listing Rules
"Board" or "Board of Directors"	the board of Directors of the Company
"CLI"	國壽投資保險資產管理有限公司 (China Life Investment Management Company Limited), a company established under the laws of the PRC with limited liability, and a wholly-owned subsidiary of CLIC
"CLIC"	中國人壽保險(集團)公司 (China Life Insurance (Group) Company), a state-owned enterprise established under the laws of the PRC, and the controlling shareholder of the Company
"Company"	China Life Insurance Company Limited, a joint stock limited company incorporated in the PRC with limited liability
"connected person"	has the meaning given to it under the Hong Kong Listing Rules
"controlling shareholder"	has the meaning given to it under the Hong Kong Listing Rules
"Director(s)"	the director(s) of the Company
"EGM" or "Extraordinary General Meeting"	the second extraordinary general meeting 2025 of the Company to be held at Multi-function Hall, 2/F, Block A, China Life Plaza, 16 Financial Street, Xicheng District, Beijing, China, on Tuesday, 30 December 2025 at 9:30 a.m.
"equity"	any equity or investment interest of a limited liability company or a joint stock limited liability company whose shares are not listed on any securities exchange and which is legally established and registered within or outside the PRC

"equity/real estate funds"	the private equity funds established by subsidiaries of CLI or third party institutions and of which subsidiaries of CLI or third party institutions act as the general partner or fund manager, in accordance with the relevant laws, administrative regulations and regulatory rules, such as the *Securities Investment Fund Law* and the *Provisional Measures for the Supervision and Administration of Private Investment Funds*, and the investment targets of which are such assets as permitted by the Regulatory Authorities for investment with insurance funds, including equity, real estate and infrastructures, etc.
"Existing Agreement"	the *Agreement for Entrusted Investment and Management and Operating Services with respect to Alternative Investments with Insurance Funds* entered into between the Company and CLI on 30 June 2023
"Existing Projects"	the existing projects already entrusted by the Company to CLI for investment and management prior to the effective date of the New Agreement and in which the Company's interests have not been disposed of as of the effective date of the New Agreement
"financial products"	the debt-to-equity swap investment plans, collective funds trusts, credit asset-backed securities, asset-backed special plans and other financial products recognized by the Former CBIRC and the NFRA that can be invested by insurance asset management institutions under entrustment
"H Share(s)"	the overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Independent Board Committee"	the independent board committee of the Company formed to consider the transactions under the New Agreement, comprising all independent non-executive Directors, namely, Mr. Lam Chi Kuen, Mr. Zhai Haitao, Ms. Chen Jie and Mr. Lu Feng

"Independent Financial Adviser" or "Somerley"	Somerley Capital Limited, a corporation licensed to carry out business in Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, which has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions under the New Agreement
"Independent Shareholders"	shareholders of the Company other than CLIC
"insurance asset management products"	the products invested with insurance funds as permitted by the Regulatory Authorities, and established by CLI or other insurance asset management companies and of which CLI or other insurance asset management companies act as the manager, including the debt investment plans, equity investment plans, asset-backed plans and other products regulated by the Former CBIRC and the NFRA
"Investment and Management Services"	the investment and management by CLI, on a discretionary basis, of the assets entrusted to it by the Company pursuant to the New Agreement, including insurance asset management products, financial products, equity/real estate funds and public REITs products
"Latest Practicable Date"	28 November 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"New Agreement"	the *Entrusted Investment and Management Agreement for Alternative Investments with Insurance Funds* to be entered into between the Company and CLI
"New Projects"	the new projects to be entrusted by the Company to CLI for investment and management pursuant to the New Agreement
"NFRA"	the National Financial Regulatory Administration, the predecessor of which is the China Banking and Insurance Regulatory Commission (the "**Former CBIRC**")
"PRC" or "China"	the People's Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region and Taiwan region

"public REITs products"	the fund products established and publicly issued pursuant to the relevant requirements of the securities regulatory authority under the State Council, of which qualified fund managers act as the manager, and which mainly invest in infrastructure asset-backed securities and hold 100% equity interest in infrastructure project companies through such infrastructure asset-backed securities
"real estate"	any land, buildings and other fixtures attached to land within or outside the PRC
"Regulatory Authorities"	the authorities required by laws to supervise insurance companies, insurance asset management companies and the utilization of insurance funds, including but not limited to the Ministry of Finance of the PRC, the Former CBIRC, the NFRA, the People's Bank of China, the State Administration of Foreign Exchange and the State Administration of Taxation
"RMB"	the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SSE Listing Rules"	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange
"subsidiary(ies)"	has the meaning given to it under the Hong Kong Listing Rules
"Supervisor(s)"	the supervisor(s) of the Company

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

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

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

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

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

Office Address:
16 Financial Street
Xicheng District
Beijing 100033
PRC

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

5 December 2025

To the shareholders

Dear Sir or Madam,

1. INTRODUCTION

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

At the EGM, ordinary resolutions will be proposed to approve: (i) the resolution on entering into the *Agreement for Entrusted Investment and Management Agreement for Alternative Investments with Insurance Funds* (the "**New Agreement**") between the Company and CLI, and (ii) the resolution on entering into the framework agreement in relation to daily connected transactions (the "**Framework Agreement**") between

AMP and CLI. The transactions under the New Agreement and the Framework Agreement constitute continuing connected transactions of the Company under the Hong Kong Listing Rules. Pursuant to Chapter 14A of the Hong Kong Listing Rules, the transactions under the New Agreement are subject to the reporting, announcement, annual review and independent shareholders' approval requirements, while the transactions under the Framework Agreement are exempt from the independent shareholders' approval requirement. However, pursuant to the SSE Listing Rules, the transactions under the Framework Agreement shall also be submitted to the EGM for shareholders' consideration. As such, the Company will seek approval from the Independent Shareholders in respect of the transactions under the New Agreement in accordance with the Hong Kong Listing Rules, and will also seek approval from the Independent Shareholders in respect of the transactions under the Framework Agreement in accordance with the SSE Listing Rules.

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

2. RESOLUTION ON ENTERING INTO THE ENTRUSTED INVESTMENT AND MANAGEMENT AGREEMENT FOR ALTERNATIVE INVESTMENTS WITH INSURANCE FUNDS BETWEEN THE COMPANY AND CLI

Reference is made to the announcement of the Company dated 27 April 2023 and the circular of the Company dated 24 May 2023 in relation to the Existing Agreement entered into between the Company and CLI. The Existing Agreement will expire on 31 December 2025.

The Company proposes to enter into the New Agreement with CLI, whereby CLI will continue to invest and manage assets entrusted to it by the Company, on a discretionary basis, within the scope of utilization of insurance funds as specified by the Regulatory Authorities and in accordance with the requirements of applicable laws and regulations and the investment guidelines of the Company, and the Company will pay CLI the investment management service fee, product management fee, real estate operation management service fee and performance reward in respect of the Investment and Management Services provided by CLI to the Company.

The Company will provide CLI with the investment guidelines on an annual basis. The investment guidelines and any material changes to the investment guidelines shall be approved by the Board and the independent non-executive Directors as a whole. The investment guideline will define the specific scope, type and proportion of assets to be invested and managed by CLI under the authorization of the Company, and set out the investment restrictions and conditions, investment strategies, risk control requirements, performance appraisal method and investment return target. The Company will conduct an examination and appraisal every year with respect to the investment of entrusted assets as well as the Investment and Management Services provided by CLI in accordance with the New Agreement, the investment guidelines and the relevant measures for the performance appraisal of investments.

PRINCIPAL TERMS OF THE NEW AGREEMENT

Parties

- The Company
- CLI

Scope of services

Pursuant to the New Agreement, CLI will invest and manage assets entrusted to it by the Company, on a discretionary basis, within the scope of utilization of insurance funds as specified by the Regulatory Authorities and in accordance with the requirements of applicable laws and regulations and the investment guidelines of the Company. The Company retains the title of the entrusted assets and CLI is authorized to invest and manage such entrusted assets for and on behalf of the Company. The entrusted assets under the New Agreement include insurance asset management products, financial products, equity/real estate funds and public REITs products. The Investment and Management Services provided by CLI to the Company mainly include matters associated with the screening and selection of investment projects, due diligence on investment projects, decision-making on investments, negotiation and execution of investment-related agreements, closing of investment projects, product management, daily management of capital accounts, subsequent management of investment projects, and exit from investment projects, etc.

Service fees

In consideration of the Investment and Management Services provided by CLI to the Company under the New Agreement, the Company will pay fees (including the investment management service fee, product management fee, real estate operation management service fee and performance reward) to CLI for the New Projects and the Existing Projects based on the type of assets involved in the relevant projects.

Investment management service fee

If the New Projects involves investment in insurance asset management products or financial products other than those established and issued by CLI or of which CLI has participated in the establishment and issuance, then the investment management service fee payable by the Company to CLI shall be calculated by multiplying the paid-in capital contribution of the Company in such products in which the Company's interests have not been disposed of, by the fee rate of 0.08% per annum.

If the New Projects involves investment in equity/real estate funds, then the investment management service fee payable by the Company to CLI shall be calculated by multiplying the paid-in capital contribution of the Company in such funds in which the Company's interests have not been disposed of, by the fee rate of 0.08% per annum.

If the New Projects involves investment in public REITs products (including funds adopting public REITs products as their investment strategy), then the investment management service fee payable by the Company to CLI shall be calculated by multiplying the paid-in capital contribution of the Company in such products in which the Company's interests have not been disposed of, by the fee rate of 0.08% per annum.

With respect to the Existing Projects, the investment management service fee payable by the Company to CLI shall be calculated based on the fee standard as set out in the agreements for the entrusted investment and management and the investment guidelines then in force when the investment was made to such projects. In cases where the terms of previous agreements and investment guidelines are unclear or disputed, or where the fee rate of a particular project significantly deviates from the fee rates of projects of the same type with the same duration, the parties shall determine the applicable fee rate based on the principles of fairness, reasonableness and market orientation, within the fee rate range specified in the previous agreements and investment guidelines for the corresponding type of investment management service. Typically, the fee rate ranges from 0.05% to 0.6% for fixed return projects and 0.05% to 0.3% for non-fixed return projects.

The Company will pay CLI the investment management service fee on a quarterly basis.

Product management fee

If the New Projects involves investment in insurance asset management products or financial products established and issued by CLI or of which CLI has participated in the establishment and issuance, then CLI shall charge the product management fee pursuant to the relevant product contracts, but shall not separately charge any investment management service fee. The product management fee rate shall be determined with reference to the fee rate charged by independent third parties for the issuance of products of a similar type and taking into account the market environment and the form of management. The parties agree that the product management fee rate payable by the Company in respect of any particular product shall not exceed 0.6% per annum, and shall not be less favourable than the most preferential fee rate determined between CLI and any other subscribers in respect of the same product. If the subscription of the same product by any independent third party accounts for 20% or more of the total subscription amount, the Company will pay the product management fee to CLI at the same fee rate as that payable by such independent third party. The specific product management fee rate and payment method will be specified in the product contracts to be entered into between the parties in relation to the subscription of the related products.

With respect to the Existing Projects for which CLI shall charge the product management fee pursuant to the relevant product contracts, the Company will continue to pay the product management fee based on the fee rate specified in the product contracts entered into by the Company at the time of its subscription of the products.

Real estate operation management service fee

The real estate operation management service fee refers to the fee incurred in connection with the Company's entrustment to CLI for operation of the underlying properties under the Existing Projects for real estate investments. The real estate operation management service fee shall be calculated by multiplying the EBITDA (i.e. the sum of net profit, income taxes, depreciation of fixed assets, amortization of intangible assets, amortization of long-term deferred expenses and interest payments) derived from the relevant real estate projects in a given year by a fee rate ranging from 3% to 6%, and shall be paid by the Company to CLI on a quarterly basis. The specific standard for the fee rate will be determined by the parties after negotiation with reference to the market conditions, the stage of project operation and the expected performance of the assets, and will be set out in the investment guidelines provided by the Company to CLI.

Performance reward

With respect to the Existing Projects with non-fixed return, if the internal rate of return of the projects is, in principle, higher than the hurdle rate of 8%, the Company will, in addition to the payment of investment management service fee, pay CLI or its subsidiaries the performance-based bonus at the time of exit from the projects. The parties shall calculate the performance-based bonus at the rate of 15% in respect of such portion of profits representing an internal rate of return of more than 8% but less than 10% on the investment, and at the rate of 20% in respect of such portion of profits representing an internal rate of return of more than 10% on the investment.

In addition, the Company will pay CLI the floating management fee or deduct the floating management fee from the investment management service fee payable to CLI on an annual basis based on the result of the annual appraisal of the Company on the performance of CLI. The floating management fee shall range from -10% to +10% of the calculating base. The calculating base of the floating management fee shall be no more than 25% of the investment management service fee of the current period. The amount of the floating management fee, if negative, shall be deducted from the investment management service fee payable by the Company to CLI. The specific mechanism for determining the floating management fee is set out in the investment guidelines provided by the Company to CLI.

In setting the above fee rates under the New Agreement (including the investment management service fee, product management fee, real estate operation management service fee and performance reward), the Company has made reference to the rates specified in the Existing Agreement and the management fee levels paid/charged for similar investment and management services by two other large life insurance companies and two independent third-party asset management institutions. Additionally, the Company has reviewed the fee rate ranges for managing certain types of financial products as published by the Insurance Asset Management Association of China. Prior to submission for the Board approval, the rates under the New Agreement, along with a fairness analysis, have been reviewed by the Legal and Compliance Department, Finance Department, and Risk Management Department of the Company. The Company considers that the fee rates under the New Agreement are fair and reasonable and comparable to those offered by independent third parties.

Other provisions

Under the New Agreement, CLI undertakes that if, in the entrusted investment and management agreements entered into between CLI and other principals, such other principals are entitled to any preferential treatments or any treatments more favourable than those enjoyed by the Company, CLI shall offer the same treatments to the Company. CLI is required under the New Agreement to inform the Company in writing of any preferential treatments it offers to other principals within 5 working days after it offers such treatments.

Term

The Company and CLI will enter into the New Agreement after the approval from the Independent Shareholders is obtained at the EGM. The New Agreement (upon obtaining the approval of the Independent Shareholders and signing by the parties) will take effect from 1 January 2026 and remain in effect until 31 December 2028.

CAP AMOUNTS

Historical figures

For the two years ended 31 December 2024 and the six months ended 30 June 2025, the contractual amount of assets newly entrusted by the Company to CLI for investment and management, as well as the fees for the Investment and Management Services paid by the Company to CLI are as follows:

RMB million

	For the year ended 31 December 2023		For the year ended 31 December 2024		For the year ending 31 December 2025	For the six months ended 30 June 2025
	Annual cap	Historical amount	Annual cap	Historical amount	Annual cap	Historical amount
Contractual Amount of Assets Newly Entrusted for Investment and Management during the Period	120,000	76,764.50	140,000	64,956.42	150,000	21,519.73
Fees for the Investment and Management Services *(Note)*	1,500	770.49	1,800	729.20	2,200	332.65

Note: Under the Existing Agreement, CLI provides the Company with Investment and Management Services as well as operating services. The cap fees and historical amounts for the two years ended 31 December 2024 and the six months ended 30 June 2025 refer to the fees for the Investment and Management Services (including the investment management service fee, product management fee, real estate operation management service fee and performance reward) and the entrusted operation fee in relation to the operating services.

Cap amounts

For the three years ending 31 December 2028, the annual caps on the contractual amount of assets newly entrusted by the Company to CLI for investment and management, as well as the annual caps on the fees for the Investment and Management Services payable by the Company to CLI (including the investment management service fee, product management fee, real estate operation management service fee and performance reward) are as follows:

RMB million (or its equivalent in foreign currency)

	For the year ending 31 December 2026	**For the year ending 31 December 2027**	**For the year ending 31 December 2028**
Contractual Amount of Assets Newly Entrusted for Investment and Management during the Period	120,000	140,000	150,000
Fees for the Investment and Management Services	1,100	1,200	1,300

In determining the annual caps on the contractual amount of assets newly entrusted for investment and management, the Company has taken into account the following factors:

(i) the existing investment portfolio of assets managed by CLI for and on behalf of the Company as at 30 June 2025, which amounted to approximately RMB436.4 billion. As at the Latest Practicable Date, save for projects representing approximately 25.07% of the existing investment portfolio, neither the Company nor CLI has any plan to exit from any of the current investments in the existing investment portfolio, and the Company and CLI intend to maintain these investments over the coming three years.

(ii) the investment plans provided by CLI for the years from 2026 to 2028, including 93 pipeline projects with an aggregate investment amount of more than RMB290 billion which may fall within the scope of the entrusted assets under the New Agreement in the next three years. The aggregate investment amount of these pipeline projects is approximately 2.4 time of the annual cap for the year ending 31 December 2026 in respect of the contractual amount of assets newly entrusted for investment and management under the New Agreement. Furthermore, in addition to the above pipeline projects, CLI will continue to seek other projects that satisfy the Company's assets allocation requirements and investment criteria, and the aggregate investment amount of such projects, as may be identified by CLI during the term of the New Agreement, is expected to be at a similar level as that of the above pipeline projects;

(iii) the expected increase in investment amount and demands for product allocation of the Company during the term of the New Agreement. With the growth of its business scale, the available funds for investment by the Company have also significantly increased. As at the 30 June 2025, the investment assets of the Company amounted to RMB7,127.153 billion, representing an increase of nearly 50% compared to the scale of investment assets as at 31 December 2022. Among these, the scale of assets entrusted by the Company to CLI for investment and management has also continued to grow, with an increase in investment scale of approximately RMB163.241 billion during the period from 1 January 2023 to 30 June 2025. In recent years, the government has introduced a series of policies encouraging insurance institutions to leverage their capital advantages and strengthen financial support in areas such as technology finance, green finance, inclusive finance, pension finance, and digital finance. In the future, the Company will also follow the direction encouraged by these policies and increase its layout in the alternative investment field by entrusting CLI, to meet its growing asset allocation needs; and

(iv) the historical and expected performance of the investments made or to be made by CLI for and on behalf of the Company. Since CLI was entrusted to provide alternative investment services for the Company in 2013, the Company has cumulatively realized approximately RMB86.1 billion in investment returns from the assets entrusted to CLI for investment and management. For the three years ended 31 December 2024, the contractual amount of assets newly entrusted to CLI for investment and management, including the assets of the Company and those of the third parties, was approximately RMB112.9 billion, RMB131.6 billion and RMB135 billion, respectively. According to CLI's latest development plan, its primary business focus and service direction will be adjusted to better cater to the Company's allocation needs, and therefore the proportion of assets managed by CLI for and on behalf of the Company in its total managed assets will further increase. Along with the continuous enhancement of the investment management ability of CLI and the steady business

growth of the Company, it is expected that the scale of the assets to be entrusted by the Company to CLI for investment and management during the term of the New Agreement will increase as compared to the historical figures.

In determining the annual caps on the fees for the Investment and Management Services (including the investment management service fee, product management fee, real estate operation management service fee and performance reward), the Company has taken into account the amount of its assets under the entrustment arrangement as described in the preceding paragraph, the fee rates stipulated under the New Agreement, the exit plans for certain Existing Projects, as well as the historical and expected performance of the investments made or to be made by CLI for and on behalf of the Company. In determining the fee rates, the Company has made reference to market standards and industry practices, including the price of similar transactions with independent third parties, and the fee structures and fee rates for the products with underlying investments similar to those under the New Agreement.

INTERNAL CONTROL PROCEDURES

The Company has adopted the following internal control procedures to ensure the individual transactions will be conducted in accordance with the terms of the New Agreement, on normal commercial terms and in accordance with the pricing policies:

- CLI will submit a list of projects under its management to the investment management centre of the Company on a quarterly basis, setting out the details of each investment, such as the nature of the underlying assets, the applicable fee rate of each project and its calculation basis, as well as its financial information and performance. The investment management centre will review the list of projects provided by CLI to ensure the fee rates adopted by CLI conform to the fee standards specified in the New Agreement and the investment guidelines provide by the Company to CLI;

- The investment management centre, together with the finance department and the internal control and legal departments, will conduct an examination and appraisal every year with respect to the investment of entrusted assets as well as the Investment and Management Services provided by CLI. Such departments of the Company will assess the compliance of CLI with the investment restrictions and conditions imposed by the Company, and evaluate the performance of the investments with reference to the pre-set investment return target, following which the Company will confirm or adjust the performance reward to CLI in accordance with the New Agreement and the investment guidelines;

- Pursuant to the New Agreement, the Company also has the right to access all information in relation to the investments made by CLI for and on behalf of the Company, and copy the financial statements, account books, transaction records, agreements and documents with respect to such investments at any time;

- Pursuant to the New Agreement, if CLI offers any preferential treatments to other parties under its entrusted investment and management agreements with such other parties, CLI is required to inform the Company in writing and offer the same treatments to the Company; and

- The Company maintains regular contact with other investment managers, and also purchase products issued by independent third parties from time to time, through which the Company is able to keep abreast of the latest market prices for managing various types of products. Furthermore, the products issued by CLI are not exclusively for the subscription by the Company and other subsidiaries of CLIC, but also to investors who are independent third parties. Pursuant to the New Agreement, the product management fee rate payable by the Company in respect of any particular product shall not be less favourable than the most preferential fee rate determined between CLI and any other subscribers in respect of the same product, which ensures that the terms offered by CLI are in line with market standards.

The Company considers that the methods and procedures adopted above can ensure that the transactions under the New Agreement will be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority shareholders.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Company has actively pushed forward the management of entrusted investments in both domestic and international markets, proactively diversified its investment types and channels, strengthened its investment capabilities and professional management, and constantly improved its portfolio allocations. CLI is the professional alternative investment platform for companies within the group of CLIC. By entering into the New Agreement, the Company can leverage the industry experience, investment expertise and resources network of CLI in the alternative investment market to further develop alternative investment business, increase contribution to alternative investment value, and satisfy the needs of the Company for assets allocation. Through the alternative investment entrustment, the Company can further broaden its investment portfolio, diversify its investment risk, and capture investment opportunities in the market with higher return potential. CLI will further expand its investment scale and enhance the efficiency in its decision-making on investment, within the scope of authorization by the Company and in accordance with the requirements of the investment guidelines of the Company.

The Directors (including the independent non-executive Directors) are of the view that the transactions under the New Agreement are conducted on normal commercial terms, are entered into in the ordinary and usual course of business of the Company, are fair and reasonable and in the interests of the Company and its shareholders as a whole, and that the annual caps of the transactions under the New Agreement are fair and reasonable. As Mr. Cai Xiliang, Mr. Li Mingguang, Mr. Wang Junhui, Ms. Hu Jin, Mr. Hu Rong and Mr. Niu Kailong hold positions in CLIC and/or CLI, they have abstained from voting on the Board resolution to approve the transactions under the New Agreement.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

CLIC, the controlling shareholder of the Company, currently holds approximately 68.37% of the issued share capital of the Company and is a connected person of the Company. CLI, a wholly-owned subsidiary of CLIC, is an associate of CLIC, and is therefore a connected person of the Company. As such, the transactions under the New Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules. Given that the applicable percentage ratios in respect of the

annual caps for the transactions under the New Agreement are more than 5%, such transactions are subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

The Company will seek approval from the Independent Shareholders in respect of the transactions under the New Agreement at the EGM. In view of CLI's interests in the transactions under the New Agreement, CLIC will abstain from voting at the EGM to approve such transactions. As at the Latest Practicable Date, CLIC controls the voting rights in respect of 19,323,530,000 shares of the Company, representing approximately 68.37% of the issued share capital of the Company. Save for CLIC, no other shareholder of the Company is required to abstain from voting at the EGM to approve the transactions under the New Agreement.

GENERAL INFORMATION

The Company is one of the leading life insurance companies in the PRC. It offers personal insurance businesses, including life insurance, health insurance and accident insurance, reinsurance relating to the above insurance businesses, use of funds permitted by applicable PRC laws and regulations or the State Council, as well as all types of personal insurance services, consulting business and agency business, sale of securities investment funds, and other businesses permitted by the NFRA.

CLIC, the controlling shareholder of the Company, offers insurance policies to groups and individuals, which are managed by the Company under the policy management agreements. CLIC is held as to 90% and 10% by the Ministry of Finance of the PRC and the National Council for Social Security Fund, respectively.

CLI is a wholly-owned subsidiary of CLIC, with a registered capital of RMB3,700 million. Its principal business includes: the management of funds in RMB and foreign currency entrusted by principals under entrustment, engagement in alternative investment business, management and application of its own funds in RMB and foreign currency, business involving insurance asset management products such as debt investment plans and equity investment plans, provision of consulting services relating to asset management, as well as other businesses approved by the NFRA and other departments of the State Council. CLI focuses on alternative investments, and its scope of investment covers equity investment, real estate investment, infrastructure investment, special opportunity investment, inclusive finance and other fields.

OTHER INFORMATION

After the approval from the Independent Shareholders is obtained at the EGM, the Company and CLI will enter into the New Agreement, which will contain substantially the same terms as those to be approved by the Independent Shareholders at the EGM. Any material amendment or change to the terms will be subject to the approval by the Independent Shareholders.

The Independent Board Committee comprising all independent non-executive Directors has been established to advise the Independent Shareholders as to whether the transactions under the New Agreement are conducted by the Group in its ordinary and usual course of business, on normal commercial terms, in the interests of the Company and its shareholders as a whole and are fair and reasonable so far as the Independent Shareholders are concerned. Somerley has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions

under the New Agreement. Accordingly, your attention is drawn to the letter from the Independent Board Committee set out on pages 21 to 22 of this circular and the letter from Somerley set out on pages 23 to 36 of this circular. Your attention is also drawn to the general information set out in Appendix to this circular.

3. RESOLUTION ON ENTERING INTO THE FRAMEWORK AGREEMENT IN RELATION TO DAILY CONNECTED TRANSACTIONS BETWEEN AMP AND CLI

AMP, an indirect non-wholly owned subsidiary of the Company, intends to enter into the Framework Agreement with CLI to conduct certain daily transactions, which mainly include the subscription and redemption of fund products, as well as the private asset management.

(a) Background on the Renewal of the Framework Agreement

The *Framework Agreement in relation to Daily Transactions on Subscription and Redemption of Fund Products and Private Asset Management* entered into between CLI and AMP in 2022 is due to expire by the end of 2025. In light of ongoing business needs, the parties plan to renew the agreement, which constitutes a connected transaction under the rules of the Shanghai Stock Exchange and the Hong Kong Stock Exchange.

Pursuant to the Hong Kong Listing Rules, the transactions concerning the subscription and redemption of fund products by CLI under the Framework Agreement are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirement; and the transaction of private asset management under the Framework Agreement is exempt from the reporting, announcement, annual review and independent shareholders' approval requirements. An announcement regarding the transactions under the Framework Agreement was issued by the Company on 6 November 2025 in accordance with the Hong Kong Listing Rules.

Pursuant to the SSE Listing Rules, given that the cumulative amount of connected transactions between the Group and CLIC (including its controlled affiliates) over the past twelve months exceeds 5% of the latest audited net assets of the Company, the transactions under the Framework Agreement shall be approved by the Board and subsequently submitted to the EGM for shareholders' consideration and approval.

(b) Key Terms of the Framework Agreement

(i) Scope of daily connected transactions

The daily transactions under the Framework Agreement consist of two components: firstly, the subscription and redemption of fund products, and secondly, the private asset management.

(ii) Transaction caps

Taking into account historical data and the anticipated business needs of the parties over the next three years, the annual cap for connected transactions between CLI and AMP is set as follows:

RMB in 100 million

	2026	2027	2028
Subscription price and corresponding subscription fee for the subscription of fund products	20	20	20
Redemption price and corresponding redemption fee for the redemption of fund products	20	20	20
Management fee for the private asset management	0.2	0.2	0.2

(iii) Pricing principles and basis for daily connected transactions

The pricing of daily connected transactions shall adhere to industry practices and be determined by the parties through arm's length negotiations in accordance with the specific contracts pertaining each type of transactions.

(iv) Term of the Framework Agreement

The Framework Agreement is for a term from 1 January 2026 to 31 December 2028.

(c) Impact of Daily Connected Transactions on the Company

The transactions conducted between CLI and AMP will not only be conducive to the consolidation of investment resources within the China Life system but also help AMP to increase its experience for the provision of entrusted asset management services to entities outside the system.

The daily connected transactions between CLI and AMP fall within the ordinary course of business of the Group. These transactions will be conducted at fair pricing in accordance with the principles of transparency, fairness and market orientation. There are no circumstances that would prejudice the interests of the Company, nor will these transactions adversely impact the independence of the Company.

(d) Matters for Consideration at the EGM

This resolution has been reviewed and approved by the Board and the relevant specialised committees, and is hereby submitted for consideration and approval by the shareholders at the EGM.

(e) Abstention of Connected Shareholder from Voting

Pursuant to the relevant requirements of the SSE Listing Rules and the Articles of Association, CLIC, the connected shareholder, is required to abstain from voting, and the shares represented by it will not be included in the total count of valid votes.

4. THE EGM

The notice of EGM is set out on pages 18 to 20 of this circular. The proxy form of the EGM is enclosed.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form, together with the notarized power of attorney or any other authorization documents, should be returned to Computershare Hong Kong Investor Services Limited; and for holders of A Shares, the proxy form, together with the notarized power of attorney authorizing execution of the proxy form or any other authorization documents, should be returned to the Company's Board Office in person or by post not less than 24 hours before the time appointed for convening the EGM (i.e. no later than 9:30 a.m. on Monday, 29 December 2025) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish.

5. VOTING BY POLL

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

6. RECOMMENDATION

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

Yours faithfully,
Cai Xiliang
Chairman

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

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING 2025

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

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on entering into the *Entrusted Investment and Management Agreement for Alternative Investments with Insurance Funds* between the Company and China Life Investment Management Company Limited.

2. To consider and approve the resolution on entering into the framework agreement in relation to daily connected transactions between China Life AMP Asset Management Co., Ltd. and China Life Investment Management Company Limited.

By Order of the Board
Heng Victor Ja Wei
Company Secretary

5 December 2025

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

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

Notes:

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

The H Share register of members of the Company will be closed for the purpose of determining the entitlement of holders of H Shares to attend the Extraordinary General Meeting from Tuesday, 23 December 2025 to Tuesday, 30 December 2025 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the Extraordinary General Meeting, holders of H Shares should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 22 December 2025.

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

2. PROXY

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

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

To be valid, for holders of H Shares, the proxy form and notarized power of attorney or other documents of authorization must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the Extraordinary General Meeting (i.e. no later than 9:30 a.m. on Monday, 29 December 2025) (the proxy form for use at the Extraordinary General Meeting is attached herewith).

3. REGISTRATION PROCEDURES FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING

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

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

4. VOTING BY POLL

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

5. MISCELLANEOUS

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

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

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

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

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

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

5 December 2025

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS UNDER THE ENTRUSTED INVESTMENT AND MANAGEMENT AGREEMENT FOR ALTERNATIVE INVESTMENTS WITH INSURANCE FUNDS

We refer to the circular of the Company dated 5 December 2025 (the "**Circular**"), of which this letter forms part. Terms defined in the Circular have the same meanings in this letter unless the context otherwise requires.

We have been appointed as the Independent Board Committee to advise the Independent Shareholders as to whether, in our opinion, the transactions under the New Agreement are conducted by the Group in its ordinary and usual course of business, on normal commercial terms, in the interests of the Company and its shareholders as a whole and are fair and reasonable so far as the Independent Shareholders are concerned. Somerley has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions under the New Agreement.

We wish to draw your attention to the letter from the Board set out on pages 5 to 17 of the Circular, and the letter from Somerley to the Independent Board Committee and the Independent Shareholders set out on pages 23 to 36 of the Circular which contains its opinion in respect of the transactions under the New Agreement.

Having taken into account the advice of Somerley and its recommendation in relation thereto, we consider that the transactions under the New Agreement are conducted by the Group in its ordinary and usual course of business, on normal commercial terms, in the interests of the Company and its shareholders as a whole

and are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend that you vote in favour of the ordinary resolution to be proposed at the EGM to approve the transactions under the New Agreement.

Yours faithfully,
the Independent Board Committee of
China Life Insurance Company Limited
Lam Chi Kuen
Zhai Haitao
Chen Jie
Lu Feng

The following is the text of the letter of advice from Somerley to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in this circular.



SOMERLEY CAPITAL LIMITED
20th Floor
China Building
29 Queen's Road Central
Hong Kong

5 December 2025

To: the Independent Board Committee and
the Independent Shareholders

Dear Sirs,

CONTINUING CONNECTED TRANSACTIONS UNDER THE ENTRUSTED INVESTMENT AND MANAGEMENT AGREEMENT FOR ALTERNATIVE INVESTMENTS WITH INSURANCE FUNDS

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee and the Independent Shareholders in connection with the transactions under the New Agreement ("**Continuing Connected Transactions**"), for which the Independent Shareholders' approval is being sought, including the annual caps relating thereto (the "**Annual Caps**"). Details of the Continuing Connected Transactions and the Annual Caps are contained in the circular of the Company dated 5 December 2025 (the "**Circular**"), of which this letter forms part. Unless the context otherwise requires, terms used in this letter shall have the same meanings as defined in the Circular.

CLIC, the controlling shareholder of the Company, is a connected person of the Company. CLI, a wholly-owned subsidiary of CLIC, is an associate of CLIC, and is therefore a connected person of the Company. As such, the transactions under the New Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules.

Given that the applicable percentage ratios in respect of the Annual Caps for the transactions under the New Agreement are more than 5%, such transactions are subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules. The Company will seek approval from the Independent Shareholders in respect of the transactions under the New Agreement at the EGM. In view of CLI's interests in the transactions under the New Agreement, CLIC will abstain from voting at the EGM to approve such transactions.

The Independent Board Committee comprising all independent non-executive Directors, namely Lam Chi Kuen, Zhai Haitao, Chen Jie and Lu Feng, has been established to advise the Independent Shareholders as to whether the Continuing Connected Transactions (i) are conducted in the ordinary and usual course of business of the Group, on normal commercial terms, and in the interests of the Company and

its shareholders as a whole; and (ii) are fair and reasonable so far as the Independent Shareholders are concerned. We, Somerley, have been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

During the past two years, there were no engagements between the Company and Somerley. As at the Latest Practicable Date, there were no relationships or interests between (a) Somerley and (b) the Group, CLI, and their respective substantial shareholders, subsidiaries and associates that could reasonably be regarded as a hindrance to our independence as defined under Rule 13.84 of the Hong Kong Listing Rules to act as the Independent Financial Adviser. Apart from normal professional fees payable to us in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Group, CLI, or their respective substantial shareholders, subsidiaries or associates.

In formulating our opinion and recommendation, we have relied on the information and facts supplied, and the opinions expressed, by the Directors and management of the Group and have assumed that they are true, accurate and complete in all material aspects and will remain so up to the time of the EGM. We have also sought and received confirmation from the Directors that all material relevant information has been supplied to us and that no material facts have been omitted from the information supplied and opinions expressed to us. We have no reason to believe that any material information has been withheld from us, or to doubt the truth, accuracy or completeness of the information provided. We have relied on such information and consider that the information we have received is sufficient for us to reach an informed view. We have, however, not conducted any independent investigation into the business and affairs of the Group, CLI, and their respective substantial shareholders, subsidiaries or associates, nor have we carried out any independent verification of the information supplied.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation on the Continuing Connected Transactions (including the Annual Caps), we have taken the following principal factors and reasons into consideration:

1. Information on the Group and CLI

The Group is one of the leading life insurance companies in the PRC. It offers personal insurance businesses, including life insurance, health insurance and accident insurance, reinsurance relating to the above insurance businesses, use of funds permitted by applicable PRC laws and regulations or the State Council, as well as all types of personal insurance services, consulting business and agency business, sale of securities investment funds, and other businesses permitted by the NFRA. In 2024 and the first half of 2025, the Group recorded total revenues of approximately RMB528.6 billion and RMB239.5 billion respectively. The net profit attributable to equity holders of the Company amounted to approximately RMB106.9 billion and RMB40.9 billion during 2024 and the first half of 2025. As at the Latest Practicable Date, the Company had a market capitalisation of approximately HK$1,195.8 billion, based on the respective closing prices of the H Shares and A Shares sourced from Bloomberg.

CLI is established under the laws of the PRC with limited liability and a registered capital of RMB3,700 million. Its principal business includes: the management of funds in RMB and foreign currency entrusted by principals under entrustment, alternative investment business, management and application of its own funds

in RMB and foreign currency, business involving insurance asset management products such as debt investment plans and equity investment plans, provision of consulting services relating to asset management, and other businesses approved by the NFRA and other departments of the State Council.

CLI focuses on alternative investments, and its scope of investment covers equity investment, real estate investment, infrastructure investment, special opportunity investment, inclusive finance and other fields. According to its audited financial statements, CLI recorded operating revenue and net profit of approximately RMB4.2 billion and RMB1.5 billion respectively in 2024. As at 31 December 2024, CLI had total assets of approximately RMB27.5 billion, total liabilities of approximately RMB5.9 billion, and equity attributable to its owners of approximately RMB21.6 billion.

2. Background to and reasons for the Continuing Connected Transactions

As a leading provider of life insurance products in the PRC, the Group has continued to record growth in various key performance indicators in recent periods. In 2024 and the first half of 2025, the Group's gross written premiums amounted to approximately RMB671.5 billion and RMB525.1 billion, respectively, representing increases of approximately 4.7% and 7.3% compared to the corresponding periods last year. Embedded value as at 30 June 2025 amounted to approximately RMB1,477.8 billion, representing an increase of approximately 5.5% from the balance as at 31 December 2024.

The Group has also achieved substantial growth in its investment business. Net investment income amounted to approximately RMB195.7 billion in 2024 and approximately RMB96.1 billion in the first half of 2025, representing year-on-year increases of approximately 5.3% and 4.0% respectively. As at 30 June 2025, the Group had an investment portfolio of approximately RMB7.1 trillion as at 30 June 2025, comprising mainly bonds, stocks, debt-type financial products and other types of investments, with a net investment yield of approximately 3.5% and 2.8% in 2024 and the first half of 2025 respectively.

We note from its annual report that the Company mainly adopts the mode of entrusted investment for management of its investment assets, and has a diversified framework of entrusted investment management with its internal and external managers. The Company selected different investment managers based on the purpose of allocation of various types of investments, their risk features and the expertise of different managers, so as to establish a great variety of investment portfolios and improve the efficiency of insurance fund utilisation. CLI, being the alternative investment platform for companies within the CLIC group, has been providing investment and management services to the Company for more than 10 years. As at 30 June 2025, the Group's investment portfolio entrusted to CLI amounted to approximately RMB436.4 billion, representing approximately 6.1% of its total investment portfolio.

The Existing Agreement was approved by the then independent shareholders of the Company at a shareholder's meeting held on 28 June 2023, for a term from 1 July 2023 to 31 December 2024, and was automatically renewed for one year. Given that the Existing Agreement will expire on 31 December 2025, the Company proposes to enter into the New Agreement with CLI, upon obtaining the approval of the Independent Shareholders at the EGM, for a term of three years commencing from 1 January 2026.

Subject to the above approval at the EGM, the Company may continue to leverage the industry experience, investment expertise and resources network of CLI in the alternative investment market to further develop alternative investment business, increase contribution to alternative investment value, and satisfy the needs

of the Company for assets allocation. Through the alternative investment entrustment, the Company can further broaden its investment portfolio, diversify its investment risk, and capture investment opportunities in the market with higher return potential. CLI will further expand its investment scale and enhance the efficiency in its decision-making on investment, within the scope of authorization by the Company and in accordance with the requirements of the investment guidelines of the Company.

3. Principal terms of the New Agreement

Summarised below are the principal terms of the New Agreement. Further details are disclosed under the section headed "PRINCIPAL TERMS OF THE NEW AGREEMENT" in the letter from the Board.

Provision of Investment and Management Services

Scope of services

Pursuant to the New Agreement, CLI will invest and manage assets entrusted to it by the Company (the "**Entrusted Assets**"), on a discretionary basis, within the scope of utilization of insurance funds as specified by the Regulatory Authorities and in accordance with the requirements of applicable laws and regulations and the investment guidelines of the Company.

The Entrusted Assets include:

(i) Existing Projects which have been entrusted by the Company to CLI for investment and management in accordance with agreements for the entrusted investment and management and the investment guidelines then in force when the investment was made to such projects (the "**Past and Existing Agreements and Guidelines**"); and

(ii) New Projects which will be entrusted by the Company to CLI for investment and management in accordance with the New Agreement. This includes insurance asset management products, financial products, equity/real estate funds and public REITs products.

The Company retains the title of the Entrusted Assets, and CLI is authorised to invest and manage such Entrusted Assets for and on behalf of the Company.

The Investment and Management Services provided by CLI to the Company mainly include matters associated with the screening and selection of investment projects, due diligence on investment projects, decision-making on investments, negotiation and execution of investment-related agreements, closing of investment projects, product management, daily management of capital accounts, subsequent management of investment projects, and exit from investment projects.

Service fees

In consideration of the Investment and Management Services provided by CLI to the Company under the New Agreement, the Company will pay fees (including the investment management service fee, product management fee, real estate operation management service fee and performance reward) to CLI for the New Projects and the Existing Projects based on the type of assets involved in the relevant projects.

(i) Investment management service fee

New Projects

For the New Projects involving investment in insurance asset management products or financial products other than those established and issued by CLI or of which CLI has participated in the establishment and issuance (the "**Third Party Products**"), the investment management service fee payable by the Company to CLI shall be calculated by multiplying the paid-in capital contribution of the Company in such products in which the Company's interests have not been disposed of, by the fee rate of 0.08% per annum.

For the New Projects involving investment in equity/real estate funds and public REITs products (including funds adopting public REITs products as their investment strategy), the investment management service fee payable by the Company to CLI shall be calculated by multiplying the paid-in capital contribution of the Company in such funds in which the Company's interests have not been disposed of, by the fee rate of 0.08% per annum.

Existing Projects

For the Existing Projects, the investment management service fee payable by the Company to CLI shall be calculated based on the fee standard as set out in the Past and Existing Agreements and Guidelines, which typically ranges from 0.05% to 0.6% for fixed return projects and 0.05% to 0.3% for non-fixed return projects. In cases where the terms of Past and Existing Agreements and Guidelines are unclear or disputed, or where the fee rate of a particular project significantly deviates from the fee rates of projects of the same type with the same duration, the Company and CLI shall determine the applicable fee rate based on the principles of fairness, reasonableness and market orientation, within the fee rate range specified in the previous agreements and investment guidelines for the corresponding type of investment management service.

The Company will pay CLI the investment management service fee on a quarterly basis for both New Projects and Existing Projects.

(ii) Product management fee

New Projects

For the New Projects involve investment in insurance asset management products or financial products established and issued by CLI or of which CLI has participated in the establishment and issuance (the "**CLI Products**"), CLI shall charge the product management fee pursuant to the relevant product contracts, but it shall not separately charge any investment management service fee. The product management fee rate shall be determined with reference to the fee rate charged by independent third parties for the issuance products of a similar type and taking into account the market environment and the form of management. The parties agree that the product management fee rate payable by the Company in respect of any particular product shall not exceed 0.6% per annum, and shall not be less favourable than the most preferential fee rate determined between CLI and any other subscribers in respect of the same product. If the subscription of the same product by any independent third party accounts for 20% or more of the total subscription amount, the Company will pay the product management fee to CLI at the same fee rate as that payable by such

independent third party. The specific product management fee rate and payment method will be specified in the product contracts to be entered into between the parties in relation to the subscription of the related products.

Existing Projects

For the Existing Projects, CLI shall charge the product management fee pursuant to the relevant product contracts, the Company will continue to pay the product management fee based on the fee rate specified in the product contracts entered into by the Company at the time of its subscription of the products. As advised by the management of the Group, the product management fee payments vary by product contracts, and are typically made on a quarterly or semi-annual basis.

(iii) Real estate operation management service fee

Existing Projects

For the underlying properties under the Existing Projects for real estate investments entrusted by the Company to CLI for operation, the Company will pay CLI the real estate operation management service fee, which shall be calculated by multiplying the EBITDA (i.e. the sum of net profit, income taxes, depreciation of fixed assets, amortization of intangible assets, amortization of long-term deferred expenses and interest payments) derived from the relevant real estate projects in a given year by a fee rate ranging from 3% to 6%, on a quarterly basis. The specific standard for the fee rate will be determined by the parties after negotiation with reference to the market conditions, the stage of project operation and the expected performance of the assets, and will be set out in the investment guidelines provided by the Company to CLI.

Based on our discussion with the management of the Group, there is no intention for any new properties to be entrusted by the Company to CLI for operation during the term of the New Agreement.

(iv) Performance reward (namely performance-based bonus and floating management fee)

With respect to the Existing Projects with non-fixed return, if the internal rate of return of relevant projects is, in principle, higher than the hurdle rate of 8%, the Company will, in addition to the payment of investment management service fee, pay CLI or its subsidiaries the performance-based bonus at the time of exit from relevant projects. No performance-based bonus will be paid to CLI or its subsidiaries if the internal rate of return of relevant projects is lower than the hurdle rate of 8%. The parties shall calculate the performance-based bonus at the rate of 15% in respect of such portion of profit representing an internal rate of return of more than 8% but less than 10% on the investment, and at the rate of 20% in respect of such portion of profits representing an internal rate of return of more than 10% on the investment.

In addition, the Company will pay CLI the floating management fee or deduct the floating management fee from the investment management service fee payable to CLI on an annual basis based on the result of the annual appraisal of the Company on the performance of CLI. The floating management fee shall range from -10% to +10% of the calculating base. The calculating base of the floating management fee shall be no more than 25% of the investment management service fee of the current period. As such, the maximum floating

management fee is positive or negative 2.5% of the investment management service fee for a particular year (being 10% x 25%). The specific mechanism for determining the floating management fee is set out in the investment guidelines provided by the Company to CLI.

Other Provisions

Under the New Agreement, CLI undertakes that if, in the entrusted investment and management agreements entered into between CLI and other principals, such other principals are entitled to any preferential treatments or any treatments more favourable than those enjoyed by the Company, CLI shall offer the same treatments to the Company. CLI is required under the New Agreement to inform the Company in writing of any preferential treatments it offers to other principals within 5 working days after it offers such treatments.

Term

The Company and CLI will enter into the New Agreement after the approval from the Independent Shareholders is obtained at the EGM. The New Agreement will take effect from 1 January 2026 and remain in effect until 31 December 2028.

Comparison of fee rates in the New Agreement with fee rates with independent third parties

As set out earlier in this section, the Company will pay CLI different types of service fees in relation to the Existing Projects and the New Projects based on the framework set out in the New Agreement.

As confirmed by the management of the Company, all service fees in relation to the Existing Projects payable by the Company to CLI in the coming years will be determined based on the terms of the Past and Existing Agreements and Guidelines. The previous agreements for the entrusted investment and management were approved by the then independent shareholders of the Company at previous shareholders' meetings in accordance with the requirements under the Hong Kong Listing Rules. The investment guidelines then in force given by the Company (including any material changes) were approved by all independent non-executive Directors and the Board as a whole. As such, our analysis on the fee rates in this section mainly focus on those in relation to the Investment and Management Services for the New Projects.

Investment management service fee for the Third Party Products, equity/real estate funds, public REITs

For the purpose of assessing the reasonableness of the investment management service fee rate of 0.08% per annum, we have reviewed all similar continuing connected transactions involving the investment and management of assets entrusted by PRC insurers listed on the Hong Kong Stock Exchange, with investment management service fee rates disclosed and details of transactions published on the website of the Hong Kong Stock Exchange from January 2024 and up to the Latest Practicable Date. Given the limited number of PRC insurers listed on the Hong Kong Stock Exchange and the niche nature of investment management service provided by their respective connected persons, we have identified two transactions based on the aforementioned criteria. In our view, the transactions selected represent an exhaustive list. We note that (i) according to the transaction announcement dated 30 June 2025 of PICC Property and Casualty Company Limited ("**PICC**"), the annual rates of management fees payable by PICC to its connected persons under framework agreements ranged from 0.02% and 0.2%, including a fee rate of 0.08% for insurance asset management products and fixed-income products and a fee rate of 0.12% for private equity funds, equity

investment plans and other equity products; and (ii) according to the transaction announcement dated 12 December 2024 of Sunshine Insurance Group Company Limited ("**Sunshine Insurance**"), the annual rates of base management fees payable by Sunshine Insurance to its connected persons under a framework agreement ranged from 0.1% (for domestic fixed-income investment portfolio) to 0.4% (for domestic and overseas equity investment portfolio), depending on the asset category and types of investment portfolio and products. The investment management service fee payable by the Company to CLI for the Third Party Products, equity/real estate funds, and public REITs under the New Agreement of 0.08% per annum, which is the consistent with the rate under the Existing Agreement, falls within the fee rate range set out above.

Product management fee for the CLI Products

Pursuant to the terms of the New Agreement, for the investment in the CLI Products, CLI will charge the product management fee pursuant to the relevant product contracts, but it shall not charge any investment management service fee to the Company.

For the purpose of assessing the reasonableness of the product management fee limit of 0.6% per annum, we have discussed with the management of the Group and obtained lists of transactions and four sample agreements for each of investments in the CLI Products and products of a similar type established and issued by independent third parties respectively, which were selected on a random basis from all executed contracts during the period from 1 July 2023 to 30 June 2025 (the "**Sample Contracts**"). Management of the Group has confirmed to us that they have provided to us an exhaustive list of contracts for the above transactions and timeframe. On the basis of the Sample Contracts, we note that the product management fees charged for the relevant product contracts by CLI and independent third parties were broadly consistent and the fees charged by CLI fell within the range of those charged by independent third parties. As advised by the management of the Group, the fee rate limit of 0.6% under the New Agreement is to cater for the potential changes in the market environment and the management form, and the final product management fee rate shall be determined with reference to, among others, the fee rate charged by independent third parties for products of a similar type, the product scale, and the scope of services and work during the product tenure The Company has implemented internal procedures to ensure that the actual product management fee payable by the Company in respect of any particular product shall be fair and reasonable and on normal commercial terms, and shall not be less favourable than the most preferential fee rate determined between CLI and any other subscribers in respect of the same product, as detailed in section below headed "4. Internal Control Procedures".

Performance reward – floating management fee

For the purpose of assessing the reasonableness of the floating management fee, we have obtained and reviewed the Company's annual appraisals on the performance of CLI from 2023 to 2024, and note that the floating management fee represented essentially either a positive or a negative adjustment to the total investment management service fee paid for each of 2023 and 2024. We note that the adjustment amount is based on the Company's annual appraisals on CLI's performance that covered various areas, including total investment return, the scale of investments, and management effectiveness. Under the New Agreement, the maximum floating management fee is positive or negative 2.5% (as compared to positive or negative 2.0% under the Past and Existing Agreements and Guidelines) of the investment management service fee for a particular year. Given (i) the above adjustment can either be positive or negative, depending on CLI's performance and with the same maximum adjustment of 2.5% in either direction, which in our view is not

considered significant relative to the scale of the total investment management service fee paid in a particular year, and (ii) the main purpose of the floating management fee is to evaluate the investment management fee payable to CLI, taking into account CLI's service performance in that particular year, we consider the floating management fee to be reasonable.

4. Internal Control Procedures

As set out in the letter from the Board, the Company has adopted the following internal control procedures to ensure the individual transactions will be conducted in accordance with the terms of the New Agreement, on normal commercial terms and in accordance with the pricing policies:

(a) CLI will submit a list of projects under its management to the investment management centre of the Company on a quarterly basis, setting out the details of each investment, such as the nature of the underlying assets, the applicable fee rate of each project and its calculation basis, as well as its financial information and performance. The investment management centre will review the list of projects provided by CLI to ensure the fee rates adopted by CLI conform to the fee standards specified in the New Agreement and the investment guidelines provided by the Company to CLI;

(b) The investment management centre, together with the finance department and the internal control and legal departments, will conduct an examination and appraisal every year with respect to the investment of Entrusted Assets as well as the Investment and Management Services provided by CCL. These departments of the Company will assess the compliance of CLI with the investment restrictions and conditions imposed by the Company, and evaluate the performance of the investments with reference to the pre-set investment return target, following which the Company will confirm or adjust the performance reward to CLI in accordance with the New Agreement and the investment guidelines;

(c) Pursuant to the New Agreement, the Company has the right to access all information in relation to the investments made by CLI for and on behalf of the Company, and copies of financial statements, account books, transaction records, agreements and documents with respect to such investments at anytime;

(d) Pursuant to the New Agreement, if CLI offers any preferential treatments to other parties under its entrusted investment and management agreements with such other parties, CLI is required to inform the Company in writing and offer the same treatments to the Company; and

(e) The Company maintains regular contacts with other investment managers, and also purchase products issued by independent third parties from time to time, through which the Company is able to keep abreast of the latest market prices for managing various types of products. Furthermore, the products issued by CLI are not exclusively for the subscription by the Company and other subsidiaries of CLIC, but also to investors who are independent third parties. Pursuant to the New Agreement, the product management fee rate payable by the Company in respect of any particular product shall not be less favourable than the most preferential fee rate determined between CLI and any other subscribers in respect of the same product, which ensures that the terms offered by CLI are in line with market standards.

We have reviewed the relevant internal control policies relating to the Continuing Connected Transactions, and have received confirmation from the management of the Group that they have been, and will continue to be followed. In these circumstances, we concur with the Company that the methods and procedures adopted above can ensure the transactions under the New Agreement will be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority shareholders. In addition, the independent non-executive Directors and auditors of the Company will review the Continuing Connected Transactions each year, details of which are set out in the section below headed "6. Reporting requirements and conditions of the Continuing Connected Transactions".

5. The Annual Caps

(a) Review of historical figures

Set out below are (i) the contractual amount of assets newly entrusted by the Company to CLI for investment and management (the "**Entrusted Amount**") and (ii) the fees for the Investment and Management Services paid by the Company to CLI (including the investment management service fee, product management fee, real estate operation management service fee and performance reward) (the "**Fees Amount**"), as well as the related annual caps under the Existing Agreement for the two years ended 31 December 2023 and 2024, and for the six months ended 30 June 2025:

	For the year ended 31 December		**For the six months ended 30 June**
	2023	**2024**	**2025**
	(RMB million)	*(RMB million)*	*(RMB million)*
Entrusted Amount	76,764.50	64,956.42	21,519.73
Annual cap	120,000.00	140,000.00	150,000.00
Utilisation rate	64.0%	46.4%	28.7% *(Note)*
Fees Amount	770.49	729.20	332.65
Annual cap	1,500.00	1,800.00	2,200.00
Utilisation rate	51.4%	40.5%	30.2% *(Note)*

Note: Based on the relevant six months transaction amounts and pro rata annual cap amounts

We note that the annual caps of the Entrusted Amount were not fully utilised during the periods under review, with utilisation rates of approximately 64.0%, 46.4% and 28.7% for the year 2023, 2024 and for the first six months of 2025 respectively. The utilisation rates of the annual caps of the Fees Amount were approximately 51.4%, 40.5% and 30.2% during the corresponding periods. As advised by the management of the Group, the relatively low utilisation rates of the Entrusted Amount and the Fees Amount were mainly due to the increasingly complex investment environment as a result of, among others, the slower-than-

expected economic recovery in China, and the tightening regulatory requirements on the insurance funds. The above led to decreases in both number and size of the projects available for investment, in particular for the first six months of 2025, as well as the return of the relevant investments projects during the periods under review.

Despite the utilisation rates being relatively low, we are given to understand that in respect of assets and investments entrusted by the Company to CLI, the Company have been concentrating on high-quality entities and core assets, while introducing innovative investment models to stabilise allocation size, and that the Company intends to accelerate its pace of investment through CLI in the second half of 2025 and in the next few years.

(b) Assessment of the Annual Caps

New Entrustment Caps

The annual caps on the contractual amount of assets to be newly entrusted by the Company to CLI for investment and management ("**New Entrustment Cap(s)**") for each of the three years ending 31 December 2026, 2027 and 2028 are RMB120.0 billion, RMB140.0 billion, and RMB150.0 billion (or their equivalents in foreign currency), respectively. We note that the proposed 2026 New Entrustment Cap of RMB120.0 billion is lower than the existing 2025 cap of RMB150.0 billion.

In order to assess the reasonableness of the New Entrustment Caps, we have discussed with the management of the Group the bases and assumptions underlying the projections. The New Entrustment Cap have been determined with reference to (i) the existing investment portfolio of assets managed by CLI for and on behalf of the Company as at 30 June 2025 (the "**Existing Portfolio**"), (ii) the investment plans provided by CLI for the years 2026 to 2028 (the "**Investment Plan(s)**"), (iii) the expected increase in investment amount and demands for product allocation of the Company during the term of the New Agreement, and (iv) the historical and expected performance of the investments made or to be made by CLI for and on behalf of the Company.

We have discussed with the management of the Group and reviewed the preparation basis for the Existing Portfolio and the Investment Plans. We note that the Existing Portfolio amounted to approximately RMB436.4 billion as at 30 June 2025. As confirmed by the management of the Group, as at the Latest Practicable Date, save for projects representing approximately 25.1% of the Existing Portfolio, neither CLI nor the Company has any plan to exit from any of the current investments in the Existing Portfolio, and CLI and the Company will continue to maintain these investments over the coming three years. In terms of future investments, the Investment Plans set out over 90 pipeline projects expected to be invested by CLI for and on behalf of the Company, with an aggregate investment amount over RMB290 billion. We have discussed with the management of the Group and CLI these pipeline projects, and have reviewed relevant documentations, including project descriptions, expected investment amounts and investment horizons relating to the selected projects from the list of projects in the Investment Plans. We understand from the management of the Group that the projects may fall within the scope of the Entrusted Assets in the upcoming three years, and such aggregate amount under the Investment Plans is approximately 2.4 times of the total New Entrustment Cap in 2026. We further understand that for the three years ended 31 December 2024, the contractual amount of assets newly entrusted to CLI for investment and management, including the assets of the Company and those of other third parties, were approximately RMB112.9 billion, RMB131.6

billion and RMB135 billion respectively, which indicate that CLI has the ability to identify sufficient pipeline projects available for investment. As set out in the letter from the Board, according to CLI's latest development plan, CLI's primary business focus and service direction will be adjusted to better cater to the Company's allocation needs and it will continue to seek other projects that satisfy the Company's assets allocation requirements and investment criteria, and the aggregate investment amount of such projects, as may be identified by CLI during the term of the New Agreement, is expected to be at a similar level as that of the above pipeline projects.

Fee Caps

The annual caps on the fees for the Investment and Management Services (the "**Fee Cap(s)**") for each of the three years ending 31 December 2026, 2027 and 2028 are RMB1.1 billion, RMB1.2 billion and RMB1.3 billion (or their equivalents in foreign currency), respectively. Similar to the New Entrustment Caps, we note that the proposed 2026 Fee Cap of RMB1.1 billion is lower than the existing 2025 annual cap of RMB2.2 billion.

In order to assess the reasonableness of the Fee Caps, we have discussed with the management of the Group and reviewed the investments made in prior years and to be made in the upcoming years, as well as the basis of setting the relevant management fee rates. The Fee Caps have been determined with reference to (i) the size of the Existing Portfolio as at 30 June 2025 and the expected investments to be made in the coming three years, (ii) the applicable fee rates stipulated under the New Agreement, (iii) the exit plans for certain Existing Projects, and (iv) the historical and expected performance of investments made or to be made by CLI for and on behalf of the Company.

We have reviewed and discussed with the management of the Group the calculations of the Fee Caps for each of 2026, 2027 and 2028, which were determined mainly with reference to the investment amounts made and expected to be made (please refer to the sub-section above headed "New Entrustment Caps") and historical management fee rates. The relevant management fee rates for the New Projects will be determined with reference to market standards and industry practices, taking into account the price of similar transactions with independent third parties. In respect of the investments to be made by CLI for and on behalf of the Company over the next three years, the assumed management fee rates for 2026-2028 have been determined based on the average expected fee rates for pipeline projects anticipated to be invested in the coming years, which in turn were estimated with reference to the overall product fee structures and rates in the industry observed during 2024, and taking into account the current market trends for similar types of transactions. In addition, the Group has taken into account the performance-based bonus that may be payable as a result of the potential exit of certain investments in the Existing Portfolio. Based on our discussions with the management of the Group and CLI, there is only one current investment in the Existing Portfolio that is expected to exit and be eligible for a performance-based bonus in the next three years, and the amount is not expected to be significant compared to the size of the Fee Caps.

(c) Our general view on the Annual Caps

Generally speaking, in our opinion, it is in the interests of the Company and its shareholders to determine the Annual Caps in a way that accommodates the potential growth of the Group's business and takes into account its future investment requirements against the backdrop of the future development of China's insurance industry. CLI is expected to seek new projects that satisfy the Company's assets allocation

requirements and investment criteria. Based on the Investment Plans with aggregate potential investment amount of over RMB290 billion, the investment of such pipeline projects as may be identified by CLI during the term of the New Agreement is expected to be stable and improving.

Provided that the Continuing Connected Transactions are subject to annual review by the Independent Non-executive Directors and auditors of the Company (as discussed below), as required under the Hong Kong Listing Rules, the Group would have the desirable flexibility in entrusting CLI to make investments on the Company's behalf for future returns if the Annual Caps are tailored to future business growth. CLI is principally engaged in the investment and asset management business, with a focus on the alternative investment market. As at 31 December 2024, CLI, on behalf of the Company, had invested in a total of 367 projects, including 52 projects newly invested in 2024. According to the management of the Group, CLI has continued to enhance its investment capability in anticipation of the growing demand for investment and asset management requirements from the Group.

We note that the Continuing Connected Transactions relate to financial investments are subject to market forces. Given that the actual fees payable in the future pursuant to the New Agreement and the relevant investment guidelines are partly a function of how CLI's investments perform in the market, we consider that this uncertainty needs to be taken into account when evaluating the Annual Caps. On this basis, in assessing the reasonableness of the Annual Caps, we have discussed with the management of the Group the factors taken into account as stated earlier in this section, and we consider it reasonable for the Company to take into account the above factors in determining the Annual Caps.

6. Reporting requirements and conditions of the Continuing Connected Transactions

Pursuant to Rules 14A.55 to 14A.59 of the Hong Kong Listing Rules, the Continuing Connected Transactions are subject to the following annual review requirements:

(a) the Independent Non-executive Directors must review the Continuing Connected Transactions every year and confirm in the annual report whether the Continuing Connected Transactions have been entered into:

  (i) in the ordinary and usual course of business of the Group;

  (ii) on normal commercial terms or better; and

  (iii) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole;

(b) the Company must engage its auditors to report on the Continuing Connected Transactions every year. The Company's auditors must provide a letter to the Company's board of directors confirming whether anything has come to their attention that causes them to believe that the Continuing Connected Transactions:

  (i) have not been approved by the Company's board of directors;

(ii) were not, in all material respects, in accordance with the pricing policies of the Group if the Continuing Connected Transactions involve the provision of goods or services by the Group;

(iii) were not entered into, in all material respects, in accordance with the relevant agreements governing the Continuing Connected Transactions; and

(iv) have exceeded the Annual Caps;

(c) the Company must allow, and ensure that the counterparties to the Continuing Connected Transactions allow, the Company's auditors sufficient access to their records for the purpose of the reporting on the Continuing Connected Transactions as set out in under paragraph (b) above;

(d) the Company must promptly notify the Hong Kong Stock Exchange and publish an announcement if the Independent Non-executive Directors and/or auditors of the Company cannot confirm the matters as required.

In light of the reporting requirements attached to the Continuing Connected Transactions, in particular, (i) the restriction of the value of the Continuing Connected Transactions by way of the Annual Caps; and (ii) the ongoing review by the Independent Non-executive Directors and auditors of the Company of the terms of the New Agreement and the Annual Caps not being exceeded, we are of the view that appropriate measures will be in place to monitor the conduct of the transactions and assist to safeguard the interests of the Independent Shareholders.

OPINION AND RECOMMENDATION

Having taken into account the above principal factors and reasons, we consider that the Continuing Connected Transactions are in the ordinary and usual course of business of the Group, on normal commercial terms, and in the interests of the Company and its shareholders as a whole. We also consider that the Continuing Connected Transactions (including the Annual Caps) are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, that the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the transactions under the New Agreement.

Yours faithfully,
for and on behalf of
SOMERLEY CAPITAL LIMITED
John Wong
Director

Mr. John Wong is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Somerley, which is licensed under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. He has over fifteen years of experience in the corporate finance industry.

1. RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. INTERESTS OF DIRECTORS AND SUPERVISORS

As at the Latest Practicable Date, none of the Directors, Supervisors and chief executive of the Company or their respective associates had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules.

3. EMPLOYMENT OF DIRECTORS AND SUPERVISORS WITH SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, Mr. Cai Xiliang, Mr. Wang Junhui, Ms. Hu Jin, Mr. Hu Rong and Mr. Niu Kailong, all being Directors, and Mr. Gu Haishan, a Supervisor, are directors or employees of CLIC, which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

4. MATERIAL ADVERSE CHANGES

As at the Latest Practicable Date, the Directors are not aware of any material adverse changes in the financial or trading position of the Group since 31 December 2024 (the date to which the latest published audited accounts of the Company were made up).

5. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors or Supervisors had any existing or proposed service contract with the Company or any of its subsidiaries which is not terminable within one year without payment of compensation (other than statutory compensation).

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their close associates had interests in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group which would fall to be disclosed under the Hong Kong Listing Rules.

7. OTHER ARRANGEMENTS INVOLVING DIRECTORS AND SUPERVISORS

As at the Latest Practicable Date:

(a) none of the Directors or Supervisors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date and which was significant in relation to the business of the Group; and

(b) none of the Directors or Supervisors had any direct or indirect interest in any assets which had been since 31 December 2024 (the date to which the latest published audited accounts of the Company were made up), (i) acquired or disposed of by, (ii) leased to, (iii) are proposed to be acquired or disposed of by, or (iv) are proposed to be leased to, any member of the Group.

8. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinions or advice, which are contained or referred to in this circular:

Name	Qualification
Somerley	a corporation licensed to carry out business in Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

As at the Latest Practicable Date, Somerley:

(a) has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter dated 5 December 2025 and references to its name, in the form and context in which it appears;

(b) did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and

(c) did not have any direct or indirect interest in any assets which had been since 31 December 2024 (the date to which the latest published audited accounts of the Company were made up), acquired, disposed of by, or leased to any member of the Group or were proposed to be acquired or disposed of by, or leased to any member of the Group.

9. DOCUMENTS ON DISPLAY

A copy of the New Agreement will be published on the HKExnews website of Hong Kong Exchanges and Clearing Limited (https://www.hkexnews.hk) and the website of the Company (https://www.e-chinalife.com) from the date of this circular up to and including the date of the EGM.